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Prospectus

Kincora Copper Limited

ARBN: 645 457 763

For an Initial Public Offering of 40,000,000 – 50,000,000 CHESS Depositary Interests (CDIs) at an issue price of A$0.20 per CDI to raise A$8,000,000 to A$10,000,000 (before costs)

1 March 2021

JOINT LEAD MANAGERS

BRIDGE STREET CAPITAL PARTNERS

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IMPORTANT NOTICES

Issuer

This Prospectus is issued by Kincora Copper Limited (ARBN 645 457 763, British Columbia company incorporation number C0694911) (**Kincora** or the **Company**) for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Offer

The Offer contained in this Prospectus is an initial public offering to acquire CHESS Depositary Interests (**CDIs**) over fully paid ordinary shares in the Company (**Shares**). Each CDI will represent one underlying Share. The Shares offered under this Prospectus will be issued to investors in the form of CDIs so that those investors may trade the Shares on ASX and settle the transactions through CHESS.

In this Prospectus, the terms **Shares** and **CDIs** may be used interchangeably, except where the context requires otherwise.

Please refer to Section 1 and 7.9 for further information about Shares and CDIs.

Lodgement and listing

This Prospectus is dated 1 March 2021 (**Prospectus Date**) and was lodged with ASIC on that date.

The Company will apply to ASX for admission of the Company to the official list of ASX and for the quotation of its CDIs on ASX within seven days after the Prospectus Date.

Neither ASIC, ASX or their respective officers take any responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry Date

This Prospectus will expire at 5:00pm on the date which is 13 months after the Prospectus Date (**Expiry Date**). No CDIs will be issued on the basis of this Prospectus after the Expiry Date.

Not investment advice

The information contained in this Prospectus is not financial product advice and does not consider your investment objectives, financial situation or particular needs. Some of the key risk that you should consider are set out in Section 5.

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

Speculative investment

This Offer should be considered highly speculative. No person named in this Prospectus warrants or guarantees that the securities offered pursuant to this Prospectus will make a return on the capital invested, that dividends will be paid on the securities or that there will be an increase in the value of the securities in the future.

Jurisdictional restrictions

This Prospectus does not constitute an offer or invitation to apply for CDIs in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the CDIs or the Offer, or to otherwise permit a public offering of the CDIs, in any jurisdiction outside Australia.

The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law. If you are outside of Australia and come into possession of this Prospectus, you should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Residents of the United States of America

Neither this Prospectus or the CDIs offered by it have been, or will be, registered under the US Securities Act 1993 as amended (**US Securities Act**) and may not be offered, sold or resold:

- In the United States of America or to, or for the account or benefit of US Persons (as defined in Rule 902 under the US Securities Act) except in a transaction exempt from the registration requirements of the US Securities Act and applicable state securities laws; or
- Outside the United States of America, except to non-US persons in offshore transactions in compliance with Regulation S under the US Securities Act.

Residents of Hong Kong

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

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This Prospectus has not been registered in Hong Kong and it has not been approved by the Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571) of Hong Kong (**SFO**). This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Hong Kong, other than to the following:

- to a 'professional investor' under the SFO; or
- in circumstances which will not result in the Prospectus constituting a 'prospectus' under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance.

By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

Residents of the United Kingdom

The content of this Prospectus has not been approved as a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 of the UK. If you are considering engaging in any investment activity, you should seek appropriate independent financial advice and make your own assessment.

It is emphasised that this Prospectus is being provided to you in reliance upon your acknowledgement and acceptance that this Prospectus is being made to and directed solely at persons in the UK who are reasonably believed to be of a kind described in Article 19(5) ('Persons having professional experience in matters relating to investment'), Article 48 ('Certified high net worth individuals'), Article 49(2)(a)-(d) ('High net worth companies, unincorporated associations, etc'), Article 50(1) ('Sophisticated Investors'), or Article 50A ('Self-certified sophisticated investors') of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended), and persons who are otherwise permitted by law to receive it (together, **Relevant Persons**).

This Prospectus must not be acted upon or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will only be engaged in with such persons. Any recipient of this Prospectus who is not a Relevant Person should return it to the Company immediately and not take any other action

Financial information presentation

Section 4 of this Prospectus sets out in detail the Financial Information referred to in this Prospectus and the basis of preparation of that Financial Information.

The Financial Information included in the Prospectus has been prepared in accordance with International Financial Reporting Standards (**IFRS**). Financial statements prepared in future periods will be prepared and audited in accordance with IFRS. Preparation of the Financial Information and future financial statements in accordance with IFRS ensures compliance with Australian Accounting Standards."

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. Conversions may not reconcile due to rounding. All references to "$" or "A$" are references to Australian dollars and all references to "C$" are references to Canadian dollars.

Forward-looking statements

As the Company's business is at an early stage of development, there are substantial uncertainties associated with forecasting future financial information, including future revenues and expenses, of the Company. On this basis, it is the opinion of the Directors that there is no reasonable basis for the inclusion of financial forecasts in this Prospectus.

See Section 2 (About Kincora) for more information about the Company's business and activities.

This Prospectus may contain forward-looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties.

Any forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause actual events or outcomes to differ materially from the events or outcomes expressed or anticipated in these statements, many of which are beyond the control of the Company. All forward-looking statements should be read in conjunction with, and qualified by reference to, the risk factors set out in Section 5 (Key Risks) and other information contained in this Prospectus.

The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are

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cautioned not to place undue reliance on such forward-looking statements.

Past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Competent Person Statement

The exploration results and mineral resource estimates of the Company included in the Independent Technical Report set out at Attachment A are based on and fairly represent information and supporting documentation reviewed and approved by Dr James Lally as a Principle Geologist at Mining Associates Pty Ltd. Dr Lally has degrees from the University of Newcastle-upon-Tyne (BSc (Hons) Geology), the University of Leicester (MSc Mineral Exploration and Mining Geology) and James Cook University (PhD). Dr Lally is a Member of the Australian Institute of Geoscientists and a Member of the Society of Economic Geologists. Dr Lally has the relevant qualifications, experience, and independence to be considered a Competent Person as defined in the JORC Code.

Exposure period

The Corporations Act prohibits the Company from processing Applications for shares under the Offer in the seven-day period after the Prospectus Date (**Exposure Period**). ASIC may extend this period by up to a further seven-day period (that is, up to a total of 14 days). The purpose of the Exposure Period is to enable this Prospectus to be examined by ASIC and market participants prior to the raising of funds under the Offer.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

Obtaining a copy of this Prospectus

This Prospectus will be available to Australian residents in electronic form at the Offer Website (www.kincoracopper.com) and in hard copy upon request during the Exposure Period by contacting the Company from 9:00am to 5:00pm (Sydney Time) Monday to Friday (excluding public holidays). Contact details for the Company are detailed in the Corporate Directory.

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia. Hard copy and electronic versions of the Prospectus are generally not available to persons in other jurisdictions.

If you access the electronic version of this Prospectus you should ensure that you download and read the entire Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company (see Corporate Directory for contact information).

Applications

Applications for CDIs under the Offer can only be made using the relevant Application Form accompanying this Prospectus or otherwise provided by the Company.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the Prospectus or the complete and unaltered electronic version of the Prospectus. If this Prospectus is found to be deficient, any Applications may need to be dealt with in accordance with section 724 of the Corporations Act.

Cooling off rights

Cooling off rights do not apply to an investment in CDIs pursuant to the Offer. This means that in most circumstances you cannot withdraw your Application once it has been accepted by the Company.

Privacy

By filling out an Application for CDIs, you are providing personal information to the Company and the Share Registry. The Company and the Share Registry may collect, hold and use that personal information as required in connection with the Offer, including to process your Application, service your needs as a shareholder, provide facilities and services that you request, carry out appropriate administration or comply with the ASX Listing Rules, ASX Settlement Rules and other requirements imposed by any regulatory authority. Some of this personal information is collected as required or authorised by certain laws including the Corporations Act and the *Income Tax Assessment Act 1997* (Cth).

If you do not provide the information requested in the Application, your Application may not be able to be processed or accepted.

Your personal information may also be used from time to time to inform you about other products and services offered by the Company which may be of interest to you. You can opt out of receiving these communications at any time.

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Your personal information may also be provided to agents and service providers of the Company on the basis that they deal with such information in accordance with the privacy policy of the Company. These agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- the Joint Lead Managers to assess your Application;
- printers and other companies for the purposes of preparing and distributing statements and for handling mail;
- market research companies for the purposes of analysing the shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors or consultants and other advisers for the purposes of administering and advising on the CDIs and for associated actions.

If you become a shareholder, the Corporations Act requires the Company to include information about you on its public register of members. The information contained in the register of members must remain there even if you cease to be a shareholder. Information contained in the register of members is also used to facilitate dividend payments and corporate communications and compliance by the Company with legal and regulatory requirements.

You can obtain a copy of the Company's privacy policy at www.kincoracopper.com. The privacy policy contains further details regarding access, correction and complaint rights and procedures.

To the extent of any inconsistency between the information above and the Company's privacy policy, the information above will apply. In all other respects, personal information collected by the Company in connection with your Application will be handled in accordance with the Company's privacy policy. To contact the Company for privacy matters, please use the contact details provided on its website, or write to the Company at its address set out in the corporate directory.

The Share Registry's complete privacy policy is available at the Share Registry's website, https://www.computershare.com/au/privacy-policies. Questions about the Share Registry's privacy policy can also be emailed to privacy@computershare.com.au.

Definitions, abbreviations and time

Defined terms and abbreviations used in this Prospectus (unless specified otherwise) are explained in the Glossary.

All references to time in this Prospectus refer to Sydney, Australia time unless stated otherwise.

All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated.

Photographs, data and diagrams

Photographs and diagrams used in this Prospectus which do not have any descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred to in this Prospectus, are incorporated in this Prospectus by reference.

Regulation in Australia

The Company is not incorporated in Australia (as it is a foreign branch only). This means that the Company is not regulated by the Corporations Act or ASIC and its activities are governed by the Business Corporations Act (British Columbia) and applicable Canadian laws. Please see Section 11 (Additional Information) for further details.

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LETTER FROM THE CHAIRMAN

Dear Investor,

At Kincora Copper Limited (TSX-V: KCC) (**Kincora** or the **Company**) our focus is on the discovery of world-class copper gold porphyry associated deposits with the near term ambition to become the leading listed pure play explorer in what we believe is one of the most significant gold rich porphyry regions in the world, the Lachlan Fold Belt (**LFB**) of Australia.

On behalf of the Company's Directors, it is my pleasure to invite you to become an investor as we embark on our proposed dual listing on the ASX and accelerate our drilling activities from one to three projects within the LFB in 2021. In our view, these priority projects demonstrate potential hallmarks of neighbouring world-class discoveries which are now major mines. We are planning over 15,000 metres of drilling shortly post listing as part of a minimum of 34,000 metres total drilling program across the projects with our drill targeting utilizing established exploration models.

I lead an experienced, well-balanced Board of Directors and management team who have *"skin in the game*" equity ownership and are backed by a significant institutional and family office shareholder base. We believe we have a very capable team that above all embraces the need to do things the smart and correct way, leveraging the fact that the majority of our team members are either Australian or have an extensive background operating in Australia with leading exploration and mining organisations.

For explorers, we consider the technical team is very important. In our opinion, Kincora has one of the best industry experienced technical teams for a junior company that, during their careers, have made multiple world-class copper and gold discoveries. The team also has unique knowledge and a track record of discoveries in the LFB. The board's technical director, John Holliday, is a leading porphyry expert and based in this region. He is backed up by a strong Technical Committee and wider team. John is best known as being key to Newcrest's origination and, discovery and management of the Cadia project during the exploration phases. Cadia is now one of Australia's largest and most profitable gold mines.

Our team over the last year has assembled a strategic and district scale position and project pipeline of early stage to advance walk up drill target projects in areas of the Macquarie Arc with significant exploration potential, within the LFB, in Central West New South Wales (**NSW**), Australia. For more information about these projects, please refer to Section 2 (About Kincora).

The purpose of the Offer is to raise a minimum of A$8,000,000, and a maximum of A$10,000,000 (in each case, before costs), by the issue of CHESS Depositary Interests (**CDIs**) over fully paid ordinary shares in the capital of the Company (**Shares**). A minimum of 40,000,000 CDIs and a maximum of 50,000,000 CDIs will be issued, at an issue price of A$0.20 per CDI. The CDIs will be issued at a ratio of 1 CDI for 1 Share.

High priority drilling commenced in April 2020 and continues at our flagship Trundle project within the LFB, with very promising copper and gold results. Our first hole returned 51 metres at 1.17 g/t gold and 0.54% copper commencing from only 39 metres depth.

The Trundle project is situated in the same minerals complex as Northparkes, Australia's second largest porphyry mine. Trundle is the only brownfield porphyry project held by a listed junior in the LFB, and we consider it rare for a junior explorer to secure such a brownfield opportunity in any jurisdiction let alone a Tier 1 location such as Australia.

The LFB is a world-class gold and copper region hosting an estimated endowment of over 100Moz gold and over 24Mt copper[1]. It is Australia's foremost porphyry region and serviced by favourable existing infrastructure. The LFB hosts flagship operations including Cadia (the world's largest currently known alkalic porphyry system[2]), Cowal

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1 Bespoke request by Richard Schodde from MinEx Consulting for Kincora Copper, March 2020.

2 "Porphyry Au-Cu mineralization controlled by reactivation of an arc-transverse volcanosedimentary subbasin", Nathan Fox, David R. Cooke, Anthony C. Harris, Dean Collett, Graeme Eastwood, September 2015.

(Evolution Mining's flagship mine), and Northparkes (a cluster of porphyry deposits including five notable gold rich copper orebodies supporting Australia's second largest copper porphyry mine). While the LFB has enjoyed a mining history for well over a hundred years, the amount of extensive exploration to depth in most regions has been limited and, in our opinion, in certain projects ineffective. It is very evident to our team that there is a significant opportunity in the LFB by applying new exploration concepts and techniques.

The recent Boda porphyry discovery by Alkane Resources, Alkane's brownfield drilling results at its Tomingley gold mine, Evolution Mining's significant resource inventory growth at Cowal, the significant resource growth at Northparkes, CleanTeq's battery metals development stage complex at Sunrise and Kincora's initial drilling results at Trundle highlight the regions exploration potential. As summarised by Richard Schodde, a globally recognised minerals economist from MinEx Consulting, *"as an economic geologist … NSW, Lachlan Fold Belt, for copper and gold, is the place to be"*[3].

I am often asked, why dual list on the ASX? In the Board's view this is the natural stock exchange now for the Company, Kincora's primary focus and value drivers are related to our LFB assets. Our assets and team are better known in this domestic market, and by dual listing on the ASX we are seeking to access local investors who have an interest in funding local exploration and mining projects, and improve the Company's liquidity.

This Prospectus contains detailed information about the Offer and the current and proposed operations of the Company, as well as the risks pertaining to an investment in the Company. Potential investors should carefully consider those risks (detailed in Section 5 (Key Risks)). Before you make your investment decision, I urge you to read this Prospectus in its entirety and seek professional advice if required.

In all aspects of our business, the Company retains our focus on the safety and wellbeing of our staff, engaging with stakeholders and creating shareholder value. On behalf of the Directors, I invite you to consider this opportunity to invest in the Company and look forward to welcoming you as an investor.

Yours faithfully

Cameron McRae
Chairman
Kincora Copper Limited

[3] "The Assay" video interview with Richard Schodde and John Holliday, April 2020.

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INDICATIVE OFFER TIMETABLE

Prospectus Date	1 March 2021
Opening Date of the Offer	11 March 2021
Closing Date of the Offer	19 March 2021
Issue of CDIs under the Offer	26 March 2021
Expected dispatch of holding statements and allotment confirmation advices	30 March 2021
Expected commencement of trading on ASX on a normal settlement basis	30 March 2021

The dates above are indicative only and may change without notice. The Exposure Period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

The Company and the Joint Lead Managers reserve the right to vary the times and dates of the Offers including to close the Offers early, extend the Offer or to accept late Applications, either generally or in particular cases without notice. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law.

Investors are encouraged to submit their Application Forms as early as possible after the Offer opens. All times stated throughout this Prospectus are Sydney, Australia time unless stated otherwise.

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KEY INFORMATION ON THE OFFER

This section is a summary only and is not intended to provide full information for investors intending to apply for CDIs offered under this Prospectus. This Prospectus should be read and considered in its entirety.

Key details of the Offer	
Securities offered under the Offer	CDIs
Ratio of CDIs per Share	1 Share for 1 CDI
Offer price per CDI	A$0.20
Number of CDIs available under the Offer	40,000,000 – 50,000,000
Total proceeds from the Offer (before costs)	Minimum of A$8,000,000 Maximum of A$10,000,000
Total number of CDIs on issue on Completion of the Offer	40,000,000 – 50,000,000
Stock markets on which the Company is listed	TSX Venture Exchange (TSX-V)

Capital Structure immediately prior to Admission[4]		
Shares[5]	70,712,027	
Options	6,672,153	
Warrants	38,602,283	
Capital Structure on Admission	**Minimum**	**Maximum**
Shares / CDIs	110,712,027	120,712,027
Options[6]	6,672,153	6,672,153
Warrants[7]	38,602,283	38,602,283
Indicative market capitalization[8]	$22,142,000	$24,142,000
Enterprise Value[9]	$11,486,000	$11,597,000
Options to be issued to Lead Managers[10]	**Minimum**	**Maximum**
Options	6,000,000	10,000,000

4 The figures set out in this Section are current as at 26 February 2021. No new securities have been issued since this date.

5 The CDIs being offered under this Prospectus are CHESS Depositary Interests over underlying Shares. Please see Section 7 for more information about CDIs and Section 7.9 for more information about the rights attaching to Shares and CDIs.

6 A detailed breakdown of Options issued to Directors and Management is set out in Section 6.3, excluding the option to be issued to the Lead Managers which are described at section 10.7.

7 A detailed breakdown of Warrants issued to Directors and Management is set out in Section 6.4.

8 Indicative market capitalisation is determined by the number of Shares/CDIs on issue as at the date of admission to the ASX Official List, multiplied by the Offer Price.

9 Enterprise value is calculated as the indicative market capitalization less approximate cash held by the Company as at the date of admission to the ASX Official List (this is made up of $3.5 million cash as at the Prospectus Date and the net proceeds of the Offer, being approximately $7,156,000 on the minimum subscription and $9,045,000).

10 Refer to Section 10.6 for further details on the Lead Manager options.

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1 Investment overview

1.1 Introduction and this Prospectus

This section is a summary only and is not intended to provide full information for investors intending to apply for CDIs offered under this Prospectus. This Prospectus should be read and considered in its entirety.

Topic	Summary	Where to find more information
Who is the issuer of this Prospectus?	Kincora Copper Limited (ARBN 645 457 763, British Columbia company incorporation number C0694911) (**Kincora** or **Company**), a company incorporated in British Columbia and registered as a foreign company carrying on business in Australia under the Corporations Act (**Corporations Act**).	See Section 2 (About Kincora)
What is the purpose of this Prospectus?	The purpose of this Prospectus is to: (a) raise a minimum of A$8,000,000 and a maximum of A$10,000,000 pursuant to the Offer (before costs of the Offer); and (b) for these funds to be used to further explore the LFB Projects and for general working capital.	See Section 2 (About Kincora) See Section 7.3 (Use of funds)

1.2 Overview of Kincora and exploration project(s)

Topic	Summary	Where to find more information
What is Kincora?	Kincora is a Canadian incorporated company listed on the TSX Venture Exchange (**TSX-V**) and an active explorer and project generator focused on exploring and developing world-class copper-gold discoveries**.** The Company's focus of operations is our district scale landholdings in Australia's leading porphyry belt, the Macquarie Arc of the LFB. Our Australian portfolio covers 1649km^2 across 8 licences, with scale-able drill ready targets, currently drilling at one project with plans to drill two others within 6 months of listing on the ASX. In November 2019, Kincora secured our first ground in the LFB, a direct application from the NSW government for our Nyngan Project. In January 2020, Kincora secured a second direct application, for our Nevertire Project, and executed a commercial agreement with ASX listed RareX Limited (ASX: REE) to gain a controlling interest in a further six licences. In March 2020, the deal with RareX closed. A month later drilling commenced at our Trundle Project and is continuing as at the Prospectus Date. Initial drilling results at two targets have been encouraging, confirming our targeted geological settings and the presence of large-scale brownfield copper gold systems (within westerly rifted section of the Northparkes Igneous Complex) across a significant strike. Kincora's exploration model applies a robust systematic approach, utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets which	See Section 2.1 (Overview) See Section 2.2 (Key Projects)

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	we consider hold significant indications for world-class potential. The Company's focus on the LFB and an Australian listing has also been encouraged by our major shareholders, which include two significant Hong Kong based funds, LIM Advisors (17.27%[11]) and New Prospect Capital (9.97%[12]), and many other highly credentialed institutional and family office shareholders. Please see Section 6 (Key individuals, interests and benefits) for further details. The Company's board and management are largely Australian, Australian based and all have deep Australian experience. The Company believes it has one of the best industry technical teams for its size, with a track record of success with multiple world-class discoveries, supported by a Board having experience in bringing projects through studies and into production. The team are shareholders with a 8% equity interest - please see Section 6 (Key individuals, interests and benefits) for further details. The Company's ambition is to become the leading pure play porphyry explorer in Australia's foremost porphyry belt.	
Where does the Company operate?	The Company's LFB Projects are situated in the Macquarie Arc in New South Wales, Australia. The Company's Southern Gobi Projects are in Mongolia. The Company has offices in Canada, Australia and Mongolia.	See Section 2.2 (Key Projects)
Overview of Australian exploration projects	The core focus of the Company is systematically advancing our district scale and strategic project pipeline in the key belts of the Macquarie Arc of the LFB in NSW. Exploration plans in the upcoming 12-months include: (a) Expanding ongoing drilling activities at the Trundle Project at both the Trundle Park and Mordialloc prospects, and pipeline of other prospects not yet drilled by Kincora; (b) Commence drill testing at Fairholme Project on six gold-base metal targets, the only ground held by a junior on strike from the world-class Cowal mine; (c) Drilling of two copper-gold porphyry system targets at the Nyngan Project located in the northern Junee-Narromine belt; (d) Advancing the Company's earlier stage project pipeline; and (e) Evaluating further project generation and corporate opportunities. In summary, we propose to drill within close proximity of existing discoveries and mines at the Trundle and Fairholme advanced exploration projects, with high risk/high reward earlier stage drilling planned at the Nyngan Project. In addition,	See Section 2.2 (Key Projects) See Section 10.2 (RareX Transaction) See Section 9 (Solicitor's Report on Tenements, Australia)

[11] This holding of Shares is expressed on an undiluted basis and reflects disclosures by LIM Asia Special Situations Master Fund Limited through the System for Electronic Disclosure by Insiders (**SEDI**), being Canada's portal for filing and viewing of insider reports as required by various provincial securities rules and regulations. This does not include warrants.

[12] This holding of Shares is expressed on an undiluted basis and reflects disclosures by New Prospect Capital Management Holdings Limited through SEDI and verified against the Company's share register. This does not include warrants.

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	we will continue to systematically advance our earlier stage project pipeline and explore corporate avenues to add shareholder value. We note that the Company has a contractual ownership right of 65% in the tenements for the Jemalong, Trundle, Condobolin, Fairholme and Cundumbul Projects, pursuant to the RareX Agreement. This right is not currently registered against the relevant tenements, and the Company confirms that it intends to seek to register this ownership interest in the near future. For further information please refer to the Solicitor's Report on Tenements (Australia) at Section 9.	
Overview of Mongolian exploration projects	In September 2020, the Company gained a mining licence for a key portion of our large copper-gold porphyry discovery at the wholly owned Bronze Fox Project and gained encouragement for structurally controlled gold potential at a second large intrusive complex at Tourmaline Hills prospect. The Company is reviewing ways to involve partners in taking Bronze Fox, Tourmaline Hills and the Mongolian portfolio forward, having commenced a strategic review. On December 14th, 2020, the Company announced a binding terms sheet executed with Resilience Mining Mongolia Pty Ltd (**RMM**) for Kincora's Mongolian asset portfolio (**Terms Sheet**). The Terms Sheet provided RMM with an initial two-month period of exclusivity to 31 January 2021 (**First Exclusivity Period**), paid for in monthly cash instalments, to complete due diligence, legal agreements and capital market activities (including completing an initial minimum capital raising). Provided the initial minimum capital raising is met, the First Exclusivity Period may be extended by RMM by a further three-month exclusivity period (**Second Exclusivity Period**). The Terms Sheet considers that the parties will negotiate and enter into a definitive Option and Acquisition Agreement (**RMM Agreement**) in due course. If the conditions in the Term Sheet are subsequently met, RMM will have the right, pursuant to the RMM Agreement, to exercise an option to acquire 80% of the Mongolian assets (**Acquisition**). The Acquisition is conditional on: (a) Continued monthly cash payments by RMM for on-going exclusivity relating to Kincora's Mongolian portfolio (b) Completion of due diligence review by RMM (c) RMM raising a minimum of A$6 million in new equity (d) RMM achieving successful listing and quotation of its securities on the ASX If the option is exercised, Kincora will retain a 20% effective free carried asset level interest for Kincora's existing Mongolia portfolio until certain project milestones are met, have the right of first refusal for a 20% effective asset level interest in any new Mongolian projects, a 9.9% stake in RMM and the right to a board seat. The RMM shares issued to Kincora upon exercise of the option will be subject to a 12-month voluntary escrow period. Kincora will obtain all necessary consents and approvals in relation to the Acquisition. In February 2021, the parties agreed to suspend the timeframes under the Terms Sheet, however, this suspension	See Section 2.2 (Key Projects), Section 10 (Material Agreements) and Section 11.7 (Legal Proceedings) in relation to the MTA Claim

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	was lifted with effect from 19 February and the parties have agreed that (i) the First Exclusivity Period will run until 15 March 2021 or such later date as the parties may agree and (ii) the Second Exclusivity Period will run from 16 March 2021 until 16 June 2021. The Company will continue to update the market in relation to any material developments in accordance with the TSX-V Policies. On January 20th, 2021, Kincora announced one of its Mongolian subsidiaries had received notice of a Mongolian tax claim from the Mongolian Tax Authority (**MTA**) relating primarily to the 2016 merger with IBEX (**Tax Act**). A Tax Act is an assessment that the relevant Mongolian subsidiary is liable for additional amount of tax to the MTA equal to approximately US$950,000 despite a tax act having been paid prior to and relating to the 2016 merger (**MTA Claim**). The Company is actively engaging with the MTA and is seeking a conclusion in line with Mongolian law and the 2016 assessment that was relied upon by both Kincora and the Mongolian authorities that allowed for closure of the 2016 IBEX merger.	
What is Kincora's business model and key objectives?	Our core objective is to create value for shareholders through the systematic exploration and discovery of copper and gold deposits, particularly focused on what we consider are the next generation of world-class porphyry related systems in NSW. The exploration model applied by the Company's technical team, which we consider to be industry leading, applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets which we consider hold strong indications for world-class scale potential.	See Section 2 (About Kincora)
How does Kincora generate revenue?	All of the Company's projects are in the early to advanced stages of exploration. This means that none of the projects generate revenue for the Company or have positive demonstrated project economics as at the Prospectus Date, unless via a trade sale or corporate transaction. The Company predominately has raised working capital funds through private placements with equity investors.	See Section 4 (Financial Information)
What is Kincora's financial position?	A summary of the financial history of the Company is set out in the Financial Information at Section 4.	See Section 4 (Financial Information)

1.3 Key Risks

Risks associated with the business, assets and operations of the Company have the potential to influence the operating and financial performance of the Company in the future.

These risks can have an impact on the value of an investment in the CDIs and existing Shares. Potential investors should consider that investment in the Company is a highly speculative exploration junior and should consult their professional advisers before deciding whether to apply for CDIs pursuant to this Prospectus.

Topic	Summary	Where to find more information
Funding	As at the Prospectus Date, the Company has no income producing assets. Its business model is to continue to explore and spend with no assurance of positive results. Until the Company is able to discover and develop a project and generate positive cash flow, it is dependent upon being able to obtain future equity funding to support ongoing exploration and	See Section 5 (Key Risks)

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	administrative activities, after the expenditure of the net proceeds under the Offers.	
Commodity Prices	The Company's ability to proceed with the advancement and development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which will be beyond its control. It is anticipated that any revenues derived from mining would primarily be derived from the sale of gold and copper. Consequently, any future earnings, and nearer term investment sentiment towards companies offering exposure and leverage to these commodities, such as Kincora, are likely to be somewhat related to the price of these commodities.	See Section 5 (Key Risks)
Geological and Exploration	Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The ability of the Company to systematically advance its district scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance and effect its exploration strategy is also a fundamental value driver. A more detailed description of the geology, mineralization and the Company's exploration strategy is detailed in the Independent Technical Report at Appendix A.	See Section 5 (Key Risks)
Tenements	The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations.	See Section 5 (Key Risks)
COVID-19	The Company continues to closely monitor the development of the novel coronavirus (**COVID-19**), and its spread globally and within Australia. Early preventative measures were taken and a formal COVID-19 safety and management plan was implemented to modify how contractors and the Company conduct business and implement best practice recommendations and policies. Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.	See Section 5 (Key Risks)
Management, key personnel and contractors	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.	See Section 5 (Key Risks)
Non-core assets	The Company's core focus is its relatively recent entry into NSW and project pipeline, with previous projects and subsidiaries viewed as non-core. The Company has announced a binding term sheet for its Mongolian assets with Resilience Mining Mongolia (**RMM**) and notice of a Mongolian a tax claim from the Mongolian Tax Authority (**MTA**) relating to	See Section 5 (Key Risks) See Section 10 (Material Agreements)

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	one of its subsidiaries. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and later Mongolia.	See Section 10 (Legal proceedings)

1.4 Directors and senior management

Topic	Summary	Where to find more information
Who are the Directors and senior management of Kincora?	The Company's Board of Directors comprises: 1. Jonathan (Sam) Spring (Executive Director and CEO) 2. Cameron McRae (Non-Executive Independent Chairman) 3. John Holliday (Non-Executive Independent Director) 4. Ray Nadarajah (Non-Executive Independent Director) 5. Lewis Marks (Non-Executive Director) The Board is responsible for the overall corporate governance of the Company. We are committed to high standards and are accountable to our shareholders. This responsibility is applied in a manner that meets the standards of the jurisdictions and communities we operate in. The Board leverages off the directors' exploration, finance and operational experience gained internationally and in Australia. The Company's Technical Committee includes Sam Spring (CEO), John Holliday (chair of the Technical Committee) and Peter Leaman (Senior Vice President). The Company's Audit Committee includes Ray Nadarajah (chair of the Audit Committee), Lewis Marks (Non-Executive Director) and Sam Spring (CEO). The Company's Remuneration Committee includes Ray Nadarajah (chair of the Remuneration Committee) and Cameron McRae (Non-executive chairman).	See Section 6 (Key individuals, interests and benefits)
What interests do Directors and Senior Management have in the securities of Kincora?	The Company's board and senior management have a material element of remuneration in equity. This approach seeks to align interests of the Board and management team to other shareholders and reduce the cash overheads of the Company. In addition to this, all Directors and some senior management have over time also participated in private placements as cash investors for equity and warrants (all issued as part of cash contributions in prior non-brokered private placements). Peter Leaman (Senior Vice President), at his election, has not drawn a cash salary since joining Kincora in 2016 and is solely remunerated in common shares. Interests of Directors and management in the securities of Kincora at the time of this prospectus are as outlined below:	See Section 6 (Key individuals, interests and benefits)

Interests of Directors and Management (legal and beneficial holdings)

Name	Shares	Options	Warrants
Jonathan (Sam) Spring	1,892,672	2,108,338	350,000
Cameron McRae	1,553,410	1,679,653	466,666
John Holliday	618,022	931,228	50,000
Ray Nadarajah	471,370	846,781	266,666
Lewis Marks	249,833	275,768	58,333
Peter Leaman	953,681	260,803	Nil
Yuying Liang	Nil	33,334	Nil
Total	**5,738,988**	**6,135,905**	**1,191,665**

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	The Board and Management hold a combined total of 8.12% of the shares on issue as at the Prospectus date.	
What benefits are being paid to Directors and Management?	*Directors Fees* Prior to the Company's proposed listing on the ASX, a significant portion of Board and senior management remuneration was payable in common shares under a Canadian "Shares for Services" plan. Full details of Directors' remuneration are set out in Section 6. The Company's Shares for Services plan covers quarterly periods and was approved by written consent from disinterested shareholders and approved by the TSX-V as originally announced November 14th, 2016. An updated Shares for Services plan was approved at the 2019 Annual General Meeting on September 26th, 2019. Shares issuable under the Shares for Services plan are at a deemed price equal to the greater of: (a) the closing price of the Shares on the TSX-V on the last trading day prior to the date such Shares are issuable; and (b) the volume weighted average price of the Shares traded on the TSX-V for the 5 trading days immediately preceding the date such Shares are issuable, with a minimum deemed price of C$0.05 per Share. The services shares are to be subject to a four-month hold period. Following admission to the ASX Official List, the Company will cease the existing Shares for Services plan and adopt an Australian based remuneration plan including new equity compensation terms and agreements. The new plan will be drafted by Kincora's Remuneration Committee and will require ASX, Board and Shareholder approvals. *Options* The Directors have also been granted options (each of which is exercisable into one common share) under the Share Option Plan. The applicable exercise prices, vesting periods and expiry dates for options held by Directors and Management are set out in Section 6.3(a) (Directors' interests and remuneration).	See Section 6 (Key individuals, interests and benefits) and Section 10 (Material Agreements)
Substantial holders	As at the Prospectus Date and to the best of the Directors' knowledge, there are three substantial holders of Shares (being persons who, together with their Associates, have a relevant interest of 5% or more of the Shares on issue). **Person or Entity** / **Number of Shares beneficially owned or controlled** / **Relevant Interest (undiluted)** LIM Asia Special Situations Master Fund Limited / 12,209,940 / 17.27% Century Development Limited on behalf of New Prospect Capital / 7,050,000 / 9.97% RareX Limited / 4,983,333 / 7.05%	See Section 6 (Key individuals, interests and benefits)

	This table does not reflect any CDIs that existing Shareholders may subscribe for under the Offer. For completeness, the Board and Management hold a combined total of 8.12% of the Shares on issue as the Prospectus Date. See Section 6 (Key individuals, interests and benefits) for further details.	

1.5 About the Offer

Topic	Summary	Where to find more information
What is the Offer?	The Offer is an invitation to apply for CDIs over fully paid Shares at the Offering Price of A$0.20 per CDI to be issued by the Company. The Offer is expected to raise not less than A$8,000,000 and not more than A$10,000,000. The CDIs will be quoted on the ASX and will represent 100% of the CDIs on issue on Completion of the Offer.	See Section 7 (Details of the Offer)
What are CDIs?	ASX uses an electronic system called CHESS for the clearance and settlement of trades on ASX. The Company is incorporated in British Columbia, Canada. The requirements of British Columbia securities law for registered shareholders to have the right to receive a stock certificate is inconsistent with the CHESS system's holding of uncertificated securities. To enable the Company to clear and settle securities electronically through CHESS, depositary securities called CDIs are issued instead. Each CDI represents a unit of beneficial interest in an underlying Share. One CDI represents one Share.	See Section 7.9(c) (Rights and liabilities attaching to Shares)
What rights and liabilities attach to the CDIs being offered and to the underlying Shares?	A detailed description of the rights and liabilities attaching to CDIs and underlying Shares is set out in Section 7.9(c).	See Section 7.9(c) (Rights and liabilities attaching to Shares)
Will the CDIs be quoted on ASX?	CDIs will be quoted and tradeable on the ASX, but we note the CDIs cannot be traded on TSX-V unless converted into Shares.	See Section 7.9(c) (Rights and liabilities attaching to Shares)
Are CDIs quoted on the ASX able to be converted to underlying Shares on the TSXV and underlying Shares to CDIs?	Yes, holders of CDIs should contact Computershare on 1300 850 505 if they wish to convert their CDIs into Shares.	See Section See Section 7.9(b) (CHESS and CDIs)
Are there any escrow arrangements in relation to the CDIs?	No, however the Lead Manager Options are subject to a 24 month escrow period, described in further detail at Section 10.6 (Material Agreements).	See Section 10.6 (Joint Lead Manager Mandate)
Is the Offer underwritten?	No.	See Section 7.4 (Is the Offer underwritten?)

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What are the expenses of the Offer?	Based on a minimum subscription of 40,000,000 CDIs the expenses of the Offer are estimated to be approximately $844,000. Based on a maximum subscription of 50,000,000 CDIs the expenses of the Offer are estimated to be approximately $955,000. In addition to the above cash expenses, the Company will issue options to the Joint Lead Managers as described at Section 10.6.	See Section 4.4.2 (Notes on the pro forma historical consolidated statement of financial position) and Section 10.6 (Joint Lead Manager Mandate)
Are there any conditions to the Offer?	The Offer is conditional upon: (a) The Company satisfying the minimum subscription requirement of raising at least A$8,000,000 under the Offer; and (b) ASX approving the Company's application for admission to the Official List and the Company receiving conditional approval for quotation of the CDIs on ASX, within three months of the Prospectus Date (together, the **Conditions**). If the Conditions are not satisfied then the Offer will not proceed and the Company will repay all Application Monies received under the Offer within the period prescribed by the Corporations Act, without interest.	See Section 7.2 (Offer Structure) and Section 7.9(a)
Is there a minimum subscription?	$8,000,000.	See Section 7 (Details of the Offer)
What if the minimum subscription is not met?	If the minimum subscription amount is not received by the close of the Offer, the Offer will not proceed, and all Application Monies will be refunded without interest. The Company will not issue any securities under the Offer until the minimum subscription amount has been met.	See Section 7 (Details of the Offer)
How will the funds raised from the Offer be used by Kincora?	The proceeds received by the Company under the Offer will be used by the Company for the following purposes: (a) to fund exploration on the Trundle, Fairholme and Northern Junee-Narromine Belt Projects in NSW; and (b) to pay the costs of the Offer and for working capital purposes.	See Section 7.3 (Use of funds)
How can I apply?	Applications for CDIs under the Offer must be made by completing the Application form provided to you by your broker or the Chairman. Applications for CDIs under the Offer must be for a minimum of A$2,000 worth of CDIs (10,000 CDIs) and thereafter multiples of A$500 and payment for the CDIs must be made in full at the issue price of A$0.20 per CDI. For more information, Applicants should refer to the Offer Website (www.kincoracopper.com) contact Kincora on enquiries@kincoracopper.com.	See Section 7.4 (Summary terms of the Offer)
Will the Company pay dividends?	The Company does not expect to pay dividends in the near future, and will be focussed on growing its existing business. Any possible future determination to pay a dividend by the Company is at the sole discretion of the Directors, and is subject to distributable earnings and the financial condition of the Company, as well as capital requirements. The Company	

	and its Directors give no assurances as to the payment of dividends.	
International offer restrictions	No action has been taken to register or qualify the CDIs that are subject of the Offer, or otherwise permit a public offering of the shares, in any jurisdictions outside Australia.	See Section 7.7 (Restrictions on Distribution)
Allocation of CDIs and Shares	The basis of allocation under the Offer (including with respect to any oversubscriptions) will be determined by the Company, in consultation with the Joint Lead Managers. The Company, in consultation with the Joint Lead Managers, reserves the right and absolute discretion to decide to issue no CDIs under the Offer, and is entitled to reject any application, or allocate fewer CDIs than the amount applied for.	See Section 7.4 (Summary terms of the Offer)

1.6 Key differences between Australian and Canadian company law

Topic	Summary	Where to find more information
Key differences between Australian and Canadian company law	As the Company is incorporated under the British Columbia Business Corporations Act (**BCBCA**) and is a reporting issuer in British Columbia (**BC**), Alberta and Ontario, Canada, the laws of BC as well as applicable Canadian federal laws regulate the general corporate activities of the Company, as opposed to the Corporations Act or ASIC (with the exception of any offering of the Company's securities in Australia which must also comply with the requirements of the Corporations Act and ASIC). The Company's shares are also listed on the TSX-V, and the Company is subject to the TSX-V's listing rules.	See Section 7.9(e) (Key differences between Australian and Canadian law)

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2 About Kincora

2.1 Overview

(a) Introduction

The Company is a mineral exploration company focusing on the development of copper gold exploration licences in Central NSW, advancing its package of mining and exploration licences in Mongolia and project generation opportunities. Kincora was established and incorporated in British Columbia, Canada to enable its listing on the TSX-V. Following a successful listing on the ASX, the Company will be listed on both the ASX and TSX-V. We have registered Kincora in Australia as a foreign company in Australia. We are raising money primarily for the advancement of our Central West NSW exploration projects, as outlined further below:

Central NSW

The Company has interests in eight (8) exploration licences in relation to the following projects in the Macquarie Arc region of the LFB. The Macquarie Arc is volcanic region within the LFB with all the world-class porphyry related deposits and mines situated within these volcanic arcs.

Kincora's project pipeline includes:

(a) Trundle Project;

(b) Fairholme Project;

(c) Nyngan Project;

(d) Nevertire Project; and

(e) Jemalong Project;

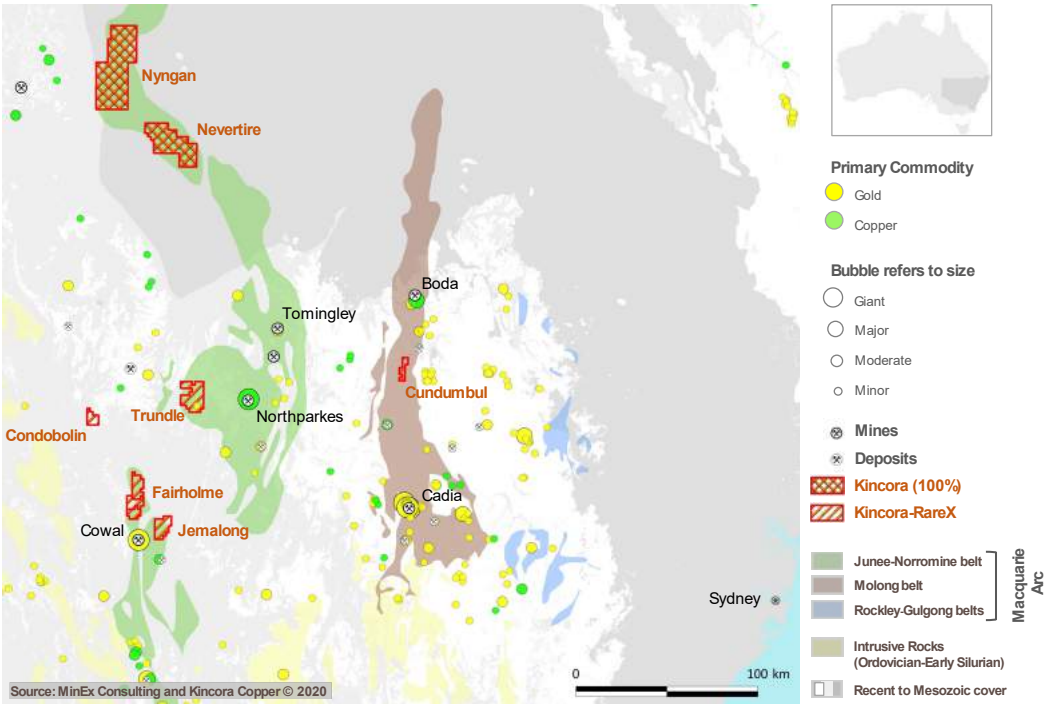
(f) Cundumbul Project; and

(g) Condobolin Project,

(together, the **LFB Projects**).

FIGURE 1: MACQUARIE ARC OF THE LACHLAN FOLD BELT (LFB)[13]

The LFB is a world-class gold-copper porphyry belt in which Kincora controls a district scale and strategic 1,649km^2 and 8 license project pipelines including the only brownfield project (Trundle) held by a listed junior.



[13] MinEx Consulting and Kincora Copper.

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Mongolia

The Company has three (3) licences in relation to projects in the Southern Gobi Desert, Mongolia, including one (1) mining license across a portion of the Bronze Fox Project.

The Company has entered into a binding and conditional term sheet with Resilience Mining Mongolia Pty Ltd (**RMM**) for RMM to earn into Kincora's Mongolian asset portfolio by providing funding and management for the development of these projects, for which Kincora would retain a carried interest in the asset portfolio, opportunity to gain interests in new project opportunities in Mongolia and equity interest in RMM.

Kincora encourages you to read the further information set out in this Prospectus to explain the details of the Company and its projects including:

- information about the Company's strategy for its Australian and Southern Gobi projects, as set out later in this Section 2.
- information about the Company's history, as set out in Section 2.3.

(b) **Our strategy**

The Company's strategy since 2011 has been, and continues to be, undertaking active exploration and project generation activities focused on world-class porphyry related systems with an immediate focus on the LFB in Australia. Kincora's core objective is to create value for shareholders through systematic exploration, advancement of its project pipeline and, ultimately, discovery of globally significant copper gold deposits.

The reason for focusing on confirming a new large discovery is that this milestone and stage of project advancement creates the greatest value uplift in the exploration to production lifecycle within the mining industry – illustrated by Figure 2.

Management considers that the technical team at Kincora has an industry leading track record of major copper and gold discoveries that they are credited with, and knowledge of these systems in the Lachlan Fold Belt with John Holliday recognized as an expert in this region. The teams track record, knowledge and reputation means we have a competitive advantage to peers when assessing opportunities and undertaking exploration. Furthermore, gold rich copper porphyry systems are one of the largest metal endowment mineral systems within the hard rock industry, generally providing a very significant (multiple) uplift in value and supportive exist strategy attracting corporate investment from the major copper producers.

In recent times, Kincora undertook the first modern district scale systematic exploration in the Southern Gobi copper gold belt, Mongolia's leading porphyry region. A peak landholding of 13 licences across 1689km^2 was secured, systematically explored and refined to three licences across 321km^2. This strategy has confirmed a large discovery at the Bronze Fox project, which hosts a block model-based exploration target of 416-428Mt grading 0.26-0.30% copper[1]. Kincora has undertaken desktop studies and independent block modelling of a near surface oxide zone potentially supporting a SX-EW (solvent extraction-electrowinning) development project.

Kincora made good and capital efficient progress in Mongolia in 2020, converting an exploration licence to a mining licence for a key portion of the Bronze Fox Project. The Company also reviewed the Tourmaline Hills Project and gained encouragement for near surface gold potential at the second intrusive complex adjacent to Bronze Fox.

In the third quarter of 2020, Kincora commenced a strategic review exploring avenues to involve partners in taking Bronze Fox and the Mongolian portfolio forward and on December 14th, 2020, announced a binding and conditional term sheet with RMM. The framework provides attractive upside to Kincora, backing a well-motivated group, advancing an attractive portfolio and project generation strategy. The deal also enables Kincora to focus on its district scale pipeline and ongoing drilling activities in the LFB, NSW, Australia.

Kincora's core focus going forward is executing a modern systematic exploration strategy in the LFB. The Company has a controlling interest of a district scale portfolio comprising 8 licences across 1649km^2 with seven of the projects within interpreted strategic locations of the Macquarie Arc, which is the region of the LFB hosting all of the world-class porphyry related mines.

Figure 3 demonstrates where each of Kincora's LFB tenements and identified projects sit within the development pipeline. Figure 2 shows the conceptual uplift in value as projects advance through the exploration and development phases.

The exploration model applied by the Company's technical team, which we consider to be industry leading, applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets which we consider hold strong indications for world-class scale potential. Systematic and positive advancement of our LFB Project pipeline and successful conclusion of the strategic review of the Mongolian portfolio (including the RMM transaction) are de-risking and value catalysts for the Company.

FIGURE 2: CONCEPTUAL RISK AND VALUE LIFE CYCLE ALONG THE PATHWAY FROM EARLY EXPLORATION TO MINE DEPLETION WITHIN THE HARD ROCK RESOURCE INDUSTRY[14]

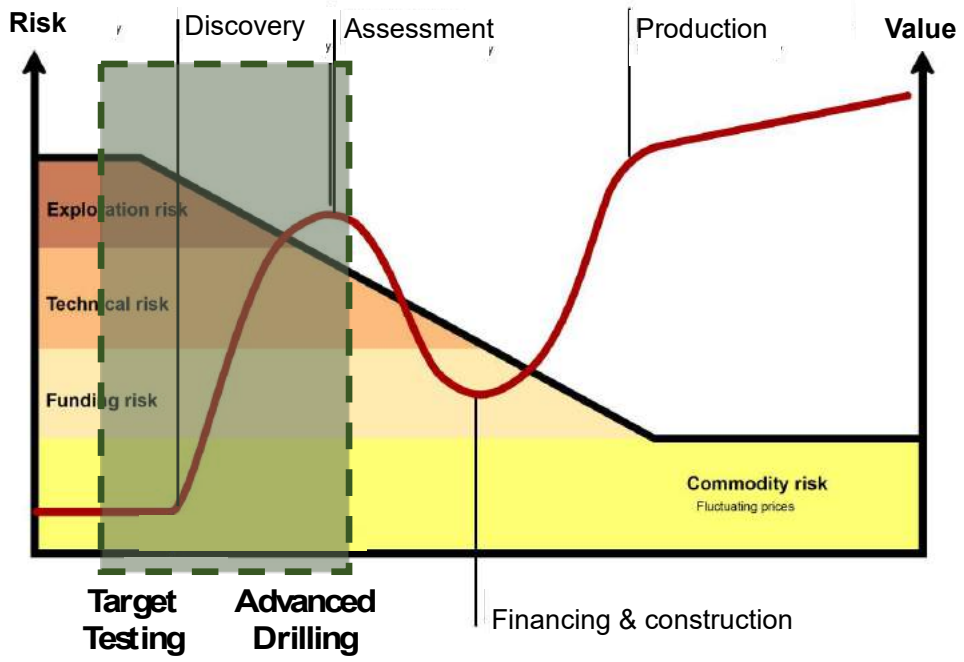
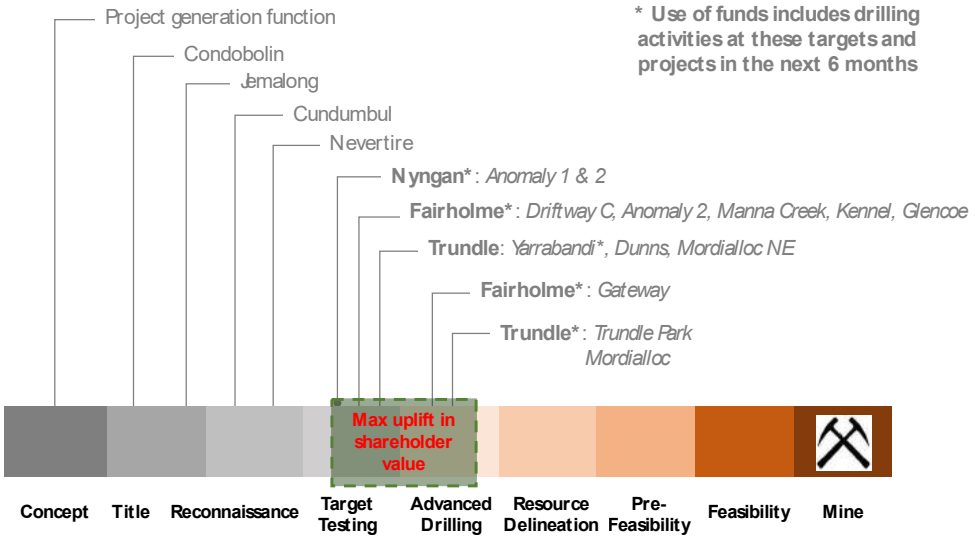


FIGURE 3: KINCORA'S LFB PROJECT PIPELINE[15]



[14] Kincora Copper Limited, adapted from LionSelection.

[15] Mining Associates West Kasulu prospect exploration target (January 2018) – see the Independent Technical Report at Appendix A for further details.

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2.2 Key Projects

An independent summary of regional and local geology, mining history and exploration history relating to the LFB and Mongolian Projects is set out in the Independent Technical Report at Appendix A.

A summary of tenements relating to the LFB and Mongolian Projects is set out in the Solicitor's Reports on Tenements at Section 9.

The Company recommends that you carefully review the Independent Technical Report and Solicitor's Reports on Tenements.

(a) Why focus on the LFB in NSW?

The Company's entry into the LFB was greatly assisted by having industry leading knowledge on the region, primarily through having Australian based senior team members who have extensive experience in the region. The Company's technical director, John Holliday, is a foremost porphyry expert in this region and resides near Orange. John originated and managed the exploration phases resulting in the discovery of Cadia and also the Marsden porphyry discovery near Cowal, and played a key role in BHP and Newcrest's exploration in the LFB. Furthermore, consultant geophysicist (Barry de Wet) has prior and recent experience in the region (as chief geophysicist for BHP, HPX and Kaizen Discovery), including involvement at two of our current projects.

While the LFB has enjoyed a mining history for well over 150 years, less than 8% of gold/base metal exploratory drill holes in the region are greater than 150 metres depth and only 2.6% of the holes drilled are deeper than 300 metres. Opportunity therefore clearly remains to test below these depths for copper and gold resources by applying modern exploration concepts and techniques.

Notably, the core high grade and mineralized systems of the most renowned four key projects in the belt (Cadia, Northparkes, Cowal and Boda) have little or no, at or near surface higher-grade mineralization. At Kincora's Trundle Project, only 0.5% of prior explorer drill holes (in total 11) have been drilled to depths that might test the potential for a Cadia, Northparkes or Boda style of system.

Thus, Kincora considers that relatively limited effective exploration drilling has been undertaken on key sections of known mineralised and prospective belts in NSW. Whilst NSW is the second largest gold producer in Australia, it has received only a tenth of the exploration expenditure of Western Australia and currently has less exploration attention than the Victorian goldfields.

Kincora is leveraging advances in exploration techniques and regional databases, which were not available during the period of prior explorer activities. This is assisting Kincora to capitalize on prior explorer activities and drilling, which in the Company's opinion, often failed to recognize the nature of, and/or systematically test, the exploration targets we are now seeking to explore for and test. The NSW government provides public access to previous groups' exploration activities and records, significant new State and Federal funded regional surveys, access to a State core library and a user friendly, free and transparent online geoscience portal (for example MinView and Digital Imaging Geological System – "DIGS"). Together this greatly assists projects reviews, exploration drill target development and accelerates the lead-time to drilling.

(b) Recent successful exploration and resource growth in the LFB

In Kincora's view, the existing resource endowment and prospective nature bodes well for further discoveries within the best geological locations of the LFB. Recent successes reinforce this view:

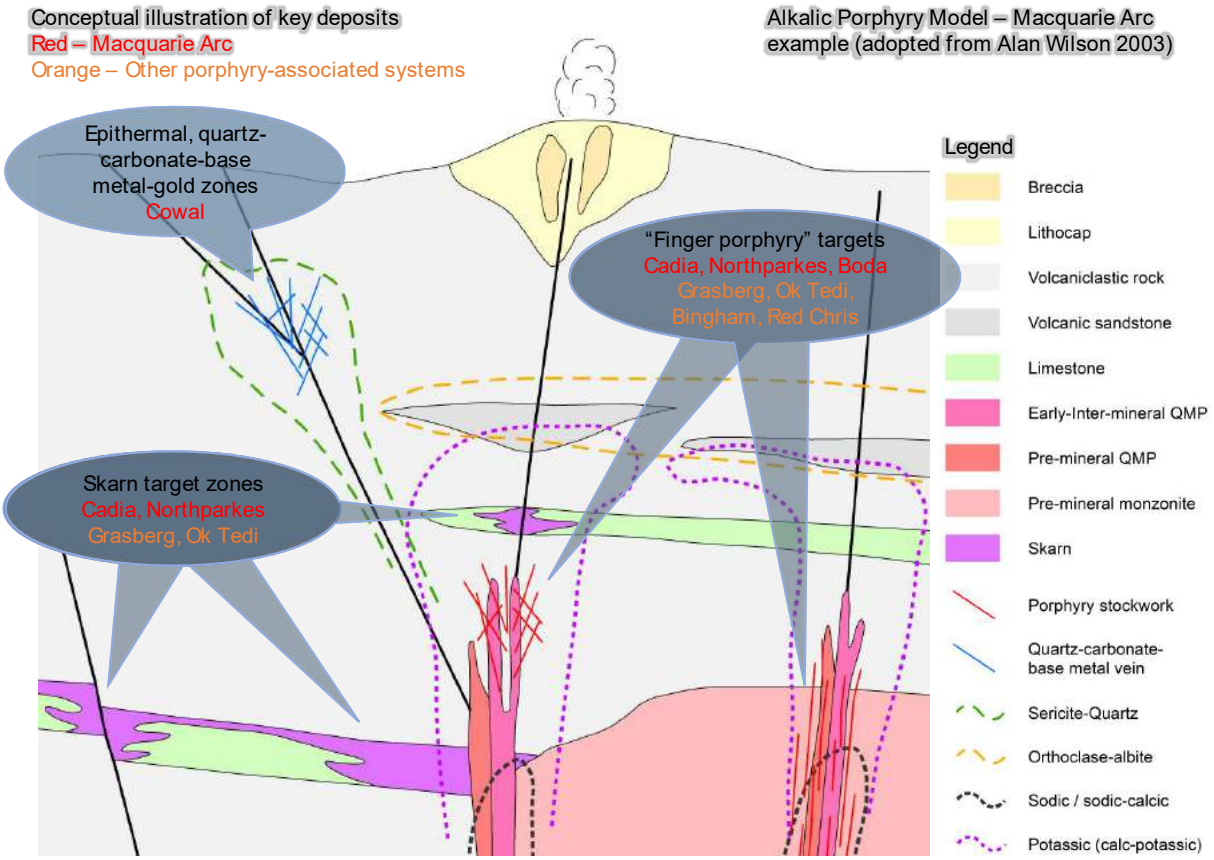
- Alkane Resource's recent gold-copper discovery at its Boda porphyry project, including 97 metres at 3.97g/t gold and 1.52% copper from 768 metres, within 1167 metres at 0.55g/t gold and 0.25% copper from 75 metres – KSDD007;

- Kincora's first hole at our Trundle Project, including 51 metres at 1.17g/t gold and 0.54% copper from only 39 metres – TRDD001;

- Regis Resource's gold development at the McPhillamy's project and Sky Metals more recent gold discovery at its Hume prospect; and

- Brownfield exploration results at Northparkes, Cowal and Alkane's Tomingley gold mine that have also significantly expanded resources and reserves, mine life and support ongoing expansion activities.

FIGURE 4: MACQUARIE ARC KEY DEPOSITS AND STYLES OF MINERALIZATION RELATING TO AN ALKALIC PORPHYRY SYSTEM[16]



(c) **Kincora's entry to the LFB – pegging Nyngan and Nevertire**

Kincora identified the Nyngan copper gold porphyry Project as a priority for "Exploration Licence application" with the NSW Government. The Nyngan Project was selected based on the ability to secure a large licence area within the LFB, on the interpreted undercover extension of the Junee-Narromine belt of the Macquarie Arc. The project has an attractive stratigraphic-structural setting of potentially prospective rocks, based on limited drilling to basement, which intersected some copper mineralisation. The licence application covering 762km^2 was announced on November 21st, 2019.

A second direct application for the Nevertire Project, covering 382 km^2 was announced January 30th, 2020.

The Nevertire and Nyngan Projects comprise a large tenement position in what the Company views as the most prospective and shallow to moderate cover of the commonly accepted northern extension of the Junee-Narromine Belt of the Macquarie Arc, which hosts the Tomingley, Northparkes and Cowal mines to the south.

Kincora was an early mover into this region. Subsequent to the Nyngan and Nevertire grants there has been significant new pegging of adjacent ground by majors and juniors resulting in a 35% increase in tenure of this region. Maiden drilling programs commenced by FMG Resources and Inflection Resources further attest to the attractiveness of the northern extension of the Junee-Narromine Belt.

Kincora's exploration concepts and proposed drilling plans have been recognized by the NSW Government, which has awarded the Company a New Frontiers cooperative drilling grant to financially assist drilling of two copper-gold porphyry targets at the Nyngan Project (announced September 14th, 2020).

[16] Kincora Copper Limited, adapted from Alan Wilson 2003.

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Following Kincora securing this portfolio, the northern extension of the parallel Molong Belt, which hosts Cadia to the south, has received considerable attention because of the Boda discovery by Alkane Resources, with a frenzy of drilling activities taking place. In Kincora's view, the Boda discovery has provided proof of concept to the northern undercover extension of the Molong belt, supporting Kincora's concept for similar potential for the northern undercover extension of the Junee-Narromine Belt.

(d) **Kincora's transaction with RareX**

While Kincora secured applications over the Nyngan and Nevertire Projects, K from 4Q'19 the Company also looked to expand its foothold in the Macquarie Arc. A number of highly prospective opportunities were identified.

On January 30th, 2020, Kincora entered into an agreement with RareX to acquire a 65% interest in six mineral leases covering 587km^2. This transaction closed on March 19th, 2020. See Section 10 (Material Agreements).

The RareX licences coupled with the Nyngan and Nevertire licences, in the Company's opinion, now support a district scale land package and industry leading proposition of copper-gold targets.

RareX (listed on the ASX with the ticker "REE") was formerly known as Sagon Resources and Clancy Exploration Limited (the latter when last undertaking exploration in the LFB and Macquarie Arc). RareX is now focused on the exploration and development of its rare earths projects in Western Australia and international opportunities.

The RareX project portfolio provided Kincora a controlling interest in six advanced to early stage copper-gold projects. These projects have demonstrated strategic appeal, as evidenced by the most recent asset level partners:

- Trundle Project: High Powered Exploration ("HPX"), who completed a Typhoon Induced Polarisation ("IP") survey and one follow-up drill hole. Total prior explorer drilling at Trundle is 2,208 holes for 61,146 metres with various geophysical survey's;
- Fairholme Project: Kaizen Discovery (a sister company to HPX), who completed a Typhoon IP survey and some follow-up drilling;
- Cundumbul Project: Mitsubishi Materials Corporation;
- Condobolin Project: Ramelius Resources; and
- Jemalong Project: No prior joint venture partner.

The most recent joint venture and earn-in partners withdrew at the bottom of the last commodity cycle downturn in 2016. No subsequent exploration of note has taken place since at any of the RareX projects until Kincora's involvement in 2020.

The Trundle Project was quickly identified as a priority for immediate drilling after a systematic technical review and ranking of copper gold targets across the full licence portfolio was undertaken.

Kincora's review of the Trundle Project benefited from technical director John Holliday's previous involvement at the project and regional oversight of the LFB when Regional Exploration Manager of Newcrest Mining Limited, and Barry de Wet (Kincora's consultant geophysics) having previously been involved in the last exploration program at the project with HPX. Kincora commenced exploration in April 2020.

FIGURE 5: SUMMARY OF KINCORA'S PROJECT PIPELINE IN THE LFB[17]

Project	Macquarie Arc	Location to world-class mine	Near term drilling	Level of prior drilling	Evidence of Cu & Au	Last partner / owner
Trundle *	✓✓✓	Same system as Northparkes 5.5Moz Au & 4.5Mt Cu[1]	On-going 2 rigs	✓✓✓	✓✓✓	High Powered Exploration
Fairholme *	✓✓✓	<15km to Cowal >12Moz Au[1] & porphyries	✓	✓✓✓	✓✓	Kaizen Discovery
Nyngan	✓		✓	✓	✓	Newcrest
Nevertire	✓				✓	St Barbara
Cundumbul *	✓✓		On adjacent license	✓	✓	Mitsubishi Materials Corp.
Condobolin *				✓✓	✓✓	Ramelius Resources
Jemalong *	✓✓✓	<10km to Cowal >12Moz Au[1] & porphyries		✓✓	✓	

(e) **Kincora's multiple value drivers**

Having drilled 16 holes for 9928 metres at the Trundle Project, and undertaken detailed technical reviews of the rest of the project portfolio, Kincora is now seeking further funds to support accelerating ongoing positive drill results at Trundle, undertake our maiden drilling program at the Fairholme Project, drill two porphyry targets at our Nyngan Project, systematically advance our position in the Macquarie Arc and for further project generation opportunities.

Plans in the upcoming 12-months include:

- Expanding ongoing exploration drilling activities at the Trundle Project within the westerly rifted-off section of the Northparkes Igneous Complex (which already hosts 5.5Moz gold and 4.5Mt copper at the Northparkes mine[18]);
- Target test drilling at the Fairholme Project at six gold targets, the only ground held by a junior on the Cowal block on strike of the world-class Cowal mine (which already hosts greater than 12Moz gold and porphyries[19]) on the southern Junee-Narromine belt;
- Drilling two copper-gold porphyry targets at the Nyngan Project located in the northern Junee-Narromine belt;
- Advancing our earlier stage project pipeline; and,
- Evaluating further project generation and corporate opportunities.

Delivery on the presented strategy is expected to support Kincora's ambition of being the leading pure play porphyry explorer in Australia's foremost porphyry belt.

[17] MinEx Consulting and Kincora Copper. Items identified with "*" in the above table are joint venture projects between the Company and RareX Limited.
[18] Bespoke Mar'20 request by Richard Schodde of MinEx Consulting for the Company.
[19] RIU Resurgence Conference, Dr Chris Yeats - Executive Director Geological Survey of NSW, September 15th 2020.

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An overview of Kincora's general exploration concepts for its priority drill targets are discussed in the following:

(f) **The Trundle Project**

Trundle Project	
Target	Porphyry related copper-gold
Size	167km^2 (one single licence)
Location	420km west of Sydney and 61 north-west of Parkes in Central West NSW. Brownfield setting within the Northparkes Igneous Complex (existing endowment 5.5Moz gold and 4.5Mt copper) less than 30km of the Northparkes mill and 5 economic deposits.
New concept	Previous explorer drilling has generally been too shallow, falling to adequately follow up previously encouraging geochemistry and geophysics, and the potential for the skarn mineral system has not been adequately evaluated.

For a summary of the work completed to date and key findings at the Trundle Project, please refer to the Independent Technical Report set out in Appendix A.

Background:

The predominate high-grade copper-gold deposits in the Macquarie Arc and at the Northparkes mine are pipe like, "finger" or "pencil" porphyries that are vertically extensive but horizontally discrete. Northparkes is Australia's second largest porphyry mine, hosting 5 gold rich porphyry deposits within an approximate 2.5 x 4.5km zone, with the core of these systems located predominately at moderate depths.

The Trundle Project is located less than 30km from the mill at Northparkes within the westerly rift separated part of the Northparkes Igneous Complex. Northparkes is operated by China Molybdenum Company Limited (CMOC) who acquired an 80% interest in the project from Rio Tinto in July 2013 for US$820 million (Sumitomo retaining a 20% minority interest) and has since undertaken a material expansion of production and extension of mine life. In July 2020, Triple Flag Precious Metals Corporation paid US$550 million to secure streaming rights over certain gold and silver production from Northparkes.

The porphyry intrusion and associated skarn system setting intersected at Trundle is a common geological setting of many large porphyry systems (eg Cadia, Grasberg, Ok Tedi etc). Within the Macquarie Arc, the Big and Little Cadia skarns at Cadia have produced an estimated 140,000t of high-grade copper (5-7%) and greater than 1.5Mt iron ore, and were important to the discovery of multiple adjacent causative intrusions and deposits that make up the largest porphyry system and gold mine in Australia.

Despite 61,146 metres of prior explorer drilling completed at Trundle, only 11 holes (0.5% of holes drilled) have previously been to depths (greater than 250 metres) and in a manner that might test the potential for such a target at the Trundle Project. This is not withstanding confirmed extensive near surface copper and gold mineralization across greater than a 10km^2 north-south strike length and coincident magnetic responses, encouragement at moderate depths from this limited prior deeper drilling and Trundle being located within a brownfield environment to Northparkes.

At the Trundle Project there has only been one prior explorer hole completed following a favourable Typhoon geophysical survey by High Powered Exploration (HPX, led by chairman and CEO Robert Friedland). The Typhoon geophysical system is proprietary and was developed to penetrate deeper than traditional equivalent systems, and in Kincora's view is industry leading for this system of mineralization. HPX generated 17 new Induced Polarisation ("IP") anomalies, many of which in Kincora's view are further supported geologically by vertically extensive porphyry targets extending to moderate depths.

Exploration strategy and initial results:

Kincora's concept is that prior exploration efforts have not been adequately tailored using geochemistry (surface and historic down-hole), combined with deeper IP survey results, modern magnetics and integrated geology and geophysics to systematically rank prospects technically and then explore and test for copper-gold mineralized systems at Trundle. Specifically, prior explorer efforts to depths greater than 250m from surface to follow shallow vectors within the skarn mineralised systems within the Northparkes Igneous Complex at Trundle we consider have been inadequate.

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A key use of funds of the Offering involves a strategy to accelerate the ongoing drilling and exploration activities at the Trundle Park and Mordialloc targets, plus advancing other prospect areas which have complementary but insufficiently tested geochemistry and geophysics targets with the aim to find: (a) near surface copper gold skarn resources overlying or adjacent to (b) pencil type copper-gold porphyry systems.

Trundle Park prospect

At the Trundle Park target, Kincora's initial drillhole (TRDD001) returned 51m @ 1.17 g/t gold and 0.54% copper from 39m, including 20.5m @ 1.94 g/t gold and 1.18% copper from 57.6m, and intersected multiple deeper level skarn horizons.

As a follow up and to test the southern strike extent of TRDD001, hole TRDD008 was stepped out 80m south and intersected broad garnet-bearing skarn intervals. Results included: 87.7m @ 0.65 g/t Au and 0.18% Cu from surface (0m), including: 18.0m @ 1.51 g/t Au and 0.20% Cu from surface (with core loss dilution of 8%), and 8.0m @ 1.63 g/t Au and 0.57% Cu from 66m down hole depth, and 19.0m @ 0.43 g/t Au and 0.21% Cu from 388m down hole.

TRDD008 demonstrated that:

- the skarn mineralization from hole TRDD001 (80m due north) continues towards the south;
- broad and multiple horizons of skarn exist at Trundle Park; and
- indications from the alteration and skarn-replacement along the greywacke and volcano-clastic rocks that copper-gold mineralization can be lateral along the bedding which also dips towards the south, suggesting potential for further skarn-horizons to be located by subsequent drilling collar step-outs towards the south and drilling back across bedding towards the northwest.

The average depth of prior explorer drilling at the Trundle Park prospect is only 28 metres with only two diamond core drill hole to moderate depths. Geological interpretation of Kincora's new deeper core drilling has led to a change in drill hole orientation towards the northwest post the completion of TRDD008.

To follow up the encouraging mineralisation in TRDD001 and TRDD008, and factoring down-hole geochemistry vectors from prior drilling, TRDD011 was designed to extend the mineralized skarn horizon to the northwest of TRDD001 and was followed up by a 50 metre step back to the south-east with TRDD012, which is a 80 metre step out to the south of TRDD001.

Hole TRDD011 intersected intense structurally controlled near surface mineralization. Assay results from nearer surface intervals for TRDD011 returned 74 metres @ 0.40% copper and 0.37 g/t gold from surface including 42 meters @ 0.64% copper and 0.58 g/t gold from 32 metres which included a high grade interval of 4 metres @ 4.98% copper and 3.36 g/t gold from 68 metres.

Hole TRDD012 sought to intersect the down-dip extension of previously intersected higher grade, near surface intervals, and to better understand the width potential of the skarn horizons. TRDD012 was drilled to 581 metres, and was extended beyond the original target depth of 400 metres.

Broad and multiple skarn horizons intersected within TRDD012 provide encouragement for expanding the footprint size potential of the at/near surface skarn system along strike and to depth. Primary bornite, chalcopyrite and molybdenum, and observations of discrete monzodiorite intrusions in TRDD012 provide encouragement for the Company's current working geological model for the central Trundle Park prospect and that the source of the at or near surface mineralisation intersected to date is from a porphyry intrusive system.

Drill hole TRDD015 was a 50m step-out to the southeast from the collar of previous hole TRDD012 along the same easterly cross-section with holes TRDD001 and TRDD011. The hole has significantly improved our understanding of geology, alteration and mineralisation along this east cutting section noting the following from visual logging (assay results pending):

- Observations of the timing of felsic intrusions, with: (1) an early monzodiorite, cut by (2) quartz-monzodiorite and in turn by (3) later aplite dykes;
- Confirmation of the presence of quartz veins with pyrite and traces of molybdenite occurring in both holes TRDD012 and directly underneath in hole TRDD015, hosted also by both monzodiorite and quartz-monzodiorite;
- Observation of at least two intervals with skarn (garnet-prehnite-magnetite) replacing the bedding of the volcanoclastic rocks, in turn cut by quartz-carbonate-pyrite veins with traces of chalcopyrite;

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- Confirmation of a low-angle fault (thrust) from 491 to 521.8 metres down hole depth and along the eastern section of the Trundle Park prospect, and;

- Observation of younger fossiliferous calcareous sedimentary units occurring in the footwall of the thrust fault from 532m to the end of hole at 549.6m down hole depth.

A key advancement for the Trundle Park prospect from TRDD015 has been confirmation of multiple mineralising phases of a targeted intrusion. Given the mineral endowment intersected in the nearer surface skarn the intrusions from TRDD015 are not expected to be the causative source but provides support for the teams exploration concepts and model. Testing for the porphyry copper-gold potential associated with felsic intrusions like the monzodiorite and quartz-monzodiorite intrusions at Trundle Park remains open to the south, west and north at this prospect.

The focus of the ongoing two-rig program is to expand the scale of the near surface ore grade skarn mineralisation by stepping out along strike, both the north and south. Drilling is also designed to test for the causative porphyry intrusive source of the mineralisation in the skarn, which may be strong porphyry mineralisation, similar to what drives skarn mineralisation at such famous porphyry systems as Cadia, Grasberg and Ok Tedi.

Encouragement to the northern strike is provided from recent assay results from TRDD007, a 150-metre step out to north of TRDD001. Despite limited visual encouragement, in part because lack of skarn development and indications of intrusions and intersecting a major fault zone, dipping steeply to the west and sub-parallel to the NNE-SSW striking Tullamore Thrust Zone, assay results returned various mineralized intervals including 8 metres @ 0.96g/t gold and 0.34% copper from 158m and 39.3m @ 0.21g/t gold and 0.03% copper from 2.6 metres. The potentially ore grade interval, further supports the northerly extension and targeting for mineralization, both skarn and porphyry.

Mordialloc prospect

A cluster of pencil porphyries is the target at Mordialloc. The Mordialloc target area hosts large coincident magnetic and IP chargeability high features coupled with anomalous copper, gold and molybdenite surface geochemistry. Assay results from previous historic drilling, and recent deeper Kincora drilling, and independent and internal expert geological assessment all support strong halo indicators of a mineralized porphyry intrusion system at this prospect, to be further drill tested.

Kincora's first hole at the Mordialloc target (TRDD002) intersected favourable alteration and anomalous metal levels between 721-790.25 metres (end of hole), and included up to 0.29% copper and 272ppm molybdenum. For this hole, an expert petrographer with significant experience with Macquarie Arc porphyry projects noted very encouraging alteration signals that support presence of a mineralizing porphyry copper gold system at the Mordialloc prospect.

The Company's second drill hole at this target (TRDD005) at this target was a step out approximately 150m south of TRDD002 and returned multiple broad zones of anomalous copper, gold and molybdenum, including localized moderate to higher-grade intervals. This included a relatively shallow previously unidentified interval of skarn altered volcano-clastic rocks (including 12m at 0.33g/t gold and 0.29% copper from 138m, including 2m at 1.4g/t gold and 1% copper from 142m) with the hole interpreted to have tested the eastern margin at the southern end of the Mordialloc prospect porphyry complex.

TRDD006 was drilled to the west from TRDD002 to a depth of 962m and returned broad and multiple zones of anomalous copper gold predominately within a coarse quartz monzonite porphyry. The scale of porphyry mineralization is particularly encouraging indicating a large-scale system with vectors to, and ample room for the targeted higher-grade core and cluster of pencil type porphyry intrusions. Results included:

- 42m @ 0.07% copper & 0.04g/t gold (from 62m in volcanic-sandstone);

- 306m @ 0.10% copper, 0.06g/t gold & 18ppm molybdenum (from 144m in quartz monzonite porphyry);

- 98m @ 0.11% copper, 0.07g/t gold & 18ppm molybdenum (from 466m in volcano-clastic rocks);

- 2m @ 0.02% copper, 0.98g/t gold & 2ppm molybdenum (from 880m in volcano-clastic rocks); and

- Deepening of drill hole TRDD002, and additional step-out holes, testing up-dip and moderate depth targets are planned as part of the vectoring for the core of a targeted porphyry copper gold system at the Mordialloc target.

FIGURE 6: TRUNDLE AND FAIRHOLME PROJECTS[20]

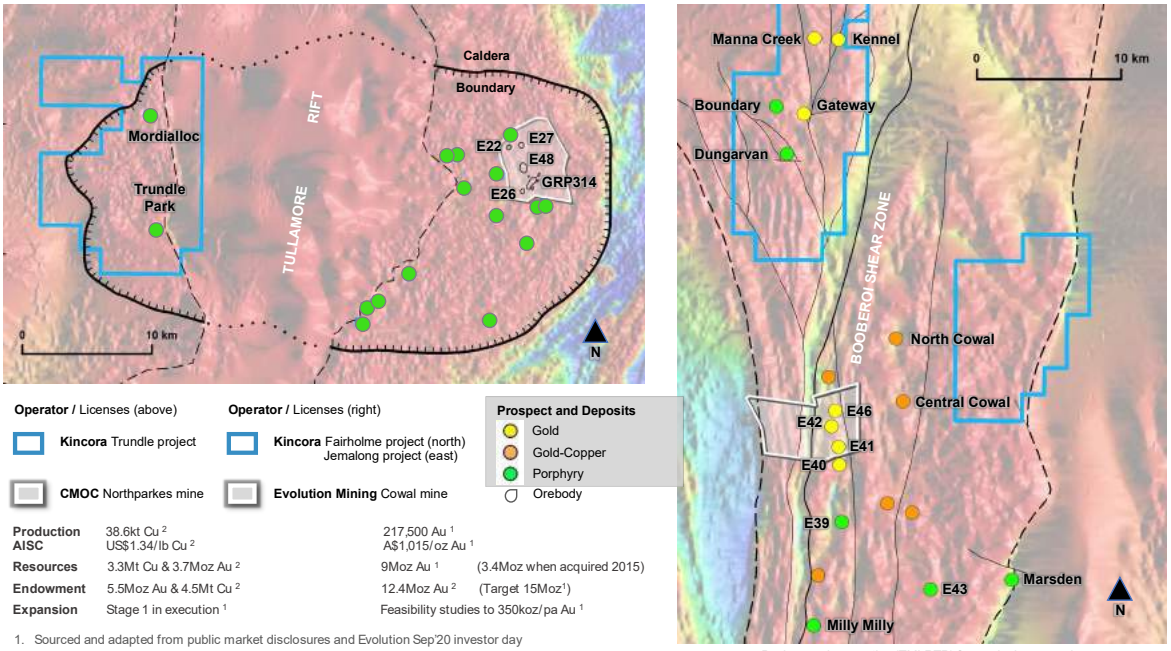

Diagram A: Trundle Project: The only brownfield porphyry project held by a listed junior in the Macquarie Arc, within 30km from the Northparkes mill (LHS).
Diagram B: Fairholme Project: On strike less than 15km to the five structurally controlled gold deposits and mill that comprised the Cowal mine (RHS)

(g) The Fairholme Project

Fairholme Project	
Target	Epithermal gold-base metal style mineralization.
Size	169km^2 (two adjacent licences).
Location	440km west of Sydney and 45km northeast of West Wyalong in Central West NSW. Less than 15km north and along strike from the 5 structurally controlled gold deposits and mill at Cowal (existing endowment greater than 12Moz gold).
New concept	Previous exploration drilling has been focused on copper porphyry potential, not shallow epithermal "Cowal-like" gold-base metal mineralization.

For a summary of the work completed to date and key findings at the Fairholme Project, please refer to the Independent Technical Report set out in Appendix A.

Background:

Despite Kincora's drill targets being less than 15km along strike from the five epithermal gold deposits that comprise the Cowal mine (targeted endowment of 15Moz gold[21]), few of the 62,768 metres of prior explorer drilling at the Fairholme Project have tested the potential for near surface gold-base metal epithermal deposits, similar to that at Cowal.

[20] Sourced and adapted from public market disclosures and bespoke request by MinEx Consulting for the Company.
[21] Evolution Mining Investor Webinar, September 2020.

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In Kincora's opinion, Evolution Mining has been extremely successful building resource inventory and implementing production plans following the acquisition of Cowal from Barrick. Since the last field program of exploration at Fairholme, Evolution has increased resources at Cowal from 3.4Moz to 9.6Moz gold[22]. Evolution is expanding gold production from around 250,000oz/pa to a planned 350,000oz/pa operation at Cowal[23].

At the Gateway prospect on the Fairholme Project, there is encouraging potential for gold and base metals based on the presence of coincident gold, copper, zinc, arsenic and bismuth geochemical anomalism in the past explorer scout drilling, along the interpreted northern extension of structures from the Cowal gold corridor. Furthermore, observations of strong sericite alteration preceding deformation suggest good potential for intermediate-high sulfidation epithermal type gold-base metal mineralisation at possibly similar in type akin to the Cowal gold deposits. The Cowal-like gold-base metal model has not previously been tested on the Fairholme licences.

Exploration strategy

Kincora has designed a maiden drill program that will for the first time be focused on testing the potential for shallow to moderate depth structurally controlled "Cowal-like" gold-base metal style mineralization at:

- the Gateway prospect: target testing diamond drilling along the strike continuation of anomalous gold-copper identified over a 400m strike north-south length with a favourable structural setting – the intersection of NNW and NE faults; and

- other prospects: build a pipeline of gold-copper prospects from follow-up aircore drill testing stepping out from previously identified single point anomalies to expand the potential discovery footprint. Prospects include Gateway, Driftway C, Anomaly 2, Manna Creek, Glencoe and Kennel.

The latter program is analogous to the original Geopeko shallow reconnaissance RAB drilling to bedrock program over targets largely selected on the basis of geophysical data. This program defined an approximate area of 7.5 x 2 km of greater than 0.1g/t gold along the western margin of Lake Cowal that was identified for follow up, which ultimately led to the discovery of the Cowal gold deposits.

Kincora is in the process of gaining permits to undertake a maiden drilling program at the Fairholme Project with a key use of funds proposed to support this program.

(h) The Northern Junee-Narromine Belt Projects (Nyngan and Nevertire)

Northern Junee-Narromine Belt Projects	
Target	Porphyry-related gold copper mineralisation.
Size	1,144km^2 (two licences).
Location	525 to 575km north-west of Sydney in Central NSW. Northern undercover extension of the Junee-Narromine belt, which hosts the following mines to the south: Tomingley (150km); Northparkes (215km); and, Cowal (280km).
New concept	Similar to the recent Boda discovery in the northern undercover extension of the parallel Molong belt, Kincora's exploration concepts is that the Nyngan-Nevertire region has the potential to host a large high-grade porphyry complex(s) in the northern undercover extension of the Junee-Narromine belt.

For a summary of the work completed to date and key findings at the Nyngan and Nevertire Projects, please refer to the Independent Technical Report set out in Appendix A.

Background:

The Company's wholly owned Nyngan and Nevertire licences cover 1,144km^2 a large portion of what is interpreted by Kincora to be the most prospective and shallow to moderate covered part of the commonly accepted northwards extension of the Junee-Narromine Belt of the Macquarie Arc. Kincora was an early mover into the region, which is

[22] Evolution Mining Investor Webinar, September 2020.
[23] Evolution Mining Investor Webinar, September 2020.

within a jog in the Junee-Narromine belt. This jog is favourably comparable to the Lachlan Transverse Zone and other NW-SE lineaments that have often been interpreted as fundamental controls on the formation of the porphyry related mineralized systems in the Macquarie Arc (eg Cadia, Northparkes, Boda and Cowal-Marsden).

The broad region was previously the focus of St Barbara Ltd's Big Gold Lachlan Project-Marra Joint Group project that covered various separate licence areas across an 80km strike. St Barbara interpreted "*the area to contain the largest volcano-intrusive centre of the Ordovician-Early Silurian Macquarie Arc, which to the south hosts the Northparkes and Cadia Valley mines*."[24]

Outside of the Nyngan and Nevertire licences, the northern section of the Junee-Narromine belt has attracted significant recent interest with majors and juniors alike pegging ground resulting in greater than 35% increase of tenure in the region since Kincora moved in. Inflection Resources and FMG Resources are both currently undertaking stratigraphic and target testing drilling programs within the region.

Despite Kincora's large portfolio area, only three prior exploration drill holes with diamond drill core have intersected basement on the Nyngan licence. Newcrest's drill hole ACDNY002 was the most notable, reaching basement at 280 metres within what is now within the Nyngan licence (EOH 339.5 metres). The hole intersected copper and gold mineralization within calcite-bornite-chalcopyrite bearing amygdales and minor carbonate-pyrite-bornite bearing veins in rounded volcaniclastic conglomerate clasts.

Subsequent litho-geochemistry has matched to the well-defined Late Ordovician shoshonitic Macquarie Arc basalts and andesites that are associated with the main mineralized systems in the LFB. No subsequent exploration drilling has taken place across either licence area.

Exploration strategy:

With non-dilutive cooperative funding grant support from the NSW Government in place, Kincora is planning a maiden drilling program testing two copper gold porphyry targets at our Nyngan Project, amongst other activities in this prospective but underexplored region.

Exploration success by Kincora, or others currently drilling in this northern section of the Junee-Narromine Belt, has scope to add significant value to tenure in this part of the Macquarie Arc and support not dissimilar activities to the acceleration of drilling and increased corporate activities of juniors around the recent Boda porphyry discovery in the northern and similarly underexplored section of the Molong Belt.

(i) **Mongolia portfolio strategic review and term sheet**

Following positive exploration drilling results at the Trundle Project, advancement for drilling plans at other projects in NSW, and having been awarded a mining licence for Bronze Fox in September 2020, the Company commenced a strategic review of its Mongolia asset portfolio.

As further described earlier in this Section 2, the Company has announced a binding Terms Sheet with RMM for Kincora's Mongolian asset portfolio.

If the RMM Agreement proceeds, Kincora will retain a 20% effective free carried asset level interest for Kincora's existing Mongolia portfolio until certain project milestones are met, have the right of first refusal for a 20% effective asset level interest in any new Mongolian projects, a 9.9% stake in RMM and the right to a board seat. The RMM shares issued to Kincora upon exercise of the option will be subject to a 12-month voluntary escrow period. Kincora will obtain all necessary consents and approvals in relation to the Acquisition.

The RMM Agreement would have the following asset level upside for Kincora:

- Existing portfolio: Kincora will retain a 20% effective free carried asset level interest for the Company's existing Mongolian asset portfolio until the following milestones;

- Bronze Fox: Following completion of a positive independently defined (or mutually agreed internally) pre-feasibility study supporting project development[10] within the Bronze Fox Intrusive Complex ("**BFIC**"); and

[24] St Barbara Ltd, open file report "Nyngan JV annual report for the period ending June 2012", August 2012.

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- Tourmaline Hills and Red Well: Following completion of a positive independently defined (or mutually agreed internally) scoping study supporting project development[25] within the Tourmaline Hills Intrusive Complex and licence (excluding the continuation of the BFIC), and the Red Well licence.

  Following which, normal industry standard JV dilution mechanisms will apply.

- New projects: Kincora will have the right of first refusal for a 20% effective asset level interest in any new Mongolian projects that RMM secures. Following which normal industry standard JV dilution mechanisms will apply.

In the Company's opinion, the framework provided for in the RMM agreement provides attractive upside to Kincora, backing a well-motivated group, advancing an attractive portfolio and project generation strategy. In our view, the Agreement also enables Kincora to focus our capital and efforts on our district scale pipeline and ongoing drilling activities in NSW, Australia.

On January 20th, 2021, Kincora announced one of our Mongolian subsidiaries had received notice of a Mongolian tax claim relating primarily to the 2016 merger with IBEX. See Section 10 (Material Agreements) and Section 11.7 (Legal Proceedings) for more information about how this may impact the RMM Transaction.

2.3 History

The Company is listed on the TSX-V and was established in its current form in July 2011 following completion of the transaction between a London listed private equity group (Origo Partners) and a TSX-V listed "shell" company (Brazilian Diamond Limited).

The transaction raised C$12.1 million via a private placement and "reversing" the original Bronze Fox eastern exploration licence (15000-XV, now mining licence 021681-MV) into what then became known as Kincora Copper Limited with a focus on copper porphyry exploration in Mongolia.

Since Kincora's formation in 2011, the Company has undertaken an active exploration and project generation strategy seeking to discover globally significant copper and gold porphyry deposits. This has included the first modern district scale exploration of the Southern Gobi copper porphyry belt. The Company has recently been granted a mining licence for a key portion of the Bronze Fox Project.

Due to the legislative environment in Mongolia and investor sentiment, in mid-2019 the Company made the strategic decision to expand its jurisdictional focus in order to be able to continue to execute a sustainable active exploration strategy and allocate capital to the post prospective regions both from a technical and sovereign risk perspective. In late 2019 and early 2020, the Company secured and acquired porphyry exploration licences in the Macquarie Arc in NSW, Australia. Exploration activities have commenced on ground to explore these regions for copper and gold porphyry related deposits with drilling at the brownfield Trundle Project.

In August 2020, the Company completed an oversubscribed C$5.33 million non-brokered private placement with over half of funds raised from Australian sourced investors with an outlined use of funds being the pursuit of a dual listing on the ASX and continued drilling at the Trundle Project.

[25] Such scoping study must illustrate at least AU$30 million NPV at 10% discount rate.

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3 Industry overview

3.1 Background of strategic entry into the Macquarie Arc

Kincora has an industry leading team responsible for the discovery, acquisition and/or development of four world-class copper gold projects. Kincora's focus with this team has been and continues to be seeking to make a globally significant discovery, having confirmed a large discovery at our Bronze Fox copper and gold porphyry Project in Mongolia. The reason for focusing on confirming a new large discovery is that this event and stage of project advancement creates the greatest value uplift in the exploration to production lifecycle within the mining industry.

In mid 2019, the Kincora Technical Committee was tasked by the Board to undertake a review of potential opportunities to expand and diversify Kincora's project pipeline outside of Mongolia for prospective world-class discoveries. This followed an assessment of significant re-rating of valuations for various exploration juniors and increased investment capital being allocated in multiple prospective undercover mineral belts in Australia.

The review leveraged existing experience and exploration successes in Australia, seeking to identify opportunities pursuing the complementary systematic exploration approach as deployed in Mongolia. The review utilized public domain data and targeted access to more advanced stage targets in attractive jurisdictions.

The Company's focus was on mineral provinces that host proven world-class deposit(s), and prospective for further undercover discoveries. The review included undertaking an appraisal of depth and nature of cover, exploration maturity and competition status.

Kincora's Technical Committee ranked certain provinces considering both technical and commercial considerations (including competition, ability/cost of entry and cost/seasonality of exploration). Two examples are given:

- the Paterson Province in Western Australia, where competition, ability to enter and relative cost (and seasonality) of exploration, the former driven by Rio Tinto's Winu discovery and Newcrest's successes with Greatland Gold's Havieron project, downgraded the region on a relative basis; and

- Other provinces were downgraded due to a combination of various factors, for example, the Gawler Craton due to depth of cover, mature level of exploration, access to licences and degree of competition.

Kincora's review and initial entry into the LFB was completed before Alkane announced success at its Boda project. At the time, the region screened technically and commercially well with a number of projects and opportunities identified and reviewed. Having a unique knowledge and a competitive advantage in the region also assisted Kincora's entry into the Macquarie Arc, the key porphyry regions within the LFB that hold the world-class mines in the region.

The Macquarie Arc is Australia's foremost porphyry region (with an estimated mineral endowment of greater than 100Moz gold and greater than 24Mt copper[26]), as is the Southern Gobi Mongolia's (with an estimated mineral endowment of greater than 85Moz gold and approximately 50Mt copper[27]), offering a very synergist fit for the Company.

3.2 ASX exploration success stories re-rating

In Kincora's view, while Australia is often viewed as a mature mining and exploration jurisdiction, government support and smart exploration thinking are seeing juniors, mid tiers and major companies having considerable success with new greenfield and brownfield discoveries.

This success has often included applying modern exploration techniques, gathering new data and/or applying new concepts to "old" ground, as well as "new" regions. In our opinion, credit has to be given to various Australian State and Federal geoscience departments, often working with the private sector, following recent significant investment into new public access data that has also been greatly assisting the private sector. This is particularly the case in NSW. Sensitivity studies indicate that each additional dollar spent on exploration generates an extra $11.40 in revenue, supporting a clear and favourable value propositions for governments supporting exploration[28].

Recent ASX exploration success stories have been significantly rewarded in the stock market. To demonstrate this, and also to benchmark Kincora's first drill hole at the Trundle Project (TRDD001), Kincora commissioned *opaxe.com*

[26] Bespoke request by Richard Schodde (MinEx Consulting) for Kincora Copper, March 2020.
[27] Bespoke request by Richard Schodde (MinEx Consulting) for Kincora Copper, March 2020.
[28] Richard Schodde (MinEx Consulting) presentation to the 2018 NSW Minerals Council Exploration Forum, May 2018.

to undertake a review of recent gold and copper discoveries in Australia and other jurisdictions for comparable styles of mineralisation, and the re-rating enjoyed since with continued positive exploration progress.

At that time, seven companies with recent exploration success stories had re-rated 4.7x and created over A$2.6 billion in shareholder value (pricing June 30th, 2020)[3]. These same companies in the next quarter (pricing ended September 29th, 2020) had in total re-rated over 8x and created A$4.6 billion in shareholder value[29].

Kincora's first hole at Trundle screened well relative to the initial discoveries within this peer group.

FIGURE 7: RE-RATING PEER GROUP – GOOD NEW EXPLORATION RESULTS IN AUSTRALIA ARE BEING WELL REWARDED[30]

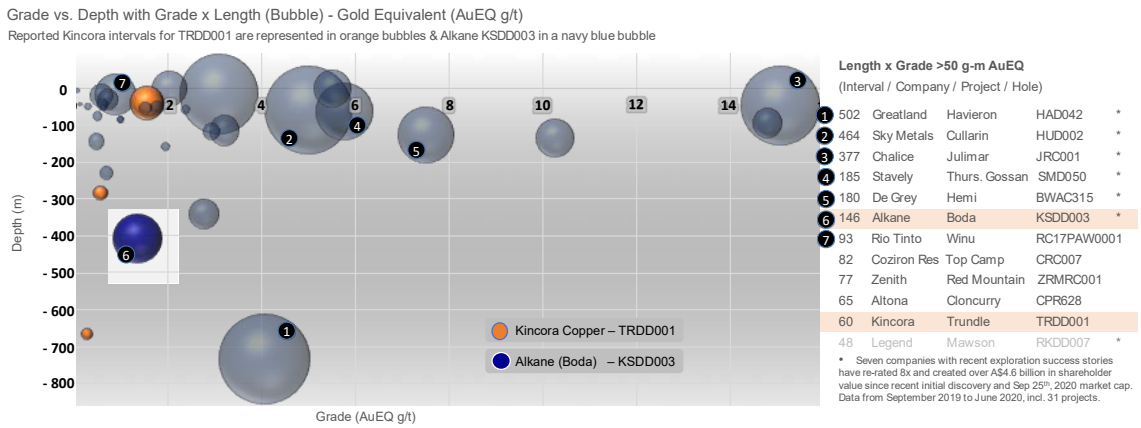
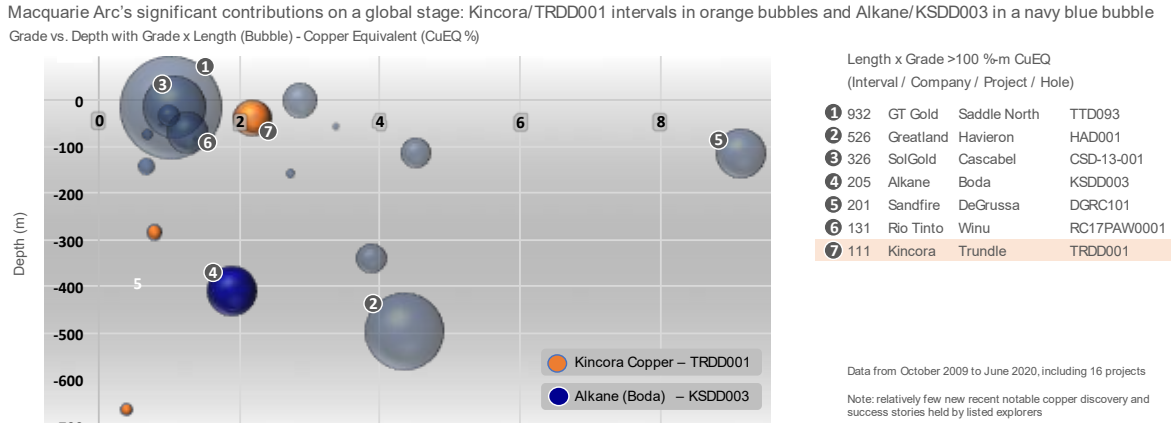


FIGURE 8: TRUNDLE DISCOVERY COMPARABLE TO OTHER MAJOR PROJECTS - FIRST HOLE AT TRUNDLE UP THERE WITH OTHER RECENT SIGNIFICANT GOLD-COPPER DISCOVERIES AND SHALLOW[31]



3.3 Lachlan Fold Belt becoming a hotspot for exploration

Significant resource growth at the Northparkes and Cowal mines and exploration results by Alkane Resources at the Boda porphyry discovery, plus a new gold discovery by Sky Metals, have been catalysts for the LFB to become a hotspot for exploration.

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29 Bespoke analysis by opaxe.com for Kincora Copper, July 2020.
30 Richard Schodde (MinEx Consulting) presentation to the 2018 NSW Minerals Council Exploration Forum, May 2018.
31 Richard Schodde (MinEx Consulting) presentation to the 2018 NSW Minerals Council Exploration Forum, May 2018.

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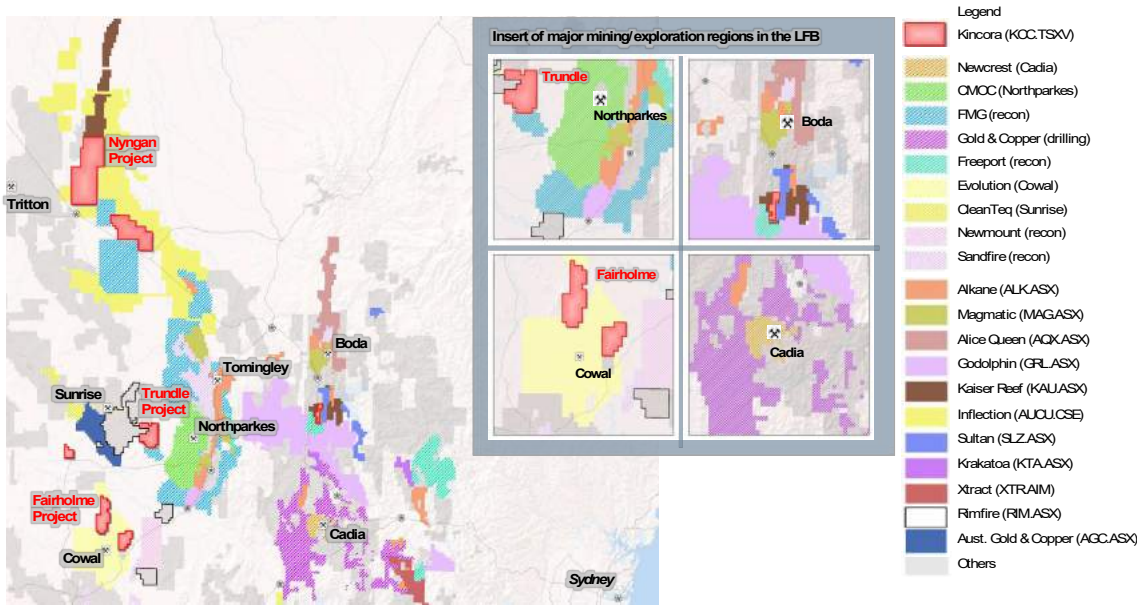
Figure 8 demonstrates the reported grades, intervals and depths of Boda's initial discovery drill hole (KSDD003) are world-class relative to other copper discoveries in Australia and global porphyries. KSDD003 has since been significantly bettered in KSDD007.

Within 2019-2020, the LFB there has been:

- a large amount of public market capital raised and investment in exploration;
- a greatly increased corporate activities;
- a significant amount of co-operative funding grants awarded by the NSW Government for exploration in the region; and,
- a greatly increased direct application for exploration tenure (by juniors through to majors alike).

According to internationally recognized mineral economist Richard Schodde, the LFB is the latest hot spot for global exploration. *"As an economic geologist you have to do that trade-off between where can you find a good orebody and where can you make money and feel safe at night … New South Wales, the Lachlan Fold Belt, for copper and gold is the place to be"* - Richard Schodde, MinEx Consulting[32].

FIGURE 9: KEY LACHLAN FOLD BELT PLAYERS & JUNIOR EXPLORERS[33]



Since Alkane's initial discovery hole at Boda, the average re-rating of ASX listed explorers (eight) active in the LFB is 5x and approximately $110 million new equity raised (as at December 13th, 2020). This has included three Initial Public Offerings (IPO) and a further IPO in Canada.

Within this region there has been a very significant recent land grab, with over a 25% increase in tenure since last September, from juniors and majors alike, including over a greater than 35% increase within the northern Junee-Narromine Belt.

[32] The Assay" video interview with Richard Schodde and John Holliday, April 2020.
[33] Minview, Kincora Copper Limited and company data.

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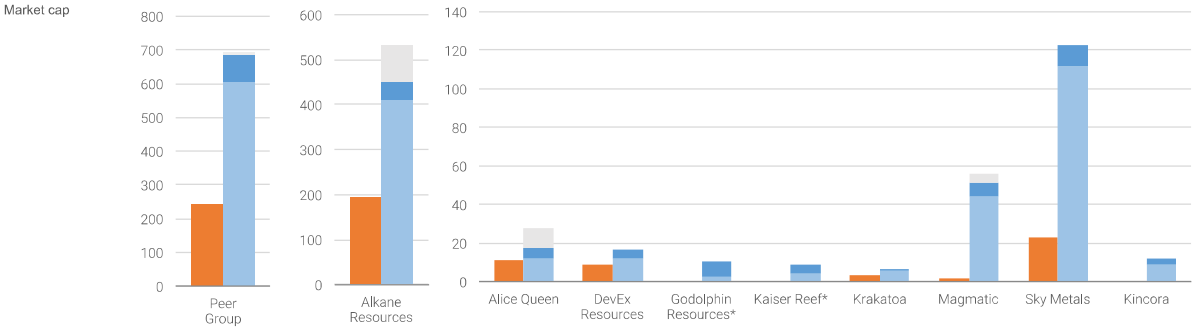
FIGURE 10: LACHLAN FOLD BELT PLAYERS AND JUNIOR EXPLORERS[34]

Activities / Drilling	Total Peer Group	Discovery	Drilling, results announced	Drilling, results announced	Drilling, results announced	IPO, recon	IPO, recon	Drilling, results announced	Discovery	Drilling commenced
Equity raised	$81.1m	$40.7m	$5.4m	$4.6m	$7.5m	$4.5	$0.8	$7.2	$10.5m	nil
Total period re-rating	2.8x	2.3x	1.5x	1.9x	0.8x	1.3x	2.1x	25x	5.3x	
Peak of ASX re-rating	3.2x	3.0x	2.5x	1.5x	1.1x	N/A	2.0x	29.8x	3.3x	
Peak re-rating	5.5x	3.0x	3.9x	2.0x	1.5x	1.6x	2.7x	25.6x	5.3x	
Ticker	-	ALK[1]	AQX[1]	DEV[1]	GRL	KAU[1]	KTA[1]	MAG[1]	SKY	KCC [1,2]



Legend: [1] Primary focus is exploration predominately or solely in the Macquarie Arc
Peer group has raised $81.1m since Alkane announced the Boda discovery - Sep 6, 2019
"Total period re-rating": Sep 6, 2019 to May 15, 2020 market cap (* or since ASX listing)
"Peak of ASX re-rating": Sep 6, 2019 to Feb 20, 2020 market cap (peak of ASX market)
"Peak re-rating": Sep 6, 2019 to highest company share price since

"Pre": Pre-Boda Discovery, Sep 6, 2019 CoB
"Market Peak": Market cap at peak of ASX market (Feb 20, 2020)
"Post": Current as at May 15, 2020 CoB
Equity raised b/w Sep 6, 2019 & May 15, 2020 ([2] KCC cash balance)

3.4 ASX Listed copper plays

A contributing factor for the favourable re-rating of copper exploration success stories is the lack of new discoveries within the sector and advanced exploration and development projects in the pipeline.

This trend is in part evident from Figure 11, which highlights the lack of discoveries over the last decade, particularly from South America that is the largest source of existing primary copper supply. This analysis also illustrates the location of existing deposits, a large portion in emerging/frontier and/or ESG sensitive markets, and of new gold rich copper deposits, with increasingly different commodity price trends for by-product credits impacting the differences in new exploration and development project economics (eg molybdenum versus gold price credits).

FIGURE 11: ALL COPPER DEPOSITS IN THE WORLD, HIGHLIGHTING THOSE FOUND IN THE LAST DECADE[35]

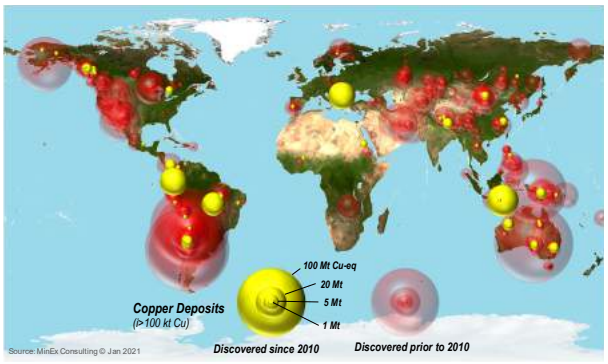
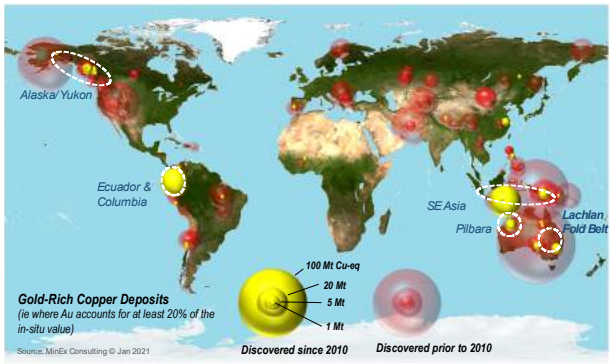


FIGURE 12: GOLD-RICH COPPER DEPOSITS FOUND IN THE WORLD IN THE LAST DECADE AND THE 5 CURRENT HOT SPOTS FOR EXPLORATION – RHS[36]



The global copper sector is currently struggling to sustain existing production levels, and mid-major industry players have generally consolidated new globally significant discoveries through the cycle. This is particularly the case on the ASX with few advanced exploration or development stage copper plays, particularly with assets in Tier 1 jurisdictions.

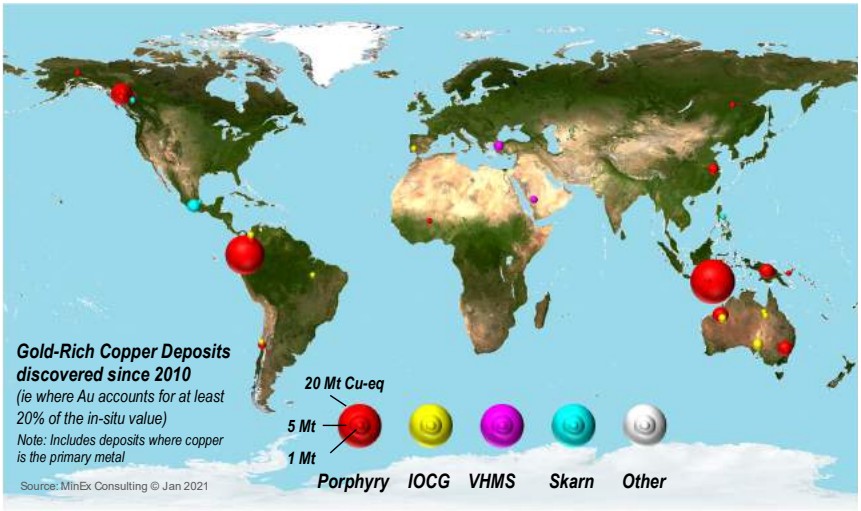
34 Minex Consulting, Kincora Copper Limited and company data.
35 MinEx Consulting, Bespoke Request for the Company - January 2021.
36 MinEx Consulting, Bespoke Request for the Company - January 2021.

Figures 11 and 12 also reinforce the latter point, illustrating the locations for the current five "hotspots" for copper and gold system exploration, two in Australia, and others located in sensitive and/or emerging/frontier market jurisdictions.

A further case study supporting this trend is Rio Tinto fast tracking its Winu discovery in Western Australia to a smaller scale construction decision. Rio Tinto is deviating from its traditional focus on only Tier 1 assets, often in higher risk jurisdictions.

Gold rich copper porphyries are the style of mineralization and deposit preference for the majors in seeking copper exposure. This is driven by the generally significant by-product credits (from gold system credits) and size of the deposit (that provides a long life and relatively simple and cost effective mining operation). As Figure 13 highlights, porphyry style copper systems dominate the global landscape for all gold rich copper discoveries in the last decade, and further illustrates the industry's lack of new discovery success and the strategic value of a new globally significant discovery.

FIGURE 13: ALL GOLD-RICH COPPER DEPOSITS FOUND IN THE WORLD IN THE LAST DECADE, BROKEN DOWN BY DEPOSIT STYLE[37]



While the majority of new significant copper supply is from frontier/emerging markets (eg the DRC, Mongolia, Ecuador etc) there is increasingly preference from the major copper producers and western capital markets to invest in more developed jurisdictions (eg Canada, USA and Australia).

In Kincora's view, while copper remains fundamentally a supply side story driven by the shortfall of new projects, an increasingly favourable copper demand scenario is emerging, underpinned by:

- continued longer term industrial growth, led by China;
- expected significant nearer term government stimulus post COVID-19 driven contractions in economic growth; and,
- increasing trend towards decarbonisation and electrification (which requires significantly more copper than equivalent carbon sources).

Regarding only the latter, BHP estimates that copper production will have to double over the next 30 years to satisfy these new demands[38]. In the Company's view, investors are beginning to understand these fundamental requirements more clearly now and this is seen in recent copper price moves.

The recent positive correlation between the gold and copper price is also particularly noteworthy given the gold rich endowment of copper porphyries in the Macquarie Arc. The gold price has been and continues to be strong, increasing from US$1517/oz at the beginning of 2020, to US$1765/oz at the end of June 2020, and currently at US$1808/oz (as at 24 February 2021). The uncertainty and financial impact, including expected significant government stimulus packages and quantitative easing, from COVID-19 has been a positive catalyst for the gold price.

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[37] MinEx Consulting, Bespoke Request for the Company - January 2021.
[38] Reuters, December 3, 2020 article "BHP says copper output needs to double in 30 years, criticises pricing system".

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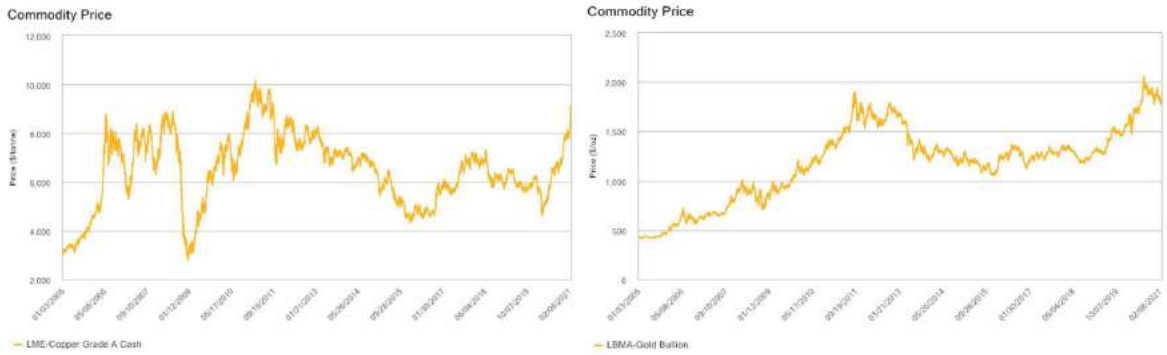
FIGURE 14: COPPER COMMODITY PRICE CHART FROM 01/01/2005 TO 23/02/2021[39]



In the Company's opinion, Kincora is well positioned to benefit from this landscape with the proposed ASX listing, particularly if the Company is successfully delivering on its ambition to becoming the leading pure play explorer in Australia's foremost porphyry belt.

[39] S&P Global Market Intelligence 2021.
[39] S&P Global Market Intelligence 2021.

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4 Financial Information

4.1 Introduction

4.1.1 Financial Information

Kincora Copper Limited (the **Company** or **Kincora**) was incorporated in British Columbia, Canada and is listed on the TSX-Venture Exchange (**TSX-V**). The Company aims to list on the Australian Stock Exchange (**ASX**).

The Company is engaged in the acquisition and the exploration of its exploration and evaluation asset projects.

The financial information in this Section includes:

- **Statutory Historical Financial Information**, being the:
  - Statutory historical consolidated Statements of Profit or Loss and other comprehensive income of Kincora for the years ended 31 December 2018 and 2019, and for the six months ended 30 June 2020;
  - Statutory historical consolidated Statement of Cash Flows of Kincora for the years ending 31 December 2018 and 2019, and for the six months ended 30 June 2020; and
  - Statutory historical consolidated statements of Financial Position of Kincora as at 31 December 2018, 2019 and as at 30 June 2020.
- **Pro Forma Historical Financial Information**, being the
  - Pro forma historical consolidated Statement of Financial Position of Kincora as at 30 June 2020 reflecting the Directors' pro forma adjustments.

The Statutory Historical Financial Information and the Pro Forma Historical Financial Information are collectively referred to as the Financial Information.

No forecast financial information has been provided for the Company.

Kincora has a 31 December financial year end. As such, any reference in this Section to "FY" refers to a 31 December financial year end.

Also summarised in this Section are;

- the basis of preparation and presentation of the Financial Information (see Section 4.2);
- the pro-forma adjustments to the historical statement of financial position as at 30 June 2020 and reconciliations to the statutory historical statement of financial position as at 30 June 2020 (see Section 4.4)
- Management's discussion and analysis in respect of the historical financial information.

The Financial Information has been reviewed and reported on by Moore Australia Corporate Finance (WA) Pty Ltd whose Investigating Accountant's Report is contained in Section 8. The Investigating Accountant's Report has been prepared in accordance with the Australian Standard on Assurance Engagements ASAE 3450 *Assurance Engagement Involving Fundraising and/or Prospective Financial Information*. Investors should note the scope and limitations of the Investigating Accountant's Report.

The information in this Section should also be read in conjunction with other information contained in this Prospectus including;

- Management discussion and analysis set out in this section;
- The risk factors described in Section 5 (Key Risks);
- Significant accounting policies and critical areas of accounting judgements and estimates set out in Section 4.5
- The Investigating Accountant's Report on the historical and pro-forma financial information set out in Section 8; and
- Other information contained in the Prospectus.

Investors should also note that historical results are not a guarantee of future performance.

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All amounts disclosed in the tables are presented in Australian dollars unless otherwise stated.

4.1.2 Foreign Exchange Rates Applied to the Statutory Historical Financial Information

Kincora's functional currency is Canadian dollars (CAD$) as the company was incorporated in British Columbia, Canada and is listed on TSX-V.

For each table within the financial information section of this Prospectus the relevant information has been presented in Canadian dollars and has also been restated in Australian dollars. To translate the financial information into Australian dollars (AUD$) we have used the following conversion rates based on the Reserve Bank of Australia's (RBA) published foreign exchange rate tables:

Foreign Currency Conversion Rates

CAD$ to AUD$1 exchange rate	31 December 2018	31 December 2019	30 June 2020
Average rate used in translating the statutory historical income statements and statement of cash flows	0.9684	0.9224	0.8967
Exchange rate used in translating the statutory historical (and pro forma historical) statements of financial position	0.9622	0.9144	0.9387

4.1.3 Forecast Financial Information

There are significant uncertainties associated with forecasting future revenues and expenses of the Group. Given uncertainty as to timing and outcome of the Group's growth strategies and the nature of the industry in which the Group operates, as well as uncertain macro market and economic conditions the Group's performance in any future period cannot be reliably estimated. Given this and after consideration of ASIC Regulatory Guide 170, the Directors do not believe they have a reasonable basis to reliably forecast future earnings and accordingly forecast results have not been included in the Prospectus.

4.2 Basis of Preparation and Presentation of the Financial Information

4.2.1 Overview

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flows and financial position of Kincora Copper. The Statutory historical Financial Information has been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("IAS") and related Interpretations, promulgated by the International Accounting Standards Board ("IASB"). Compliance with IFRS has ensured compliance with Australian Accounting Standards

The Company has applied all the new and revised IFRSs which are effective for the Company's accounting period beginning on 1 January 2020 consistently throughout the years/period presented to the extent required or allowed by transitional provisions in the IFRSs, except that the Company adopted (i) IFRS 9 Financial Instruments ("IFRS 9") and IFRS 15 Revenue from Contracts with Customers ("IFRS 15") on 1 January 2018 and applied IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") and IAS 18 Revenue ("IAS 18") prior to 1 Janu 2018; and (ii) IFRS 16 Leases ("IFRS 16") from 1 January 2019 and applied IAS 17 Leases ("IAS 17") prior to 1 January 2019.

The impact of new and revised IFRS, which have been adopted during the years/period presented and effective as at the current date, to the results for each year/period presented is not significant.

The Pro Forma historical Financial Information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards (AAS), other than that it includes certain adjustments which have been prepared in a manner consistent with AAS, which reflect the impact of certain transactions which are planned to or have taken place subsequent to 30 June 2020, as if they had occurred on or before 30 June 2020.

The Pro Forma Historical Financial Information does not reflect the actual statement of financial position of Kincora as at 30 June 2020. Kincora believes that it provides useful information as it illustrates the financial position of the

Company as at 30 June 2020 on the basis that the Capital Raising and other related pro-forma transactions were completed as at that date.

The Financial Information is presented in an abbreviated form and does not include all of the disclosures, statements or comparative information required by AAS applicable to annual financial reports prepared in accordance with the Corporations Act.

Accounting policies have been consistently applied throughout the periods presented. Significant accounting policies of Kincora, relevant to the Financial Information are set out in Section 4.5.1.

4.2.2 Preparation of historical financial information

The Historical Financial Information is presented on both a statutory and pro forma basis.

The Statutory Historical Financial Information for the years ended 31 December 2018 and 2019, and for the six months ended 30 June 2020 for Kincora have been derived from the audited general purpose historical financial reports of Kincora for the periods ending 31 December 2018 and 2019, and from the half-year reviewed financial report of Kincora for the six months ended 30 June 2020.

The financial statements of Kincora for the years ending 31 December 2018 and 2019 were audited by Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants Vancouver BC, which issued unqualified audit opinions. The interim financial statements of Kincora for the six months ended 30 June 2020 were reviewed by Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants Vancouver BC, which noted no adverse matters.

The Pro Forma Historical Financial Information has been prepared for the purposes of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information, adjusted to reflect actual and proposed transactions subsequent to 30 June 2020 as set out in Section 4.4.2.

The Pro forma Historical Financial Information presented in this Prospectus has been reviewed by Moore Australia Corporate Finance (WA) Pty Ltd, whose Investigating Accountant's Report is contained in Section 8. Investors should note the scope and limitations of that report.

4.3 Statutory Historical Financial Information

4.3.1 Statutory Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

The table below sets out the Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income for the years ended 31 December 2018 and 2019, and for the six months ended 30 June 2020. The Statutory consolidated Historical Statements of Profit or Loss and Other Comprehensive Income are presented in Canadian dollars (CAD$).

Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income	31 December 2018	31 December 2019	30 June 2020
	CAD$ 000's	CAD$ 000's	CAD$ 000's
Expenses			
Consultants	100	144	91
Consultants - Geologists	83	58	107
Consultants - Technical	162	87	44
Corporate administration and office services	310	282	84
Directors and audit committee	193	244	122
Exploration costs	-	24	128
Foreign exchange loss / (gain)	76	(30)	(6)
Insurance	17	14	9
Investor relations	101	154	78
Legal and accounting	156	216	92
Management fees	285	549	195
Share-based compensation	102	318	195
Transfer agent and filling fees	37	50	27
Travel	89	65	32

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	1,711	**2,175**	**1,198**
Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income	**31 December 2018**	**31 December 2019**	**30 June 2020**
	CAD$ 000's	**CAD$ 000's**	**CAD$ 000's**
Other items			
Gain on sale of assets	(18)	-	-
Gain on settlement of debt	(38)	(36)	(45)
Write off of accounts payable	-	-	(416)
Impairment of exploration and evaluation assets	662	2,817	767
	606	2,781	306
Loss and comprehensive loss for the period	**2,317**	**4,956**	**1,504**
Loss per share - basic and diluted	(0.030)	(0.050)	(0.010)

Notes:

1. During the period covered above there were several impairments of various exploration tenements in Mongolia where tenements were relinquished, the figures principally related to the Mongolian IBEX tenements (2019 (C$2.523m) and the first half of 2020 (C$0.742m), There was also work on the Mongolian Badrakh project (C$0.294m) which was written off in 2019.

2. During 2019 there was a higher amount of technical work performed on an evaluation basis to determine new projects for acquisition by the Company.

3. A portion of the Directors and audit committee fees and Management fees represented in the expenses are settled by the issue of shares for services as approved by shareholders in general meeting.

The table below sets out the Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income for the two years ended 31 December 2018 and 2019, and for the six months ended 30 June 2020. The Statutory consolidated Historical Statements of Profit or Loss and Other Comprehensive Income are presented in Australian dollars (AUD$).

Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income	**31 December 2018**	**31 December 2019**	**30 June 2020**
	AUD$ 000,s	**AUD$ 000,s**	**AUD$ 000,s**
Expenses			
Consultants	103	156	101
Consultants - Geologists	86	63	119
Consultants - Technical	167	94	49
Corporate administration and office services	320	306	94
Directors and audit committee	199	265	136
Exploration costs	-	26	143
Foreign exchange loss / (gain)	78	(33)	(7)
Insurance	18	15	10
Investor relations	104	167	87
Legal and accounting	161	234	103
Management fees	294	595	217
Share-based compensation	105	345	217
Transfer agent and filling fees	38	54	30
Travel	92	70	36
	1,765	**2,357**	**1,335**

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Statutory Historical consolidated Statements of Profit or Loss and Other Comprehensive Income	31 December 2018	31 December 2019	30 June 2020
	AUD$ 000,s	AUD$ 000,s	AUD$ 000,s
Other items			
Gain on sale of assets	(19)	-	-
Gain on settlement of debt	(39)	(39)	(50)
Write off of accounts payable	-	-	(464)
Impairment of exploration and evaluation assets	684	3,054	855
	626	3,015	341
Loss and comprehensive loss for the period	**2,391**	**5,372**	**1,676**
Loss per share - basic and diluted	(0.031)	(0.054)	(0.011)

4.3.2 Statutory Historical Consolidated Statements of Cash Flows

The table below sets out the Statutory Historical consolidated Statements of Cash Flows for the years ended 31 December 2019 and 2020, and the six months ended 30 June 2020. The statutory Historical consolidated Statements of Cash Flows are presented in Canadian dollars (CAD$).

Statutory Historical consolidated Statements of Cash Flows	31 December 2018	31 December 2019	30 June 2020
	CAD$ 000,s	CAD$ 000,s	CAD$ 000,s
Profit/(loss) for the period	**(2,317)**	**(4,956)**	**(1,504)**
Items not affected by cash:			
Amortization	210	-	-
Gain on settlement of debt	(38)	(36)	(45)
Obligation to issue shares	-	-	99
Share-based compensation	102	318	195
Write-down of mineral property	662	2,817	767
Write off of accounts payable	-	-	(416)
Issuance of bonus shares	-	124	85
Changes in non-cash working capital items:			
Receivables, prepaids and deposits	188	(674)	674
Accounts payable and accrued liabilities	447	314	261
Net cash provided by (used in) operating activities	**(746)**	**(2,093)**	**116**
Cash flows from investing activities			
Acquisition of equipment	(193)	(172)	(21)
Proceeds from sale of assets	9	-	-
Exploration and evaluation asset expenditures	(1,410)	(1,850)	(845)
Net cash used in investing activities	**(1,594)**	**(2,022)**	**(866)**
Cash flows from financing activities			
Proceeds from private placement, net issue costs	-	6,081	-
Net cash provided by financing activity	**-**	**6,081**	**-**

Net increase/(decrease) in cash and cash equivalents	**(2,340)**	**1,966**	**(750)**
Cash and cash equivalents at the beginning of the period	3,277	937	2,903
Differences in FX Exchange - CAD to AUD translation	-	-	-
Cash and cash equivalents at the end of the years	**937**	**2,903**	**2,153**

The table below sets out the Statutory Historical Statements of Cash Flows for the years ended 31 December 2019 and 2020, and the six months ended 30 June 2020. The statutory Historical Statements of Cash Flows are presented in Australian dollars (AUD$).

Statutory Historical consolidated Statements of Cash Flows	31 December 2018	31 December 2019	30 June 2020
	AUD$ 000,s	AUD$ 000,s	AUD$ 000,s
Profit/(loss) for the period	**(2,393)**	**(5,373)**	**(1,677)**
Items not affected by cash:			
Amortization	217	-	-
Gain on settlement of debt	(39)	(39)	(50)
Obligation to issue shares	-	-	110
Share-based compensation	105	345	217
Write-down of mineral property	684	3,054	855
Write off of accounts payable	-	-	(464)
Issuance of bonus shares	-	134	95
Changes in non-cash working capital items:			
Receivables, prepaids and deposits	194	(731)	752
Accounts payable and accrued liabilities	462	340	291
Net cash provided by (used in) operating activities	**(770)**	**(2,270)**	**129**
Cash flows from investing activities			
Acquisition of equipment	(199)	(186)	(23)
Proceeds from sale of assets	9	-	-
Exploration and evaluation asset expenditures	(1,456)	(2,006)	(942)
Net cash used in investing activities	**(1,646)**	**(2,192)**	**(965)**
Cash flows from financing activities			
Proceeds from private placement, net issue costs	-	6,593	-
Net cash provided by financing activity	**-**	**6,593**	**-**
Net increase/(decrease) in cash and cash equivalents	**(2,416)**	**2,131**	**(836)**
Cash and cash equivalents at the beginning of the period	3,384	974	3,175
Differences in FX Exchange - CAD to AUD translation	6	70	(45)
Cash and cash equivalents at the end of the years	**974**	**3,175**	**2,294**

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4.3.3 Statutory Historical Consolidated Statements of Financial Position

The table below sets out the Statutory Historical consolidated Statements of Financial Position as at 31 December 2019 and 2020, and as at 30 June 2020. The Statutory Historical consolidated Statements of Financial Position are presented in Canadian dollars (CAD$).

Statutory Historical consolidated Statements of Financial Position	31 December 2019	31 December 2020	30 June 2020
	CAD$ 000,s	CAD$ 000,s	CAD$ 000,s
Current Assets			
Cash and cash equivalents	937	2,903	2,153
Receivables, prepaids and deposits	112	786	209
Total Current Assets	**1,049**	**3,689**	**2,362**
Non-Current Assets			
Equipment	211	163	97
Exploration and evaluation assets	51,186	50,439	51,202
Total Non-Current Assets	**51,397**	**50,602**	**51,299**
Total Assets	**52,446**	**54,291**	**53,661**
Current Liabilities			
Accounts payable	711	799	480
Accrued liabilities	25	25	-
Total Current Liabilities	**736**	**824**	**480**
Total Liabilities	**736**	**824**	**480**
Net Assets	**51,710**	**53,467**	**53,181**
Equity			
Share Capital	166,464	172,402	173,341
Share -based payment reserve	9,892	10,667	10,847
Obligation to issue shares	-	-	99
Deficit	(124,646)	(129,602)	(131,106)
Total Equity	**51,710**	**53,467**	**53,181**

The table below sets out the Statutory Historical consolidated Statements of Financial Position as at 31 December 2019 and 2020, and as at 30 June 2020. The Statutory Historical consolidated Statements of Financial Position are presented in Australian dollars (AUD$).

Statutory Historical consolidated Statements of Financial Position	31 December 2019	31 December 2020	30 June 2020
	AUD$ 000,s	AUD$ 000,s	AUD$ 000,s
Current Assets			
Cash and cash equivalents	974	3,175	2,294
Receivables, prepaids and deposits	116	860	223
Total Current Assets	**1,090**	**4,035**	**2,517**
Non-Current Assets			
Equipment	219	178	103
Exploration and evaluation assets	53,197	55,161	54,546
Total Non-Current Assets	**53,416**	**55,339**	**54,649**
Total Assets	**54,506**	**59,374**	**57,166**
Current Liabilities			
Accounts payable	739	874	511
Accrued liabilities	26	27	-
Total Current Liabilities	**765**	**901**	**511**
Total Liabilities	**765**	**901**	**511**
Net Assets	**53,741**	**58,473**	**56,655**
Equity			
Share Capital	173,004	188,541	184,661
Share -based payment reserve	10,281	11,666	11,555
Obligation to issue shares	-	-	105
Deficit	(129,544)	(141,734)	(139,666)
Total Equity	**53,741**	**58,473**	**56,655**

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4.4 Pro-Forma Historical Financial Information

4.4.1 Pro Forma historical consolidated statement of financial position

The table below set out the pro forma historical statement of financial position of the company as at 30 June 2020. The pro forma historical statement of financial position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

Pro forma consolidated statement of financial position

	Kincora Copper as at 30 June 2020	Pro-Forma adjustments (includes significant subsequent events) – Min Subscription as at 30 June 2020	Pro-Forma adjustments (includes significant subsequent events) – Max Subscription as at 30 June 2020	Pro-Forma – Min Subscription as at 30 June 2020	Pro-Forma – Max Subscription as at 30 June 2020
	AUD$ 000's	AUD$ 000's	AUD$ 000's	AUD$ 000's	AUD$ 000's
Current Assets					
Cash and cash equivalents	2,294	8,362	10,251	10,656	12,545
Receivables, prepaids and deposits	223	-	-	223	223
Total Current Assets	**2,517**	**8,362**	**10,251**	**10,879**	**12,768**
Non-Current Assets					
Equipment	103	-	-	103	103
Exploration and evaluation assets	54,546	(28,356)	(28,356)	26,190	26,190
Total Non-Current Assets	**54,649**	**(28,356)**	**(28,356)**	**26,293**	**26,293**
Total Assets	**57,166**	**(19,994)**	**(18,105)**	**37,172**	**39,061**
Current Liabilities					
Accounts payable	511	-	-	511	511
Total Current Liabilities	**511**	**-**	**-**	**511**	**511**
Total Liabilities	**511**	**-**	**-**	**511**	**511**
Net Assets	**56,655**	**(19,994)**	**(18,105)**	**36,661**	**38,550**
Equity					
Share Capital	184,661	12,368	13,701	197,029	198,362
Share -based payment reserve	11,555	1,269	1,836	12,824	13,391
Obligation to issue shares	105	(105)	(105)	-	-
Deficit/Accumulated losses	(139,666)	(33,526)	(33,537)	(173,192)	(173,203)
Total Equity	**56,655**	**(19,994)**	**(18,105)**	**36,661**	**38,550**

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4.4.2 Notes on the pro forma historical consolidated statement of financial position

The pro forma consolidated statement of financial position as at 30 June 2020 is based on the consolidated statement of financial position of Kincora as at 30 June 2020 incorporating the following adjustments:

- The issue of 53,291,940 ordinary shares in August 2020 at CAD 10 cents each Unit (pre a 3:1 share consolidation), to raise capital of CAD$5,329,194 (AUD$5,619,734). A Unit was comprised of one share and one warrant, each warrant entitling the holder to acquire a further share at a price of $0.25 for a term of 2 years. The share issue costs of CAD$148,345 (AUD$156,433) have been debited to issued capital. This subsequent event was translated at the RBA spot rate on 26 August 2020 of CAD$0.9483 to $AUD1.

- Adjustment for the estimated cash usage for exploration and administration activities up to the date of the offer transaction. AUD$750,000 of the cash utilised prior to this date has been charged to Administration expenses and AUD$3,507,302 has been capitalised to Exploration and Evaluation Assets.

- Impairment adjustment to capitalised Mongolian exploration expenditure. Upon granting of a mining licence over the Bronze Fox Project in September 2020 a significant area which was previously held on the exploration licence was relinquished and in accordance with the Company's accounting policy the expenditure relating to relinquished areas has been written off the capitalised exploration expenditure balance. The amount written down totaled CAD$29,910,000 (A$31,863,000). This subsequent event was translated at the RBA spot rate on 30 June 2020 of CAD$0.9387 to $AUD1.

- The consolidation of the Company's share capital on the basis that every 3 shares be consolidated into 1 share as approved by shareholders at the November 24th, 2020, Annual General and Special meeting and the TSX-V on 6th January 2021. The Company's outstanding share options and warrants have also been consolidated on the same basis.

- The issue of shares for services related to Directors and executives whereby a part of the payment due is made by the issue of shares. 1,325,083 shares were issued in settlement of fees totaling C$359,300 (AUD$382,763). These shares were issued post the 3:1 share consolidation. This subsequent event was translated at the RBA spot rate on 30 June 2020 of CAD$0.9387 to $AUD1.

- The issue of 2,004,506 options with a three year term to certain directors, officers, employees and consultants of the Company, which are exercisable at $0.445 per share within the first two year period and $0.48 per share in the final third year (issued post the 3:1 share consolidation). The options were valued using the Black Scholes valuation method which gave a total valuation of C$393,384 (AUD$419,074). This subsequent event was translated at the RBA spot rate on 30 June 2020 of CAD$0.9387 to $AUD1.

- Subscription of a minimum of AUD$8,000,000 (40,000,000 CDIs at $0.20 each), and a maximum of $10,000,000 (50,000,000 CDIs at $0.20 each) under the Offer.

- Direct expenses of the Offer totaling $627,500 at the minimum subscription and a maximum of $727,500 at the maximum subscription respectively, which have been debited against issued capital.

- Indirect expenses of the Offer totaling $216,000 at the minimum subscription and a maximum of $227,000 at the maximum subscription respectively, which have been expensed to accumulated losses.

- In addition to the cash costs of the issue, options are to be issued to the broker being
  a) 10% of the total number of new shares of the Company raised in connection with the Offer, split equally between the Lead Managers, in the event that the Gross Proceeds exceed $5,000,000.
  b) 15% of the total number of new shares of the Company raised in connection with the Offer, split equally between the Lead Managers, in the event that the Gross Proceeds exceed $7,500,000.
  c) 20% of the total number of new shares of the Company raised in connection with the Offer, split equally between the Lead Managers, in the event that the Gross Proceeds equals or exceed $10,000,000.

In each case, the options will be unlisted, have a 3 year expiry and a strike price equivalent to 150% of the Offer. The options were valued using the Black Scholes valuation method. Inputs were a 125% volatility, three year term and the A$0.30 exercise price. This gave a valuation of C$798,000 (AUD$850,112) at the minimum subscription and a maximum of C$1,330,000 (AUD$1,416,853) at the maximum subscription respectively, which have been debited against issued capital. This subsequent event was translated at the RBA spot rate on 30 June 2020 of CAD$0.9387 to $AUD1.

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4.4.3 Pro forma cash reconciliation

The table below details the reconciliation of the pro forma cash balance of Kincora as 30 June 2020, reflecting the actual cash at bank at that date and reflecting the impact of the pro forma adjustments as set out in Section 4.4.2.

Pro forma historical cash reconciliation

	Minimum AUD$ 000's	Maximum AUD$ 000's
Cash reconciliation		
Kincora cash at 30 June 2020	2,294	2,294
Capital raising August 2020 (net of capital raising costs)	5,463	5,463
Administration expenses up to the date of the Offer transaction	(750)	(750)
Capitalised Exploration expenditure	(3,507)	(3,507)
Capital raising at IPO	8,000	10,000
Expenses of the Offers	(844)	(955)
Pro forma cash balance	**10,656**	**12,545**

4.4.4 Pro forma Exploration and evaluation assets reconciliation

The table below details the reconciliation of the pro forma Exploration and evaluation assets balance of Kincora as at 30 June 2020, reflecting the actual issued Exploration and evaluation assets balance at that date and reflecting the impact of the pro forma adjustments as set out in Section 4.4.2:

Pro forma historical Exploration and evaluation assets reconciliation

	Minimum AUD$ 000's	Maximum AUD$ 000's
Exploration and evaluation assets reconciliation		
Kincora Exploration assets at 30 June 2020	54,546	54,546
Capitalised Exploration expenditure from 1 July 2020 to the date of the Offer transaction	3,507	3,507
Impairment of Exploration and Evaluation Asset	(31,863)	(31,863)
Pro forma Exploration and evaluation assets balance	**26,190**	**26,190**

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4.4.5 Pro forma share capital reconciliation

The table below details the reconciliation of the pro forma share capital balance of Kincora as at 30 June 2020, reflecting the actual share capital balance at that date and reflecting the impact of the pro forma adjustments as set out in Section 4.4.2:

Movement in ordinary share capital	Minimum No. of shares	Minimum AUD$ 000's	Maximum No. of shares	Maximum AUD$ 000's
Ordinary issued and paid up share capital				
Actual Balance as at 30 June 2020	154,869,107	184,661	154,869,107	184,661
Shares issued on 26 August 2020	53,291,940	5,464	53,291,940	5,464
Consolidation on a 3 for 1 basis	(138,774,103)	-	(138,774,103)	-
Shares for services issued Jan 21	1,325,083		1,325,083	
Balance as at 30 June 2020 on a post consolidation basis including subsequent items	**70,712,027**	**190,507**	**70,712,027**	**190,507**
Pro forma share capital reconciliation				
Shares issued pursuant to current prospectus	40,000,000	8,000	50,000,000	10,000
Transaction costs of issue	-	(1,478)	-	(2,145)
Pro forma share capital balance	**110,712,027**	**197,029**	**120,712,027**	**198,362**

The table below details the consolidation of Share options and Share Warrants on issue of Kincora as at 30 June 2020. The below have no impact on the pro forma balance sheet as set out in Section 4.4.1:

Share Options as at 30 June 2020		
Expiry date	Exercise Price CAD$	Number
30 Jul 2020	0.20	125,000
9 Aug 2020	0.20	125,000
23 Jan 2021	0.43	393,268
23 Jan 2021	0.54	393,267
13 Sep 2021	0.525	600,021
13 Sep 2021	0.375	600,020
27 Sep 2021	0.11	6,544,885
27 Sep 2022	0.25	3,272,200
30 Apr 2022	0.11	356,433
30 Apr 2023	0.25	356,433
30 Apr 2023	0.085	2,273,004
30 June 2020		**15,039531**

Post consolidation on a 3 for 1 basis		
Expiry date	Exercise Price CAD$	Number
Expired	-	-
Expired	-	-
Expired	-	-
Expired	-	-
13 Sep 2021	1.58	200,007
13 Sep 2021	1.13	200,006
27 Sep 2021	0.33	2,181,625
27 Sep 2022	0.75	1,090,728
30 Apr 2022	0.33	118,810
30 Apr 2023	0.75	118,810
30 Apr 2023	0.26	757,661
8Jan24	**0.48**	**2,004,506**
Pro forma		**6,672,153**

Share Warrants as at 30 June 2020		
Expiry date	Exercise Price CAD$	Number
11 Jun 2021	0.25	45,793,000
2 Aug 2021	0.25	16,722,000
30 June 2020		**62,515,000**
26 Aug 2022	0.25	53,291,940

Post consolidation		
Expiry date	Exercise Price CAD$	Number
11 Jun 2021	0.75	15,264,321
2 Aug 2021	0.75	5,574,000
26 Aug 2022	0.75	17,763,962
Pro forma		**38,602,283**

4.4.6 Subsequent Events

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2020 not otherwise disclosed in this report or the Prospectus that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

The following subsequent events were noted:

- The issue of 53,291,940 ordinary shares in August 2020 at CAD 10 cents Unit (pre a subsequent 3:1 share consolidation), to raise capital of CAD$5,329,194 (AUD$5, 619,734). The Units was comprised of one share and one warrant, each warrant entitling the holder to acquire a further share at a price of $0.25 for a term of 2 years. The share issue costs of CAD$148,345 (AUD$156,433) have been debited to issued capital.

- Adjustment for the estimated cash usage for exploration and administration activities up to the date of the offer transaction. AUD$750,000 of the cash utilised prior to this date has been charged to Administration expenses and AUD$3,507,302 has been capitalised to Exploration and evaluation assets.

- Impairment adjustment to capitalised Mongolian exploration expenditure. Upon granting of a mining licence over the Bronze Fox Project in September 2020 a significant area which was previously held on the exploration licence was relinquished and in accordance with the Company's accounting policy the expenditure relating to relinquished areas has been written off the capitalised exploration expenditure balance. The amount written down totalled CAD$29,910,000 (A$31,863,000).

- The consolidation of the Company's share capital on the basis that every 3 shares be consolidated into 1 share as approved by shareholders at the November 24th, 2020, Annual General and Special meeting and the TSX-V on 6th January 2021 The Company's outstanding share options and warrants were consolidated on the same basis.

- The issue of shares for services related to Directors and executives whereby a part of the payment due is made by the issue of shares. 1,325,083 shares were issued in settlement of fees totaling C$359,300 (AUD$382,763) (subsequent to the 3:1 share consolidation).

- The issue of 2,004,506 options with a three year term to certain directors, officers, employees and consultants of the Company, which are exercisable at $0.445 per share within the first two year period and $0.48 per share in the final third year (subsequent to the 3:1 share consolidation).

- The Company entered into a binding Option and Acquisition Agreement ("Agreement"), for the disposal of 80% of its interest in its Mongolian asset portfolio, on December 14th, 2020. The Agreement provides Resilience Mining Mongolia Pty Ltd ("RMM") a period of exclusivity, paid for by way of monthly cash instalments, to complete due diligence, legal agreements and capital market activities. The Agreement is conditional on a number of items, as further outlined in Section 10 (Material Agreements) and has not been completed as at the date of this Prospectus. The completion of this transaction has also not been incorporated into the Pro Forma historical consolidated statement of financial position of the Company as at 30 June 2020.

- COVID The Company continues to operate its business and move its exploration activity forward at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in future years

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- On January 20th, 2021, Kincora announced one of its Mongolian subsidiaries had received notice of a tax claim from the Mongolian Tax Authority (**MTA**) relating primarily to the 2016 merger with IBEX (**Tax Act**). A Tax Act is an assessment that the relevant Mongolian subsidiary is liable for additional amount of tax to the MTA equal to approximately US$950,000 despite a tax act having been paid prior to and relating to the 2016 merger (**MTA Claim**).

  The Company is actively engaging with the MTA and is seeking a conclusion in line with Mongolian law and on the basis that the 2016 assessment was relied upon by both Kincora and the Mongolian authorities before the IBEX merger closed.

  Having regard to advice received in relation to the MTA Claim and making appropriate enquiries, the Directors consider that the likelihood of the MTA Claim succeeding is low. The Company has not accrued for any liability in regards to the Tax Act in the proforma financial information.

4.5 Summary of Significant Accounting Policies

4.5.1 Significant Accounting Policies

The principal accounting policies adopted in the preparation of the Financial Information are set out below. These policies have been consistently applied during the years and period presented, unless otherwise stated.

1. Going Concern

The consolidated Financial Information has been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation projects. These material uncertainties may cast a significant doubt on the validity of the going concern assumption.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the funding or financing necessary, from either shareholders or new investors, including pursuant to the proposed capital raising via this Prospectus, to continue operations. If the going concern assumption was to no longer be appropriate then adjustments may be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications adopted in this Financial Information. Such adjustments could be material.

2. Basis of Preparation

Statement of Compliance
The consolidated Financial Information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this consolidated Financial Information has been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all years and periods presented.

Critical Accounting Estimates

The preparation of this consolidated Financial Information requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated Financial Information and the reported expenses during the years/period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made as at 30 June 2020 and the reporting periods then ended, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on the planned exploration budgets and drill results of exploration programs;

- The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes Option Pricing Model;

- The valuations of shares issued in non-cash transactions using the quoted share price as the fair value-based measurement on the date the shares are issued for the transaction; and

- The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. Significant Accounting Policies

(a) Basis of consolidation

The consolidated Financial Information include the accounts of the Company and its wholly-owned subsidiaries: Kincora Group Ltd ("KGL"), Nadmin IBEX LLC ("Nadmin"), Golden Grouse IBEX LLC ("Golden Grouse"), BSG Investments Inc. ("BSGII"), Game Creek Company Limited ("Game Creek"), Samsul Mineração Ltda. ("Samsul") and Kincora Copper Australia Pty Ltd. Inter-company balances and transactions are eliminated on consolidation. BSGII, Game Creek and KGL are British Virgin Island incorporated companies. Nadmin and Golden Grouse are incorporated in Mongolia. Samsul is incorporated in Brazil. Kincora Copper Australia Pty Ltd was incorporated in Australia during the 2019.

(b) Share-based compensation

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in share-based payment reserve. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

(c) Cash and cash equivalents

Cash equivalents consist of highly liquid investments that are readily convertible into cash with maturities of three-months or less when purchased.

(d) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licences, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;

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- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(e) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. In calculating the diluted loss per share, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

(f) Equipment

Equipment is carried at cost less amortization and amounts written-off. The assets residual value, amortization methods and useful lives are reviewed, and adjusted, if appropriate, at each reporting date. Amortization is provided for over the estimated lives of the related assets based on annual rates as follows:

Exploration equipment	10 Years - Straight-line
Computers	10 Years - Straight-line

(g) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(h) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries for the years ended 31 December 2018 and 2019 and for the half year ended 30 June 2020 is the Canadian Dollar. The functional currency

determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates ("IAS 21"). The Company's presentation currency is the Canadian dollar ("$").

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(i) Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the year. At 31 December 2018 and 2019 and as at 30 June 2020, the Company had no provisions for environmental rehabilitation.

(j) Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

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(k) Financial Instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Financial assets/liabilities	Classification
Cash and cash equivalents	Amortized cost
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of comprehensive loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of the Company's cash and cash equivalents constitutes a Level 1 fair value measurement. The fair value of the Company's receivables and accounts payable approximate the carrying value due to their short-term nature.

Impairment of financial assets at amortized cost

The Company recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial

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asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of comprehensive loss.

(l) Change in accounting policies – Leases

The Company adopted IFRS 16, as from 1 January 2019, which sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The adoption did not result in any impact on the financial statements as the Company did not have any lease during the periods presented.

As at the commencement date of a lease, the Company recognizes a lease liability and an asset representing the right to use the underlying asset during the lease term (i.e. the “right-of-use” asset) unless the underlying asset has a low value or the lease term is twelve months or less, which are expensed in the period incurred. At this date, the right-of-use asset is measured at cost, which includes the initial amount of the lease liability, adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred and also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset. The right-of-use asset is then depreciated using the straight-line method from the lease commencement date to the earlier of the end of the lease term or the end of the useful life of the asset. The right-of-use asset may also be reduced for any impairment losses, if any.

At the lease commencement date, the lease liability is measured at the present value of the future lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate, which is the rate the Company would pay for similar assets at similar locations over a similar term. The lease liability is measured at amortized cost using the effective interest method.

4. Commitments and Contingencies

Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with the management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company’s business or financial condition.

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Exploration commitments

In order to maintain current rights to tenure of various exploration and mining tenements, the consolidated entity will be required to outlay amounts in respect of tenement rent to the relevant governing authorities and to meet certain annual exploration expenditure commitments.

Outlays may be varied from time to time, subject to approval of the relevant government departments, and may be relieved if a tenement is relinquished.

4.6 Management Discussion and Analysis of The Historical Financial Information

4.6.1 General Overview

The section below is a discussion of Kincora's operating and financial performance during the period of the statutory historical financial information and which may impact on future operating and financial performance.

The general matters discussed below are a summary only, do not represent all events and factors that affected the Company's historical operating and financial performance, nor everything that may affect the Company's operating and financial performance in future periods.

The information in this section should also be read in conjunction with the risk factors set out in Section 5 and the other information set out in this Prospectus.

4.6.2 Revenue

The company does not currently generate revenue.

4.6.3 Operating Expenses

The company's operating expenses relate to the administrative and overhead costs of the company excluding the costs of exploring and evaluating the mineral prospects. These costs include the Directors, management and consultant costs which are not attributable to exploration costs. Other costs include the Canadian head office costs, and those associated with maintaining the TSX-V listing including investor relations.

4.6.4 Tax

The company does not generate profits from operations. Exploration and overhead costs generate tax losses to be carried forward and offset against future profits that may be generated if an exploration project is successful and developed into a mining operation.

4.6.5 Key Factors Affecting Kincora's Historical Statement of Cashflows

The principal source of funds for the Company has been the raising of capital in the form of issuing shares for cash by way of share placements. The funds raised have been utilised for exploration & evaluation expenditure and general operating costs.

4.6.6 Working Capital

As at 30 June 2020, before any proforma adjustments, the company had cash and receivables of C$2.362 m (A$2.517m) and accounts payable of C$0.480 m (A$0.511). As cash reserves are utilised the Company intends to raise further cash through capital raisings to continue exploration and evaluation activities.

4.6.7 Exploration and Evaluation Expenditure

During 2018 and 2019 Exploration and Evaluation expenditure was primarily invested into the Mongolian projects. During this period, as part of the business development process, the company was seeking and evaluating further projects to add to the Company's exploration portfolio and the Macquarie Arc area in Australia was identified as an area of interest. Following the acquisition from RareX in 2020 the majority of exploration expenditure has been focused on an extensive drilling program on the Trundle project in NSW.

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5 Key risks

5.1 Introduction

As with any share investment, there are risks involved. The Company is an exploration company. The Company has no income. The Company will generate losses for the foreseeable future and is reliant on continuing to raise capital and/or complete corporate transactions and/or asset sales to continue its operations. An investment in the CDIs offered under this Prospectus should be considered highly speculative.

This Section 5 describes some of the potential material risks associated with an investment in Kincora, the industry in which Kincora operates, and the risks associated with an investment in the CDIs.

An investment in Kincora is subject to risks specific to Kincora and its business and is also subject to general risks. Each of these risks could, if they eventuate, have a material adverse impact on Kincora's business, financial position, operating and financial performance and the value of the CDIs. The occurrence or consequences of some of the risks described here are partially or completely outside of Kincora's control or the control of Kincora's Directors and management.

The risks described in this Section 5 are not the only risks faced by Kincora. Additional risks (including risks of which Kincora and its Directors are currently unaware) also have the potential to have a material adverse effect on Kincora's business, financial position, operating and financial performance and the value of its CDIs.

Before deciding whether to invest in Kincora you should read this Prospectus carefully and in its entirety, and satisfy yourself that you have enough understanding of the actual and potential risks associated with such an investment. You should consider whether an investment in Kincora is suitable for you having regard to your personal circumstances, investment objectives, financial situation, tax position and needs. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in Kincora, you should seek professional advice from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser.

The CDIs offered under this Prospectus carry no guarantee of profitability, return of capital or dividends. Kincora and its Directors do not warrant that any specific objective of Kincora will be achieved.

Where statements in this Prospectus, including statements in this Section 5, constitute forward looking statements, these statements involve known and unknown risks, uncertainties and other factors that may cause Kincora's actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward looking statements. Kincora cannot guarantee future results, levels of activity, performance or achievements of Kincora, or that historic results will be repeated.

References to Kincora in the risk factors below include each member of Kincora Group (unless the context requires otherwise).

5.2 Risks specific to an investment in Kincora

The following risks have been identified as key risks to the Company's business:

(a) **Funding**: At the date of this Prospectus, the Company has no income producing assets, its business model is to continue to explore and spend with no assurance of positive results. Until the Company is able to discover and develop a project and generate positive cash flow, it is dependent upon being able to obtain future equity funding to support ongoing exploration and administrative activities, after the expenditure of the net proceeds under the Offers.

Neither the Company nor any of the Directors nor any other party can provide any guarantee or assurance that if further funding is required, such funding can be raised on terms acceptable to the Company. Any additional equity funding will dilute existing shareholders. Also, no guarantee can be given as to if or when a project may result in a discovery, or may be successfully advanced through studies, then permitting and then developed into a stage where it will generate positive cash flows.

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This means that the Company is entirely dependent on the LFB Projects and to a lesser extent, the Southern Gobi Projects, which are the Company's sole potential source of future revenue and potential capital growth. Any adverse development affecting the projects would have a material adverse effect on the Company and its subsidiaries, including their prospects, operational results and financial performance.

(b) **Commodity prices**: The Company's ability to proceed with the advancement and development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which will be beyond its control. It is anticipated that any revenues derived from mining would primarily be derived from the sale of gold and copper. Consequently, any future earnings, and nearer term investment sentiment towards Company's offering exposure and leverage to these commodities, are likely to be somewhat related to the price of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for the specific commodity, prevailing commodity trading terms, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, production development and production plans and activities, together with the ability to fund those plans and activities.

(c) **Geological and exploration**: Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The business of mineral exploration, project development and mining by its nature contains elements of significant risk including in relation to technical, financial and social matters. The ability of the Company to systematically advance its district scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance its exploration strategy is also a fundamental value driver. A more detailed description of the geology, mineralization and the Company's exploration strategy is detailed in the Independent Technical Report.

(d) **Tenement**: The Company will be required to negotiate access arrangements and pay compensation to land-owners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations. Legal processes are available in the case of disputes, but the Company's approach and preference is to promote respectful and fair landowner and stakeholder interactions as an integral component of its operational strategy.

Tenements are also subject to the applicable mining acts and regulations in NSW. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister with influence from various State Government departments. Renewal conditions may include increased expenditure and work commitments and/or relinquishment of areas of the Tenement comprising the Project(s). The imposition of new conditions and/or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

Please refer to the Solicitor's Report on Tenements (Australia) at Section 9 for further details.

(e) **COVID-19:** The Company continues to closely monitor the development of the novel coronavirus (COVID-19), and its spread globally and within Australia. Early preventative measures were taken and a formal COVID-19 safety and management plan implemented to modify how contractors and the Company conduct business and implement best practice recommendations and policies. These steps are to protect staff, contractors and the communities the Company operates in, in addition to ensuring the Company is adhering to the formal guidance and requirements of State and Federal health authorities and seeking to financially support local communities. Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.

(f) **Tenure:** The Company's business model and major assets relate to rights for mineral exploration. Mining and exploration tenements/licences are subject to periodic renewal. There is no guarantee that current or future tenements, or future applications for production or new exploration tenements will be approved, renewed or renewed in full, and timelines for approval, despite established legislative frameworks in place.

(g) **Social license**: In order to sustainably explore, develop and operate effectively in communities, general acceptance by certain stakeholder and local community populations are required. This may include formal

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agreements that can require extended negotiations, informal arrangements and relationships with a large numbers of stakeholders. There can be no guarantee that these negotiations, informal arrangements and relationships will be concluded and ongoing successfully and not impact the Company's operation. The Company seeks to conduct its activities to a high standard supporting a social license to operate with our stakeholders. The Company has adopted detailed HSEC policies and procedures.

(h) **Health and Safety:** All industries, including minerals exploration, face health and safety risks from operational activities. The Company seeks to conduct its activities to a high standard of health and safety in order to protect its employees, contractors and communities it operates in, and is an important factor supporting a social license to operate. The Company has adopted detailed HSEC policies and procedures.

(i) **Commercialization:** The industry in which the Company is involved is subject to domestic and global competition, business and commodity cycle volatility and de-risking as a project is advanced from exploration into studies and ultimately into production. Exploration success would lead to project studies that would need to support the continued systematic advancement towards production. While the Company will act with reasonable care and diligence in its business decisions and operations, exploration faces inherent uncertainty and the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Group's projects and business. The exploration, project studies and any future production operations may not be successful.

(j) **Management, key personnel and contractors**: The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. The Company's management and board consist of well-balanced skill set and, in our opinion, an industry leading technical team. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

(k) **Non-core assets:** The Company's core focus is its relatively recent entry into NSW and project pipeline, with previous projects and subsidiaries viewed as non-core. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The latter includes the recent notice of a Mongolian tax claim from the Mongolian Tax Authority, primarily related to the 2016 IBEX merger, as well as the term sheet with RMM covering the Company's Mongolian subsidiaries, assets and operations. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia. There is no guarantee that the binding term sheet signed with RMM (see Section 10 Material Agreements) will proceed to completion of a definitive option agreement, which may require commercial arrangements to be sought for funding of the non-core Southern Gobi Projects and/or to defend the recent 2021 Tax Act where there is limited liability recourse to Kincora's Australian and Canadian assets and operations.

(l) **Native title and Aboriginal heritage**: The *Native Title Act 1993* (Cth) recognizes and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and water, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on the Company's operations and future plans.

Native title can be extinguished by valid grants of land or water to people other than the native titleholders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not extinguished by the grant of an exploration or mining licence, as they are not considered to be grants of exclusive possession. A valid exploration or mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

For tenements to be validly granted (or renewed) after 23 December 1996 the special "right to negotiate" regime established by the *Native Title Act* must be followed.

As set out in the Solicitor's Report on Tenements (Australia) at Section 9, a registered native title claim (Ngemba, Ngiyampaa, Wangaaypuwan and Wayilwan native title determination application) (**Claim**) exists over the following Tenements:

- EL 8929 for Project Nyngan – 100% of the area is subject to the Claim; and

- EL 8960 for Project Nevertire – 67.59% of the area is subject to Claim.

As at 22 February 2021, the Federal Court of Australia had not yet made a decision in respect of the Claim and accordingly the impact on the Company's operations at these sites is not yet known.

We are not aware of Aboriginal heritage agreements or arrangements in place affecting the Tenements, though future negotiations maybe required in the course of general exploration. There remains risk that additional Aboriginal sites or claims may exist on land that is subject of the Tenements. The existence of such sites and claims may preclude, impact or limit exploration and mining activities in certain areas of the Tenements.

See Solicitor's Report on Tenements (Australia) at Section 9 for further details on Native title and Aboriginal heritage.

5.3 Industry specific risks

(a) **Environmental:** The Company's core focus and project pipeline is subject to NSW and Australian Commonwealth laws and regulations regarding environmental matters. The Company will be required to rehabilitate land, access tracks and potentially other property affected by exploration activities and operations. Failure to do so may result in the Tenements liable to cancellation and/or impact the Company's social license to operate. The Company seeks to conduct its activities to a high standard of environmental obligation and has adopted detailed HSEC policies and procedures.

(b) **Exploration costs:** The exploration costs of the Company are subject to market conditions, availability of suitable contractors and equipment, and certain assumptions with respect to the method and timing of exploration. By their nature these estimates and assumptions are subject to significant uncertainties that may impact the Company's plans and influenced by the commodity cycle (noting the uptick in activity in Australia and NSW), COVID-19 travel restrictions and other health and safety factors, amongst other external industry factors.

(c) **Annual rents and levies:** An annual rental and an administrative levy are payable, based on the size of the Tenements. Tenements are also subject to expenditure requirements. Failure to meet statutory requirements may result in loss or part loss of tenure.

(d) **Taxes and royalties**: There is a risk that the Australian Commonwealth and/or NSW governments may seek to introduce further, or increase existing, taxes, royalties and other fiscal obligations. Any adverse changes to the fiscal conditions for exploration and/or project development might impact investor sentiment and hurdles for project advancement.

(e) **Climate change:** Climate change is a risk to the mining industry and the Company's focus of operations are in rural NSW, a region potentially significant adversely impacted by climate change. Climate change risk includes regulatory factors, social license factors and more extremely weather conditions, all of which may impact the ability of the Company to undertake operations in the near and longer term.

5.4 General risks

(a) **Liquidity**: There can be no guarantee that there will be an active market for the Company's CDIs or shares or that the price of either will increase.

(b) **Contingencies:** All industries, including minerals exploration, are subject to legal and civil claims with and without merit, and may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Such risks are generally increased in emerging and frontier markets. Defence and settlement costs of legal claims and/or disputes can be substantial, even with respect to claims that have no merit. Based upon historic experience with the management of general risks and claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

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5.5 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of CDIs.

Therefore, the CDIs to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those CDIs.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisors before deciding whether to apply for CDIs pursuant to this Prospectus.

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6 Key individuals, interests and benefits

6.1 Directors

As at the Prospectus Date, the Board comprises the following persons:

MR. CAMERON MCRAE –

NON EXECUTIVE INDEPENDENT CHAIRMAN

(AUSTRALIA)

Cameron McRae was appointed Chairman of the Board in August 2018. For the majority of time since leaving Rio Tinto in late 2013 and before becoming chair, Cameron has been an Advisor to Kincora's board, focusing on stakeholder relations, strategic direction and operations.

Cameron is currently an independent non-executive director of Erdene Resource Development, an executive director of the Business Council of Mongolia, and chairman of the International Advisory Panel (IAP) to the Minister of Mining and Heavy Industry of Mongolia. In 2016-17, Cameron was a director and executive chairman of TerraCom.

Cameron is a seasoned director, CEO and mining executive, having led the full development cycle in four countries and across three continents.

Cameron served a 28-year career with Rio Tinto, and in Mongolia was President of Oyu Tolgoi LLC and Rio Tinto's country director (2010-13). In that role he led the construction and start-up of the then US$6 billion Oyu Tolgoi copper gold mine, located in the Southern Gobi, ahead of schedule, which at peak of construction had over 15,000 people employed on site. Mr. McRae was responsible for all aspects of the project including safety, strategy, construction, operations, growth initiatives and chair of the technical committee.

Cameron has led successful greenfield and brownfield construction projects, overarching business transformations and business improvement projects. At the corporate level, he has deep commercial/M&A experience and sat on a number of exploration and technical committees, including Oyu Tolgoi. Prior to Oyu Tolgoi, Cameron was CEO of Richards Bay Minerals in South Africa, Managing Director of Murowa Diamonds in Zimbabwe and Project Director for the Hail Creek Coking Coal Expansion project in Australia. Prior to 2004, Cameron held commercial and project leadership roles, both at Corporate and Business Unit level. In 1995, he was a key team member responsible for the A$29 billion merger of CRA and RTZ into the dual listed Rio Tinto (which was the world's largest merger at the time).

Cameron was granted an Executive MBA from Monash University and Mount Eliza.

MR. JOHN HOLLIDAY –

INDEPENDENT NON-EXECUTIVE DIRECTOR, NON-EXECUTIVE

John Holliday has 45 years' experience in metals exploration including with BHP Minerals and Newcrest Mining where he rose to the positions of Chief Geoscientist and General Manager, Property Generation. More recently John has been a consultant and junior company director. Mr. Holliday was a consultant geologist to Kincora from mid-2015, becoming chairman of the then newly formed Technical Committee in November 2016 before joining the board in January 2017.

John was a principal originator, discoverer and site manager for the Tier 1 Cadia gold-copper porphyry and the Marsden copper-gold porphyry deposits in the Macquarie Arc of the Lachlan Fold Belt, NSW. He was also a principal geological advisor for Newcrest on the acquisition of significant projects including Cadia, Namosi Fiji and Wafi-Golpu, PNG. Mr Holliday has a track

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CHAIRMAN OF TECHNICAL COMMITTEE

(AUSTRALIA)

record of success in global gold-copper deposit exploration, discovery and evaluation, and is based near Orange, NSW in the Macquarie Arc.

John has a geophysics and geology honours degree from Macquarie University and economics/politics degree from Sydney University. He is a member of the Australian Institute of Geoscientists, the Australian Society of Exploration Geophysicists and the Society of Economic Geology, and is a Qualified Person for the purpose of NI 43-101 and a Competent Person for the purpose of JORC compliance.

MR. RAY NADARAJAH –

INDEPENDENT NON-EXECUTIVE DIRECTOR

CHAIRMAN OF AUDIT AND REMUNERATION COMMITTEES

(HONG KONG)

Ray Nadarajah was appointed director in May 2018. Ray is a seasoned finance executive and investor with extensive experience in the infrastructure and natural resources sector in both developed and emerging markets, including in both Australia and Mongolia.

Ray is currently a principal with Global Infrastructure Partners based in Hong Kong, and formerly managing director of TPG Capital, both responsible for infrastructure investments across emerging markets.

Ray worked at Rio Tinto where he held a number of senior strategic and commercial roles, including Head of the Office of the CEO, General Manager of Corporate Development, Director of Business Development for China and Head of Business Development for Oyu Tolgoi in Mongolia.

Ray began his career as an investment banker across Sydney, Hong Kong and Beijing with Citi and Goldman Sachs where he advised on M&A and capital market transactions worth over $20 billion across the natural resources, infrastructure, diversified industrials and telecom sectors.

Ray holds a double degree in actuarial studies and finance from the Australian National University and has undertaken executive education from the Harvard Business School. He has worked in over 25 countries, is fluent in Mandarin Chinese and Tok Pisin, and is a non-executive director of New Frontier Exploration.

MR. LEWIS MARKS

NON-EXECUTIVE DIRECTOR

(MONGOLIA)

Lewis Marks was appointed director in July 2018. Lewis is a former practicing and currently registered New York lawyer, who has lived in Asia for almost 40 years, including in Mongolia for most of the last 18 years, with extensive experience across the natural resource sector.

Lewis is a director of Tsast Impex LLC, the second largest construction company in Mongolia. He is also a former director of Steppe Gold Limited, which in May 2018 completed a $25 million IPO on the TSX.

From 2002, Lewis has been a managing member of MIC Global Partners LLC and a director of the LIM Japan Fund until December 2019, and since an advisor to LIM Advisors. Until recently Lewis was a long-standing director of CBH Resources Limited, which has mining and exploration interests in NSW, Australia.

Lewis earned his Bachelor of Science in Foreign Service at the School of Foreign Service, Georgetown University in Washington, D.C. and his Juris Doctor from the School of Law, State University of New York at Buffalo. Lewis is fluent in Mandarin Chinese, Japanese, Mongolian and German.

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MR. JONATHAN (SAM) SPRING

EXECUTIVE DIRECTOR, PRESIDENT AND CEO

EXECUTIVE OF TECHNICAL COMMITTTEE

(AUSTRALIA)

Sam Spring has been the President and CEO of Kincora Copper, as a TSX-V listed entity, since April 2013 having joined the Company in September 2012. During his time at Kincora, Sam has successfully led four corporate transactions, built what we consider to be an industry-leading technical team and board, and attracted a strong shareholder register.

Sam is Vice Chair of the Business Council of Mongolia's (BCM) Resources and Environment Working Group, and a member of the International Advisory Panel (IAP) to the Minister of Mining and Heavy Industry of Mongolia. He was nominated for "Chief Executive of the Year – Exploration" award at Mines & Money London (December 2017).

Prior to Kincora, Sam was recognised as one of the leading European Metals and Mining research analysts, having won the Association of Mining Analysts (UK) Equity Mining Analyst of the Year, with multi-disciplinary financial service sector experience, including with the Goldman Sachs Group and Ocean Equities Ltd.

Sam is a CFA Charterholder and a Chartered Accountant (ICAA) and earned his Bachelor of Commerce degree at the University of Melbourne.

The Company has assessed the independence of its Directors having regard to the requirements for independence (as set out in Principle 2 of the ASX Corporate Governance Principles and Recommendations for Australian listed entities (ASX Corporate Governance Principles)) and has determined that Mr John Holliday, Mr Cameron McRae and Mr Ray Nadarajah are independent directors.

The Company has determined that Mr Spring is not an independent Director due to his role as CEO of the Company and Mr Lewis Marks is not considered independent as he is a nominee Director representing the Company's largest shareholder, LIM Asia Special Situations Master Fund Limited.

6.2 Executive leadership team

As at the Prospectus Date, the Company's senior management team comprises:

MR. PETER LEAMAN

SENIOR VICE PRESIDENT OF EXPLORATION, EXECUTIVE OF TECHNICAL COMMITTTEE

(AUSTRALIA)

Peter Leaman has over 40 years' experience in exploration, for the most part with BHP Minerals, with a particular focus on Base & Precious Metals. Peter has also worked with PanAust Limited, where he was Regional Exploration Manager SE Asia and remains an Exploration Advisor.

Peter has been responsible for project generation, managing mineral exploration programs and regional offices/activities in multiple jurisdictions. These activities have resulted in multiple discoveries including the Tier 1 Reko Diq porphyry Cu/Au deposit, Crater Mountain epithermal Au/Ag and Mt. Bini (Kodu) porphyry Cu/Au deposits in Papua New Guinea, amongst others.

Peter managed the BHP Billiton office and exploration teams in Mongolia, which included the joint venture with Ivanhoe Mines (now Turquoise Hill Resources) to explore the Oyu Tolgoi belt for similar deposits.

Peter is a former Imperial College (M.Sc. mineral exploration) and Leicester University (B.Sc. Hons, geology) graduate, and is Qualified Person for the purpose of NI 43-101 and a Competent Person for the purpose of JORC compliance.

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MS. YUYING LIANG **CHIEF FINANCIAL OFFICER (CFO) AND COMPANY SECRETARY CANADA** (CANADA)	Ms. Liang is a Principal of Canmore Financial Services Inc., which provides financial reporting services and full service accounting to private and public companies in a variety of industries. Yuying has extensive and varied experience in the public company environment holding positions including Chief Financial Officer, Company Secretary and Board member. Ms. Liang earned her Bachelor of Business Administration from Simon Fraser University and holds the professional designation of Chartered Professional Accountant (CPA).

6.3 Interests and benefits

(a) **Directors' interests and remuneration**

(a) **Non-executive director remuneration**

The following table sets out the non-executive Directors' annual remuneration for the year ending 31 December 2020:

Director	Entire remuneration	Fees Received in cash	Shares for Services (in lieu of Fees)[40][41]	Options[42]
Mr Lewis Marks[43]	C$48,000	C$24,000	C$24,000	33,333
Mr Ray Nadarajah[44]	C$68,000	C$44,000	C$24,000	81,666
Mr Cameron McRae[45]	C$150,000	C$50,000	C$100,000	142,668
Mr John Holliday[46]	C$68,000	C$44,000	C$24,000	157,502

[40] The Company undertook a consolidation of the Shares on 8 January 2021 and a consolidation of the Options on 21 January 2021. All Shares and Options shown above are on a post-consolidation basis.

[41] The Company undertook a consolidation of the Shares on 8 January 2021 and a consolidation of the Options on 21 January 2021. All Shares and Options shown above are on a post-consolidation basis.

[42] The Options issued to non-executive directors during 2020 had an exercise price of C$0.255 and expiry date of 30 April 2023, with the exception of Mr Holliday's options which were issued as follows:

Number	Exercise Price	Expiry
81,666	C$0.255	30 April 2023
37,918	C$0.75	30 April 2023
37,918	C$0.33	30 April 2022

[43] C$24,000 of Mr Marks' director fees may be satisfied by the issuance of Shares, issuable quarterly, in arrears, with the cash portion of such amount to be paid monthly in arrears.

[44] C$24,000 of Mr Nadarajah's director fees may be satisfied by the issuance of Shares, issuable quarterly, in arrears, with the remaining cash portion of director fees to be paid monthly in arrears.

[45] C$100,000 of Mr McRae's director fees may be satisfied by the issuance of Shares, issuable quarterly, in arrears, with the remaining cash portion of director fees to be paid monthly in arrears.

[46] C$24,000 of Mr Holliday's director fees may be satisfied by the issuance of Shares, issuable quarterly, in arrears, with the remaining cash portion of director fees to be paid monthly in arrears.

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Fees payable to directors for chairing board committees are included in the table set out above. No fees are payable to any director in relation to membership of board committees.

The Company's Share Option Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company, up to 10% of the total number of issued and outstanding Shares (10% Options Cap). The Company obtained shareholder approval at its last Annual General Meeting on 24 November 2020 to issue further options up to the 10% Options Cap.

The Company has obtained an in principle waiver from Listing Rules 6.16, 6.19 6.20, 6.21, 6.22 and 6.23.3 to permit the Company to have existing options on issue following completion of the IPO with terms inconsistent with the Listing Rules, subject to the Company undertaking not to issue any further options under the existing Share Option Plan. The Company will seek approval from shareholders and ASX in relation to any new options plan to be implemented, following listing and quotation on ASX.

(b) **Executive director remuneration**

Please see Section 6.4 for a summary of the remuneration and benefits payable to Mr Spring (CEO) by the Company.

(c) **Directors' interests in Shares**

Details of the relevant interests of Directors in Shares, Options and Warrants are set out in the table below.

	Mr Lewis Marks	Mr Ray Nadarajah	Mr Cameron McRae	Mr John Holliday	Mr Sam Spring
Shares as at the Prospectus Date	249,833	471,370	1,553,410	618,022	1,892,672
% Shareholding as at the Prospectus Date	0.4%	0.7%	2.2%	0.9%	2.7%
Options as at the Prospectus Date	275,768	846,781	1,679,753	931,228	2,108,338
Warrants as at the Prospectus Date	58,333	266,666	466,666	50,000	350,000
Shares on Completion of the Offer	399,833	621,370	1,553,410	618,022	1,892,672
% Shareholding on Completion of the Offer (minimum subscription)	0.4%	0.6%	1.4%	0.6%	1.7%
% Shareholding on Completion of the Offer (maximum subscription)	0.3%	0.5%	1.3%	0.5%	1.6%
Options on Completion of the Offer	275,768	846,781	1,679,753	931,228	2,108,338
Warrants on Completion of the Offer	58,333	266,666	466,666	50,000	350,000

Mr Lewis Marks and Mr Ray Nadarajah intend to participate in the Offer in the amount of AU$30,000 each resulting in the change in their total Shares as set out above. The director participation set out in the above table is based on the best available knowledge of the Company as at the Prospectus Date. The Directors are entitled to participate in the Offer and the Company will disclose the final Director holdings to the market following quotation.

(b) **Interests of advisers**

The following professional advisers have been engaged in relation to the Offer:

Expert/Adviser	Service/Function	Amount paid or to be paid
Bridge Street Capital Partners Pty Ltd and Morgans Financial Limited	Joint Lead Managers	Minimum raisingA$400,000[47] Maximum raising A$500,000[1]
Ernst & Young	Australian legal adviser to the Offer Preparation of the Solicitor's Report on Tenements (Australia)	A$280,000
Farris LLP	Canadian legal advice	C$30,000
Mining Associates Pty Ltd	Independent Geologist	A$35,500
Moore Australia Corporate Finance (WA) Pty Ltd	Investigating accountant	A$20,000
Computershare	Share Registry	A$3,500
Avinex	Mongolian legal advice Solicitor's Report on Tenements (Mongolia)	A$1,135
DMCL	Canadian tax advice	C$1,500
Snow Hill Consulting	Mongolian tax legal counsel	A$3,500
Bellmonts Accountants and Advisors Pty Ltd	Australian tax advice	A$2,000

(c) **Information disclosed in this Prospectus**

This Section 6.3 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than set out below or elsewhere in this Prospectus, no Director or proposed Director of Kincora is a:

[47] The management fee, being 2% of the gross proceeds of the offer and a selling fee of 4% will be payable. The selling fee will not be payable on investors introduced through the company and an average of 5% has been used for the total cash fees to be paid. In addition to the management fee, the Lead Manager Options will be issued. See Section 11 for further details.

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(a) Person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or

(b) promoter of the Company, nor

(c) holds, at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

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

and no amount (whether in cash, CDIs or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such persons for services in connection with the formation or promotion of Kincora or the Offer or to any Director or proposed Director of Kincora to induce them to become, or qualify as, a Director.

6.4 Executive remuneration

(a) Sam Spring – CEO

On September 26th, 2019 the Company entered into a Consulting Agreement with Spring Investments & Consulting Pty Ltd (**Spring Investments**) providing the services of Sam Spring as President and Chief Executive Officer of the Company. The Consulting Agreement provides for a base salary of A$300,000 per annum (**Base Fee**), with A$80,000 of such amount being able to be satisfied by way of issuance of Shares. The Consulting Agreement also provides for participation in any bonus plan put in place by the Board for executive-level positions, with such bonus' being at the discretion of the Board (or such Committee, as the case may be).

In the event of a change in control of the Company, each party has one year from the date of such change to elect that the Consulting Agreement is terminated. In the event of such termination, the Company must make a lump sum termination payment equivalent to one-half of the Base Fee plus an amount equivalent to one half of the average annual cash bonus paid to Spring Investments in the two years preceding the change of control. Additionally, any stock options granted to Mr Spring that have not yet vested as of the date of termination, but that would have vested during the 90 day notice period, will vest immediately and continue to be exercisable by Mr Spring during the 90 day notice period.

(b) Peter Leaman – Technical Consultant / Senior Vice President – Exploration

On September 1st, 2016, the Company entered into a Consulting Services Agreement with Peter Leaman. The Consulting Services Agreement provides for a fee of A$360,000 per annum, with A$300,000 of such amount being able to be satisfied by way of issuance of Shares. The fee under the Consulting Services Agreement is based on Mr Leaman devoting 100% of his working time to providing the services, and the fee will be reduced where Mr Leaman provides consulting services to third parties in any month.

Mr Leaman at his election, has not drawn a cash salary since joining Kincora and is solely remunerated in equity.

6.5 Related party arrangements

All future related party transactions or arrangements (if any) will be determined by the Board, having regard to their duties as Directors. All requisite approvals, including but not limited to shareholder approvals required by TSX-V Corporate Finance Policies and the ASX Listing Rules, will be obtained.

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6.6 Corporate governance

The Board is committed to quality corporate governance and compliance arrangements for the Company, to the extent appropriate given the Company's size and activities. The ASX Corporate Governance Council developed and released the ASX Corporate Governance Principles to promote investor confidence and assist companies with meeting stakeholder expectations.

The ASX Principles and Recommendations are not mandatory (as it is recognised that entities may adopt different governance practices based on their size, complexity of their operations and history) however the Company is required under the ASX Listing Rule to include in its annual report either a corporate governance statement that explains how it has followed the ASX Principles and Recommendations or have a URL on its website where such statement is located.

Explanations about why a recommendation has not been followed must be reasonably detailed and informative so that the market understands why it is that the Company has chosen not to follow that recommendation; and disclose what, if any, alternative corporate governance practices the Company may have adopted in lieu of those in the recommendation.

This Section 6.6 sets out a brief summary of the current approach adopted by the Company in relation to the ASX Corporate Governance Principles. Details of Kincora's policies and practices and the charters for the Board and each of its committees will be available from Listing at https://www.kincoracopper.com/about-us/corporate-governance.

(a) Board composition

Following admission, the Board will be comprised of four non-executive Directors (three are independent Directors) and one executive Director. Biographies of Directors are set out in Section 6.1. Mr Cameron McRae will serve as Chairman of the Board.

(b) Board independence

The Board is responsible for the overall corporate governance of the Company and is accountable to shareholders. The Board is composed of five directors, the majority of which are independent. Cameron McRae (Chairman), Ray Nadarajah and John Holliday have been determined by the Board to be independent.

The Company considers that a director is an independent director where that director is free from any business or other relationship that could materially interfere, or be perceived to interfere with, the independent exercise of that director's judgment. The Company has assessed the independence of its directors having regard to Principle 2 of the ASX Corporate Governance Principles and Recommendations 4th Edition (and in particular the consideration set out in Box 2.3).

(c) Board Charter – Corporate Governance Charter

The Company has adopted a Board Charter within its broader Corporate Governance Charter detailing the roles and responsibilities of the Board, Chairman, directors, CEO and senior executive team. The Charter has been drafting having regard to the ASX Corporate Governance Principles and Recommendations 4th Edition and a copy of the Board Charter is available at kincoracopper.com/about-us/corporate-governance.

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(d) **Board committees**

The Board has three standing committees to facilitate the Board meeting its operational and strategic objectives.

Committee	Overview	Members
Technical Committee	Responsible for achieving a modern, systematic and cost effective project pipeline of existing projects and operations, and reviews of project generation opportunities.	John Holliday (Chair) Peter Leaman Sam Spring
Audit Committee	Oversees the financial reporting process, the audit process, the Company's system of internal controls and compliance with laws and regulations.	Ray Nadarajah (Chair) Lewis Marks Sam Spring
Remuneration Committee	Seeks to provide competitive packages to retain and attract key executives, align all senior executives/directors to the creation of value for shareholders, and minimize the cash overheads of the Company.	Ray Nadarajah (Chair) Cameron McRae

(e) **Corporate governance policies**

The following table sets out a list of Kincora's corporate governance policies and charters, as well as a brief description of each one. Copies of these documents are available at https://www.kincoracopper.com/about-us/corporate-governance.

Charter/Policy	Purpose
Anti-Bribery Policy	The Company's Anti-Bribery and Corruption Policy is a commitment by the Company to do business with integrity and comply with the laws of every country in which it operates by not engaging in corrupt business practices. The policy applies to all employees, contractors, consultants and other business partners.
Corporate Governance Charter	The Company's Corporate Governance Charter (**Charter**) provides for the following matters: • Corporate governance guidelines and board mandate • Responsibilities of the Chairman • Board meeting procedures • Core responsibilities and expectations of directors • Board member compensation • Guidance for reliance on advisors • Charter for board committees (including the Audit, Technical, and Remuneration committees) including responsibilities of such committees Under the Charter, the Board is responsible for the overall corporate governance and risk management of the Company, and is accountable to the Company's shareholders.

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Charter/Policy	Purpose
Shareholder Communications Policy	The Company's Shareholder Communications Policy is a commitment to provide regular communications to shareholders and the market to ensure they have all information reasonably required to make an informed assessment of the Company's strategy, operations and financial performance.
Continuous Disclosure Policy	The Company's Continuous Disclosure Policy outlines the procedures followed by the Company to comply with its continuous disclosure obligations under the Listing Rules of the TSX-V and ASX, and the Canadian and Australian Securities and Corporations requirements.
Code of Business Conduct	The Company's Code of Business Conduct outlines the expectations of the Company with respect to how its directors, officers, employees and consultants conduct themselves during business activities, and requires compliance with any laws in any jurisdiction where the Company carries on business.
Diversity Policy	The Company's Diversity Policy outlines the policies that the company has to achieve a diverse and skilled workforce.
Insider Trading and Reporting Policy	The Company's Insider Trading and Reporting Policy summarises the insider trading restrictions that apply to directors, officers and certain employees, and provide a policy governing investments in securities of the Company and the associated required reporting.
Whistleblower Policy	The Company's Whistleblower Policy is intended to encourage and enable employees and contractors to raise serious concerns within the Company rather than overlooking a problem or seeking a resolution of the problem outside the Company. The Whistleblower Policy applies to all employees and contractors working for the company, and intends to provide a method for other stakeholders (suppliers, customers, shareholders, etc.) to voice their concerns regarding the Company's business conduct.

6.7 ASX Corporate Governance Principles

The Board of Directors are responsible for the corporate governance of the Company.

The Board considers that a strong corporate governance framework with a comprehensive system of control and accountability will help drive shareholder value, assure a prudential and ethical base to the Company's conduct and activities and ensure compliance with the Company's legal and regulatory operations.

The Company has adopted the recommendations contained in the 4th edition of the ASX Corporate Governance Principles and Recommendations, except for as set out below:

Principle	Explanation for Departure
ASX Recommendation 1.5 A listed entity should set measurable objectives for achieving gender diversity	The Company has implemented a diversity policy and the Board recognises the benefit of having a diverse employee base from a variety of ages, genders, cultural backgrounds or other personal factors. Due to the size and specialist nature of the Company's current business activities and the small workforce currently employed, it is not practical for the Company to set measurable objectives for achieving gender diversity.

Principle	Explanation for Departure
ASX Recommendation 2.1 The board of a listed entity should have a nomination committee	Due to the size of the Company, the Board has not established a nomination committee. The full Board undertakes the role of the nomination committee and considers all the matters that would be undertaken by a nomination committee. As part of this process the Board will utilise information such as the Board skills matrix and consider policies, including the Diversity Policy, to ensure that board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.
ASX Recommendation 4.1 The board of a listed entity should have an audit committee which has at least three members, all of whom are non-executive directors and a majority of whom are independent directors	The Company's Audit Committee includes one executive director, Mr Spring (CA and CFA). The Board considers that Mr Spring's commercial, accounting and financial background adds valuable skills to the Audit Committee. At the date of this Report, the Company's Audit Committee includes two non-independent directors, Mr Marks and Mr Spring. The Board considers that Mr Marks' legal and commercial background adds valuable skills to the Audit Committee, and his non-independent status does not adversely impact his contribution. The Company considers that due to the size and scale of the Company's operations, the partial compliance with the recommendation will not be detrimental to the Company.
ASX Recommendation 7.1 The board of a listed entity should have a risk committee.	Due to the size of the Company, the Board has not established a risk committee. The Board is ultimately responsible for risk oversight and risk management, and has implemented a Risk Management Policy setting out the Company's risk management systems and processes.
ASX Recommendation 8.1 The board of a listed entity should have a remuneration committee which has at least three members.	The Company's Remuneration Committee consists of two members, Mr Nadarajah and Mr McRae, each of whom is a non-executive and independent director. Due to the small size and operations of the Company the Board considers that two members is adequate, however as the scale of operations increases the Board will consider increasing the committee membership.

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7 Details of the Offer

7.1 The Offer

Under this Prospectus, Kincora invites applications for 40,000,000 – 50,000,000 CDIs at an issue price of $0.20 per CDI to raise a minimum of A$8,000,000 and a maximum of A$10,000,000.

The CDIs offered under this Prospectus will rank equally with the existing Shares on issue. Please refer to Section 7.9(c) and 7.9(d) for more information about rights attaching to CDIs and Shares.

Successful applicants will receive CDIs in respect of Shares applied for. The issue of CDIs is necessary to allow ASX trading of securities of a company incorporated in British Columbia.

7.2 Offer Structure

(a) The Offer

This Prospectus invites investors to apply for up to 50,000,000 CDIs over up to 50,000,000 Shares at a ratio of 1 CDI for 1 Share and at an issue price of A$0.20 per CDI. The Offer is subject to a minimum subscription of A$8,000,000 (being 40,000,000 CDIs).

The allocation of CDIs under the Offer will be determined by the Company in consultation with the Joint Lead Managers.

If the Offer is cancelled or withdrawn before the allocation and issue of CDIs to Successful Applicants, then all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

No CDIs will be offered on the basis of this Prospectus later than the Closing Date.

The quotation and commencement of trading of the CDIs is subject to confirmation from ASX.

(b) Joint Lead Manager Options

The Company has agreed to issue Options to the Joint Lead Managers (**Lead Manager Options**) on the successful completion of the Offer. This Prospectus includes a separate offer of:

- 10% of the total number of CDIs issued in the Company in connection with the Offer if the gross proceeds exceed A$5,000,000;
- 15% of the total number of new CDIs issued in the Company in connection with the Offer if the gross proceeds exceed A$7,500,000; or
- 20% of the total number of CDIs issued in the Company in connection with the Offer if the gross proceeds equal or exceed A$10,000,000.

Lead Manager Options will be split equally between the Joint Lead Managers. Only the Joint Lead Managers (or their nominees) may be issued the Lead Manager Options. No application moneys are payable for the Lead Manager Options.

Refer to Section 10.6 for a summary of the Joint Lead Manager Mandate.

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7.3 Use of Funds

The Directors believe that the use of funds raised from the Offer will provide the Company with sufficient working capital to achieve the Company's stated objectives (as set out in this Prospectus).

The following table shows the Company's expected use of funds in the two year period following Admission based on the Minimum Subscription and the Maximum Subscription:

Source of funds	Minimum Subscription A$8m	Maximum Subscription A$10m
Existing cash reserves	3,500,000	3,500,000
NSW Co-operative funding grant	120,000	120,000
Funds raised from the Offer	8,000,000	10,000,000
Total	**11,620,000**	**13,620,000**

Allocation of Funds	Minimum Subscription A$8m	Maximum Subscription A$10m
Exploration on Trundle Project – NSW	6,000,000	7,125,000
Exploration on Fairholme Project – NSW	1,130,000	1,905,000
Exploration on Northern Junee-Narromine Belt Projects - NSW	920,000	920,000
Project Generation, Mongolian & Other Projects	520,000	520,000
Administration and Working Capital	2,200,000	2,200,000
Legal, Accounting, Fundraising Costs	850,000	950,000
Total	**11,620,000**	**13,620,000**

7.4 Summary terms of the Offer

Topic	Summary
What type of security is being offered?	The Company will be offering CHESS Depositary Interests, or CDIs, each representing one Share.
What are CDIs?	A CDI is a financial product quoted on the ASX representing a unit of beneficial interest in the underlying share, with each CDI representing one Share in the Company. The Shares represented by CDIs are held by CHESS Depositary Nominees Pty Ltd, a wholly owned subsidiary of ASX. Shares are held on trust for the holders of the CDIs. The CDIs will be quoted and traded on the ASX but will not be able to be traded on TSX-V unless converted into Shares. CDI holders may at any time convert their CDI holdings (quoted and tradeable on ASX) into Shares (quoted and tradeable on TSXV) and vice versa. To convert CDIs or Shares, contact Computershare on 1300 850 505.
Is the Offer underwritten?	The Offer is not underwritten.

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Topic	Summary
When are the CDIs expected to commence trading?	Details are provided in the Important Dates section on page 3.
Are there any escrow arrangements?	The Lead Manager Options are subject to an escrow period of 24 months, for more information on the Joint Lead Manager Mandate see Section 10.6
Has ASIC relief or ASX waiver been obtained or relied on?	Yes. Details are provided in Section 11.12 (Regulatory Relief).
Are there any tax considerations?	Tax consequences relating to any investment in CDIs under the Offer will depend on each investor's personal circumstances. Prospective investors should consult their own independent tax advice before making the decision to invest.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of the CDIs under the Offer.
How can I apply?	Applications for CDIs under the Offer must be made by completing the Application form provided to you by your broker or the Chairman. Applications for CDIs under the Offer must be for a minimum of A$2,000 worth of CDIs (10,000 CDIs) and thereafter multiples of A$500 and payment for the CDIs must be made in full at the issue price of A$0.20 per CDI. For more information, Applicants should refer to the Offer Website (www.kincoracopper.com) contact Kincora on enquiries@kincoracopper.com.

7.5 Substantial Shareholders

The following table sets out the interests of existing shareholders who, as at the Prospectus Date, hold a Relevant Interest in the Shares of the Company. This does not reflect any CDIs that existing shareholders may subscribe for under the Offer.

Person or Entity	Number of Shares beneficially owned or controlled	Relevant Interest in Shares
LIM Asia Special Situations Master Fund Limited	12,209,940	17.27%
New Prospect Capital on behalf of Century Development Limited	7,050,000	9.97%
RareX Limited	4,983,333	7.05%

For completeness, the Board and Management hold a combined total of 8.12% of the Shares on issue as at the Prospectus Date.

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7.6 Escrow arrangements

The Lead Manager Options will be subject to a 24 month escrow from the date the CDIs are quoted on the ASX. For further details on the Lead Manager Options, refer to Section 10.6.

7.7 Restrictions on distribution

No action has been taken to register or qualify the CDIs that are subject of the Offer, or otherwise permit a public offering of the shares, in any jurisdictions outside Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. This Prospectus does not constitute an offer in any place in which, or to whom, it would not be lawful to make such an offer. Any person who comes into possession of this document should inform themselves about, and observe any restrictions on, the acquisition or distribution of the Prospectus. Any failure to comply with these restrictions may constitute a violation of securities laws.

It is your responsibility to ensure compliance with all laws of any country relevant to your Application. The return of a duly completed Application Form will be taken by Kincora to constitute a representation and warranty made by you to Kincora that there has been no breach of such laws and that all necessary consents and approvals have been obtained.

Residents of the United States of America

Neither this Prospectus or the CDIs offered by it have been, or will be, registered under the US Securities Act 1993 as amended (**US Securities Act**) and may not be offered, sold or resold:

- In the United States of America or to, or for the account or benefit of US Persons (as defined in Rule 902 under the US Securities Act) except in a transaction exempt from the registration requirements of the US Securities Act and applicable state securities laws; or
- Outside the United States of America, except to non-US persons in offshore transactions in compliance with Regulation S under the US Securities Act.

Residents of Hong Kong

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

This Prospectus has not been registered in Hong Kong and it has not been approved by the Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571) of Hong Kong (**SFO**). This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Hong Kong, other than to the following:

- to a ‘professional investor’ under the SFO; or
- in circumstances which will not result in the Prospectus constituting a ‘prospectus’ under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance.

By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

Residents of the United Kingdom

The content of this Prospectus has not been approved as a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 of the UK. If you are considering engaging in any investment activity, you should seek appropriate independent financial advice and make your own assessment.

It is emphasised that this Prospectus is being provided to you in reliance upon your acknowledgement and acceptance that this Prospectus is being made to and directed solely at persons in the UK who are

reasonably believed to be of a kind described in Article 19(5) ('Persons having professional experience in matters relating to investment'), Article 48 ('Certified high net worth individuals'), Article 49(2)(a)-(d) ('High net worth companies, unincorporated associations, etc'), Article 50(1) ('Sophisticated Investors'), or Article 50A ('Self-certified sophisticated investors') of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended), and persons who are otherwise permitted by law to receive it (together, **Relevant Persons**).

This Prospectus must not be acted upon or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will only be engaged in with such persons. Any recipient of this Prospectus who is not a Relevant Person should return it to the Company immediately and not take any other action

7.8 Discretions regarding the Offer

Kincora may withdraw the Offer at any time before the issue of CDIs to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

Kincora and the Joint Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer CDIs than applied.

7.9 ASX listing, registers and holding statements, and conditional and deferred settlement trading

(a) Application to ASX for listing of Kincora and quotation of CDIs

Kincora will apply within seven days of the Prospectus Date for admission to the Official List and quotation of the CDIs on ASX. Kincora's expected ASX code will be KCC.

ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit Kincora to the Official List is not to be taken as an indication of the merits of Kincora or the CDIs offered for subscription.

If permission is not granted for the official quotation of the CDIs on ASX within three months after the Prospectus Date (or any later date permitted by law), all Application Monies received by Kincora will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

Subject to certain conditions (including any waivers obtained by Kincora from time to time), Kincora will be required to comply with the ASX Listing Rules.

(b) CHESS and CDIs

The Company has applied to list the common shares which are held by the CDIs issued under the Offer on the TSX Venture Exchange (**TSX-V**). Such listing will be subject to the Company fulfilling all of the listing requirements of the TSX-V.

The Company will apply to participate in ASX's Clearing House Electronic Subregister System (**CHESS**) and will comply with the Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the CDIs become approved financial products (as defined in ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS subregister or an issuer sponsored subregister. For all successful Applicants, the CDIs of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS subregister. All other CDIs will be registered on the issuer sponsored subregister.

Following completion, Shareholders will be sent a holding statement or allotment confirmation advice that sets out the number of CDIs that have been allocated to them. This statement will also provide details of a Shareholder's HIN for CHESS holders or, where applicable, the SRN of issuer sponsored holders.

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Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued. Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the Listing Rules and the Corporations Act.

Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer sponsored subregister. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

(c) **Summary of rights and liabilities attaching to Shares**

The rights and liabilities attaching to ownership of CDIs are detailed in the Articles (which may be obtained electronically on request) or in certain circumstances, regulated by the Business Corporations Act (British Columbia) as amended from time to time (**BCBCA**), the ASX Listing Rules, the ASX Settlement Rules and general law.

A summary of the significant rights, liabilities and obligations attaching to the CDIs and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that Kincora is admitted to the Official List.

The Articles are subject to the BCBCA.

(a) **Voting at a general meeting**

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution. The quorum for the transaction of business at a meeting of shareholders is a minimum of two persons who are, or who represent by proxy, shareholders who hold (on aggregate) at least 5% of the issued shares entitled to vote at the meeting.

If there is only one shareholder entitled to vote at a meeting of shareholders, then the quorum is met by that shareholder (or as represented by proxy) being present at the meeting.

Every motion put to a vote at a meeting of shareholders will be decided on a show of hands, unless a poll is directed by the chair or demanded by at least one shareholder entitled to vote.

(b) **Meetings of members**

The Company must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual general meeting.

The directors may call a meeting of shareholders, and the Company must send notice of the date, time and location of any meeting at least 21 days before the meeting is held.

(c) **Dividends**

The directors may from time to time declare and authorize payment of such dividends as they deem advisable. The directors need not give notice to shareholders of such declaration. All dividends on shares of any class or series must be declared and paid according to the number of shares held.

The directors may set a record date for the purposes of determining entitlement to dividends, and this date must not precede the date on which the dividend is to be paid by more than 2 months.

(d) **Transfer of Shares**

A transfer of a share of the Company must not be registered unless:

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(a) A duly signed instrument of transfer has been received by the Company;

(b) Any share certificate has been surrendered to the Company; and

(c) Any non-transferrable written acknowledgement of the shareholder's right to obtain a share certificate has been surrendered to the Company.

If a shareholder signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgement deposited with the instrument of transfer:

(a) In the name of the person named as transferee in that instrument of transfer; or

(b) If no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

(e) **Issue of Shares**

The Company may issue, allot, sell or otherwise dispose of the unissued and issued shares held by the Company, at all times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

No share may be issued until it is fully paid.

The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration for that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

The Company may issue share purchase warrants, options or rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

(f) **Variation of class rights;**

The Company may, by special resolution, create special rights or restrictions for Shares or classes of Shares or vary such rights or restrictions attaching to Shares.

(g) **Directors – election and removal**

The shareholders entitled to vote at an annual general meeting for the election of directors must elect or in the unanimous resolution appoint, a board of directors. All the directors cease to hold office immediately before the election or appointment of directors but are eligible for re-election or re-appointment.

No election, appointment or designation of an individual as a director is valid unless:

(a) That individual consents to be a director in the manner provided for in the Business Corporations Act;

(b) That individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or

(c) With respect to first directors, the designation is otherwise valid under the Business Corporations Act.

If, at any meeting of shareholders where there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholder convened for that purpose. If any such election of continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

Any casual vacancy in the board of directors may be filled by the directors.

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

The Company may remove any director before the expiration of their term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to full the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

The directors may remove any director before the expiration of their term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

(h) **Directors – voting**

Questions arising at any meetings of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

Other than for meetings held at regular intervals, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting, must be given to each of the directors and the alternate directors.

(i) **Directors – remuneration**

Directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

The Company must reimburse each director for the reasonable expenses incurred in and about the business of the Company.

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependents and may make contribution to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

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(j) **Powers and duties of Directors**

The directors must manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not required to be exercised by the shareholders of the Company.

(k) **Indemnities**

The Company must indemnify a director, former director, or alternate director of the Company and is or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on these terms.

The failure of a director, or alternate director or officer of the Company to comply with the BCBCA the Articles does not invalidate any indemnity to which he or she is entitled.

(l) **Amendments**

The Company may by resolution of the directors or special resolution alter the name of the Company or alter the Articles.

(d) **CHESS Depositary Interests**

ASIC Class Order CO14/827 provides class order relief for offers for the issue or sale of CDIs, where the underlying foreign securities are quoted on ASX and held CHESS Depositary Nominees Pty Ltd ("**CDN"**) as the depositary nominee. The purpose of the relief is to remove uncertainty in relation to how offers for the sale or issue of CDIs are regulated under the Corporations Act and ensures that an offer of CDIs is regulated as an offer of securities under the disclosure requirements of Chapter 6D of the Corporations Act.

The class order requires the Company to provide the information regarding the listing on the ASX. Details of the CDIs, and key differences between holding Shares and holding CDIs is detailed below:

Topic	Summary
What are CDIs	In order for the Shares to be able to trade electronically on the ASX, the Company will participate in the electronic transfer system operated by the ASX Settlement, known as CHESS. However, companies domiciled in certain jurisdictions, such as Canada, are unable to use CHESS directly for the transfer of the securities. Therefore, in order to be able to use CHESS, the Company will issue depositary interests known as CHESS Depositary Interests, commonly referred to as CDIs. A CDI is a unit of beneficial ownership or interest in a share, or an option, of a foreign company that has an underlying share, option or interest registered in the name of a depositary nominee (e.g. CDN) in order to enable the foreign share, interest or option to be traded on the ASX. The Shares of the Company subject to the Offer will trade on the ASX as CDIs.
Who is a depositary nominee – CHESS Depositary Nominees Pty Ltd (CDN)	The Company will register the Shares underlying the CDIs in the name of CDN. CDN is a subsidiary of the ASX and is approved as a general participant of ASX Settlement to act as its Australian depositary. CDN will hold the legal title to the Shares for the benefit of the CDI holder. CDN does not receive any fees for acting as the depositary for the CDIs.

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Topic	Summary
	Upon completion of the Application Form, an Applicant will be considered applying for Shares to be issued to CDN. CDN will in turn issue CDIs to the applicant as the beneficial owner of the Shares, whilst legal title to the Shares will remain with CDN.
Features of CDIs	Shares and CDIs differ in that a holder of a CDI has a beneficial ownership of the underlying Shares as opposed to the legal title. CDN will hold the legal title to the Shares for the benefit of the CDI holder. A CDI holder is entitled to receive the same economic benefit (e.g. dividends, bonus issues, rights issues, interest payments etc.) as it would if it would hold the Shares instead of CDIs. CDI holders will be able to settle transactions and transfer shares electronically on the ASX. CDI holders will be entitled to the same rights and entitlements as they would be if they would hold the legal title to the Shares, with the exception of voting rights (please refer below for more information in respect of voting rights). CDI holders will also receive notices of general meetings of the Shareholders.
Local and international trading in CDIs	Due to the nature of CDIs as detailed above, the CDI holders wishing to trade their CDIs will be transferring the beneficial interest in the Shares as opposed to the legal title. The transfer will occur electronically by delivery of the relevant CDI through CHESS. Apart from this, trading in CDIs is very similar to trading other CHESS approved securities (e.g. shares in an Australian company).
Conversion of CDIs into Shares and vice versa	CDI holders wishing to convert their CDIs to Shares being held on the Canadian register, can do so any time: a) By contacting the Share Registry directly, if the CDIs are held though the issuer sponsored sub-register upon which, the CDI holder will then receive an applicable request form; or b) if the CDIs are held on the CHESS sub-register, by contacting their sponsoring participant (usually a stockbroker) who will arrange for the request form to be completed. Upon the receipt of a request form, the CDIs subject to the form will be cancelled, Shares will be transferred from CDN to the CDI holder and the Shares registered in the name of the former CDI holder, either in book-entry (i.e. uncertified) or certificate form in accordance with the requests. Trading on the ASX will no longer be possible. Holders of Shares are also able to convert their Shares into CDIs, should they wish to do so. Shareholders can contact their stockbroker or the Company's Share Registry. Shares will then be transferred from the Shareholder's name to CDN and a holding statement in respect of the converted Shares will be issued to the person. The CDIs will be tradeable on the ASX. This process is also known as "transmutation".
Voting rights	CDI holders are generally not able to vote at the Shareholders' meeting personally, as they as not the registered holders of the underlying Shares. The registered holder is CDN and as such, is entitled to vote. Despite of this, CDI holders will receive a notice of any meeting that the Shareholders of a particular class equivalent to the underlying Shares are entitled to receive. Even though CDI holders are generally not able to vote in person, CDI holders can provide instructions on how to vote for one underlying Share held by CDN. In this

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Topic	Summary
	case, CDN will be able to vote in the Shareholders' meeting on a poll, as instructed by CDI holders. CDI holders will also be able to personally vote if they convert their CDIs into Shares as detailed above. In this case, conversion must be completed prior to the record date of the meeting.
Dividends	As noted above, in the case if CDIs, even though the legal title of the Shares will be vested in CDN, the ASX Settlement Operating Rules provide that all economic benefits of the underlying Shares (e.g. dividends, bonus issues, rights issues, interest payments etc.) flow through to the CDI holder as if the holder were the legal and beneficial owner of the underlying Shares. The CDI to Share ratio is 1:1, as such, if the Company decides to pay a dividend, a CDI holder will be entitled to the same benefit as if the CDI holder was holding the same number of Shares.
Corporate actions	The CDI holders are entitled to the same economic benefits as the Shareholders of the Company (e.g. receive dividends) as if the CDI holders are holding the underlying Shares. Despite of this, some minor differences exist between the entitlements of CDI holders and the direct Shareholders. Under the Canadian law, CDN's holding of the Shares is treated as a single holding, as opposed to separate smaller holdings of each CDI holder. In some instances, this may result in the individual CDI not being able to enjoy the same benefits as it would as a holder of the Shares (e.g. where a rounding up of fractional entitlements occurs, CDI holders will not benefit in the same manner as the Shareholders).
Takeovers	In case of a takeover offer or similar transaction is made in relation to the underlying Shares held by CDN as registered holder, the ASX Settlement Operating Rules require CDN to withhold from accepting such an offer unless and to the extent the acceptance is authorised by the relevant CDI holder. CDN is required to ensure that an offeror processes the CDI holder's takeover acceptance, if the CDI holder instructs CDN accordingly.
Additional information	Please see for more information: • ASX Listing Rules, Guidance Note 5; • ASX Settlement Operating Rules – Section 13; and • https://www.asx.com.au/documents/settlement/CHESS_Depositary_Interests.pdf

(e) **Key differences between Australian and Canadian company law**

As the Company is incorporated under the British Columbia Business Corporations Act (**BCBCA**) and is a reporting issuer in British Columbia (**BC**), Alberta and Ontario, Canada the laws of BC, as well as applicable Canadian federal laws, regulate the general corporate activities of the Company, as opposed to the Corporations Act or ASIC (with the exception of the offering the Company's securities in Australia which also comply with the requirements of the Company Act and ASIC). BCBCA is the main relevant applicable legislation to the Company in BC in addition to the relevant securities laws of each of the provinces of Canada for which it is a reporting issuer. The Company's shares are also listed on the TSX-V, and the Company is subject to the TSX-V's listing rules.

The information provided sets the key differences between Canadian law and Australian law. This is a general guide only and should not be viewed as a complete overview of Canadian law and Australian law all the consequences resulting from buying, holding or disposing of Shares. As with any legislation, the laws, regulations and policies noted below are subject to change from time to time.

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(a) **Shareholder Approval**

Canadian law

Under the BCBCA, certain extraordinary corporate actions require shareholder approval by special resolution (e.g. amalgamations, continuances, sale of all or substantially all of the company's assets and liquidations).

Under the BCBCA, a resolution passed by a special majority of shareholders at a general meeting for which proper notice has been provided constitutes a special resolution. A special majority is a majority of votes, as specified in the articles of the Company, that has at least two-thirds of the votes cast on that resolution. Unless the BCBCA or the articles of the Company require a special resolution, ordinary resolutions of Kincora's shareholders are passed by a simple majority of votes cast on the resolution.

The required authorisation to amend the constituent documents of the Company under the BCBCA is specified in the BCBCA or the articles of the Company based on the type of amendment. In many instances, including a change of name, the BCBCA or the articles of the Company may provide for approval solely by a resolution of the directors of the Company or by ordinary resolution of the shareholders of the Company.

If the type of resolution is not specified in the BCBCA or the articles of the Company, most amendments will require a special resolution of the Company to be approved by not less than two-thirds of the votes cast by the shareholders voting on the resolution. Under the BCBCA, amendments to the special rights and restrictions attached to issued shares require, in addition to any resolution provided for by the articles of the Company, consent by a special resolution of the holds of the class or series of shares affected.

Since the Company is also listed on the TSX-V, the Company is required to seek TSX-V's approval for issuing securities, subject to certain exceptions. TSX-V will impose conditions or grant exemptions in respect of a transactions based on its own requirements. Some of the matters that TSX-V will consider include whether the transaction materially affects control of the Company, whether an administrative body or court has reviewed the interests of the Company's shareholders and the involvement of insiders in the transaction.

The TSX-V Rules also require shareholder approval generally for:

(a) transaction / series of transactions that will materially affect control of the company (generally creation of a new 20% shareholder(s) – known as "Control Person" under the TSX-V Rules);

(b) transactions in which more than 50% of the Company's business, assets or undertaking are sold; and

(c) any transaction where the number of securities issuable or issued to related parties for acquisition exceeds 10% of the number of outstanding securities of the Company.

Under the TSX-V Rules, a shareholder approval is also required of any fixed number stock option plan which, together with all of the previously established stock option plans or grants, may result in the number if listed shares that are reserved for issuance under stock options exceeding 10% if the issued shares. In addition, rolling plans require shareholder approval at the time the plan is implemented, at a time the number of shares reserved for issuance under the plan is amended and annually at the Company's general meeting.

Australian law

The main transactions or actions that require shareholder approval include:

(a) altering or adopting the constituent documents;

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(b) appointment or removal of a director or an auditor;

(c) certain related party transactions;

(d) liquidation;

(e) changes to the rights attaching to the shares; and

(f) certain corporate transactions affecting the shares (e.g. share buybacks and capital reductions).

Under the ASX Listing Rules actions requiring shareholder approval include:

(a) increases to the total aggregate amount of directors' fees payable to all of the company's non-executive directors;

(b) in certain circumstances, the termination benefits of directors;

(c) certain related party transactions;

(d) certain issue of shares; and

(e) significant changes to the company's scale of its activities or its nature or disposing of its main undertaking.

(b) **Shareholders' right to a general meeting**

Canadian law

The BCBCA allows the shareholders holding at least 5% of the issued voting shares in the company requisition the directors to call a meeting of shareholders for the purposes stated in the requisition.

If the technical requirements of the BCBCA are satisfied for such requisitions, the directors must call a general meeting within 21 days following the date of receiving the requisition to be held within 4 months after the date on which the requisition is received by the Company.

Should the directors fail to send a notice of general meeting within 21 days from receiving the requisition notice, the requisitioning shareholders, or any shareholder(s) holding more than 2.5% of the voting shares, may send the notice of a general meeting for the purposes stated in the requisition.

In addition, under BCBCA a document known as "Shareholder Proposal" sets out a matter that the submitter is proposing to be assessed at the next general meeting of the company.

Shareholder Proposals generally may be submitted by a registered or a beneficial shareholder entitled to vote at the general meeting holding at least 1% of the shares of the company (either alone or in aggregate with other shareholders) or with the share value exceeding CAN$2,000 if the shareholder has been a registered or beneficial shareholder for at least 2 continuous years prior to executing the Shareholder Proposal.

Australian law

The Corporations Act requires the directors of a company to call an arrange a general meeting of shareholders, if they receive such a request from the shareholders with at least 5% of the votes that may be cast at the general meeting.

The directors must call such a meeting within 21 days of the request being given to the company and the meeting must be held no later than 2 months after the request is given to the company.

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(c) **Shareholders' right to appoint proxies for meetings**

Canadian law

The BCBCA provides that, subject to certain exceptions, a shareholder is entitled to vote at a meeting of holders of shares of that class or series in person or by proxy.

Australian law

The Corporation Act permits a shareholder of a company entitled to attend a meeting and cast a vote at that meeting, appoint a proxy to attend the meeting and vote at the meeting instead of the shareholder.

(d) **Changes to the rights attaching to shares**

Canadian law

The BCBCA or the constituent documents of the Company will set out the required approvals to amend the constituent documents based on the type of resolution. However, if the resolution is not specified in the BCBCA or the constituent documents, most amendments will require a special resolution approved by the shareholders (i.e. not less than 2/3 of the votes cast by the voting shareholders).

Any amendments to any special rights or restrictions attaching to any issued shares are required to obtain approval by a special resolution of the holders of the class of shares affected, in addition to any resolution required under the constituent documents.

Australian law

A company is permitted under the Corporation Act to set out the procedures for varying or cancelling the rights attaching to shares in a class of shares in its constitution. If a company's constitution does not set out a procedure, or does not have a constitution, the rights may be varied or cancelled only by:

(a) a special resolution passed a meeting if the class of members holding shares in the class; or

(b) a written consent of at least 75% of votes in that class.

The company is then required to give a written notice of the variation or cancellation to the members of the class within 7 days after the variation or cancellation is made.

(e) **Protection of shareholders against oppressive conduct**

Canadian law

In accordance with the BCBCA, a shareholder and any other person the court considers an appropriate person may apply to the court on the grounds that:

(a) the directors' powers have been exercised, or, the company's affairs have been conducted, in an oppressive manner in respect of one or more shareholders; or

(b) a resolution of shareholders (including of a class or series of shares) has been passed or is proposed to be passed, or an act or the company is threatened or done, which is unfairly prejudicial to one or more shareholders, including the applicant.

The courts can make any orders as they deem appropriate, including prohibiting the act.

Australian law

Under the Corporations Act, the shareholders have statutory rights and remedies for unfair or oppressive conduct of the company and the courts can make any orders as they deem appropriate.

(f) **Shareholder rights of dissent or appraisal**

Canadian law

Under the BCBCA, shareholders entitled to vote on certain matters can exercise a right of dissent and require the company to purchase the shares from the shareholder at the fair value provided that the relevant procedures for registering the dissent are followed (including not voting in favour if the matter that is subject of the dissent).

Australian law

No equivalent rule exists in Australia.

(g) **Rights of shareholders to bring or intervene in legal proceedings**

Canadian law

Under the BCBCA, a director or a shareholder of a company and any other person that the court deems an appropriate person to make an application to the court to bring an action on behalf of the company (**Derivative Action**), can with judicial leave:

(a) bring an action in the name and on behalf of the company to enforce and obligation owed to the company that could be enforced by the company itself, or seek damages for any breach of an obligation; or

(b) defend the company in the company's name and behalf in a legal action brought against the company.

A Derivative Action must obtain leave of the court and as such, the court is required to exercise judicial discretion.

Australian law

The Corporation Act permits a shareholder to apply to the court for leave to initiate proceedings on behalf of the company, or intervene in proceedings that a company is a party to, for the purposed of taking responsibility on behalf of the company in a particular step in the proceedings or the whole of proceedings.

The court is required to grant the application if certain requirements are satisfied:

(a) it unlikely that the company will bring the proceedings itself, or take responsibility for them or for the steps in the proceedings;

(b) the applicant is acting on good faith;

(c) the granting of leave is in the company's best interest;

(d) there is a serious question to be tried; and

(e) the applicant gives a written notice to the company of the intention to seek leave at least 14 days prior to making the application, or, the court deems it appropriate to grant leave.

A proceeding brought or intervened in with leave cannot be settled, compromised or discontinued without the leave of court.

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(h) **“Two strikes” rule**

Canadian law

There is no equivalent rule under the BCBCA, TSX-V Rules or Canadian law to the “two strikes rules” requiring directors to resign if 25% or more of the shareholders vote against the remuneration of directors at two consecutive AGMs.

The corporate governance regime in Canada is made up of a combination of certain mandatory rules on disclosure and compliance, as well as certain guidelines and recommendations as to best practices.

National Instrument 58-101 - Disclosure of Corporate Governance Practices (**NI 58-101**) of the Canadian Securities Administrators requires issues to annually disclose as part of their prescribed disclosure in their management information circular certain corporate governance information including information about the independence of directors, board mandates, position descriptions, corporate governance practices, committee mandates and functions, director term limits and policies with respect to the representation of women on its board.

Australian law

Pursuant to the Corporations Act, a company’s annual report is required to include a report by the directions – remuneration report – on the company’s remuneration framework.

At each annual general meeting (**AGM**) of the members, resolution must be put forward for the members to approve the remuneration report. Even though the approval is advisory only, if 25% of the shareholders vote against the remuneration report at two consecutive AGMs (i.e. “two strikes”), an ordinary resolution (i.e. 50% of the votes) must be put forward at the second AGM proposing a further meeting within 90 days. At the meeting all directors approving the second remuneration report must resign and stand for re-election.

(i) **Reporting of substantial holders**

Canadian law

Any person acquiring beneficial ownership of, or the power to exercise direction or control over, at least 10% of voting or equity securities of a company is required to file an early warning report disclosing their shareholding to the company and the relevant Canadian securities regulator and issue a press release.

If a person has filed an early warning report for the company, the person is also required to file a news release and early warning report for every 2% (or more) change in the voting or equity securities such a person acquires, or, when the person ceases to hold at least 10% of the voting or equity shares in the company.

In addition, under the Canadian law, executive officers and directors, along with shareholders holding at least 10% of the voting securities, are “Insiders” that are required to lodge an Insider report. These reports disclose the number and percentage of the securities that insiders hold or exercise direction or control over. The reports are publicly available on the System for Electronic disclosures by Insiders (http://www.sedi.ca) and must be filed within 10 days of a person becoming an Insider and within 5 days of any changes to that person’s security holdings in the company.

Australian law

Under the Corporations Act, every substantial holder is required to notify the listed company and the ASX of their substantial shareholding and disclose certain information in relation to their holding, if:

(a) the person begins to hold, or ceases to hold, a substantial holding in the company or scheme;

(b) the substantial holder has a movement of at least 1% in their holding; or

(c) the person makes a takeover bid in respect of the company.

The Corporations Act specifies that a substantial holding is a holding of the total votes attaching to the voting in the company in which the person or their associates have relevant interests of at least 5% of the total number of votes in the company, or, the person has made a takeover bid for the voting shares and the bid period has commenced but not ended.

These requirements do not apply to foreign entities. However, a Canadian ASX listed entity will be required to disclose to the ASX any substantial holder notices that are filed in Canada.

(j) **Takeovers**

Canadian law

Under the relevant Canadian law, a 'takeover bid' is considered to occur when an offer to acquire outstanding voting or equity securities has been made to any person in any province or territory, in which the securities subject to the offer, together with the securities controlled or owed by the offeror and its affiliates and associates, constitute at least 20% of the outstanding securities. This does not include an offer to acquire if this is a step in a merger, reorganisation, amalgamation or arrangement that requires a shareholder approval.

Unless an exemption under the Canadian law is available, a takeover bid must be made to all shareholders of each class of equity or voting securities being purchased with the same purchase price offered to each security holder. In other words, all securityholders must receive the same treatment under the bid and the bid must not involve any collateral agreements (certain exceptions apply for employment compensation arrangements). An offeror must produce, file and mail a takeover bid circular to the shareholders of the target company.

Takeover bids are required to remain open for at least 105 days from the date of the mailing of the circular, unless the issuer issues a news release announcing a shorter period at the time of following the time the bid is made, however this period cannot be less than 35 days from the mailing of the applicable circular.

In addition, the takeover rules contain various other requirements in order to protect the interests of the target security holders. For example, these include restrictions in relation to conditional offers and the withdrawal, suspension or amendments to the offers. Securities regulators also keep a general 'public interest jurisdiction' to regulate takeovers and may intervene, halt or prevent abusive activity, or require amendments to any of the terms of the takeover offers. In addition, purchases outside of the bid, or that occur before, during or after the bid, are also regulated.

Following a bid, second step transactions whereby the acquirer seeks to bring its ownership to 100%, are governed by the BCBCA. If the acquirer has obtained 90% of the outstanding securities from minority security holders during the bid, the second step bid does not require shareholder approval. If this condition is not satisfied, a meeting must be held and associated regulations complied with, including obtaining the prescribed shareholder approval. Appraisal or dissent rights are available to the shareholders subject to the applicable procedural requirements being complied with.

Certain exemptions in respect of the formal takeover bid requirements are allowed under the Canadian securities law, subject to certain conditions. For example, private agreements for the purchase of securities from up to 5 persons are allowed if the purchase price does not exceed 115% of the market price for the securities.

Under the normal course purchase exemption, the offeror together with any joint offerors may acquire 5% of a class of securities within 12-month period if the consideration for the securities does not exceed the market price at the date of the purchase with no acquisitions being made outside the exemption over the 12-month period. In addition, a de minimis exemption exists where less than 50 beneficial shareholders are subject to the bid and these shareholders represent in aggregate less than 2% of a class of shares.

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The Canadian securities administrators have recognised that in some instances the interests of the management may differ of those of the company's shareholders. When reviewing a takeover, the applicable securities commission(s) will consider the protection of the bona fide interests of the target company's shareholders as the primary objective of the takeover provisions under the Canadian law. The applicable securities commission(s) may determine that certain defence tactics employed by the target company's management prevent its shareholders from making a fully formed decision and frustrating an open bid process. Therefore, the applicable securities commission(s) may in specific cases examine the target company's defence tactics to ascertain whether these abuse the shareholders' rights.

Australian law

Chapters 6, 6A and 6C of the Corporations Act in relation to share acquisitions, including acquisitions and takeovers, do not apply to the Company as it is domiciled in Canada. The Company is subject to the Canadian laws.

However, under the ASX Listing Rules, if a takeover bid has been made to a target company that has issued CDIs over some of its securities, ASX would generally expect the bidder to also make corresponding offers to the CDI holders in respect of their CDIs. The target is required to provide the bidder the registered details of the CDI holders to facilitate the takeover offers being extended to the CDI holders.

The depositary nominee (CDN) will only accept the offer for the underlying securities if it has been instructed to do so by the CDI holders in accordance with certain applicable procedures.

(k) **Related party transactions**

Canadian law

The Company is subject to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (**MI 61-101**) which imposes valuation, minority approval and disclosure requirements on entities in certain related party transactions.

A related party transaction includes a transaction between an issuer and a person that is a related party to the issuer at the time that the transaction is agreed to, whether or not there are also other parties to the transaction, as a consequence of which, either through the transaction itself or together with a connected transaction, the issuer directly or indirectly, among other things:

(a) purchases or acquires an asset from the related party for valuable consideration;

(b) sells, transfers or disposes of an asset to the related party;

(c) leases property to or from the related party;

(d) acquires the related party or combines with the related party through an amalgamation, arrangement or otherwise;

(e) issues a security to, or subscribes for a security of, the related party;

(f) materially amends the terms of an outstanding debt or liability owed by or to the related party, or the terms of an outstanding credit facility with the related party;

(g) proves a guarantee or collateral security for a debt or liability of a related party, or materially amends the terms of an existing guarantee or collateral security for a debt or liability of a related party; or

(h) borrows money from, lends money to, or enters into a credit facility with, the related party.

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With respect to business combinations, MI 61-101 has to principal requirements:

(a) that the issuer obtains a formal valuation in respect of the transaction; and

(b) that the issuer obtains minority approval for the transaction (i.e. approval by a majority of the affected security holders, excluding the votes attached to affected securities held by parties interested in the business combination, related parties of an interested party, and persons acting jointly with interested parties).

MI 61-101 also requires an issuer to include certain detailed disclosure regarding related party transactions in a material change report that is required to be filed under MI 61-101 and in the management proxy circular that is sent to a company's security holders to obtain minority approval in respect of a related party transaction.

Australia law

Pursuant to the ASX Listing Rule 10.11, a company listed on the ASX is prevented from issuing or agreeing to issue equity securities, without shareholders holding ordinary shares approval, to:

(a) a related party;

(b) a person who is or was at any time in the 6 months before the issue or agreement a substantial holder (>30%) in the entity;

(c) a person who is or was at any time in the 6 months before the issue or agreement a substantial holder (>10%) in the entity and has nominated a director to the board of the entity (pursuant to a relevant agreement or right that they hold);

(d) an associate or a person referred to in (a)-(c) above; and

(e) a person whose relationship with the entity or related party is, in the ASX opinion, such that requires an approval.

Certain exceptions to related party transactions apply under the ASX Listing Rules.

The definition of a related party is provided in the ASX Listing Rules and aligns with the definition in the Corporations Act. The definition of a related party is wide and where the listed entity is a body corporate includes:

(a) an entity that controls the listed entity;

(b) if the listed entity is controlled by an entity that is not a body corporate, the persons making up that entity;

(c) directors of the listed entity or of an entity that controls the listed entity;

(d) spouses and de facto spouses of anyone referred to in (b) and (c) above;

(e) parents and children of anyone referred to in (b), (c) and (d) above;

(f) entities controlled by anyone referred to in (a) – (e) above unless they are also controlled by the listed entity;

(g) anyone who has fallen within (a) – (f) above within the past 6 months;

(h) anyone who believes or has reasonable grounds to believe that they are likely to fall within (a) – (f) at any time in the future; and

(i) anyone acting in concert with someone referred to in (a) – (h) above.

8 Investigating Accountant's Report

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26 February 2021

The Directors of Kincora Copper Limited
400 – 837 West Hastings Street
VANCOUVER BC V6C 3N6
CANADA

Dear Directors

Investigating Accountant's Report

1. Introduction

This report has been prepared at the request of the Directors of Kincora Copper Limited (the "Company" or "Kincora") for inclusion in a prospectus to be issued by the Company ("Prospectus") in respect of the proposed public offering of CHESS Depositary Interests ("CDIs") over fully paid ordinary shares in the Company ("Capital Raising" or "the Offer") and the listing of the Company on the Australian Stock Exchange ("ASX").

Expressions defined in the Prospectus have the same meaning in this report.

The report does not address the rights attaching to the CDIs to be issued in accordance with the Offer, nor the risks associated with accepting the Offer. Moore Australia Corporate Finance (WA) Pty Ltd has not been requested to consider the prospects for Kincora, nor the merits and risks associated with becoming a shareholder and accordingly has not done so, nor purports to do so.

Consequently, Moore Australia Corporate Finance (WA) Pty Ltd has not made and will not make any recommendation, through the issue of this report, to potential investors of the Company, as to the merits of the Offer and takes no responsibility for any matter or omission in the Prospectus other than responsibility for this report.

2. Scope of Report

The Directors of the Company have requested Moore Australia Corporate Finance (WA) Pty Ltd prepare an Investigating Accountant's Report on:

Statutory Historical Financial Information

The Directors have requested that Moore Australia Corporate Finance (WA) Pty Ltd review:

- The consolidated Statutory Historical Statement of Profit or Loss and other comprehensive income of Kincora for the years ended 31 December 2018 and 2019 and the six months ended 30 June 2020;
- The consolidated Statutory Historical Statement of Cash flows of Kincora for the years ended 31 December 2018 and 2019 and the six months ended 30 June 2020; and
- The consolidated Statutory Historical Statement of Financial Position of Kincora as at 30 June 2020;

which is collectively termed the "Statutory Historical Financial Information".

The Statutory Historical Financial Information is presented in an abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to financial reports in accordance with the *Corporations Act 2001*.

The Statutory Historical Financial Information has been extracted from the audited general purpose financial statements of the Company for the years ended 31 December 2018 and 2019, and for the half year review financial statements of the Company for the six months ended 30 June 2020.

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Statutory Historical Financial Information (continued)

Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants (Vancouver, BC) audited the general purpose financial statements of the Company for the years ended 31 December 2018 and 2019, and reviewed the interim financial statements of the Company for the half-year ended 30 June 2020.

Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants (Vancouver, BC) issued an unmodified opinion on the financial statements for the years ended 31 December 2018 and 2019, and no issues were noted for the half-year review ended 30 June 2020.

The consolidated Statutory Historical Statement of Profit or Loss and other comprehensive income of Kincora for the years ending 31 December 2018 and 2019, and the six months ended 30 June 2020 are included at section 4.3.1 of the Prospectus and are presented without adjustment.

The consolidated Statutory Historical Statement of Cash flows of Kincora for the years ending 31 December 2018 and 2019, and the six months ended 30 June 2020 are included at section 4.3.2 of the Prospectus and are presented without adjustment.

The Statutory Historical Statement of Financial Position as at 30 June 2020 of the Company is included in section 4.3.3 of the Prospectus and is included without adjustment.

Pro Forma Historical Financial Information

The Directors have requested that Moore Australia Corporate Finance (WA) Pty Ltd review:

- The Pro Forma Historical Statement of Financial Position of Kincora as at 30 June 2020 adjusted to include funds to be raised pursuant to the Prospectus and the completion of certain other transactions as disclosed in section 4.4.1 of the Prospectus, as if those events and transactions occurred as at 30 June 2020.

which is collectively termed the “Pro Forma Historical Financial Information”.

The Pro Forma Historical Statement of Financial Position is derived from the Statutory Historical Statement of Financial Position of the Company as at 30 June 2020, adjusted on the basis of the completion of the proposed Capital Raising and the completion of certain other transactions as disclosed in Section 4.4.2, as if those events and transactions occurred as at 30 June 2020. The Pro Forma Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of Kincora’s future financial position.

3. Scope of Review

Directors’ Responsibilities

The Directors of Kincora are responsible for the preparation and presentation of the Statutory Historical and Pro Forma Historical financial information, including the determination of the Pro Forma transactions. The Directors are also responsible for the Information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information presented in the Prospectus that is free from material misstatement whether due to fraud or error.

Our Responsibilities

We have conducted our engagement in accordance with Australian Auditing Standard ASRE 2405 *Review of Historical Financial Information Other than a Financial Report*. We have also considered and complied with the requirements of ASAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information included in a Prospectus or other Document* and ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any Historical Financial Information used to compile the Pro forma Historical Financial Information, nor have we, in the course of this engagement, performed an audit of the financial

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Our Responsibilities (continued)

information used in compiling the Pro Forma Historical Financial Information, or the Pro Forma Historical Financial Information itself.

The purpose of the compilation of the Pro Forma Historical Financial Information is solely to illustrate the impact of the proposed Capital Raising, related transactions and accounting policies on unadjusted financial information of the Company as if the event or application of accounting policies had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed Capital Raising, related transactions and accounting policies would be as presented.

We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- a review of contractual arrangements;
- a review of financial statements, management accounts, work papers, accounting records and other documents, to the extent considered necessary;
- analytical procedures, to the extent considered necessary;
- a review of the audited financial statements of Kincora, including a review of the auditor's work papers and making enquiries of the auditor, to the extent considered necessary;
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, with the accounting policies adopted by the Company;
- a review of the assumptions and pro forma adjustments used to compile the Pro Forma Historical Financial Information; and
- enquiry of Directors, management and advisors of Kincora.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

These procedures have been undertaken to form a limited assurance conclusion as to whether we have become aware of any matters that indicate the Statutory Historical and Pro Forma Historical Financial Information, set out in section 4 of the Prospectus, does not present fairly, in all material respects, in accordance with Australian Accounting Standards and the accounting policies adopted by the Company. This view is consistent with our understanding of the financial position of the Company as at 30 June 2020, the pro forma financial position as at 30 June 2020, and of its financial results and cash flows for the years ended 31 December 2018 and 2019 and for the six month period ended 30 June 2020.

4. Capitalised Costs – Exploration and Evaluation Assets

A significant asset of Koncora's is its interests in exploration and mining tenements, comprising tenement acquisition, exploration and evaluation costs, which have been capitalised in the Statements of Financial Position.

The interests in exploration and mining tenements have been included at either cost of acquisition to Koncora or capitalised exploration and evaluation expenditure incurred, in the Statements of Financial Position.

We have not carried out valuations of the exploration and mining tenements, however they have been reviewed for impairment by the Company and, where appropriate, the carrying values of the capitalised exploration and evaluation costs have been written down where assessed to exceed recoverable amounts. In addition, it should be noted that the value of the exploration and mining tenements may rise or fall depending on such factors as future exploration results and world prices for minerals being sought.

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5. Conclusions

Based on our review, which is not an audit:

- Nothing has come to our attention which causes us to believe that the consolidated Statutory Historical Statements of Profit or Loss and other comprehensive income of Kincora for the years ending 31 December 2018 and 2019, and the six months ended 30 June 2020, as set out in section 4.3.1 of the Prospectus, do not present fairly the results of the Company for the periods then ended in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the consolidated Statutory Historical Statement of Cash Flows of Kincora for the years ending 31 December 2018 and 2019, and the six months ended 30 June 2020, as set out in section 4.3.2 of the Prospectus, do not present fairly the cash flows of the Company for the periods then ended in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the consolidated Statutory Historical Statement of Financial Position of the Company, as set out in section 4.3.3 of the Prospectus, does not present fairly the assets and liabilities of the Company as at 30 June 2020 in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the consolidated Pro Forma Historical Statement of Financial Position of the Company, as set out in section 4.4.1 of the Prospectus, does not present fairly the assets and liabilities of the Company, as at 30 June 2020 in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company, and on the basis of assumptions and transactions set out in section 4.4.2 of the Prospectus.

6. Subsequent Events

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2020 not otherwise disclosed in this report or the Prospectus that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

7. Other Matters

Moore Australia Corporate Finance (WA) Pty Ltd does not have any pecuniary interest that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion on this matter.

Moore Australia Corporate Finance (WA) Pty Ltd will receive a professional fee for the preparation of this Investigating Accountant's Report.

Moore Australia Corporate Finance (WA) Pty Ltd were not involved in the preparation of any other part of the Prospectus and accordingly makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Moore Australia Corporate Finance (WA) Pty Ltd consents to the inclusion of this report in the Prospectus in the form and context in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully

Neil Pace

Neil Pace
Director
Moore Australia Corporate Finance (WA) Pty Ltd

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MOORE AUSTRALIA CORPORATE FINANCE (WA) PTY LTD

Australian Financial Services License No. 240773

FINANCIAL SERVICES GUIDE

This Financial Services Guide is issued in relation to our Investigating Accountants Report for Kincora Copper Limited ("Kincora"). Our report has been prepared at the request of the Directors of Kincora for inclusion in the Prospectus to be dated on or about 26 February 2021 in respect of the initial public offering of fully paid ordinary shares in Kincora and listing of Kincora on the Australian Securities Exchange.

Moore Australia Corporate Finance (WA) Pty Ltd

Moore Australia Corporate Finance (WA) Pty Ltd ("MACF") has been engaged by the directors of Kincora to prepare an Investigating Accountants Report in respect of the initial public offering of CDIs over fully paid ordinary shares in Kincora and listing of Kincora on the Australian Securities Exchange.

MACF holds an Australian Financial Services Licence – Licence No 240773.

Financial Services Guide

As a result of our report being provided to you we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). The FSG includes information on the use of general financial product advice and is issued so as to comply with our obligations as holder of an Australian Financial Services Licence.

Financial Services we are licensed to provide

MACF holds an Australian Financial Services Licence which authorises us to provide reports for the purposes of acting for and on behalf of clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate restructures or share issues, and to carry on a financial services business to provide general financial product advice for securities to retail and wholesale clients.

We provide financial product advice by virtue of an engagement to issue a report in connection with the issue of securities of a company or other entities.

Our report includes a description of the circumstances of our engagement and identifies the party who has engaged us. You have not engaged us directly but will be provided with a copy of our report as a retail client because of your connection with the matters on which our report has been issued. We do not accept instructions from retail clients and do not receive remuneration from retail clients for financial services.

Our report is provided on our own behalf as an Australian Financial Services Licensee authorised to provide the financial product advice contained in this report.

General Financial Product Advice

Our report provides general financial product advice only, and does not provide personal financial product advice, because it has been prepared without taking into account your particular personal circumstances or objectives either financial or otherwise, your financial position or your needs.

Some individuals may place a different emphasis on various aspects of potential investments.

An individual's decision in relation to the proposed transaction may be influenced by their particular circumstances and, therefore, individuals should seek independent advice.

Benefits that we may receive

We will charge fees for providing our report. The basis on which our fees will be determined has been agreed with, and will be paid by, the person who engaged us to provide the report. Our fees have been agreed on either a fixed fee or time cost basis. We estimate that our fees for the preparation of this report will be approximately $20,000 plus GST.

Remuneration or other benefits received by our employees

All our employees receive a salary. Employees may be eligible for bonuses based on overall productivity and contribution to the operation of MACF or related entities but any bonuses are not directly in connection with any assignment and in particular are not directly related to the engagement for which our report was provided.

Referrals

We do not pay commissions or provide any other benefits to any parties or person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

MACF is the licensed corporate advisory arm of Moore Australia (WA) Pty Ltd, Chartered Accountants. The directors of MACF may also be partners in Moore Australia (WA) Pty Ltd Chartered, Accountants.

Moore Australia (WA) Pty Ltd, Chartered Accountants is comprised of a number of related entities that provide audit, accounting, tax, and financial advisory services to a wide range of clients.

MACF's contact details are set out on our letterhead.

Moore Australia Audit (WA), a related entity to MACF, currently provides audit services to Kincora.

Complaints resolution

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Complaints Officer, Moore Australia (WA) Pty Ltd, PO Box 5785, St George's Terrace, Perth WA 6831.

On receipt of a written complaint we will record the complaint, acknowledge receipt of the complaint and seek to resolve the complaint as soon as practical.

If we cannot reach a satisfactory resolution, you can raise your concerns with Australian Financial Complaints Authority Limited ("AFCA"). AFCA is an independent body established to provide advice and assistance in helping resolve complaints relating to the financial services industry. MACF is a member of AFCA. AFCA may be contacted directly via the details set out below.

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

9 Solicitor's Reports on Tenements (Australia and Mongolia)

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Kincora Copper Limited
400 – 837 West Hastings Street
Vancouver, British Columbia
BC V6C 3N Canada

25 February 2021

Solicitor's Report – Mining Tenements

Dear Sir and Madam

We act as legal advisers to Kincora Copper Limited (a company registered in British Columbia, Canada and listed on the TSX Venture Exchange (TSX-V:KCC)) (the **Company**) in connection with the initial public offer (**IPO**) on the Australian Securities Exchange (**ASX**) proposed for March 2021.

This report relates to the following exploration licences (prefix **EL**) granted under the *Mining Act 1992* (NSW) (**MA**) and the associated *Mining Regulation 2016* (NSW) (**MR**), located in New South Wales (**NSW**), Australia for Group 1 Minerals (comprising metallic minerals):

(a) EL 8929 held by Kincora Copper Australia Pty Ltd (ACN 635 807 171) (**Kincora Australia**) which the Company has advised is for project Nyngan;

(b) EL 8960 held by Kincora Australia which the Company has advised is for project Nevertire;

(c) EL 8502 held by RareX Limited (ACN 105 578 756) (**RareX**) for exploration at Jemalong with 65% contractual ownership interest held by the Company;

(d) EL 8222 held by RareX for exploration at Trundle with 65% contractual ownership interest held by the Company;

(e) EL 7748 held by RareX for exploration at Condobolin with 65% contractual ownership interest held by the Company;

(f) EL 6915 held by RareX for exploration at Fairholme Manna with 65% contractual ownership interest held by the Company;

(g) EL 6661 held by RareX for exploration at Cundumbul with 65% contractual ownership interest held by the Company; and

(h) EL 6552 held by RareX for exploration at Fairholme with 65% contractual ownership interest held by the Company,

(together, the **Tenements**).

Kincora Australia is a wholly owned subsidiary of the Company.

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The Company has entered into a joint venture agreement with RareX pursuant to which the Company has acquired a 65% ownership interest in the Tenements for the Jemalong, Trundle, Condobolin, Fairholme Manna, Cundumbul and Fairholme projects (noted in subparagraphs (c) to (h) above). We note that the ownership interest is currently an unregistered equitable interest as it has not been registered against the Tenements (i.e. the Tenements remain registered in the name of RareX rather than those Tenements being registered in the name of the Company or Kincora Australia). As at the date of this Solicitor's Report, the Company has confirmed it will seek to register its ownership interest in the Tenements in the near future.

1. Searches – NSW Tenements

1.1 The legal due diligence enquiries completed in relation to the Tenements located in Australia involved reviewing search results of:

1.1.1 the register of mining tenements maintained by the Department of Planning and Environment (NSW) under the MA, in relation to the Tenements, requested through InfoTrack on 17 February 2021 (**Tenement Searches**);

1.1.2 the public databases for mining tenements in relation to the Company and Kincora Australia (the **Kincora Group**) based on a search term "Kincora Copper" for Northern Territory, Western Australia, South Australia, Victoria, New South Wales, Queensland and Tasmania (noting there is no mining in the Australian Capital Territory apart from quarries used for construction materials as advised by InfoTrack on 11 October 2020) conducted on 16 February 2021 through InfoTrack;

1.1.3 the Register of Native Title maintained by the National Native Title Tribunal (**NNTT**) in respect of the land covered by the Tenements. The searches were conducted on 12 February 2021; and

1.1.4 search results of the Aboriginal Heritage Information Management System (**AHIMS**) kept under the *National Parks and Wildlife Act 1974* (NSW) and maintained by the Office of Environment and Heritage (NSW) for any Aboriginal areas registered over the Tenements (**Heritage Searches**). The searches were requested on 1 February 2021,

(together, the **Searches**).

2. Opinions – NSW Tenements

2.1 As a result of the Searches, subject to our assumptions, qualifications and exceptions set out in this Solicitor's Report, we are satisfied that, as at the date of the relevant Searches, this Solicitor's Report provides an accurate statement as to the:

2.1.1 status of the Tenements and the Group's interests in the Tenements;

2.1.2 validity and good standing of the Tenements;

2.1.3 conditions which apply to the granted Tenements; and

2.1.4 third party interests, including encumbrances, in relation to the Tenements.

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3. Summary of the Solicitor's Report – NSW Tenements

3.1 Subject to the comments and qualifications set out in this Solicitor's Report, as at the date of this Solicitor's Report, we make the comments set out in this Solicitor's Report.

3.2 For further detail, the legislation governing the Tenements is set out in general terms at paragraph 4, 5 and 6 below.

Ownership

3.3 As set out in the Tenement Schedule in Attachment 1 (**Tenement Schedule**), Kincora Australia holds 100% of the registered right, title and interest in the Tenements as follows:

3.3.1 EL 8929 held by Kincora Australia for project Nyngan; and

3.3.2 EL 8960 held by Kincora Australia for project Nevertire.

3.4 Kincora Australia is a wholly owned subsidiary of the Company.

Third-party interests in Tenements

3.5 The Company holds 65% equitable ownership interest, with RareX currently holding 100% ownership, in the following exploration licences:

3.5.1 EL 8502 for project Jemalong;

3.5.2 EL 8222 for project Trundle;

3.5.3 EL 7748 for project Condobolin;

3.5.4 EL 6915 for project Fairholme Manna;

3.5.5 EL 6661 for project Cundumbul; and

3.5.6 EL 6552 for project Fairholme.

3.6 The Company has entered into a joint venture agreement with RareX pursuant to which the Company has acquired a 65% ownership interest in the Tenements listed in paragraph 3.5. We note that the ownership interest is currently an unregistered equitable interest as it has not been registered against the Tenements (i.e. the Tenements remain registered in the name of RareX rather than those Tenements being registered in the name of the Company or Kincora Australia). As at the date of this Solicitor's Report, the Company has confirmed it will seek to register its ownership interest in the Tenements in the near future.

Rent or Fees and Security Deposit

3.7 All of the rental or fee payments due for the current tenement year for each Tenement have been paid in full as confirmed by the Department of Regional NSW on 3 February 2021.

3.8 All security deposits for the Tenements are lodged with the Mining, Exploration and Geoscience Department of Regional NSW in full as at the date of this document.

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Registered dealings and encumbrances

3.9 The Tenement Searches indicate that certain Tenements contain registered dealings. A summary of material dealings, including dealings acknowledging the agreement between the Company and RareX, is provided in the table below:

	Tenement	Project	Dealing type	Dealing start date
3.9.1	EL 8502	Jemalong	Dealing 14 between the Company and RareX	18 March 2020
3.9.2	EL 8222	Trundle	Dealing 26 between the Company and RareX	18 March 2020
3.9.3	EL 7748	Condobolin	Dealing 35 between the Company and RareX	18 March 2020
3.9.4	EL 6915	Fairholme Manna	Dealing 20 between Clancy Exploration Limited, Concordia Resources Corp and Hpx TechCo Inc.	5 December 2013
3.9.5			Dealing 46 between the Company and RareX	18 March 2020
3.9.6	EL 6661	Cundumbul	Dealing 42 between the Company and RareX	18 March 2020
3.9.7	EL 6552	Fairholme	Dealing 12 between Clancy Exploration Limited and Hpx TechCo Inc.	14 May 2013
			Dealing 13 between Clancy Exploration Limited and Hpx TechCo Inc.	14 May 2013
			Dealing 23 between Clancy Exploration Limited, Concordia Resources Corp and Hpx TechCo Inc.	5 December 2013
			Dealing 51 between the Company and RareX	18 March 2020

Extension of term of Tenements

3.10 The Tenement Schedule sets out the expiry date of the Tenements, with the Tenements with an expiry date in 2021 or 2022 listed below:

3.10.1 EL 6915 is due to expire on 18 October 2021;

3.10.2 EL 6552 is due to expire on 2 April 2021; and

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3.10.3 EL 8502 is due to expire on 10 January 2022.

3.11 The Company has instructed us it expects that the Company and RareX will apply for a renewal for these Tenements and that they will be able to satisfy all conditions (including minimum expenditure) to enable the renewal of the Tenements.

3.12 However, renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the projects. There is also a risk that the tenement applications will not be granted to the Company and RareX. These events could have a materially adverse effect on the Company's prospects and the value of the Company's assets in Australia.

Relinquishment

3.13 None of the Tenements include an express requirement for relinquishment of any area. However, an exploration licence will generally be reduced in area by more than 50% on application for renewal as required under section 114A of the MA, unless special circumstances exist that justify retention of all or part of the area. Each request for the waiver of the reduction requirement is assessed on its merits.

Tenement conditions

3.14 There is no indication from the Tenement Searches that any conditions for the Tenements have been breached.

3.15 A broad overview of common general conditions is included in paragraphs 4.12 to 4.14 (inclusive). Special conditions in respect of Tenements is noted in paragraphs 3.16 to 3.27 (inclusive).

Special condition – drilling notification

3.16 Certain Tenements include a special condition that requires the licence holder to notify Department of Primary Industries – Water (NSW) (**DPI Water**) at least 28 days before commencing any drilling operations (for assessable prospecting operations). The notice must include the licence holder's intention to drill the exploratory holes and a description of the nature and location of the proposed exploratory holes.

3.17 In addition, the licence holder is also required to immediately inform the Secretary of the Department of Planning and Environment (NSW) (the **Secretary**) if coal seam is discovered and, as soon as reasonably practicable after the discovery, furnish written particulars of the discovery to the Secretary.

3.18 The Tenements subject to these special conditions are:

3.18.1 EL 8502 for the Jemalong project;

3.18.2 EL 6915 for the Fairholme Manna project; and

3.18.3 EL 6552 for the Fairholme project.

Special condition – Parkes Radio Telescope

3.19 Renewal grant for EL 8222 for the Trundle project requires the licence holder to ensure that prospecting operations that will utilise methods, which are likely to cause interference with the

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Parkes Radio Telescope during its operational hours, are conducted in co-operation and consultation with the Commonwealth Scientific and Industrial Research Organisation (CSIRO).

Special condition – rehabilitation for previous licence

3.20 Certain Tenements are subject to a special condition requiring the licence holder to rehabilitate to the satisfaction of Regional NSW any areas disturbed by operations carried out under previous exploration licences and lodge any reports required in connection with those licences.

3.21 The Tenements subject to this condition are:

3.21.1 EL 8222 for the Trundle project – in respect of EL 4512 and EL 7187; and

3.21.2 EL 6661 for the Cundumbul project – in respect of EL 6180 and EL 6443.

Special condition – activity approvals issued prior to 1 March 2016

3.22 Certain Tenements are subject to a special condition in respect of activity approvals issued prior to 1 March 2016. Any prospecting operations the subject of an activity approval granted pursuant

3.23 to an exploration licence before 1 March 2016 must, in addition to any requirements of that approval, be carried out in accordance with the following Codes of Practice:

3.23.1 Part B of the *Exploration Code of Practice: Environmental Management (July 2015)*; and

3.23.2 Part B of the *Exploration Code of Practice: Produced Water Management, Storage and Transfer (July 2015)*,

with these codes prevailing to the extent of any inconsistency with a requirement of such an activity approval.

3.24 The Tenements subject to this special condition are:

3.24.1 EL 7748 for the Condobolin project;

3.24.2 EL 6915 for the Fairholme Manna project; and

3.24.3 EL 6661 for the Cundumbul project.

3.25 EL 6552 for the Fairholme project is subject to a similar condition, which applies to all activity approvals or transfers whether issued prior to or after 1 March 2016.

Special condition – core and sample storage, retention and disposal

3.26 EL 6552 for the Fairholme project is subject to core and sample storage special condition, whereby the title holder is required to take, and properly label and store for the duration of this Tenement:

3.26.1 core samples of the strata encountered in any drilling carried out under this licence; and

3.26.2 cuttings of the strata encountered when carrying out any non-core drilling prospecting operations under this licence.

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3.27 Another special condition in respect of EL 6552 requires the title holder to:

3.27.1 provide the Minister any such core cuttings, samples or data in relation to the examination of cores or samples as the Minister may require; and

3.27.2 upon the determination of this title, advise the Secretary of the title holder's plans for the continued storage or disposal of cores and samples.

Native Title

3.28 Searches on the Register of Native Title maintained by the NNTT have been undertaken to ascertain whether any native title claim or native title exist over the area for which the Company (in its own name or though RareX) holds the Tenements.

3.29 The search results have revealed that a registered native title claim (Ngemba, Ngiyampaa, Wangaaypuwan and Wayilwan native title determination application) (**Claim**) exists over the following Tenements:

3.29.1 EL 8929 for project Nyngan – 100% of the area is subject to the Claim; and

3.29.2 EL 8960 for project Nevertire – 67.59% of the area is subject to Claim.

3.30 As at 22 February 2021, the Federal Court of Australia has not yet made a decision in respect of the Claim.

3.31 The search results have not revealed any existing native title claims in respect of the areas over which the remainder of the Tenements have been granted (i.e. EL 8502, EL 8222, EL 7748, EL 6915, EL 6661 and EL 6552).

3.32 The Tenements are granted after 23 December 1996 and therefore are subject to the 'future act' regime (refer also to paragraph 5). Each Tenement is subject to the condition that the licence holder cannot prospect on any land or waters within an exploration area where native title has not been extinguished.

3.33 Prior to undertaking any exploration activities on the Tenements, the licence holder is required to ascertain whether the native title has been extinguished.

3.34 Where native title has not been extinguished, the licence holder may prospect on those parts of the land only if it has obtained a written consent from the Minister. The consent can be obtained:

3.34.1 if there is no registered claim lodged within three months of a notice being issued under section 29 of the *Native Title Act 1993* (Cth) (**NT Act**) in relation to the act;

3.34.2 under a 'right to negotiate' agreement (see paragraphs 5.4, 5.5 and 5.6); and

3.34.3 under Indigenous Land Use Agreement (see paragraph 5.6).

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Aboriginal Cultural Heritage

3.35 The Heritage Searches' results have revealed that approximately 39 registered Aboriginal sites or objects are recorded in total across all Tenements:

3.35.1 EL 8222 for project Trundle has approximately 12 recorded Aboriginal sites or objects;

3.35.2 EL 8929 for project Nyngan has approximately 4 recorded Aboriginal sites or objects;

3.35.3 EL 8960 for project Nevertire has approximately 10 recorded Aboriginal sites or objects;

3.35.4 EL 8502 for project Jemalong has approximately 7 recorded Aboriginal sites or objects;

3.35.5 EL 6915 for project Fairholme Manna has approximately 1 recorded Aboriginal sites or objects;

3.35.6 EL 6552 for project Fairholme has approximately 1 recorded Aboriginal site or object;

3.35.7 EL 6661 for project Cundumbul has approximately 3 recorded Aboriginal sites or objects; and

3.35.8 EL 7748 for project Condobolin has approximately 1 recorded Aboriginal site or object.

3.36 Under the *National Parks and Wildlife Act 1974* (NSW) (**NPW Act**), land containing Aboriginal sites or objects may be reserved as an 'Aboriginal area' for the purposes of identifying, conserving and protecting Aboriginal sites or objects.

3.37 We note that not all Aboriginal sites or objects may be included in the Heritage Search results as it may be that not all sites or objects are recorded on the AHIMS register.

4. Governing legislation over the Tenements

Overview

4.1 The MA and associated MR provide the legislative framework for the exploration and mining activities in NSW. Under this framework, no exploration and mining activities can take place without holding the relevant tenement.

Granting exploration licences

4.2 Section 13 of the MA permits any person to apply for an exploration license by lodging an exploration application with the Secretary of the Department of Planning and Environment (NSW) (the **Secretary**). The application must, amongst other things, specify the group or groups of minerals in respect if which the application is made.

4.3 Section 129A of the MA provides that an exploration application (or renewal) must be accompanied by a proposed work program that indicates the nature and extent of operation to be carried out, sets out any commitments in respect of the conduct of these operations and provides

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for the carrying out of activities (community consultation, environmental management and rehabilitation) in correction with or ancillary to these operations.

4.4 Section 22 of the MA provides that the decision-maker may either grant an exploration license over all or part of the land over which the exploration licence is sought or refuse the application.

4.5 An exploration licence may be granted subject to conditions (see Schedule 1B to the MA).

Rights under exploration licences

4.6 Section 29 of the MA allows the holder on an exploration licence to exclusively explore for the specified mineral group within the exploration licence area for the duration of the term of the exploration licence. This right is subject to the terms and conditions contained in the specific exploration licence, the MA and the MR.

4.7 An exploration licence does not give the holder any right to mine within the area without a mining lease, nor does it guarantee that a mining lease will be granted to the applicant over the exploration licence area should a discovery be made within the area.

Term of an exploration licence and renewal

4.8 In accordance with section 27 of the MA, an exploration licence may be granted for a period of up to 6 years.

4.9 An application to renew an exploration licence must be lodged within 2 months before the expiry of the relevant exploration license. The maximum renewal term is 6 years per the renewal.

4.10 Pursuant to section 114A of the MA, an exploration licence will generally be renewed over less than 50% of the area comprising the current exploration licence, unless the decision-maker is satisfied that special circumstances exist. Each application will be assessed on its merits.

4.11 The right to renewal is not automatic and the holder of the exploration licence is required to provide sufficient information and justification in respect of the renewal.

Conditions of exploration licences

4.12 An exploration licence is subject to such conditions as the decision-maker may, when granting the exploration licence, impose, including any reporting requirements.

4.13 Schedule 2 of exploration grants or renewals set out the general conditions and Schedule 3 sets out the special conditions of the exploration licence.

4.14 The general conditions under Schedule 2 include:

4.14.1 Work Program – the holder must conduct any operations or other activities described in the work program and comply with any commitments in relation to the conduct of operations specified in the work program. The work programs specify exploration activities, environmental and community consultations for each year of the licence. The work program also includes an estimated expenditure to complete the activities for each

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year. A work program is updated and submitted on an annual basis as part of Annual Activity Reporting (see 4.14.5 below);

4.14.2 Native Title – the holder is prevented form prospecting on any land or waters within the exploration area on which native title has not been extinguished under the NT Act without the prior written consent of the Minister;

4.14.3 Community Consultation, Environment and Rehabilitation – exploration licence holders are required to comply with the Exploration Codes of Practice, which include the Rehabilitation Code (requiring the holder to rehabilitate land that has been damaged or adversely affected by exploration activities) and the Community Consultation Code. Failure to comply with these conditions may render the exploration licence subject to cancellation. In addition, the general conditions require a licence holder to provide environmental incident notifications and reports to the Secretary no later than within 7 days after such notifications and reports are provided to the relevant authorities under the *Protection of the Environment Operations Act 1997* (NSW);

4.14.4 Security Deposit – the licence holder must provide a security deposit to secure the funding for the fulfilment of obligations under this licence (including future obligations). The minimum security deposit is $10,000, however a higher amount may be required under a specific exploration licence;

4.14.5 Annual Activity Reporting – the licence holder is required (unless otherwise approved by the Secretary) to submit annual activity report prepared in accordance with the Exploration Guideline: Annual Activity Reporting for Prospecting Titles (July 2015) annually within one calendar months following the anniversary date of the licence; on any other date directed by the Secretary; and within a one calendar month following the cancellation or expiry of an exploration licence. Annual activity reporting requires the submission of four components:

4.14.5.1 activity summary and expenditure table;

4.14.5.2 exploration report;

4.14.5.3 environmental management and rehabilitation compliance report; and

4.14.5.4 community consultation report;

4.14.6 Change in Control – if a corporation or a trust is a licence holder, the Minister's prior written approval is required before and change in effective control of the licence holder or a foreign acquisition of substantial control in the licence holder is proposed. This does not apply to change in control as a result of acquisition of shares or other securities on a registered stock exchange; and

4.14.7 Coal Seam Discovery – a licence holder is required to immediately inform the Secretary if the discovered of coal seam and furnish written particulars as soon as reasonably practicable after the discovery.

4.15 In addition to the general conditions generally noted in Schedule 2 of a relevant exploration licence, section 292C of the MA requires the licence holder to pay annual rental fee that arises on

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the grant and on each grant anniversary date that occurs during the term as determined under the MR. The current annual rent for exploration licences is $60 per unit.

4.16 Section 140 of the MA requires the tenement holders to ensure that prior to commencing exploration activities on private land, access agreements are in place with the owner or occupier of the land. In accordance with section 263 of the MA, compensation is generally payable for any damage or loss cause by the activities.

Transfer of exploration licences

4.17 Section 120 of the MA allows a holder of an exploration licence to apply for a transfer of the exploration licence. An exploration licence may be transferred to another person upon approval by the Minister for Regional New South Wales, Industry and Trade. In approving a transfer, the Minister may impose amended or additional conditions on the holder of the exploration licence.

5. Native title

Applicable native title law

5.1 Native title or native title claims exist over parts of NSW. A lodged claim does not necessarily mean that native title exists over the area in the claim. Similarly, absence of a claim does not indicate that native title does not exist in the area. The Federal Court establishes the existence of native title through the determination process.

5.2 In some instances, prior acts have been determined to have extinguished native title (e.g. freehold grants, leases in perpetuity for grazing purposes under the *Western Lands Act 1901* (NSW)).

5.3 The NT Act sets out the processes that must be followed with respect to any 'future acts' – activities or developments on land or waters affecting native title rights and interests. Applications in respect of mining tenements lodged after 23 December 1996 are generally considered future acts which are subject to the processes under the NTA pursuant to section 233 of the NTA. In NSW, in order to gain a validly granted mining lease or exploration licence, the NTA must be followed.

5.4 Native title claimants, who hold a registered native title claim at the time government issues a notice of an act (e.g. of granting a mining tenement), gain a 'right to negotiate' (**RTN**). The RTN process provides the registered native title holders the opportunity to negotiate the terms of a grant of a mining tenement.

5.5 The RTN requires parties to negotiate in good faith regarding the grant of a tenement, however, if the parties are unable to reach an agreement, a party may apply to the NNTT for a determination regarding whether the grant can be made and any conditions attaching to the grant.

5.6 The RTN process does not have to be followed in locations where an Indigenous Land Use Agreement (**ILUA**) has been negotiated with the relevant Aboriginal people and the ILUA has been registered with the NNTT.

5.7 In NSW, exploration licences are generally granted subject to the requirement that the holder of the tenement obtains the Minister's consent before undertaking any exploration activity on land where native title has not been extinguished. Where such extinguishment of native title cannot be ascertained, obtaining the consent from the Minister requires the RTN process to be followed.

5.8 Section 281B of the MA makes tenement holders liable for any native title compensation that may be payable as a result of a mining tenement grant if native title is proven to exist over any land

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subject to the tenement and the native title holders have made an application to the Federal Court for compensation and such compensation has been awarded.

6. Aboriginal Cultural Heritage

Aboriginal Heritage Act

6.1 The *Aboriginal and Torres Strait Islander Heritage Protection act 1984* (Cth) (**Commonwealth Heritage Act**) seeks to preserve and protect any Aboriginal objects and areas that may be located within any tenements.

6.2 The Minister for Aboriginal Affairs may make interim or permanent declarations of preservation regarding significant Aboriginal objects or areas under the Commonwealth Heritage Act. These declarations may have an impact on exploration activities.

6.3 Under section 30K of the NPW Act land containing Aboriginal sites or object may be reserved as 'Aboriginal area' for the purposes of identifying conserving and protecting these sites or objects. Mining or exploring for minerals in an Aboriginal area is unlawful unless expressly authorised.

6.4 In addition to the above, the Minister is also authorised to declare a place of significance to Aboriginal culture to be an 'Aboriginal place' under section 84 of the NPW Act. It is an offence to knowingly destroy, deface or damage, or knowingly permit the destruction, defacement of or damage to, an Aboriginal object or Aboriginal place without the consent of the Director-General.

6.5 In order to satisfy the obligations in relation to Aboriginal heritage, tenement holders generally undertake Aboriginal heritage surveys that involve the relevant traditional owners and, if necessary, archaeologist or anthropologist identifying sites and assessing the impact of proposed exploration activity. The costs of heritage surveys are borne by the tenement holders.

6.6 We understand from management that there are currently no Aboriginal heritage agreements or arrangements in place affecting the Tenements.

7. Material Agreements

7.1 On 29 January 2020, the Company and RareX entered into a binding memorandum of understanding setting out the general terms and conditions on which the Company would be granted an option (**Option**) to acquire a 65% undivided interest in six (6) exploration licences in NSW (EL 8502, EL 8222, EL 7748, EL 6915, EL 6661 and EL 6552) (**Sale Interest**), in consideration for shares in the Company (**Shares**) and a cash payment (**Acquisition**).

7.2 The option period was 6 weeks from the date of the MOU and the Company paid a CAD25,000 non-refundable option fee.

7.3 On 18 March 2020, the Company and RareX entered into an agreement for the Acquisition, on substantially similar terms to the MOU (**RareX Agreement**). The RareX Agreement supersedes the terms of the MOU. Under the RareX Agreement, RareX agreed to sell, and the Company agreed to purchase the Sale Interest for the Consideration. The cash consideration was paid on

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30 March 2020 and the Shares were issued on 27 March 2020.

7.4 Further details of the RareX Agreement are contained in the prospectus for the IPO (**Prospectus**).

8. Assumptions and qualifications

8.1 In relation to the Tenements, we have made the following assumptions in the preparation of this Solicitor's Report:

8.1.1 This is a high-level Solicitor's Report covering material legal issues affecting the Tenements and does not purport to cover all possible issues which may affect the Tenements. This Solicitor's Report is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this Solicitor's Report and were confined to the Searches unless otherwise specified. Although nothing has come to our attention to lead us to believe that any of the assumptions are incorrect, we have not made any independent investigations in respect to the matters the subject of our assumptions. We note that this Solicitor's Report is accurate and complete only to the extent that the information resulting from these Searches was correct as at the date that the searches were conducted.

8.1.2 We are not aware of any material changes in the standing of the Tenements since the date of the Searches.

8.1.3 The Ministers administering the relevant Acts mentioned by this Solicitor's Report and each of their delegates have been validly appointed, have acted within the scope of their power, authority and discretion in granting the Tenements and are able and willing to grant any required consents and approvals under relevant legislation.

8.1.4 The authenticity of all signatures and seals and of any duty stamp or marking.

8.1.5 The effectiveness, accuracy, completeness and conformity to originals of all copy documents submitted to us.

8.1.6 That the documents are within the capacity and powers of, and have been validly authorised, executed, duly stamped (where required) and delivered by and are binding on the parties to them.

8.1.7 That all relevant authorisations were obtained in all relevant jurisdictions prior to all transaction reviewed being entered into and were in full force and effect at all material times and that all obligations under those authorisations have been observed at all times.

8.1.8 Other than where we have indicated more information is required, that there were no documents other than those which were disclosed to us which were related to the issued which we examined.

8.1.9 The constitutional validity of all relevant legislation.

8.1.10 That the registered holder of a Tenement has valid legal title to the Tenement.

8.1.11 That the native title procedures set out in the MA and associated MR were complied with in respect to either the grant or renewal of any of the Tenements.

8.2 Native title or Aboriginal heritage sites or objects may exist in the areas covered by the Tenements. Whilst we have conducted Searches to ascertain what native title claims and heritage

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sites have been registered over these areas, we have not conducted any independent investigations regarding the likely existence or nonexistence of native title or Aboriginal heritage sites or objects.

8.3 We have not investigated whether a tenement holder is or may be in breach of any tenement conditions (other than to the extent that such breach may be disclosed in the Searches).

8.4 No other matters form part of the scope of this Solicitor's Report. We have not been instructed as part of the scope of this Solicitor's Report to, nor have we, concerned ourselves with business or financial due diligence or an assessment of business, financial, technical or regulatory risks aside from those regulatory risks necessarily falling within the scope.

8.5 With regard to Tenements in application stage, we do not express any opinion as to whether such application will be granted and/or the conditions that may be imposed on such a grant.

8.6 Where we state in this Solicitor's Report that 'we have been instructed' or 'we are advised', this indicates that we have relied on statements (whether written or oral) provided by the Company, employees of the Company, or a relevant Government department, respectively. We are unable to verify the accuracy or these statements as this verification is outside the scope of this Solicitor's Report. We have also noted where we have made assumptions and the basis for that assumption.

8.7 This Solicitor's Report relates only to the statute laws of New South Wales and the federal laws of the Commonwealth of Australia in force at, and to court decisions reported prior to, the date of this Solicitor's Report. We express no opinion: (a) as to the laws of any other jurisdiction; (b) as to factual matters; (c) as to the exact interpretation which would be placed by a court upon any particular wording in a material agreement reviewed in connection with this Solicitor's Report (**Material Agreement**) or any other document to which any relevant entity is a party or in some way connected; or (d) on any other document or agreement referred to in the Material Agreement(s) or on the rights and obligations of the parties under such documents or agreements. This Solicitor's Report is strictly limited to the matters stated in it and does not apply by implication to other matters. Where laws are mentioned, this Solicitor's Report does not purport to mention every requirement in respect of the relevant law and items listed after the word 'including' are generally not an exhaustive list. Accordingly, specific legal advice should be obtained for specific questions about individual laws.

9. Consent

9.1 This report is given solely for the benefit of the Company and the directors of the Company in connection with the issue of the Prospectus. This report is not to be relied upon by, or disclosed to, any other person or used for any other purposes or quoted or referred to in any public document (other than in connection with the Prospectus) without our written consent.

Yours faithfully

Alex Worner
Partner
Ernst & Young Australia

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Attachment 1

Summary of licences

The table below sets out a summary of all exploration licences and applications of Kincora Copper Australia Pty Ltd in Australia, identified through InfoTrack conducted on 17 February 2021. EY searches did not reveal any exploration licences or applications held by any other member of the Kincora Group aside from Kincora Copper Australia Pty Ltd.

It is noted that a number of exploration licence search results indicate that the holder of the exploration licence is Rarex Limited. These exploration licences also indicate that a registered dealing exists between Kincora Copper Limited and Rarex Limited in respect of these licences. The Company has entered into a joint venture agreement with RareX pursuant to which the Company has acquired a 65% ownership interest in the Tenements listed in paragraph 3.5. We note that the ownership interest is currently an unregistered equitable interest as it has not been registered against the Tenements (i.e. the Tenements remain registered in the name of RareX rather than those Tenements being registered in the name of the Company or Kincora Australia).

In respect of the exploration licences held by Rarex Limited, the 'Percent' column in the below table indicates Kincora Group's equitable interest in the exploration licence as evident from the disclosures provided by the management. The actual search results retrieved through InfoTrack do not display Kincora Copper Limited's equitable ownership interest in the exploration licences held by RareX Limited. As at the date of this Solicitor's Report, the Company has confirmed it will seek to register its ownership interest in the Tenements in the near future.

Title ID	Project	Status	Holder	Percent	Holding type	Commodity	Location	Expiry Date	Area km^2	Security– Paid / outstanding (as at 3 February 2021)	Annual rent ($60 per unit) – Paid / outstanding (as at 3 February 2021)	Surface exception / Depth restriction
EL8929	Nyngan	Grant – current	Kincora Copper Australia Pty Ltd	100%	Holder	Group 1[1]	About 30.31km NNE of Nyngan	06-Jan-23	260 units – approximately 761.76km^2	$10,000 – paid in full	Paid in full	Nil / nil
EL8960	Nevertire	Grant - current	Kincora Copper Australia Pty Ltd	100%	Holder	Group 1	About 38.75km ESE of Nyngan	24-Mar-23	131 units – approximately 382.63km^2	$10,000 – paid in full	Paid in full	Nil / nil

[1] *Mining Regulations 2016* (NSW) lists Group 1 (Metallic minerals) as antimony, arsenic, bismuth, cadmium, caesium, chromite, cobalt, copper, galena, germanium, gold, indium, iron minerals, lead, lithium, manganese, mercury, molybdenite, nickel, niobium, platinum, platinum group minerals, rare earth minerals, rubidium, scandium and its ores, selenium, silver, sulphur, tantalum, tin, tungsten and its ores, vanadium, zinc, zirconia

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Title ID	Project	Status	Holder	Percent	Holding type	Commodity	Location	Expiry Date	Area km^2	Security – Paid / outstanding (as at 3 February 2021)	Annual rent ($60 per unit) – Paid / outstanding (as at 3 February 2021)	Surface exception / Depth restriction
EL8502	Jemalong	Grant - current	RareX Limited	65%	Equitable interest Group 1		About 48.58km WSW of Forbes	10-Jan-22	32 units – not stated	$10,000 – paid in full	Paid in full	Nil / nil
EL8222	Trundle	Renewal - current	RareX Limited	65%	Equitable interest Group 1		About 29.05km ESE of Fifield	15-Jan-24	58 units – approximately 167.01km^2	$66,000 – paid in full	Paid in full	Nil / nil
EL7748	Condobolin	Renewal - current	RareX Limited	65%	Equitable interest Group 1		About 5.80km NNW of Condobolin	26-May-24	15 units – approximately 43.13km^2	$10,000 – paid in full	Paid in full	Nil / nil
EL6915	Fairholme Manna	Renewal - current	RareX Limited	65%	Equitable interest Group 1		About 42.89km SE of Condobolin	18-Oct-21	40 units – not stated	$10,000 – paid in full	Paid in full	Nil / nil
EL6661	Cundumbul	Renewal - current	RareX Limited	65%	Equitable interest Group 1		About 24.80km S of Wellington	15-Nov-23	12 units – approximately 34.63km^2	$10,000 – paid in full	Paid in full	Nil / nil
EL6552	Fairholme	Renewal - current	RareX Limited	65%	Equitable interest Group 1		About 46.07km SSE of Condobolin	2-Apr-21	19 units – not stated	$10,000 – paid in full	Paid in full	Nil / nil

DATED 27 November 2020

Avinex Partners LLP
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Ulaanbaatar, Mongolia
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KINCORA COPPER LIMITED

EXCEPTIONS BASIS ONLY LEGAL DUE DILIGENCE REPORT

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PART 1 - INTRODUCTION

Please refer to Part 1 for the definitions of the capitalised terms used in this Part.

1. SCOPE

This Report has been prepared for the benefit of the Company within the scope specified in this Report. The scope of this Report does not cover due diligence or assessments that are required under Mongolian laws for initial public offering of companies in securities exchange.

This Report is not to be relied upon by, or disclosed to, any other person or used for any other purposes or quoted or referred to in any public document without our written consent.

Unless otherwise indicated, this Report is based solely on the Information and this Report is concerned only with issues arising from the Information reviewed in the context of Mongolian laws.

The enquiries we completed in relation to this Report was strictly limited to reviewing:

(a) Searches of the register of exploration and mining mineral licenses maintained by Mineral Resources and Petroleum Authority (MRPAM), under the Minerals Law;

(b) Searches of the register maintained by the Classified Archive of Courts on whether the Subsidiaries were involved in civil proceedings as a defendant within past three years; and

(c) Searches of the register maintained by the General Executive Agency of Court Decisions on whether the Subsidiaries owe any unexecuted court decision payments ("**Searches**").

Our investigations were confined to the Searches. We have not carried out any independent searches except specified above. We note that this Report is accurate and complete only to the extent that the information resulting from the Searches and the documents specified in the Information were true and correct as of their respective dates.

We have not made enquiries as to the presence of heritage places, aboriginal sites, objects or remains in the Mineral Licenses, and we have not made enquiries about the presence or adequacy of previous surveys.

We have not made enquires as to whether the Subsidiaries have established a community development agreement with local administrative bodies under applicable laws of Mongolia.

We have not been instructed as part of the scope of this Report to, nor have we, concerned ourselves with business or financial due diligence or an assessment of business, financial, technical or regulatory risks, due diligence on whether the Company obtained valid land usage rights for lands that fall under the Minerals Licenses and due diligence on the validity of Subsidiaries' environmental approvals or their conformity with applicable laws of Mongolia.

We have made no detailed investigations of the commercial, financial, taxation, environmental or insurance position of the Company, its Subsidiaries or its affiliated companies, neither have we been instructed as part of the scope of this Report to conduct investigation on preceding matters.

We have made no enquiries into the anti-trust or competition law issues that may affect the Company, its Subsidiaries or its affiliated companies and have not reviewed any documentation pertaining to employees, assets and liabilities of the Company and its Subsidiaries or its affiliated companies and anti-money laundering policies of the Company, its subsidiaries or affiliated companies.

This Report does not comment on the commercial nature of any of the documents reviewed by Avinex Partners LLP.

This Report is dated 27 November 2020. On 16 November 2020, we had completed our investigations and carried out no further review after that date. This Report does not relate to any information which we received, or which was brought to our attention after 16 November 2020.

Where laws are mentioned, this Report does not purport to mention every requirement in respect of the relevant law and items listed after the word 'including' are generally not an exhaustive list. Accordingly, specific legal advice should be obtained for specific questions about individual laws.

The Information has been reviewed by lawyers who are qualified lawyers in Mongolia. This Report was reviewed and approved by Mongolian-qualified lawyers on the basis of Mongolian law and Mongolian legal practice.

2. ASSUMPTIONS

We have made a number of assumptions in carrying out our review and these are set out in Appendix 2 of this Report.

3. LIABILITY

This Report is intended to be relied upon only on the terms set out in it. We accept no responsibility for any reliance which may be placed on the Report on any other basis. Further, we accept no responsibility whatsoever for any such reliance on it and we hold no liability or responsibility for losses arising from the accurateness and correctness of the documents specified in the Information.

We note that this Report is accurate and complete only to the extent that the information resulting from the Searches and the documents specified in the Information were true and correct as of their respective dates.

To the extent that any losses were incurred as a result of reliance on any matter covered by this Report and in respect of which we have been negligent, our liability in respect of the loss is limited to the extent that and only in the proportion that the loss is agreed by us to be attributable to our negligence or is finally determined to be so attributable by judicial or other relevant process.

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PART 2 – DEFINITIONS

In this Report:

"**Appendix**" means an appendix to this Report;

"**Company**" means the Kincora Copper LLC;

"**Information**" means all the information listed in Appendix 1;

"**Minerals Licenses**" means the minerals exploration and mining licenses issued by the MRPAM under the Minerals Law to the Company's Mongolian subsidiaries:

License details	License Type	Subsidiary Holding Company
MV-021681	Mining license	Nadmin Ibex LLC
XV-017977	Exploration license	Golden Grouse Ibex LLC
XV-020294	Exploration license	Golden Grouse Ibex LLC

"**Minerals Law"** means the *Minerals Law of Mongolia*, adopted on 8 July 2006, as amended;

"**MNT**" means Mongolian tugrugs, the lawful currency of Mongolia;

"**MRPAM**" means the Mineral Resources and Petroleum Authority of Mongolia, the Mongolian state authority in charge of mineral resource licensing;

"**Part**" means a part of this Report, including Part 1, Part 2 and Part 3;

"**Report**" means this due diligence report including the assumptions and qualifications, together with all schedules and appendices;

"**Section**" means a numbered section or paragraph of this Report;

"**Subsidiaries**" means Nadmin Ibex LLC and Golden Grouse Ibex LLC;

"**USD**" means United States American dollar, the lawful currency of United States of America;

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PART 3 – REPORT

1. Minerals Licenses

We have not conducted any due diligence in relation to any of the assets of the Company, other than in relation to the Minerals Licenses. We recommend to procure a separate financial due diligence on the profitability or financial position of the Company.

On the face of the copy, the certificate would appear to be in order. The Minerals Licenses authorizes Subsidiaries to carry out minerals' exploration activities in Ulaan khudag, Khanbogd soum, Umnugobi province, Manlai soum, Umnugobi province and Mandakh soum, Dornogobi province and mining activities in Khunguit, Mandakh soum, Dornogobi province.

Subject to the comments and qualifications set out in this Report, as of the date of this Report, we make the comments set out below.

Further detail regarding the legislation governing the Minerals Licenses is set out in Section 2 below.

1.1 Ownership

As set out in the Schedule specified in Appendix 3 (Minerals Licenses Schedule), the Company and its respective Subsidiaries hold 100% of the registered right, title and interest in the Minerals Licenses.

1.2 Validity

According to the reference letters we received from MRPAM with No. 8/5204 dated 10 November 2020 and No. 8/5231 dated 11 November 2020, the exploration licenses with number XV-017977 and XV-020294, and mining license with number MV-021681 are valid as of 09 November 2020.

1.3 Status of ongoing applications

We have received reference letters from MRPAM with No. 8/5205 and 8/5206 dated 10 November 2020 specifying that there are no on-going mining license applications submitted by neither of the Subsidiaries as of 09 November 2020.

1.4 License Fees

According to the reference letter we received from MRPAM with No. 8/5204 and 8/5231 dated 10 November 2020, all applicable license fees for the current financial year for each Mineral Licenses have been paid in full. Please refer to the Mineral Licenses Schedule for the dates when relevant fees are due on each Mineral License.

There are no free carried or other equity ownership in the Mineral Licenses as of the date of this Report.

1.5 Registered dealings and encumbrances

According to the reference letter we received from MRPAM with No. 8/5204 and 8/5231 dated 10 November 2020, there are no registered encumbrances such as mortgages or pledges in or over the Mineral Licenses as of 09 November 2020.

1.6 Extension of term of Mineral Licenses

The Mineral Licenses Schedule sets out the expiry date of the Mineral Licenses. The exploration license No. XV-017977 was issued on 27 February 2018 and its term was extended until 27 February 2021 while the exploration license No. XV-020294 was issued on 3 February 2019 and its term was extended until 03 February 2022. Under Article 21.1.5

of the Minerals Law, exploration license, except for radioactive minerals' exploration license, can be extended by three years up to three times.

1.7 Relinquishment

There are no relinquishment conditions included in any of the Minerals Licenses. However, license holders have the right to relinquish their exploration or mining licenses in full or partially under Articles 54.1[1] and 55.1[2] of the Minerals Law.

1.8 Mineral Licenses' conditions

The conditions applicable to each Mineral Licenses are set out in the Mineral Licenses Schedule.

2. Governing legislation over the Mineral Licenses

2.1 Overview

In Mongolia, the governing legislation concerning minerals' exploration and mining is the Minerals Law. Under Minerals Law, land right holders cannot explore or mine minerals beneath the ground. These activities can only be conducted by the relevant license holders.

According to the Minerals Law, there are two types of mineral related licenses:

- An exploration license, under which the license holder can explore minerals in a designated area.
- A mining license, under which the license holder can mine and extract minerals, and keep the related benefits.

Licenses can only be held by legal entities that are registered in Mongolia under Article 7.1 of the Minerals Law. The minerals underneath the ground are officially the property of the state. Once extracted in accordance with the applicable laws, title to the ore or minerals passes to the relevant license holder.

The following main laws and regulations regulate mining and exploration related activities in Mongolia.

- Minerals Law;
- Law of Mongolia on Commonly Distributed Minerals;
- Law of Mongolia on Prohibiting Mineral Exploration and Mining Operations at Headwaters of Rivers, Protected Zones of Water Reservoirs and Forested Areas (often referred to as the "**Long name law**"); and
- Law of Mongolia on Environmental Protection.

2.2 Regulatory authorities

The Ministry of Mining and Heavy Industry is in charge of implementing mining-related government policies and laws, and has the authority to approve regulations on mineral resources' exploration and mining.

MRPAM grants mining and exploration licenses and monitors the operations of license holders. The registration of mining and exploration licenses and licensed areas is

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[1] Article 54.1 of the Minerals Law: "*Exploration or mining license holder has the right to relinquish the licensed area granted to it in full on its own volition by submitting a request in accordance with the form approved by relevant governmental organization*."

[2] Article 55.1 of the Minerals Law: "*Exploration or mining license holder has the right to relinquish their license area granted to it partially in accordance with the procedure specified in this article*."

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maintained by the MRPAM. Security over the licenses is registered with the MRPAM and MRPAM may terminate licenses based on grounds specified by applicable laws.

The Ministry of Environment and Tourism approves environmental protection plans for mining and exploration license holders. Without approval, the license may be subject to termination or suspension.

2.3 Rights under exploration and mining licenses

An exploration license grants the holder the exclusive right to access the land within the granted exploration area for the purpose of conducting mineral exploration activities (including the construction of temporary structures) in accordance with the Minerals Law and approved exploration programmes (submitted to, approved by and reported to MRPAM on an annual basis). Rights are also given to the license-holder to traverse and pass over land that is owned or possessed by others to access the licensed area.

A mining license grants the holder the rights to use mineral and sell the minerals found within the licensed area, to access the land within the granted mining area for the purpose of conducting mineral mining activities (including the construction of temporary structures) and to use land and water in accordance with relevant Mongolian laws.

2.4 Term of exploration and mining license

Exploration licenses are granted for an initial three-year term and can be extended up to three times for additional three-year periods. The maximum period that an exploration license can be held by a holder is 12 years from the date of initial issuance. Exploration license holders must apply for an extension at least one month before the license term is due to expire under the Minerals Law.

Mining licenses are granted for an initial term of 30 years and can be extended twice for additional 20-year periods. MRPAM can decide whether to grant an extension on mining license depending on the minerals reserve. Licenses for minerals with radioactivity are subject to a different regime. Mining license holders must apply for their license extension not less than two years prior to expiry.

2.5 Conditions of exploration and mining licenses

2.5.1 Fees

Exploration license holders must pay annual fees for each hectare of the licensed area, as follows:

- In the first year, the fee is MNT145 per hectare.
- In the second year, the fee is MNT290 per hectare.
- In the third year, the fee is MNT435 per hectare.
- In the fourth to sixth year, the annual fee is MNT1,450 per hectare.
- In the seventh to ninth year, the annual fee is MNT2,175 per hectare.
- In the tenth to 12th year, the annual fee is MNT7,250 per hectare.

Mining license holders must annually pay MNT21,750 per hectare of the licensed area. The annual license fee per hectare for deposits of limestone, coal and minerals designated for domestic production is MNT7,250. These fees must be paid in advance each year.

2.6 Liability and fees

Exploration license holders must conduct exploration within the territory of the licenses and their annual expenditure for each hectare must not be less than a specified amount

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depending on the term of the license. The Minerals Law provides the minimum expenditure amounts as follows:

- Second to third year, USD0.5.
- Fourth to sixth year, USD1.0.
- Seventh to ninth year, USD1.5.
- Tenth to 12th year, USD10.

The aforementioned expenditure is verified by MRPAM, who has the authority to conduct on-site inspections. Further, MRPAM has the authority to terminate the exploration license in the event expenditure amount does not meet the amount specified above. As for mining license, the Minerals Law does not provide minimum expenditure obligations.

Both exploration and mining license holders must enter into a community development agreement with the local administrative body. The purpose of this agreement is to:

- Protect the environment.
- Develop local infrastructure.
- Increase local employment.

Mining license holders and their contractors are obliged to hire Mongolian citizens, and a quota for foreign staff is currently capped at 10% of the total number of employees under Article 43.1 of the Minerals Law.

License holders must also reimburse local citizens directly in full if they cause damage to local facilities or historical and cultural heritage during exploration and mining operations.

2.7 Cultural Heritage

2.7.1 Any native owner or cultural heritage considerations

Under the Article 40[1].2 of the Minerals Law, Subsidiaries are required to obtain archeological and paleontological reports prior to commencing exploration or mining activities. Currently, archaeological and palaeontological site visits and reports for the exploration license with No. XV-020294 and the mining license with No. MV-021681 have been duly obtained in accordance with the Minerals Law.

With regards to the exploration license with No.XV-017977, its archaeological and palaeontological site visit and report was issued in 2012 to Golden Grouse Ibex LLC when the license was named No.15075X. MRPAM terminated Golden Grouse Ibex LLC's exploration license with No.15075X and issued exploration license with No.XV-017977 to Golden Grouse Ibex LLC on the same land as No.15075X by its decision number 2/109 dated 26 February 2015.

Since being issued exploration license with No. XV-017977 on 27 February 2015, Golden Grouse Ibex LLC has not had archaeological or palaeontological site visit and has not obtained archaeological or palaeontological report.

We note that not updating the archaeological and palaeontological site visits and reports for the exploration license No. XV-017977 will not constitute grounds for license termination nor imposition of any form of sanction or penalty by the MRPAM. However, we recommend Golden Grouse Ibex LLC to have archaeological and palaeontological site visits for the exploration license with No. XV-017977 again for the purposes of compliance.

3. Litigation and claims

We have received reference letters from the relevant courts in relation to court proceedings to which Subsidiaries may be party to.

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The reference letters we received from the Classified Archive of Courts confirms that as of 05 November 2020, neither of the Subsidiaries were involved in civil proceedings as a defendant in past three years at first instance courts of Bayanzurkh district, Sukhbaatar district, Chingeltei district, Bayangol district, and Khan-Uul district.

Additionally, we received reference letters from the General Executive Agency of Court Decisions, dated 04 November 2020 in relation to any unexecuted court decision payments owed by Subsidiaries. According to the letter, neither of the Subsidiaries have any outstanding debts in relation to unexecuted court decision payment as of the date of the reference letter.

Yours faithfully,

Sergelentuya Ariunbold
Partner, Avinex Partners LLP

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APPENDIX 1 - THE INFORMATION

	KINCORA COPPER LIMITED	
Number/ Reference	**Title**	**Language**
1.	Statement from Institute of Archaeology and History of Mongolian Academy of Sciences dated 03 April 2012 with No. 14/01/a.a	Mongolian
2.	Statement from Institute of Archaeology and History of Mongolian Academy of Sciences dated 02 May 2012 with No. 39/01/a.a	Mongolian
3.	Statement from Institute of Archaeology and History of Mongolian Academy of Sciences dated 08 November 2016 with No. 1/596	Mongolian
4.	Statement from Institute of Paleontology and Geology of Mongolian Academy of Sciences dated 01 October 2012 with No. 222	Mongolian
5.	Statement from Institute of Paleontology and Geology of Mongolian Academy of Sciences dated 12 November 2012 with No. 278	Mongolian
6.	Statement from Institute of Paleontology and Geology of Mongolian Academy of Sciences dated 17 November 2016 with No. T/80	Mongolian
7.	Statement from Mineral Resources and Petroleum of Mongolia dated 26 February 2020 with No. 2/109	Mongolian
8.	Minerals Exploration License Certificate dated 03 February 2016	Mongolian
9.	Minerals Exploration License Certificate dated 27 February 2015	Mongolian
10.	Minerals Mining License Certificate dated 01 September 2020	Mongolian
11.	Reference letter from Mineral Resources and Petroleum of Mongolia dated 10 November 2020 with No. 8/5204	Mongolian
12.	Reference letter from Mineral Resources and Petroleum of Mongolia dated 10 November 2020 with No. 8/5205	Mongolian
13.	Reference letter from Mineral Resources and Petroleum of Mongolia dated 10 November 2020 with No. 8/5206	Mongolian
14.	Reference letter from Mineral Resources and Petroleum of Mongolia dated 11 November 2020 with No. 8/5231	Mongolian
15.	Reference letter from the Classified Archive of Courts dated 05 November 2020 with No. 24264	Mongolian
16.	Reference letter from the Classified Archive of Courts dated 05 November 2020 with No. 24265	Mongolian
17.	Reference letter from the General Executive Agency of Court Decision dated 04 November 2020 with No.0026323	Mongolian
18.	Reference letter from the General Executive Agency of Court Decision dated 04 November 2020 with No.0026324	Mongolian

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APPENDIX 2 - ASSUMPTIONS

In preparing this Report we have made following assumptions (unless it is expressly stated to the contrary):

1. the Information supplied to us was accurate, complete and not misleading when supplied and remains so;

2. each copy of an executed document supplied or shown to us conforms to the original and that the original is complete and each signature and seal is genuine;

3. each executed document supplied to us is in full force and has not been terminated or amended (other than as is obvious on the face of the document) and no obligation under that document has been waived;

4. each party to a document supplied to us has the right, power and authority, and has taken all actions necessary to validly conclude, and to exercise its rights and perform its obligations under the document, including making or obtaining any filings, registrations, approvals, consents, licenses, authorisations or exceptions;

5. the documents referenced in this Report were executed within the capacity and powers of, and have been validly authorised, executed, duly stamped (where required) and delivered by and are binding on the parties to them.

6. each party to a document reviewed by us entered into the document in good faith for the purposes of and for the benefit of its business and the binding effect of the document is not affected by fraud, illegality, duress, undue influence, misrepresentation or mistake, and the document has not been entered into by any party to it in connection with money laundering or any other unlawful activity;

7. where there is an express choice of jurisdiction to govern a document supplied to us, this will be recognized and upheld by courts or arbitration panels (as the case may be) in that jurisdiction or in any other jurisdiction;

8. no proceedings have been or are contemplated or instituted or injunction granted against any party to any document supplied to us to restrain it from performing any of its obligations under that document;

9. no party to a document supplied to us has passed a resolution for its winding up and no proceedings have been instituted or steps taken for the winding up of such a party or the appointment of an administrator or receiver in respect of all or any assets of such a party (or for any equivalent procedure in any jurisdiction);

10. any translation of a document provided to us into English which was originally written in another language is accurate and complete;

11. each document, form or notice which should have been delivered to the relevant authority, office or body on behalf of or relating to Subsidiaries have been delivered and that the records at that authority, office or body available for public inspection are complete, accurate and up-to-date and include all information; and

12. no party to a document supplied to us is resident in or connected with a territory which is subject to any embargo, sanction or similar restriction imposed by the United Nations, the Council of the European Union or the legislature of Mongolia.

13. there have been no material changes in the standing of the Mineral Licenses since the date of the Searches.

14. the Regulatory Authorities administering acts and issuing reference letters mentioned in this Report and each of their delegates have been validly appointed, have acted within the scope of their power, authority and discretion in granting the Minerals Licenses and in issuing reference letters and are able and willing to grant any required consents and approvals under relevant legislation.

15. there are no defaults or contraventions under any agreement or instrument (other than those specifically set out in this Report) which have led or will lead to litigation or have adverse consequences.

16. all relevant authorisations were obtained in all relevant jurisdictions prior to all transaction reviewed being entered into and were in full force and effect at all material times and that all obligations under those authorisations have been observed at all times.

17. the registered holder of Mining License has valid legal title to the Mining License.

18. required agreements, specifically community development agreement, were established with local administrative bodies in accordance with Article 42.1 of the Minerals Law in respect of to any of the Minerals Licenses.

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Appendix 3

Mineral Licenses Schedule

Registration No.	Registered holder/owner	Mine type (eg opencast etc)	Date of grant or application	Expiry date	Area covered by licence (Ha)	Locality	Annual Mining Fee (MNT)	Renewal rights
9019053097	Nadmin Ibex LLC	Mineral Mining MV-021681	01 September, 2020	01 September.2050	3,439.88 ha	Mandakh soum of Dornogobi province	74.817.390 1st year annual fee for 2020	01 September.2050
9019067012	Golden Grouse Ibex LLC	Mineral Exploration XV-017977	27 February, 2015	27 February.2021	24,649.26 ha	Mandakh soum of Dornogobi province, Manlai soum of Umnugobi province	35.741.427 6th year annual fee for 2020	27 February.2021
9019067012	Golden Grouse Ibex LLC	Mineral Exploration XV-020294	03 February, 2016	03 February.2022	3,954.52 ha	Khanbogd soum of Umnugobi province	5.734.054 5th year annual fee for 2020	03 February.2022

Exploration license fee is estimated for each hectare within the exploration area at the following rates: MNT145 for the first year, MNT290 for the second and MNT435 for the third year of the term of the exploration license; MNT 1450 for each hectare during fourth to sixth years of the term of the exploration license; MNT 2175 for each of the seventh to ninth years of the term of the exploration, MNT 7250 for each of the ninth to twelfth years of the term of the exploration license. Exploration license is granted for an initial three-year term and can be extended up to three times for additional three-year periods. The maximum period that an exploration license can be held by a license holder is 12 years from the date of initial issuance.

Mining license fee payable for each hectare within the mining area is MNT 21,750 per annum.

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Appendix 4

Licences/Permits

АШИГТ МАЛТМАЛ, ГАЗРЫН ГОЛ БҮТЭЦ ГАЗАР

АШИГТ МАЛТМАЛ АШИГЛАЛТЫН ТУСГАЙ

ЗӨВШӨӨРӨЛ

Дугаар *MV-021681*

Ашигт малтмалын тухай Монгол Улсын хуулийн 26 дугаар зүйлийг үндэслэн

Дорноговь аймаг /хот/-ийн

Мандах сум /дүүрэг/-ын

Хүнгүйт нэртэй газарт орших

3439.88 гектар талбай бүхий уурхайн талбайд хуульд заасан нөхцөл, шаардлагын дагуу ашигт малтмал ашиглахыг зөвшөөрч улсын бүртгэлийн *9019053097* тоот гэрчилгээтэй *"Надмин Айбекс" гадаадын 100% хөрөнгө оруулалттай ХХК* -д энэхүү тусгай зөвшөөрлийг *2050.09.01* дуустал хугацаагаар олгов.

Тусгай зөвшөөрөл хавсралтгүй бол хүчингүй.

КАДАСТРЫН ХЭЛТСИЙН
ДАРГЫН ҮҮРГИЙГ ТҮР
ОРЛОН ГҮЙЦЭТГЭГЧ Д.БАТМАГНАЙ

2020 оны 9 сарын 1 өдөр
Улаанбаатар хот

0000488

ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 1 ДҮГЭЭР ХАВСРАЛТ

MV-021681

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Огноо, гарын үсэг, тэмдэг
001-NM	• Бүртгэв: Ашиглалтын тусгай зөвшөөрөл олгосон 2020.09.01, дуусах хугацаа 2050.09.01 • Тусгай зөвшөөрлийн 1 дахь/дэх жилийн төлбөрийг төлөв • Кадастрын хэлтсийн даргын 2020.08.28-ний 312 тоот шийдвэр	2020.09.01

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ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 2 ДУГААР ХАВСРАЛТ

MV-021681

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Хүчин төгөлдөр талбайн хэмжээ /га/	Хасагдах талбайн хэмжээ /га/	Тусгай зөвшөөрлийн талбайн солбицлууд, огноо, гарын үсэг, тэмдэг		
				#	Уртраг	Өргөрөг
001-NM	• Ашиглалтын тусгай зөвшөөрлийг анх олгосон 2020.09.01 2020.09.01 Чинзориг Д.	3439.88 Га	0 Га	1 2 3 4	107° 54' 55" 107° 50' 31.54" 107° 50' 31.54" 107° 54' 55"	44° 2' 40" 44° 2' 40" 44° 5' 50" 44° 5' 50"
				2020-09-01		Д.Чинзориг

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[State Symbol]

MINERAL RESOURCE AND PETROLEUM AUTHORITY OF MONGOLIA
MINERAL MINING LICENSE

License number: MV-021681

Based on the Article 26 of the Law of Mongolia on Minerals, the minerals' mining license is granted to Nadmin Ibex LLC with state registration certificate number 9019053097, a 100% foreign invested legal entity, until 01 September 2050 and the aforementioned legal entity is hereby granted a permission to conduct mining activities in mining field located at Khunguit, Mandakh soum, Dornogobi province with 3439.88 hectare size in accordance with the terms and conditions specified in applicable laws.

This license is not valid without its annexes.

ACTING CHAIRMAN OF THE
CADASTRE DEPARTMENT [Signature and stamp] D. BATMAGNAI

Date of issue: 01 September.2020
Ulaanbaatar city

0000488

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ANNEX 1 OF THE LICENSE MV-021681

This annex is not valid without its license certificate

Number	Grounds of amendments to the license	Date, signature, chop
001-NM	• Registered: Mining license issued on 01 September 2020 Expiration date 01 September 2050 • License's first year annual fee is paid • Resolution No.312 issued by the Chairman of Cadastre Department dated 28 August 2020.	Stamp of Cadastre Department 2020.09.01

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ANNEX 2 OF THE LICENSE MV-021681

This annex is not valid without its license certificate

Number	Grounds of amendments to the License	Valid area size /ha/	Area to be deducted /ha/	Licensed area coordinates, date, signature, chop		
				#	**Longitudes**	**Latitudes**
001-NM	• Date when the mining license was first issued 01 September 2020 01 September 2020 Chinzorig.D	3439.88 Ha	0 Ha	1 2 3 4	107° 54' 55" 107° 50' 31.54" 107° 50' 31.54" 107° 54' 55" Cadastre Department stamp Date: 01 September 2020.	44° 2' 40" 44° 2' 40" 44° 5' 50" 44° 5' 50" Signature of the specialist D.Chinzorig

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АШИГТ МАЛТМАЛЫН ГАЗАР

АШИГТ МАЛТМАЛЫН ХАЙГУУЛЫН ТУСГАЙ

ЗӨВШӨӨРӨЛ

Дугаар *XV-017977*

Ашигт малтмалын тухай Монгол Улсын хуулийн 19 дүгээр зүйлийг үндэслэн

Дорноговь, Өмноговь аймаг /хот/-ийн

Мандах, Манлай сум /дүүрэг/-ын

Манлай нэртэй газарт орших

24649.26 гектар талбайг хамарсан хайгуулын талбайд хуульд заасан нөхцөл, шаардлагын дагуу ашигт малтмал хайхыг зөвшөөрч улсын бүртгэлийн *9019067012* тоот гэрчилгээтэй

"Голдей гроуз" ХХК -д

энэхүү тусгай зөвшөөрлийг *2018.02.27* дуустал хугацаагаар олгов.

Тусгай зөвшөөрөл хавсралтгүй бол хүчингүй.

КАДАСТРЫН ХЭЛТСИЙН ДАРГА Н.ЧИНБААТАР

2015 оны 2 сарын 27 өдөр

Улаанбаатар хот

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ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 1 ДҮГЭЭР ХАВСРАЛТ

XV-017977

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Огноо, гарын үсэг, тэмдэг
002-TN	• Бүртгэв: Сонгон шалгаруулалтад тэнцэв. • Кадастрын хэлтсийн даргын 2015.02.26-ны 109 тоот шийдвэр	2015-02-27 КАДАСТРЫН ХЭЛТЭС ХТХ0958
003-FE	• Бүртгэв: Тусгай зөвшөөрлийн 2 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2016.02.27 – 2017.02.27 хүртэл	2016.01.26 31 АМГ КАДАСТРЫН ХЭЛТЭС ХТХ0958
004-CN	• Бүртгэв: Тусгай зөвшөөрлийн эзэмшигчийн нэрийг 9019067012 тоот улсын бүртгэлийн дугаартай Голден гроуз айбекс гадаадын 100% хөрөнгө оруулалттай ХХК болгон өөрчлөх. Компаний улсын бүртгэлийн гэрчилгээ болон Улсын бүртгэлийн ерөнхий газрын тодорхойлолтыг үндэслэн компаний оноосон нэрийг өөрчлөв. • Кадастрын хэлтсийн даргын 2017.01.07-ний --- тоот	2017.01.07
005-FE	• Бүртгэв: Тусгай зөвшөөрлийн 3 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2017.02.27 – 2018.02.27 хүртэл	2017-03-07 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
006-FE	• Бүртгэв: Тусгай зөвшөөрлийн 4 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2018.02.27 – 2019.02.27 хүртэл	2018-02-08 2 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
007-EE	• Бүртгэв: Тусгай зөвшөөрлийг 2021.02.27 хүртэл сунгав • Кадастрын хэлтсийн даргын 2018.02.08-ны 75 тоот шийдвэр	2018-02-08 2 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
008-FE	• Бүртгэв: Тусгай зөвшөөрлийн 5 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2019.02.27 – 2020.02.27 хүртэл	2019-02-26 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595

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ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 1 ДҮГЭЭР ХАВСРАЛТ

XV-017977

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Огноо, гарын үсэг, тэмдэг
009-FE	• Бүртгэв: Тусгай зөвшөөрлийн 6 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2020.02.27 – 2021.02.27 хүртэл	2020-02-28

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ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 2 ДУГААР ХАВСРАЛТ

XV-017977

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Хүчин төгөлдөр талбайн хэмжээ /га/	Хасагдах талбайн хэмжээ /га/	Тусгай зөвшөөрлийн талбайн солбицлууд, огноо, гарын үсэг, тэмдэг		
				#	Уртраг	Өргөрөг
002-TN	• Бүртгэв: Сонгон шалгаруулалтад тэнцэв. • Кадастрын хэлтсийн даргын 2015.02.26-ны 109 тоот шийдвэр	24649.26 Га	0 Га	1 2 3 4	107° 50' 31.53" 107° 40' 1.58" 107° 40' 1.55" 107° 50' 31.55"	44° 0' 1.87" 44° 0' 1.86" 44° 9' 31.39" 44° 9' 31.41"
				2015-02-27	Д. Мягмарсүрэн	

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[State Symbol]

MINERAL RESOURCE AND PETROLEUM AUTHORITY OF MONGOLIA
MINERAL EXPLORATION LICENSE

License number: XV-017977

Based on the Article 19 of the Law of Mongolia on Minerals, minerals' exploration license is granted to Golden Grouse LLC with state registration certificate number 901967012, until 27 February 2018 and the aforementioned legal entity is hereby granted a permission to conduct minerals' exploration activities in exploration field located at Mandakh soum of Dornogobi province and Manlai soum of Umnugobi province with 24649.26 hectare size in accordance with the terms and conditions specified in applicable laws.

This license is not valid without its annexes.

CHAIRMAN OF THE
CADASTRE DEPARTMENT [Signature and stamp] CHINBAATAR.N

Date of issue: 27 February 2015
Ulaanbaatar city

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ANNEX 1 OF THE LICENSE XV-017977
This annex is not valid without its license certificate

Number	Grounds of amendments to the license	Date, signature, chop
002-TN	• Registered: Passed selection process. • Resolution No.109 issued by the Chairman of Cadastre Department dated 26 February 2015.	Cadastre Department chop dated 27 February, 2015.
003-FE	• Registered: Paid 2nd year license fee Period: 27 February, 2016 – 27 February, 2017	Cadastre Department chop dated 26 January 2016.
004-CN	• Registered: to change the name of the license holder to Golden Grouse Ibex LLC, 100% foreign invested legal entity, with state registration certificate No.9019067012. to change the name of the company based on the statement issued by the General Authority for State Registration and Company's state registration certificate. • Resolution issued by the Chairman of Cadastre Department dated 07 January 2017.	Cadastre Department chop dated 07 January 2017.
005-FE	• Registered: Paid 3rd year's license fee Period: 27 February 2017 – 27 February 2018	Cadastre Department chop dated 07 March. 2017
006-FE	• Registered: Paid 4th year's license fee Period: 27 February 2018 – 27 February 2019	Cadastre Department chop dated 08 February 2018
007-EE	• Registered: Term of the License extended until 27 February 2021 • Resolution No.75 issued by the Chairman of Cadastre Department dated 08 February 2018	Cadastre Department chop dated 08 February 2018
008-FE	• Registered: Paid 5th year's license fee Period: 27 February, 2019 – 27 February, 2020	Cadastre Department chop dated 26 February, 2019

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ANNEX 1 OF THE LICENSE **XV-017977**

This annex is not valid without its license certificate

Number	Grounds of amendments to the license	Date, signature, chop
009-FE	• Registered: Paid 6th year's license fee Period: 27 February 2020 – 27 February 2021	Cadastre Department chop dated 28 February, 2020

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ANNEX 2 OF THE LICENSE XV-17977

This annex is not valid without its license certificate

Number	Grounds of amendments to the License	Valid area size /ha/	Area to be deducted /ha/	Licensed area coordinates, date, signature, chop		
002-TN	• Registered: Passed selection process • Resolution No.109 issued by the Chairman of Cadastre Department dated 26 February 2015.	24649.26 ha	0 ha	#	**Longitudes**	**Latitudes**
				1 2 3 4	107° 50’ 31.53” 107° 40’ 1.58” 107° 40’ 1.55” 107° 50’ 31.55” Cadastre Department stamp Date: 27 February 2015.	44° 0’ 1.87” 44° 0’ 1.86” 44° 9’ 31.39” 44° 9’ 31.41” Signature of the specialist Myagmarsuren.D

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АШИГТ МАЛТМАЛЫН ГАЗАР
MINERAL RESOURCES AUTHORITY

АШИГТ МАЛТМАЛЫН ХАЙГУУЛЫН ТУСГАЙ

ЗӨВШӨӨРӨЛ

Дугаар *XV-020294*

Ашигт малтмалын тухай Монгол Улсын хуулийн 19 дүгээр зүйлийг үндэслэн

Өмнөговь аймаг /хот/-ийн

Ханбогд сум /дүүрэг/-ын

Улаан худаг нэртэй газарт орших

3954.52 гектар талбайг хамарсан хайгуулын талбайд хуульд заасан нөхцөл, шаардлагын дагуу ашигт малтмал хайхыг зөвшөөрч улсын бүртгэлийн *9019067012* тоот гэрчилгээтэй *"Голден гроуз" гадаадын 100% хөрөнгө оруулалттай ХХК* -д энэхүү тусгай зөвшөөрлийг *2019.02.03* дуустал хугацаагаар олгов.

Тусгай зөвшөөрөл хавсралтгүй бол хүчингүй.

КАДАСТРЫН
ХЭЛТСИЙН ДАРГА Н.ЧИНБААТАР

2016 оны 2 сарын 3 өдөр
Улаанбаатар хот

0000830

ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ 1 ДҮГЭЭР ХАВСРАЛТ

XV-020294

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Огноо, гарын үсэг, тэмдэг
001-NE	• Бүртгэв: Хайгуулын тусгай зөвшөөрлийг анх олгосон 2016.02.03, дуусах хугацаа 2019.02.03 • Тусгай зөвшөөрлийн 1 дахь/дэх жилийн төлбөрийг төлөв • Кадастрын хэлтсийн даргын 2016.01.25-ны 81 тоот шийдвэр	2016-02-03 2 АМГ КАДАСТРЫН ХЭЛТЭС УХА0595
002-CN	• Бүртгэв: Тусгай зөвшөөрлийн эзэмшигчийн нэрийг 9019067012 тоот улсын бүртгэлийн дугаартай Голден гроуз айбекс гадаадын 100% хөрөнгө оруулалттай ХХК болгон өөрчлөх. Компаний улсын бүртгэлийн гэрчилгээ болон Улсын бүртгэлийн ерөнхий газрын тодорхойлолтыг үндэслэн компаний оноосон нэрийг өөрчлөв. • Кадастрын хэлтсийн даргын 2017.01.07-ний --- тоот	2017.01.07. 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА 595
003-FE	• Бүртгэв: Тусгай зөвшөөрлийн 2 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2017.02.03 – 2018.02.03 хүртэл	2017-01-31 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
004-FE	• Бүртгэв: Тусгай зөвшөөрлийн 3 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2018.02.03 – 2019.02.03 хүртэл	2018-01-23 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
005-EE	• Бүртгэв: Тусгай зөвшөөрлийг 2022.02.03 хүртэл сунгав • Кадастрын хэлтсийн даргын 2019.01.02-ний 2 тоот шийдвэр	2019-01-02 2 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
006-FE	• Бүртгэв: Тусгай зөвшөөрлийн 4 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2019.02.03 – 2020.02.03 хүртэл	2019-01-28 1 АМГТГ КАДАСТРЫН ХЭЛТЭС УХА0595
007-FE	• Бүртгэв: Тусгай зөвшөөрлийн 5 дахь/дэх жилийн төлбөрийг төлөв. Хугацаа 2020.02.03 – 2021.02.03 хүртэл	2020-01-30 1 АМГТГ КАДАСТРЫН ХЭЛТЭС

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ТУСГАЙ ЗӨВШӨӨРЛИЙН ГЭРЧИЛГЭЭНИЙ
2 ДУГААР ХАВСРАЛТ

XV-020294

Тусгай зөвшөөрлийн гэрчилгээгүй бол хүчингүй.

Дэс дугаар	Тусгай зөвшөөрөлд орох өөрчлөлтийн үндэслэл	Хүчин төгөлдөр талбайн хэмжээ /га/	Хасагдах талбайн хэмжээ /га/	Тусгай зөвшөөрлийн талбайн солбицлууд, огноо, гарын үсэг, тэмдэг		
				#	Уртраг	Өргөрөг
001-NE	• Хайгуулын тусгай зөвшөөрлийг анх олгосон 2016.02.03	3954.52 Га	0 Га	1	106° 52' 21.59"	43° 18' 12.1"
				2	106° 49' 44.34"	43° 18' 12.1"
				3	106° 51' 25.95"	43° 20' 12.5"
				4	106° 49' 50.63"	43° 22' 15.5"
				5	106° 51' 32.34"	43° 24' 15.9"
				6	106° 49' 56.93"	43° 26' 18.94"
				7	106° 50' 50.19"	43° 27' 21.93"
				8	106° 52' 21.59"	43° 27' 21.93"
				2016-02-03	Ш.Мандахжаргал	

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[State Symbol]

MINERAL RESOURCE AND PETROLEUM AUTHORITY OF MONGOLIA
MINERAL EXPLORATION LICENSE

License number: XV-020294

Based on the Article 19 of the Law of Mongolia on Minerals, minerals' exploration license is granted to Golden Grouse LLC with state registration certificate number 901967012, until 03 February 2019 and the aforementioned legal entity is hereby granted a permission to conduct minerals' exploration activities in exploration field located at Khanbogd soum of Umnugobi province with 3954.52 hectare size in accordance with the terms and conditions specified in applicable laws.

This license is not valid without its annexes.

CHAIRMAN OF THE
CADASTRE DEPARTMENT [Signature and stamp] CHINBAATAR.N

Date of issue: 03 February 2016
Ulaanbaatar city

000830

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ANNEX 1 OF THE LICENSE XV-020294

This annex is not valid without its license certificate

Number	Grounds of amendments to the license	Date, signature, chop
001-NE	• Registered: Exploration license issued date: 03 February, 2016 Expiration date 03 February,2019 • Paid first year annual license fee • Resolution No.81 issued by the Chairman of Cadastre Department dated 25 January 2016.	Cadastre Department chop dated 03 February, 2016.
002-CN	• Registered: to change the name of the license holder to Golden Grouse Ibex LLC, 100% foreign invested legal entity, with state registration certificate No.9019067012. to change the name of the company based on the statement issued by the General Authority for State Registration and Company's state registration certificate. • Resolution issued by the Chairman of Cadastre Department dated 07 January 2017.	Cadastre Department chop dated 07 January, 2017.
003-FE	• Registered: Paid 2nd year license fee Period: 03 February,2017 – 03 February, 2018	Cadastre Department chop dated 31 January, 2017.
004-FE	• Registered: Paid 3rd year license fee Period: 03 February,2018 – 03 February, 2019	Cadastre Department chop dated 23 January, 2018.
005-EE	• Registered: Term of the license extended until 03 February, 2022 • Resolution No.2 issued by the Chairman of Cadastre Department dated 02 January 2019.	Cadastre Department chop dated 02 January, 2019.
006-FE	• Registered: Paid 4th year license fee Period: 03 February, 2019 – 03 February,2020	Cadastre Department chop dated 28 January, 2019.
007-FE	• Registered: Paid 5th year license fee Period: 03 February,2020 – 03 February, 2021	Cadastre Department chop dated 30 January, 2020.

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ANNEX 2 OF THE LICENSE **XV-020294**

This annex is not valid without its license certificate

Number	Grounds of amendments to the License	Valid area size /ha/	Area to be deducted /ha/	Licensed area coordinates, date, signature, chop		
001-NE	• Date when the exploration license was first issued 03 February, 2016	3954.52 ha	0 ha	#	**Longitudes**	**Latitudes**
				1	106° 52' 21.59"	43° 18' 12.1"
				2	106° 49' 44.34"	43° 18' 12.1"
				3	106° 51' 25.95"	43° 20' 12.5"
				4	106° 49' 50.63"	43° 22' 15.5"
				5	106° 51' 32.34"	43° 24' 15.9"
				6	106° 49' 56.93"	43° 26' 18.94"
				7	106° 50' 50.19"	43° 27' 21.93"
				8	106° 52' 21.59"	43° 27' 21.93"
					Cadastre Department chop dated 03 February, 2016.	Signature of the specialist Mandakhjargal.D

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10 Material Agreements

The Directors consider the following contracts (and related arrangements) in this Section 10 to be significant or material to Kincora or of such a nature that an investor may wish to have details of them when assessing whether to apply for CDIs.

The contract summaries below are included for the information of potential investors in the Offer, but do not purport to be complete.

10.1 Kincora Copper Limited Share Option Plan

The Company has established the Kincora Copper Limited Share Option Plan dated 25 September 2019 (the **Plan**). The Plan is administered by the Board and has been established to facilitate the acquisition of Shares by the Company's service providers (including employees and directors). The key terms of the Plan are set out below.

(a) **Eligibility**

Directors, officers, employees and certain consultants (including their wholly owned companies) are eligible to participate in the Plan (**Service Providers**).

(b) **Grant of Options**

The Board may, from time to time, in its absolute discretion, grant an Option to a Service Provider, on the terms set out in the rules of the Plan.

(c) **Plan limit**

The maximum aggregate number of Shares that may be reserved to satisfy:

(a) the exercise of Options under the Plan; and

(b) the exercise of any other options and/or share awards granted under any other share incentive plan operated by the Company

on any day, is equal to 10% of the common shares of the Company on that day.

(d) **Option main terms**

Each Option is a right to purchase a number of Shares in the Company, at an exercise price per Share, subject to the following terms:

(a) *Exercise price:* The exercise price is set by the Board and cannot be less than the Discounted Market Price (as defined under Policy 1.1 of the TSX-V Policies).

(b) *Exercise period:* An Option will be exercisable for a maximum period of 10 years from the grant date (unless it is extended in the event of a black-out period – see below), subject to meeting any applicable vesting conditions.

(c) *Effect of a black-out period:* Where the end of an exercise period in respect of an Option falls during a black-out period (in connection with the Company's insider trading policy or applicable securities legislation), the exercise period of an Option may be extended for up to 10 business days, following the end of the black-out period.

(d) *Vesting:* Options may be subject to vesting conditions which will generally require the Service Provider to remain employed or continue to provide services to the Company for a minimum period and, at the discretion of the Board, may also be subject to the achievement of certain milestones.

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(e) *Effect of a change of control and take-over bid:* Options will generally become exercisable immediately upon a change of control, or on the receipt of a take-over bid.

(f) *Ceasing to be a Service Provider:* Where the holder of an Option (**Optionee**) ceases to be a Service Provider, an Option will remain exercisable until the end of the applicable exercise period, except for the following circumstances:

- where the Optionee ceases to be employed by, or provide services to, the Company, the Option may be exercised, to the extent vested at that time, for a period of 90 days (or such other time as determined by the Board, but not exceeding one year) from the date of cessation;
- where an Optionee is dismissed from employment or service for cause, the Option, whether or not vested, will be immediately terminated and will cease to be exercisable; and
- in the event of the Optionee's death, the Option may be exercised by the Optionee's personal representatives for a period ending on the earlier of (1) 12 months from the date of the Optionee's death, and (2) the expiry date of the Option.

(e) **Variation of share capital**

(a) In the event of any variation to the share capital of the Company, including a subdivision or consolidation of the Shares, the number of Shares that may be acquired under an Option will be adjusted, to ensure that Optionees do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

(b) In the event of a capital reorganisation, reclassification, change of outstanding equity shares, a consolidation, merger or amalgamation of the Company, or a sale of the property of the Company, the number of Shares in respect of which an Option subsists will be adjusted, in accordance with the terms of the relevant event.

(f) **Not transferrable**

Options are exercisable only by the Optionee to whom they are granted and are not assignable or transferable (other than in the event of the Optionee's death, where they may be transferred to the Optionee's personal representatives).

Following Listing, the Company will consider the implementation of any new employee share plans, to allow options to be granted in future.

10.2 RareX Transaction

On January 29th, 2020, the Company and RareX Limited (**RareX**) entered into a binding memorandum of understanding setting out the general terms and conditions on which the Company would be granted an option (**Option**) to acquire a 65% undivided interest in six (6) exploration licences in New South Wales Australia (**Sale Interest**), in consideration for shares in the Company and a cash payment (**Acquisition**).

The option period was 6 weeks from the date of the MOU and the Company paid a C$25,000 non-refundable option fee.

On March 18th, 2020, the Company and RareX entered into an agreement for the Acquisition (as defined above), on substantially similar terms to the MOU (**RareX Agreement**). The RareX Agreement supersedes the terms of the MOU. Key terms of the RareX Agreement are as follows:

(a) **Consideration:**

RareX agreed to sell, and the Company agreed to purchase the Sale Interest for the Consideration. The cash consideration was paid on 30 March 2020 and the Shares were issued on 27th March 2020.

(b) **Title and Risk:**

Title and risk in the Sale Interest passed to the Company on closing.

(c) **Escrow:**

The Shares acquired by RareX in connection with the Acquisition are subject to a voluntary lock up (**RareX Escrow**) for a period of 12 months from the closing date (**RareX Escrow Period**). The RareX Escrow provides that the Shares may not, without prior written consent from the Company, be sold or otherwise transferred during the RareX Escrow Period, unless a bone fide third party offer is made to acquire all issued and outstanding shares of the Company and such offer constitutes a takeover bid within the meaning of the Securities Act (British Columbia). The RareX Escrow Period ends on 27th March 2021.

(d) **Joint Venture:**

As previously announced to the market, the Company is the sole funder of all exploration activities until a Positive Preliminary Economic Assessment (**PEA**) has been completed.[48] The RareX Agreement requires the Company and Rare X to enter into a Joint Venture Agreement (**RareX JV**) once a Positive PEA has been completed on the land subject of the exploration licences. This has not yet occurred.

Pursuant to a tripartite Escrow agreement between the Company, RareX and Farris LLP (Farris) dated 18th March 2020, Farris was appointed as escrow agent to hold 14,950,000 common shares of the Company (Escrow Agreement) (pre a 3:1 share consolidation). The Escrow Agreement expires at the earlier of release of the share certificates by Farris and written agreement of the Company and RareX. No fees are payable to Farris however the Company and RareX will reimburse Farris for reasonable expenses.

10.3 Shareholder Subscription Agreements

EBRD Agreement

Pursuant to a Subscription Agreement between the Company and the European Bank for Reconstruction and Development (**EBRD**) dated 21st September 2017, EBRD has the following rights:

(a) For as long as EBRD beneficially owns at least 2.5% of the total issued common shares in the Company (on a non-diluted basis), EBRD has the right to participate in any subsequent offering of the Company's securities on a pro-rata basis, excluding securities granted under the Company's stock option plan or securities issued as non-cash consideration for the acquisition of mining related interests; and

(b) For as long as EBRD owns any common shares in the Company, the Company has agreed that it will seek EBRD's consent to dispose of any interest in the Company's Mongolian subsidiaries, Nadmin and Golden Grouse.

LIM Asia Agreement

Pursuant to a Subscription Agreement between LIM Asia Special Situations Master Fund Limited (**LIM Asia**) and the Company dated June 2019, LIM Asia has the following rights:

(a) So long as LIM is an "insider"[49] of the Company it is entitled to designate a qualified individual (as acceptable to the Company, acting reasonably) to be appointed as a director of the Company until the next AGM, and thereafter nominated as a management nominee for director at subsequent AGMs. LIM's nominated Director on the Board is Lewis Marks.

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[48] Kincora Copper press release "*Kincora grows a district scale landholding in Lachlan Fold Belt*", 30 January 2020.

[49] "Insider" means, for the purposes of TSX-V Corporate Policies:
i. a director or officer of the Company or a person performing functions similar to those performed by a director or officer of the Company;
ii. a director or officer of a company that is considered an Insider or subsidiary of the Company;
iii. a person or entity who beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or
iv. the Company itself, if it holds any of its own securities.

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(b) For as long as LIM is an "insider" of the Company, it has the right to participate in any subsequent offering of the Company's securities on a pro-rata (non-diluted) basis.

Century Agreement

Pursuant to Subscription Agreements between Century Development Limited (**Century**) and the Company dated 9th May 2019 and 17th August 2020, Century has the following rights:

(a) So long as Century is an "insider" of the Company it is entitled to designate a qualified individual (as acceptable to the Company, acting reasonably) appointed as a director of the Company until the next AGM, and thereafter nominated as a management nominee for director at subsequent AGMs. As at the date of this Prospectus, Century is an "insider" but does not have a nominee Director on the Board; and

(b) So long as Century is an "insider" of the Company, it shall have the right to participate in any subsequent offering of the Company's securities on a pro-rata (non-diluted) basis.

10.4 Directors and Management

CEO Agreement

The Company has entered into a Consulting Agreement with Spring Investments & Consulting Pty Ltd (Spring Investments) commencing 26th September 2019 providing the services of Mr Jonathan (Sam) Spring.

The key terms of the agreement are as follows:

(a) Mr Spring is the President and Chief Executive Officer of the Company;

(b) Mr Spring will undertake and perform the duties and responsibilities commonly associated and commensurate with the position of President and Chief Executive Officer;

(c) Mr Spring is to report to the Board and advise it to the best of his ability;

(d) The Base Fee is $300,000 per annum, $80,000 of which may be satisfied by the issuance of shares;

(e) Spring Investments is entitled to participate in any bonus plan put into place by the Board for executive-level positions. The Company may grant stock options to Mr Spring on behalf of Spring Investments;

(f) Mr Spring will be eligible to participate in such benefit plans as the Company establishes from time to time, and in a manner no less than that granted to other senior executives of the Company;

(g) Spring Investments must provide Mr Spring's services for a minimum of 47 weeks in every calendar year, with such off weeks to be at a time or times which are approved by the Board. On termination any excess period of service will be paid out in cash;

(h) Either party may terminate the agreement by providing 90 days' notice in writing. the Company may also terminate the agreement for cause in certain circumstances;

(i) A change of control provision provides either party one year from the date of such change of control to elect to terminate the agreement;

(j) A "change of control" shall be deemed to have occurred when a third party or existing shareholder, by means directly or indirectly, acquires the right or has the ability to appoint or elect the majority of the Board of Directors;

(k) In the event that such an election is made, Spring Investments is entitled to one-half of the Base Fee plus an amount that is equivalent to one half the average annual cash bonus paid to Spring Investments in the two fiscal years of the Company preceding the change of control; and

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(l) If the agreement is terminated without cause or due to a change in control, any unvested stock options will vest and become exercisable by Mr Spring for the 90 day notice period.

10.5 Drilling and Exploration

Trundle Project drilling contract

Kincora Australia has a drilling services agreement with DrillIt Consulting Pty Ltd (**DrillIt**), in relation to operations at the Trundle Project. The key terms are as follows:

(a) **Scope of services:**

Drilling programme at Trundle. Drillit is to supply the drilling rig and ancillary equipment, personnel, consumables required to carry out the works, motor vehicles, communications systems and safety equipment.

(b) **Occupational health and safety requirements:**

Drillit is to conform with Kincora Australia's site safety management plan in addition to its own site safety management plan. All personnel of Drillit are to complete a site induction by Kincora Australia prior to commencing work. Drillit is to observe Kincora Australia's emergency response plan.

(c) **Term:**

From 21st March 2020 and rolling until the services have been fulfilled.

(d) **Fees:**

The total contract value exceeds A$250,000.

10.6 Joint Lead Manager Mandate

On 29th November 2020 the Company entered into an agreement with Morgans Corporate Limited and Bridge Street Capital Partners Pty Ltd (the **Lead Managers**) in relation to the Lead Managers acting as joint lead manager to the Offer.

(a) **Lead Managers' Role:**

The Lead Managers will:

(a) provide advice on and assist the Company to coordinate the presentation and marketing of the Company and the offer to potential investors in the Company;

(b) participate in the due diligence process as members of the due diligence committee formed in relation to the Offer, however the Lead Managers are not responsible for the offer documentation (including the Prospectus) or other documentation issued in connection with the Offer;

(c) assist the Company with the overall management of the Offer;

(d) liaise with regulatory bodies as required; and

(e) provide other assistance in relation to the Offer if requested by the Company and as agreed in writing.

(b) **No Underwriting Commitment:**

The agreement is not an underwriting agreement, and therefore there is no commitment by the Lead Managers to underwrite the Offer.

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(c) **Fees:**

In consideration for the Joint Lead Managers providing the services under the agreement to the Company, the Company agrees to pay:

(a) a management fee of 2.0% of the gross proceeds;

(b) a selling fee of 4.0% of the gross proceeds received by the Company from investors introduced by the Joint Lead Managers; and

(c) Lead Manager Options equal to:

- 10% of the total number of new shares of the Company raised in connection with the offer, split equally between the Lead Managers if the gross proceeds exceed $5,000,000;
- 15% of the total number of new shares of the Company raised in connection with the offer, split equally between the Lead Managers if the gross proceeds exceed $7,500,000;
- 20% of the total number of new shares of the Company raised in connection with the offer, split equally between the Lead Managers if the gross proceeds equal or exceed $10,000,000.

In each case, the options will be unlisted, have a 3 year expiry and a strike price equivalent to 150% of the Offer price.

The Lead Manager Options cannot be issued by the Company until the Company has adopted the provisions of ASX Listing Rule 15.12 into its Articles. The Company intends to put to shareholders a resolution to adopt the provisions of ASX Listing Rule 15.12 into its Articles at its next annual general meeting (**AGM**). In case that the resolution to adopt the ASX Listing Rule provisions is not passed by shareholders, the Company may not be able to issue the Lead Manager Options. In such event, we note:

- the Company will consider asking shareholders to re-consider the approval of the proposed resolution to avoid the potential of a cash lump sum payment to the Joint Lead Managers; and/or
- the Company may discuss and agree the provision of alternative compensation with the Joint Lead Managers which could include a cash settlement payment to the Joint Lead Managers which currently cannot be estimated as such amount has not been determined.

The Lead Manager Options will be subject to a 24 month escrow from the date the CDIs are quoted on the ASX. The Company has provided to ASX an undertaking not to issue any restricted securities (as defined by the ASX Listing Rules) until the provisions of ASX Listing Rule 15.12 is adopted into its Articles.

Fees are payable on settlement of the Offer as a deduction from the Gross Proceeds.

(d) **Expenses**

The Company must reimburse the Lead Managers for all costs and expenses incurred by the Lead Managers in providing the services under the agreement.

(e) **Indemnity**

The Company agrees to indemnify, on an after-tax basis, the Lead Managers and their related bodies corporate, branches and affiliates from all claims and losses arising directly or indirectly from the services provided under the agreement. Only the Lead Managers may enforce the rights of the indemnified parties under the agreement.

(f) **Limitation of Liability**

The Lead Managers accept no responsibility in case the Offer does not proceed. The Company will make its own independent assessment of the risks, benefits and sustainability of the Offer.

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(g) **Break fee**

If an alternative transaction (being an initial public offering of the Company on the ASX or an offering of equity securities or hybrid securities without the involvement of the Lead Managers or another public offering) is announced during the term of the agreement or any time within 6 months after the termination of the agreement, and without the Lead Managers' consent, the Company must pay a break fee to the Lead Managers.

The break fee is payable at (i) 2.0% of the gross value of the alternative transaction if the gross value of such transaction is between $2,500,000 and $10,000,000 and (ii) $250,000 if the gross value of the alternative transaction is $10,000,000 or greater. The break fee is not incurred if the alternative transaction has a gross value of less than $2,500,000.

(h) **Future capital raisings**

Provided the Offer subject of the agreement is completed, the Lead Managers have the right for 12 months following completion of the offer to participate as the Joint Lead Manager of any capital raisings to be undertaken by the Company on the ASX during the period of 12 months from the date that the Company's CDIs commence trading on the ASX.

10.7 Mongolia portfolio strategic review and term sheet

On December 14th, 2020, the Company announced a binding terms sheet executed with Resilience Mining Mongolia Pty Ltd (**RMM**) for Kincora's Mongolian asset portfolio (**Terms Sheet**). The Terms Sheet provided RMM with an initial two-month period of exclusivity to 31 January 2021 (**First Exclusivity Period**), paid for in monthly cash instalments, to complete due diligence, legal agreements and capital market activities (including completing an initial minimum capital raising). Provided the initial minimum capital raising is met, the First Exclusivity Period may be extended by RMM by a further three-month exclusivity period (**Second Exclusivity Period**). The Terms Sheet considers that the parties will negotiate and enter into a definitive Option and Acquisition Agreement (**RMM Agreement**) in due course.

If the conditions in the Term Sheet are subsequently met, RMM will have the right, pursuant to the RMM Agreement, to exercise an option to acquire 80% of the Mongolian assets (**Acquisition**). The Acquisition is conditional on:

(a) Continued monthly cash payments by RMM for on-going exclusivity relating to Kincora's Mongolian portfolio

(b) Completion of due diligence review by RMM

(c) RMM raising a minimum of A$6 million in new equity

(d) RMM achieving successful listing and quotation of its securities on the ASX

If the option is exercised, Kincora will retain a 20% effective free carried asset level interest for Kincora's existing Mongolia portfolio until certain project milestones are met, have the right of first refusal for a 20% effective asset level interest in any new Mongolian projects, a 9.9% stake in RMM and the right to a board seat. The RMM shares issued to Kincora upon exercise of the option will be subject to a 12-month voluntary escrow period. Kincora will obtain all necessary consents and approvals in relation to the Acquisition.

In February 2021, the parties agreed to suspend the timeframes under the Terms Sheet however this suspension was lifted with effect from 19 February and the parties have agreed that (i) the First Exclusivity Period will run until 15 March 2021 or such later date as the parties may agree and (ii) the Second Exclusivity Period will run from 16 March 2021 until 16 June 2021. The Company will continue to update the market in relation to any material developments in accordance with the TSX-V Policies.

The RMM Agreement is expected to conform to the terms described in the Terms Sheet and include customary terms for an agreement of this nature, including the potential for conditions precedent to completion, standard warranties in relation to the assets and liabilities of the Mongolian portfolio and, if necessary, a mechanism for adjustment of liabilities accrued before completion. The Company will continue to update the market in relation to any material developments in accordance with the TSX-V Policies and it does not anticipate that a supplementary

prospectus will be required in the event that the RMM Agreement is executed before admission to the Official List, unless the terms are materially different to those described above.

As further described in Section 11.7, one of the Mongolian subsidiaries has received notice of a tax claim from the MTA relating primarily to the 2016 merger with IBEX (**MTA Claim**).

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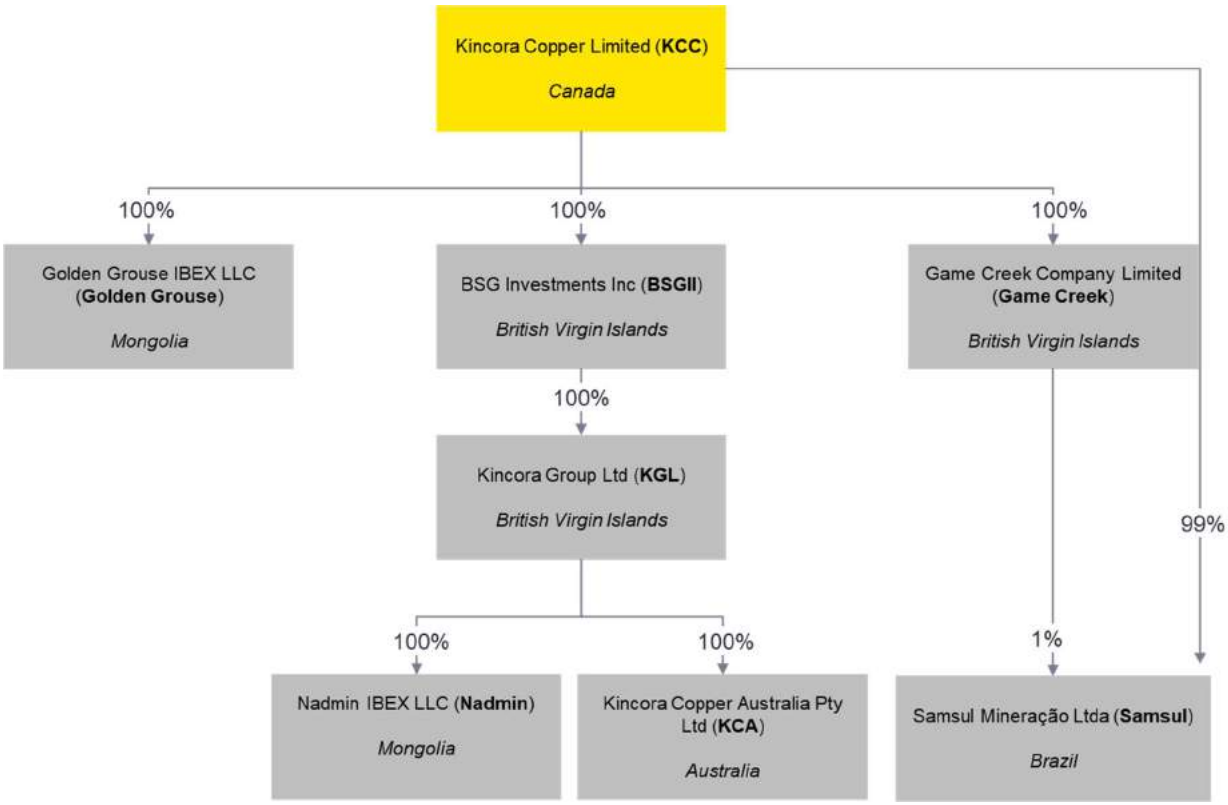
11 Additional information

11.1 Registration

Kincora is an entity incorporated in British Columbia under company number C0694911. Kincora is registered as a foreign company under the Corporations Act with ABRN 645 457 763.

11.2 Corporate structure

The corporate structure of the Kincora Group immediately after admission will be as follows.



11.3 Current capital structure

The issued capital of Kincora as at the Prospectus Date is set out below.

Capital Structure immediately prior to Admission	
Shares	70,712,027
Options	6,672,153
Warrants	38,602,283

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11.4 Capital structure following the Offer

As at the Allotment Date, the issued share capital of Kincora will comprise the following.

Capital Structure on Admission	Minimum	Maximum
Shares / CDIs	110,712,027	120,712,027
Options	6,672,153	6,672,153
Warrants	38,602,283	38,602,283

11.5 Rights attaching to Options on issue

The Company has adopted a Share Option Plan (discussed in more detail at Section 10.1). As at the Prospectus Date, the Company has the following Options on issue under the Share Option Plan:

Exercise Price (C$)	Expiry Date	Number
$1.58	13-Sep-21	200,007
$1.13	13-Sep-21	200,006
$0.33	27-Sep-21	2,181,625
$0.75	27-Sep-22	1,090,728
$0.33	30-Apr-22	118,810
$0.75	30-Apr-23	118,810
$0.26	30-Apr-23	757,661
$0.48	8-Jan-24*	2,004,506
TOTAL		**6,672,153**

The terms of the Options on issue are subject to the terms of the Share Option Plan described in more detail at Section 10.1. All Options on issue are fully-vested and there are no additional vesting conditions.

**The options issued on 8 Jan 2021 with an expiry date of 8 Jan 2024 are exercisable at $0.445 per share within the first two-year period and $0.48 per share in the final third year.*

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11.6 Rights attaching to Warrants on issue

As at the Prospectus Date, the Company has the following Warrants on issue:

Exercise Price (C$)	Expiry Date	Number
$0.75	11-Jun-21	15,264,321
$0.75	2-Aug-21	5,574,000
$0.75	26-Aug-22	17,763,962
TOTAL		**38,602,283**

A number of the Warrants on issue were issued in accordance with the shareholder subscription agreements and are subject to the terms discussed at Section 11.3 above. Key terms of the Warrants on issue are as follows:

(a) Warrants may be exercised by the holder completing and delivering the required notice to the Company, and paying the appropriate exercise price;

(b) Warrants are transferrable, subject to compliance with all applicable securities law;

(c) the Company will issue the holder one Share per Warrant exercised; and

(d) on the Expiry Date, all rights attaching to the Warrants will terminate and the Warrants will be void.

11.7 Legal proceedings

The Company is not aware of any material current, pending or threatened litigation with which the Company is directly or indirectly involved or which the Company believes is likely to have a material adverse impact on the business or financial position of the Company, aside from the following matter.

On January 20th, 2021, Kincora announced one of its Mongolian subsidiaries had received notice of a tax claim from the Mongolian Tax Authority (**MTA**) relating primarily to the 2016 merger with IBEX (**Tax Act**). A Tax Act is an assessment that the relevant Mongolian subsidiary is liable for additional amount of tax to the MTA equal to approximately US$950,000 despite a tax act having been paid prior to and relating to the 2016 merger (**MTA Claim**).

The Company is actively engaging with the MTA and is seeking a conclusion in line with Mongolian law and on the basis that the 2016 assessment was relied upon by both Kincora and the Mongolian authorities before the IBEX merger closed.

Having regard to advice received in relation to the MTA Claim and making appropriate enquiries, the Directors consider that the likelihood of the MTA Claim succeeding is low.

11.8 Australian taxation considerations

This section provides a general summary of the Australian tax implications for Australian tax resident Shareholders who participate in the Offer of CDIs in Kincora.

This summary considers only Australian tax resident individuals, trusts, partnerships and complying superannuation funds, each of whom will hold CDIs on their capital account. The summary also applies to Australian resident corporate shareholders, holding less than a 10% (direct or indirect) holding in the Company. This information is on the basis that the Company is a Canadian tax resident.

This summary is based on Australian law in force as at the date of this Prospectus and does not consider the laws of countries other than Australia. This summary is general in nature and is not intended to provide a comprehensive account of all applicable laws. The precise implications of a shareholder's ownership and/or disposal of CDIs will

depend on the individual circumstances of such shareholder. We recommend shareholders obtain independent advice on the taxation implications of holding or disposing of CDIs, taking into account their specific circumstances.

Dividends on CDIs

Where the Company choose to distribute dividends on a CDI, those dividends will constitute assessable income of an Australian tax resident shareholder. Such income should be included in the shareholder's assessable income in the year the dividend is derived. As the Company is a Canadian tax resident, franking credits will not be attached to any dividends paid by the Company.

The Double Tax Agreement between Australia and Canada provides for a Canadian dividend withholding tax of no more than 25%, which may be reduced to no more than 15% where a shareholder satisfies relevant conditions. Shareholders should seek their own advice in relation to this. If Canadian dividend withholding tax is withheld on dividend payment to Australian tax resident shareholders, there may be a foreign income tax offset available to the shareholder. Shareholders should seek their own advice in relation to this.

Disposal of CDIs

Disposing of a CDI will be a capital gains tax event in Australia, where the capital proceeds will generally be considered the cash proceeds from the sale. Where a shareholder meets the requirements, a capital gains tax discount may be applied. Shareholders should seek their own advice in relation to this.

Goods and Services Tax (GST)

GST should not apply in respect of shareholders' investments in CDIs. Separate advice should be sought by shareholders in respect of claiming any GST costs incurred in connection with their acquisition of the CDIs.

11.9 Canadian taxation considerations

This summary is of a general nature only and is not, and is not intended to be, nor should it be construed as, legal or tax advice to any particular holder.

This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers of CDIs should consult their own tax advisors having regard to their own particular circumstances.

Acquisition

There are no taxes or duties payable in Canada on the acquisition of CDIs or their conversion into Shares.

Dividends

Dividends paid or credited, or deemed to be paid or credited, on the Shares to a Non-Canadian Holder will be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the Holder is entitled under any applicable income tax convention.

Disposition

A Non-Canadian Holder will not be subject to tax under Canadian law on any capital gain realized on a disposition or deemed disposition of the CDIs unless the CDIs are "taxable Canadian property" to the Non-Canadian Holder for purposes of Canadian law and the Non-Canadian Holder is not entitled to relief under an applicable income tax convention between Canada and the country in which the Non-Canadian Holder is resident. Generally, the CDIs will not constitute taxable Canadian property to a Non-Canadian Holder at a particular time provided that the CDIs are listed at that time on a designated stock exchange (which includes the TSX-V and ASX), unless at any particular time during the 60-month period that ends at that time: (i) one or any combination of: (A) the Non-Canadian Holder; (B) persons with whom the Non-Canadian Holder does not deal with at arm's length; and (C) partnerships in which the Non-Canadian Holder or a person described in (B) holds a membership interest directly or indirectly through one or more partnerships, has owned 25% or more of the issued shares of any class or series of the capital stock of the Company, and (ii) more than 50% of the fair market value of the CDIs/shares held in the Company was derived directly or indirectly from one or any combination of: (A) real or immovable properties situated in Canada; (B) "Canadian resource property" (as defined in the Tax Act); (C) "timber resource property" (as

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defined in under Canadian tax law); and (D) options in respect of, or interests in, or for civil law rights in, property in any of the foregoing whether or not the property exists.

Notwithstanding the foregoing, in certain circumstances set out under Canadian tax law, CDIs could be deemed to be taxable Canadian property. Holders of CDIs should consult their own tax advisors and this summary should not be considered as advice or as being comprehensive or complete.

11.10 Offer expenses

A summary of the Offer costs is set out below:

Item	Amount (Minimum Subscription)	Amount (Maximum Subscription)
Broker Fees[50]	A$400,000	A$500,000
Legal Fees (Australia & Canada)	A$300,000	A$300,000
ASX Listing Fees	A$66,500	A$77,000
Independent Geologist Fees	A$33,500	A$33,500
Investigating Accountant Fees	A$20,000	A$20,000
Tenement Report Fees (Australia & Mongolia)	A$10,500	A$10,500
Tax Advice	A$8,000	A$8,000
Registry Fees	A$3,500	A$3,500
Total Cash Offer Costs	**A$843,500**	**A$954,500**

In addition to the cash costs provided above, the Lead Manager Options will be issued in accordance with the Joint Lead Manager Mandate, described in more detail at Section 10.3.

11.11 Consents to be named and statement of disclaimers of responsibility

Written consents to the issue of this Prospectus have been given and, at the time of lodgement of this Prospectus with ASIC, had not been withdrawn by the following parties:

(a) Morgans Financial Limited and Bridge Street Capital Partners Pty Ltd as the Joint Lead Managers;

(b) Ernst & Young Australia as the Australian legal adviser;

(c) Moore Australia Corporate Finance (WA) Pty Ltd as the investigating accountant;

(d) Computershare as the Company's Australian share registry;

(e) Dale Matheson Carr-Hilton Labonte LLP as the Company's auditor;

[50] Broker Fees include a management fee, being 2% of the gross proceeds of the Offer, and a selling fee of 4%. The selling fee will not be payable on investments by investors the Company has introduced. An average of 5% has been used for the cash fees to be paid.

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(f) Avinex as the Mongolian legal adviser;

(g) Farris as the Canadian legal adviser;

(h) Mining Associates Pty Ltd as the independent geologist;

(i) Bellmonts Accountants and Advisors Pty Ltd; and

(j) Snow Hill Consulting as the Mongolian tax legal counsel.

None of the entities or persons referred to above has authorised or caused the issue of this Prospectus or has made or purports to make any statement or representation included in this Prospectus or any statement on which a statement included in this Prospectus is based, except as stated above. To the maximum extent permitted by law, each of the entities and persons referred to above expressly disclaims, makes no representation regarding, and takes no responsibility for, any statements or material in or omissions from this Prospectus, other than with respect to its name or as stated above.

Kincora has included statements in this Prospectus made by, attributed to or based on statements made by the following parties:

(a) The Assay video (Richard Schodde and John Holliday);

(b) St Barbara Ltd, open file report "Nyngan JV annual report for the period ending June 2012", August 2012;

(c) Richard Schodde, MinEx Consulting presentation to the 2018 NSW Minerals Council Exploration Forum, May 2018 (http://minexconsulting.com/the-strategic-benefits-to-governments-in-supporting-exploration-2/);

(d) Alan Wilson 2003;

(e) Porphyry Au-Cu mineralization controlled by reactivation of an arc-transverse volcanosedimentary subbasin", Nathan Fox, David R. Cooke, Anthony C. Harris, Dean Collett, Graeme Eastwood, September 2015; and

(f) Reuters, December 3, 2020 article "BHP says copper output needs to double in 30 years, criticises pricing system.

The inclusion of statements made by, attributed to or based on statements made by these parties have not been consented to by the relevant party for the purpose of section 729 of the Corporations Act and are included in this Prospectus by Kincora on the basis of ASIC Corporations (Consent to Statements) Instrument 2016/72 relief from the Corporations Act for statements used from books, journals or comparable publications.

11.12 Regulatory relief – ASX waivers

Kincora has sought and obtained from ASX an in-principle decision to grant the following waivers from the ASX Listing Rules.

Timely quotation of securities

- A waiver from Listing Rules 1.1, condition 6 and 2.4 to permit the Company to only apply for quotation of such Shares that are represented by CDIs, and Listing Rule 2.8 to allow the Company to apply for ongoing quotation of CDIs on a monthly basis.

Reporting requirements

- A waiver from Listing Rules 4.2A and 4.2B to permit the Company not to lodge a half-year financial report subject to standard market conditions.

- A waiver from Listing Rules 5.3 and 5.5 to permit the Company not to lodge a Quarterly Activity Report and Appendix 5B subject to standard market conditions.

- A waiver from Listing Rule 4.10.9 to allow the Company to not include details of the 20 largest holders of its quoted securities in its annual report.

Constitution

- The Constitution will be amended to include ASX provisions regarding restricted securities at a shareholder meeting of the Company called after the Listing Date and prior to the issue of the Lead Manager Options. A waiver from Listing Rule 1.1 Condition 2 subject to the standard market conditions.

Meetings

- A waiver from Listing Rule 6.10.3 to permit the Company to set the "specified time" for determining whether a shareholder is entitled to vote at a shareholder meeting in accordance with Canadian law (the Company's home jurisdiction).

- A waiver from Listing Rule 14.2.1 to allow the Company to not provide the ability for holders of CDIs to vote against resolutions relating to election of a director or appointment of an auditor in its proxy form.

- A waiver from Listing Rule 14.3 to enable the Company to comply with the requirements of Canadian securities laws and British Columbia corporate law for the nomination of directors

Market announcements

- A waiver from Listing Rule 15.7 to permit the Company to provide announcements simultaneously to both ASX and TSX-V subject to standard market conditions.

Options

- A waiver from Listing Rules 6.16, 6.19 6.20, 6.21, 6.22, 6.23.3 and 6.23.4 to permit the Company to have existing on-foot options on issue following completion of the IPO with terms inconsistent with the Listing Rules, subject to the Company undertaking not to issue any further options under the existing Share Option Plan.

Termination benefits

- A waiver from Listing Rule 10.18 to permit the Company to, upon a change in control, pay termination benefits to the Company's employees pursuant to the terms of the Company's existing employment contracts.

Issue of shares to directors

- A waiver from Listing Rule 10.14 to permit the Company's directors to participate in future security placements without seeking shareholder approval for such participation, subject to the Company complying with the requirements imposed by its home exchange (TSX-V).

11.13 Free float

The Company confirms that on admission, and based on its assessment of its expected share register, it will have a free float (as defined in the ASX Listing Rules) of at least 20%.

11.14 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the laws applicable New South Wales, Australia, and each Applicant and bidder under this Prospectus submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

11.15 Statement of Directors

This Prospectus is authorised by each Director. Each Director has consented to the lodgement of this Prospectus with ASIC and the issuance of this Prospectus and has not withdrawn that consent.

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GLOSSARY

TERM	MEANING
A$	Australian Dollars.
Applicant	A person who submits a valid application form and required Application Monies pursuant to this Prospectus.
Application	An application for CDIs under this Prospectus.
Application Form	The application form attached to or accompanying this Prospectus relating to the Offer (including the electronic form provided by an online Application facility).
Application Monies	Money submitted by Applicants under the Offer.
Articles	Articles of Association of Kincora Copper Limited.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange.
ASX Recommendations	The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this Prospectus.
ATO	Australian Taxation Office.
BCBCA	Business Corporations Act (British Columbia).
Board	Board of Directors of Kincora Copper Limited.
C$	The lawful currency of Canada.
CDI	Means a CHESS Depositary Interest representing a unit of beneficial ownership in one Share.
CHESS	Means the Clearing House Electronic Subregister System operated by ASX Settlement.
Closing Date	Means the date the Offer closes, being 19th March 2021 unless extended.
Company	Kincora Copper Limited (ARBN 645 457 763).
Computershare	Computershare Investor Services Pty Limited.
Corporations Act	Means the *Corporations Act 2001* (Cth).
Condobolin Project	Means the Company's porphyry related copper gold exploration project covering 89.1km2 (exploration licence EL7748) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
Cundumbul Project	Means the Company's porphyry related copper gold exploration project covering 69.3km2 (exploration licence EL6661) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
Expiry Date	Means, in relation to the Prospectus, 5:00pm on the date 13 months after the Prospectus Date.

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Exposure Period	Means the period of 7 days after the Prospectus Date, which may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.
Fairholme Project	Means the Company's epithermal gold-base metal style mineralization project covering 169km2 (exploration licence EL6552 and EL6915) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
GST	Goods and services tax.
IFRS	International Financial Reporting Standards
Indicative Timetable	Means the indicative timetable for the Offers on page 11 of this Prospectus.
Institutional Investor	Means an investor to whom offers or invitations in respect of CDIs can be made without the need for a disclosure document (or any other formality, other than a formality with which the Company is willing to comply), including in Australia persons to whom offers or invitations in respect of CDIs can be made without the need for a disclosure document under section 708 of the Corporations Act
Investigating Accountant's Report	Means the report set out in Section 8 (Investigating Accountant Reports) of this Prospectus.
Jemalong Project	Means the Company's porphyry related copper gold exploration project covering 91km2 (exploration licence EL8502) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
JORC Code	Means the Australasian Code for Reporting of Exploration Results.
Joint Lead Managers	Means Morgans Corporate Limited and Bridge Street Capital Partners Pty Ltd.
Lead Manager Options	Means the Options to be issued to the Joint Lead Managers pursuant to the Joint Lead Manager Mandate.
Joint Lead Manager Mandate	Means the mandate with the Joint Lead Managers as summarised in Section 10 (Material Agreements) of this Prospectus.
LFB	Means the Lachlan Fold Belt.
LFB Projects	Means the Trundle Project, Fairholme Project, Jemalong Project, Condobolin Project, Cundumbul Project, Nyngan Project and Nevertire Project collectively.
Macquarie Arc	Ordovician volcanic, volcaniclastic and intrusive rocks of calc-alkaline affinity in the Eastern Sub-province of the Lachlan Orogen were formed in the intraoceanic Macquarie Volcanic Arc. The Macquarie Arc was developed in response to west-dipping subduction along part of the boundary between eastern Gondwana and the proto-Pacific Plate and is situated on the Gondwana Plate, some 1000 km east of Precambrian continental crust.
Nevertire Project	Means the Company's porphyry related copper gold exploration project covering 382km2 (exploration licence EL8960) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
Northern Junee-Narromine Belt Projects	Means the Nyngan Project and the Nevertire Project.

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Nyngan Project	Means the Company's porphyry related copper gold exploration project covering 762km2 (exploration licence EL8929) located in NSW, Australia as set out in Section 2.2 (Key Projects) of this Prospectus.
Non-Canadian Holder	Means a person who acquires as beneficial owner Shares pursuant to the Offer and who, at all relevant times, for the purposes of the *Income Tax Act (Canada)* and the *Income Tax Regulations* (collectively the **Tax Act**): (a) is not, and is not deemed to be, resident in Canada; (b) deals at arm's length with the Company; (c) is not affiliated with the Company; (d) holds the Shares as capital property; (e) does not use or hold, and is not deemed to use or hold, the Shares in a business carried on in Canada; (f) has not entered into, with respect to the Shares, a 'derivative forward arrangement, 'synthetic disposition arrangement' or a 'dividend rental arrangement', each as defined in the Tax Act.
Offer	The offer of CDIs to raise between A$8,000,000 and A$10,000,000.
Offer Period	The period during which investors can subscribe for CDIs under the Offer.
Offer Website	www.kincoracopper.com
Option	Means an option to acquire a Share.
Share	Means a fully paid common share in the Company and, where the context requires, a CDI.
Shareholder	Means a holder of Shares.
Share Option Plan	Means the Company's Canadian share option plan dated 25th September 2019.
Southern Gobi Projects	Means the Bronze Fox project (mining licence MV-012681), Tourmaline Hills project (exploration licence XV-017977) and Red Well project (exploration licence XV-020294) collectively.
Trundle Project	Means the Company's porphyry related copper gold exploration project covering 167km2 (exploration licence EL8222) located in the Northparkes Igneous Complex in NSW, Australia.
Tenements	Means the mining tenements (including applications) in which the Company or members of the Kincora Group has an interest in, as described in the Independent Technical Report at Appendix A and the Solicitor's Reports on Tenements at Section 9.
Warrant	Means a warrant to acquire a Share.

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CORPORATE DIRECTORY

1 Kincora's Australian Registered Office

Unit 2, 1127 High Street,
Armadale VIC 3143
Australia
Email: enquiries@kincoracopper.com

2 Joint Lead Managers

Morgans Financial Limited
Level 2, 22 Delhi Street
West Perth WA 6005
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Bridge Street Capital Partners Pty Ltd
14/234 George Street
Sydney NSW 2000
Australia

3 Australian Legal Adviser

Ernst & Young Australia
200 George Street
Sydney NSW 2000
Australia

4 Investigating Accountant

Moore Australia Corporate Finance (WA) Pty Ltd
Level 15, Exchange Tower
2 The Esplanade, Perth, WA 6000
Australia

5 Auditor

Dale Matheson Carr-Hilton Labonte LLP
1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
Canada

6 Share Registry

Computershare Investor Services Pty Limited
Level 3
60 Carrington Street
Sydney NSW 2000

7 Independent Geologist

Mining Associates Pty Ltd
Level 6, 445 Upper Edward Street
Spring Hill Queensland 4004
Australia

8 Corporate Website

https://www.kincoracopper.com

APPENDIX A – INDEPENDENT TECHNICAL REPORT

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TECHNICAL REPORT ON KINCORA COPPER LIMITED'S MINERAL EXPLORATION PROJECTS

Prepared by Mining Associates Pty Ltd

For

Kincora Copper Limited

Report Sections	Report Sub-title	Authors
Section A	TECHNICAL REPORT ON THE AUSTRALIAN GOLD-COPPER PROJECTS, NEW SOUTH WALES, AUSTRALIA	J Lally, P Dale
Section B	TECHNICAL REPORT ON THE MONGOLIAN COPPER-GOLD PROJECTS, MONGOLIA.	I Taylor, J Lally

Authors:
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Effective Date: 25 February 2021
Submitted Date: 25 February 2021
Reference:MA2016-1-1

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Section B TECHNICAL REPORT ON THE MONGOLIAN COPPER-GOLD PROJECTS, MONGOLIA

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1 SUMMARY

This report is a technical review of nine (9) of Kincora Copper Limited's ("Kincora" or the "Company") mineral exploration projects, comprising eleven (11) licence titles, in Australia and Mongolia. Mining Associates ("MA") was commissioned by Kincora to provide a Technical Experts Report ("TER") in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 ("JORC Code 2012"). It is understood that the IGR is required for inclusion in a prospectus to support a proposed Initial Public Offering ("IPO") and listing on the Australian Securities Exchange ("ASX").

Kincora's focus is to undertake exploration for high-grade copper-gold porphyry deposits and related skarn and epithermal mineralisation styles in the Macquarie Arc of the Lachlan Fold Belt in New South Wales ("NSW"), which hosts an estimated endowment of over 100 Moz of gold and over 24 Mt copper.

Kincora's Projects include:

- The Trundle Copper-Gold Project, NSW, Australia
- The Fairholme Gold-Base Metals Project, NSW, Australia
- The Nyngan Copper-Gold Project, NSW, Australia
- The Nevertire Copper-Gold Project, NSW, Australia
- The Jemalong Copper Gold Project, NSW, Australia
- The Cundumbul Copper Gold Project, NSW, Australia
- The Condobolin Copper Project, NSW, Australia
- The Bronze Fox Copper-Gold Project, Mongolia
- The Red Well Copper-Gold Project, Mongolia

The seven (7) Australian Projects (1,649 km^2) are located about 200 km west of Sydney. Kincora purchased 65% of a NSW licence package in from RareX Limited ("RareX") a deal finalised in March 2020. The package comprises six exploration licences (five Projects: Trundle, Fairholme (two licences), Jemalong, Condobolin and, Cundumbul). The Nyngan and Nevertire Projects are held 100% by Kincora. The Company plans to drill a minimum of 17,274 metres at three projects in this region in the next 12 months.

Kincora has two rigs operational at its flagship Trundle Project, which is interpreted to comprise the western rift section of the Goonumbla intrusive complex that hosts the Northparkes mine (5.5 Moz gold and 4.5 Mt copper). Significant encouragement is provided from the Company's initial drill results at the Trundle Project with 9,927 metres drilled since April 2020.

The Company is currently permitting a drilling program at the advanced exploration stage Fairholme Project for "Cowal-like" gold-base targets less than 15 km along strike from the Cowal mine (current total endowment 12.4 Moz gold).

Permitting is also taking place to drill at the Nyngan Project, with co-operative funding support from the NSW Government. The Project is located in an under explored region of the Macquarie Arc that has similarities to the northern undercover extension of a parallel belt where the recent Boda discovery has been made by Alkane Resources.

The two (2) Mongolian Projects (Bronze Fox (two licences) and Red Well) are located in the Southern Gobi region (320.4 km^2) and comprise 3 licences held 100% by Kincora who have undertaken exploration since 2010.

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Kincora's four priority areas for future exploration and capital investment are in the prolific Australian Macquarie Arc porphyry and related (epithermal and skarn) copper-gold mineralisation province (Figure 1-1):

- Trundle Project – exploration for high-grade copper-gold pipe like, "finger" or "pencil" porphyries that are vertically extensive but horizontally limited (e.g. Cadia-Ridgeway, Northparkes). Shallow copper-gold skarn mineralisation occurs within the interpreted western half of the rifted Goonumbla Igneous Complex that hosts the Northparkes deposits and mill 30 km to the east. Despite significant shallow exploration, only 11 historical drill holes were drilled to more than 250 m depth and insufficient drilling has tested the extent of skarn hosted mineralisation near surface in the southern portion of the licence. Extensive near surface mineralisation along a strike length greater than 10 km and multiple targets from Typhoon and other Induced Polarisation ("IP") surveys, magnetics and geochemistry are untested.
- Fairholme Project – located 10-20 km along strike from the Cowal epithermal quartz-carbonate-base metal gold mine. Historical activities were focussed on copper porphyry targets and did not target epithermal gold-base metal potential. Kincora's upcoming proposed program will systematically explore for Cowal-style deposits.
- Nyngan and Nevertire Projects – early stage projects comprising 1,144 km^2 of tenure over the little explored northern extension of the Macquarie Arc under cover.

Activities carried out by Kincora in Australia since March 2020 include data compilation, project generation/targeting and drilling at the Trundle Project (Trundle Park and Mordialloc targets). Kincora were recently awarded a cooperative funding grant by the NSW Government to financially assist drilling two copper-gold porphyry targets at the Nyngan Project.

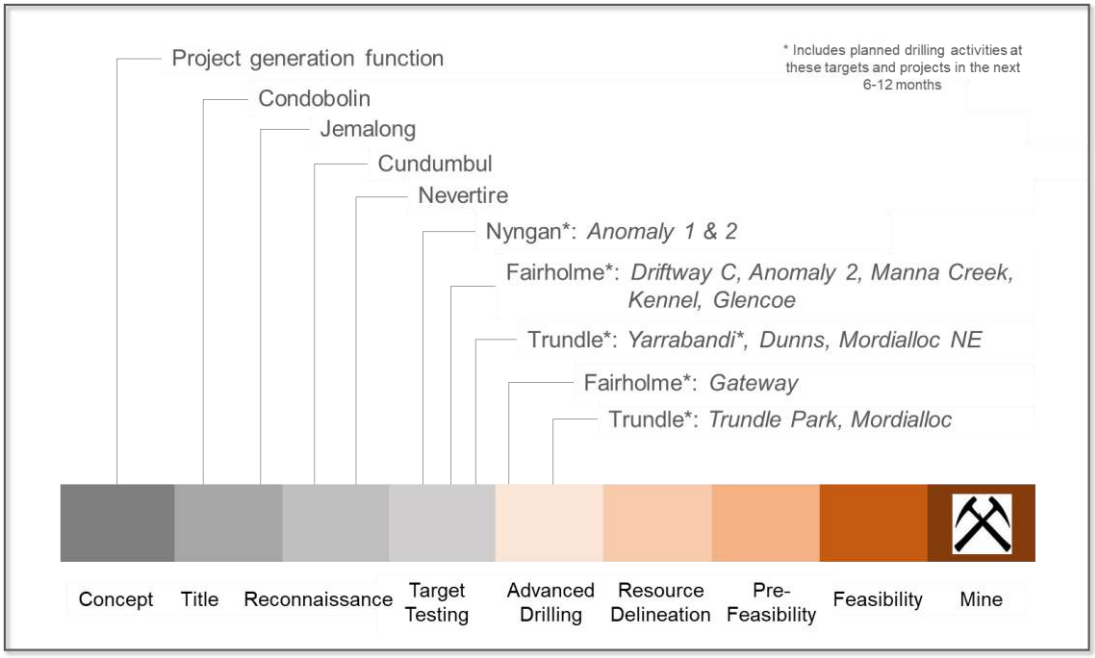

Figure 1-1: Kincora's Project Pipeline, NSW Projects

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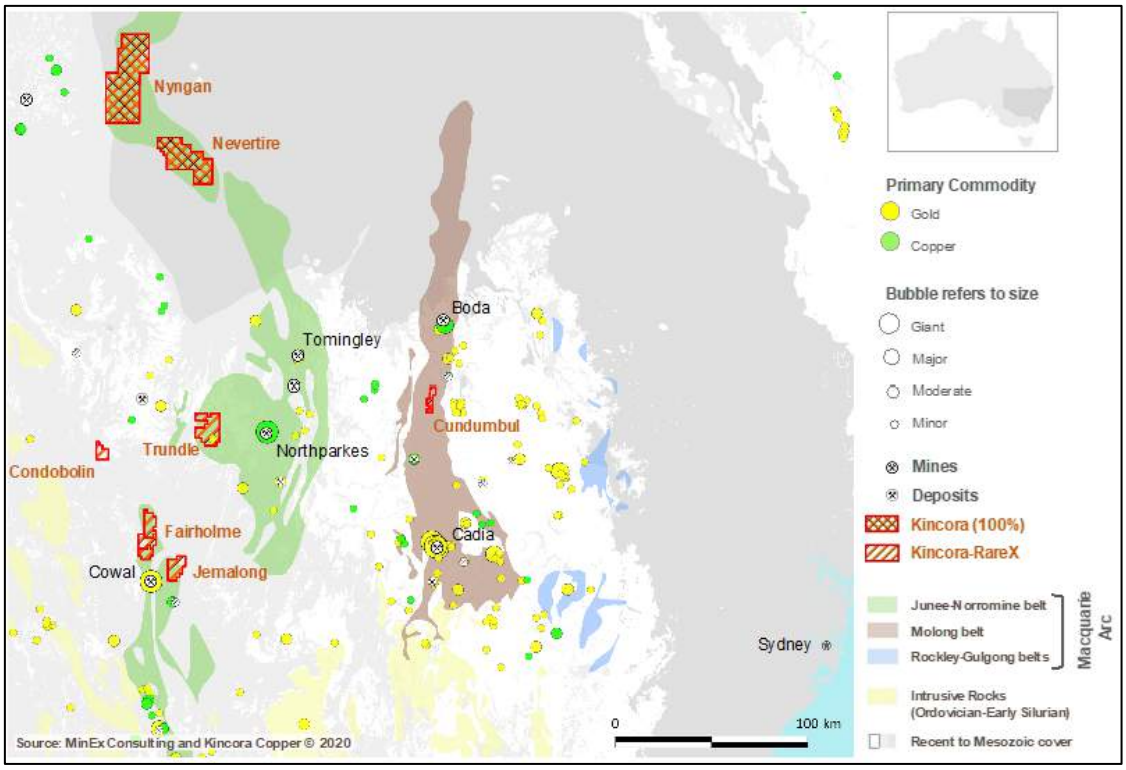

Figure 1-2: Kincora's NSW Project locations.

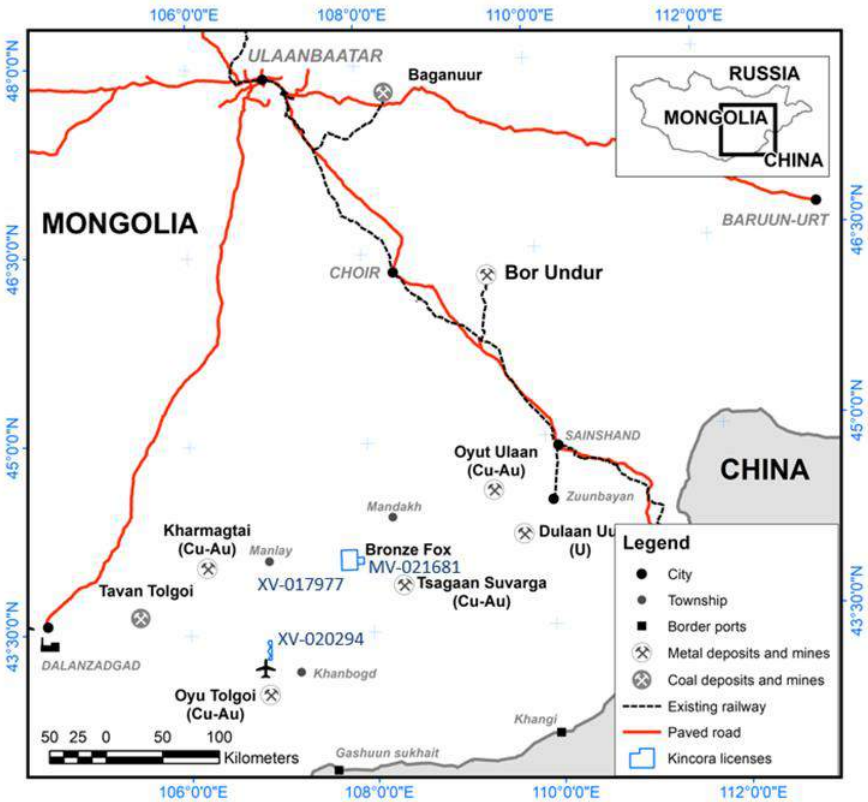

Figure 1-3: Kincora's Mongolia Project locations.

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1.1 AUSTRALIAN PROJECTS

Kincora holds two (2) licences in NSW and exploration rights to a further six (6) licences through an executed agreement with RareX. The Company's total land holding in NSW is 1,614.4 km^2.

Table 1-1: Kincora's NSW tenement schedule.

Licence ID Project	Grant date	Last renewal date	Expiry date	Area (km^2)	Company
Macquarie Arc - Junee-Narromine Volcanic Belt Projects					
EL 8222 Trundle	15/01/2014	30/09/2020	15/01/2024	167.0	Rarex Limited
EL 6552 Fairholme	03/04/2006	08/07/2016	02/04/2021	54.4	Rarex Limited
EL 6915 Fairholme	18/10/2007	20/06/2019	18/10/2021	114.5	Rarex Limited
EL 8502 Jemalong	10/01/2017	10/01/2017	10/01/2022	91.4	Rarex Limited
EL 8929 Nyngan	06/01/2020	06/01/2020	06/01/2023	761.7	Kincora*
EL 8960 Nevertire	24/03/2020	24/03/2020	24/03/2023	382.3	Kincora*
Macquarie Arc - Molong/Rockley – Gulgong Volcanic Belt Projects					
EL 6661 Cundumbul	15/11/2006	17/04/2020	15/11/2023	34.6	Rarex Limited
Other					
EL 7748 Condobolin	26/05/2011	01/10/2020	26/05/2024	43.1	Rarex Limited

Kincora denotes Kincora Copper Australia Pty Ltd, a wholly owned subsidiary of Kincora Copper Limited.*

1.1.1 History

The seven (7) Projects have various levels of historic work completed by multiple owners on overlapping licences which includes significant shallow drill coverage at the Trundle and Fairholme Projects. Small-scale historic mining occurred during the late 19th Century at the Trundle Project, with no record of production on the other licences. RareX (then known as Clancy Exploration) and High Powered Exploration ("HPX") undertook proprietary Typhoon electrical IP geophysics at Trundle, coupled with new and reinterpreted magnetics, which generated several targets only one of which was only partly tested by drilling. RareX and Kaizen Discovery (a sister company to HPX) undertook proprietary Typhoon electrical IP geophysics at Fairholme, and again followed up with only limited drilling.

1.1.2 Geology and mineralisation

Six (6) Projects are located in the highly prospective Macquarie Arc, Australia's foremost porphyry region. The Macquarie Arc is a north-south trending geological province of Ordovician to early Silurian age (c.490 Ma – c.430 Ma) that comprises four belts of volcanic, sedimentary and intrusive rocks associated with intra—oceanic arc development and subsequent accretion.

The Macquarie Arc contains mineralisation styles including copper-gold porphyry, skarn, epithermal and structurally controlled copper-gold deposits – see Figure 1-4.

Gold-rich porphyry deposits associated with alkalic intrusions include some of the world's highest-gold-grade porphyry deposits at Cadia East and Ridgeway, and at Northparkes. Operating mines include Cadia Valley, Northparkes, Cowal and Tomingley.

Historic and recent exploration shows indications of porphyry and related (epithermal and skarn) gold-copper mineralisation.

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- Cadia (Newcrest): Ridgeway high-grade "finger porphyry" deposit sits within ~3 x 6km zone of 4 larger tonnage, lower grade porphyry and two skarn deposits
- Boda (Alkane): "finger porphyry" discovery surround by ~10 drill targets held by juniors within ~20km radius
- Northparkes (CMOC): hosts 5 high-grade "finger porphyry" deposits within a ~2.5 x 4.5km zone and separate skarn deposits
- Trundle (Kincora): within Northparkes porphyry complex, hallmarks of Northparkes and Cadia systems, covers 167km^2 with northern Mordialloc "finger porphyry" target and southern Trundle Park skarn/"finger porphyry" target
- Cowal (Evolution): cluster of 5 epithermal, quartz-carbonate-base metal-gold deposits within ~6 x 2km zone to the north of a separate porphyry copper complex
- Fairholme (Kincora): hallmarks of Cowal system, covers 169km^2 with walk up gold-base metal targets ~15km on strike from Cowal

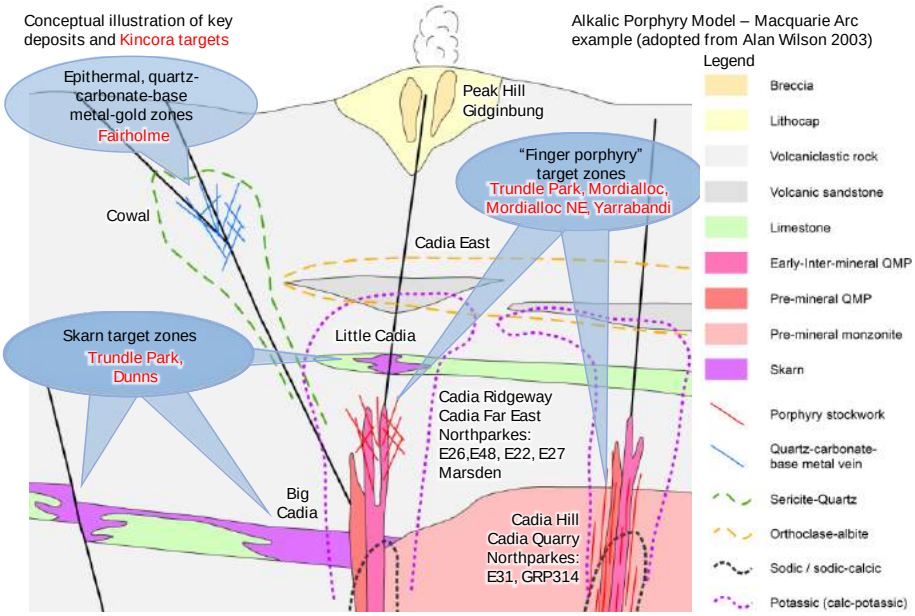

Figure 1-4: Regional geological model and deposits/Kincora targets.

1.1.3 Exploration and Work Programs

Kincora is actively undertaking systematic exploration for porphyry and related (epithermal and skarn) copper-gold mineralisation in the prolific Macquarie Arc porphyry-copper gold province. Evaluation of historical exploration has shown that historical work did not systematically test for certain deposits styles and there is limited drill testing to depths greater than 250 m from surface.

The priority focus is for exploration is:

- Trundle Project – exploration for high-grade copper-gold pipe like, "finger" or "pencil" porphyries that are vertically extensive but horizontally discrete (i.e. Northparkes or Cadia-Ridgeway). The Trundle Property covers a 10 km N-S strike length of rocks with anomalous copper and gold geochemistry interpreted as the equivalents to the caldera-igneous complex at Northparkes. Historical drilling is predominantly shallow and is too widely spaced to test for this deposit style. Historic drilling has also inadequately tested the potential for nearer surface skarn hosted gold and copper mineralisation in the southern portion of the Property (i.e. similar to the Big and Little Cadia deposits). Kincora commenced exploration drilling at the Trundle Project in April 2020, targeting mineralisation at the Trundle Park and Mordialloc prospects. Kincora's first hole returned 51 m @ 1.17 g/t gold and 0.54% copper from 39 m, including 20.5 m @ 1.94 g/t gold and 1.18% copper from 57.6 m. Drilling activities are ongoing, with fourteen drill holes for 9.927 m completed at the date of this report.
- Fairholme Project – located 10-20 km on strike to the Cowal epithermal open pit gold mine (targeted mineral endowment of 15 Moz gold). The historical activities were focussed on copper porphyry targets. Exploration specifically targeting epithermal gold potential has not been systematically undertaken.
- Nyngan and Nevertire Projects – early stage projects within 1,144 km^2 of tenure located in a large undercover underexplored prospective northern extension of the Macquarie Arc.
- Jemalong, Condobolin, Cundumbul Projects – since acquiring the Projects, Kincora has completed a review of open-file data, analysis of geophysical datasets and regional geological interpretation. Renewal of tenure has also occurred for the Trundle, Condobolin and

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Cundumbul Projects. Exploration targeting and prospect confirmation will be carried out over the coming year to advance these earlier stage projects.

1.2 MONGOLIAN PROJECTS

Kincora currently[1] has a 100% interest in three licences covering 320.4 km^2 in the Southern Gobi region of Mongolia. This portfolio includes the Bronze Fox Project (Bronze Fox), covered by adjacent mining and exploration licences situated over two monzodiorite-granodiorite intrusive complexes: the Bronze Fox Intrusive Complex ("BFIC") and Tourmaline Hills Intrusive Complex ("THIC"); and the Red Well Project exploration licence.

Kincora's Mongolian tenement schedule

Licence ID Property	Grant date	Last renewal date	Expiry date	Area (km^2)	Company
MV-021681 Bronze Fox Mining Lease	01/09/2020	01/09/2020	01/09/2050	34.39	Kincora Copper
XV-017977 Tourmaline Hills	27/02/2020	27/02/2018	27/02/2027	246.49	Kincora Copper
XV-020294 Red Well	03/02/2016	03/02/2019	03/02/2028	39.55	Kincora Copper

On 14th December 2020 Kincora executed a binding term sheet with Resilience Mining Mongolia Pty Ltd (RMM) for Kincora's Mongolian projects. Kincora will retain a free carry interest of 20% plus 9.9% of RMM after ASX listing.

1.2.1 History

The Bronze Fox Project was originally delineated by Ivanhoe Mines Ltd (Ivanhoe) during regional reconnaissance in the mid-2000's. Kincora acquired the eastern "Bronze Fox" exploration licence in 2010 and consolidated ownership of the project in early 2012 by acquiring the western "Tourmaline Hills" licence.

Red Well was secured by Kincora in 2016 directly from the Government and little historic work has been completed on the licence area expect for regional mapping, rock chip sampling, fertility analysis and ground magnetics.

1.2.2 Geology and exploration

Kincora's Mongolian Projects are located within the Southern Gobi porphyry belt of southern Mongolia (Figure 1-5: Location of Kincora Projects in Mongolia with regional rock chip geochemistry.Figure 1-5. The belt is a broadly east-west trending terrane comprising Late Devonian to Carboniferous age arc-related volcanics, sediments and intrusives. The Bronze Fox Property covers two prospective intrusive complexes: the Bronze Fox Intrusive Complex ("BFIC") in the east and the Tourmaline Hills Intrusive Complex ("THIC") in the west. Kincora's work on both complexes includes geological mapping, rock chip sampling, trenching, geophysics (magnetics, gravity, IP) and both diamond and RC drilling.

[1] At the effective date of this report.

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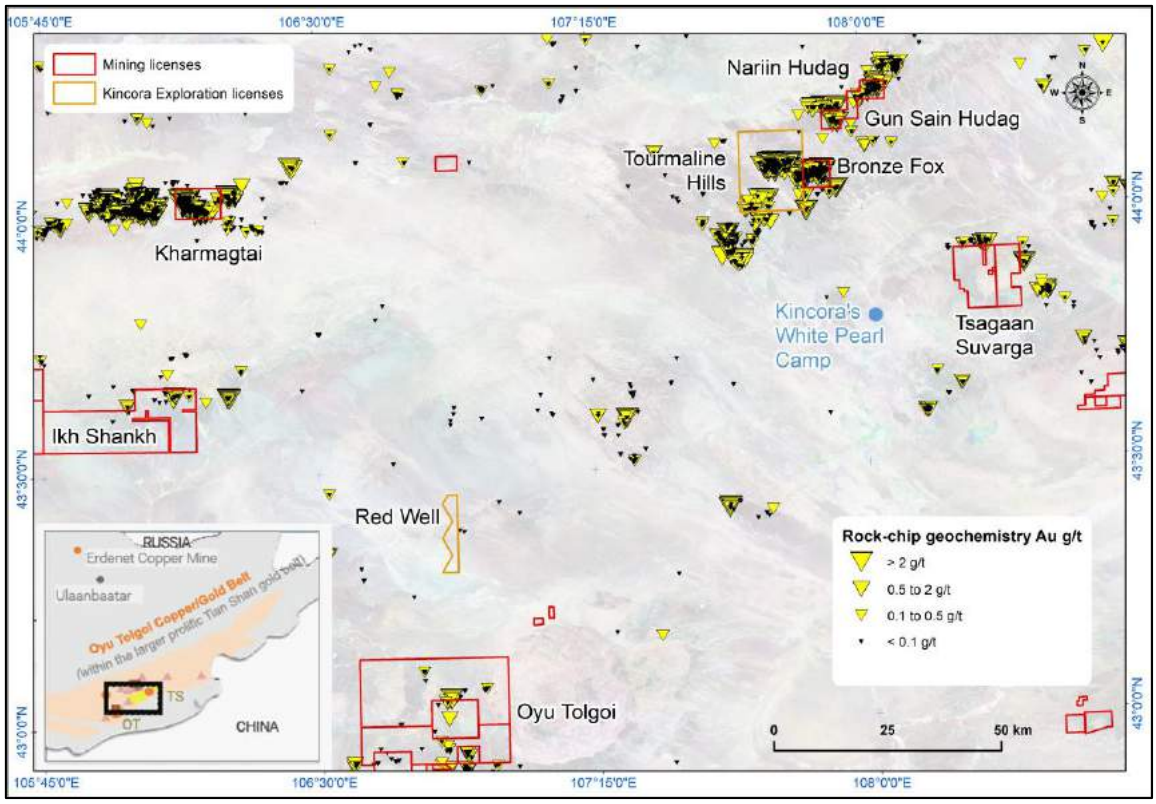

Figure 1-5: Location of Kincora Projects in Mongolia with regional rock chip geochemistry.

1.2.2.1 Bronze Fox Intrusive Complex ("BFIC")

The BFIC includes a western central portion straddling the EL/ML boundary where 76 holes for 24,139 m were drilled within a 1.4 km by 2.4 km zone at a prospect named West Kasulu. A broad zone of low-grade copper-gold mineralisation that contains localised higher-grade zones occurs over 1.3 km strike and extends to at least 1,280 m depth.

A major NNE trending fault structure transects the BFIC and appears to separate zones of higher and lower grade mineralisation.

1.2.2.2 Tourmaline Hills Intrusive Complex (THIC)

The THIC includes a broad alteration zone approximately 4.5 km by 2.5 km considered prospective for structurally controlled and/or epithermal high-grade gold and copper. Prospects include Tourmaline Hills (gold-silver and gold-copper), West Fox (gold) and Southwest (gold). The THIC has often been the focus of informal (ninja) mining activities focused on coarse free gold.

Exploration of the THIC has previously been impacted by inactivity resulting from access complications including corporate ownership and regulatory dispute.

1.2.3 Exploration Target

Mining Associates conducted a review of the BFIC in 2017, which included estimation of a copper-gold porphyry Exploration Target at West Kasulu with a range of 416 Mt to 428 Mt grading 0.26% to 0.30% copper for up to 2,437 Mlb of copper and 0.84 Moz gold, or 1.3 Mt-1.5 Mt CuEq[2] metal. This estimate of the Exploration Target is conceptual in nature and there is currently insufficient exploration to

[2] equivalent copper percentage based on spot prices (Cu US$3.11/lb, Au US$1279/oz).

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define a mineral resource. It is uncertain if further exploration will result in the target being delineated as a mineral resource.

Since 2017 some 24,000 m of drill core at the BFIC has been reviewed and relogged by Kincora, adding to 8,000 m previously relogged. This exercise addressed an issue with geological data quality that prevented reporting of a Mineral Resource in accordance with JORC and NI43-101 guidelines.

A conceptual study undertaken at the same time as the Exploration Target explored the potential for a small, near surface oxide SX-EW project at Bronze Fox.

1.3 MA OPINION

Based on MA's assessment it is our opinion that Kincora's exploration strategy is of sound technical merit and the Projects are considered to have sufficient potential to warrant the proposed exploration activities.

Kincora has demonstrated that historic exploration on their Project areas did not systematically test for the predominate style of mineralised porphyry systems within the respective regions of the Macquarie Arc.

Kincora intends to raise between A$8 million and A$10 million in the IPO process, which will be added to existing cash reserves of approximately A$3.5 million. Kincora's NSW Exploration programs amount to between A$8.05 million and A$9.95 million direct in-ground expenditure. In MA's opinion the strategy and work program is well considered, and the expenditure proposed on the NSW Projects is appropriate and adequate. The Company plans to drill a minimum of 17,274 metres at three projects in this region in the next 12 months.

Kincora's commitments to exploration and production activities satisfy the requirements of ASX listing Rules 1.3.2(b) and 1.3.3(b). MA also understands that Kincora has sufficient working capital to carry out its stated objectives, satisfying the requirements of ASX listing Rules 1.3.3(a).

Kincora's proposed primary use of funds involves a strategy to accelerate ongoing drilling and exploration activities at the key Trundle Park and Mordialloc targets in the Trundle project, while advancing other project areas that have complementary but insufficiently tested geochemistry and geophysics targets with the aim to find: (a) near surface copper-gold skarn resources overlying or adjacent to (b) underlying pencil type copper-gold porphyry systems.

Secondary use of funds involves a strategy to test for Cowal style intrusion related mineralisation at the Fairholme project to the north of Evolution Mining's 9.6 Moz Cowal gold mine in an area previously not substantively tested for this mineralisation style despite analogous geochemistry, geophysics and interpreted structural setting.

Tertiary use of funds involves progression of exploration on other Projects in the Junee-Narromine Belt and the Molong Volcanic Belt. This part of the program is supported by a grant of $120,000 by the Department of Regional NSW to co-fund exploration drilling on the Nyngan Project.

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Table 1-2: Summary of proposed allocation of funds raised from IPO.

Source and Use of Funds	Minimum Subscription A$8m	Maximum Subscription A$10m
Source of Funds		
Existing cash reserves	3,500,000	3,500,000
NSW Co-operative drilling funding grant (Nyngan Project)	120,000	120,000
Funds raised from the Offer	8,000,000	10,000,000
Total	**11,620,000**	**13,620,000**
Allocation of Funds		
Exploration on Trundle Project – NSW		
Diamond drilling testing extensions to skarn and porphyry-style mineralisation recognised in historic and current work programs at Trundle Park and Mordialloc plus testing of other geochemical/geophysical targets		
Direct drilling costs*	3,600,000	4,275,000
Associated costs**	2,400,000	2,850,000
Sub Total	*6,000,000*	*7,125,000*
Exploration on Fairholme Project – NSW		
Project-scale aircore drilling testing prospective basement rocks under younger cover		
Direct drilling costs*	216,920	295,275
Diamond drilling following up targets generated by aircore results and testing historic prospects		
Direct drilling costs*	348,080	657,225
Associated costs (diamond plus aircore)**	565,000	952,500
Sub Total	*1,130,000*	*1,905,000*
Exploration on Northern Junee-Narromine Belt Projects – NSW		
Diamond drilling testing deep targets generated from historic geophysics		
Direct drilling costs*	580,000	580,000
Associated costs**	340,000	340,000
Sub Total	*920,000*	*920,000*
Project Generation, Mongolian & Other Projects		
Desktop studies: compilation and analysis of historic and open source geological, geochemical and geophysical data.	520,000	520,000
Administration and Working Capital	2,200,000	2,200,000
Legal, Accounting, Fundraising Costs	850,000	950,000
Total	**11,620,000**	**13,620,000**

*Direct drilling costs cover costs of drilling and primary sample recovery

**Associated costs include, but may not be limited to, drill planning, sampling, geological logging and interpretation, assaying, drill site access preparation, drill site remediation etc

1.4 CONSENTS

MA has provided consent for the inclusion, in full, of the Independent Technical Report in the prospectus and to the inclusion of statements made by Kincora, in the form and context on which the report and those statements appear and has not withdrawn that consent before lodgement of the prospectus with the ASIC.

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SECTION A

TECHNICAL REPORT ON THE AUSTRALIAN GOLD-COPPER PROJECTS, NEW SOUTH WALES, AUSTRALIA

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1 INTRODUCTION

1.1 ISSUER

This report is Section A of a Technical Expert Report ("TER") of the geology and exploration of Kincora's copper-gold mineral exploration projects in Australia and Mongolia. Mining Associates ("MA") was commissioned by Kincora Copper Limited ("Kincora" or the "Company") to provide a Technical Expert Report ("TER") for the mineral exploration assets in NSW, Australia. This report is prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 ("JORC Code, 2012").

MA has not been requested to provide an Independent Valuation, nor has MA been asked to comment on the Fairness or Reasonableness of any vendor or promoter considerations, and therefore no opinion on these matters has been offered.

1.2 TERMS OF REFERENCE AND PURPOSE

Kincora intends that this report be used as a Technical Expert Report. At Kincora's request, the scope of MA's inquiries and of the report included the following:

- Review, assess and validate all relevant data (drilling, geology, geophysics, geochemistry) for the Projects.
- Prepare a Technical Expert Report covering the Projects for Initial Public Offering of Kincora on the Australian Stock Exchange ("ASX").

This report also includes JORC Table 1 prepared by MA and Kincora for current and historic exploration results on the Trundle project.

1.3 AUTHORS

The following personnel were responsible for compiling this report:

Dr James Lally is the principal author and Competent Person and takes responsibility for all sections of this report. Dr Lally is a Principal Geologist at Mining Associates' Brisbane office. Dr Lally has degrees from the University of Newcastle-upon-Tyne (BSc (Hons) Geology), the University of Leicester (MSc Mineral Exploration and Mining Geology) and James Cook University (PhD). He has over 20 years' experience in the mineral exploration and mining industry. Dr Lally is a Member of the Australian Institute of Geoscientists and a Member of the Society of Economic Geologists. Dr Lally has the relevant qualifications, experience, and independence to be considered a Competent Person as defined in the JORC Code (2012). Exploration results reported in this document are based on, and fairly represent, information and supporting documentation prepared by Dr Lally

Mr Paul Dale is an author of this report and is responsible for compiling information regarding tenement details, historic exploration and geology of the projects. Mr Dale is a Principal Consultant with Mining Associates and has over 26 years' experience in the minerals industry in exploration, operations, government, and consulting. He has a BSc (Hons) Geology from James Cook University and is a Fellow of the Australasian Institute of Mining and Metallurgy, a Fellow of the Society of Economic Geologists, and a Member of the Australian Institute of Company Directors. Mr Dale has the relevant qualifications, experience, and independence to be considered a Competent Person as defined in the JORC Code (2012).

1.4 INFORMATION USED

This report is based on technical data provided by Kincora to MA. Kincora provided open access to all the records necessary, in the opinion of MA, to enable a proper assessment of the project and resource estimates. Kincora has warranted in writing to MA that full disclosure has been made of all material

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information and that, to the best of the Kincora's knowledge and understanding, such information is complete, accurate and true. Readers of this report must appreciate that there is an inherent risk of error in the acquisition, processing and interpretation of geological and geophysical data, and MA takes no responsibility for such errors.

Additional relevant material was acquired independently by MA from a variety of sources. The list of references at the end of this report lists the sources consulted. This material was used to expand on the information provided by Kincora and, where appropriate, confirm or provide alternative assumptions to those made by Kincora.

Geological information usually consists of a series of small points of data on a large blank canvas. The true nature of any body of mineralisation is never known until the last tonne of ore has been mined out, by which time exploration has long since ceased. Exploration information relies on interpretation of a relatively small statistical sample of the deposit being studied; thus, a variety of interpretations may be possible from the fragmentary data available. Investors should note that the statements and diagrams in this report are based on the best information available at the time but may not necessarily be correct. Such statements and diagrams are subject to change or refinement as new exploration makes new data available, or new research alters prevailing geological concepts. Appraisal of all the information mentioned above forms the basis for this report. The views and conclusions expressed are solely those of MA. When conclusions and interpretations credited specifically to other parties are discussed within the report, then these are not necessarily the views of MA.

1.5 SITE VISIT BY COMPETENT PERSONS

Dr James Lally visited Kincora's Trundle Project from 18th-20th September 2020 during the primary phase of drilling activities at Trundle Park and Mordialloc prospects. Dr Lally viewed recently drilled core that included intersections of skarn and porphyry style alteration and mineralisation. All aspects of core processing were seen, including logging, sampling, and data processing. Extensive discussions were held with Kincora staff regarding exploration rationale, methods, and targets. Visible copper mineralisation from Trundle Park was observed in drill core, consistent with assay results and it was not deemed necessary to collect independent samples.

Dr Lally has sufficient experience which is relevant to the styles of mineralisation and deposits under consideration (Intrusion-related/ porphyry copper-gold mineralisation) and to the activity which he is undertaking 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' (Australia). Dr Lally is a member of the Australian Institute of Geoscientists and is employed by Mining Associates Limited in Australia.

1.6 RELEVANT CODES AND GUIDELINES

This Report has been prepared as a technical assessment in accordance with the Australian Code for public reporting of technical assessment and valuations of mineral assets (the "VALMIN Code"), which is binding upon Members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG"), as well as the rules and guidelines issued by ASIC and the ASX Limited ("ASX") which pertain to Expert Reports (Regulatory Guides RG111 and RG112).

Where and if mineral resources have been referred to in this Report, the classifications are consistent with the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code")", prepared by the Joint Ore Reserves Committee of the AusIMM, the AIG and the Minerals Council of Australia, effective December 2012.

Under the definition provided by the ASX and in the VALMIN Code, these properties are classified as 'exploration projects', which are inherently speculative in nature. The properties are considered to be sufficiently prospective, subject to varying degrees of risk to warrant further exploration and

development of their economic potential, consistent with the exploration and development programs proposed by the Company.

2 RELIANCE ON OTHER EXPERTS

The preparation of this report has not relied on any opinions or information from other experts who do not qualify as Competent Persons under the JORC Code (2012).

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3 PROJECT DESCRIPTION AND LOCATION

Kincora's Australian Project portfolio comprises a total of eight exploration licences in NSW located within a broad area of about 300 km by 200 km approximately 400 km west-northwest of Sydney (Figure 3-1). The main population centres in the area include Dubbo, Parkes, Forbes and Orange.

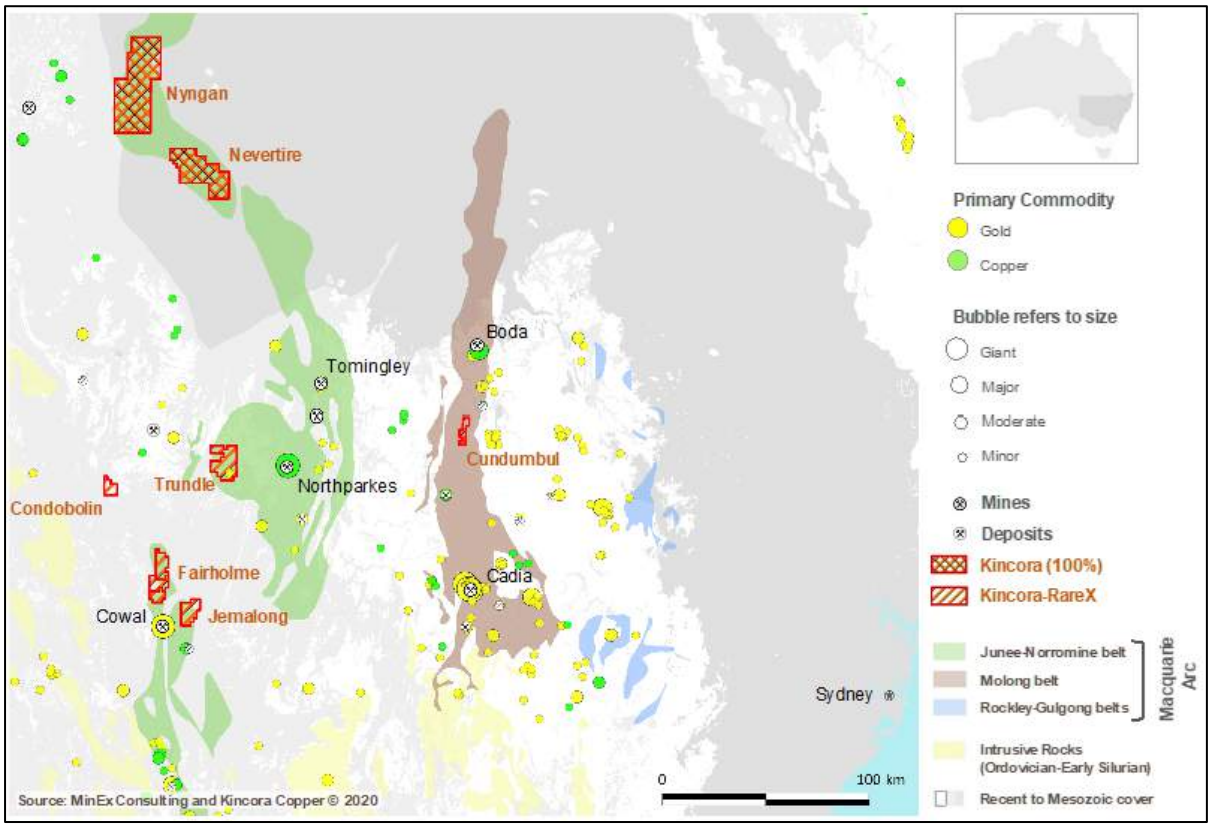

Figure 3-1: Kincora's NSW Project locations. From Kincora presentation, 2020

3.1 PROJECT TENURE

Kincora holds two licences in NSW and exploration rights to a further six licences through a deal with RareX Limited ("RareX", ticker "REE" on the ASX). The Company's total land holding in NSW is 1,614.4 km^2.

The status of the NSW titles has been reviewed and confirmed through search of the online databases of the NSW Division of Resources and Geoscience ("DRG"). Compliance with statutory reporting obligations has been confirmed. Compliance with other conditions of title (including expenditure and work program commitments, and community consultation reporting) and environmental activity approvals has not been reviewed. The tenement report in the prospectus provides full details on the tenement portfolio status.

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Table 3-1. Kincora's NSW tenement schedule.

Licence ID	Grant date	Last renewal date	Expiry date	Area (km²)	Company
Macquarie Arc - Junee-Narromine Volcanic Belt Projects					
EL 8222 Trundle	15/01/2014	30/09/2020	15/01/2024	167.0	Rarex Limited
EL 6552 Fairholme	03/04/2006	08/07/2016	02/04/2021	54.4	Rarex Limited
EL 6915 Fairholme	18/10/2007	20/06/2019	18/10/2021	114.5	Rarex Limited
EL 8502 Jemalong	10/01/2017	10/01/2017	10/01/2022	91.4	Rarex Limited
EL 8929 Nyngan	06/01/2020	06/01/2020	06/01/2023	761.7	Kincora*
EL 8960 Nevertire	24/03/2020	24/03/2020	24/03/2023	382.3	Kincora*
Macquarie Arc – Molong Volcanic Belt Projects					
EL 6661 Cundumbul	15/11/2006	17/04/2020	15/11/2023	34.6	Rarex Limited 12
Other					
EL 7748 Condobolin	26/05/2011	01/10/2020	26/05/2024	43.1	Rarex Limited

Kincora denotes Kincora Copper Australia Pty Ltd, a wholly owned subsidiary of Kincora Copper Limited.*

3.2 PROJECT OWNERSHIP, RIGHTS AND OBLIGATIONS

In March 2020, Kincora Copper Australia Pty Ltd (a wholly owned subsidiary of Kincora Copper Limited, ticker "KCC" on the TSX Venture Stock Exchange) entered into an agreement with RareX whereby Kincora acquired a 65% interest in six NSW licenses (Table 3-1), becoming operator and sole funder of all further exploration until a positive scoping study or preliminary economic assessment ("PEA"). Upon completion of the PEA, a joint venture will be formed with standard funding/dilution and right of first refusal on transfers on a project-by-project basis.

Title to the Nyngan and Nevertire licences is held 100% by Kincora.

3.3 ROYALTIES, AGREEMENTS AND ENCUMBRANCES

Royalties on produced metals are payable to the New South Wales government annually at the following rates.

- Silver: 4% ex-mine value (value less allowable deductions)
- Lead: 4% ex-mine value (value less allowable deductions)
- Zinc: 4% ex-mine value (value less allowable deductions)
- Copper 4% ex-mine value (value less allowable deductions)
- Gold 4% ex-mine value (value less allowable deductions)

3.4 ENVIRONMENTAL LIABILITIES

A minimum environmental security of $10,000 per Exploration Licence is required to be lodged with Government. The exploration licences contain specific requirements regarding land rehabilitation and the licence holder only assumes liability for rehabilitation of old workings if they make use of workings abandoned by previous operators.

MA is not aware of any environmental liabilities that would prohibit exploration or mining activities.

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3.5 REQUIRED PERMITS FOR MINING AND EXPLORATION WORK

All minerals in New South Wales are owned by or managed by the State, and all exploration and mining activity in New South Wales must be conducted under an Exploration, Assessment or Mining Title. The *Mining Act 1992* provides the mechanism for Government to regulate exploration and mining by granting authorities. Granting of a mineral title gives holders exclusive rights to explore or mine for the mineral group(s) for which the authority is granted during the period of the licence. Licences are required to be reduced in area by 50% at the end of each granted period of tenure unless Special Circumstances can be demonstrated which warrant retention of more than 50% of the title.

Holders of mineral titles in NSW are required to negotiate Land Access Agreements with the landholder or land manager (Crown Lands). The holder of an Exploration Licence has the exclusive rights to explore for minerals under the surface (excluding coal or uranium). This right is not subject to veto by the holder of a Land Title and the legislation provides for mediation and arbitration when an access agreement cannot be negotiated. Most of Kincora's tenements, including all the Trundle and Fairholme Projects, are on private land on which Native Title has been extinguished.

The holder of an Exploration Licence is subject to the condition that assessable prospecting operations cannot be carried out unless an exploration activity approval has been obtained. Assessable prospecting operations include any activity that requires significant ground disturbance, such as drilling. Most other exploration activities (mapping, rock or soil sampling, geophysics) are considered low impact and do not require approval.

The holder of a Mining Lease has the exclusive right to mine for specified minerals over a specific area of land. A development consent under the *Environmental Planning and Assessment Act 1979* (EPA Act) must also be in place before a Mining Lease can be granted. All new mining projects, and modifications to existing projects, require approval under the EPA Act before they can commence. As part of this approval process, the proponent must prepare an Environmental Impact Statement (EIS). The EIS is a comprehensive document that covers issues such as air quality, noise, transport, flora and fauna, surface and ground water management, methods of mining, landscape management and rehabilitation. Extensive public consultation is also required, with community members encouraged to make submissions on the application.

3.6 OTHER SIGNIFICANT FACTORS AND RISKS

To the extent known by MA there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the NSW Projects.

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4 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Summaries of local infrastructure, land use, planning and title aspects and climate for each of the NSW licences is given in Table 4-1. All licences are easily accessible via sealed two-lane highways and regional roads. Access to sites within licences is by unsealed roads and farm tracks. Accessibility is generally year-round but can be seasonal depending on cropping and lambing schedules or areas subject to local flooding. Access can be temporarily restricted during wet/rainy conditions that damage dirt tracks and results in shallow lakes in the Fairholme and Jemalong area. Drilling operations can be temporarily restricted during fire bans and unsafe heat conditions. Access must be negotiated with local landholders to not interfere with seasonal agricultural activities and/or provide compensation for any interference.

Topography in the NSW Projects is generally flat or mildly undulating, with gentle hills in the SE and NE at Trundle, in the western margin of the Fairholme Projects, and throughout the central area of the Condobolin Project. Topography is slightly steeper in the Cundumbul Project.

Table 4-1: Local Access, Infrastructure, Physiography, Planning and Title, Climate and Environment details.

	Trundle	Fairholme / Jemalong	Nyngan/Nevertire	Condobolin	Cundumbul
ACCESS AND LOCAL INFRASTRUCTURE					
Nearest local town	Trundle	Forbes	Nyngan	Condobolin	Wellington
Population *(2016)*	~670	~8,400	~2,000	~3,490	~4,080
Nearest Regional Centre	Parkes	Parkes	Dubbo	Parkes	Orange
Distance from Regional Centre	50km NW	80km SW	145km NW	98km WNW	57km NNW
Local Government Area	Parkes Shire Council	- Lachlan Shire Council - Forbes Shire Council - Bland Shire Council *(minor)*	- Bogan Shire Council - Warren Shire Council	Lachlan Shire Council	Dubbo Regional
Electorate	Orange	- Barwon - Orange - Cootamundra *(minor)*	Barwon	Barwon	Dubbo
Hwy Access	Newell Hwy	Newell Hwy	Mitchell Hwy	Newell Hwy	Mitchell Hwy
Railway Access	Bogan Gate Tottenham Rlwy	Close to West Wyalong Burcher Rlwy	Close to Main Western Rlwy	Close to Orange-Broken Hill Rlwy	Close to Main Western Rlwy
PLANNING AND TITLE					
Landholding	Private land Crown lands	Private land Crown lands	Private land Crown lands	Private land Crown lands	Private land Crown lands
Major Land Zoning	RU1 Primary Production	RU1 Primary Production	RU1 Primary Production	RU1 Primary Production	RU1 Primary Production
Minor Land Zoning	RU3 Forestry *(Excludes Trundle Township)*	RU3 Forestry	NA	RU3 Forestry R5 Large Lot Residential *(Condoblin)*	W1 Natural Waterways *(Bell River)*
Major Land Use	Cropping, livestock	Cropping	Grazing native vegetation	Cropping	Modified pasture grazing
Lesser Land Uses	- Modified pasture grazing	- Modified pasture grazing	- Modified pasture grazing	- Grazing native vegetation	- Grazing native vegetation

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	Trundle	Fairholme / Jemalong	Nyngan/Nevertire	Condobolin	Cundumbul
	- Irrigated cropping - Production native forests	- Irrigated cropping - Production native forests	- Other stock uses - Cropping - Irrigated cotton or cropping - Surface water supply - Marsh / wetland - Residual native cover	- Modified pasture grazing - Production native forests	- Cropping
Reserve Estate (National Parks)	Nil	Nil	Nil	Nil	Nil
Mining Act Constraints	Nil	Forbes MAA	Nil	Nil	Nil
Indigenous Lands	Condoblin LALC Wiradjuri People	West Wyalong LALC, minor Condoblin LALC Wiradjuri People	Nyngan, Warren Macquarie and (Quambone) LALC's	Condobolin LALC Wiradjuri People	Wellington LALC Wiradjuri People
Native Title Claims	Nil	Nil	NC2012/001	Nil	Nil
Environmental Constraints	Nil known	Nil known	Nil known	Nil known	BSAL
EPI Protection	Terrestrial biodiversity, significant area	Groundwater vulnerability, significant area. Wetlands and Terrestrial biodiversity, lesser area.	Groundwater vulnerability and Terrestrial biodiversity, significant area of EL8960, minor area of EL8929.	Nil	Terrestrial biodiversity and Groundwater vulnerability, minor area.
RAMSAR Wetlands	Nil	Nil	Nil	Nil	Nil
Renewable energy projects proposed	Nil	Nil	Nil	Nil	Nil
Koala SEPP	Yes	EL8502, and minor part of Fairholme where it coincides with Forbes LGA	Where the EL's coincide with the Warren LGA	Nil	Nil
CLIMATE AND ENVIRONMENT					
Mean max temp	24.5°C	24.4°C	24.8°C	24.9°C	24.1°C
Mean min temp	10.2°C	9.7°C	11.0°C	10.4°C	9.5°C
Mean annual rain	451.8mm	509.3mm	496.2mm	457.7mm	584.9mm
Mean rain days	78.6	82.1	75.8	74.3	70.8
Vegetation Class	Cleared. Grassy woodlands	Cleared. Grassy and Semi-arid woodlands	Cleared. Semi-arid and Grassy woodlands, Forested wetlands	Cleared. Semi-arid woodlands	Cleared.

Data references: ABS (2016), NNTT (2020), Elders (2020), MinView (2020), SEED (2020).

Notes to the data:

- *NC2012/001; Ngemba, Ngiyampaa, Wangaaypuwan and Wayilwan Native Title Determination application, Federal Court # NSD38/2019. This application, covering over 95,000km^2, has been accepted for Registration, and remains active.*
- *EPI Protections are enabled under Local Environmental Plans for each Local Government Area. The protections described are not prohibitive to exploration. They denote areas where a Consent Authority (local Council or NSW Department of Planning and Environment) must consider the impact of a proposed development on the subject of protection and consider the suitability of proposed mitigation measures.*

- *Cundumbul Project EL6661 covers lithologies with recognised low potential for naturally occurring asbestos as minor tremolite and chrysotile minerals. Consideration of this will be required when developing safety procedures for ground disturbing activities.*

4.1 GOVERNMENT SUPPORT AND INFRASTRUCTURE

Political and community support for mining in NSW is generally strong, with mining recognised as an economic pillar of regional communities (DPE, 2017a). The NSW Government has planned investment in roads, rail networks, services, and telecommunications to support and boost opportunities for key industry sectors including mining. Actions specific to mining in the areas covered by Kincora's licences include protection of access to areas with mineral potential, protection of infrastructure to support mining, and support for communities to plan for and collaborate with the life cycle of mining operations (DPE 2017a,b).

The significant contribution of mining to regional employment and the economies of the regions in which Kincora is operating indicates a high likelihood of substantial community support and availability of skilled personnel for both exploration and mining. Exploration and mining services companies operate in these regions and are readily available to progress the Company's projects.

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5 HISTORY

5.1 TRUNDLE

Prospecting activities during the late 19th century yielded a few gold, copper-gold, and iron occurrences in the Trundle area, some of which were developed into small mines. Since the 1970s numerous companies focused on porphyry copper-gold and skarn mineralisation associated with shoshonitic Ordovician igneous rocks similar to those at Goonumbla (Northparkes) and Cadia, on the basis that Trundle is interpreted to comprise the western rifted portion of the Goonumbla intrusive complex. Exploration has only recently considered the potential for deeper blind deposits and more than 92% of historic exploration drilling was focused on drilling to basement at depths less than 50 m.

5.1.1 Previous Ownership

Previous owners of the Trundle licence area that undertook significant exploration (commonly in joint ventures with other companies) include Lachlan Resources, Nosebi Mining, Newcrest Mining and Clancy Exploration (now named RareX). Owners of historic overlapping licences are summarised in Table 5-1.

Table 5-1: Historic EL's with work programs overlapping with Trundle EL8222

Historic EL number	Company	Date from	Date to	Area
EL853	CRA EXPLORATION PTY LIMITED	1/12/1975	1/12/1976	512 UNITS
EL854	CRA EXPLORATION PTY LIMITED	1/12/1975	1/12/1976	512 UNITS
EL1118	NORTH BROKEN HILL LIMITED	1/06/1978	1/07/1978	247 UNITS
EL1146	SWISS ALUMINIUM MINING PTY LIMITED	1/10/1978	1/05/1979	264 UNITS
EL1145	SWISS ALUMINIUM MINING PTY LIMITED	1/10/1978	1/05/1979	132 UNITS
EL1268	MINES EXPLORATION PROPRIETARY LIMITED	1/12/1979	1/06/1983	256 UNITS
EL1754	DUVAL MINING (AUSTRALIA) LIMITED	1/09/1980	1/08/1982	245 UNITS
EL2161	LACHLAN RESOURCES NL	1/01/1984	28/08/1992	34 UNITS
EL2150	LACHLAN RESOURCES NL	1/02/1984	28/08/1992	24 UNITS
EL3749	NEWCREST MINING (W.A) LIMITED	1/04/1991	4/09/1992	80 UNITS
EL3838	NEWCREST MINING (W.A) LIMITED	1/05/1991	4/09/1992	30 UNITS
EL3841	PEKO-WALLSEND OPERATIONS LTD	1/05/1991	13/04/1993	84 UNITS
EL4512	NOSEBI MINING / DOWMILL PTY LTD, finally CLANCY EXPLORATION	2/06/1993	15/01/2014	54 UNITS
EL5078	NEWCREST MINING LIMITED	8/08/1996	14/05/1999	43 UNITS
EL8222	CLANCY EXPLORATION (RAREX), including earn-in with HPX	15/01/2014	2020	58 UNITS

5.1.2 Historical Exploration

Historical exploration, work completed, and results are summarised in Table 5-2. Drillhole coverage by past operators are shown in Figure 5-1, with drillhole depths indicated in Figure 5-2.

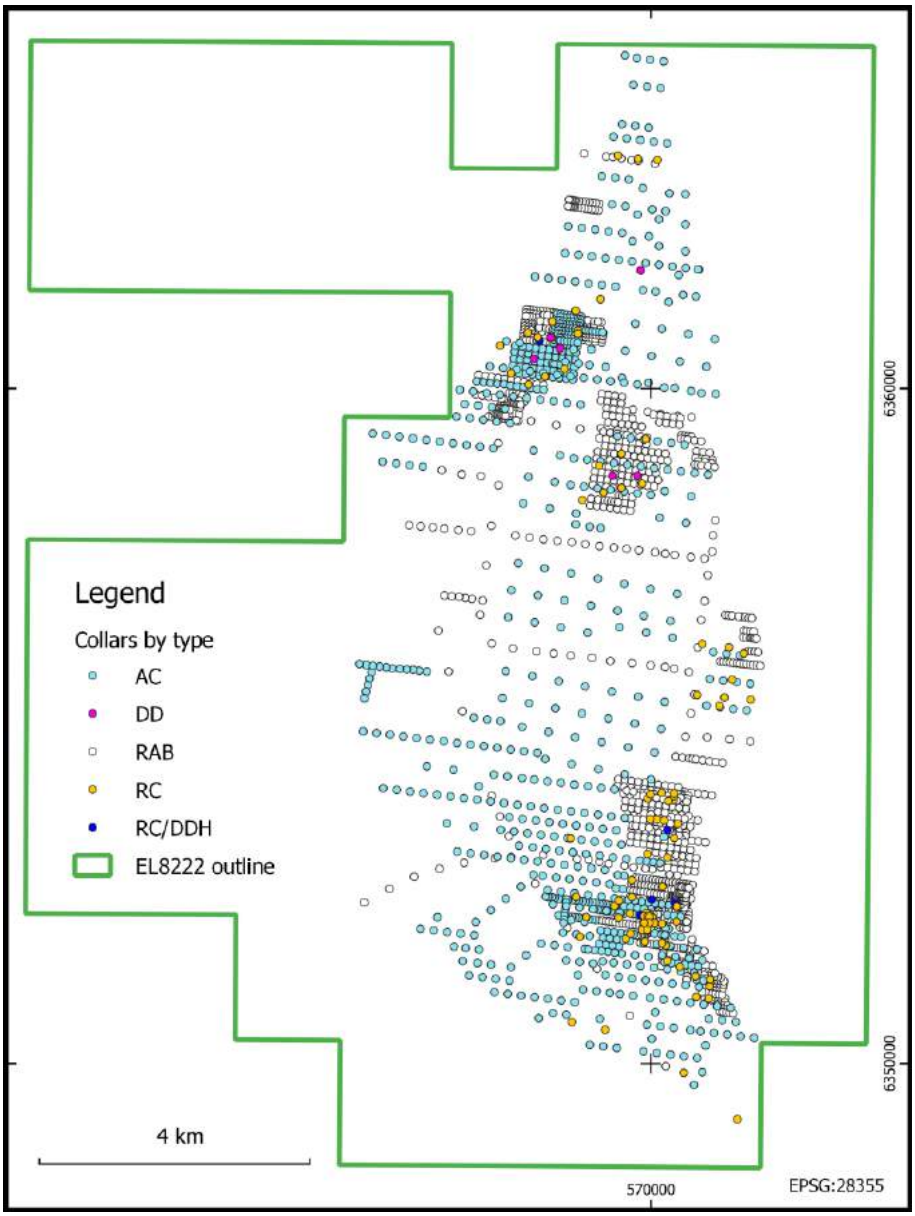

Figure 5-1: Locations of Historic Drill Holes by Type, Trundle Project.

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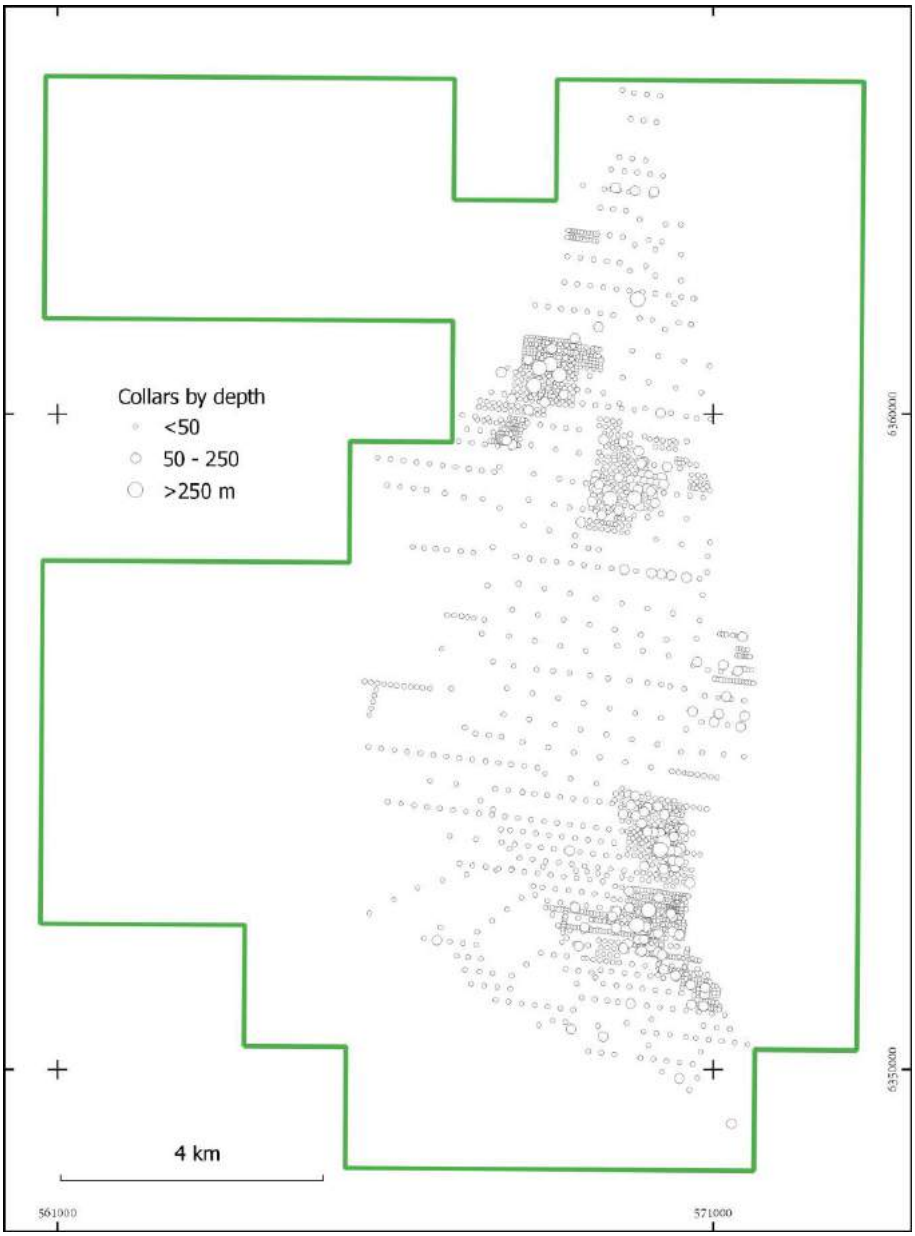

Figure 5-2: Depths of Historic Drill Holes, Trundle Project.

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Table 5-2: Summary of previous exploration activities, Trundle.

Company	Years	Work completed	Results
CRA	1970-1976	Prospectivity review, geological mapping, soil sampling, geophysics (magnetics and IP) and small percussion drilling program. Soil sampling (B horizon) identified 'Valley' and 'Botfield' targets, with IP anomaly at Valley, but not Botfield. Two percussion holes at Valley and four at Botfield.	Drilling intercepts sub-economic
Duval Mining	1980-1982	992 line-km aeromagnetic survey and interpretation	Main geological contacts defined. Magnetic low anomaly drilled, no mineralisation
Swiss Aluminium	1978-1979	Project review, lithostratigraphic description. No fieldwork.	
Lachlan Resources and JV partners (Placer, Geopeko, Newcrest)	1984-1992	Geological mapping, rock chip sampling, soil sampling, gravity surveys (Copper Hill and regional, ground magnetics (Copper Hill), IP (Copper Hill), RAB bedrock drilling (1,219 holes total), AC bedrock drilling (80 holes total), percussion drilling (11 holes, 979 m), RC drilling (2 holes), diamond drilling (1 hole, 150 m)	Drilling of Copper Hill and Botfield skarns returned only weak geochemical anomalies. Minor mineralisation found at Mordialloc. Patchy copper and gold in bedrock RAB and AC drilling. Diamond hole at Copper Hill East best result 15 m @ 0.76 g/t Au, 233 ppm Cu (from 95m). Note majority of drilling shallow bedrock RAB.
Nosebi Mining and Management, Dowmill Pty Ltd and JV partners (Newcrest, Platsearch)	1993-2014	Historic data review, ground magnetics extending earlier survey by Placer, regional geological mapping, geophysics processing, surface sampling, reconnaissance AC drilling (434 holes), RC drilling (46 holes, 8,650 m), diamond drilling (4 holes, 1,489.3 m). Deeper drilling targets from bedrock geochemistry and aeromagnetic interpretation.	Concept that skarns on edge of magnetic anomaly associated with granodiorite-monzonite intrusives. Regional bedrock drilling returned weak to moderately anomalous gold±copper across the licence, delineating two broad areas characterised by copper±gold in the north and gold±copper in the south. Skarn and porphyry-style alteration assemblages identified (propylitic, phyllic, argillic, potassic)
Platsearch – Western Plains Gold – Calibre	2003-2009	Review and compilation of historic work, ground gravity, 80 m line spacing aeromagnetic survey, RAB drilling (90 holes Mordialloc, 70 holes regional), AC drilling (149 holes), RC drilling (2 holes, 499 m), diamond drilling (5 holes, 2,604 m at Mordialloc and Bloomfield), petrology study, partial leach geochemical survey, soil samples (458)	Areas of bedrock geochemical anomalism further refined. Monzonitic intrusives with porphyry style alteration and low grade mineralisation at Mordialloc. Bloomfield results disappointing. Calibre mis-identified monzonite in places, assuming too much uplift to preserve a porphyry system.
Clancy Exploration / RareX	2009-2020	Review and compilation of previous work, pole-dipole IP (Mordialloc and Trundle Park); 38 km^2 Typhoon IP by HPX, 3D modelling of magnetics, gravity, and IP; RC drilling (25 holes, 2,422 m) at Trundle Park, Waynes and Dunns; diamond drilling (2 holes, 1,107.05 m) at Mordialloc, one funded by HPX.	Limited testing of Typhoon IP targets, 3 km geochemical and IP chargeability anomaly identified. Drilling defined phyllic alteration and skarn mineralisation at Trundle Park. Deep holes at Mordialloc intersected low-grade porphyry and skarn mineralisation

Unless otherwise referenced, information is summarised from Swingler and Swingler (2003), Ward (2010), Corbett (2004) and Vassallo and Dyriw (2014), supplemented by individual Annual Reports.

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Prior to 1993 companies including CRA, Duval Mining, Geopeko, Newcrest and Lachlan Resources explored the area for various styles of copper-gold and gold-copper intrusion related mineralisation. Work completed included geological mapping, soil sampling, ground (IP, magnetics, gravity) and airborne (magnetics/radiometrics) geophysics and shallow drilling. Lachlan's period of tenure from 1984 to 1992 included several joint ventures ("JV") with Placer Pacific, Geopeko and Newcrest, during which time the first significant amount of drilling was undertaken in the area, focusing mainly on Copper Hill.

Nosebi Mining in partnership with Dowmill Pty Ltd held the area between 1993 and 2003 under EL4512, including a period of JV with Newcrest. Under the JV, Newcrest (1995-2002) undertook limited moderate to deep diamond scout drilling and RC fences to 200 m depth of targets generated by bedrock geochemistry and geophysics. The main focus was on Dunns, Copper Hill and Botfield, with a series of c.200 m RC fences drilled at Mordialloc. Results showed that porphyry and skarn alteration assemblages were present, but with low grades of mineralisation. Newcrest withdrew in 2003 after reviewing results and a change of corporate focus.

From 2003 to 2009 the area underwent several changes of ownership via various JV and option agreements, from Platsearch NL to Western Plains Gold then to Calibre Mining who held the northern part of the current licence. Bedrock geochemistry (Figure 5-3) and magnetics was used to target deeper drill holes at Mordialloc and Bloomfield.

Calibre drilled five diamond holes totalling 2,604 m at Mordialloc and Bloomfield targeting coincident copper-gold bedrock geochemistry, and magnetic targets at Mordialloc, following up previous encouraging RC fence drill results of Newcrest's. Calibre's program was cut short by the GFC and due to financial circumstances, they did not undertake further activities at Trundle. Significant intersections from Mordialloc included:

- CTD004: 18 m @ 0.35% Cu, 0.29 g/t Au, 8 ppm Mo (from 14 m)
- CTD005: 10 m @ 0.14% Cu, 0.24g/t Au, 16 ppm Mo (from 32 m)
    - and 50 m @ 0.12% Cu, 0.11g/t Au, 10 ppm Mo (from 150 m)
- CTD006: 44 m @ 0.15% Cu, 0.12g/t Au, 41 ppm Mo (from 478 m), noting improving grades towards the end of hole.

In 2009, Clancy acquired 100% of Trundle EL4512 in EL7187 and in 2014 combined the two EL's plus 30 units into flow-on licence EL8222. In May 2015, High Power Exploration Inc ("HPX") commenced a JV during which time they reviewed magnetic data and undertook their proprietary Typhoon induced polarization ("IP") geophysical survey, which identified 17 new anomalies. High chargeability anomalies were found at Mordialloc, Mordialloc NE and Trundle Park. HPX drilled one hole into the highest amplitude chargeability anomaly at Mordialloc, which returned anomalous grades and porphyry and skarn alteration. HPX terminated the JV in 2016 during a downturn in exploration and a change in global corporate strategy.

Having not undertaken any exploration of note in the Macquarie Arc, and after pursuing various other commodity and jurisdictional opportunities, in August 2019 Clancy Exploration (then known as Sagon Resources) changed its focus to REE and was re-named in December 2019 to RareX Limited.

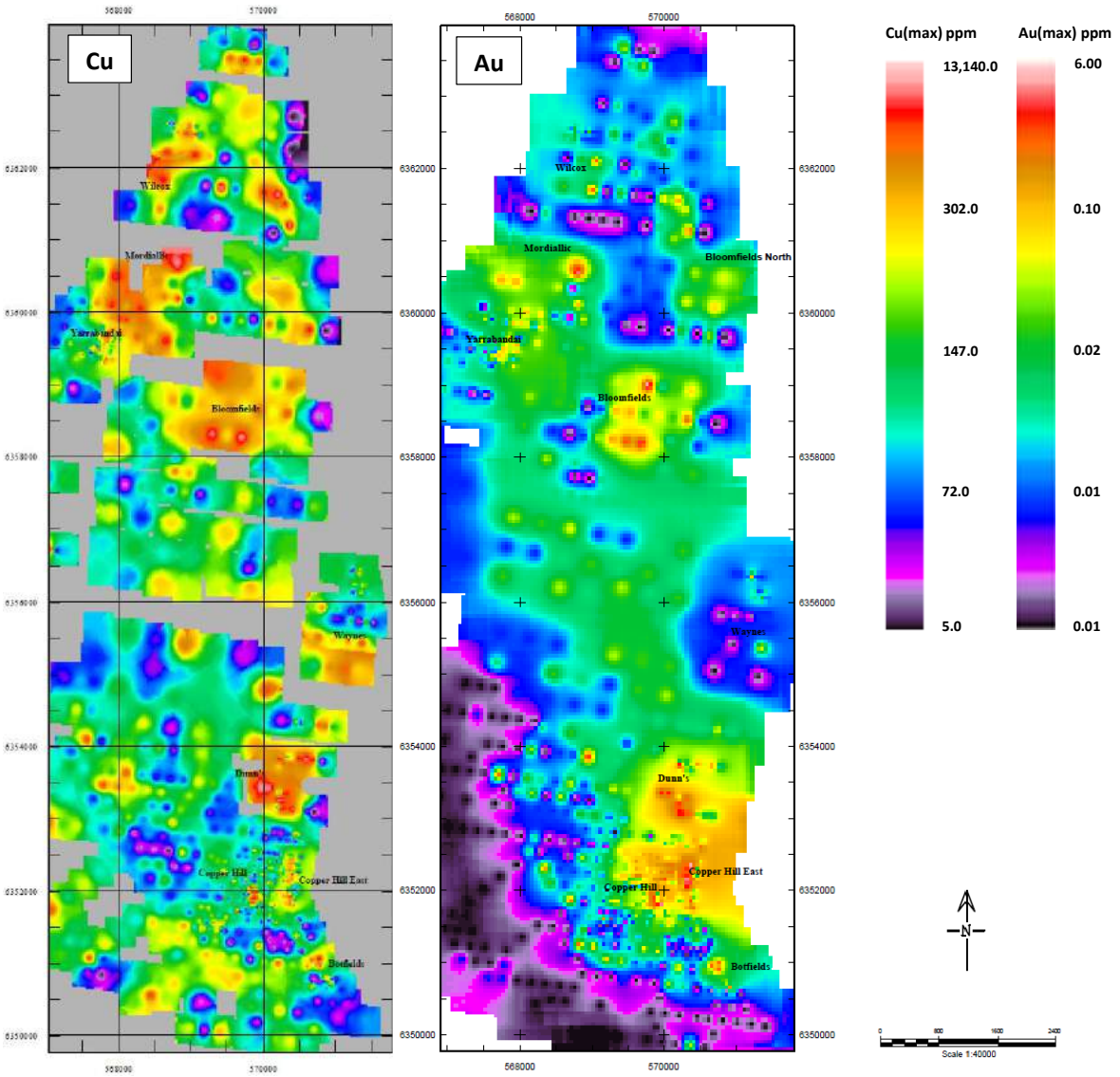

Figure 5-3: Distribution of bedrock copper-gold geochemistry Trundle (Swingler and Swingler, 2003)

5.1.2.1 Summary of Historical Drilling

Historic drilling is summarised in Table 5-3, with a total of 2,234 holes completed for 61,741 m. Most drilling was RAB and aircore, aimed at acquiring point sample bedrock geochemistry (Figure 5-3). 92.4% of drillholes were less than 50 m deep, comprising 63.7% of the total metres drilled. RC and diamond drilling represents 29% of total metres and 4.7% of the total number of holes drilled.

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Table 5-3: Trundle Historical Drilling Statistics by Drilling Type and Prospect

	Percussion Drilling						Diamond Drilling				
	#	RAB (m)	#	AC (m)	#	RC (m)	#	RAB	AC PC	RC PC	DD (m)
North Camp											
Mordialloc	208	899.3	149	662.0	9	1,562.0	5		24.5	111.5	2,495.8
Bloomfield	173	6,560.6	3	94.0	7	1,406.0	2				1,080.7
Buffalo			3	71.0	3	600.0					
Wilcox	24	357.0									
Yarranbandai	80	2,541.0									
Airstrip			16	152.0							
Pig Pen					3	600.0					
South Camp											
Trundle Park					26	3,655.0	3		111.0	197.5	904.9
Copper Hill	262	5,473.0			14	1,065.0					
Copper Hill E	82	2,227.8					2	14.9		35.0	139.9
Copper Hill N	35	1,052.5									
Copper Hill W			54	368.0							
Botfield	89	1,261.1			5	789.0					
Dunn's	299	7,759.9			13	1,606.0	1		50.6		416.0
Waynes	36	1,004.0			8	1,229.0					
Regional	107	2,906.0	509	9,947.5	4	310.0					
TOTALS	**1,395**	**32,042.2**	**734**	**11,294.5**	**92**	**12,822.0**	**13**	**14.9**	**186.1**	**344.0**	**5,037.3**
Proportions	**62.4%**	**51.9%**	**32.9%**	**18.6%**	**4.1%**	**20.8%**	**0.6%**				**8.2%**

5.1.3 Historical Production

Historically, small base metal and gold occurrences were mined at Trundle with a combination of open cut and shaft workings in the early 1900's. Some of the more successful mining operations had shaft workings exceeding 60 m depth and included:

- Copper Hill (magnetite – pyrite – chalcopyrite – bornite ± sphalerite – arsenopyrite): 11.85 kg (381 oz) Au
- Mordialloc Mine (pyrite – chalcopyrite – hematite): 4.5t Cu, 689 g of Au and 1.4 kg of Ag
- Wilcox's Mine (pyrite – chalcopyrite – hematite and native copper): 470 g Au
- Botfield Iron Mine (magnetite skarn) worked briefly during WWII for low grade iron ore

Unknown amounts of copper and gold were produced at Dunn's Mine, Cameron's Workings, and Bayley's Reward workings. Iron and copper were mined from the Botfield Iron Deposits (Pearson 1995).

5.2 FAIRHOLME PROJECT

There has been no prior mining identified in the Fairholme Project beyond small historic workings at Steel's Lookout. The area has been explored since the 1970's by various companies including more significant work by Peko Wallsend, Seltrust Mining Corporation, BP Minerals, Gold Fields Exploration, Newcrest, and Clancy Exploration. Thick clay cover necessitated the use of geophysics and drilling to define target areas. Running sands and large aquifers in the northern parts of the licence can make drilling conditions difficult.

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5.2.1 Previous Ownership

Different parts of the current licences were held by several owners up to 1993, including Peko-Wallsend, Seltrust Mining and BP Minerals Australia, with the latter company undertaking most work. Newcrest Mining Ltd had the longest involvement in the area prior to Clancy Exploration/RareX acquiring the current licence area in 2006 and the latter included Kaizen Discovery as a joint venture partner during part of this time during the last phase of field activities. Owners of historic overlapping licences are summarised in Table 5-4.

Table 5-4: Historic EL's with work programs overlapping with Fairholme EL6552 and EL6915.

Historic EL Number	Company	Date from	Date to	Area
EL397	CENTRAL PACIFIC MINERALS NL	1/05/1970	1/01/1972	1609 UNITS
EL761	SAMEDAN OIL CORPORATION	1/04/1975	1/04/1979	256 UNITS
EL819	SAMEDAN OIL CORPORATION	1/09/1975	1/09/1979	230 UNITS
EL1498	PEKO WALLSEND OPERATIONS LIMITED	1/03/1980	1/12/1980	265 UNITS
EL1498	PEKO WALLSEND OPERATIONS LIMITED	1/03/1980	1/12/1980	265 UNITS
EL1610	GOLD FIELDS EXPLORATION PTY LIMITED	1/04/1981	1/09/1982	256 UNITS
EL2169	SELTRUST MINING CORPORATION PTY LIMITED	1/12/1983	1/10/1986	256 UNITS
EL2170	SELTRUST MINING CORPORATION PTY LIMITED	1/12/1983	1/10/1986	240 UNITS
EL2404	BP MINING DEVELOPMENT AUSTRALIA PTY LIMITED	1/04/1985	1/06/1985	116 UNITS
EL2402	BP AUSTRALIA LIMITED	1/04/1985	1/07/1985	388 UNITS
EL2970	SHELL COMPANY OF AUSTRALIA LIMITED	1/12/1987	17/11/1989	100 UNITS
EL2971	SHELL COMPANY OF AUSTRALIA LIMITED	1/12/1987	17/11/1989	100 UNITS
EL2970	SHELL COMPANY OF AUSTRALIA LIMITED	1/12/1987	17/11/1989	100 UNITS
EL2972	SHELL COMPANY OF AUSTRALIA LIMITED	1/12/1987	17/11/1989	100 UNITS
EL3623	NEWCREST MINING (W.A) LIMITED	1/07/1990	30/07/1992	100 UNITS
EL4502	NEWCREST OPERATIONS LIMITED	21/05/1993	14/09/2005	89 UNITS
EL4515	NEWCREST OPERATIONS LIMITED	7/06/1993	21/05/1999	41 UNITS
EL4936	NEWCREST MINING LIMITED	16/02/1996	15/02/2004	78 UNITS
EL6418	ROBUST RESOURCES PTY LIMITED	17/05/2005	27/04/2007	100 UNITS

5.2.2 Historical Exploration

Historical exploration, work completed, and results are summarised in Table 5-5. Drillhole coverage by past operators is shown in Figure 5-4. Up to 1993 several operators undertook aeromagnetic surveys, geological mapping, and surface sampling. Reconnaissance drilling of selective areas, based mainly on aeromagnetic interpretation, failed to find any significant mineralisation or alteration.

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Table 5-5: Summary of previous exploration activities, Fairholme.

Company	Years	Work completed	Results
Peko-Wallsend	Mar-Dec 1980	Aeromagnetic survey, 1x2 km gravity survey, regional basement RAB drilling 1 km spacing on east-west lines	No significant mineralisation for alteration found near surface.
Gold Fields Exploration Ltd	1981-1982	Held northern part of EL6515. Aeromagnetic survey (330 m line spacing), reconnaissance RC drilling (15 holes).	No significant mineralisation for alteration found near surface
Seltrust Mining	1983-1986	Aeromagnetic survey, rock chip sampling	No significant mineralisation for alteration found near surface
BP Minerals Australia	1986-1989	Aeromagnetic survey (250 m line spacing), rock chip sampling, reconnaissance RC drilling (24 holes)	Drilling magnetic lows interpreted as indication of alteration. Severe problems with drilling to bedrock from sand and clay overburden. No significant mineralisation or alteration found.
Newcrest Ltd	1990-2005	Geological mapping, ground magnetics, bedrock AC drilling (550 holes), RC drilling (30 holes, 4,808 m), diamond drilling (15 holes, 5,985.64 m)	Defined copper-gold anomalism at Boundary, Gateway and Dungarvan and several other prospects. RC and diamond drilling intersected low-grade mineralisation and alteration.
Robust Resources	2005-2007	Desktop review of previous work.	Concluded overburden too difficult to cost-effectively explore.
Clancy / RareX	2006-2019	Compilation and review of earlier data; re-logging of Newcrest drill core; 50 m spaced ground magnetics over Boundary-Dungarvan-Gateway, 1990 line km heli-mag survey over whole licence; 3D geophysical-geological modelling; 74 km^2 Typhoon IP survey; 30.75 km^2 3D IP survey; Aircore drilling (620 m); RC/DD drilling (3,587.8 m).	Magnetics provided good base for interpretation of structures. Drilling failed to intercept any significant bedrock mineralisation but defined multi-element signature and alteration consistent with Cowal-style mineralisation.

Newcrest explored the Project between 1993 and 2005, targeting porphyry copper-gold and epithermal deposits. The area was geologically mapped at 1:25,000 and 1:50,000 scales and ground-magnetic surveying conducted at three main identified targets. Newcrest undertook systematic bedrock sampling using aircore in several phases of exploration over multiple years, with a total of 550 holes recorded in the GSNSW MinView database. Follow-up drilling comprised 30 RC holes and 15 diamond holes within the current boundaries of EL's 6552 and 6915. Newcrest completed detailed petrological and lithogeochemical studies on drillcore and drill chips.

Three prospects were identified from Newcrest's work initially: Boundary, Dungarvan and Gateway (Figure 5-4). Broad anomalous intercepts with a few narrow higher-grade zones were returned from deeper drilling at Boundary and Dungarvan. Best results from Gateway were 124 m @ 0.36 g/t Au and 0.10% Cu (including 8 m @ 5.18 g/t Au and 0.09% Cu) and 27 m @ 0.69 g/t Au, Boundary was 48 m @ 0.60 g/t Au and 0.16% Cu, with other significant intercepts shown in Table 5-6.

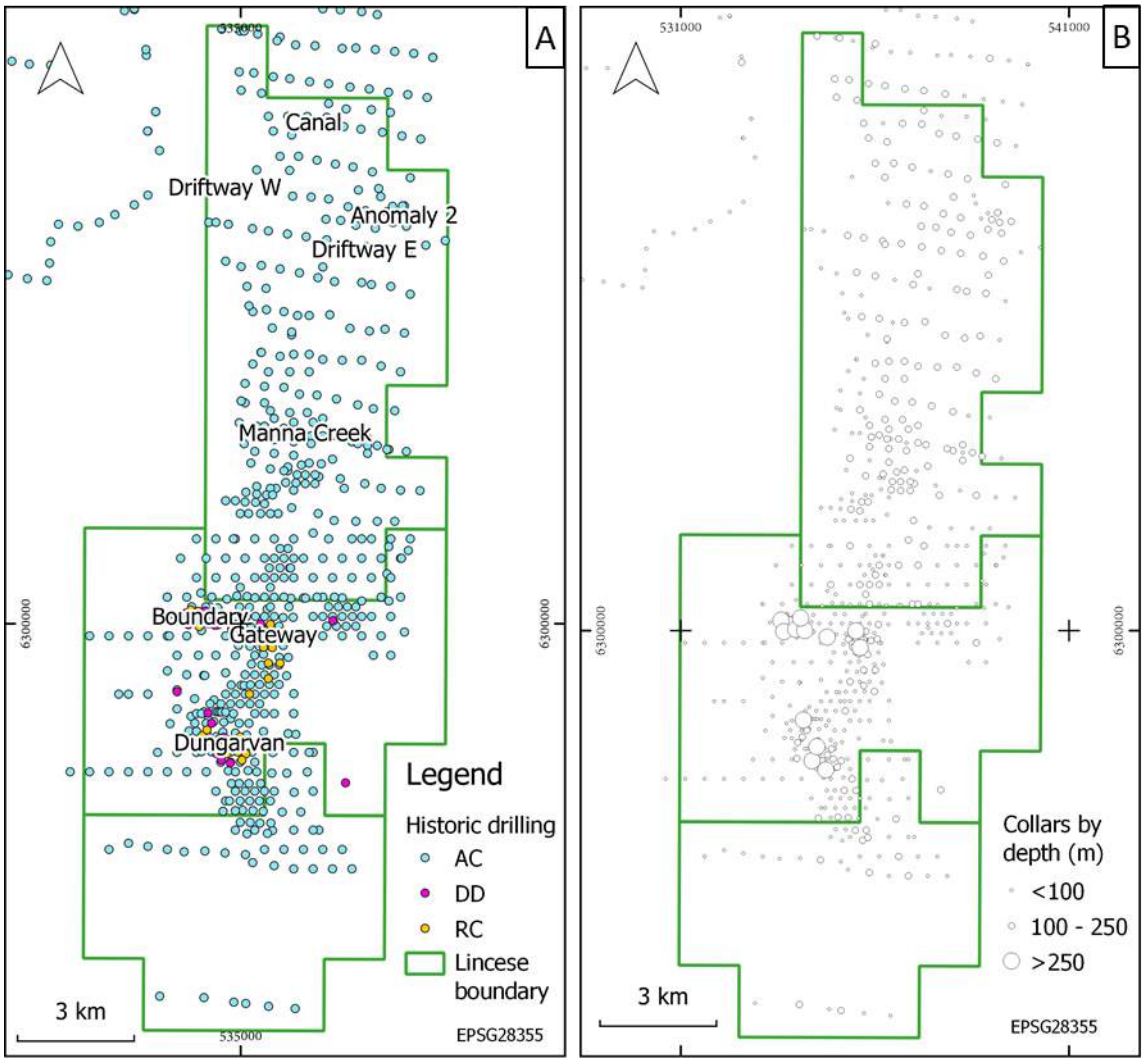

Figure 5-4: Coverage of Historic Drilling and Main Prospects Defined by Previous Explorers, Fairholme Project. A:drillholes by type, B: depth of drilling

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Table 5-6: Significant intercepts, Newcrest drilling at Fairholme.

Prospect	Hole no	Hole type	From	To	Width (m)	Au (g/t)	Cu (%)	Mo (ppm)	Zn (ppm)
Boundary	DR022	RC	50	54	4	2.59	0.04	_	3
		including	*50*	*52*	*2*	*4.86*	*0.04*	_	93
	DR034	DD	315	324	9	0.50	0.24	_	35
	DR039	DD	219	267	48	0.60	0.16	25	30
		including	*220*	*224*	*4*	*1.10*	*0.20*	*25*	*44*
		including	*249*	*251*	*2*	*3.84*	*0.36*	*62*	*37*
	DR040	DD	39	55	16	0.15	0.01	_	24
			273	275	2	1.23	0.76	_	41
	DR042	DD	286	294	8	0.33	0.08	_	23
			382	396	14	0.22	0.20	22	14
	DR043	DD	477	486	9	0.64	0.25	_	27
Dungarvan	ACNC041	AC	36	39	3	2.60	0.02	_	90
	DR046	DD	485	493	8	0.29	0.31	8	50
			497	511	14	0.25	0.15	12	29
Gateway	ACNC246	AC	51	63	12	0.28	0.06	_	2165
	ACNC249	AC	45	72	27	0.69	0.06	3	22
		including	*51*	*54*	*3*	*1.73*	*0.10*	_	*22*
		including	*60*	*66*	*6*	*1.35*	*0.06*	*5*	*22*
	DR002	DD	94	105	11	0.41	0.03	5	1999
	DR004	RC	82	98	16	0.61	0.04	26	34
		including	*85*	*89*	*4*	*1.60*	*0.05*	*24*	*54*
			114	122	8	5.18	0.09	17	92
			126	145	19	0.14	0.12	8	58
			152	167	15	0.34	0.11	13	139
	DR036	DD	210	232	22	0.13	0.08	11	76

Notes: RC = Reverse Circulation, DD = diamond core, AC = aircore; intersections are >1m and are based on minimum cutoff grade of 0.1g/t Au with no maximum cutoff, and a maximum internal waste of 2 intervals (most intervals are 1m downhole); _ denotes below detection; italicized text denotes higher grade sub-intervals calculated with a 1g/t Au minimum cutoff. Refer to Figures 4 for the location of the above holes.

Additional aircore drilling by Newcrest defined several other prospects at Fairholme, with best results including:

- Anomalies 1 and 3 (Manna Creek): 3 m @ 0.1% Cu from 90 m in ACWW096
- Anomaly 2: 9 m @ 1.05g/t Au from 75 m in ACWW113
- Canal Anomaly: 6 m @ 0.11% Cu from 96 m in ACWW055
- Williams: 2 m @ 0.27% Cu from 175 m in FHD001
- Driftway C: 45 m @ 0.07% Cu from 72 m in ACWW017
- Kennel: 6 m @ 0.3 g/t Au from 60 m in ACWW152

After assessing results Newcrest concluded that the area only hosted low to medium grade mineralisation and relinquished their EL's.

Clancy was granted the current Fairholme licences in 2006 and 2007. Initial work involved compilation and re-processing of earlier geophysics data and re-assessment of Newcrest prospects, especially Boundary where historic core was re-logged, and a new geological model constructed. Ground magnetics at 50 m spacing and trial IP was completed over Boundary, Dungarvan and Gateway. A small 620 m aircore program was completed in the north of EL6915.

In 2013 HPX and Kaizen Discovery Inc ("Kaizen", a sister company to HPX) entered into a JV on the Project with Clancy. Kaizen completed 74 km^2 of Typhoon deep IP followed by 3D IP modelling and mud rotary-diamond drill testing at the Williams and Corinella South targets (2 holes, 1135 m). A heli-magnetics survey at 100 m line spacing was flown over the whole Project, followed by 2453 m of mud rotary-diamond drilling at Dungarvan.

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Drilling at Boundary and Dungarvan tested the best geophysical anomalies from the Typhoon IP survey, targeting porphyry copper style mineralisation (high chargeability-magnetics, low resistivity) rather than Cowal-style epithermal gold. Drill hole samples were also analysed by Terraspec/ASD for determining alteration mineralogy. Weak mineralisation and alteration associated with andesitic volcanics and diorite was found, but no significant intercepts were reported. Best intercept at Gateway was 26 m @ 0.11% Cu from 49 m in FHD007.

Negative results from drill testing at Boundary and Dungarvan significantly downgraded the prospectivity of these targets, particularly for porphyry style deposits.

5.3 NYNGAN AND NEVERTIRE PROJECTS

Historic exploration in these Projects has been limited to due to the lack of outcrop, resulting in the majority of previous owners relying heavily on geophysics to define targets for drilling with only three notable holes having intersected interpreted basement under moderate cover.

5.3.1 Previous Ownership

Earliest exploration in the area was by BHP and CRA Exploration in the early to mid 1980's. Further activity in the mid to late 1990's saw several changes of ownership in the area including MIM, Croesus and Burdekin Resources. Newcrest held licences in the early-mid 2000's.

Following this period, the region and licence areas were the focus of St Barbara Ltd's Big Gold Lachlan Project-Marra Joint Group project that covered various separate license areas across an 80 km strike. St Barbara interpreted "the area to contain the largest volcano-intrusive centre of the Ordovician-Early Silurian Macquarie Arc, which to the south hosts the Northparkes and Cadia Valley mines." Owners of historic overlapping licences are summarised in Table 5-7.

Table 5-7: Historic EL's with work programs overlapping with Nyngan EL8929 and Nevertire EL8960.

Historic EL number	Company	Date from	Date to	Area
Nyngan				
EL2114	BROKEN HILL PROPRIETARY COMPANY LIMITED	1/10/1983	1/08/1984	144 UNITS
EL2495	CRA EXPLORATION PTY LIMITED	1/11/1985	1/05/1986	260 UNITS
EL2494	CRA EXPLORATION PTY LIMITED	1/11/1985	1/05/1986	260 UNITS
EL2657	LACHLAN RESOURCES NL	1/12/1986	11/05/1990	85 UNITS
EL3759	PEKO EXPLORATION LTD	1/02/1991	5/06/1992	100 UNITS
EL4939	MOUNT ISA MINES LIMITED	19/02/1996	20/09/1997	290 UNITS
EL4941	NEWCREST MINING LIMITED	22/02/1996	21/02/1998	30 UNITS
EL5161	CROESUS MINING NL	26/11/1996	15/04/1998	218 UNITS
EL5034	CROESUS MINING NL	7/06/1996	16/09/1999	127 UNITS
EL6345	NEWCREST OPERATIONS LIMITED	19/11/2004	30/05/2008	250 UNITS
EL6535	CLANCY EXPLORATION LIMITED	16/03/2006	3/09/2009	51 UNITS
EL6795	ST BARBARA LIMITED	7/06/2007	24/08/2010	70 UNITS
EL6801	ST BARBARA LIMITED	7/06/2007	24/08/2010	35 UNITS
EL7379	ST BARBARA LIMITED	7/08/2009	24/08/2010	89 UNITS
EL7380	ST BARBARA LIMITED	7/08/2009	7/05/2012	52 UNITS
EL7378	ST BARBARA LIMITED	7/08/2009	7/08/2013	77 UNITS
EL8053	NYNGAN GOLD PTY LTD	11/01/2013	24/08/2014	100 UNITS
EL7751	NYNGAN GOLD PTY LTD	27/05/2011	24/08/2014	89 UNITS

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Historic EL number	Company	Date from	Date to	Area
EL8116	ST BARBARA LIMITED	28/06/2013	11/07/2015	41 UNITS
Nevertire				
EL2484	CRA EXPLORATION PTY LIMITED	1/11/1985	1/05/1986	260 UNITS
EL2485	CRA EXPLORATION PTY LIMITED	1/11/1985	1/05/1986	260 UNITS
EL4945	MOUNT ISA MINES LIMITED	28/02/1996	20/09/1997	116 UNITS
EL5161	CROESUS MINING NL	26/11/1996	15/04/1998	218 UNITS
EL4996	BURDEKIN RESOURCES NL	30/04/1996	29/04/1998	269 UNITS
EL5729	MOUNT ISA MINES LIMITED	16/05/2000	25/05/2001	200 UNITS
EL5862	MOUNT ISA MINES LIMITED	25/05/2001	19/06/2002	107 UNITS
EL6345	NEWCREST OPERATIONS LIMITED	19/11/2004	30/05/2008	250 UNITS
EL6337	NEWCREST OPERATIONS LIMITED	4/11/2004	4/12/2009	60 UNITS
EL7382	ST BARBARA LIMITED	7/08/2009	24/08/2010	42 UNITS
EL6797	ST BARBARA LIMITED	7/06/2007	7/06/2011	30 UNITS
EL7261	CLAYMOR RESOURCES PTY LTD	15/12/2008	15/12/2012	88 UNITS
EL7260	CLAYMOR RESOURCES PTY LTD	15/12/2008	15/12/2012	99 UNITS
EL7616	ST BARBARA LIMITED	6/09/2010	11/07/2015	64 UNITS
EL7617	ST BARBARA LIMITED	6/09/2010	11/07/2015	69 UNITS
EL8055	NYNGAN GOLD PTY LTD/ANGLOGOLD ASHANTI	25/01/2013	22/04/2014	27 UNITS

5.3.2 Historic Exploration

Historical exploration, work completed, and results are summarised in Table 5 8. Relatively little historic exploration was conducted on either Nyngan or Nevertire, with geophysics the main tool used to define prospectivity and generate targets for follow-up work (Table 5 8). Effective drilling within the licences is limited, with many older drill holes failing to reach basement. Despite a total landholding of 1144 km^2 only three holes have intersected interpreted basement in the Nyngan license and none in the Nevertire licence. Prior drilling to basement immediately south of Nevertire by St Barbara confirmed the presence of Junee-Narromine volcanic arc stratigraphy with alteration and mineralisation vectors coincident with magnetic and gravity anomalies that stretch into the Nevertire license.

Newcrest drilled 19 aircore holes (EL4941) in 1996 testing a discrete magnetic high with apparent through-going lineaments. 14 holes were interpreted to intersect basement rock of possible diorite and minor chloritic metasediments. Although some intervals were logged as demonstrating weak to moderate chlorite-carbonate or epidote alteration and trace pyrite and chalcopyrite, bottom of hole sampling returned no significant geochemical results (Hayward, 1997).

Figure 5-5 shows the locations of historic drill holes in and near the project area that intersected basement rocks. Only three other holes intersected basement in the Nyngan licence EL8929, and no holes intersected basement in Nevertire EL8960:

- In 1984, BHP drilled a coincident gravity-magnetic anomaly and intersected basement at 192 m (EOH 201 m) in chlorite-pyroxene-biotite diorite/gabbro with 3% magnetic/ilmenite and traces of chalcopyrite.
- In 2005, Newcrest drilled two holes in EL8929 to test coincident gravity low and subtle magnetic high anomalies targeting porphyry mineralisation, intersecting basement between 255 m to 322 m. Drill hole ACDNY002 intersected some copper-gold mineralisation, with calcite-bornite-chalcopyrite bearing amygdales and minor carbonate-pyrite-bornite bearing

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veins in rounded volcaniclastic conglomerate clasts. Best result was 1 m @ 0.16% Cu from 322 m.

Table 5-8: Summary of previous exploration activities, Nyngan-Nevertire

Company	Years	Work completed	Results
BHP Exploration	1983-1984	Nyngan: aeromagnetics; ground magnetics and gravity; percussion drilling one magnetic-gravity high to 201 m depth	Intersected mafic gabbro intrusive at 197 m, considered source of geophysics anomaly
CRA Exploration	1985-1986	Data review; shallow aircore drilling for mineral sands	Heavy minerals present, insufficient grades.
Lachlan Resources	1986-1990	Nyngan: desktop study of prospectivity, for mafic hosted PGE deposits; reconnaissance ground magnetics	Magnetics modelling indicated anomalies were too deep to be of interest
Peko Exploration	1991-1992	Nyngan: Aeromagnetics interpretation for porphyry targets; drilling (2 holes, 168 m, and 138 m)	Neither drill hole intersected basement, project ceased.
MIM Ltd	1996-1997	Depth interpretation of aeromagnetics	Concluded basement too deep to provide viable targets
Croesus Mining	1996-1999	Data review; aeromagnetic interpretation; aircore drilling (3 holes 81 m, 74 m, 105 m)	Targeting porphyry deposits; aircore holes failed to reach basement, concluded cover too deep.
Newcrest	1996-1998	Nyngan: aircore drilling (18 holes, 1677.5 m);	Targeting porphyry. BOH sampling only. 14 holes apparently reached bedrock. No geochemical anomalism.
Newcrest	2004-2009	Nyngan: RC/diamond tail drilling (2 holes, 687 m)	Targeting porphyry. Basement intersected 255 m and 322 m. best result 1 m @ 0.16% Cu.
St Barbara Mines	2009-2013	Aeromagnetic surveys (50 m line spacing, 30 m sensor height); drilling to south of EL8960.	No drilling within Kincora EL's
Clancy Exploration	2008	Nyngan: RCDD drilling (1 hole for 246.4 m)	Did not intersect basement.
Claymor Resources	2008-2012	Nevertire: A-horizon soil sampling for 'geoelectrochemical' analysis	Apparently defined coincident Au, Cu, Ag, As, Sb and Mo anomalies, no further work.
Anglogold Ashanti	2011-2014	Ground gravity survey.	IP lines to east of EL8960. No drill targets defined.

Lithogeochemistry on Newcrest drill samples indicates affinities with Late Ordovician shoshonitic Macquarie Arc basalts and andesites that are associated with the main mineralised systems in the Lachlan Fold Belt.

Historic drilling by Newcrest about 1.5 km to the south of EL8960 reached basement at 234 m (EOH 318.4 m). Hole ACDNY006 returned anomalous mineralisation and intense propylitic alteration, including 82 m (from 236 m) @ 280 ppm Cu and 0.06 g/t Au, including 2 m (from 304 m) @ 769 ppm Cu and 0.2 g/t Au. Observations from the drilling included identification of lithologies, alteration and veins considered consistent with a setting similar to the Cadia-Ridgeway and Goonumbla porphyry copper-gold deposits. The alteration was largely propylitic (chlorite-epidote-magnetite), although higher temperature (K feldspar +/- hematite) phases were also present.

St Barbara also explored to the south of EL8960 and concluded that areas of high magnetic intensity and density projecting north and east into EL8960 were prospective for porphyry copper-gold

mineralisation. St Barbara's conclusion was based on an architectural model of porphyry prospectivity being at the margin of intrusions, mapping of K/Rb ratios from samples of intrusions intersected in drilling, and an increase in veining eastwards within their drilling area.

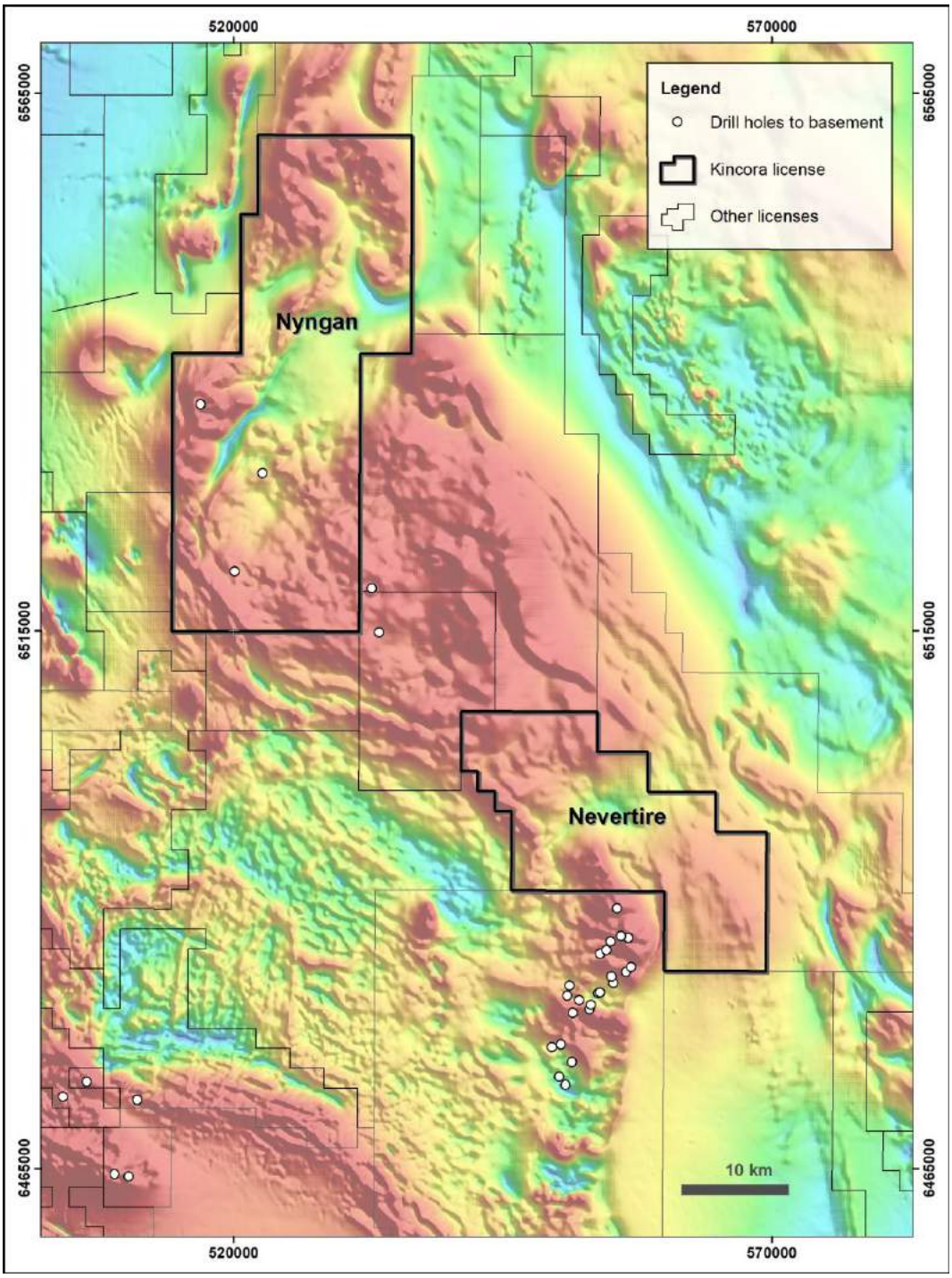

Figure 5-5: Nyngan-Nevertire historic drill holes intersecting basement (including those outside current ELs). Background TMI aeromagnetics.

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5.4 JEMALONG PROJECT

Jemalong has been explored since the early to mid 1980's, with targeting largely dependent on geophysics to penetrate recent cover.

5.4.1 Historic exploration

Historical exploration, work completed, and results are summarised in Table 5-9. Exploration commenced with recognition of the regional magnetic feature now called the Cowal Igneous Complex, which was seen as a possible analogue to the area hosting copper-gold mineralisation at Goonumbla.

Table 5-9: Summary of previous exploration activities, Nyngan-Nevertire

Company	Years	Work completed	Results
Peko-Wallsend	1981-1986	Aeromagnetics (200 m line spacing); gravity (1 km grid); RAB, DDH, AC drilling of magnetic anomalies (2,255.54 m); Schlumberger Sounding survey.	Weak mineralisation in a few drill holes, best result 44.5 m @ 787 ppm Cu from 91.5 m. Cover defined as more than 100 m depth
Newcrest Mining	1990-1992	Gravity (1 km grid); aircore drilling (8 holes, 537 m)	Gravity used to define cover depth and target basement 'highs'. Deep cover and weakly anomalous Cu, Pb, Zn.
CRA Exploration	1993-1997	Mobile Metal Ion (MMI) soils; aircore drilling (5 holes, 432 m); aeromagnetics (75 m line spacing)	Best results 33 m @ 600 ppm Cu, 3 m @ 0.53 g/t Au (from 63 m) – named Jemalong Channel
LFB Resources/Newcrest	1997-2003	Analysis of aeromagnetics; aircore/diamond drilling (1,235 m AC, 327 m DD); aircore drilling (49 holes, 6073.6 m)	Best result 9 m @ 0.7 g/t Au from 60 m. Follow-up by Newcrest defined anomalous copper at Jemalong Channel in supergene zone and fresh copper mineralisation in weakly developed porphyry
Centaurus Resources	2007-2008	Compilation and review of earlier work.	No results
Clancy Exploration	2008-2009	Data and targeting review; ASD spectral analysis on historic holes; magnetics reprocessing and structural interpretation	Phyllic-propylitic alteration identified in Jemalong Channel holes.
Goldfields Australasia	2010-2013	Aircore drilling (5 holes, 699 m)	Propylitic-phyllic alteration intersected south of Jemalong Channel. Best result 10 m @ 0.14 g/t Au (74 m)
Sandfire Resources	2014	Compilation and review of earlier work	No results reported
Clancy-RareX	2017-2019	-	-

Peko Wallsend undertook the first significant exploration program in the licence area from 1981 to 1986, targeting aeromagnetic anomalies with combination rotary/RAB and diamond tail drilling. Some weakly anomalous copper results were obtained, but the lack of extensive alteration and/or mineralisation resulted in the ground being relinquished. Similarly, Newcrest in 1990-1992 used gravity to define basement highs which when drilled yielded similar results to Peko.

Over two periods of joint venture with LFB Resources from 2000-2003, Newcrest undertook aircore drilling followed up by diamond tails. At the Jemalong Channel prospect, anomalous copper values had been previously defined in supergene enriched saprolite. Deeper drilling intersected multiple, thin, and widely spaced intercepts between 0.1% and 0.18% Cu in fresh, magnetite rich hornfelsed sediments interpreted as a weakly developed porphyry system. Further work failed to improve on these results.

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Goldfields Australia took over the area from Clancy Exploration in 2010 and drilled five aircore holes to the south of Jemalong Channel, based on structural interpretation of magnetics. Propylitic-phyllic alteration was intersected, with a best result of 10 m @ 0.14 g/t Au from 74 m. In 2014 Sandfire Resources entered a farm-in deal on Goldfields' ground, but no fieldwork is reported.

Clancy Exploration was granted a new EL in January 2017 that covered a similar area to the licence they held previously and joint ventured to Goldfields.

5.5 CUNDUMBUL PROJECT

Numerous companies have held tenures that include the area of the Cundumbul Property since 1966 but there has been limited direct interest until Clancy Exploration Pty Ltd commenced activity in the area in 2004. Historic work included regional stream sediment and soil geochemistry surveys and some drilling, mostly concentrated around old workings.

5.5.1 Previous Ownership

Historic licences overlapping the Cundumbul licence are listed in Table 5-10. Up until Clancy Exploration's involvement in 2004, exploration licences were generally only held for short periods while reconnaissance work was undertaken before being relinquished.

Table 5-10: Historic EL's with work programs overlapping with Cundumbul EL6661

Historic EL Number	Company	Date from	Date to	Area
EL47	AFI Holdings Ltd	01/09/1966	01/09/1967	1624 UNITS
EL317	Amax Iron Ore Corporation	07/08/1970	07/02/1973	317 UNITS
EL541	Woodsreef Asbestos Mines Ltd	01/10/1972	01/10/1973	330 UNITS
EL720	Geopeko Ltd	01/12/1974	01/05/1975	518 UNITS
EL1364	Asarco (Australia) Pty Ltd	01/06/1980	01/12/1980	740 UNITS
EL1839	Newmont Pty Ltd	01/04/1982	01/06/1982	142 UNITS
EL1912	Noranda Australia Ltd	01/07/1982	01/07/1983	256 UNITS
EL2242	Mount Isa Mines Ltd	01/06/1984	01/06/1985	226 UNITS
EL2243	Mount Isa Mines Ltd	01/06/1984	01/06/1985	245 UNITS
EL2636	Electrolytic Zinc Company of Australia Ltd	01/06/1986	01/08/1988	290 UNITS
EL3549	Homestake Australia Ltd	01/06/1990	17/08/1990	80 UNITS
EL4199	Rio Tinto Exploration Pty Ltd	17/02/1992	12/01/1998	100 UNITS
EL5468	North Mining Ltd	17/04/1998	03/03/2000	100 UNITS
EL5790	Mount Isa Mines Ltd	30/10/2000	19/06/2002	30 UNITS
EL5881	MIM Exploration Pty Ltd	07/08/2001	12/06/2002	32 UNITS
EL6057	Vincent Lloyd Cudden	20/02/2003	19/02/2007	18 UNITS
EL6180	Clancy Exploration Pty Ltd	19/01/2004	15/11/2006	63 UNITS
EL6443	Clancy Exploration Pty Ltd	07/07/2005	15/11/2006	4 UNITS

5.5.2 Historic exploration

From 1970 to 1988 several different companies, including Amax Mining, Mt Isa Mines Ltd, and the Electrolytic Zinc Company of Australia Ltd undertook reconnaissance stream sediment sampling over broad areas including the current Cundumbul EL. Results were not considered significant enough to warrant follow-up.

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From 1990-1998 Homestake and Rio Tinto carried out desktop studies including compilation and digitisation of historic data. Both companies relinquished their licences with little or no field based work.

Regional and prospect scale soil sampling was conducted by North Mining Ltd and MIM Exploration Pty Ltd between 1998 and 2002. North Ltd drilled 378 m of RC at the historic Mehruda Mine and Northey Partys Mine in 1999 with no significant results.

Clancy Exploration Pty Ltd (now RareX) acquired two licences covering most of the current Cundumbul project in 2004. Work completed included airborne magnetic and radiometric surveying, airborne SWIR surveys, ground magnetic follow-up of priority airborne targets and later gradient array 3D IP and gravity surveys over prospects at Mehruda and Naroogal (over the Owens and Northey Party prospects). Near-surface B horizon soil sampling and auger C horizon soil sampling over prospects of interest were also undertaken.

Mapping and petrology identified monzonitic intrusions in the project area around Bells and Andrews Prospects, and spectral analysis and petrology identified phyllic and propylitic alteration consistent with distal alteration from a porphyry system. Prospectivity analysis by SRK Consulting on behalf of Clancy identified several prospects in the area, including Bells and Andrews.

Mitsubishi Materials Corporation ("MMC") of Japan, was the last JV partner and group to fund field activities having drilled three diamond holes at Bells Prospect on behalf of Clancy, which returned anomalous Mo in the Bells Shear zone, but otherwise no significant results. Prospective targets remain at the Andrews arsenic soil anomaly.

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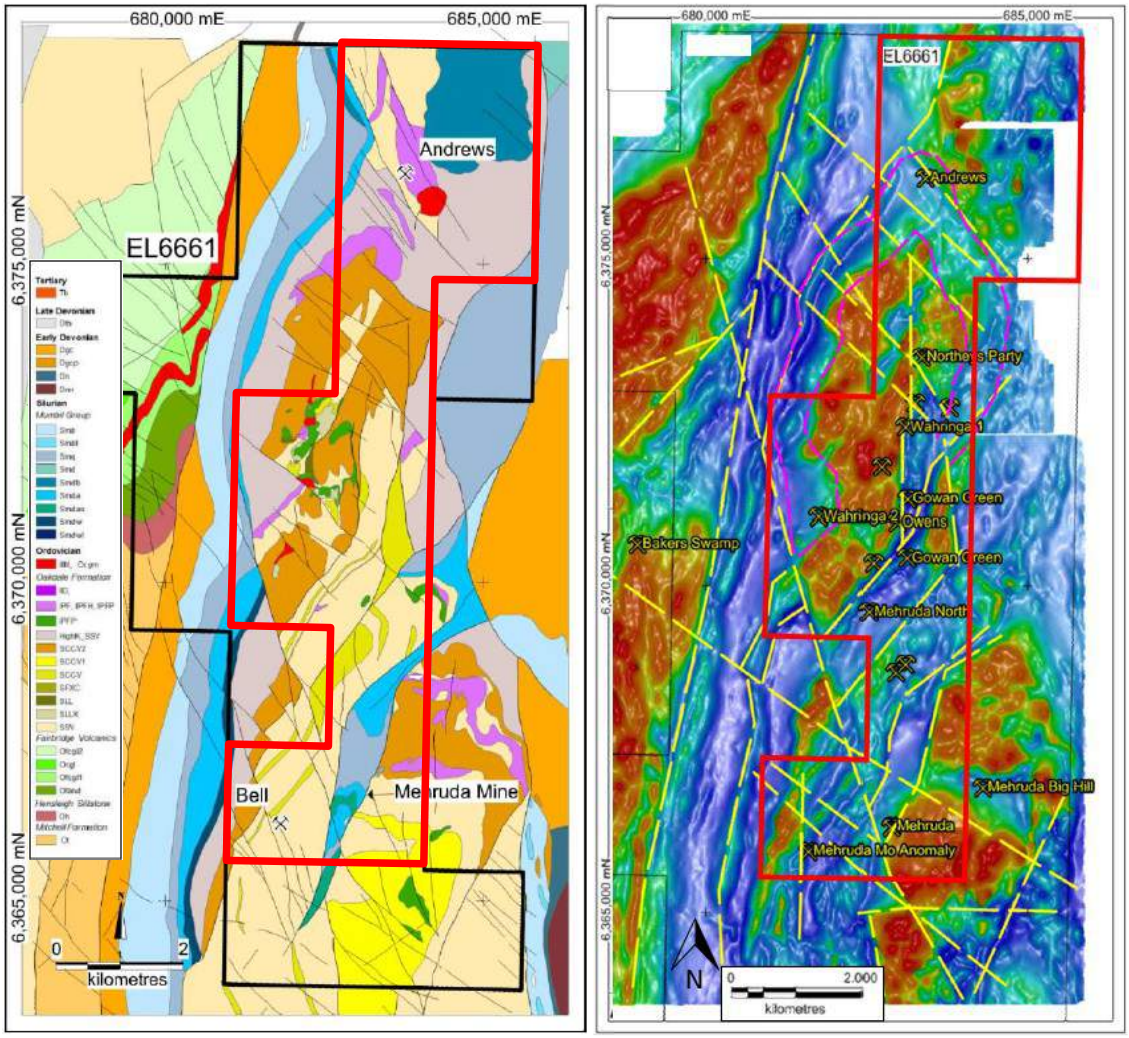

Figure 5-6: Cundumbul Project (red boundary) - Prospects and geology. Left: the geology of project is dominated by the prospective Oakdale Formation. Right: RTP Magnetics with extrapolated K-channel radiometric marker horizon and regional structures.

5.6 CONDOBOLIN PROJECT

Extensive historical exploration has been conducted at the Condobolin project though until 1996, mostly focussed around areas of known workings. More systematic work was conducted by Conquest Mining NL in 1996-98 and Clancy Exploration Ltd in 2011-13. There is limited post-mineral cover throughout the licence other than a buried palaeochannel to the east of historic workings.

5.6.1 Previous Ownership

Holders of historic overlapping titles are summarised in Table 5-4.

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Table 5-11: Historic EL's with work programs overlapping with Condobolin EL7748

Historic EL Number	Company	Date from	Date to	Area
MEL48	Dominion Mining NL	01/11/1966	01/01/1967	256 UNITS
AtoP3234	Hardy Mining Pty Ltd	1969	1971	~10 ACRES
AtoP3156	Hardy Mining Pty Ltd	1969	1971	~10 ACRES
AtoP3262	Hardy Mining Pty Ltd	1969	1971	~10 ACRES
AtoP3455	AF and CL Perry (explored by Aminco & Associates Pty Ltd)	1970	1970	UNKNOWN
EL397	Central Pacific Minerals NL	01/05/1970	01/01/1972	1609 UNITS
EL706	Buka Minerals Ltd	01/11/1974	01/11/1976	256 UNITS
EL969	Mines Exploration Pty Ltd	01/04/1911	01/09/1981	256 UNITS
EL1062	Dampier Mining Company Ltd / BHP Ltd	01/11/1977	01/09/1979	225 UNITS
EL2077	Nicron Resources Ltd	01/09/1983	01.02/1985	64 UNITS
EL2309	Billiton Australia	01/11/1984	01/08/1985	368 UNITS
EL2463	Eastern Gold Exploration Pty Ltd	01/08/1985	21/08/1989	8 UNITS
EL2854	Australian Platinum & Gold Pty Ltd	01/05/1987	04/05/1989	92 UNITS
EL3751	Newcrest Mining (WA) Ltd	01/02/1991	29/10/1992	90 UNITS
EL4531	North Mining Limited	25/06/1993	24/06/1995	87 UNITS
EL5016	Conquest Mining NL	02/05/1996	10/12/1999	100 UNITS
EL5754	Triako Resources Limited	19/07/2000	06/05/2007	44 UNITS
EL6939	Clancy Exploration Limited	08/11/2007	26/05/2011	53 UNITS

5.6.2 Historical Exploration

Historical exploration including work completed and results is summarised in Table 5-5.

Mining within the Condobolin Mineral Field occurred from 1888 until the early 20th century, exploiting small vein deposits of gold, copper and base metals at the Phoenix, Mascotte, Blue Bell, Finch, O'Halloran's Hill, Red Paint, Piebald and Potters mines. Regional scale reconnaissance in the 1950's and 1960's led to limited work around 1970. Later explorers including Buka Minerals Ltd, Mines Exploration Pty Ltd, BHP Ltd, Billiton Australia generally operated for short time periods and focussed on exploring for specific mineralisation styles (Cobar style polymetallic deposits or VHMS), bulk tonnage deposits around old workings or geophysical anomalies, resulting in patchy coverage biased to old workings.

More detailed studies using a more relevant epithermal models were conducted by Eastern Gold Exploration Pty Ltd, North Mining Ltd, Conquest Mining NL and Triako Resources Ltd. Clancy Exploration Ltd acquired the area in 2007 and consolidated prospective ground into EL7748.

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Table 5-12: Summary of previous exploration activities, Condobolin.

Company	Years	Work completed	Results
Mines Exploration PL	1977-1981	Aeromagnetics (300 m spacing x 90 m height), ground magnetics (50-100 m & 500-600 m), ground TEM at Hutchinsons & Redcap Mines. Mapping (20,000 to 50,000 scale) and rock sampling. Grid soil (including 115 auger & 45 'percussion' holes) and rock sampling at Red Cap and O'Hallorans Hill. Dipole-dipole IP (37.6 line km) follow-up of geochemically anomalous areas. 2 RCDD holes at Redcap.	Strongly elevated Pb-Au-Ag in ironstones. No ground mag anomalies generated. Broad weak IP chargeability anomalies. TEM surveys ineffective due to conductive cover. Coherent 400 x 50 m Pb ±Zn ±Cu soil anomaly at Redcap. 800 x 300 m Pb ± Zn soil anomaly at O'Halloran's Hill. Modest polymetallic results in drilling but weak Au-Ag results.
Dampier Mining Company Ltd / BHP Ltd	1977-1979	Aeromagnetics (400 m spacing x 90 m height) with follow-up ground magnetics (50 m grid) & SIROTEM / EM at Finch & P4 Anomalies. Soil and rock sampling at P4 and Finch anomalies. One 150.6 m deep RD/DD hole at Finch anomaly.	SIROTEM survey ineffective due to infrastructure. No conductors identified in EM survey. Hg anomalies identified in reconnaissance soils. Drill testing intense magnetic high returns magnetite bearing sediments. Minor sulfidic zones and moderate anomalism intersected.
Nicron Resources Ltd	1983-1984	Literature review, rock sampling of old workings. Reconnaissance, and exploration of Potters Mine, Gentles Prospect. Petrology.	Strong Au-As relationship identified. Alteration described in petrology as including chlorite, sericite, traces of zeolite and rare pyrophyllite, tourmaline
Billiton Australia	1984-1985	Exploring for epithermal Au & Ag mineralisation. Focus on reconnaissance mapping and rock chips at O'Hallorans Hill.	Generally low-level results but some elevated Sb to 72ppm (by XRF).
Eastern Gold Exploration PL	1985-1989	Exploring for various gold mineralisation styles. Soil and auger traverses over Mt Tilga, P4 & Finch Anomalies, Brady's, Portion 111, channel sampling, plus mapping and random rock sampling.	Peak rock chips up to 59g/t Au, 18ppm Ag. BHP's 1 km long Au-Ag-As-base metal P4 soil anomaly confirmed. Extended Redcap by up to 500 m. Generated new soil / rock anomalies. Some BHP anomalies not repeatable. Concluded widespread small-scale mineralisation.
Newcrest Mining (WA) Ltd	1991-1992	Literature review, minor reconnaissance mapping and sampling.	Concluded the Mascotte – Potters trend may extend discontinuously NE up to 8 km
North Mining Limited	1993-1995	Rock and soil sampling (including 690 auger holes for >1,200 m) followed up by vertical air core 100 holes for 823.5 m) drilling focussed on Brady's & other geochemical anomalies. 2 RC holes for 300m at the Pygmie Hill prospect.	Peak rock chip results up to 22.1g/t Au, 47ppm Ag, 2.2% Cu, 1.8% Pb, 0.42% Zn, 1.6% As. Two As ± Au, Pb, Zn soil anomalies over 3 km x 800 m. Vertical AC drilling ineffective. Anomalous results in RC drilling.
Conquest Mining NL	1996-1998	Detailed literature review, conventional (4 acid digest) and MMI soil sampling. 146 staged RAB holes for 4,809 m (av. 32.9 m) and 13 RC holes for 824 m (av. 63.4 m) drilling at Phoenix, Mascotte & Blue Bell Mines.	Documented many deficiencies in previous work. Improved consistency in soil results. RAB then RC testing of soil anomalies and workings returned significant results (e.g. 3 m @ 18.12g/t Au, 0.68% Cu in CQR13 at Blue Bell). Concluded high grades reflected supergene enrichment.

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Company	Years	Work completed	Results
Triako Resources Limited	2000-2007	Soil and rock sampling, 115 m costeaning, Pole-dipole IP survey (3.1 line km), mapping followed by 56 RC holes for 3,182 m (av. 56.8 m) drilling focussed on old workings.	Project partially reported. RC drilling at old workings, peak result 2 m @ 5.42 g/t Au (TMT008) at Surprise, & 1 m @ 25.6 g/t Au (TMT014) at Red Paint. High Au-Ag-Pb results at 100 m depth over 50 m strike at Mascotte. Concluded that targets were too small to be useful to new owner CBH.
Clancy Exploration Limited	2007-2011	Compile & review data. Airborne magnetic, radiometric & DEM (50 m spacing x 40 m height). Gravity (43.75 km^2, 125 m spacing). Fixed loop EM & 3D Pole-dipole IP (Mascotte –Mertilga trend & Phoenix). DH IP at Phoenix. Extensive soil & rock chip samples, petrology, spectral study drill chips, S & Pb isotopes, tectonic interpretation. Drill 28 AC holes for 948 m at alluvial deep lead (25 holes) and Mertilga, 56 RC holes for 6,581 m (av. 117 m) & 9 RCDD / DD holes for 2052.3 m (av. 228 m) at Mascotte, Bluebell, Mertilga, Mt Tilga & Potters prospects, geochem/geophys targets & Phoenix.	Magnetics and gravity provided base for tectonic interpretation which identified potential causative underlying intrusion, potential skarn and conjugate control structures. Soil geochemistry, IP, EM and ground magnetics used to varying degrees of success to target drill testing of anomalies and prospects. Discovered Mertilga prospect with peak result of 4m @ 20g/t Au, 30.1g/t Ag, 0.26% Cu from 75m (CORC029). Drilling returned significant mineralisation at most prospects, though continuity not consistently established.

Exploration programs up to 1996 generally comprised cycles of aerial and ground geophysics followed by mapping, soil and rock sampling, and grid based shallow (<30 m) drilling, rapidly narrowing focus to one outstanding prosect for drill testing with one to two moderate depth (100 – 150 m) RC or diamond holes. Drillholes were partially sampled, and both surface and drillhole samples were analysed for restricted element suites.

From 1996-1998 Conquest Mining NL undertook a systems-based analysis to identify controls on mineralisation and the distribution of dispersed mineral occurrences. They interpreted occurrences were related to overlapping lateral and vertical metal zoning in an epithermal system with higher grade in drilling due to supergene enrichment.

From 2000-2007 Triako undertook quite extensive soil and rock sampling and geophysics followed up by RC drilling at old workings. Results were generally considered too poor to indicate any significant scale to targets.

From 2007-2011 Clancy Exploration Ltd confirmed the dominant mineral system was epithermal and concluded that alteration was largely phengitic and controlled by conjugate NE and NW oriented structures. Clancy extended the known extent of mineralisation on the Mascotte – Potters trend, discovering the Mertilga Prospect that returned the highest gold and silver grades in drilling and the most continuous distribution of gold grades in the project. They identified a dominant As-Mo-Au association in soil results, improving the success of drill targeting. They also identified that mineralisation is hosted in SE-dipping, NE-SW oriented thrust faults, and interpreted that mineralisation is polyphasic, possibly felsic magmatic related, and likely emplaced syn-thrust development.

Combined total drilling for the project area is as follows:

- 880 auger holes for around 1500 m
- 146 RAB holes for 4,809 m (av. 33 m)
- 128 aircore holes for 1771.5 m (av. 14 m)

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- 172 RC holes for 10,917 m (av. 63 m)
- 12 RC/DD and DD holes for 2,425.9 m (av. 202 m)

Rock chip sampling of old workings and vein outcrops by all explorers consistently returned high grade results, including: Phoenix (22. 5g/t Au, 56 g/t Ag and 1.15% Pb), Surprise (6.8 g/t Au), Mascotte (26 g/t Au, 27 g/t Ag and 1.35% Zn) and Bluebell (3.6 g/t Au, 71 g/t Ag and 7.89% Cu) prospects and from float (59 g/t Au, 18 g/t Ag from 1 km NW of Tilga Homestead).

Best drilling results from the project area were from Clancy's Mertilga prospect, which included multiple anomalous intercepts as shown on the cross section in Figure 5-6. Other prospects generally returned single promising intercepts, but additional drilling failed to extend mineralisation. Peak results by prospect include:

- Mertilga:
  - 4m @ 20g/t Au, 30.1 g/t Ag, 0.26 % Cu from 75m incl. 1m @ 62 g/t Au, 60 g/t Ag from 76m in CORC029.
  - 4m @ 14.16 g/t Au, 61.7 g/t Ag and 11.65ppm Mo from 83m in CORC044.
  - 5m @ 7.89 g/t Au, 22.28 g/t Ag and 14.04ppm Mo from 99m in CORC041.
- Blue Bell: 3m @ 18.12g/t Au, 0.68 % Cu incl. 1m @ 45.65 g/t Au, 1.42 % Cu from 27m in CQR13.
- Mascotte: 23m @ 0.95 % Zn, 0.44 % Pb incl. 6m @ 2.99 g/t Au, 2.21 % Zn and 1.23 % Pb from 47m in MA-1.
- Phoenix: 8m @ 3.73 g/t Au, 17 g/t Ag, 0.47 % Cu, 0.35 % Pb, 0.42 % Zn from 72m in CORC008.
- Surprise: 2m @ 5.42 g/t Au from 14m and 2m @ 3.38g/t Au from 50m in TMT008.
- Red Paint: 1m @ 25.60 g/t Au in TMT014.
- Potters: 11m @ 1.5 % Pb, 0.58 % Zn, 17.68 g/t Ag from 48m in CORC023.
- Alluvial drainage channel: 1m @ 28.4 g/t Au from 4m in CORC012.

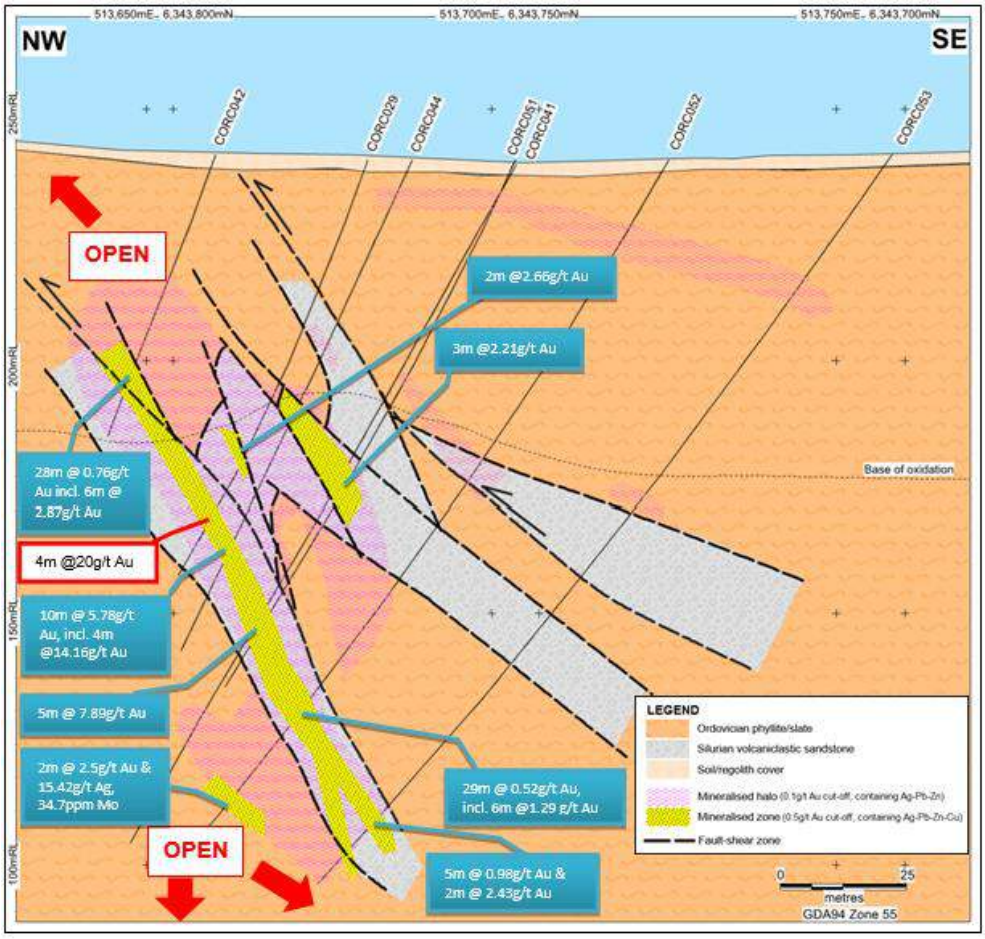

Figure 13 – ***Meritilga Cross-Section – High Grade Zone***
Looking North. Current intercepts denoted in blue boxes. 2012 intercepts denoted in red boxes.

Figure 5-7: Mertilga Cross Section – High Grade Zone (facing north). From Clancy Exploration (from Vassallo, 2013).

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6 GEOLOGICAL SETTING AND MINERALISATION

6.1 REGIONAL GEOLOGY

The Lachlan Orogen is a tectonic element of the eastern Australian Tasmanides, spanning Tasmania, Victoria, NSW, and Queensland. The Tasmanides encompass continental growth in a Neoproterozoic passive margin setting and a Palaeozoic-Mesozoic active margin in east Gondwana, bounded to the east by the Pacific Ocean. In the Ordovician, the supra-subduction zone element in the Lachlan Orogen is the Macquarie Arc (Glen et al., 2012).

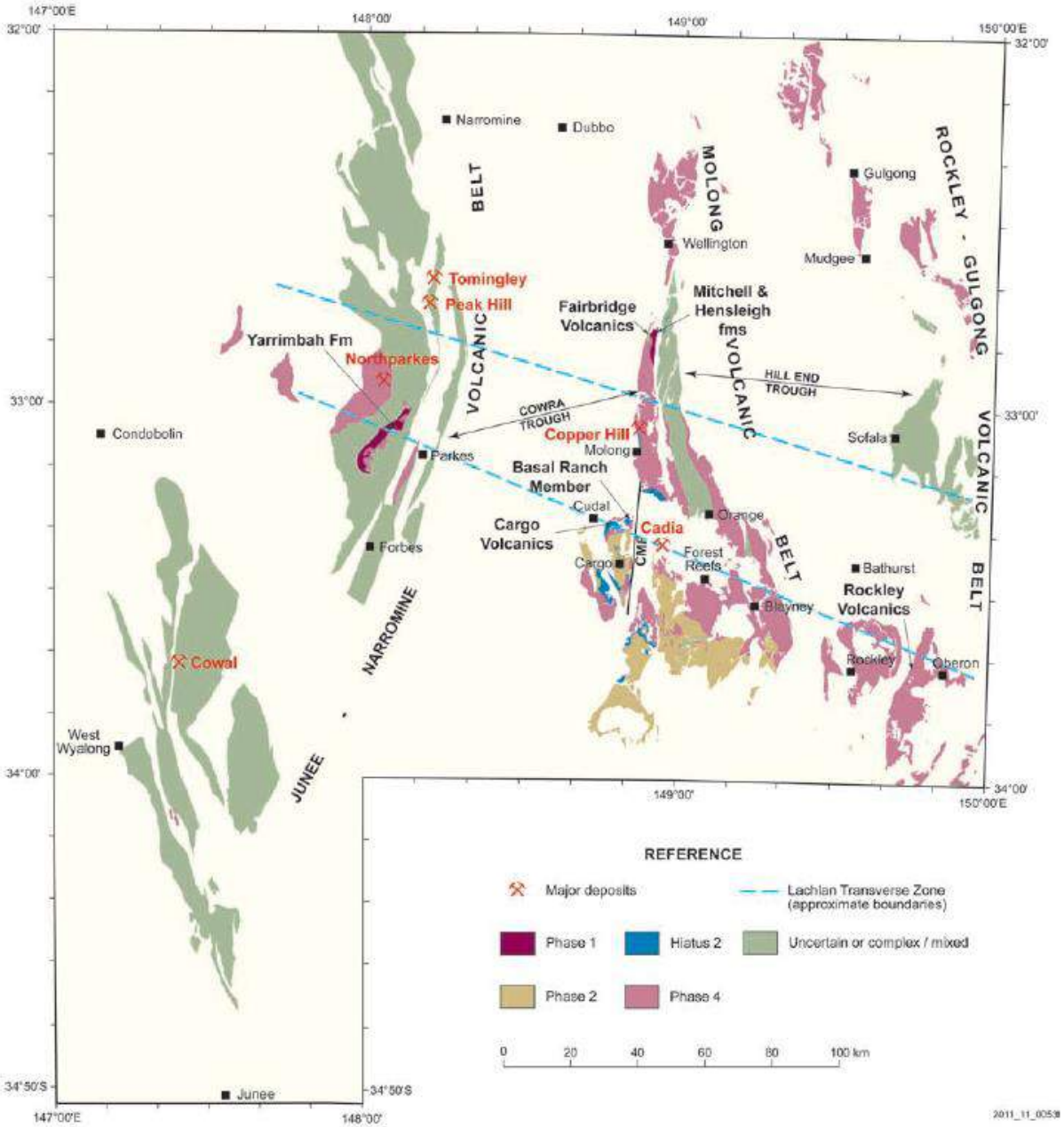

Figure 6-1: Map of the three main volcanic belts of the Macquarie Arc in NSW, showing phases of magmatic activity where possible (Glen *et al*, 2012)

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Four major volcanic belts are recognised, comprising mafic to intermediate volcanic and volcaniclastic rocks, limestones, and intrusions that, with two hiatuses in magmatism, span the Ordovician and extend into the Early Silurian. These belts share a similar stratigraphic and temporal evolution, displaying a general progression from high-K calc-alkaline to shoshonitic magmatism, a gradual evolution from mafic to felsic shoshonitic magmatism with time (Holliday and Cooke, 2007).

The four belts are separated by Silurian-Devonian rift basins developed during crustal extension. Porphyry-related gold-copper deposits formed in the Ordovician, and especially in the Early Silurian after amalgamation of the arc with its flanking terranes (Glen et al., 2012). The bulk of the known mineral deposits in the Macquarie Arc occur in three of the belts in central NSW – the Junee-Narromine Volcanic Belt in the west; the Molong Volcanic Belt in the centre; and the Rockley-Gulgong Volcanic Belt in the east (Figure 6-1). Seismic interpretation suggests the Junee-Narromine Volcanic Belt is the arc core and represents the thickest part of the arc, with the other three belts representing progressively thinner arc segments (Glen et al., 2002).

The volcanic belts comprise up to four phases of formation that occurred over discrete time periods, shown in Figure 6-2. Porphyries that intruded the belts are also divided into four age groups by Glen et al., (2007); Figure 6-2. Although examples of mineralised porphyries occur in all four groups, Group 4 are the most highly mineralised. They include the porphyry copper-gold deposits of the Northparkes area in the Junee-Narromine Volcanic Belt, and those in the Cadia Valley area in the southern part of the Molong Volcanic Belt. In both areas, mineralisation is centred in and around quartz monzonite porphyries.

Group 4 porphyries were emplaced into folded and tilted volcaniclastic and volcanic rocks that were deformed in the first phase of arc deformation (Benambran Orogeny Phase 1, c. 443 Ma). The WNW-trending Lachlan Transverse Zone (Figure 6-1) is a major arc-normal corridor and structural direction that favoured emplacement of many porphyries, commonly, but not exclusively shoshonitic. Other WNW-trending faults occur at Tomingley (Alkane Exploration data) and near Cowal Mine, which occurs near the intersection of a N-trending, high-strain corridor (Glen et al., 2012).

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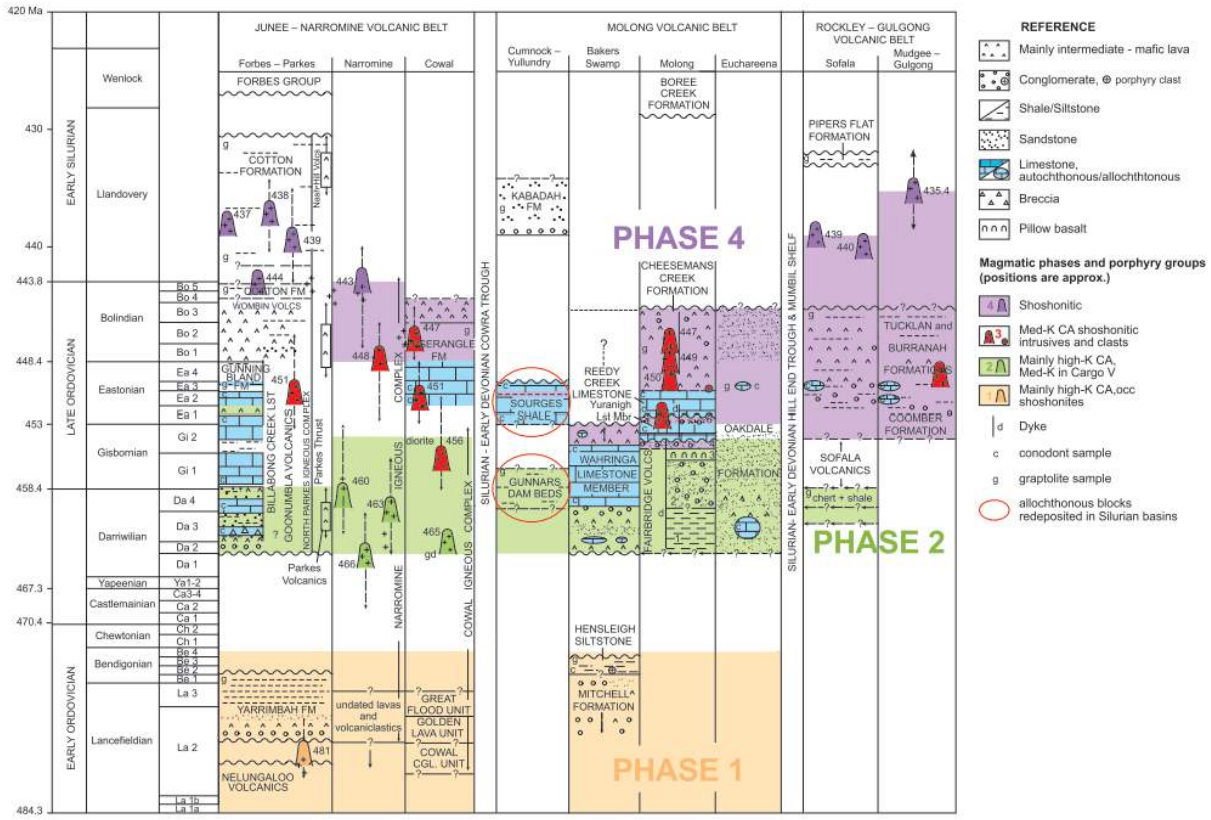

Figure 6-2: Time-Space plot through the Macquarie Arc (Glen and Blevin, 2019)

6.1.1 Junee-Narromine Volcanic Belt

The Junee-Narromine Volcanic Belt (JNVB) extends from 100 km south of Gundagai to Narromine in the north, about 420 km (Figure 7-3). It extends north of Narromine, concealed beneath Mesozoic basin sediments for at least another 250 km, giving the belt a strike length of at least 670 km. Significant deposits include the Northparkes porphyry system, the low-sulphidation carbonate-base metal gold system at Cowal, the dissected porphyry system at Marsden, the orogenic gold system at Tomingley, and high-sulphidation epithermal gold systems at Gidginbung and Peak Hill (Figure 7-3). In contrast to the Molong Volcanic Belt (MVB) which hosts the Cadia porphyry deposits, the JNVB is deeply weathered, very poorly exposed, and under-explored.

Outcrop is generally confined to isolated weathered exposures on topographic highs surrounded by scattered float. South of the Mesozoic basin margin, substantial sections of the JNVB are concealed by up to 100 meters of Quaternary cover. North of the basin margin, Quaternary and Mesozoic sediments of up to four hundred metres thickness overlie the prospective units.

Except for the Northparkes Igneous Complex, the internal lithostratigraphy of the JNVB is poorly understood due to its limited exposure. The key units at Northparkes are the Wombin and Goonumbla Volcanics, which show a progression from high-K calc-alkaline to shoshonitic magmatism. Widespread development of carbonate platforms occurred between these units (Billabong Creek Limestone and others). These trends are similar to those in the MVB, and some units have been confidently correlated between them (Holliday and Cooke, 2007).

Limited work shows that there are similarities between the succession at Northparkes and other volcanic rocks in the region. Raggatt Volcanics at Trundle and Tullamore show affinities with both Wombin and Goonumbla Volcanics. Similarly, Ordovician arc rocks southeast of West Wyalong

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(Gidginbung, Temora and Junawarra Volcanics) and in the Fairholme, Cowal and Currumburrama Igneous Complexes are likely age equivalents of Northparkes rocks and are intensively altered around quartz monzonite and granodiorite stocks and dykes (Holliday and Cooke, 2007).

6.1.2 Trundle Project

The main Ordovician unit at Trundle is the Raggatt Volcanics, comprising shoshonitic andesitic lavas and volcaniclastic rocks correlated with the Wombin and Goonumbla Volcanics at Northparkes (Sherwin, 1996; Percival and Glen, 2007) (Figure 6-2). Due to extensive thin residual / transported soil cover and agricultural development Raggatt Volcanic exposures are poor. Mapping is heavily reliant on float and drilling that has intersected porphyritic andesitic volcaniclastics, sediments, rare quartz monzonite intrusive dykes and extensive gold-copper rich magnetite skarns across the Project.

The Raggatt Volcanics form a N-S trending sigmoidal shaped area approximately 15 km x 7 km (Figure 6-3). The eastern portion comprises andesitic flows with calcareous tuffs and sediments. The central portion is predominantly andesitic tuffs, agglomerates, and conglomerates with apparently no flows. The western margin comprises amygdaloidal andesitic flows and tuffs (Swingler and Swingler, 1994).

The Volcanics were intruded by diorite-monzonite bodies postulated to be equivalent to the Goonumbla intrusives at Northparkes. Early Devonian Derriwong Beds, comprising fine-coarse grained clastics, some limestone and minor volcanics, unconformably overlie the west flank of the Raggatt Volcanics. Shallow dips to the southwest and northwest suggest a domal structure. Late Devonian age Hervey Group rudaceous sediments of the Tullamore Syncline occur on the eastern boundary of the Raggatt Volcanics.

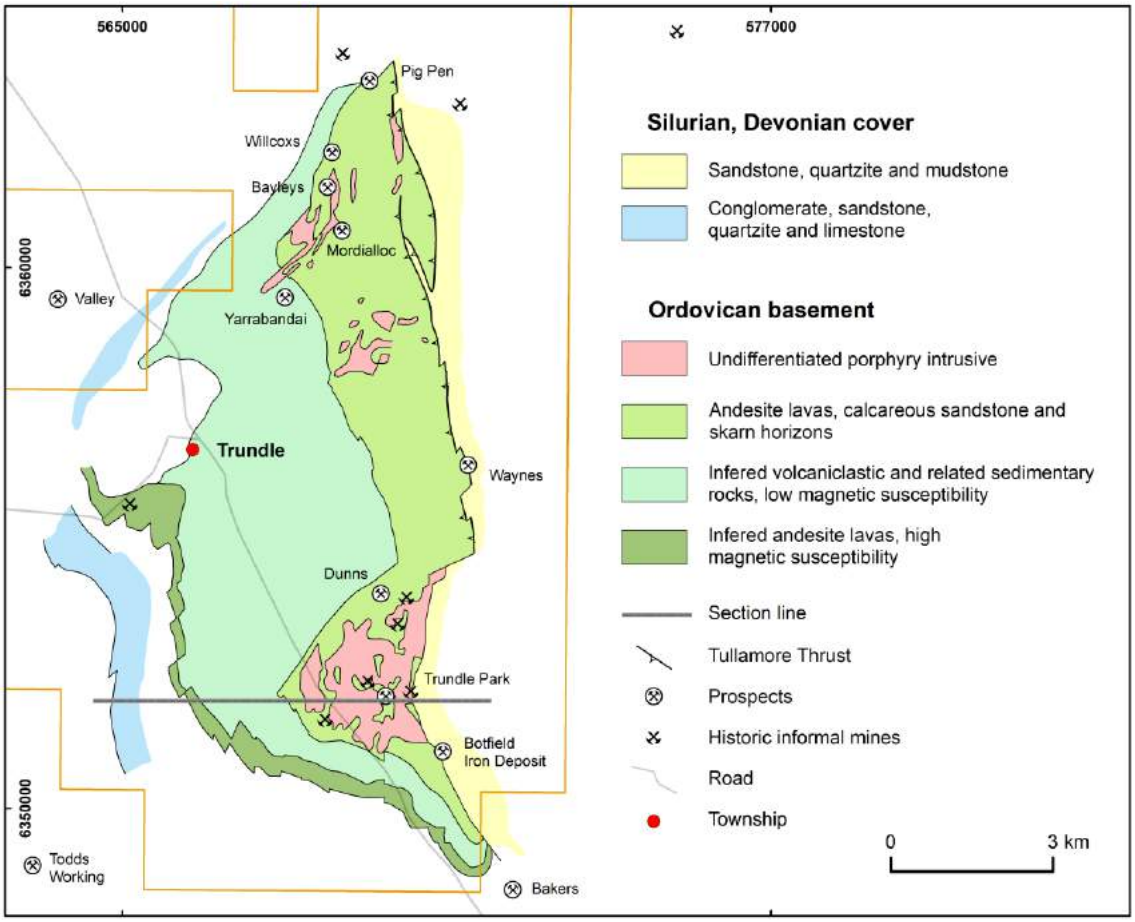

Figure 6-3: Trundle Project - local interpreted geology and major prospects

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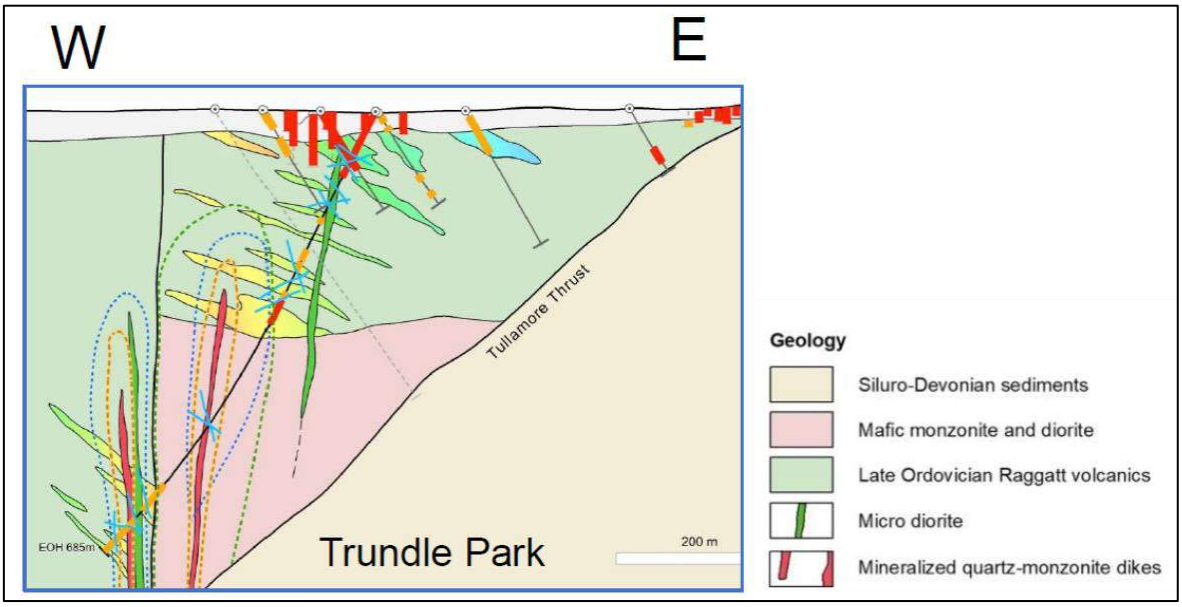

Figure 6-4: Trundle Project cross section including Trundle Park prospect

A major fault zone known as the Tullamore Thrust (also referred to as the Eastern Thrust or Marsden Thrust) marks the eastern limit of Ordovician rocks at Trundle and dips west at 40°-45°. The fault emplaces Raggat Volcanics over Hervey Group sedimentary rocks and is characterised by brecciation, with quartz-carbonate-pyrite-sericite alteration adjacent to the contact (Swingler and Swingler, 1994).

A Late Devonian, north trending rift structure now occupied by the Tullamore Syncline separates the Project area from an inferred caldera to the east that hosts the Northparkes deposits. It is postulated that the Raggatt Volcanics are a western rift separated extension of the Northparkes caldera (Swingler and Swingler, 2003).

6.1.2.1 Trundle Mineralisation

Mineralisation at Trundle is associated with intermediate volcanics and intrusives with complex magnetic signatures. In the northern area copper appears more prevalent and is peripheral to magnetic intrusive complexes whilst in the south gold-copper anomalism occurs on the eastern flank of similar features.

Rock types comprise a mix of andesitic volcanics, volcaniclastics, sediments, and minor limestone, locally intruded by aphanitic, medium equigranular and porphyritic dykes with composition ranging from diorite, quartz diorite to granodiorite and monzogranite. Lithogeochemistry has demonstrated the presence of shoshonitic intrusives. Alteration assemblages include skarn style and propylitic to potassic porphyry style.

Historic work defined several different prospects within what is now EL8222, which Kincora refers to as Trundle Park (Copper Hill group, Botfield, Dunns), Mordialloc, Bayleys, Yarrabandi, and Wilcox. Kincora's main focus is currently at Trundle Park and Mordialloc.

Four broad styles of alteration/mineralisation are present in the Trundle Project:

- Skarn related gold-copper mineralisation/alteration (dominant)
- Low grade disseminated 'porphyry style' copper-gold-molybdenum mineralisation in porphyry
- Low grade gold with quartz-sericite alteration
- Tourmaline alteration.

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6.1.2.1.1 Skarn Related Mineralisation

Skarn style mineralisation occurs in the Trundle Park camp at Copper Hill, Botfield, Botfield NW, Waynes and in the Mordialloc camp at Mordialloc, with the most extensive zone at Copper Hill.

At **Trundle Park**, skarn is defined in zones originally referred to as Copper Hill, Dunns and Botfield. **Copper Hill** comprised a 300 m x 100 m zone and is hosted in andesitic volcanics with a 30° westerly dip, coincident with a magnetic low. The western extent of the skarn comprises two zones: an upper (garnet – pyrite – epidote) horizon and lower (garnet dominant – epidote with massive zones of calc-silicate alteration) horizon. The upper skarn lies on the margin of the main Trundle Park diorite while the lower skarn is spatially associated with a quartz monzodiorite porphyry. Kincora hole TRDD001 intersected narrow zones of semi-massive sulphide with chlorite in the upper skarn (Figure 6-5). Shallower intersections of skarn include partially and completely oxidised material that contains goethite, limonite, chalcocite, and native copper in places that may be related to weathering along faults. In hole TRDD011 skarn mineralisation includes 1 m of massive sulphide comprising coarse pyrite with covellite and chalcocite (Figure 6-6).

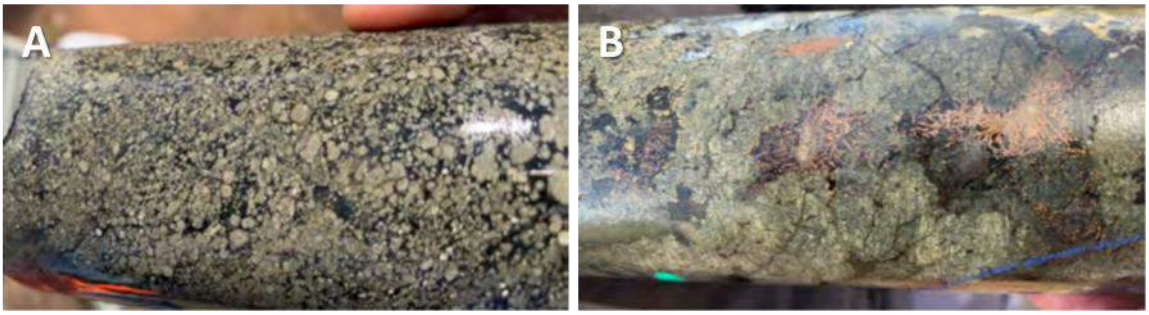

Figure 6-5: Semi-massive sulphide skarn mineralisation, TRDD001. A: Coarse pyrite-chlorite, 64.5m; B: Dendritic native copper, chalcopyrite, and chlorite, 61m.

Figure 6-6: Massive sulphide skarn mineralisation, TRDD011. Coarse pyrite with blue-purple covellite and dark grey chalcocite, 68.5 m-69.65 m.

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Dunns, to the north of Copper Hill contains andesitic volcaniclastics with diopside-garnet skarn and hornfels developed at the margins to diorite-monzonite intrusions.

At **Botfield**, magnetite skarn outcrops over a 300 m strike length. Alteration consists of outer garnet – epidote, proximal silica-sericite-calcite–pyrite crosscut by calcite-pyrite-chlorite stringers, and finally a core in which magnetite is dominant. Drilling has returned an intersection of 3 m @ 1 ppm Au/ 14 ppm Ag and 1.3%Cu. The main part of the magnetic high at Botfield shows skarn-related alteration that is faulted off by the Trundle Thrust.

Waynes is located about 3.8 km NNE of Copper Hill and is a magnetite rich skarn situated on the eastern flank of a large (2200 x 1000 m) magnetic high associated with a monzonite stock intruded into an andesitic tuff sequence. Drill holes intersected epidote +/- hematite +/-chlorite altered andesites with narrow crowded porphyry and diorite intrusions. Best result of 1 m @ 1.92ppm gold, 0.1% copper from 183 m.

Mordialloc skarn is characterised by copper and gold mineralisation associated with the contact between monzodiorite and andesite rocks. Alteration consists of garnet-epidote-magnetite skarn ± pyrite and chalcopyrite.

6.1.2.1.2 Porphyry style mineralisation

Disseminated sulphides and porphyry style quartz-sulphide veining is associated with broad zones of weak gold-copper+/- molybdenum mineralisation in several holes in the **Trundle Park** and **Mordialloc** areas. To date the associated alteration assemblages are dominantly propylitic to phyllic, with monzonite and diorite altered by variable amounts of chlorite, epidote, silica, sericite, hematite, and magnetite.

Drilling at **Mordialloc** intersected andesitic volcanics with quartz monzodiorite, quartz monzonite and quartz monzonite porphyry intrusions. Alteration in Kincora drill hole TRDD002 is dominantly strongly propylitic with an assemblage of epidote-chlorite-pyrite-calcite-prehnite. Deeper in the hole potassic (hydrothermal magnetite) and structurally controlled phyllic (silica-sericite) assemblages are also seen but are not necessarily associated with mineralisation (Figure 6-7). The increase in alteration assemblage temperature and alteration intensity down-hole is interpreted by Kincora to indicate proximity to a potassic mineralised ‘finger’ porphyry.

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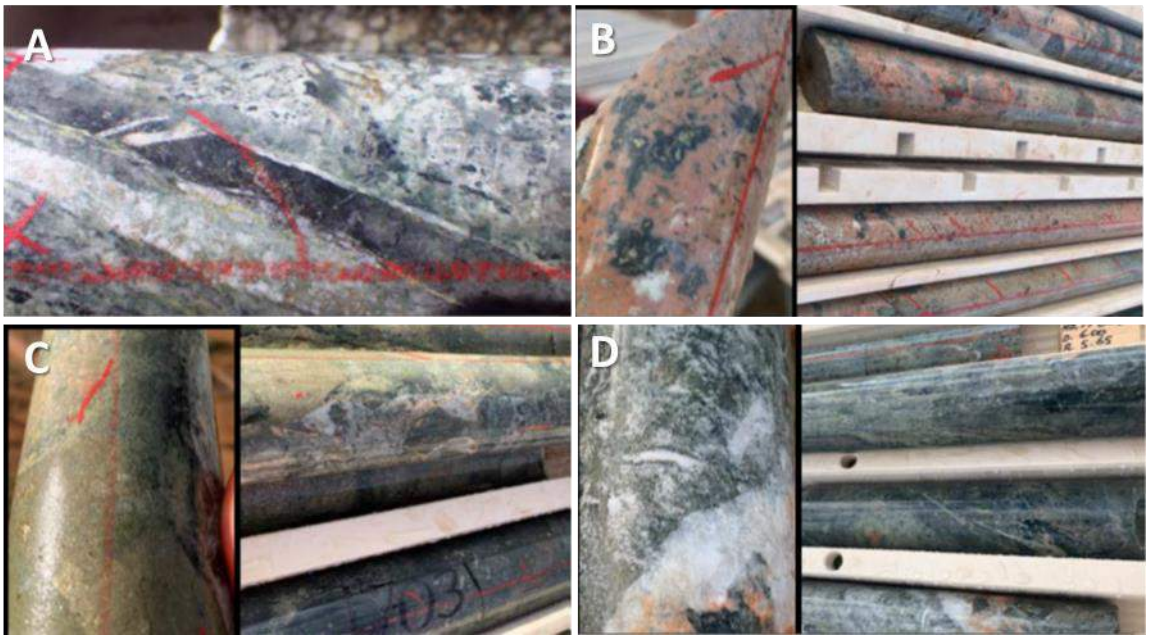

Figure 6-7: Drill hole TRDD002 from Mordialloc. A: Pyrite-magnetite-chalcopyrite vein in quart monzonite porphyry, 318 m; B: chalcopyrite-chlorite in potassic altered monzonite, 755 m; C: quartz-chlorite-epidote-pyrite-chalcopyrite in volcanic conglomerate, 702 m; D: propylitic veining in volcanoclastic rocks, 778 m

6.1.2.1.3 Gold with quartz-sericite

Low-level gold mineralisation/anomalism associated with quartz – sericite – pyrite (phyllic) alteration within monzodiorite and lesser andesitic rock occurs at **Trundle Park and Mordialloc.** This alteration style likely relates to late-stage shearing associated with the Tullamore Thrust. Drilling intersected pyrite veins and disseminated pyrite, in places associated with epidote/magnetite veins. Two historic holes intersected the following:

- LDDH: 6.2 m @ 1.9 ppm Au from 21.9 m
- CHEP 1: 17 m @ 0.67 ppm Au from 93 m (including 3 m @ 1.9 ppm Au)

6.1.2.1.4 Tourmaline Alteration

Mineralised zones in hole TD4 are associated with tourmaline-quartz-carbonate-sericite-sulphide veins and stringers, locally texturally destructive hematite-silica-sericite alteration, and crosscut by calcite-chlorite and tourmaline veins. Such zones are also typical of alteration found around the margins of a porphyry system. The source of alteration and mineralisation has not been found.

Drillhole TD4 intersected the following anomalous zones:

161 – 162 m	1 m @ 1.27 g/t Au/0.83% Cu
166 – 168 m	2 m @ 1.57 g/t Au/0.32% Cu
267 – 268 m	1 m @ 0.59 g/t Au/0.53% Cu
274 – 275 m	1 m @ 1.12 g/t Au/0.88% Cu

6.2 LOCAL GEOLOGY AND MINERALISATION

6.2.1 Fairholme Project

The Fairholme Projects are underlain by the Ordovician Fairholme Igneous Complex (FIC) (458.4-443.8 Ma), which is interpreted to be part of the southern continuation of the Junee-Narromine Volcanic Belt of the Ordovician Macquarie Arc (Figure 6-1). Surface geology is dominated by Quaternary and

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Tertiary sediments of variable thickness up to more than 100 m. Saprolitic weathering of Ordovician rocks can also extend up to 100 metres depth.

The FIC is preserved in the juncture between the Gilmore Fault Zone and Booberoi Shear Zone. The Ordovician aged Lake Cowal Volcanic Complex (LCVC) (463.7-449.7 Ma) (also called the Cowal Igneous Complex) is situated to the SE of the FIC and east of the Booberoi Shear Zone and underlies the Jemalong EL8502 Project. The LCVC hosts the Cowal Gold Mine and is overlain by Quaternary sediments associated with Lake Cowal up to 100 m thickness.

Basement rocks of the FIC are representative of Phase 1 magmatism in the Macquarie Arc, and comprise Lower Ordovician basalts and andesites and common volcaniclastic and sedimentary rocks, intruded by high-K calc-alkaline to shoshonitic intrusive rocks of monzodiorite to granodiorite composition. The FIC is bounded to the west by the Gilmore Shear Zone, separating it from Ordovician aged Girilambone Group phyllitic basement rocks to the west (Figure 6-8).

The FIC rocks are more mafic on average than the Early Ordovician Nelungaloo Volcanics located further north, but with strong compositional similarities and magmatic affinities to the Nelungaloo Volcanics. No lavas with affinities to Phase 4 shoshonitic lavas have been recorded to date from the FIC (Crawford et al, 2007).

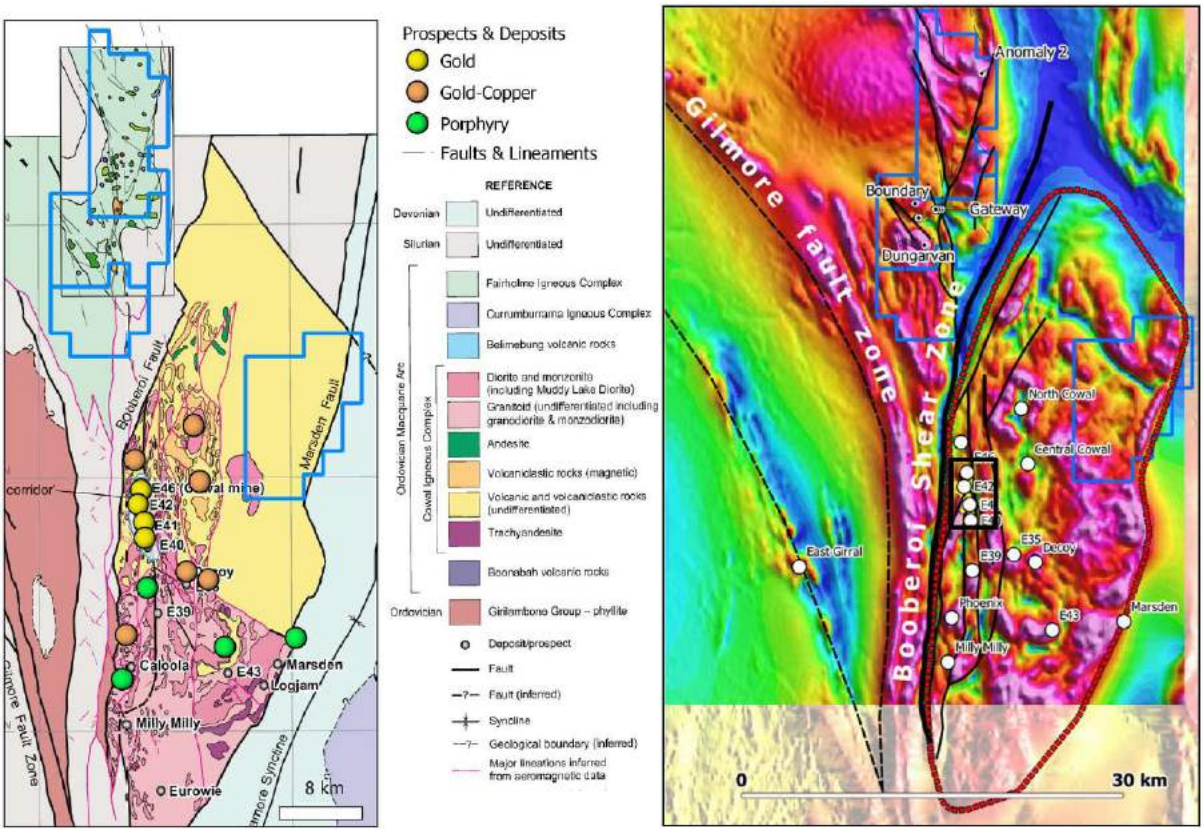

Figure 6-8: Project geology map showing the FIC, CIC and Girilambone Group and key Prospects over TMI magnetics for the Fairholme and Jemalong Projects

6.2.1.1 Fairholme Mineralisation

Low grade copper-(gold) mineralisation at Fairholme has been defined at the main **Gateway, Boundary** and **Dungarvan** prospects, with other smaller prospects also targeted by drilling.

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6.2.1.1.1 Gateway

Lithologies are highly deformed schistose to mylonitic Ordovician rocks of the Fairholme Igneous Complex (FIC), comprising feldspar crystal rich and/or lithic basaltic to andesitic volcaniclastics, sediments, basaltic to andesitic lavas and possibly microdiorite. Disseminated pyrite and pyrite veins occur within zones of sericite–quartz–chlorite–carbonate-sulfide alteration. Sulfide species can variably be pyrite, sphalerite, chalcopyrite, galena, tetrahedrite or tennantite. Mineralisation is hosted by an interlayered metasedimentary succession and textural, paragenetic and structural studies suggest sulphides are syngenetic (Mason, 1997).

Mineralisation trends NW to NNW, defined by a coincident Cu-Au-Zn-Bi geochemical anomaly (>500ppm Cu, >0.1ppm Au and >900ppm Zn) over an area at surface of 2,000 m x 300 m. Interpretation of magnetics indicates that Gateway lies on the western side of a demagnetised fault zone, possibly related to the regional Gilmore or Booberoi faults (Figure 6-8, Figure 6-9).

6.2.1.1.2 Boundary

Geology comprises Ordovician porphyritic to vesicular andesitic and basaltic lavas, volcaniclastics and fine-grained sediments intruded by latite porphyries, andesite porphyries and microdiorite. These lithologies are cross cut by post-mineralisation dolerite dykes hosted in NE to NW trending shear zones. The Ordovician units have undergone weak to moderate propylitic alteration generating assemblages dominated by albite, actinolite, epidote ± magnetite, pyrite, and chalcopyrite, best developed in vesicular lithologies. Copper-gold mineralisation is associated with latite porphyry in two distinct NW trending zones separated by a fault. Intensity of alteration and mineralisation increases to the east and with depth. Mason (1997) interpreted mineralisation as forming at the same time as metamorphic alteration, with the metals being locally remobilised during the metamorphic event.

The Boundary Shear Zone is a major NW-trending structure cutting through the main Prospect area that was identified in ground magnetics and confirmed by drilling with the presence of a 5 m – 15 m and up to 50 m wide sheared interval, variably intruded by dolerite (Vassallo and Barnes, 2009).

6.2.1.1.3 Dungarvan

At Dungarvan, Ordovician intermediate to mafic volcanic and volcaniclastic rocks were intruded by diorite and mafic intrusive rocks similar in chemistry to those associated with porphyry systems at Goonumbla (UTAS study). All lithologies are overprinted by epidote-actinolite-calcite-chlorite-leucoxene-magnetite, which is either propylitic alteration or low-grade regional metamorphism. Fracture fill quartz–carbonate–epidote–chlorite veins are common. In diamond hole DR046 from 478 m depth, epidote-magnetite-chalcopyrite mineralisation occurs as matrix infill within volcanic conglomerate on the margin of a mafic diorite.

Mineralisation is dominantly hosted in weakly propylitised diorite and gabbro intrusives (Hay, 2005), trends NW and appears to be continuous for approximately 400 m along strike, 200 m across strike and about 400 m thick.

6.2.1.1.4 Other Prospects

Other prospects include:

- Manna Creek lies in the area between Anomalies 1 and 3 and is a linear magnetic high anomaly ~3.5 km long. Copper-gold anomalism was detected in AC drilling with intercepts including 3 m @ 0.1% Cu (from 90 m, ACWW096). Diorite and feldspar porphyry intrusives were identified in the area.
- Anomaly 2 is a variably magnetic area with gold-copper anomalism in a magnetic low. An adjacent magnetic high has not been adequately tested. Gold anomalism has been detected in previous AC drilling with intercepts including 9 m @ 1.05 g/t Au (from 75 m, ACWW113).

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Drilling intersected tuffaceous sandstone and chlorite altered intrusives, although not all holes successfully reached basement.

- Driftway C is between Driftway W and E and is a porphyry/epithermal gold prospect with historic aircore drilling returning 500 ppm-1000 ppm Cu at 117 m depth.
- The Canal anomaly area is a 500 m x 350 m magnetic low to the west of a N-trending fault. Previous AC drilling returned 6 m @ 0.11% Cu (from 96 m, ACWW055). The only known rock type is feldspar porphyry as there is little drilling in the area.

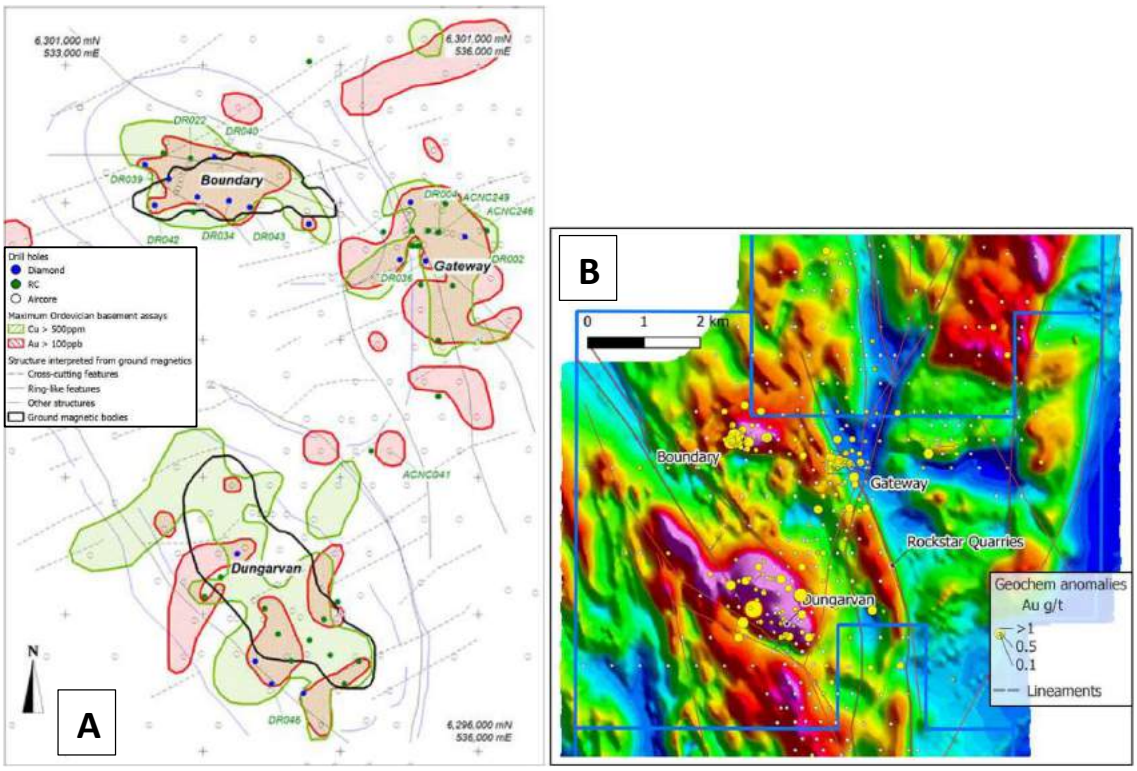

Figure 6-9: Fairholme Project - geochemistry and aeromagnetics.

A) compilation of geochemical and magnetics map, showing Boundary, Dungarven and Gateway Prospects (Vassallo and Barnes 2009). *Contours shown for: Cu>5,000ppm (green), Au>100ppb (red), ground magnetics (blue) and faults (black). Grey circles show AC collars and green circles show DDH collars drilled.* B) MVA of magnetics map showing locations of the Boundary, Dungarven and Gateway Prospects.

6.2.2 Jemalong Project

Jemalong is within the JNVB on the opposite side of Lake Cowal from the Cowal gold mine (Figure 6-8). The Project is entirely covered by Quaternary and Cenozoic clay, alluvium, and gravel commonly more than 100 m thick. Historic drilling demonstrated the licence is underlain by Ordovician age andesitic volcanics intruded by calc-alkaline to high-K calc-alkaline monzodiorite to granodiorite intrusives of the Cowal Igneous Complex (Oxenburgh, 2104).

6.2.2.1 Jemalong Mineralisation

Weak copper with minor gold mineralisation was intersected in historical drilling to the south of the Jemalong Channel prospect. Spectral analysis on drill samples confirmed that weak propylitic to phyllic alteration is present associated with anomalous copper values up to 0.18% over 2 m.

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6.2.3 Nyngan and Nevertire Projects

The Nyngan and Nevertire Projects cover the Nyngan and Nevertire Magnetic Complexes, interpreted to be a northern extension of the JNVB. The Projects lie along a north west oriented jog in the JNVB and incorporate the northern and southern inflections at each end of the jog. The north west trending grain of the JNVB in the Project area is parallel to the Lachlan Transverse Zone (Figure 6-1), possibly indicating another locus for porphyry formation.

The entire area is covered by Quaternary abandoned meandering fluvial systems and modern meandering, degrading fluvial systems of the Macquarie Riverine Plain, and Early Cretaceous sediments including the Doncaster Member of the Eromanga Basin and Dridool Beds of the Surat Basin (Watkins et al, 1996). The thickness of cover is believed to range from 130 m to more than 400 m.

To the west, Ordovician metasedimentary and volcanic sequences of the Girilambone Basin are interpreted, whilst to the south the Silurian Mullungudgery Granite (443.8 Ma -419.2 Ma), composed of granitic, monzonitic and dioritic suites may represent the upper part of a “core” magma chamber.

The ages of rocks intersected by drilling in the Projects are not all consistent. Palaeontological analysis of sedimentary rocks in Newcrest hole ACDNY001 returned an Early Devonian age date of 384-410 Ma. St Barbara conducted LA-ICPMS U-Pb dating of two porphyries in drill holes to the south of Nevertire returning ages around 405 Ma. SHRIMP U-Pb dating of volcanics and two porphyries from the northern part of the St Barbara JV area returned a Silurian age of 433 Ma, marginally younger than Group 4 porphyry intrusions in the Forbes-Parkes area and Phase 4 magmatism in the Rockley-Gulgong Volcanic Belt. Lithogeochemistry of samples from Newcrest holes correlates with the well-defined Late Ordovician shoshonitic Macquarie Arc basalts and andesites that are associated with the main mineralised systems in the Lachlan Fold Belt.

6.2.3.1 Nyngan and Nevertire Mineralisation

Nyngan (EL8929) has not been effectively tested by historic exploration (section 5.3) and the best result to date is hole ACDNY002, which intersected basement at 280 m (EOH 339.5 metres). The hole intersected calcite-bornite-chalcopyrite bearing amygdales and minor carbonate-pyrite-bornite bearing veins in rounded volcaniclastic conglomerate clasts that also had weakly anomalous gold. The hole returned a peak result of 1 m @ 0.16% Cu from 322 m. Clasts are interpreted as transported from a proximal source.

EL8960 ‘Nevertire’ has not been tested by drilling. Significant exploration has been undertaken further to the south in an area interpreted by the Geological Survey of NSW as the Silurian Mullungudgery Granite (Scott and Dickins, 2013). Drilling on these tenements identified a polyphase intrusive centre with granite-monzonite, diorite and trachyandesite dykes of the Nyngan Intrusive Complex, generally with weak porphyry style alteration (potassic, propylitic and phyllic), veining and sulphides, and distal skarn mineralisation.

6.2.4 Cundumbul Project

Cundumbul is located in the Molong Volcanic Belt towards the eastern side of the Macquarie Arc, approximately 75 km north of the Cadia Mine and 40 km south of the recent Boda porphyry discovery. Geology comprises north-striking fault-bounded slices of Ordovician, Silurian, and Devonian age rocks. Bounding structures are regionally extensive, east-dipping and west-verging thrust faults. One of these thrusts, the Neurea Fault, lies along the western edge of the Project and emplaced intermediate volcanics and sediments of the mid-late Ordovician age Oakdale Formation in the east over early Ordovician sediments to the west (Figure 6-10).

Units within the Oakdale formation have been distinguished from detailed mapping and magnetics (Figure 6-10). Four stratigraphic units are recognised (Vassallo, 2020):

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i. Massive basaltic andesitic volcanolithic conglomerate –debris flow deposits.

ii. Interbedded siltstone and fine to medium-grained volcanic sandstone with minor pebble conglomerate: turbidite deposits.

iii. Massive polymictic volcanolithic cobble conglomerate, intermediate lavas and allochthonous limestone –debris flow deposits.

iv. An upper siltstone and fine to medium-grained volcanolithic sandstone –turbidite deposits distinguished by a high K radiometric response.

Historic exploration has defined intrusive rocks associated with mineralised prospects, including monzonite, monzonite porphyry, quartz monzodiorite and granodiorite.

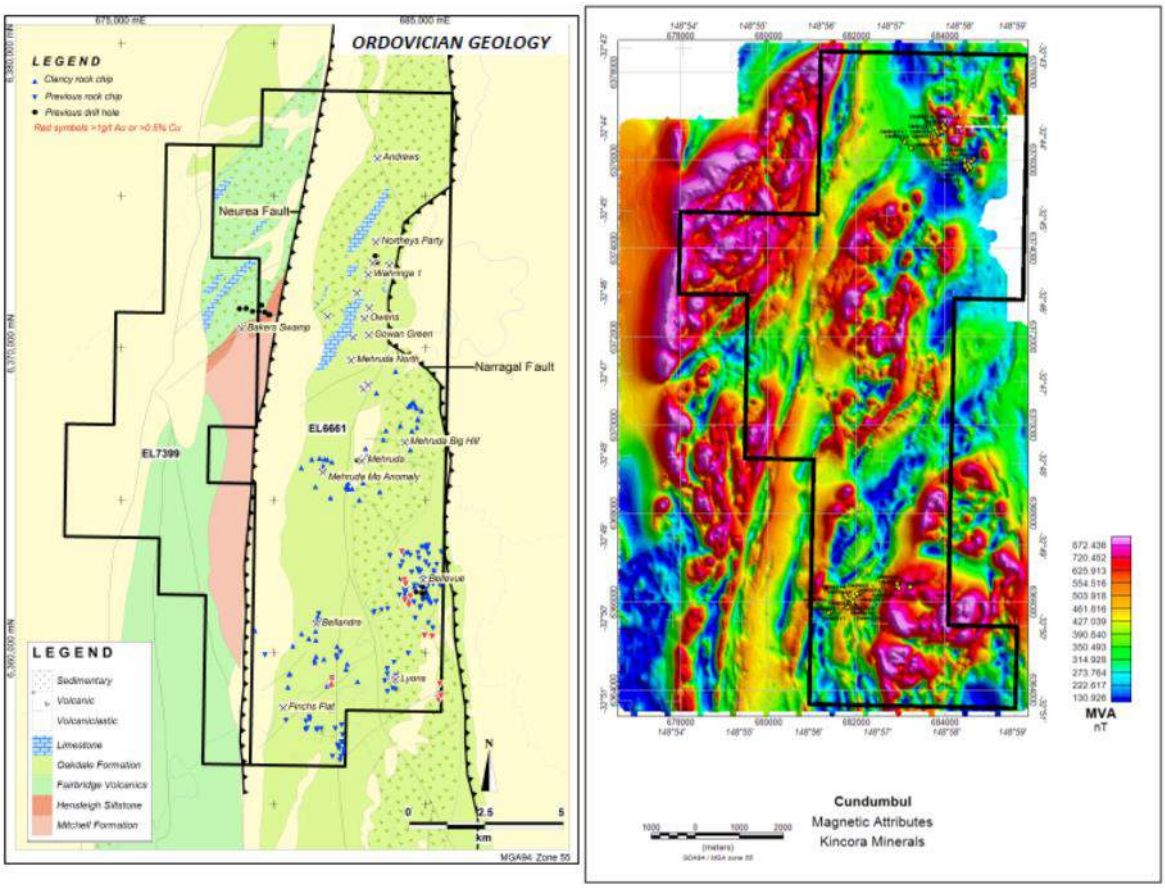

Figure 6-10: Cundumbul Project - geology and magnetic attributes on Magnetic Vector Amplitude (MVA) image.

6.2.4.1 Cundumbul Mineralisation

Greenfield exploration led to confirmation of a Late Ordovician stratigraphic setting, the presence of porphyritic intrusives and the discovery of high-grade molybdenum, silicification and sulfide veining in a highly faulted setting at the Bell target. There are similar anomalies along the apparent N-S structures to Bell. SRK identified 30 prospective targets across the license, particularly in the north of the license, including the Andrew's target.

6.2.5 Condobolin Project

Condobolin is located on the far western side of the JNVB and may lie outside the margins of the Macquarie Arc proper. EL7748 covers the southern portion of a north-trending belt of tightly folded meta-sediments of the Ordovician age Girilambone Group with younger Silurian age sediments and felsic volcanics preserved in fold hinge zones.

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6.2.5.1 Condobolin Mineralisation

Mineralisation at the Condobolin Mining Field is associated with narrow (up to 2 m) shear-hosted epithermal textured quartz or 'massive sulfide' veins (Phoenix mine) in shears. Orientations vary from NE striking, SE dipping in Girilambone Group at Phoenix and Mascotte-Mertilga to N-NW striking in Silurian volcanics at O'Hallorans Hill and Red Cap. Gold is free milling and strongly correlates with As, Ag & Mo, and broadly with Pb, Zn, Sb, Bi ± Cu, & Hg. Base metal distribution is reported to be laterally and vertically zoned within prospects with copper located peripheral to Pb-Zn-Au-Ag mineralisation.

Alteration identified in drilling is generally sericite (phengite) ± chlorite with variable silicification. Three phases of quartz veining are recognised. The mineralised veining is shear hosted quartz – carbonate ± sulfide (pyrite – sphalerite – galena – chalcopyrite) and shows classic epithermal open space textures including colloform and crustiform banding, comb, saccharoidal, silica-cemented brecciation, comb-textures, and crack-seal textures.

Textural studies, geochemical associations and limited isotopic studies indicate that sulfides (and most likely precious metals) are associated with veining late in the deformational history of the rocks and at a shallow crustal level. Timing and style of mineralisation may be more akin to Cobar-style hydrothermal deposits rather than porphyry related systems of the Macquarie Arc.

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7 DEPOSIT TYPES

The Projects are prospective for large-scale porphyry gold – copper (Au-Cu) and associated intrusion related mineral deposits (epithermal and skarn). In the Macquarie Arc (Junee-Narromine Volcanic Belt in NSW, Australia), the deposit analogues are Northparkes and Cadia Valley alkalic porphyry deposits, and the Cowal low to intermediate sulphidation carbonate-base metal alkalic epithermal deposit.

The metallogeny of the Macquarie Arc is dominated by alkalic porphyry gold-copper, carbonate base metal epithermal gold deposits, skarn and high-sulphidation epithermal Au-(Cu). The richest mineralisation is linked to oxidised, small volume, evolved shoshonitic magmatic systems in which gold, chalcophile metals, chlorine and importantly water, are strongly concentrated relative to precursor mafic and intermediate magmas (Blevin, 2002; Holliday et al., 2002; Lickfold et al., 2007; Cooke et al., 2007). The most obvious indication of potentially mineralised magmas is their association with large volumes of broadly comagmatic shoshonitic lavas (Glen and Blevin, 2019).

7.1 ALKALIC PORPHYRY AND RELATED MINERAL SYSTEMS

Gold – copper ± molybdenum porphyry deposits are generally large tonnage, low-grade hypogene resources. The deposit class is unified by close spatial, temporal, and genetic associations between sub-volcanic quartz monzonite porphyritic intrusive complexes (the 'porphyry') that intrude volcanic centres typically in volcanic sub-basins and associated hypogene mineralisation and hydrothermal alteration mineral assemblages that occur in and around them (Figure 7-1).

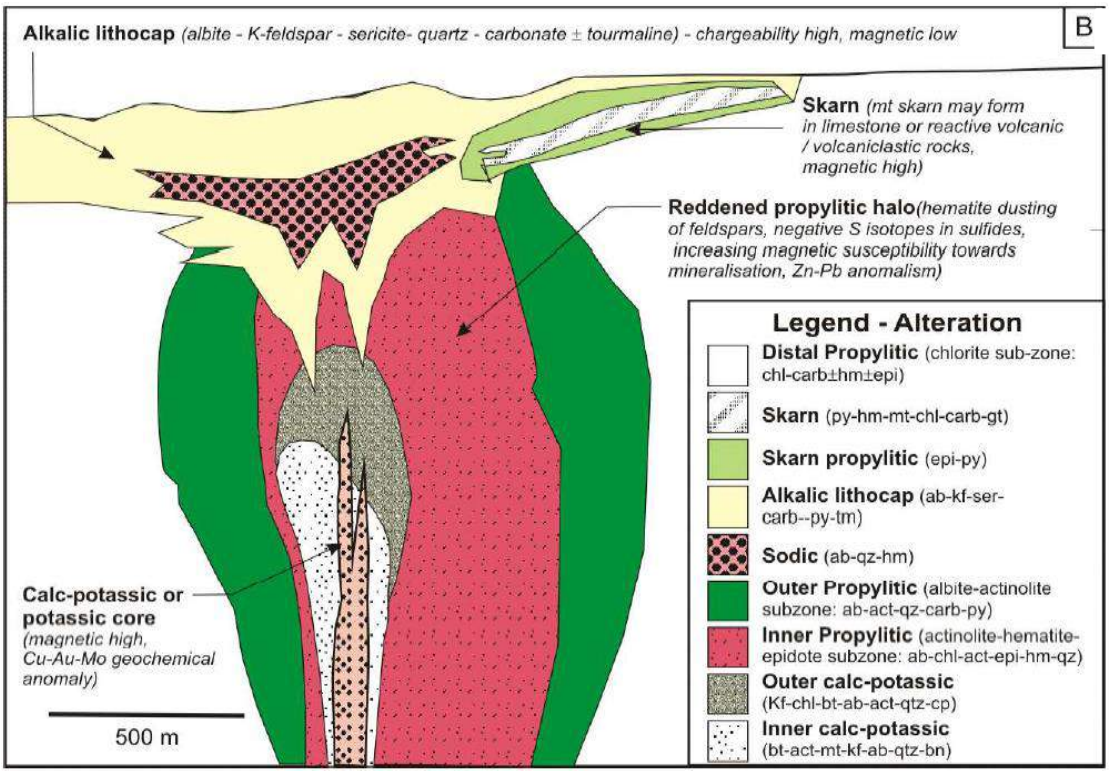

Figure 7-1: Schematic illustration of alteration zoning and overprinting relationships in an alkalic porphyry system based on geological relationships from the Cadia East gold-copper porphyry deposit (Holliday and Cooke, 2007)

Intrusive complexes consist of pipes, dykes, and stocks. Hydrothermal alteration within and around the intrusions results in a complex sequence of potassic, calc-potassic, sodic, propylitic and late-stage,

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typically fault- and fracture-controlled phyllic assemblages. Hematite dusting is a common alteration product, giving intrusions and altered host successions a distinctive pink to brown colour.

Mineralisation can occur in both the intrusive complex and in the surrounding wall rocks as skarn, carbonate replacement, sediment hosted, and high-intermediate-low sulfidation epithermal base and precious metal mineralisation. The amount and grade of mineralisation in wall-rocks depends on their reactivity and permeability, and the structural framework supporting fluid circulation. Sulphide mineralisation in the porphyry is typically zoned, with high-grade bornite-rich cores, surrounded by chalcopyrite-rich and outer pyrite-rich haloes. Gold is well correlated with bornite in most of the deposits, and with chalcopyrite at Cadia Hill.

7.1.1 Porphyry Mineralisation

The key analogue for alkalic porphyry mineralisation in the Junee-Narromine Volcanic Belt is the Northparkes gold-copper mine (Figure 7-2), which has been in production since 1993. Several deposits are a centred on a multi-phase structurally controlled cluster of silica saturated quartz monzonite porphyry intrusions of alkali to shoshonitic character, and 439 Ma age (Lickfold et al., 2003). The porphyries form elongate, pipe-like geometries with a diameter of 50-100 m and vertical extent of >1,000 m. Importantly, pipes may only have small bedrock geochemical and potassic alteration footprints that are less than 400 m in diameter. Copper mineralisation occurs as bornite in pipe cores and chalcopyrite on the peripheries, with most gold occurring as inclusions in bornite (Tripleflag, 2020). Ore grades are exclusively located within the potassic alteration zones, although some have sericite overprints (Pacey et al., 2019).

7.1.2 Epithermal Mineralisation

The key analogue for alkalic epithermal mineralisation at the Fairholme Projects is the low to intermediate sulfidation deposits at the Cowal Gold Mine (Figure 7-3). The Cowal deposits including Marsden has a current endowment (past production and current Mineral Resources) of approximately 12.4 Moz (Evolution Mining data). Mineralisation is structurally controlled and hosted in volcanic and intrusive rocks on the western margin of the Cowal Igneous Complex (CIC), a calc-alkalic to alkalic suite emplaced between 436 Ma – 455 Ma (Phase 2/3 magmatism; Forster et al., 2015; Leslie et al., 2017). Low sulfidation epithermal mineralisation has a quartz-carbonate-gold-base metal association and formed between the porphyry and epithermal environment. Deposit formation was enhanced by structural setting and rock competency, with an age of 455 Ma-439 Ma (Perkins et al., 1995; Leslie et al., 2017).

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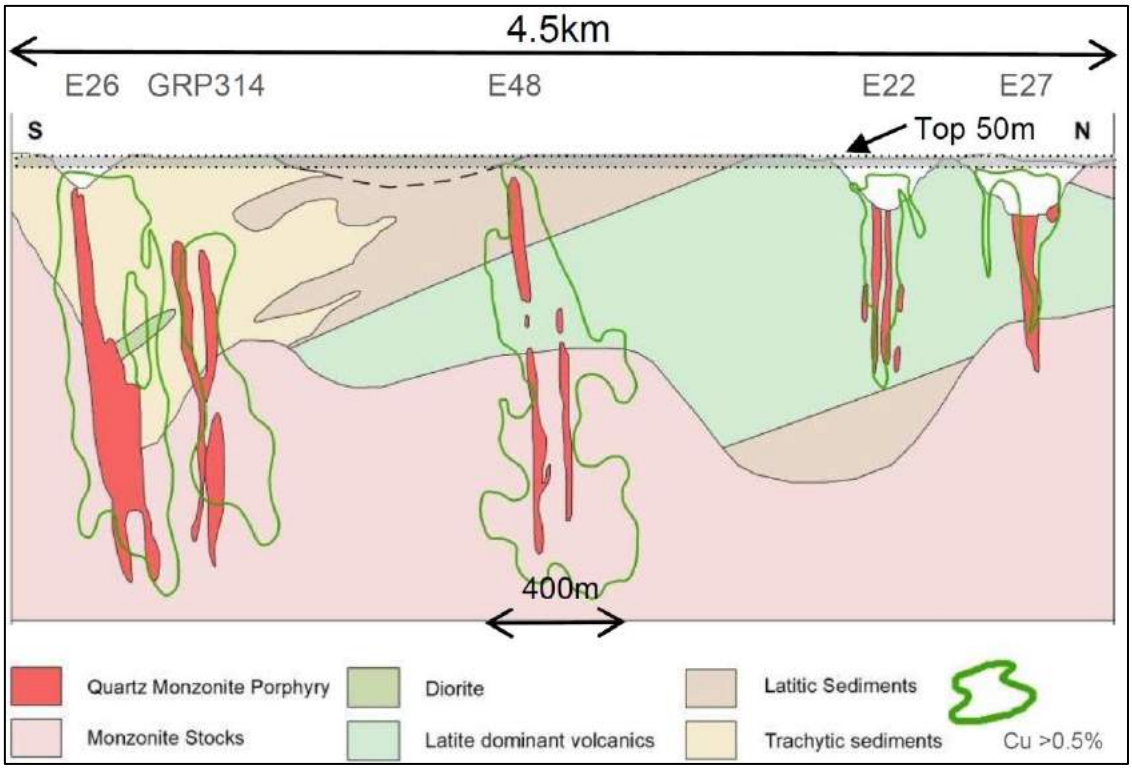

Figure 7-2: Schematic section showing morphology and distribution of porphyry copper-gold deposits at Northparkes (Source: Kincora)

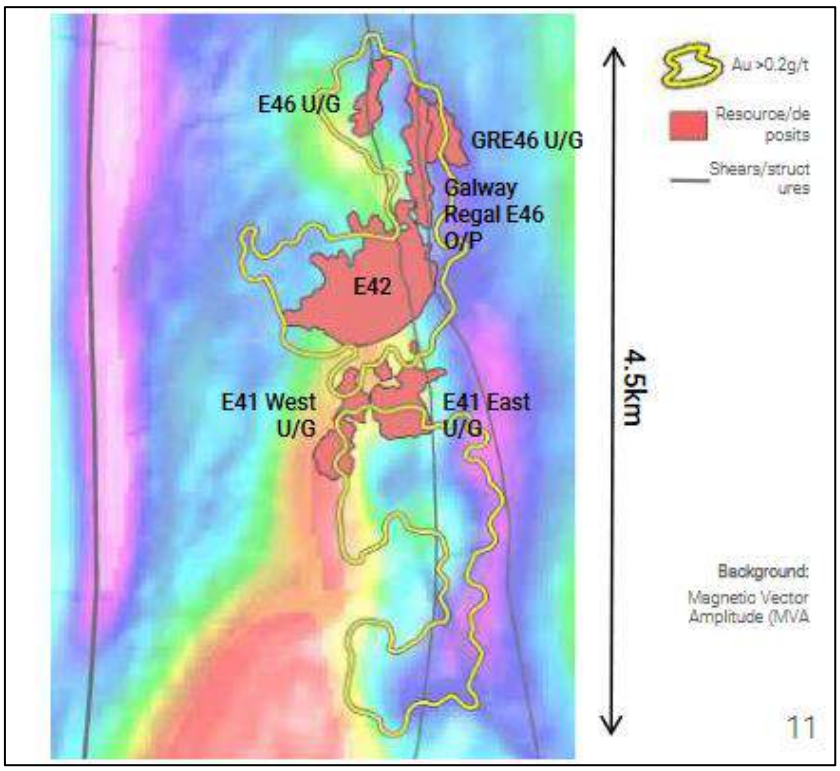

Figure 7-3: Schematic map showing distribution of epithermal gold deposits at Cowal (Source: Kincora)

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8 EXPLORATION

Since entering the joint venture with RareX and acquiring Nyngan and Nevertire, Kincora has completed initial reviews of all the Projects in the NSW portfolio. The initial focus is on Trundle, Fairholme, Nyngan and Nevertire. Condobolin, Cundumbul and Jemalong are undergoing further targeting and prospectivity review. Renewal of tenure has also occurred for the Trundle, Condobolin and Cundumbul Projects.

Kincora is currently undertaking exploration and drilling at the Trundle Project, preparing landholder access agreements and permits to drill at the Fairholme Project, and has plans to drill the Nyngan Project before mid-2021. Kincora is also planning exploration activities over the next year on their other NSW Projects and reviewing further project generation opportunities.

8.1 TRUNDLE

Kincora's regional model for the Trundle Project is based on the conceptual restoration shown in Figure 8-1. The model reconstructs what appears to be a 20 km wide sub-circular caldera structure formed in the Silurian and rifted apart during the Devonian along what is now the Tullamore syncline. The east side of the caldera hosts the Northparkes deposit, plus numerous other porphyry prospects, whereas the west side covered by the Trundle licence is relatively under explored. Most of the historic drilling at Trundle is shallow, and in many places too widely spaced to have effectively tested for 'finger' or 'pencil' porphyry targets such as those found at Northparkes.

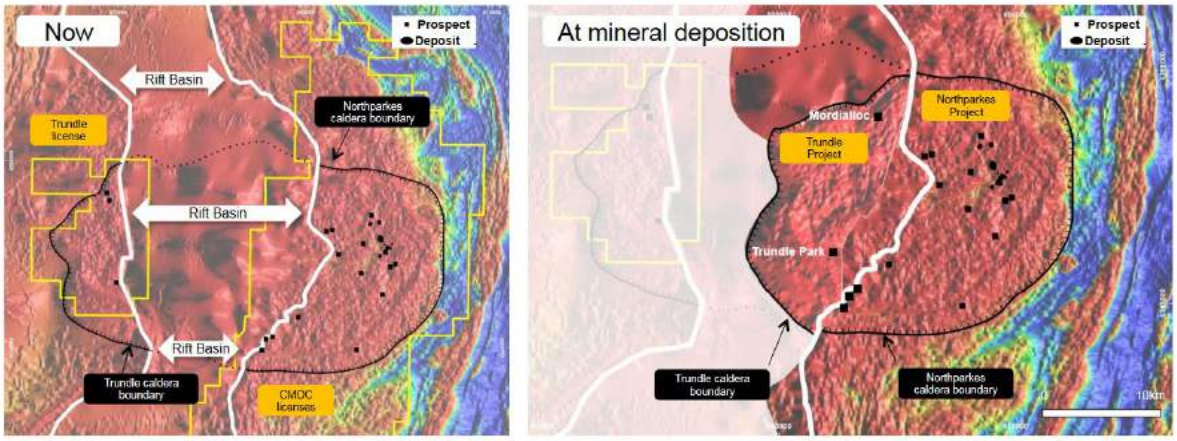

Figure 8-1: Trundle and Northparkes - Conceptual restoration (Source: Kincora).

At Trundle, Kincora initially completed a comprehensive open-file data review and analysis of geophysical datasets and regional geological interpretation. Geophysical interpretation has included using proprietary magnetic attribute processing including data inversion. This work has isolated the effects of magnetic remanence, provided a depth to basement interpretation, and provided self-organising maps for analysis utilising neural-networking software. Historic electrical geophysics, in particular the Typhoon surveys undertaken by Clancy/HPX have been re-assessed for overall effectiveness in target definition. All historic drill hole data was compiled into a single relational database and available historic core was reviewed at the NSWGS Londonderry Core Library.

Drill holes at Trundle Park, Mordialloc and Bayleys were targeted using a number of different criteria including historic results, alteration styles and geophysical modelling. Drilling at Trundle and results to date are described fully in section 9.

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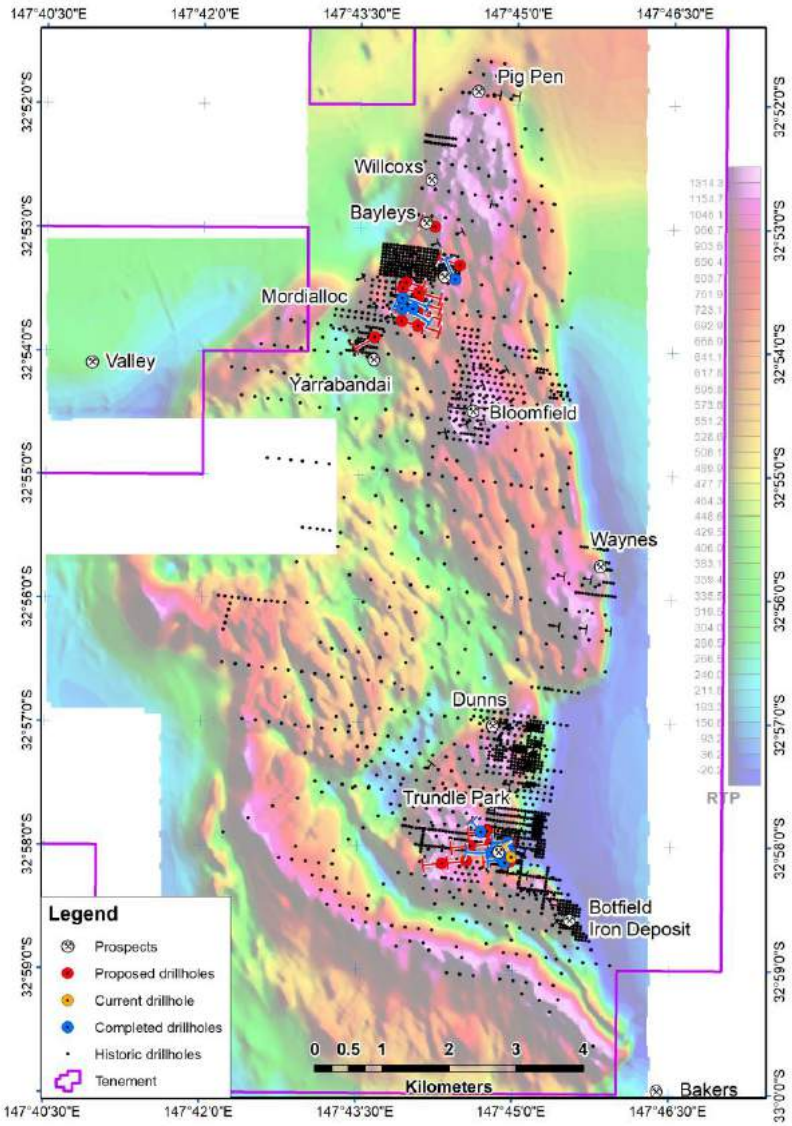

Figure 8-2: Trundle – proposed exploration showing prospects on RTP aeromagnetics.

8.2 FAIRHOLME

Fairholme is considered by Kincora to be in an analogous stratigraphic-structural setting to the Cowal gold deposit to the south. Interpreted regional magnetics (Figure 8-3) shows the Cowal deposits associated with second-order splay faults off the regional Booberoi Shear Zone. A similar setting can be interpreted for Fairholme, where the Booberoi Shear changes strike from N to NNE and a splay can be traced through the Gateway prospect. Thin zones of supergene gold enrichment occur at Fairholme as at Cowal, with limited drilling in fresh rock outside of the Boundary and Dungarvan prospects.

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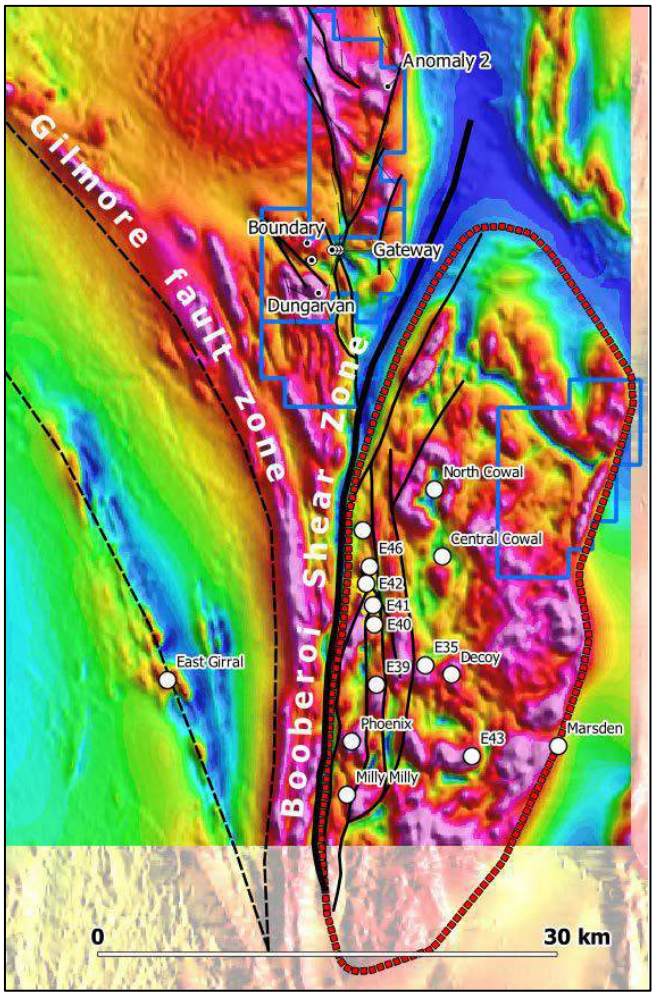

Figure 8-3: Regional setting of Cowal and Fairholme over magnetics.

Kincora propose to test targets at six prospects with 1,250 m diamond drilling (up to total of 3,000 m dependent on results) and 6,500 m aircore drilling. While there has been considerable historic exploration comprising over 62,000 m of aircore, reverse circulation and diamond drilling, heli-borne magnetics and Typhoon and 3D IP surveying, the previous work has targeted porphyry related mineralisation and therefore has been relatively wide spaced.

Kincora will test the Project for relatively narrow structurally controlled epithermal mineralisation styles analogous to the various settings encountered at the Cowal Gold Mine.

Kincora have prepared a prioritized work plan comprising two drilling programs. Kincora plan for both programs to commence in Q1 2021:

1. Diamond drilling at Gateway (up to 10 x DDH for a total of 3,000 m):
    - Concept target testing (Priority 1: 4 x DDH): the along strike continuation of anomalous gold-copper currently identified over a 400 m strike N-S length between DR036 and DR002 at Gateway, at the favourable structural setting where NNW and NE faults intersect.
    - Optional holes (6 x DDH): are available if extensions to the gold anomalies are identified from priority one drilling.
2. Infill aircore drilling (AC) around previously identified single point gold and copper anomalies to expand discovery footprint at multiple prospects (i.e. up to 65 AC holes for 6,500 m):

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- High priority AC: Gateway (26 x AC for 2,600 m), Anomaly-2 (4 x AC for 400 m) and Driftway-C (4 x AC for 400 m).
- Moderate priority AC: Manna-Creek (15 x AC: 1,500 m), Kennel (12 x AC for 1200 m) and Glencoe (4 x AC for 400 m) aiming to generate new targets for further diamond drill testing of supergene gold sources and/or copper enrichment zones at depth.

Kincora intend to conduct multi-element geochemical analysis using fire assay and 4-acid digest ICPMS analytical methods, as well as petrological and litho-geochemical vectoring and age dating studies where appropriate.

Table 8-1: Fairholme Projects - proposed drill testing.

Prospect	Target / Objective	Priority	DDH	AC	Meters
Gateway	Strong Au-Zn-Ag anomalism including 15 m @ 1g/t Au at intersection of NW and NE trending faults, strongly sheared. On gradational magnetic shoulder inferred to be associated with a NW trending intrusion, possible demagnetisation associated with structural intersection.	High Optional High	4 6	 26	1250 1750 2600
Anomaly 2	Significant gold occurrences along an E-W line including 9 m @ 1g/t Au, west of a NE trending fault. Associated with a 350 m x 300 m magnetic high feature at the intersection of two faults.	High		4	400
Driftway C	Extensive copper anomalism in drilling increasing grade towards bottom of hole. Associated with a discrete magnetic high.	High		4	400
Manna Ck	900 m long E-W section of anomalous gold including 3 m @ 0.48 g/t Au. Associated with an untested magnetic high which lies along a fault jog on a NW trending structure. Also testing a 350 m x 250 m poorly tested magnetic low feature.	Mod*		15	1500
Kennel	Three AC holes with anomalous gold along a N-S trending zone including 6 m @ 0.3 g/t Au, close to NE trending fault and on gradational magnetic shoulder across a magnetic high.	Mod*		12	1200
Glencoe	Anomalous gold geochemistry intersected in drilling along an E-W line close to a NNW trending fault and associated with a magnetic high.	Mod*		4	400

** Objective of the 'moderate' priority drill testing is to generate new targets for further diamond drilling testing of the supergene gold and/or copper enrichment zones at the depth.*

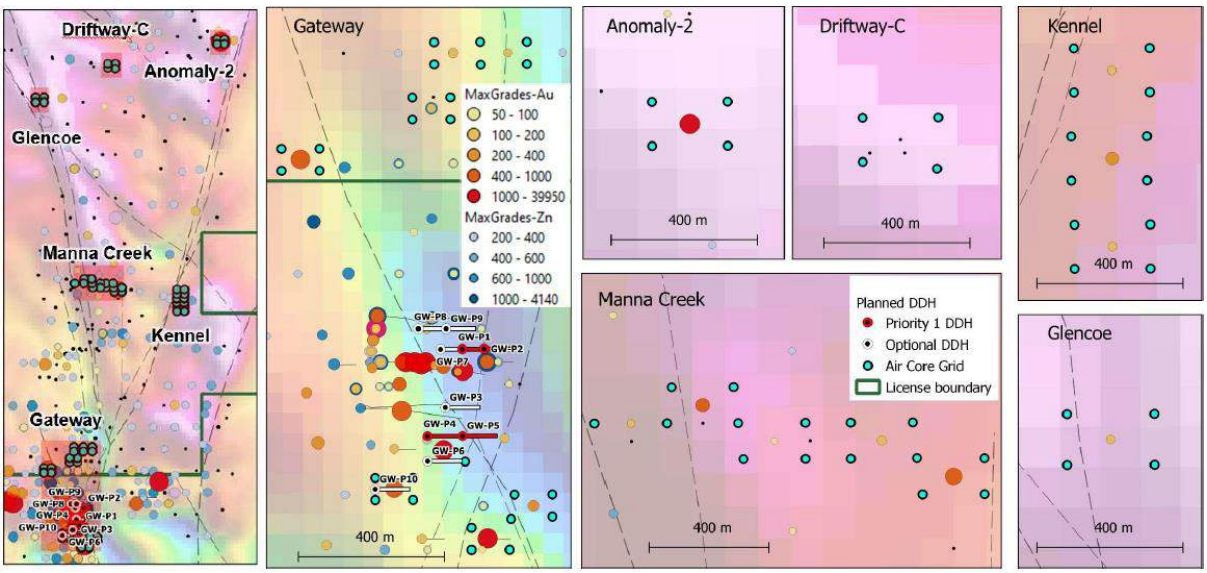

Figure 8-4: Targets and Kincora planned drilling on Fairholme Projects.

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8.3 NYNGAN AND NEVERTIRE

Nyngan and Nevertire cover the interpreted northern extent of the Junee-Narromine Volcanic Belt that hosts many significant deposits in the Macquarie Arc. Despite being covered by alluvial sediments more than 100 m thick, the area is highly prospective with almost no historic drilling.

Kincora has completed a comprehensive open-file data review, analysis of geophysical datasets and regional geological interpretation over the Nyngan and Nevertire Projects. This has included a review of historical drill core and resampling of ACDNY002 for lithogeochemistry. Geophysical interpretation has included using proprietary magnetic attribute processing including data inversion. This work has isolated the effects of magnetic remanence, provided a depth to basement interpretation, and provided self-organising maps for analysis utilising neural-networking software.

On 9th September 2020, the NSW government awarded A$120,000 to Kincora in Round 3 of the New Frontiers Cooperative Drilling Program. Under the terms of the grant, the funds may be used to cover half of the direct drilling costs for the subject Project.

Kincora has designed a maiden drill program to follow up Newcrest's results from diamond drilling which intersected possible mineralised Macquarie Arc basement and seeks to confirm the Junee-Narromine Belt northern extension concept. This will be confirmed if age-dateable volcano-intrusive rocks are intersected with ages +435 Ma.

The proposed work plan consists of two drillholes to up to 700 m – see Table 8-1. These holes will be precollared though Recent cover (interpreted to be 250 m - 350 m depth) using reverse circulation or rotary mud drilling, and diamond core to the end of hole in basement.

Geology will be fully logged, and assays will be undertaken for all basement rocks. Gold will be determined by fire assay and a multi-element suite analysis will be analysed using 4-acid digest and ICPMS analysis. Petrological, lithogeochemical, green rock vectoring and age dating studies will be carried out if considered appropriate.

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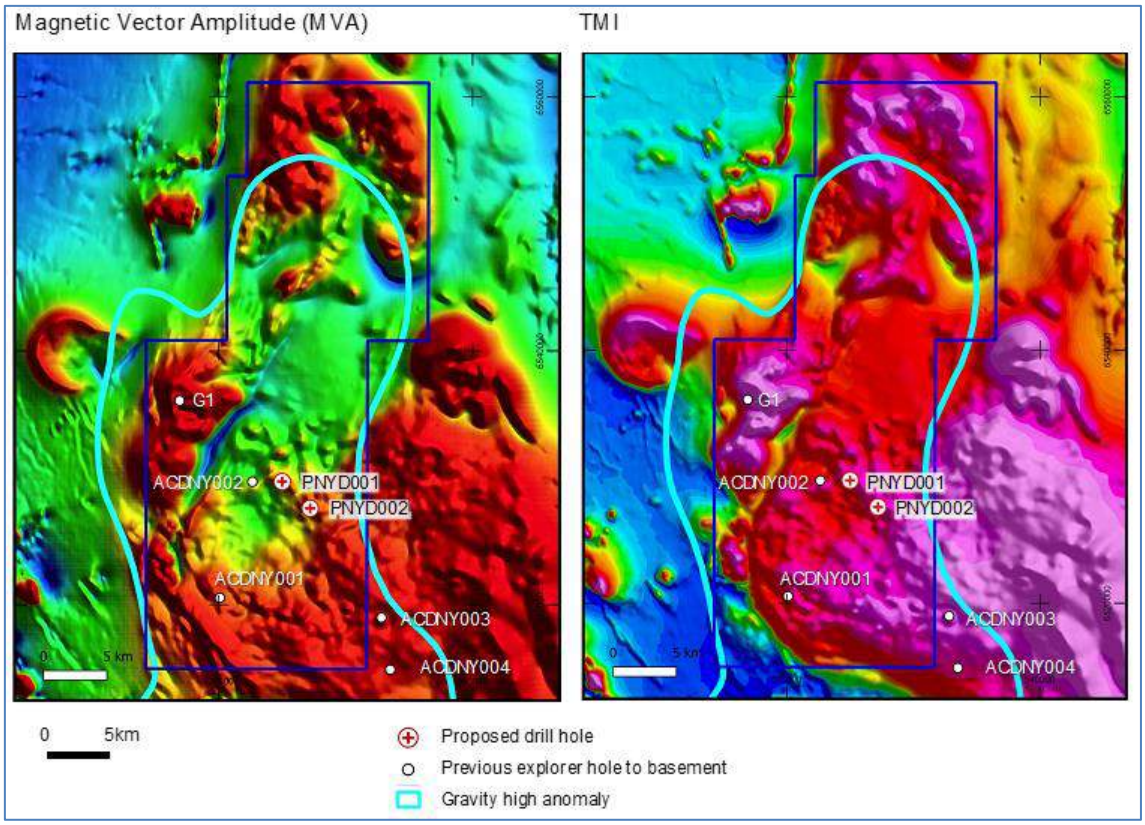

Figure 8-5: Nyngan Project- magnetics plan with historic diamond tail drilling and proposed drillholes.

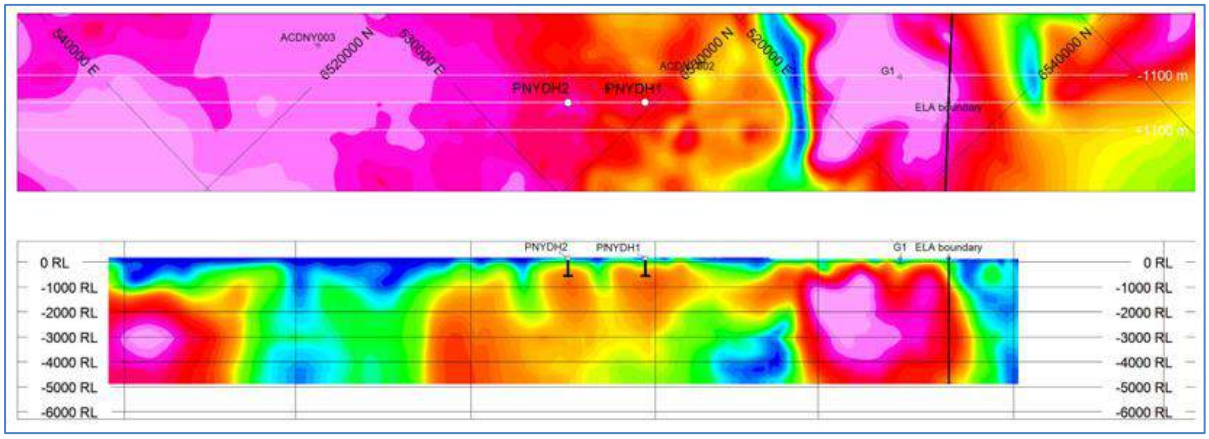

Figure 8-6: Nyngan Project- MVA plan and inversion section with proposed drilling.

8.4 JEMALONG, CONDOBOLIN AND CUNDUMBUL

Since the agreement with RareX, Kincora have undertaken open-file data review, analysis of geophysical datasets and regional geological interpretation for Jemalong, Condobolin and Cundumbul.

At Jemalong, Kincora has re-interpreted historic exploration results in support of designing a first phase drilling program.

At Cundumbul, Sultan Resources (ASX: SLZ) is undertaking an IP survey targeting porphyry mineralisation on its Big Hill project immediately adjacent to Kincora's western licence boundary.

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9 DRILLING

The only drilling undertaken to date by Kincora is on the Trundle Project, which was ongoing at the time of preparation of this report. Up to the report cut-off date of 25th February 2021, 16 holes had been completed for 9,927 m in total (Table 9-1). Holes TRDD017 and TRDD018 at Trundle Park were in progress. Drill collar locations are shown in Figure 9-1.

Table 9-1: Drill hole details, Trundle Project.

Prospect	Hole ID	Length (m)	Collar Dip °	Azimuth	Easting	Northing	RL	Core recovery
Trundle Park	TRDD001	685	60	262	570049	6352082	270	95.90%
Mordialloc	TRDD002	790	60	101	568443	6360363	271	98.20%
Bayleys	TRDD003	721	60	329	569230	6360641	274	99.50%
Trundle Park	TRDD004	694	55	264	569780	6352079	271	99.60%
Mordialloc	TRDD005	958	60	110	568439	6360204	266	97.30%
Mordialloc	TRDD006	962	70	275	568599	6360206	267	98.90%
Trundle Park	TRDD007	521	60	264	570012	6352230	268	84.40%
Trundle Park	TRDD008	490	60	264	569920	6351962	272	97.10%
Trundle Park	TRDD009	445	60	310	569611	6352378	267	99.20%
Trundle Park	TRDD010	643	60	330	569963	6351919	272	96.40%
Trundle Park	TRDD011	332	55	330	570036	6352041	270	94.8%
Trundle Park	TRDD012	581	55	330	570062	6351997	270	85.6%
Trundle Park	TRDD013	390	60	330	570012	6351827	272	94.6%
Trundle Park	TRDD014**	670	65	330	569832	6351811	275	97.4%
Trundle Park	TRDD015**	550	60	330	570086	6351953	273	98.1%
Trundle Park	TRDD016**	496	60	330	570030	6352250	272	98.4%
Trundle Park	TRDD017**	ongoing	55	150	569686	6352060	273	
Trundle Park	TRDD018**	ongoing	55	330	570139	6352352	272	
Total		**9,928**						

* part assays only; ** assays not received at time of reporting

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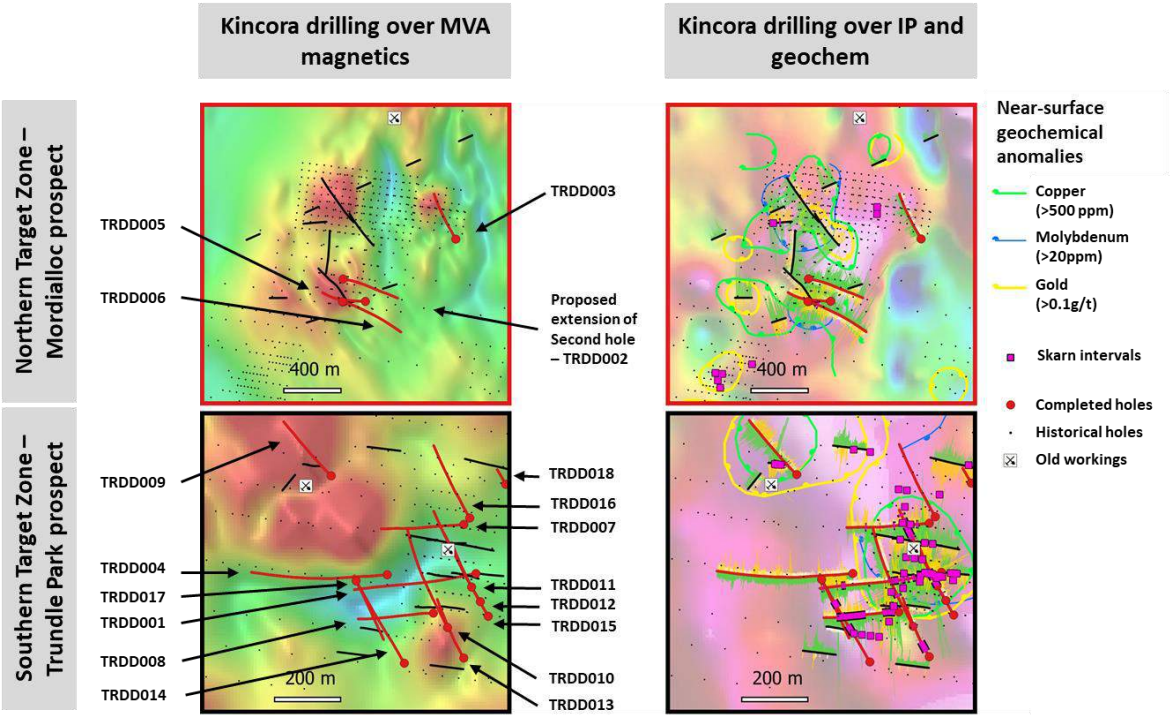

Figure 9-1: Kincora drill hole locations at Mordialloc and Trundle Park. (Kincora)

9.1 DRILLING METHODS

Kincora has been exclusively using diamond core drilling at the Trundle Project. A UDR 650 and an Atlas Copco CT-14 multipurpose rig was used, with PQ diameter coring to 50-100 m depth, then HQ diameter followed by NQ in deeper portions of drill holes.

9.2 DRILL HOLE COLLARS AND SURVEY

All drill hole collars were laid out using hand-held GPS and final collar surveys were picked up using an Omnistar differential GPS system. Collar positions of four holes were checked by Dr Lally using hand-held GPS during the site visit and all were within 5 m (GPS error) of the positions recorded in Kincora's database.

9.3 DOWNHOLE SURVEYS

Downhole surveys used a Reflex multishot EZ-TRAC magnetic azimuth survey tool. Azimuths are generally consistent, but the presence of significant magnetite in parts of drill holes locally affect readings. Kincora geologists were advised to undertake quality control on downhole azimuths to ensure final data is valid by comparing successive azimuth readings and checking additional magnetic field intensity data provided by the survey tool.

9.4 RECOVERY AND QUALITY

All diamond drilling used triple-tube methods in PQ and HQ core to maximise recovery, but similar equipment was not available from the drilling contractors for NQ coring. Overall average core recovery for 6 holes was particularly good at more than 98%. The main zones of poorer recovery were in upper strongly weathered parts of holes and in fault zones in fresh rock. Some low recovery zones were within weathered skarn mineralisation at the Trundle Park prospect.

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9.5 DRILLING RESULTS

Full details of drilling results from Trundle are contained within Kincora's press releases from 22nd April 2020 onwards and are summarised here.

9.5.1 Trundle Park

Kincora drilling in the southern-central part of the Trundle licence is targeted mainly within the prospect area originally known as Copper Hill where skarn-style mineralisation near surface was known from historic drilling. Kincora's drill holes were targeted towards better definition of the skarn and exploration for deeper porphyry style mineralisation.

Drilling results for the most significant mineralised zones are summarised in Table 9-2. Broad zones in TRDD001, TRDD008 and TRDD011 include narrower intercepts of higher grade, particularly in the upper skarn. In TRDD001 higher grades were noted in strongly oxidised fault/fracture zones, indicating some influence of supergene enrichment.

Table 9-2: Summary of drilling results, Trundle Park

Hole ID	Depth from (m)	Depth to (m)	Interval (m)*	Cu %	Au g/t	Mineralisation style	Comment
TRDD001	39	92	53	0.54	1.17	Skarn	Upper skarn zone, partially oxidised along faults
including	75.9	78.1	2.2	2.43	4.32	Skarn	Partially oxidised fault zone
	284	302	18	0.05	0.53	Skarn	Lower skarn zone on margin of monzodiorite intrusion.
	644	685 (EOH)	41	0.03	0.25	Porphyry	Weak disseminated sulphides plus veining around narrow magnetite-biotite-K feldspar alteration
TRDD004	332	336	4	0.01	0.35	Porphyry	Best result from 332 m depth onwards. No skarn at top, interpreted to have drilled to west of fault block
TRDD007	2.6	41.9	39.3	0.03	0.21	Skarn	Structurally controlled near-surface skarn
	158	166	8	0.34	0.96	Skarn	Part of upper skarn zone
	392	416	24	0.03	0.16	Skarn	Part of lower skarn
TRDD008	0	87.7	87.7	0.19	0.65	Skarn	Upper skarn zone
	305	332	27	0.07	0.1	Skarn	Part of lower skarn
	379	407	18	0.15	0.33	Skarn	Part of lower skarn
TRDD009	6	12	6	0.01	0.35	Skarn	Structurally controlled near-surface skarn
	384	398	14	0.05	0.11	Skarn	Part of lower skarn
TRDD010	218	242	24	0.1	0.25	Skarn	Part of upper skarn zone
TRDD011	0	76	76	0.39	0.37	Skarn	Structurally controlled near-surface skarn
including	68	72	4	4.98	3.36	Skarn	
	302	312	10	0.01	0.09	Skarn	Part of lower skarn
TRDD012	86	99	13	0.06	0.07	Skarn	Structurally controlled near-surface skarn
	191	220	29	0.10	0.18	Skarn	Structurally controlled near-surface skarn

* Down-hole lengths: true widths not known.

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Kincora have interpreted a geological-mineralisation model for Trundle Park based on the drilling results to date. A SW-NE cross section through the main zone of mineralisation is shown in Figure 9-2.

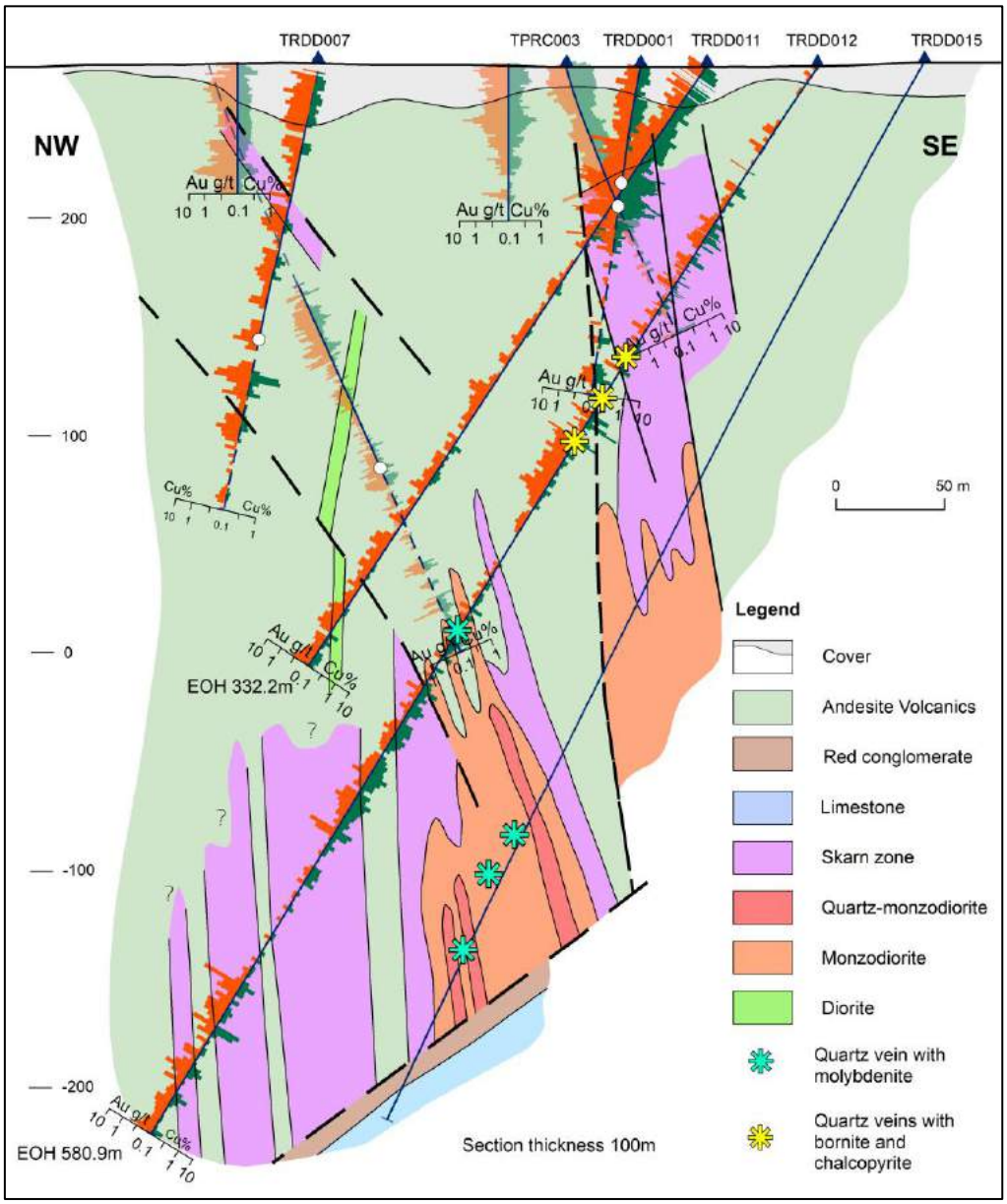

Figure 9-2: Cross section through main zone of mineralisation at Trundle Park (Kincora, 25th February 2021)

From measurements in oriented core on TRDD001 and 008, the upper skarn zone dips gently to the south-southeast, sub-parallel to primary layering in volcanics. Skarn mineral assemblages comprising dominant garnet with some clinopyroxene are commonly retrogressed. The lower skarn is interpreted to lie on the margin of a mostly barren monzodiorite stock. Deeper porphyry-style mineralisation is related to small porphyritic diorite intrusions and in TRDD001 and the lower part of this drill hole intercepted a zone of magnetite-biotite-K-feldspar-chalcopyrite with a phyllic (silica-sericite) overprint.

TRD004 was targeted at a blind porphyry target at depth to the west of skarn mineralisation. No significant porphyry mineralisation was intercepted, although minor potassic alteration was logged at

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the bottom of the hole that passed though andesitic volcanics intruded by monzodiorite and monzonite. Kincora's interpretation is that TRDD004 represents different lithologies to the remainder of Trundle Park and a fault separates the two blocks (Figure 9-2).

TRDD007 tested the northern extent of skarn and porphyry style mineralisation in TRDD001. The hole intersected garnet-magnetite skarn with disseminated chalcopyrite hosted in volcanic breccia in an interval with 8m @ 0.96 g/t Au and 0.34 % Cu from 158 m. Monzodiorite from 189 m to 205 m was cut by a calcite filled fault zone from 205 m to 207.5 m. A sequence of interbedded andesite and greywacke occurred from 207.5 m to 444 m. Monzodiorite continued to the end of hole at 521.3 m. Weak and patchy garnet-epidote-pyrite skarn was observed from 392 m to 416 m in andesite rocks, with a best result of 6 m @ 0.25 g/t Au and 0.04% Cu from 404 m. Relogging of this hole interpreted two major faults trending N-S and NNE-SSW and also the presence of skarn alteration with indications of copper-gold continuing towards the north and east.

TRDD010 targeted the southern extent of the upper skarn zone intersected in TRDD008. Garnet-mangetite skarn altered volcaniclastics were intersected at 200 m-218 m with weak copper-gold mineralisation beneath.

TRDD011 and 012 intersected the known extent of the structurally controlled near surface skarn identified in TRDD001 to the northwest and south.

TRDD012 (full results pending) included mineralised intersections containing primary bornite and chalcopyrite within volcaniclastics, plus discrete monzodiorite intrusions. These observations are interpreted as indicating proximity to the porphyry system intrusive target at Trundle Park and confirm Kincora's current geological model.

TRDD013 and TRDD014 tested the southwestern extent of skarn mineralisation and causative intrusions. Both holes intersected zones of skarn style alteration in volcaniclastic rocks: magnetite in TRDD013 (37 m – 104 m) and garnet-epidote/garnet magnetite in TRDD014 (26 m-75 m, 232 m-302 m, 385 m -396 m, 446 m-501 m). Monzodiorite was intersected in TRDD013 at 343 m-402 m and in TRDD014 at 572 m – 615 m.

TRDD015 was designed to test the extent of skarn, visible chalcopyrite-bornite, visible molybdenite and monzodiorite intrusions seen in TRDD012. Assay results have not been received for this hole, which intersected volcaniclastics in the upper part (0-206.4m), followed by alternating thin monzodiorites and garnet-prehnite-magnetite skarn altered volcanicalstics from 206.4 m – 280.5 m. another intersection of volcaniclastics from 280.5 m-376 m, followed by garnet-prehnite-magnetite skarn to 393 m that includes cross-cutting quartz-carbonate-pyrite±chalcopyrite veins. Monzonite from 393 m-491 m comprises three intrusive phases: early monzodiorite cut by quartz monzodiorite and then thin aplite dykes. The two early phases are cut by quartz-pyrite-molybdenite veinlets at a frequency of 1-3 veins per metre. From 491 m to 522 m a major fault (likely the Tullamore Thrust) separates the volcanic-intrusive rocks from younger conglomerate and calcareous mudstone. The recognition of cross-cutting intrusions is encouraging because porphyry systems are commonly long-lived, multi-phase systems.

9.5.2 Mordialloc-Bayleys

Drill holes at Mordialloc and Bayleys were targeted at 'finger porphyry' mineralisation, following up on encouraging results from shallow historic drilling in at the prospects. Best results for intervals more than 10 m are summarised in Table 9-3.

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Table 9-3: Summary of drilling results, Mordialloc-Bayleys

Hole ID	Depth from	Depth to	Interval	Cu %	Au g/t	Mineralisation style	Comment
TRDD002	219	267	48	0.05	0.07	Porphyry	Broad weak mineralisation, maximum 6 m @ 0.11% Cu, 0.07g/t Au, includes anomalous Mo. Epidote-chlorite propylitic alteration assemblage
TRDD005	24	54	30	0.08	0.1	Porphyry	Includes anomalous Mo up to 176 ppm in shorter intervals
	138	150	12	0.29	0.33	Skarn	
	228	254	26	0.16	0.07	Porphyry	
	270	288	18	0.18	0.08	Porphyry	
	632	644	12	0.14	0.66	Porphyry	
	736	748	12	0.07	0.15	Porphyry	
	782	806	24	0.08	0.25	Porphyry	
TRDD006	62	104	42	0.07	0.04	Porphyry	Broad intervals of anomalous/low level copper, gold, and molybdenum.
	144	450	306	0.1	0.06	Porphyry	
	466	564	98	0.11	0.07	Porphyry	
	620	644	24	0.06	0.04	Porphyry	
TRDD003	164	509	345			Porphyry	A few intervals <4m of low grade Cu-Au, max 1.6 m @ 0.37% Cu and 0.14g/t Au.

TRDD002 was targeted at a Typhoon chargeability anomaly and intersected weak mineralisation in quartz monzonite porphyry plus diorite with associated epidote-chlorite alteration. Alteration was interpreted as being in the inner propylitic zone.

TRDD005 intersected an upper narrow zone of skarn within andesites, then a broad zone of weak mineralisation mostly within diorite porphyry.

TRDD006 was a scissor hole to 005, drilling in the opposite direction targeted at the core of a magnetic inversion model. The hole started in andesite and passed through monzonite and back into andesite, then intersected a veined porphyry dyke or pipe. Skarn intersected in 005 was not intersected in 006 despite being close to the crossover point of the holes. A broad zone 306 m in length of low-level copper (0.1%) with anomalous gold (0.1 g/t) and molybdenum (0.06 ppm) is present within monzonite in this hole and demonstrates the prospectivity of the system.

Figure 9-3 shows a cross section through TRDD005 and 006 showing the relationship between mineralisation, alteration, and intrusive bodies.

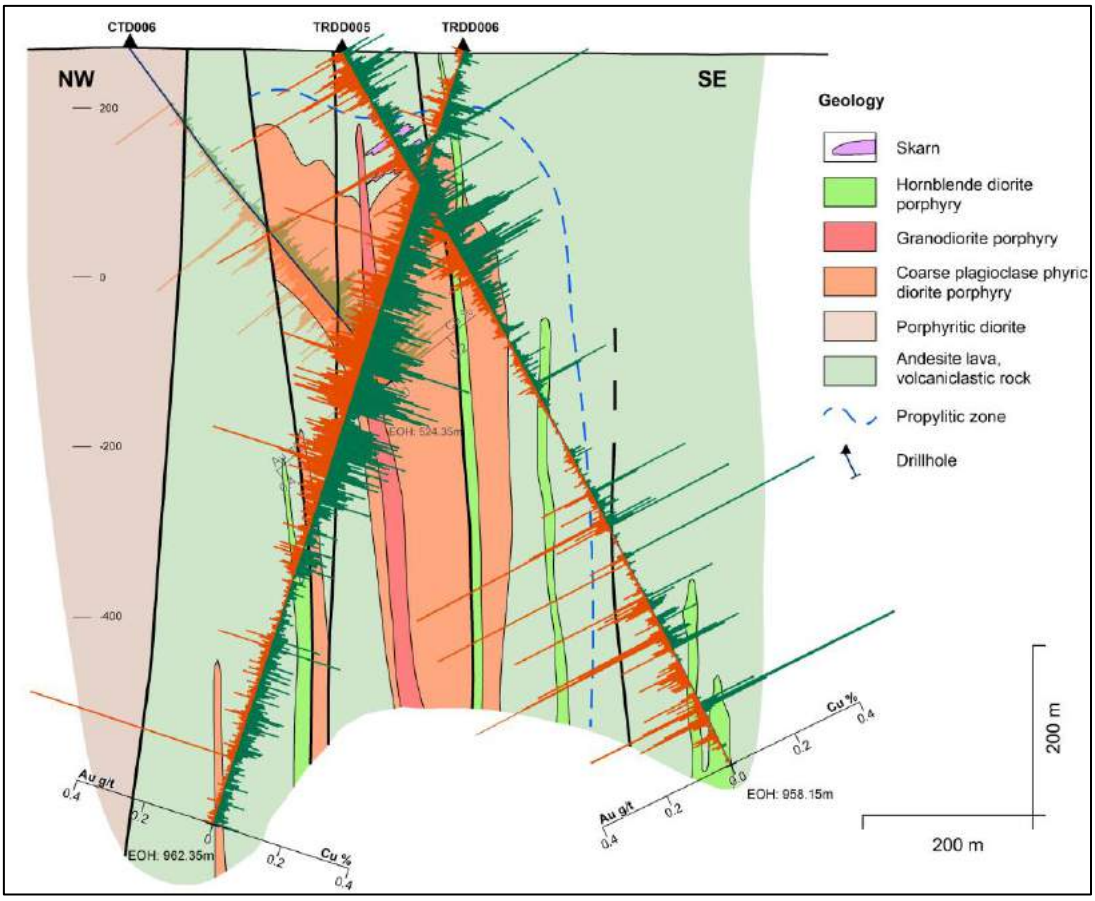

Figure 9-3: Interpreted cross section through Mordialloc holes.

TRDD003 at Bayleys intersected weak porphyry style mineralisation within a sequence of andesite and basalt intruded by monzonite and quartz monzonite porphyries. A narrow intercept of unmineralised skarn alteration was also logged. Epidote-chlorite alteration indicates propylitic style.

Follow-up drilling at Mordialloc was delayed in part due to restricted land access during the lambing/cropping season and because Trundle Park was delivering more encouraging results.

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10 SAMPLE PREPARATION, ANALYSES AND SECURITY

During the September 2020 site visit, Dr Lally observed all aspects of drill core sampling as prescribed by Kincora's procedure documents. At the time of Dr Lally's visit core was being processed at a contractor's facility in Parkes. Arrangements were in place to move core logging and processing to an area on the Trundle Project, where the same procedures would be undertaken.

10.1 SAMPLING PROCEDURES

Kincora maintain documented procedures for all aspects of core handling, including logging and core sampling. All drill holes since TRDD001 core were sampled on 2 m intervals regardless of geological contacts. Hole TRDD001 was sampled on variable lengths depending on changes in lithology.

For PQ and HQ core 2 m quarter-core samples were taken by two longitudinal cuts at 90° using an Almonte diamond bladed core saw. NQ core was half-core sampled. Remaining core was permanently retained in core trays stacked on pallets in the secure contractor's facility at Parkes.

Sampling procedures followed since hole TRDD001 are summarised as follows:

1. Core is marked up with downhole metre marks and a bottom-of-hole orientation mark where valid.
2. Geologist logs core for lithology, alteration, mineralisation, and structures.
3. Geologist compiles a cut sheet upon completion of drilling that assigns sample numbers on pre-numbered bags to downhole depths on the core. Sample boundaries correspond to metre marks. Cut sheet also includes sample numbers assigned to quality control samples (standards and blanks).
4. Cut sheet is used by the core cutting field assistant to define sample start and end points.
5. Core is cut consistently to one side (between 5 mm to 10 mm) of the bottom-of-hole orientation line so that the line remains on the retained core.
6. Core is placed in the correct numbered bag as indicated on the cutting sheet.
7. QC samples are placed in the appropriate numbered bags as indicated on the cut sheet.
8. Sediment is cleaned from the core saw base on a regular basis and a sandstone block is run through the core saw blade at the end of each day to clean and maintain the blade.

10.2 SAMPLE SECURITY

After cutting, drill core samples in numbered calico bags were immediately placed into heavy duty plastic bags in lots of 5 to 6 samples. Plastic bags were sealed with zip ties and remained inside a secure storage area until dispatch. Kincora staff (or their contractors) transported samples on a regular basis to ALS laboratories in Orange for further preparation and analysis, with paper and electronic copies of the sample submission form included with each sample batch.

10.3 SAMPLE ANALYSES

All drill hole samples were analysed at ALS Laboratories' facility in Orange, NSW. Core is assayed for gold by 50 g fire assay charge, and for 33 multielement analysis by 4-acid digest with ICP finish. Ore grade copper (>1%) is re-assayed by AAS. Native copper mineralisation in TRDD001 was re-assayed using a larger sample charge for ICP to test for potential nugget or incomplete digest effects, but no issues were found with the standard assay technique.

Assessments indicate that appropriate levels of analytical precision and accuracy have been achieved, and the data is considered appropriate for use in reporting of exploration results and resource estimation if required.

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10.3.1 Laboratory preparation and analysis procedures

10.4 QUALITY CONTROL

Quality Assurance ("QA") concerns the establishment of measurement systems and procedures to provide adequate confidence that quality is adhered to. Quality Control ("QC") is one aspect of QA and refers to the use of control checks of the measurements to ensure the systems are working as planned.

The QC terms commonly used to discuss geochemical data are:

- Precision: how close the assay result is to that of a repeat or duplicate of the same sample, i.e. the reproducibility of assay results.
- Accuracy: how close the assay result is to the expected result (of a certified standard).
- Bias: the amount by which the analysis varies from the correct result.

QAQC results for Kincora's drilling (blanks and standards) indicate no significant bias or lack of precision.

The laboratory QAQC protocols include duplicate and repeat analysis of pulp samples, screen tests (% passing 75 µm) as well as regular reporting of laboratory standards.

10.4.1 Blanks

Fine (pulp) blanks were incorporated into batches sent to ALS at the rate of 1 every 40 samples up to TRDD007. Kincora staff were advised to include coarse blanks that would be processed through the primary crushing and pulverising stages of lab sample preparation to check for contamination in these processes. Coarse blanks have been included in batches of samples from TRDD007 onwards.

10.4.2 Standards

Pulp copper-gold standards supplied by OREAS were inserted at a rate of 1 every 40 samples. Upon receipt of results, standards were checked against their certified values. MA viewed results for all standards sent to ALS for drill holes TRDD001 to TRDD006 and there was no evidence of bias or lack of accuracy of analyses.

10.5 ADEQUACY OPINION

MA has reviewed the provided data and in our opinion the work has been completed to an industry acceptable standard.

Generally, the results of the QA/QC program implemented by Kincora are considered appropriate for an exploration stage project. It is MA's opinion that the sample preparation, security, and analytical procedures were satisfactory and follow accepted industry standards.

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11 DATA VERIFICATION

Data verification involved viewing core, logging sheets, Kincora's database, and original assay certificates during the site visit.

11.1 TWIN DRILL HOLES

No twin drilling of historic holes has been undertaken at Trundle Park.

11.2 DRILL HOLE DATABASE

Drill hole data was supplied as an MS Access database as used by the Kincora Exploration site. The drill hole database integrity was reviewed for internal consistencies. Database tables were found to be internally consistent, with no duplicate down-hole records and no overlapping down-hole intervals.

11.3 SITE VISIT

Dr James Lally visited Kincora's exploration base located in Trundle township from 18th to 19th September 2020. Kincora senior staff based in Melbourne, Brisbane and Mongolia presented information on the projects via video call, due to COVID-19 related travel restrictions in place at the time. Kincora exploration staff in Trundle showed Dr Lally all aspects of drilling, core logging and sampling (Figure 11-1, Figure 11-2). Rehabilitated drill hole collar locations at Trundle Park and Mordialloc prospects were examined, and the diamond rig set up on hole TRDD007 was seen. No outcrop is present in the Trundle project area, but float of skarn altered igneous rocks were noted at Trundle Park.

Kincora's drill core processing site at Parkes was visited and core from TRDD001 was laid out for examination. Dr Lally confirmed the presence of copper mineralisation in drill holes by observing disseminated to semi-massive chalcopyrite, and in TRDD001 native copper.

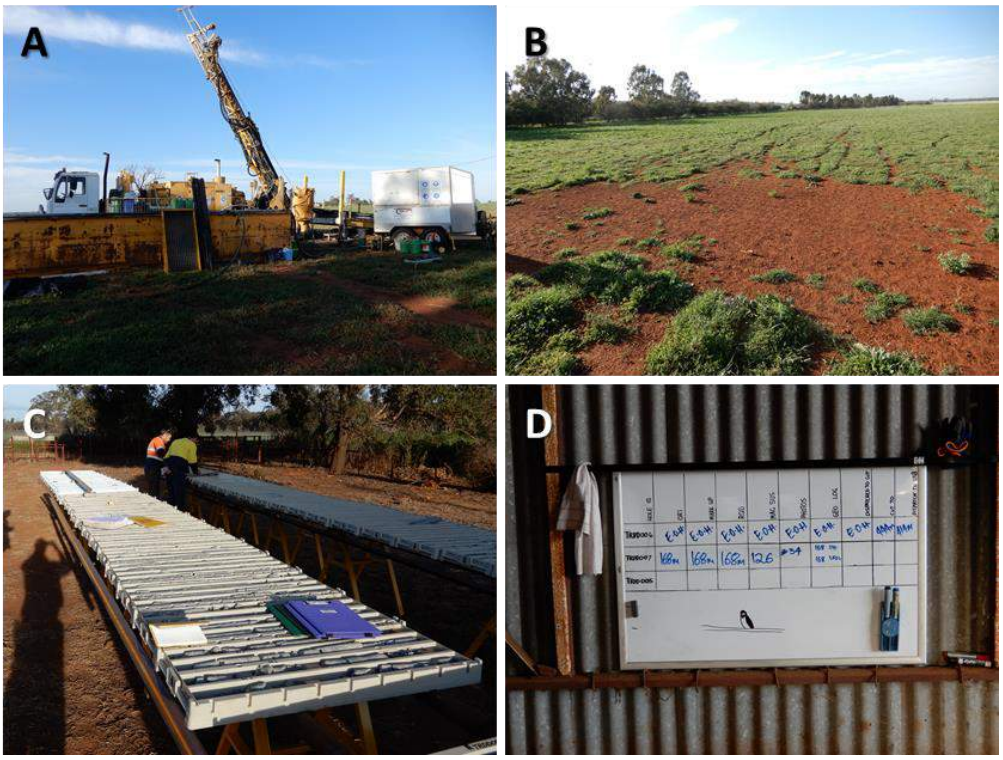

Figure 11-1: Site visit photos. A: Drill rig set up on TRDD007. B: Rehabilitated drill site TRDD001. C: Core from TRDD007 laid out for logging and mark up. D: Drill hole processing progress board.

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Figure 11-2: Drill core sampling. A: Cut sheet created by geologist. B: Cutting core on Almonte saw, Parkes facility. C: Pre-numbered sample bags. D: Bagged samples ready for zip-tying and dispatch to laboratory

Since Dr Lally's visit in September 2020, core cutting facilities have been installed at Trundle (Figure 11-3)

Figure 11-3: Upgraded core cutting facilities adjacent to the Trundle core facility within the Trundle Project. A, B: core saw container (November 2020), C: ew core re-logging facility (February 2021) C

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11.4 VERIFICATION OPINION

Based on the data verification performed, it is MA's opinion that the data reviewed is appropriate for the purposes of this Technical Report. Comments made to Kincora regarding quality control and sampling procedures were noted and have been acted upon for future drilling programmes.

12 MINERAL PROCESSING AND METALLURGICAL TESTING

No mineral processing studies have been undertaken on samples from Kincora's NSW Projects, which are at an early stage of exploration.

13 MINERAL RESOURCE ESTIMATES

No mineral resources have been estimated for Kincora's projects.

14 MINERAL RESERVE ESTIMATES

No mineral reserves have been estimated for Kincora's projects.

15 INFRASTRUCTURE

There is no mining infrastructure on any of the Projects. Local infrastructure is summarised in Section 4.

16 MARKET STUDIES

No specific market studies have been undertaken.

17 ENVIRONMENTAL STUDIES, PERMITTING AND SOCIAL OR COMMUNITY IMPACT

No specific environmental or social impact studies have been undertaken, which is normal for early stage exploration projects.

18 ADJACENT PROJECTS

Licence holders of adjacent projects are shown in Figure 18-1. Considerable exploration and capital raising activity is underway in the Macquarie Arc by numerous companies, stimulated by significant recent drilling results and discoveries such as Alkane Resources Limited's Boda Porphyry Project.

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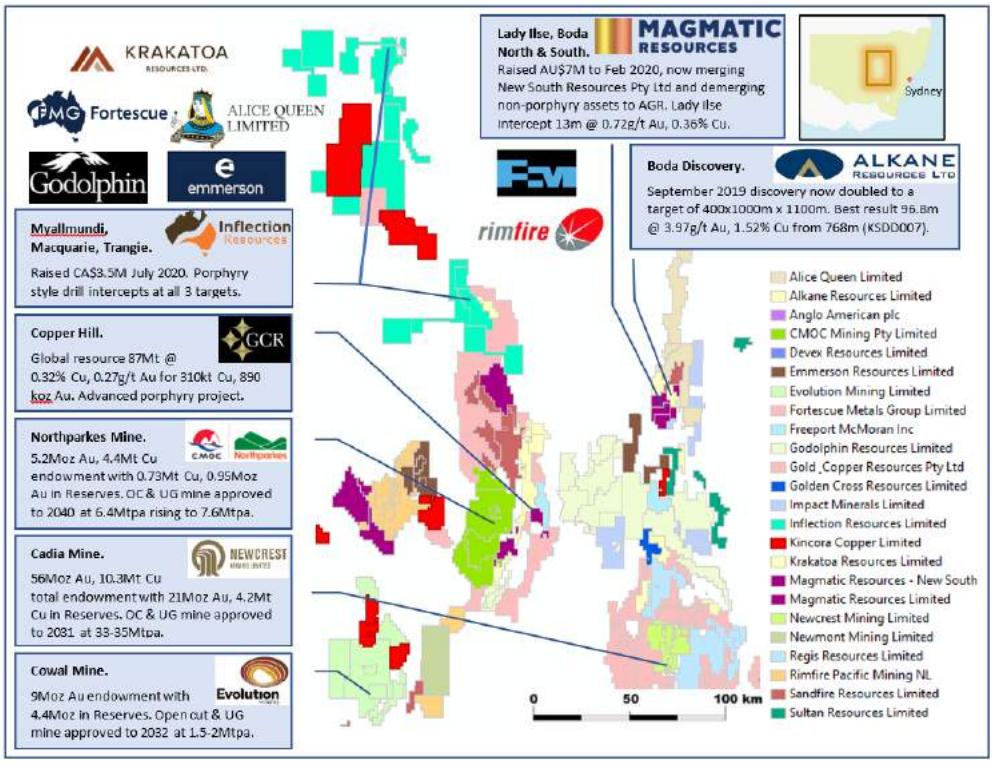

Figure 18-1: Location of significant neighbouring porphyry and related mineralisation exploration properties (December 2020).

19 RECOMMENDATIONS

Kincora's NSW Projects are in the prospective Macquarie Arc and early to advanced stage exploration targets for porphyry gold-copper and epithermal deposits exist within their tenements. Exploration is being led by a technical team with extensive experience in deposit discovery within the Macquaire Arc and internationally. Kincora has proposed exploration programs focused on identification of porphyry systems that may have a small surface footprint and are making extensive use of advanced understanding in mineral deposit models, geochemistry, alteration, structural geology, and geophysics to guide drill targeting.

19.1 EXPLORATION

Kincora's exploration in NSW is ongoing, with further drilling taking place and planned at Trundle and drilling proposed at Fairholme and Nyngan-Nevertire (permitting process commenced). Kincora's focus is to conduct exploration for relatively high-grade copper-gold porphyry deposits and related skarn and epithermal mineralisation styles in the Macquarie Arc of NSW.

Kincora has demonstrated that prior exploration efforts on their selected Project areas have not systematically tested for the predominate style of mineralised porphyry systems within the respective regions of the Macquarie Arc, specifically at the three Projects planned for near term drilling:

- Trundle Project: continue systematically ranking prospects technically and drill test for copper-gold mineralised porphyry systems to depths greater than 250 m from surface and/or follow shallow vectors within the skarn mineralised systems within the Northparkes Igneous Complex seeking to confirm a cluster of new pencil porphyry and/or near surface skarn deposits. Significant encouragement is provided from Kincora's initial drill results.

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- Fairholme Project: undertake a maiden drilling program that will for the first time be focused on testing the potential for shallow to moderate depth structurally controlled "Cowal-like" gold-base metal style mineralisation at targets less than less than 15 km along strike from the five epithermal gold deposits that comprise the Cowal mine.
- Northern Junee-Narromine Belt Projects: has similarities to the recent Boda discovery in the northern undercover extension of the parallel Molong belt. Kincora's exploration concept is that the Nyngan-Nevertire region has the potential to host large high-grade porphyry complexes in the northern undercover extension of the Junee-Narromine belt. Drill testing of two porphyry targets at the Nyngan project are proposed as part of this strategy with co-operative funding support from the NSW Government for this program.

MA concurs with this assessment of the Project portfolio and the technical merits of the Projects presented by Kincora's exploration team.

19.2 WORK PROGRAM AND BUDGET

Kincora's proposed primary use of funds (Table 19-1) involves a strategy to accelerate ongoing drilling and exploration activities at the key Trundle Park and Mordialloc targets at the Trundle Project, while advancing other project areas that have complementary but insufficiently tested geochemistry and geophysics targets with the aim to find (a) near surface copper-gold skarn resources overlying or adjacent to (b) underlying pencil type copper-gold porphyry systems.

Secondary use of funds involves a strategy to test for Cowal style intrusion related mineralisation at the Fairholme project to the north of Evolution Mining's Cowal gold mine (9.6 Moz in resources) in an area previously not substantively tested for this mineralisation style.

Tertiary use of funds involves progression of exploration on other projects in the Junee-Narromine Belt and the Molong / Rocklea-Gulgong Volcanic Belts. This part of the program is supported by a grant of $120,000 by the Department of Regional NSW to co-fund exploration drilling on the Nyngan Project.

Estimates of proposed drilling metres at Trundle, Fairholme and Nyngan projects over the first two years after a successful listing are given in Table 19-2.

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Table 19-1: Summary of proposed allocation of funds raised from IPO.

Source and Use of Funds	Minimum Subscription A$8m	Maximum Subscription A$10m
Source of Funds		
Existing cash reserves	3,500,000	3,500,000
NSW Co-operative drilling funding grant (Nyngan Project)	120,000	120,000
Funds raised from the Offer	8,000,000	10,000,000
Total	**11,620,000**	**13,620,000**
Allocation of Funds		
Exploration on Trundle Project – NSW		
Diamond drilling testing extensions to skarn and porphyry-style mineralisation recognised in historic and current work programs at Trundle Park and Mordialloc plus testing of other geochemical/geophysical targets		
Direct drilling costs*	3,600,000	4,275,000
Associated costs**	2,400,000	2,850,000
Sub Total	*6,000,000*	*7,125,000*
Exploration on Fairholme Project – NSW		
Project-scale aircore drilling testing prospective basement rocks under younger cover		
Direct drilling costs*	216,920	295,275
Diamond drilling following up targets generated by aircore results and testing historic prospects		
Direct drilling costs*	348,080	657,225
Associated costs (diamond plus aircore)**	565,000	952,500
Sub Total	*1,130,000*	*1,905,000*
Exploration on Northern Junee-Narromine Belt Projects – NSW		
Diamond drilling testing deep targets generated from historic geophysics		
Direct drilling costs*	580,000	580,000
Associated costs**	340,000	340,000
Sub Total	*920,000*	*920,000*
Project Generation, Mongolian & Other Projects		
Desktop studies: compilation and analysis of historic and open source geological, geochemical and geophysical data.	520,000	520,000
Administration and Working Capital	2,200,000	2,200,000
Legal, Accounting, Fundraising Costs	850,000	950,000
Total	**11,620,000**	**13,620,000**

*Direct drilling costs cover costs of drilling and primary sample recovery

**Associated costs include, but may not be limited to, drill planning, sampling, geological logging and interpretation, assaying, drill site access preparation, drill site remediation etc

Table 19-2: Summary of proposed drilling over first two years, NSW projects.

Project	Minimum subscription		Maximum subscription	
	Aircore metres	DDH metres	Aircore metres	DDH metres
Trundle		18,947		22,500
Fairholme	8,677	3,027	11,811	5,715
Nyngan		4,000		4,000

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21 DATE AND SIGNATURE PAGE

This report titled "Technical Report on the Australian Gold-Copper Projects NSW, Australia" and dated 25th February 2021 was prepared and signed by the following authors:

Dated at Brisbane, Qld
25 February 2021

Signed by:
James H Lally
PhD, MSc, BSc (Hons) MAIG, MSEG
Competent Person

Signed by:
Paul J Dale
BSc (Hons) FAusIMM, FSEG, MAICD
Competent Person

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APPENDIX 1 JORC TABLE 1

SECTION 1 SAMPLING TECHNIQUES AND DATA

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

Criteria	*JORC Code explanation*	Commentary
Sampling techniques	• *Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.* • *In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information*	• Kincora drilling at Trundle used diamond coring methods from which sub-samples were taken over 2 m intervals and pulverised to produce suitable aliquots for fire assay and ICP-MS. • Historic sampling on other projects included soils, rock chips and drilling (aircore, RAB, RC and diamond core).
Drilling techniques	• *Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc.).*	• Drilling by Kincora at Trundle used diamond core drilling with PQ, HQ and NQ diameter core depending on drilling depth. • All Kincora core was oriented using a Reflex ACE electronic tool • Historic drilling on Kincora projects used a variety of methods including aircore, rotary air blast, reverse circulation, and diamond core. Methods are clearly stated in the body of the report with any historic exploration results.
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *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.*	• Core recoveries were recorded by measuring the total length of recovered core expressed as a proportion of the drilled run length. • Core recoveries for most of Kincora's drilling were in average over 95%, with two holes averaging 85% • Poor recovery zones are generally associated with later fault zones and the upper oxidised parts of drill holes. • Triple-tube core barrels were used for PQ and HQ but not for NQ drilling • There is no relationship between core recoveries and grades
Logging	• *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.*	• All Kincora holes are geologically logged for their entire length including lithology, alteration, mineralisation (sulphides and oxides) and structure.

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	• *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.* • *The total length and percentage of the relevant intersections logged.*	• Logging is mostly qualitative in nature, with some visual estimation of mineral proportions that is semi-quantitative. Measurements are taken on structures where core is orientated • All core is photographed. • Historic drilling was logged with logging mostly recorded on paper in reports logged with the NSW Department of Mines
Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.* • *If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.* • *For all sample types, the nature, quality and appropriateness of the sample preparation technique.* • *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* • *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.* • *Whether sample sizes are appropriate to the grain size of the material being sampled.*	• All core was cut for sub-sampling using a diamond impregnated saw blade. • PQ and HQ sub-samples were quarter core and NQ half core. • Sample sizes are considered appropriate for the disseminated, generally fine-grained nature of mineralisation being sampled. • Duplicate sampling on some native copper bearing intervals in TRDD001 was undertaken to determine if quarter core samples were representative, with results indicating that sampling precision was acceptable. No other duplicate samples were taken
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *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.* • *Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.*	• Gold was determined by fire assay and a suite of other elements including Cu and Mo by 4-acid digest with ICP-MS finish at ALS laboratories in Orange. Overgrade Cu (>1%) was diluted and reassayed by AAS. • Techniques are considered total for all elements. Native copper mineralisation in TRDD001 was re-assayed to check for any effects of incomplete digestion and no issues were found. • For holes up to TRDD007 every 20th sample was either a commercially supplied pulp standard or pulp blank. After TRDD007 coarse blanks were utilised. • Results for blanks and standards are checked upon receipt of assay certificates. All standards have reported within certified limits of accuracy and precision. • Historic assays on other projects were mostly gold by fire assay and other elements by ICP.
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• Copper mineralisation in significant intersections was visually confirmed in drill hole TRDD001 during a site visit by Dr Lally in September 2020. • No twinned holes have been completed • Logging and sampling data is captured on paper logs and transcribed to an electronic format into a relational database maintained at Kincora's Mongolian office. Transcribed data is verified by the logging geologist. • Assay data is received from the laboratory in electronic format and uploaded to the master database.

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		• No adjustments to assay data have been made
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	• Collar positions are set up using a hand-held GPS and later picked up with a DGPS to less than 10cm horizontal and vertical accuracy. • Drillholes are surveyed downhole every 30m using an electronic multi-shot magnetic instrument • Due to the presence of magnetite in some alteration zones, azimuth readings are occasionally unreliable and magnetic intensity data from the survey tool is used to identify these readings and flag them as such in the database. • Grid system used is the Map Grid of Australia Zone 55, GDA 94 datum. • Topography in the area of Trundle is near-flat and drill collar elevations provide adequate control
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *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.* • *Whether sample compositing has been applied.*	• Kincora drilling at Trundle is at an early stage, with drill holes stepping out from previous mineralisation intercepts at various distances. • Data spacing at this stage is insufficient to establish the continuity required for a Mineral Resource estimate. • No sample compositing was applied to Kincora drilling. • Historic drilling on Trundle and other projects was completed at various drill hole spacings and no other projects have spacing sufficient to establish a mineral resource.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *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.*	• The orientation of Kincora drilling at Trundle has changed as new information on the orientation of mineralisation and structures has become available. • There does not appear to be a sampling bias introduced by hole orientation in that drilling not parallel to mineralised structures.
Sample security	• *The measures taken to ensure sample security.*	• Kincora staff or their contractors oversaw all stages of drill core sampling. Bagged samples were placed inside polyweave sacks that were zip-tied and transported to the laboratory by Kincora field personnel
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• No audits or reviews of sampling techniques were undertaken.

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SECTION 2 REPORTING OF EXPLORATION RESULTS

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

Criteria	*JORC Code explanation*	Commentary
Mineral tenement and land tenure status	• *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.* • *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.*	• Kincora holds two exploration licences in NSW and rights to a further six exploration licences through an agreement with RareX Limited. • EL8222, EL6552, EL6915, EL8960, EL6661 and EL7748 are in the RareX JV; EL8502, EL8929 are wholly owned by Kincora. • Details on royalties, native title and environmental regulations are detailed in the body of the report • All licences are in good standing and there are no known impediments to obtaining a licence to operate
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• All Kincora projects have had previous exploration work undertaken, which is detailed in the main body of the report by project.
Geology	• *Deposit type, geological setting and style of mineralisation.*	• All projects are within the Macquarie Arc, part of the Lachlan Orogen • Rocks comprise successions of volcano-sedimentary rocks of Ordovician age intruded by suites of subduction arc-related intermediate to felsic intrusions of late Ordovician to early Silurian age. • Kincora is exploring for porphyry-style copper and gold mineralisation, plus related high sulphidation and epithermal skarn systems.
Drill hole Information	• *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:* • *easting and northing of the drill hole collar* • *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* • *dip and azimuth of the hole* • *down hole length and interception depth* • *hole length.* • *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	• Detailed information on Kincora's drilling at Trundle is given in the body of the report.
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of*	• For Kincora drilling at Trundle the following methods were used: • Interpreted near-surface skarn gold-copper intercepts were aggregated using a cut-off grade of 0.20 g/t Au and 0.10% Cu respectively. • Porphyry gold-copper intercepts were aggregated using a cut-off grade of 0.10 g/t Au and 0.05% Cu respectively. • Internal dilution below cut off included was generally

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	low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. • *The assumptions used for any reporting of metal equivalent values should be clearly stated.*	less than 25% of the total reported intersection length. • Core loss was included as dilution at zero values • Average gold and copper grades calculated as averages weighted to sample lengths. • Historic drilling results in other project areas are reported at different cut-off grades depending on the nature of mineralisation
Relationship between mineralisation widths and intercept lengths	• *These relationships are particularly important in the reporting of Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *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').*	• Due to the uncertainty of mineralisation orientation, the true width of mineralisation is not known at Trundle. • Intercepts from historic drilling reported at other projects are also of unknown true width.
Diagrams	• *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.*	• Relevant diagrams are included in the body of the report.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	• Intercepts reported for Kincora's drilling at Trundle are zones of higher grade within unmineralized or weakly anomalous material.
Other substantive exploration data	• *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.*	• No other exploration data is considered material to the reporting of results at Trundle. Other data of interest to further exploration targeting is included in the body of the report. • Historic exploration data coverage and results are included in the body of the report for Kincora's other projects
Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	• Drilling at Trundle Park was ongoing at the time of publication of this report and plans for further step-out drilling are in place. • Plans are in place to progress Kincora's other NSW projects and these are described further in the body of the report.

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APPENDIX 2 CERTIFICATES OF COMPETENT PERSONS

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 Name: Section A: Technical report on the Australian gold-copper projects, New South Wales, Australia ("the Report") dated 25th February 2021.

I, Paul Dale confirm that I am the Competent Person for the Report and:

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 a minimum of five 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 Fellow of The Australasian Institute of Mining and Metallurgy, which is a 'Recognised Professional Organisation' (RPO) included in a list promulgated by the ASX from time to time.

I have reviewed the Report to which this Consent Statement applies.

I am a consultant working for Mining Associates Pty Ltd, and have been engaged by Kincora to prepare the documentation for their Australian projects on which the Report is based, for the period ended 25th February 2020.

I have disclosed to the reporting company the full nature of the relationship between myself and the Company, including any issue that could be perceived by investors as a conflict of interest.

I 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 Reporting.

CONSENT

I consent to the release of the Report and this Consent Statement by the Directors of Kincora.

Signature of Competent Person:

signed
Paul Dale
BSc (Hons) FAusIMM, FSEG, MAICD

Signature of Witness:

Kylie Prendergast
BSc Hons (Geology), PhD, MAICD, MAIG (2284)
Date: 25 February 2021

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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 Name: Section A: Technical report on the Australian gold-copper projects, New South Wales, Australia ("the Report") dated 25th February 2021.

I, James H Lally confirm that I am the Competent Person for the Report and:

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 a minimum of five 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 Member of Australian Institute of Geoscientists, which is a 'Recognised Professional Organisation' (RPO) included in a list promulgated by the ASX from time to time.

I have reviewed the Report to which this Consent Statement applies.

I am a consultant working for Mining Associates Pty Ltd, and have been engaged by Kincora to prepare the documentation for their Australian projects on which the Report is based, for the period ended 25th February 2020.

I have disclosed to the reporting company the full nature of the relationship between myself and the Company, including any issue that could be perceived by investors as a conflict of interest.

I 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 Reporting.

CONSENT

I consent to the release of the Report and this Consent Statement by the Directors of Kincora.

Signature of Competent Person:

James H Lally
BSc (Hons), MSc, PhD, MAIG (#3766), MSEG
(Sherwood, Qld)

Signature of Witness:

Kylie Prendergast
BSc Hons (Geology), PhD, MAICD, MAIG (#2284), FSEG
Date: 25 February 2021

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SECTION B

TECHNICAL REPORT ON THE MONGOLIAN COPPER-GOLD PROPERTIES, MONGOLIA

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1 INTRODUCTION

1.1 ISSUER

This report is Section B of a Technical Expert Report ("TER") of the geology and exploration of Kincora's copper-gold mineral exploration projects in Australia and Mongolia. Mining Associates ("MA") was commissioned by Kincora Copper Limited ("Kincora" or the "Company") to provide a Technical Report ("TER") for the mineral exploration assets in Mongolia. This report is prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 ("JORC Code, 2012").

MA has not been requested to provide an Independent Valuation, nor has MA been asked to comment on the Fairness or Reasonableness of any vendor or promoter considerations, and therefore no opinion on these matters has been offered.

1.2 TERMS OF REFERENCE AND PURPOSE

Kincora intends that this report be used as a Technical Expert Report. At Kincora's request, the scope of MA's inquiries and of the report included the following:

- Prepare a Technical Expert Report covering the Properties for Initial Public Offering of Kincora on the Australian Stock Exchange ("ASX").

This report also includes JORC Table 1 prepared by MA and Kincora for exploration results.

1.3 AUTHORS

The following personnel were responsible for compiling this report:

Dr James Lally is the principal author and Competent Person and takes responsibility for all sections of this report. Dr Lally is a Principal Geologist at Mining Associates' Brisbane office. Dr Lally has degrees from the University of Newcastle-upon-Tyne (BSc (Hons) Geology), the University of Leicester (MSc Mineral Exploration and Mining Geology) and James Cook University (PhD). He has over 20 years' experience in the mineral exploration and mining industry. Dr Lally is a Member of the Australian Institute of Geoscientists and a Member of the Society of Economic Geologists. Dr Lally has the relevant qualifications, experience, and independence to be considered a Competent Person as defined in the JORC Code (2012).

Mr Ian Taylor is the principal author and Competent Person and takes responsibility for sections 10 to 12 and 14 of this report. Mr Taylor is a Principal Resource Geologist at Mining Associates' Brisbane office. He has over 20 years' experience in the minerals industry working in open pit and underground mines and exploration roles. Mr Taylor has a BSc (Hons) Geology from James Cook University and a Graduate Certificate in Geostatistics from Edith Cowan University. Mr Taylor is a Member of the Australasian Institute of Mining and Metallurgy and Chartered Professional of that institution. He is also a Member of the Australian Institute of Geoscientists. Mr Taylor has the relevant qualifications, experience, and independence to be considered a Competent Person as defined in the JORC Code (2012). The Exploration Target reported in this document is based on, and fairly represents, information and supporting documentation prepared by Mr Taylor.

1.4 INFORMATION USED

This report is based on technical data provided by Kincora to MA. Kincora provided open access to all the records necessary, in the opinion of MA, to enable a proper assessment of the Properties and resource estimates. Kincora has warranted in writing to MA that full disclosure has been made of all material information and that, to the best of the Kincora's knowledge and understanding, such information is complete, accurate and true. Readers of this report must appreciate that there is an

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inherent risk of error in the acquisition, processing and interpretation of geological and geophysical data, and MA takes no responsibility for such errors.

Additional relevant material was acquired independently by MA from a variety of sources. The list of references at the end of this report lists the sources consulted. This material was used to expand on the information provided by Kincora and, where appropriate, confirm or provide alternative assumptions to those made by Kincora.

Investors should note that the statements and diagrams in this report are based on the best information available at the time but may not necessarily be correct. Such statements and diagrams are subject to change or refinement as new exploration makes new data available, or new research alters prevailing geological concepts. Appraisal of all the information mentioned above forms the basis for this report. The views and conclusions expressed are solely those of MA. When conclusions and interpretations credited specifically to other parties are discussed within the report, then these are not necessarily the views of MA.

1.5 SITE VISIT BY COMPETENT PERSONS

A personal inspection of Kincora's Mongolian properties has not been carried out by the Competent Person.

1.6 RELEVANT CODES AND GUIDELINES

This Report has been prepared as a technical assessment in accordance with the Australian Code for public reporting of technical assessment and valuations of mineral assets (the "VALMIN Code"), which is binding upon Members of the Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australian Institute of Geoscientists ("AIG"), as well as the rules and guidelines issued by ASIC and the ASX Limited ("ASX") which pertain to Expert Reports (Regulatory Guides RG111 and RG112).

Where and if mineral resources have been referred to in this Report, the classifications are consistent with the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code")", prepared by the Joint Ore Reserves Committee of the AusIMM, the AIG and the Minerals Council of Australia, effective December 2012.

Under the definition provided by the ASX and in the VALMIN Code, these properties are classified as 'exploration projects', which are inherently speculative in nature. The properties are considered to be sufficiently prospective, subject to varying degrees of risk to warrant further exploration and development of their economic potential, consistent with the exploration and development programs proposed by the Company.

2 RELIANCE ON OTHER EXPERTS

No other experts who do not meet the requirements of Competent Persons under the JORC Code (2012) have been relied upon in the preparation of this report.

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3 PROPERTY DESCRIPTION AND LOCATION

3.1 PROJECT TENURE

Kincora holds two exploration licences and one mining licence in Mongolia (Figure 3-1 and Table 3-1). The Bronze Fox mining licence (MV-021681) hosts the majority of West Kasulu porphyry deposit. The deposit also extends to the west onto the Tourmaline Hills licence (XV-017977). Exploration Licence XV-015075 covers the same area as historic licence 17977X and mining lease MV-021681 covers the historic licence VX-015000. The second smaller exploration licence is named Red Well (XV-020294) and is located about 25 km north of Oyu Tolgoi.

On 14th December 2020 Kincora executed a binding term sheet with Resilience Mining Mongolia Pty Ltd ("RMM") for Kincora's Mongolian asset portfolio. Under the terms of the agreement, Kincora will retain a free carry interest on 20% of the portfolio, own 9.9% of RMM upon successful listing and raising on the ASX and have first right of refusal on a 20% interest in any new projects generated by RMM in Mongolia. At the time of completion of this report, the term sheet had not been finalized due to RMM completing due diligence and legal agreements.

MA has not undertaken any title search other than viewing on-line government tenement map databases or due diligence on the tenement titles or tenement conditions. The tenement's status has not been independently verified by MA. The tenement report in the prospectus provides full details on the tenement portfolio status.

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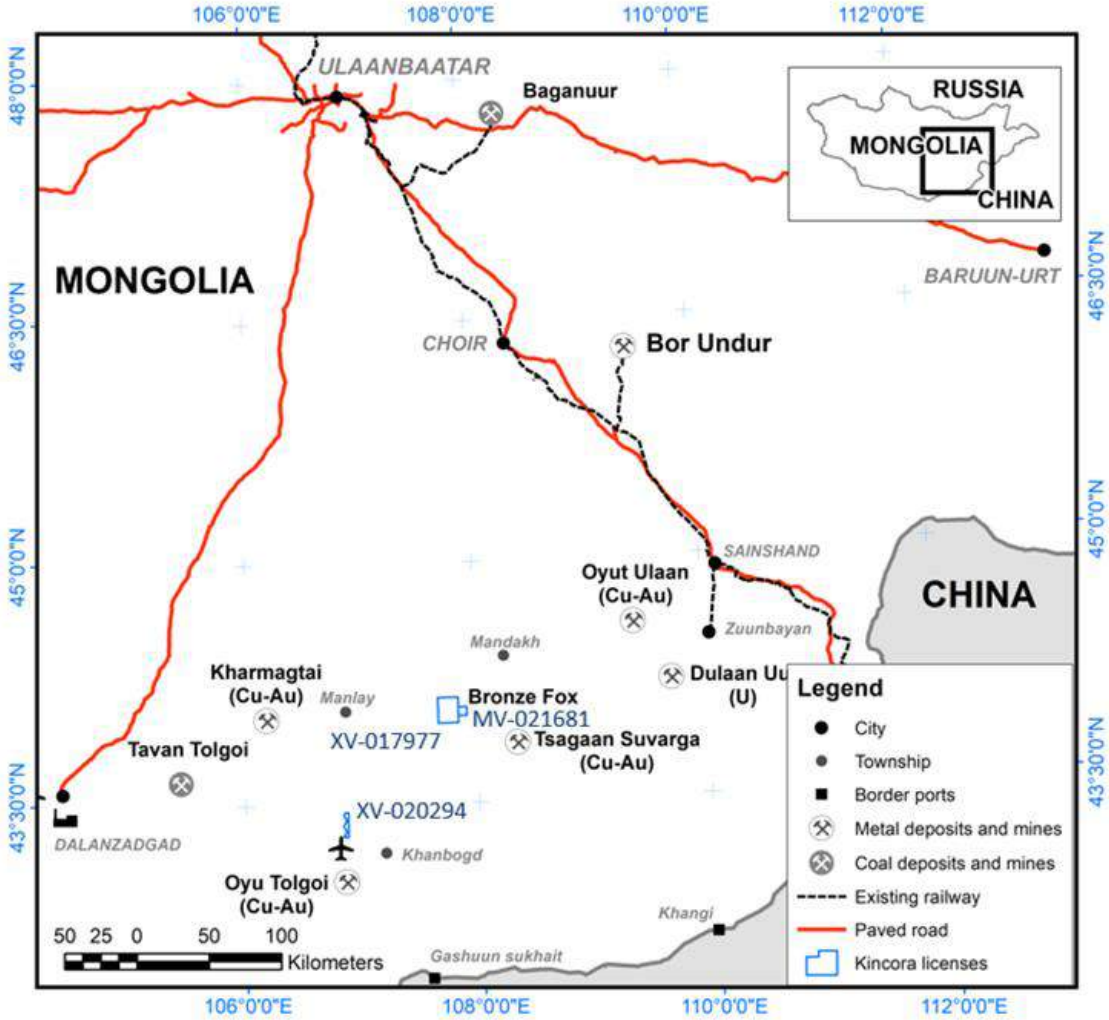

Figure 3-1: Property Locations.

Table 3-1: Kincora's Mongolia tenement details.

Licence ID	Grant date	Last renewal date	Expiry date	Area (km²)	Company	Name
MV-021681	01/09/2020	01/09/2020	01/09/2050	34.39	Kincora Copper	Bronze Fox Mining Lease
XV-017977	27/02/2020	27/02/2018	27/02/2027	246.49	Kincora Copper	Tourmaline Hills
XV-020294	03/02/2016	03/02/2019	03/02/2028	39.55	Kincora Copper	Red Well

3.2 PROPERTY RIGHTS AND OBLIGATIONS

Mineral resources in Mongolia are the property of the state. The Minerals Law of Mongolia (2006, amended in 2014) regulates prospecting and exploration for and mining of minerals. Numerous other laws, guidelines, and procedures govern prospecting, exploration, and mining of minerals, including the Constitution of Mongolia, the Subsoil Law, the Common Minerals Law, the Land Law, the Investment Law, the Environmental Protection Law, the National Security Law and the Water and Forest Law, among others.

An exploration licence is valid for a three-year period with three three-year extensions, for a total of 12 years. Prior to expiry of the exploration licence, application can be made for conversion to a ML.

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Mining licences are granted for a period of 30 years, plus two subsequent 20-year terms for a cumulative total of 70 years.

To receive a mining licence, an exploration licence holder must submit an application to the Mineral Resources and Petroleum Authority of Mongolia ("MRPAM") together with, among other documents, an environmental impact assessment and a resource report. Holders of mining licences must also prepare environmental protection and reclamation plans and satisfy various reporting and security deposit requirements. Obligations of a mining licence require submitting a feasibility study on the development of the deposit prepared by an accredited technical expert within one year of obtaining the mining licence; ensuring that feasibility studies include detailed information on the transportation of mining products, development of infrastructure, and funds required for mine restoration and closure work.

Upon the expiration of a mining licence, the licence and the rights under such licence revert to the Government of Mongolia. In the case of all minerals other than coal and common construction minerals (e.g. sand and gravel), annual licence fees of US$15 are payable per hectare of the relevant mining licence area. A mining licence is subject to cancellation if applicable licence fees are not paid on time or other requirements under the 2006 Minerals Law or other relevant laws are not satisfied.

3.3 ROYALTIES, AGREEMENTS AND ENCUMBRANCES

Royalty rates in Mongolia differ depending on the mineral being extracted and the level of purification, the market price and where processing occurs. Gold attracts a 5% standard royalty and an additional 5% surcharge royalty based on the prevailing gold price at USD$1300. Copper has a similar system with a base 5% royalty. However, surtax rates are much higher when selling concentrates; for example, at US$3.00 per lb of copper an additional 12% royalty will apply (Table 3-2).

Table 3-2: Mongolian Government Royalty Rates for Copper and Gold.

Commodity	Flat Royalty %	Surcharge %	Total Royalty
Copper	5%	12%	17%
Gold	5%	5%	10%

Currently the Mongolian Mining Law provides a facility to negotiate better royalty terms for significant development projects. Two examples where foreign invested companies have been able to negotiate such agreements are Ivanhoe Mines' Oyu Tolgoi copper-gold Project and Centerra Gold's Boroo gold Project. Both companies successfully negotiated a flat 5% royalty rate on the minerals being produced.

3.4 ENVIRONMENTAL LIABILITIES

MA is not aware of any environmental liabilities.

3.5 REQUIRED PERMITS FOR MINING AND EXPLORATION WORK

Mineral title does not convey surface rights. A land rights certificate must be obtained, and a land use agreement must be signed with the relevant provincial governor.

Holders of mineral tenure have obligations under the Mineral Law of Mongolia with regards to environmental protection. Licence holders must deposit 50% of their environmental protection budget into an escrow account. Funds that are not used are returned to the licence holder.

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3.6 OTHER SIGNIFICANT FACTORS AND RISKS

On January 20th, 2021, Kincora announced that Mongolian subsidiary Golden Grouse IBEX LLC ("GGI") has received a Tax Act ("2021 tax assessment") for 2.7 billion MNT, approximately US$950,000, from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment is comprised of four items, of which Kincora strongly refutes the merit of three including the very vast majority of the liability sought relating to the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately US$5,700).

The 2016 IBEX merger required a tax assessment ("2016 tax assessment"), which followed an audit of the IBEX's entity's prior year periods and the on and off-shore agreements to the merger (IBEX and parent entity's). The 2016 tax assessment was a condition precedent to close the merger with any adverse liability enabling both counterparties to walk away from the merger. In the Company's view, supported by three independent external legal opinions, the 2021 tax assessment's retrospective liability is not in-line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Shortly after the IBEX merger closed in mid-2017, a tax audit commenced on the merged entity to validate that the merger transaction completed as it was presented to the Mongolian authorities in 2016. This review has only recently completed, with a fourth audit review team, including a team member from the original 2016 review, delivering the 2021 tax assessment. A statute of limitation for the MTA to review and retrospectively enable a contradictory tax act expires on February 10th, 2021. Refer to the Company's accompanying prospectus for further details.

To the extent known by MA there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the Mongolian properties.

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4 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

4.1 ACCESS

The Bronze Fox and Tourmaline Hills properties that make up the Bronze Fox Project ("Project") are located within the Dornogobi Province in south-eastern Mongolia. The licences are approximately 450 km south of the capital of Mongolia, Ulaanbaatar (Figure 3-1). The Project can be accessed by driving from Ulaanbaatar to Choyr on a sealed road for 230 km. The road from Choyr to Mandakh is a dirt track and travel time is approximately 8 hours. The project area is approximately 60 km from Mandakh, and the drive takes approximately 2 hours again on dirt tracks.

The Red Well Project is located within the Omnogobi Province in southern Mongolia, about 500 km south of Ulaanbaatar and 35 km northwest from Khanbogd, the local soum (town) centre that services the Oyu Tolgoi project. The Red Well Project can be accessed by driving along a combination of sealed and mostly dirt roads from Ulaanbaatar. A passenger airport at Khanbogd has regular flights servicing the major mine development at Oyu Tolgoi some 40 km south of the Property.

4.2 CLIMATE AND PHYSIOGRAPHY

The topography, climate and physiography of the Bronze Fox and Red Well Projects are similar. Topography ranges from low hills with elevations ranging between 1,100 m and 1,400 m above sea level. Vegetation is typically sparse and shrubby, with short grass growing after spring/summer rainfall (Figure 4-1). Both properties are located within the Southern Gobi Desert, an area classified as a 'cold desert' climate. The region experiences generally arid continental climatic conditions, with temperatures varying between +30°C and -30°C and average rainfall around 194 mm. Most rainfall occurs within the summer months from May to September.

Figure 4-1: General topography of the Bronze Fox Project area

4.3 LOCAL RESOURCES AND INFRASTRUCTURE

The township of Mandakh (population 1,500) is located approximately 60 km to the northeast of Bronze Fox (Figure 3-1). The township is accessible on dirt roads using four-wheel drive vehicles. The nearest large population centre is Sainshand, about 170 km east-northeast of the Bronze Fox Project.

The Red Well Project is about 40 km north of Oyu Tolgoi, a major copper-gold mine that is managed as a joint venture between Rio Tinto and the Mongolian government. Mine power is currently sourced from China but a coal-fired power station is proposed at Tavan Tolgoi, about 150 km west of the property. As part of the Oyu Tolgoi development there are large workers' accommodation camps and an airport at the Khanbogd soum.

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5 HISTORY

5.1 BRONZE FOX

Historical exploration work completed and results for the Bronze Fox Project are summarised in Table 5-1. Joint Soviet and Mongolian groups explored for mineral deposits throughout Mongolia in the 1970's and identified outcropping mineralisation and alteration that was followed up with other techniques. No further work was completed until early-mid 2000's when Ivanhoe Mines Mongolia ("Ivanhoe") embarked on regional scale exploration throughout the southern Gobi.

Table 5-1: Summary of ownership and work history, Bronze Fox-Tourmaline Hills.

Company	Years	Work completed	Results
Soviet-Mongolian teams	1971-1977	Regional geological mapping, rock chip geochemistry, trenching, IP, diamond drilling (20 holes)	Some data unavailable. Presume results not significant enough to warrant further work.
Ivanhoe Mines Mongolia	2004-2006	Geological mapping, stream sediment sampling, rock chip sampling, trenching, ground magnetics (1,029 km), gradient array IP (1,076 km); diamond drilling (24 holes, 6,770 m)	Work ceased due to government dispute
	2009	Project split, Eastern licence to Nadmin LLC, western licence to Golden Grouse LLC (subsidiary of Temujin Mining)	
Temujin Mining	2010	Drilling in western licence (4 holes)	
Kincora Copper	2010	Kincora Copper acquires Nadmin LLC. Eastern licence: diamond drilling (1,478.3 m); RC drilling (3,720.8 m); IP (12 lines, 61 km)	
Kincora Copper	2012	Kincora Copper acquires Golden Grouse LLC	

Ivanhoe undertook regional to local scale assessment of the area and completed drilling, stream sediment sampling, extensive soil and rock chip sampling and trenching. Ivanhoe identified the project as a high priority and excluded the area (along with Oyu Tolgoi, Yellow Hills and Kharmagtai) from the regional joint venture agreed with BHP in 2005. Best results from drilling included: 373 m @ 0.29% Cu from 125.7 m (BFD024) and 280 m @ 0.29% Cu from 160 m (BFD005).

In 2006, Ivanhoe reassessed their interests in Mongolia after the Mongolian government introduced the Windfall Profits tax and negotiations over the Oyu Tolgoi development broke down. The Bronze Fox Project could not be converted to a mining lease and work on the project ceased.

In 2009, the area was split into two, with the eastern licence held by Nadmin LLC and the western licence held by Golden Grouse LLC (a subsidiary of Temujin Mining). Kincora acquired Nadmin LLC in 2010 and listed on the TSX Venture the following year via a reverse takeover. Kincora acquired Golden Grouse LLC in 2012, from a private company, Temujin Mining (owned by Forbes and Manhattan), which joined the Bronze Fox and Tourmaline Hills licences as a single entity for the first time since Ivanhoe held the area in 2006.

5.2 RED WELL

Historic work undertaken at the Red Well Property prior to Kincora's direct application to the Mongolian Government is limited. Joint Soviet-Mongolian groups undertook regional exploration activities including 1:200,000 scale geological mapping and rock chip sampling in two phases from 1974-1977 and 1994-1995. Ivanhoe Mines undertook a 'Zeus' high-powered IP survey and defined a target known as Anomaly 8 in an adjacent area. No other work is recorded within the area of Kincora's licence.

Since Kincora secured the Property, rock chip sampling, age dating, archaeology and palaeontology has been undertaken ahead of ground magnetics and gravity, and soil geochemistry.

Best rock chip sample from earlier work in altered and mineralised volcanics returned 2% copper, 0.25 g/t gold, 1.5 g/t silver, 0.25% arsenic and zinc, 0.08% lead and 0.002% molybdenum.

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6 GEOLOGICAL SETTING AND MINERALISATION

The following sections largely focus on the Bronze Fox Property, where the bulk of Kincora's work has been undertaken.

6.1 REGIONAL GEOLOGY

Kincora's Mongolian Properties are located within the Central Asian Fold Belt ("CAFB"), one of the largest orogenic belts in the world, extending for over 5000 km from northern China to the Urals in Russia. Contained within this orogenic belt is the southern Mongolian fold system (Ruzhentsev and Pospelov, 1992), which comprises a zone of arc-continent collision that was active during several episodes from the Silurian to Early Carboniferous along the southern margin of the Siberian Craton (Figure 6-1).

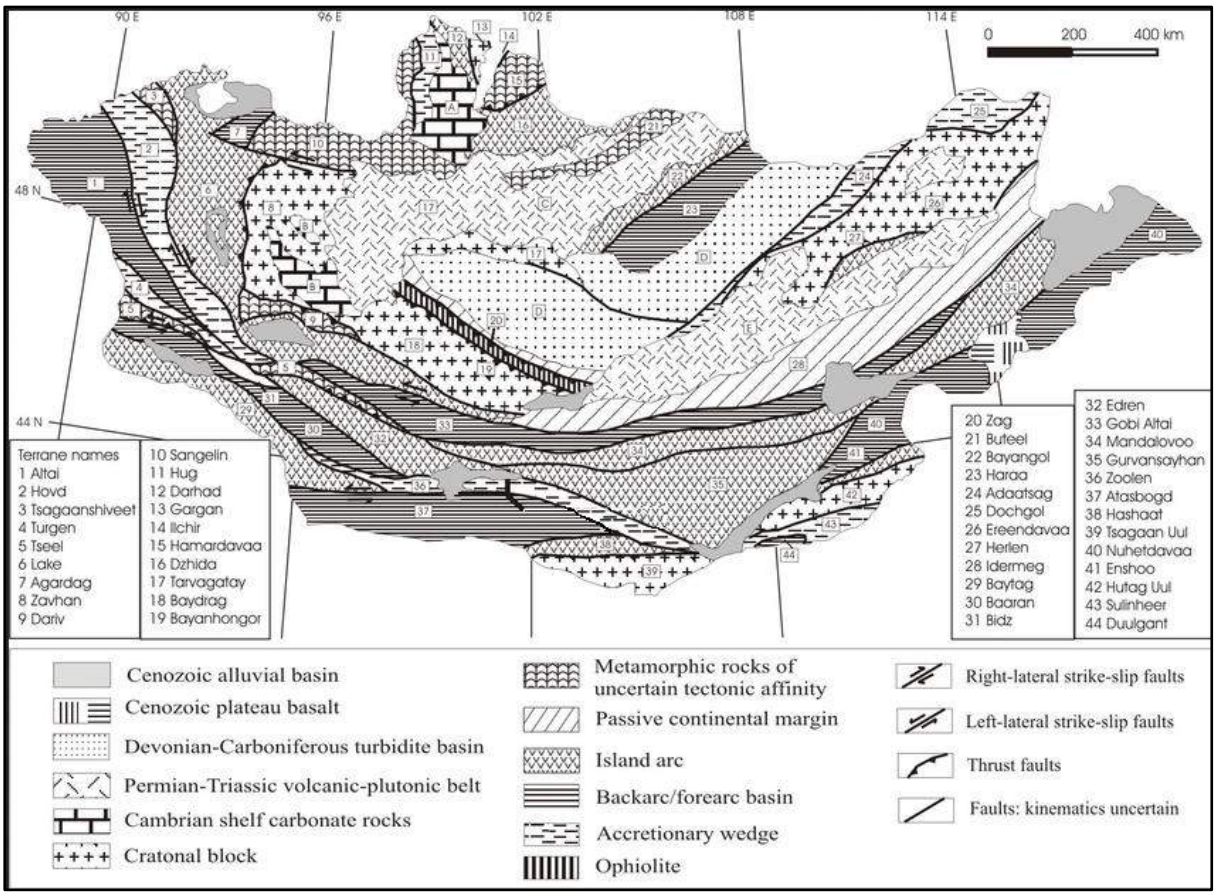

Figure 6-1: Tectono-Stratigraphic Terrane Map of Mongolia (Barach 2002)

An excellent description of regional geology and mineralisation can be found in Porter (2017), relevant parts of which are summarised in this section. The tectonics of Mongolia is interpreted as a series of fault-bounded accreted terranes (Badarch et al., 2002). Bronze Fox and Red Well lie within the Gurvansaikhan terrane, which forms an arcuate belt 600 km long and up to 200 km wide through southern Mongolia (Figure 6-1). It comprises Middle to Late Palaeozoic volcanic and sedimentary rocks, intruded by Late Devonian and Carboniferous granitoids (Lamb and Badarch, 1997; Badarch et al., 2002). Amalgamation of Mongolian terranes was followed by uplift and thrusting that unroofed the magmatic arcs. Late Carboniferous to early Triassic age continental sediments were deposited in thrust-controlled foreland basins (Edel et al., 2004).

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Extensive intracontinental rifting and subsidence with associated metamorphic core complex development occurred during the late Jurassic to early Cretaceous (Webb et al., 1999), forming syn-rift basins with up to 2 km of sediments, controlled by movement on NE-SW faults. These cover rocks preserved porphyry deposits from further erosion, and alluvial plain and aeolian red bed deposition continued into the late Cretaceous. The current geometry and distribution of volcanic belts in southern Mongolia is attributed to post-accretion disruption and dislocation by transpressional faulting related to the Himalayan collision (Cunningham, 2010).

The Gurvansaikan terrane hosts most of the known porphyry and intrusion-related mineralisation in the South Gobi region, including the Oyu Tolgoi copper-gold porphyry (Perello et al., 2001; Crane and Kavalieris, 2013) and the Tsagaan Suvarga copper-molybdenum porphyry (Watanabe and Stein, 2000).

6.2 LOCAL GEOLOGY AND MINERALISATION

6.2.1 Bronze Fox

The Bronze Fox Project lies within a 14 km long, northwest trending corridor of alteration and mineralisation associated with two Upper Carboniferous age monzodiorite-granodiorite intrusive complexes: the Bronze Fox Intrusive Complex ("BFIC") and the Tourmaline Hills Intrusive Complex ("THIC") (Figure 6-2). The country rock succession is comprised mainly of fine-grained, planar laminated siltstone intercalated with beds of volcanic sandstone and breccia with minor calcareous or carbonaceous units of Lower Carboniferous age.

The BFIC is a calc-alkaline I-type intermediate to felsic intrusive centre emplaced within volcano-sedimentary rocks of Carboniferous to Early Permian age. Intrusives range in composition from granodiorite to monzonite. The complex has an outcrop area of approximately 10 km^2 and forms a slightly elongate, east-west trending composite intrusive feature. The complex shows a normal zonation, comprising an outer rim of hornblende monzodiorite and an intermediate zone of hornblende-biotite quartz monzodiorite surrounding a core of biotite-hornblende granodiorite. Dating of intrusives by U-Pb gives a range of ages from 334 ± 8 Ma to 323.3 ± 3.1 Ma.

The THIC outcrops over an area of 4.5 km by 2.5 km, elongate in an east west direction and is similar in composition to the BFIC. A core or quartz monzonite porphyry is flanked to the south by monzogranodiorite and to the north by quartz monzonite.

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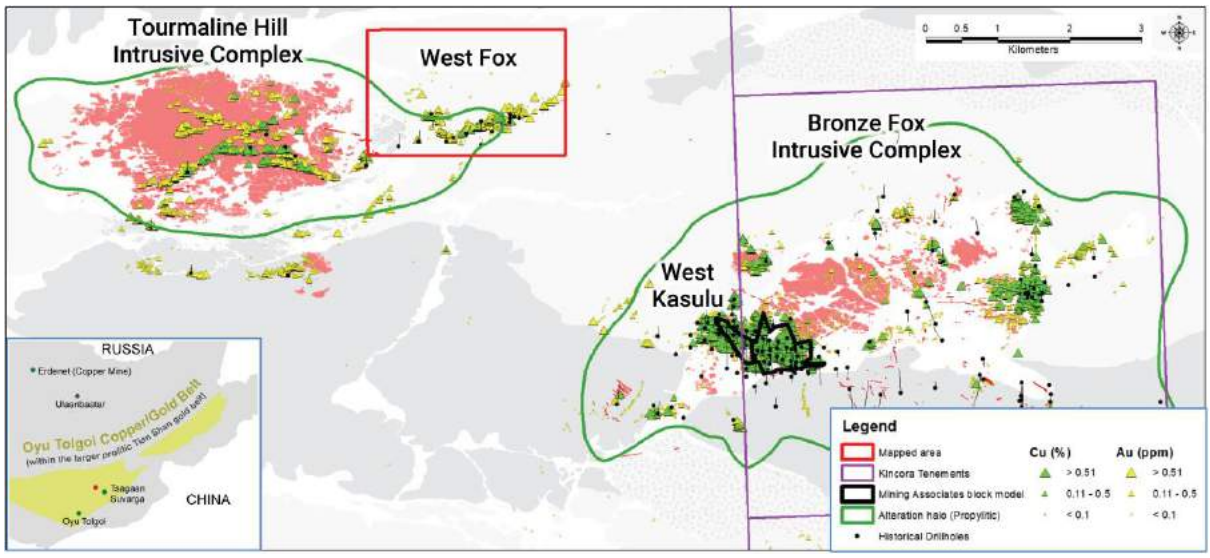

Figure 6-2: Local Geology, Bronze Fox and Tourmaline Hills licences.

Figure 6-3 shows the textural and mineralogical differences between the intrusive precursor and the porphyry complex in the BFIC. The intrusive precursor consists of an equigranular matrix, with a greater quantity and distribution of mafics and scarce or no quartz. The Porphyry complex (Crowded Po –X) displays a porphyritic texture, with a moderate presence of quartz and a few quartz eyes. The finer grained porphyries (Figure 6-3, X1 and XL) show evidence of a contemporaneous emplacement, with X1 containing more mafics confirming the different intrusive facies. Post-mineralisation porphyry dykes are more mafic, dark, fine grained porphyry usually altered by chlorite-epidote.

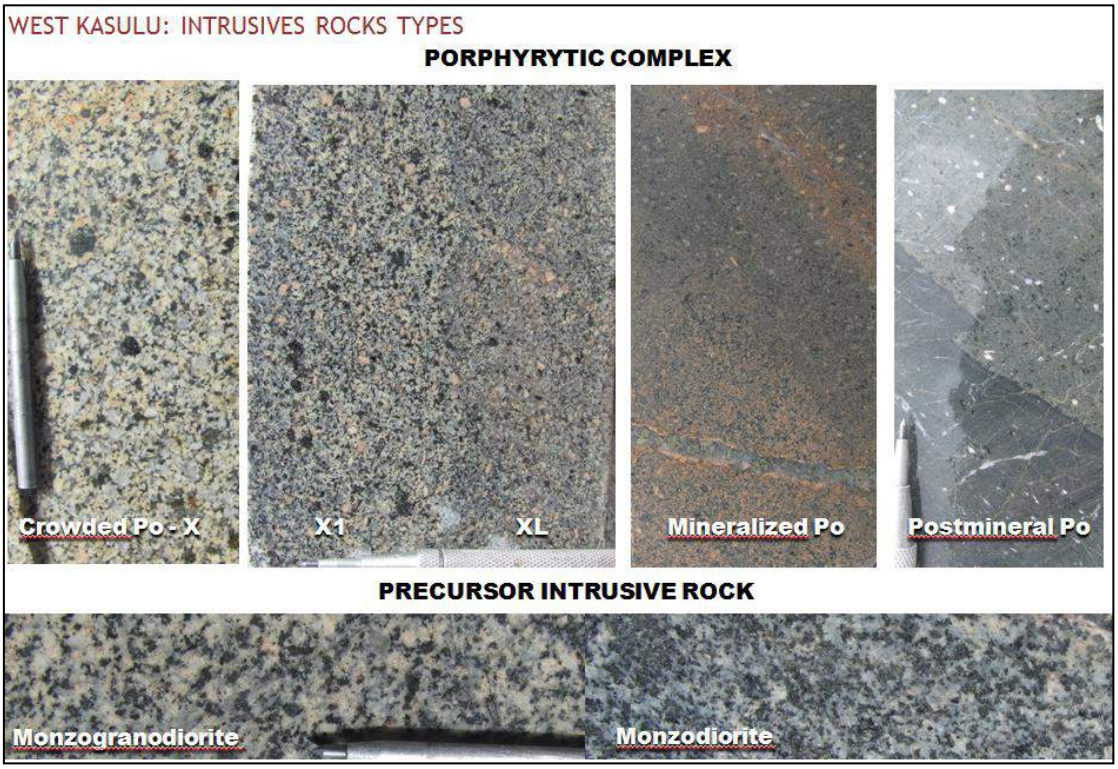

Figure 6-3: Suggested Rock Code Simplification (Source: Kincora)

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6.2.1.1 Mineralisation

The BFIC includes a western central portion where 76 holes for 24,139 metres (excluding 5 holes drilled in 1976) were drilled within a 1.4 km by 2.4 km zone at a prospect named West Kasulu ("WK"). The zone can be traced for 1.3 km along strike and at least 1,280 m vertical depth and comprises low grade copper-gold mineralisation with localized higher grades. A major fault structure (the Tov Fault) transects the BFIC in an NNE direction and separates apparently higher grades in monzonite to the NW from lower grades in granodiorite to the SE.

Four main stages of veins and related hydrothermal alteration have been recognised in the BFIC:

1. early aplitic/pegmatite vein dykes
2. potassic alteration assemblage associated with the early-mineral intrusions and the emplacement of gold-copper quartz stockwork and sheeted veins
3. transitional stage associated with synmineral intrusions
4. late overprinting propylitic (calc-sodic) alteration associated with emplacement of sheeted gold-bearing quartz-sulphide veins

Principal vein types found are:

i. Au-Cu-Mo-As± Ag-Pb sheeted quartz-sulphide veins which are hosted by the multiphase BFIC
ii. Au-Cu ± Mo mineralized sulphide veinlets (mainly mineralized fractures) also hosted by the multiphase BFIC
iii. Au-As-Pb ± Ag en-echelon quartz-hematite veins hosted in the volcano-sedimentary hornfels.

The dominant vein orientation in the BFIC strikes SE and dips steeply SW, parallel to the trend of mineral and post-mineral porphyry dykes.

The THIC contains several sites of recent artisanal gold mining developed on ENE to E trending structures carrying coarse free gold near surface. Structurally controlled veining, localized breccia development and alteration and strong K-feldspar-quartz-tourmaline+/-pyrite+/-chalcopyrite veins up to 15 m thick are hosted by augite-biotite monzodiorite and hornblende-biotite-quartz monzodiorite. A broad zone of propylitic alteration characterised by weak chlorite covers the THIC.

6.2.2 Red Well

Mapping by Kincora of the Red Well Project shows the central-north part of the licence covering a granite-granodiorite intrusive complex overlain by Jurassic to Cretaceous cover sediments and Pleistocene to Holocene mudstone and sand (Figure 6-4). Age dating of two samples of intrusive rocks by Kincora yielded mid-Carboniferous ages:

- Medium-grained quartz monzonite: 328 ± 2 Ma
- Fine-grained granite: 326.8 ± 8 Ma

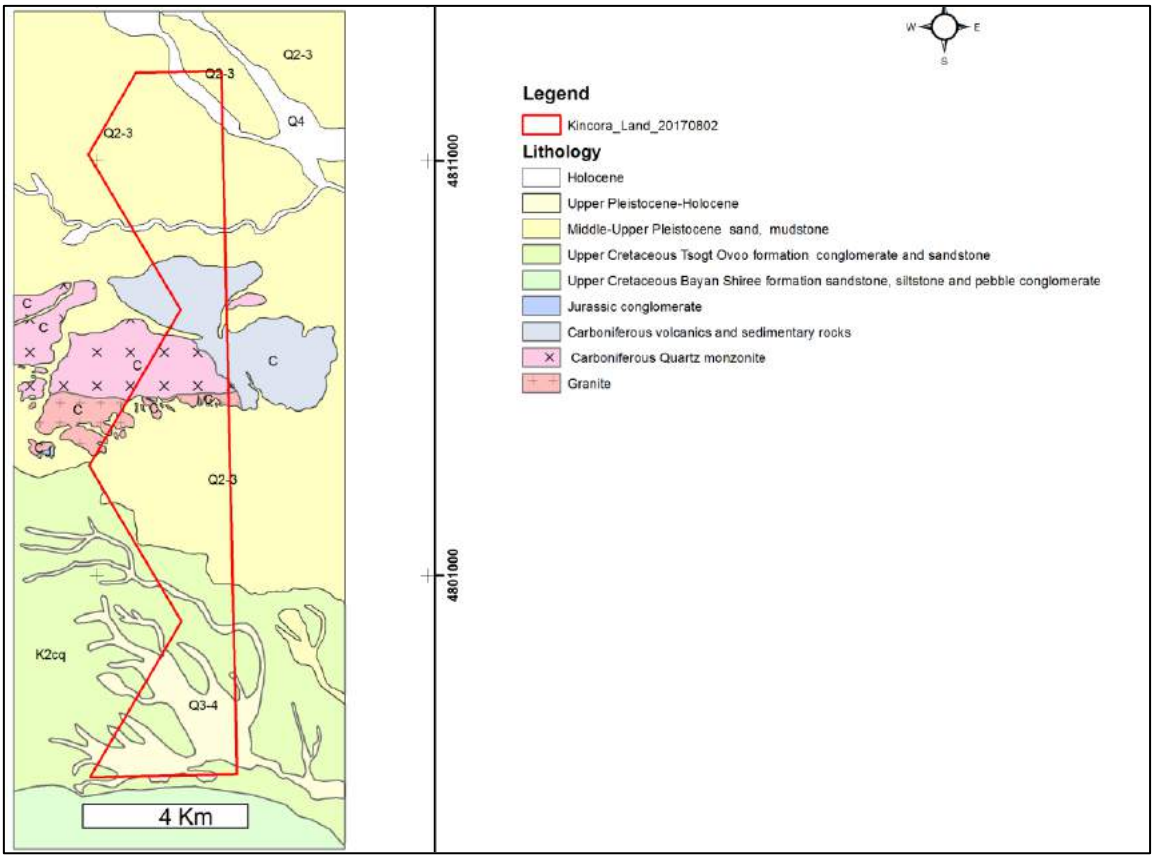

Figure 6-4: Local geology, Red Well licence.

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7 DEPOSIT TYPES

Mineralisation targets at Bronze Fox and Red Well are classified as porphyry style. Porphyry systems are defined by large volumes (10 to >100 km^3) of hydrothermally altered rock centred on porphyritic intrusive stocks. Porphyry copper systems provide almost three-quarters of the world's copper and half of the world's molybdenum. Porphyry copper-gold (+/- molybdenum) deposits are formed from magmatic-hydrothermal fluids typically associated with felsic intrusive stocks that have deposited metals as sulphides both within the intrusive and the intruded host rocks. The anatomy of a typical porphyry deposit is shown in Figure 7-1.

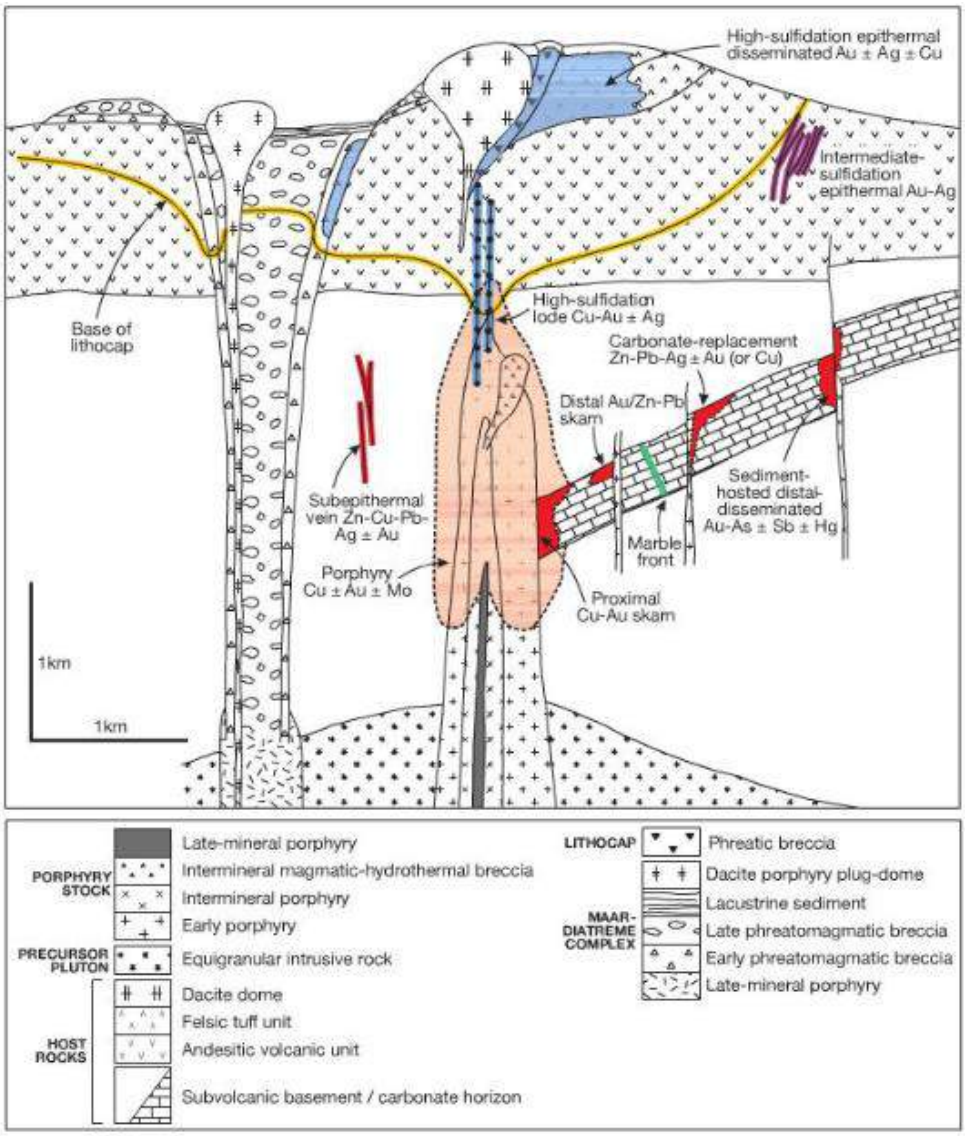

Figure 7-1: Anatomy of a porphyry system (Sillitoe 2010)

Quartz stockwork veins are typically associated with sulphides occurring both within the quartz veinlets and disseminated throughout the wall rock. Typical alteration patterns consist of potassic altered cores, grading outward to propylitic altered margins and grading upward to overprinting phyllic alteration. Porphyry deposits are typically large tonnage deposits ranging from low to high grade and are generally mined by large scale open pit or underground bulk mining methods. Porphyry Cu systems can also contain skarn, carbonate replacement, sediment hosted, and high- and intermediate sulfidation epithermal gold and base and precious metal mineralisation.

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8 EXPLORATION

Kincora commenced exploration in the Bronze Fox area in 2010 following acquisition of Nadmin LLC, which held the eastern exploration licence. Acquisition of Temujin Mining subsidiary Golden Grouse LLC in 2012 secured the entire Bronze Fox-Tourmaline Hills package for the first time since Ivanhoe held the project in the mid-2000s. The Red Well licence was issued to Kincora in early 2016.

8.1 BRONZE FOX

Between 2010 and 2013, surface exploration and drilling activities occurred in both licences. Drilling coverage and results are discussed in full in Section 9.

In 2013, the Mongolian government rescinded 106 exploration licences due to corruption cases brought against MRPAM officials ("the 106-licence dispute"). Kincora's western licence (Golden Grouse or Tourmaline Hills) was included in the dispute and work ceased, with exploration concentrated in central zones of the eastern licence. The Golden Grouse or Tourmaline Hills licence was returned in 2015 with a full 12-year term.

Depressed copper prices, completing the merger with IBEX (a private exploration company in the Southern Gobi) and access to funding meant the first major advancement in exploration at Bronze Fox since the 106-licence dispute only occurred in 2017.

In late 2017, Kincora's then new Technical Team (lead by Peter Leaman and John Holliday) undertook a detailed review of the BFIC including engaging Mining Associates to complete a block model to better understand grade-tonnage distribution and assist in providing parameters for future exploration. The resulting exploration target (Section 11) identified a key lithological relationship with higher grades within the interpreted preserved (and younger) monzodiorite intrusion across a key regional fault that bisects the BFIC, with most of the prior drilling and exploration having taken place within the eastern granodiorite (the latter interpreted to be an eroded part of the porphyry system).

Systematic exploration in 2019 included:

- Relogging of 24,139 m of core - providing samples for the density determinations required for resource estimation and gaining maximum knowledge of previous drilling including detailed reviews of vein orientations and paragenesis
- New surface coverage (mapping, soils and pan concentration sampling surveys)
- New Induced Polarisation program
- Reinterpretation of all geophysical data
- Drilling 6 holes completed at two targets for 4,264 m

Assay results from drilling and logging of the new holes, plus re-logging of historical available drilling supported detailed vein density and orientation, mineral paragenesis analysis and integration to geophysics. Results from the 2019 field season activities are interpreted as having better defined the large lower grade porphyry system with localised higher-grade zones proximal to a key regional fault and localised parallel fault at the BFIC.

In September 2020, a mining licence was issued over the eastern licence and portion of the Bronze Fox project, centred over the BFIC. The mining licence provides tenure for a 30-year period. Relatively limited drilling has defined a large scale porphyry copper system that is only partially drill tested, supported by the definition of an Exploration Target (see section 11).

After the issuance of the mining licence, surface exploration activities commenced at the neighbouring THIC, which is also a large, outcropping gold-copper system with limited drilling and was often the focus of informal gold mining activities.

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Studies undertaken by Kincora combining petrography, whole-rock, REE patterns and trace-element geochemistry demonstrate that intrusions in the BFIC and THIC have favourable magma fertility and potential to generate economic porphyry copper deposits. This methodology is routinely used to identify prospective intrusive suites in other porphyry districts worldwide.

In 2020, Kincora undertook various fieldwork programs focused on the THIC. These activities included re-logging all prior drill holes held by the Company at the THIC and undertaking further surface geological activities, exploring the concept of a higher-level epithermal gold system.

Following positive initial results, a geological mapping, rock chip and soil sampling program commenced in the Mongolian autumn and focused on the area named West Fox (Figure 6-2). Samples were taken from outcropping quartz-carbonate and quartz-iron oxide veins and returned an average grade of 39 vein samples of 8.8 g/t Au, with a best result of 118 g/t Au (Figure 8-1). Gold is associated with high arsenic plus elevated Pb, Zn, Cu, Bi and Mo that Kincora interpret as indicative of high sulphidation epithermal style mineralisation. The rock chip sampling program included the area covered by historic drilling plus outcropping vein swarms to the NW and results extend the target areas for future drilling.

Kincora's ongoing strategy for BFIC is to refine the conceptual model, define potential for higher-grade mineralisation and determine if mineralisation extends to the west and/or below the focus of previous drilling. Two areas west of an interpreted regional fault (Tov Fault) are viewed as key target areas supported by geophysics; west of West Kasulu and the Western trend.

A summary of Kincora's work completed for the Bronze Fox leases is provided in Table 8-1 and Table 8-2. Drilling targets were largely defined by a combination of geological mapping, rock chip sampling, soil sampling, IP geophysics and evaluation of historic work.

Table 8-1: Summary of Exploration Work for Bronze Fox

Exploration work		Unit	Bronze Fox (former 15000X a portion of which has been converted into MV-021681)											
			2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020*	Total
Drilling	Diamond drilling	M	1,478.3	12,435	9,066.7		7,104.2					1,982		32,066.2
	RC drilling	M	3,720.8				3,024.7							6,745.5
	Laboratory analysis	sample	1,974	12,575	14,229		2,599					4,401		35,778
	Density	sample									468	59		527
Geophysics	Ground magnetic survey	Ha		23,983										23,983
	Gravity survey	Ha		1,114										1,114
	Vector IP & DDIP	Ha		20,078										20,078
	3D IP survey	Ha				6,058								6,058
	Review and Analyse	Ha		19,241	19,241	6,693	6,058					32,177		83,410
Surface Exploration	Geological mapping	Ha		20,000		8,480	417				100			28,997
	Soil sampling	sample		3,732	3,567			75						7,374
	Rock chip sampling	sample		1,349	650	219	154	4	4					2,380
	Petrographic sampling	sample	14	48		75								137
	Topographic survey	Ha										210		210
	Trenching	M					4,561							4,561
	Heavy metal pan con													-
	Laboratory analysis	sample		1,349	650	219	154	4	4					2,380

*The focus of 2020 activities relating to the Bronze Fox license was securing a mining license for a key portion of the prior exploration license. This was achieved in September 2020.

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Table 8-2: Summary of Exploration Work for Tourmaline Hills

Exploration work		Unit	Tourmaline Hills (XV-017977)									
			2010	2011	2012	2015	2016	2017	2018	2019	2020**	Total
Drilling	Diamond drilling	M			6,742.05					2,281.80		9,023.85
	RC drilling	M	200									200.00
	Laboratory analysis	Sample			7,400					904.0		8,304.0
	Density	Sample										-
Geophysics	Ground magnetic survey	Ha		19,756								19,756.1
	Gravity survey	Ha										-
	Vector IP & DDIP	Ha							33,825			33,825.0
	3DIP survey	Ha										-
	Review and Analyse	Ha		19,756					33,825			53,581.1
Surface Exploration	Geological mapping	Ha							1,382		250.0	1,632.0
	Soil sampling	Sample		1,029		171						1,200.0
	Rock chip sampling	Sample		819			4	10	10		39	843.0
	Petrographic sampling	Sample										-
	Topographic survey	Ha										-
	Trenching	M										-
	Heavy metal pan con								120			120.0
	Laboratory analysis	Sample				179	4	7	10			200.0

*no work was carried out during the 106 Licence dispute of 2013-2014

** includes re-logging of 4,771.25 metres for 15 holes

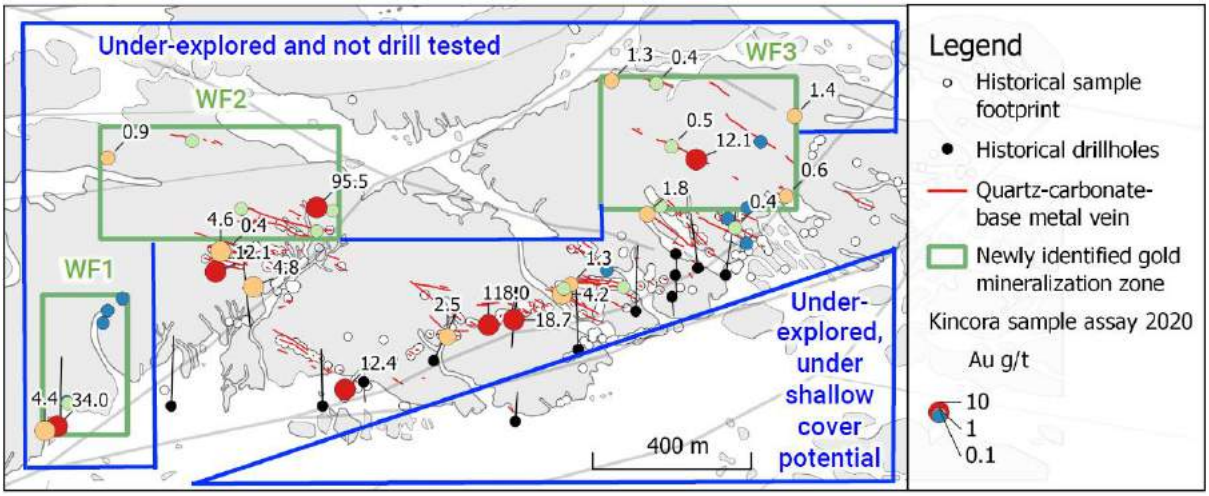

Figure 8-1: Rock Chip Sampling Results, West Fox.

8.2 RED WELL

Work on the Red Well Project is limited (Table 8-3), with Kincora having completed compilation of historic work and acquisition and interpretation of ground magnetics and ground gravity surveys. Wide spaced soil geochemistry over subcropping felsic intrusives completed in mid-2020 yielded copper anomalies more than 200 ppm Cu over a 500 x 500 m area (Figure 8-2).

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Table 8-3: Summary of Exploration Work for Red Well

Exploration work		Unit	Red Well (XV-020294)						
			2015	2016	2017	2018	2019	2020	Total
Drilling	Diamond drilling	m							-
	RC drilling	m							-
	Laboratory analysis	sample							-
	Density	sample							-
Geophysics	Ground magnetic survey	ha			7,907.88				7,907.88
	Gravity survey	ha			9,048.94				9,048.94
	Vector IP & DDIP	ha							-
	3D IP survey	ha							-
	Review and Analyse	ha			9,048.94				9,048.94
Surface Exploration	Geological mapping	ha							-
	Soil sampling	sample				257			257
	Rock chip sampling	sample		2				4	6
	Petrographic sampling	sample							-
	Topographic survey	ha							-
	Trenching	m							-
	Heavy metal pan con								-
	Laboratory analysis	sample		2				4	6

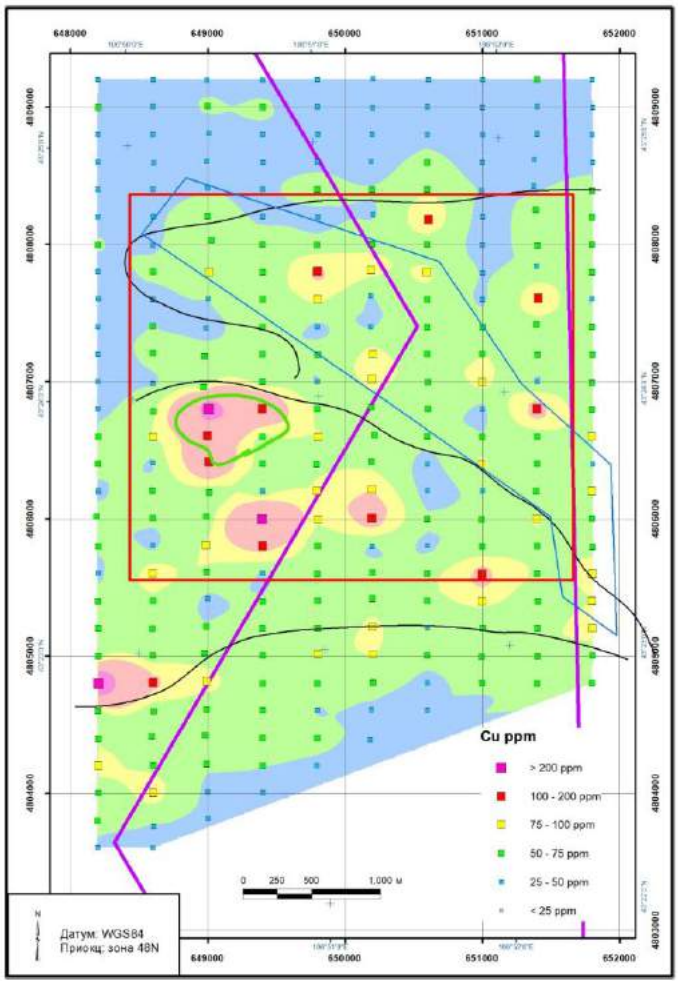

Figure 8-2: Results of 2020 soil geochemistry survey, Red Well.

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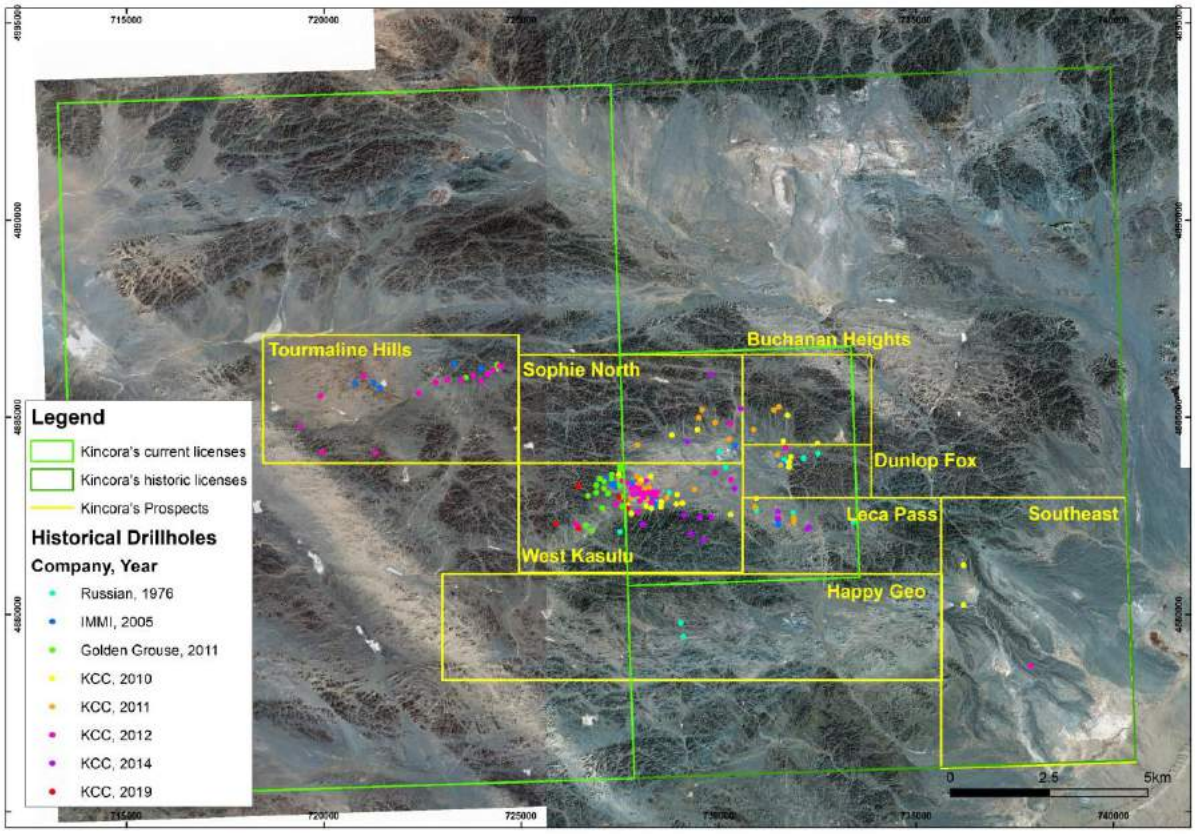
9 DRILLING

Most drilling by Kincora and previous workers was undertaken in the BFIC at the West Kasulu target (Figure 9-1), with reconnaissance drilling across the THIC and areas in the east of the BFIC. Kincora completed only one field season of unencumbered drilling before and after being impacted by the 106-licence dispute, which effectively sterilised exploration within the BFIC and the THIC.

Figure 9-1: Map of drilling coverage and target areas, Bronze Fox.



9.1 DRILLING METHODS

In total Kincora has completed 41,090 m of diamond drilling and 6,946 m of RC drilling at the Bronze Fox Project since 2012. Diamond drilling mostly used HQ diameter coring equipment, and RC drilling used a face-sampling hammer. RC drilling accounts for 17% of the metres drilled, with an average hole depth of 136.6 m compared to the average depth of diamond drilling of 391.9 m.

9.2 SURVEY

Kincora drill hole collars were surveyed with differential GPS. Downhole surveys on Kincora drill holes were taken every 30 m with a magnetic multi-shot tool.

9.3 RECOVERY AND QUALITY

Core recovery measurements were made for the early 2005 and later Kincora 2011-2012 diamond drill programs. No core recovery measurements were taken from the 2010 diamond drill program or the 1976 Russian drill program (11 holes). Photos of the 2010 core suggest satisfactory core recovery consistent with the latter 2011-2012 program. Diamond core generally had good recovery, commonly averaging above 97%.

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9.4 RESULTS

Figure 9-2 shows drilling coverage and significant intersections in the BFIC West Kasulu prospect. Drilling by Kincora in 2012 included the deepest hole at the BFIC, F62, drilled to 1,280 m depth that returned the following results:

- 661 m @ 0.35% Cu, 0.08 g/t Au and 0.01% Mo from 399 m
    - Including 37 m @ 0.83% Cu, 0.14 g/t Au and 0.04% Mo from 573 m
    - Including 13 m @ 1.14% Cu, 0.17 g/t Au and 0.07% Mo from 595 m

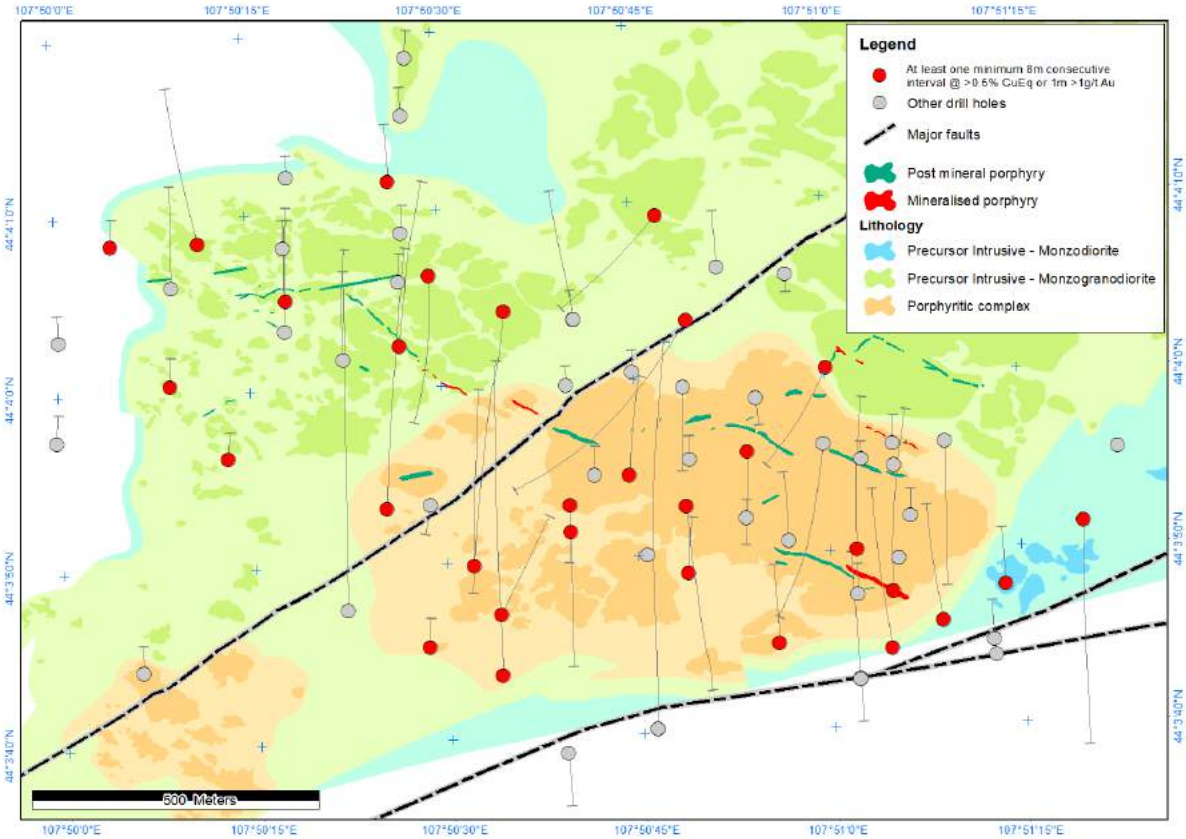

Figure 9-2: Drillhole map with significant intersections, BFIC

Figure 9-3 shows drilling coverage and significant intersections in the THIC. Gold mineralisation was intersected in 9 of 18 holes drilled in 2012 by Kincora on the western Tourmaline Hills licence, returning intervals of >1 g/t Au, up to 7.7 g/t Au and up to 75 g/t Ag locally, commonly with elevated copper values. An extensive high-grade surface zone was identified (up to 100 g/t Au).

One new mineralisation zone identified in 2012 occurs in the west of the THIC and includes an intersection of an accumulated 4 m @ 2.84 g/t Au and up to 75 g/t Ag in hole F81. The zone has an IP chargeability signature of about 1.5 km strike length that remains to be tested.

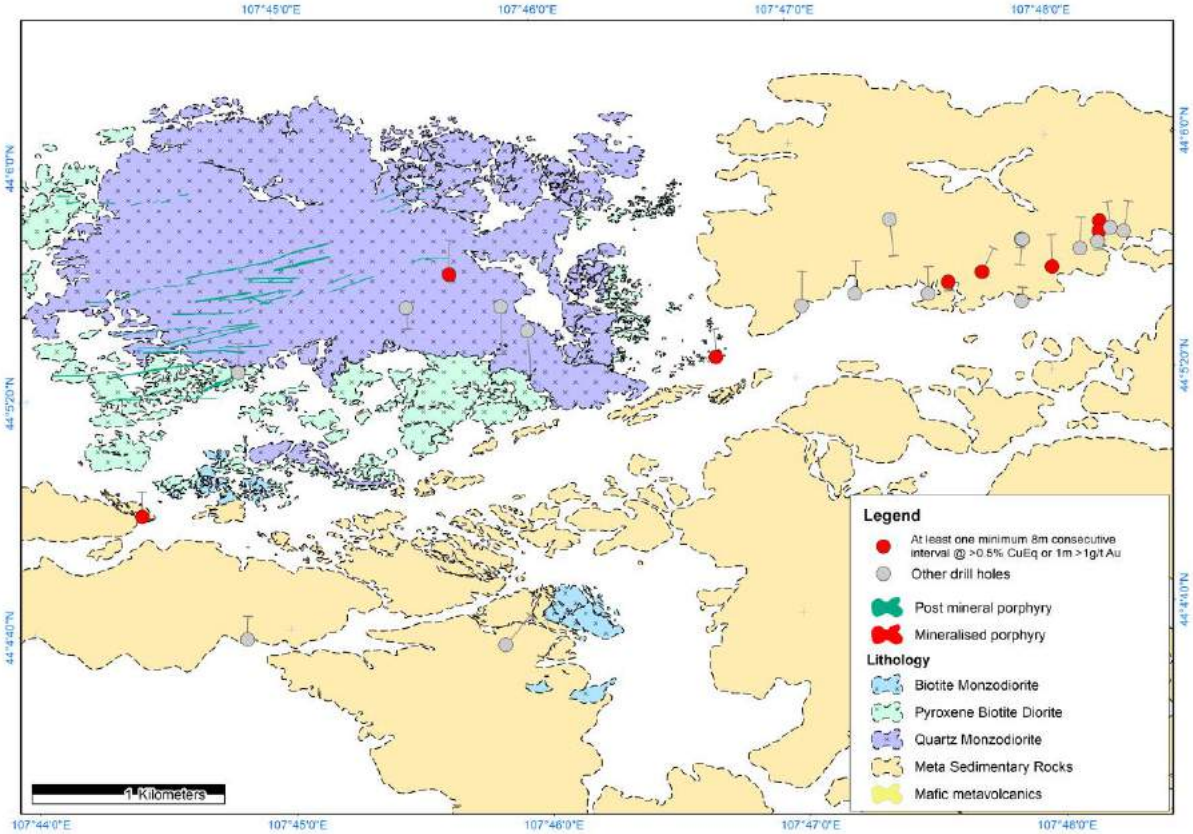

Figure 9-3: Drillhole map with significant intersections, THIC

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10 SAMPLE PREPARATION, ANALYSES AND SECURITY

Logging and sampling of drill core was undertaken at Kincora's "White Pearl" exploration camp located some 30 km south of Bronze Fox.

10.1 SAMPLING PROCEDURES

Sampling of RC drill cuttings was supervised by Kincora geologists. Sampling was done on a one metre basis. The sample from the cyclone was split into two portions (approximately 50% each) with one portion bagged in a polyweave bag and the remaining 50% dumped on the ground in rows. A sample was taken from the polyweave bag for logging and a small shovel was used to take approximately 0.5 kg for analysis. The samples for analysis were bagged in calico bags.

Diamond drill core sample intervals range in length from 1 to 2 m. The sample length was determined by the geologist logging the core and were broken at lithological and mineralisation contacts. Drill core was cut into halves with one half sent for assay and another retained in the core box as a reference.

Diamond drillholes had samples taken for density measurements every 20 metres. A 10 cm section of half core was submitted to the laboratory for analysis.

10.2 SAMPLE SECURITY

Individual samples were bagged in calico bags onsite, with the sample number clearly marked on the bag. Approximately 3-4 samples were placed in poly-weave bags. All the sample numbers were written onto the outside of the polyweave bag. The polyweave bags were transported directly to the laboratory by third party couriers. A sample packing list is given to the laboratory at the time of delivery to ensure that all samples were received by the laboratory.

10.3 SAMPLE ANALYSES

Over the life of the project Kincora has used several laboratories in Mongolia. The 2011-2012 drilling program was sent to SGS Mongolia and Actlabs Asia. The 2014 drilling sampling program was analysed by SGS Mongolia and the 2019 drilling sampling program was analysed by ALS Mongolia.

The laboratories have ISO9001:2000 and Mongolian MASM17025:2007 accreditation. MASM17025:2007 is based on the NATA ISO 17025 standard, General Competence of Testing and Calibration Laboratories.

The sample preparation involved jaw crushing to 90% passing 2mm, cone splitting off a 1,000g split and pulverising to > 95% minus 75µm (200 mesh).

10.3.1 Sample analysis

Samples were analysed using SGS protocol ICP40B (45 elements). The samples were digested using a 4-acid digest (HF, $HClO_4$, HNO_3 and HCl) and finished with ICP-AES. Au was analysed using SGS protocol FAA505, involving a 50g charge, lead fire assay with AAS finish. The detection limit was 0.001 ppm.

Samples analysed at Actlabs were prepared in Mongolia. Gold analysis was carried out in Mongolia and a pulp split was sent to Canada for ICP analysis. The samples analysed at Act labs Asia were prepared using Actlabs protocol 1F2 for 34 elements. Samples were digested using a 4-acid digest and finished with ICP-OES. Gold was analysed using Actlabs protocol FA50, involving a 50g charge, lead collection fire assay with AAS finish. The detection limit was 0.01 ppm.

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Samples analysed at ALS Mongolia were prepared using ALS protocol ME-ICP61 for 45 elements. The samples were digested using 4-acid digest and finished with ICP-AES. Gold was analysed by fire assay with a 50 g charge and AAS finish (ALS method code Au-AA24).

Bulk density samples were shipped to Actlabs for density determination. Protocol 8 M- BD-bulk density was used for calculating the density of the samples.

10.3.2 Quality Control

Quality Assurance ("QA") concerns the establishment of measurement systems and procedures to provide adequate confidence that quality is adhered to. Quality Control ("QC") is one aspect of QA and refers to the use of control checks of the measurements to ensure the systems are working as planned.

The QC terms commonly used to discuss geochemical data are:

- Precision: how close the assay result is to that of a repeat or duplicate of the same sample, i.e. the reproducibility of assay results
- Accuracy: how close the assay result is to the expected result (of a certified standard)
- Bias: the amount by which the analysis varies from the correct result

QAQC results for the 2011 and 2016 drilling (duplicates, blanks, CRM's, umpire assays) indicate no significant bias or lack of precision.

The laboratory QAQC protocols include duplicate and repeat analysis of pulp samples, screen tests (% passing 75 µm) as well as regular reporting of laboratory standards.

10.3.2.1 Certified Reference Material

Kincora's 2014-2019 drilling programs utilized sampling and QAQC procedures carried out by Kincora and its contractors. All samples have been assayed at ALS Minerals Laboratories, in Ulaanbaatar, Mongolia. ALS uses internal checks to monitor assay quality, in addition to the internal standards used by ALS, Kincora submits prepared standards and blanks at a rate of 1:20 (5%).

Kincora uses two certified standards (CDN-10 and CDN-12), which were prepared by CDN Resource Laboratories Ltd in Canada.

Both CDN-10 and CDN-12 are prepared from a North American mineralised calc-alkalic copper-gold-molybdenum porphyry system. It is derived from altered granodiorite, mafic to intermediate volcanic and volcaniclastic sedimentary rock.

Table 10-1: CDN Resource laboratories Ltd Certified Standards

	CDN-10		CDN-12	
Element	EV	Expected Error	EV	Expected Error
Gold (g/t)	1.16	0.12	0.686	0.072
Copper (%)	0.987	0.05	0.917	0.044
Molybdenum (%)	0.059	0.004	0.112	0.012

10.3.2.2 Blanks

Blank samples (2012-2019 drilling program) were made from known barren rock samples of andesite basalt collected from outcrop on the Bronze Fox licence. The previous drilling program (2010 – 2011) used barren core as blanks.

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10.4 ADEQUACY OPINION

The CP considers there are some issues with the sampling of RC drilling undertaken by Golden Grouse in 2011 on lease 15075X. The use of a small shovel to take a sub-sample from the 50% split off the drill rig could potentially have impacted accuracy and reliability of results. While the sub-samples collected are representative of the true thickness of the mineralisation, they could be subject to some random bias. For the purposes of this report the samples from the RC and Diamond programs are considered suitable for resource estimation subject to further investigation of the RC holes (particularly their location with respect to the mineralisation).

MA has not reviewed the QAQC data and although it appears that this work was done to an industry acceptable standard, there is always a risk involved with geological interpretations and grade continuity.

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11 WEST KASULU EXPLORATION TARGET

Kincora announced an Exploration Target (as defined under JORC Code 2012) for the BFIC West Kasulu prospect in early 2018 (Press Release on the TSX-V on 25th January 2018 "Large copper-gold porphyry target quantified at Bronze Fox"). The Exploration Target was estimated by Mr Ian Taylor of Mining Associates.

The amount of drilling, lack of bulk density data and other exploration work up to the 2018 announcement was deemed insufficient to define a mineral resource. A 3D block model with a parent block size of 50 m x 50 m x 20 m was created covering the extent of drilling at West Kasulu (approximately 1400 m x 2400 m x 1260 m) and copper and gold grades were estimated from 4 m downhole composites using Nearest Neighbour and Ordinary Kriging methods within a wireframe modelled at a 0.2% Cu cut-off grade. Bulk density was set at 2.7 t/m^3 based on lithology. The Exploration Target range was estimated as between 416 Mt and 428 Mt grading 0.26% Cu to 0.3% Cu and 0.06 g/t Au to 0.07 g/t Au (Table 11-1) using a 0.2% Cu cut-off. The low end of the range was derived using from Ordinary Kriging and the high end from Nearest Neighbour. The Exploration Target is conceptual in nature and it is uncertain that further exploration will result in a mineral resource being defined.

Table 11-1: Exploration Target for the Bronze Fox Project

Prospect	Mt	Cu%	Au g/t	Mo %	Date	Cut-off (Cu %)
West Kasulu	416 - 428	0.26-0.30	0.06-0.07	0.003-0.004	2018	0.2%

The work to January 2018 showed a large porphyry copper system that contained significant copper with the 3D block model estimate based on 75 holes for 23,130 metres across a 1.4 km by 2.4 km zone.

As part of one of the recommendations of Mining Associates after completion of the Exploration Target, over 24,000 m of drill core at the BFIC has been reviewed and relogged by Kincora. This relogging exercise also upgraded the quality of the geological dataset (including density measurements on drill core) that may allow a Mineral Resource Estimate to be undertaken in the future. Since the agreement executed with RMM, Kincora have no additional work planned to test the validity of the Exploration Target.

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12 WORK PROGRAM

Kincora has executed a binding term sheet with Resilience Mining Mongolia Pty Ltd ("RMM") for the Bronze Fox, Tourmaline Hills and Red Well Projects. Kincora will retain a 20% free carry interest on the projects, with RMM responsible for management and funding of future exploration programs. The agreement with RMM also provides Kincora the first right of refusal to gain a 20% interest in any new project generated by RMM in Mongolia.

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13 REFERENCES

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Kroner, A., Windley, B. F., Badarch, G., Tomurtogoo, O., Hegner, E., Jahn, B. M., . . . Wingate, M. T. (2007). Accretionary growth and crust formation in the Central Orogenic Belt and comparison with the Arabian-Nubian Shiel. In R. J. Hatcher, *4-D Framework of Continental Crust: Geological Society of America Memoir 200* (pp. p181-209).

14 DATE AND SIGNATURE PAGE

This report titled "Technical Report on the Mongolian Copper-Gold Properties, Mongolia" and dated 25th February 2021 was prepared and signed by the following authors:

Dated at Brisbane, Qld
25 February 2021

Signed by:
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PhD, MSc, BSc (Hons) MAIG, MSEG
Competent Person

Signed by:
Ian Taylor
BSc, MAusIMM(CP), MAIG
Competent Person

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APPENDIX 1 JORC TABLE 1

Notes on data relating to Kincora's Mongolian projects

SECTION 1 SAMPLING TECHNIQUES AND DATA

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

Criteria	*JORC Code explanation*	Commentary
Sampling techniques	• *Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc.). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.*	• RC Drilling: a face sampling bit was used to sample 1 m downhole intervals producing a split sub-sample of 2-3 kg weight that was submitted for multi-element analysis by ICP and gold by fire assay. • Diamond drilling: 1 m downhole samples were cut to produce sub-samples submitted for multi-element analysis by ICP and gold by fire assay. • Rock Chips: random chip sampling across the width of outcropping veins
Drilling techniques	• *Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc.).*	• Reverse circulation drilling used 5.5 inch face sampling bit. • Diamond coring used HQ diameter equipment
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *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.*	• Drill core recovery data was available for all drilling since 2005 and averages about 97% • RC sample recovery was not measured. • No relationship exists between recovery and grade
Logging	• *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.* • *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc.) photography.* • *The total length and percentage of the relevant intersections logged.*	• Geological logging procedures for all drilling since 2005 were recorded. MA considers the protocols for the logging of geological observation to be qualitative. • Geological logging was completed on all diamond and RC holes for the entire length of the hole.

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Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.* • *If non-core, whether riffled, tube sampled, rotary split, etc. and whether sampled wet or dry.* • *For all sample types, the nature, quality, and appropriateness of the sample preparation technique.* • *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* • *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.* • *Whether sample sizes are appropriate to the grain size of the material being sampled.*	• RC chips samples were first split in half using a riffle splitter, with one half-sampled using a small shovel, which has the potential for introducing bias. • Diamond core was sub-sampled by cutting 1 m intervals in half using a diamond-impregnated saw blade. • No field duplicates were taken from RC or diamond coring to check for sub-sample representivity. • Sample sizes are considered appropriate for the generally fine to medium grain disseminated and stockwork vein hosted mineralisation being sought.
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *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.* • *Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.*	• Gold was determined by Fire Assay and Atomic Absorption Spectrometry (FA-AAS), copper and molybdenum with other base metals by ICP-MS.
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• No independent verification of Kincora's drilling has been carried out and the CP has not been able to complete a personal inspection.
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	• Rock chip sample locations were determined using hand-held GPS. • Drill hole collar locations for post-2005 drilling were surveyed using a differential GPS. • Downhole surveys utilised a multi-shot magnetic instrument. • The grid system used is UTM zone 48N, WGS 84 datum.

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Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *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.* • *Whether sample compositing has been applied.*	• The Bronze Fox Exploration Target was drilled on sections 50-100 m apart with holes about 50 m apart. • Drilling on the Tourmaline Hills licence was mostly more widely spaced with collars 50-200 m apart.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *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.*	• Holes at the Bronze Fox project have been dominantly drilled inclined to the north, perpendicular to the strike of the main intrusive complex and W to WNW striking outcropping vein sets. • No sampling bias was introduced by drill hole orientation
Sample security	• *The measures taken to ensure sample security.*	• Sample security was controlled by a chain of custody involving paper and digital copies of collected samples. Samples were delivered from the site to the laboratory by Kincora personnel.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• No audits or reviews of sampling techniques and data has occurred.

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SECTION 2 REPORTING OF EXPLORATION RESULTS

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

Criteria	*JORC Code explanation*	Commentary
Mineral tenement and land tenure status	• *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.* • *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.*	• Kincora currently holds title to three licences in Mongolia: 1. Bronze Fox Mining Licence (MV-021681) 2. Tourmaline Hills Exploration Licence (XV-017977). 3. Red Well Exploration Licence (XV-20294) • All licences are maintained in good standing and there are no known impediments to operations.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Exploration on the projects has been previously undertaken by joint Mongolian-Soviet government exploration teams, Ivanhoes Mines Mongolia, and Temujin Mining. • The most significant amount of work, including diamond drilling at the Bronze Fox project, was undertaken by Ivanhoe.
Geology	• *Deposit type, geological setting and style of mineralisation.*	• Kincora is exploring for porphyry-style copper-gold and related high sulphidation epithermal styles of mineralisation related to intermediate/felsic intrusive complexes of Upper Carboniferous age.
Drill hole Information	• *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:* • *easting and northing of the drill hole collar* • *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* • *dip and azimuth of the hole* • *down hole length and interception depth* • *hole length.* • *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	• Drill hole collar maps for Bronze Fox and Tourmaline Hills are included in the body of the report. • Results for Bronze Fox are not being individually reported and drill hole data has been used to define an Exploration Target using geostatistical methods that average and decluster grades. For this reason, individual drill hole results are not material to the report.

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Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (e.g. cutting of high grades) and cut-off grades are usually Material and should be stated.*
	• *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.*
	• *The assumptions used for any reporting of metal equivalent values should be clearly stated.*
		• For Kincora drilling the following methods were used:
		  • Porphyry gold-copper intercepts were aggregated using a cut-off grade of 0.10 g/t Au and 0.05% Cu respectively
		  • Internal dilution below cut off included was generally less than 25% of the total reported intersection length
		  • Core loss was included as dilution at zero values
		  • Average gold and copper grades calculated as averages weighted to sample lengths
		• Historic drilling results in other project areas are reported at different cut-off grades depending on the nature of mineralisation.

Relationship between mineralisation widths and intercept lengths	• *These relationships are particularly important in the reporting of Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (e.g. 'down hole length, true width not known').*	• Details not applicable to reporting of the Exploration Target.
Diagrams	• *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.*	• Diagrams are provided in the body of the resource report.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	• Where significant intercepts are reported, the remaining length of the drill holes have been sampled and shown to be unmineralized.
Other substantive exploration data	• *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.*	• Coverage of other exploration data is mentioned in the body of the report and includes geological mapping, rock chip sampling and ground geophysics (magnetics and IP). • Densities of drill core samples were measured after the Exploration Target was estimated for Bronze Fox.

Further work	• *The nature and scale of planned further work (e.g. tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	• Kincora have recently (14th December 2020) signed an agreement that will pass management of the projects and future exploration program planning to Resilience Mining Mongolia. Future work plans are at this stage not known.

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APPENDIX 2 CERTIFICATES OF COMPETENT PERSONS

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 Name: Technical report on the Mongolian copper-gold properties, Mongolia ("the Report") dated 25th February 2021.

I, Ian A Taylor confirm that I am the Competent Person for the Report and:

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 a minimum of five 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 Member or Fellow of The Australasian Institute of Mining and Metallurgy or the Australian Institute of Geoscientists or a 'Recognised Professional Organisation' (RPO) included in a list promulgated by the ASX from time to time.

I have reviewed the Report to which this Consent Statement applies.

I am a consultant working for Mining Associates Pty Ltd, and have been engaged by Kincora to prepare the documentation for the Mongolian projects on which the Report is based, for the period ended 25th February 2021.

I have disclosed to the reporting company the full nature of the relationship between myself and the Company, including any issue that could be perceived by investors as a conflict of interest.

I 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 Mineral Resources.

CONSENT

I consent to the release of the Report and this Consent Statement by the Directors of Kincora.

Signature of Competent Person:

Ian A Taylor
BSc Hons (Geology) MAusIMM (CP) MAIG
(Kenmore, Qld)

Signature of Witness:

Kylie Prendergast
BSc Hons (Geology), PhD, MAICD, MAIG (2284)
Date: 28 April 2020

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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 Name: Technical report on the Mongolian copper-gold properties, Mongolia ("the Report") dated 25th February 2021.

I, James H Lally confirm that I am the Competent Person for the Report and:

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 a minimum of five 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 Member or Fellow of The Australasian Institute of Mining and Metallurgy or the Australian Institute of Geoscientists or a 'Recognised Professional Organisation' (RPO) included in a list promulgated by the ASX from time to time.

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I have disclosed to the reporting company the full nature of the relationship between myself and the Company, including any issue that could be perceived by investors as a conflict of interest.

I 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 Reporting.

CONSENT

I consent to the release of the Report and this Consent Statement by the Directors of Kincora.

Signature of Competent Person:

James H Lally
BSc (Hons), MSc, PhD, MAIG, MSEG
(Sherwood, Qld)

Signature of Witness:

Kylie Prendergast
BSc Hons (Geology), PhD, MAICD, MAIG (2284), FSEG
Date: 28 April 2020

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