Ballymore RESOURCES

ASX Announcement

27 November 2023

Ballymore signs investment term sheet with Taurus and commences equity raising.

HIGHLIGHTS

- Taurus Mining Royalty Fund L.P (**Taurus**) invests US$5 million in the Dittmer Gold Project near Proserpine, Queensland via a variable gross revenue royalty (subject to documentation and legal due diligence).
- Additionally, Taurus to cornerstone an equity raise with a US$1 million purchase of BMR shares at A$0.12/share.
- Morgans Corporate Pty Ltd to act as sole lead manager of the additional capital raising of approximately A$2 million by way of a Placement to sophisticated and institutional investors and a 1 for 17 Accelerated Non-Renounceable Entitlement Offer of approximately 8,599,840 new fully paid shares in the Company at A$0.12 per share.
- The Taurus funding will accelerate Ballymore's drilling and other exploration at Dittmer, and allow detailed follow-up of the recent soil results (Refer to ASX Announcement dated 16th October, 2023) which indicated that our drilling to date has intersected high grade gold mineralisation which may represent a small part of a significant mineralised system.

Ballymore Resources Ltd (ASX: BMR, Company) has entered into a binding term sheet with Taurus Funds Management for Taurus to acquire a variable gross revenue royalty over the Dittmer Gold Project near Proserpine, Queensland for US$5 million (subject to formal documentation and legal due diligence) (**Conditions**).

Additionally, Taurus will subscribe for US$1 million BMR shares at A$0.12/share as a cornerstone investor in a capital raising, subject to the Conditions.

An additional A$2 million will be raised through a placement of A$1 million to sophisticated and institutional and a A$1 million Accelerated Non-Renounceable Entitlement Offer.

Ballymore Chairman, Mr Andrew Greville, described the Taurus deal as a great outcome for the Company and its shareholders.

"We are delighted to have secured royalty funding to support the advancement of the Dittmer Project. The investment from Taurus is a strong endorsement of Dittmer's potential, and of the exploration and development work conducted by the Ballymore team to date.

The high-grade Dittmer deposit remains open in all directions, and the Taurus funding will allow us to fully evaluate the project and our development options. To date Dittmer has only been drill tested at the old mine workings over a strike length of 250m, and this funding will allow us to test whether mineralisation continues as part of a far larger structure that extends for at least 2km. The best news for Ballymore shareholders is that Dittmer is just one of our four exciting projects, and our exploration programs are now well funded." Mr Greville said.

For personal use only

For personal use only

Details of the Taurus Royalty

Subject to satisfaction of the Conditions, Taurus will acquire a gross revenue royalty over the Company's Dittmer Project for US$5,000,000:

(a) 3.50% of the gross revenue from sales of the first 30,000oz of Au or gold equivalent ounces;

(b) 5% of the gross revenue from sales of the following 60,000oz of Au or gold equivalent ounces (ie 30,001 to 90,000oz); and

(c) 1.25% of the gross revenue from the sales of Au or gold equivalent thereafter.

The Funds will be used to accelerate development of the Dittmer Project while the Royalty commences from first production from Dittmer.

The formal terms of the royalty, including security, will be finalised in the formal documents.

Details of the Taurus Placement

Taurus has agreed, subject to the Conditions, to acquire by placement, US$1 million of BMR shares at A0.12/share, within 16 days of execution of the Term Sheet.

The investment represents a 9.1% premium to the last close price of A$0.110.

Details of the Entitlement Offer

The Company will undertake a capital raising of approximately A$2 million by way of a Placement and Accelerated Non-Renounceable Entitlement Offer of up to approximately 8,599,840 million new fully paid shares in the Company at A$0.12 per share (**the Offer**).

The Offer comprises:

- An Institutional Placement to raise approximately A$1 million; and
- A 1 for 17 Accelerated non-renounceable Entitlement Offer to existing shareholders as of the Record Date 7.00pm (AEDT) on 29 November 2023, to raise approximately A$1 million.

Directors and their associated entities have committed to subscribe for an aggregate of approximately A$461,000 million, which includes taking up their entitlements and sub- underwriting the institutional component of the entitlement offer up to $330,000.

New shares will be offered at an issue price of A$0.12 per share, representing:

- 9.1% premium to the last close price of A$0.11 per share on 22nd November 2023;
- 1.5% discount to the 10-day VWAP of A$0.122 per share on 22nd November 2023;
- 4.8% discount to the 30-day VWAP of A$0.126 per share on 22nd November 2023; and
- 7.1% premium to TERP of A$0.112 per share.

The Company will use the proceeds from the Equity Raising for the development of its projects.

The new shares issued under the Equity Raising will rank equally with existing BMR shares on issue.

Ballymore RESOURCES

Timetable

Key event	Date
Trading halt	23 November 2023
Announcement of the Equity Raising	27 November 2023
Announcement of results of the institutional entitlement offer, trading halt lifted	Before Market, 29 November 2023
Record date for entitlement offer	29 November 2023
Retail entitlement offer opens	4 December 2023
Settlement of institutional entitlement offer	1 December 2023
Allotment of institutional entitlement offer shares	4 December 2023
Retail entitlement offer closes	15 December 2023
Announcement of results of retail entitlement offer	19 December 2023
Settlement of retail entitlement offer	20 December 2023
Allotment of retail entitlement offer shares	21 December 2023

All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Australian Eastern Standard (AEST).

Additional Information

Morgans Corporate Pty Ltd (**Morgans**) is acting as sole lead manager to the Equity Raising. Morgans will be paid the following fees (excluding GST) for providing this service:

- Management fee of 5.5% of funds raised under the Entitlement Offer and any additional Placement Funds Raised (excluding the Taurus Placement).

The Company must also pay to the Lead Manager other reasonable costs and expenses including legal and out-of-pocket expenses incurred by the Lead Manager in relation to the Equity Raising.

Additional information about the Equity Raising, including key risks, is contained in the investor presentation released on the ASX today. The retail entitlement offer booklet will be released separately and mailed to eligible shareholders

Material Terms of the Underwriting Agreement

Entities associated with Mr Nick Jorss and Mr Andrew Greville (Underwriters) have agreed to underwrite the institutional component of the Entitlement Offer up to $330,000.

No fees are payable by the Company for the underwriting.

If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. A summary of the termination events is set out in Appendix 4

For personal use only

For personal use only

Use of Funds

Funds raised will be used as follows:

Dittmer Project

- Dittmer exploration and resource drilling - 6,200m
- Establish Dittmer Decline Development to access ore (if study results are positive)
- Dittmer Airborne magnetic / radiometric survey – 18,500 line-km
- IP survey – 15 line-km
- Various prospecting, mapping and soil sampling programs (1,350 samples)

Other Projects

Ravenswood Project

- RC drilling – 2,400m (primary targets include Day Dawn, Pinnacle and others)
- SE Anomaly IP survey – 15 line-km
- Various prospecting, mapping and soil sampling programs (3,410 samples)

Ruddygore Project

- DD / RC drilling – 1,600m (targeting extensions to shallow copper at Ruddygore and other targets)
- IP Survey – 30 line-km (Maniopota, Ruddygore East)
- Various prospecting, mapping and soil sampling programs (2,100 samples)

Mount Molloy Project

- RC drilling – 1,000m (targeting extensions to known mineralisation in Mount Molloy mine)
- IP survey – 30 line-km (targeting mine corridor for blind high-grade lenses of copper)
- Various prospecting, mapping and soil sampling programs (350 samples)

About Dittmer Project

The Dittmer Project is located 20km west of Proserpine, North Queensland, and includes two granted mining leases and three exploration licences covering an area of 513km^2. The Dittmer Project hosts the historic Dittmer mine, which is the largest mine in the district and was previously cited as one of Australia's highest-grade gold mines, producing over 54,000 Oz of gold to between 1935 and 1951 at an average mined grade of **151.1g/t Au 66.8g/t Ag and 2.8% Cu**.

The Dittmer mine had never been drill-tested prior to Ballymore drilling it in 2020. In 2021, the historic underground mine workings at Dittmer were refurbished by Ballymore and a drilling platform was developed on level 4 (surface adit) to substantially reduce drill hole depths, saving time and cost. To date, 28 holes have been completed by Ballymore for 5,703m. Drilling has determined that the original mined Duffer lode was displaced with a previously unrecognised repetition located within 20m of the historic workings in the Dittmer Mine.

Results have demonstrated excellent continuity of the newly recognised, displaced lode with all 28 holes intersecting gold mineralisation, and the mineralised lode remains open in all directions and is broadening at depth. Highlight intercepts include:

- **DTDD009:** **4.3m @ 29.0 g/t Au, 11g/t Ag & 0.81% Cu** including
  2.25m @ 54.9 g/t Au, 21 g/t Ag and 1.5% Cu including
  0.5m @ 171.8 g/t Au, 56.4 g/t Ag & 5.28% Cu
- **DTDD019:** **3.85m @ 26.04 g/t Au, 1.9 g/t Ag & 0.11% Cu** including
  2.0m @ 49.60 g/t Au, 3.1 g/t Ag & 0.17% Cu
- **DTDD022:** **4.3m @ 10.68 g/t Au, 1.9 g/t Ag & 0.12% Cu** including
  0.35m @ 129.43 g/t Au, 17.8 g/t Ag & 1.24% Cu

Figure 1 – *Drill core from drill hold DTDD009 showing quartz-chalcopyrite vein material grading 171.8g/t Au, 56.4 g/t Ag and 5.28% Cu*

The Dittmer Project area hosts numerous shallow historic workings which remain poorly explored and have never been drill tested, much like Dittmer. Significant field programs are currently underway to better understand and define the greater mineralised system.

Other nearby workings are primarily shallow open pit mines that operated between the 1890's and 1930's, which were mined at average grades of up to 567 g/t (e.g. Loch Neigh Mine) with copper grades not reported. Ballymore considers that this area represents the top of a larger system, similar in style to the Ravenswood mining district. Ravenswood hosts several major Intrusive-related gold deposits (IRGD's) which have produced over 4.8 million ounces of gold and is currently the largest gold mine in Queensland.

Recent prospecting and soil sampling completed by Ballymore over this area has located major potential extensions to known mineralisation as well as previously unrecognised workings. Prospecting has located vein material assaying up to 103.01 g/t Au near Dittmer and 25.33 g/t Au in Wilson's area. In addition, soil sampling has confirmed the presence of a major mineralised system defined by broad anomalies over an area of 2.0 km x 1.5 km.

For personal use only

For personal use only

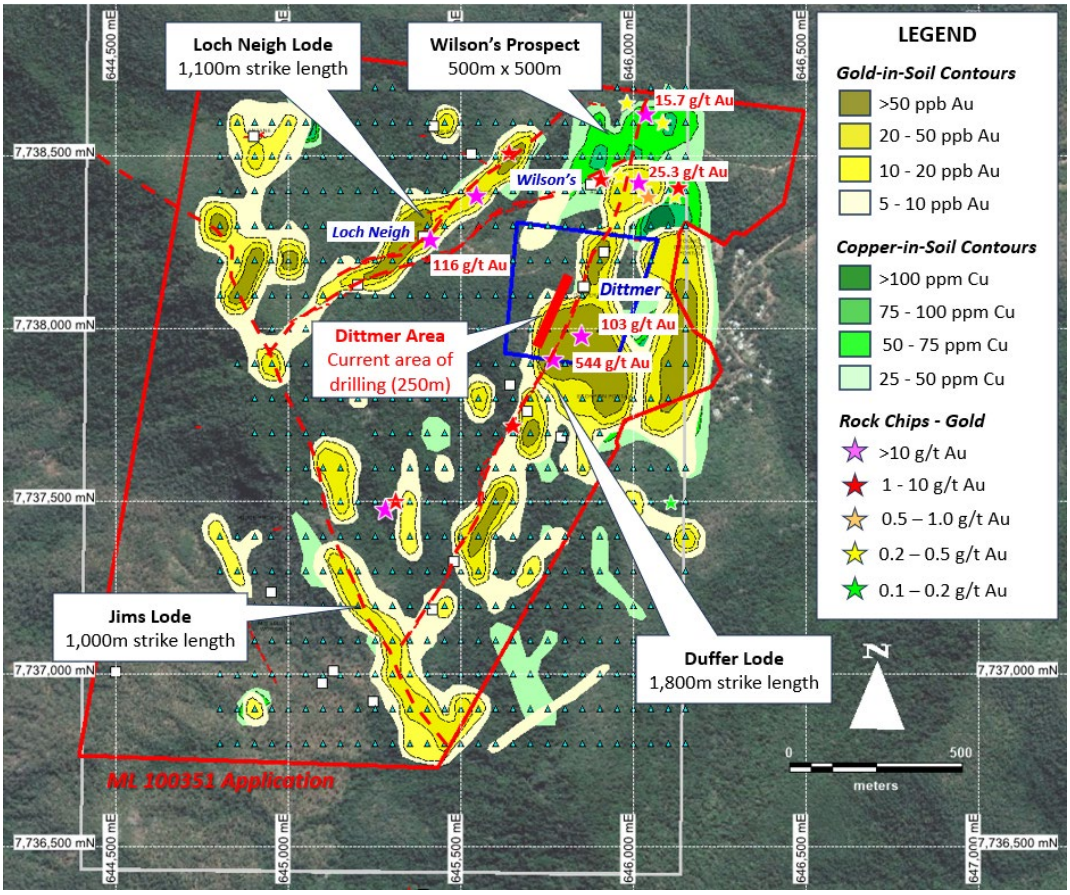


Figure 2 – *Plan view of the Dittmer prospect area with gold and copper-in-soil anomalies and significant rock chip results,*

Approved by the Board of Ballymore Resources Limited.

For further information:

David A-Izzeddin
Technical Director
daizzeddin@ballymoreres.com

Gareth Quinn
Media and Investor Relations
gareth@republicpr.com.au
0417 711 108

Ballymore RESOURCES

Competent Persons Statement

The information in this announcement that relates to Exploration Results is based on information compiled or reviewed by Mr David A-Izzeddin. The Company is not aware of any new information or data that materially affects the information included in these Company Announcements and in the case of reported Mineral Resources, all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed. Mr A-Izzeddin is a Member of The Australasian Institute of Geoscientists and is a Director and an employee of the Company. Mr A-Izzeddin has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr A-Izzeddin consents to the inclusion in the announcement of the matters based on his information in the form and context in which it applies. The Exploration Targets described in this announcement are conceptual in nature and there is insufficient information to establish whether further exploration will result in the determination of Mineral Resources.

Forward-Looking Statements

Certain statements made during or in connection with this statement contain or comprise certain forward-looking statements regarding the Company's Mineral Resources, exploration operations and other economic performance and financial conditions as well as general market outlook. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such expectations are only predictions and are subject to inherent risks and uncertainties which could cause actual values, results, performance or achievements to differ materially from those expressed, implied or projected in any forward-looking statements and no assurance can be given that such expectations will prove to have been correct.

Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, delays or changes in project development, success of business and operating initiatives, changes in the regulatory environment and other government actions, fluctuations in commodity prices and exchange rates and business and operational risk management. Except for statutory liability which cannot be excluded, each of the Company, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in this statement and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in this statement or any error or omission. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events other than required by the Corporations Act and ASX Listing Rules. Accordingly, you should not place undue reliance on any forward-looking statement.

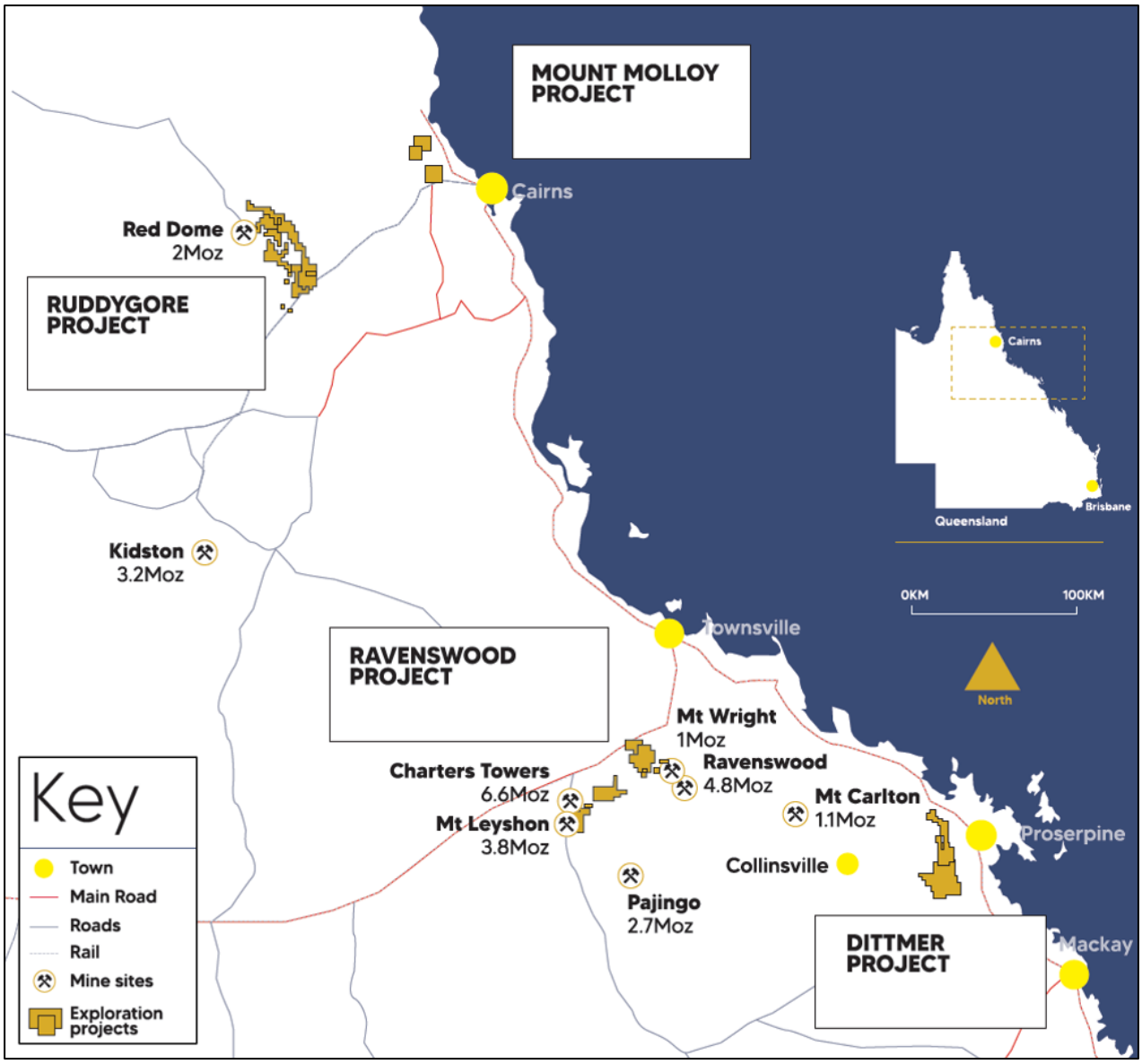
For personal use only

For personal use only

About Ballymore Resources (ASX:BMR)

Ballymore holds a portfolio of exploration and development projects in prolific Queensland mineral belts that are highly prospective for gold and base metals. These consist of two granted Mining Leases (MLs) and fourteen Exploration Permits over four project areas at Dittmer, Ruddygore, Ravenswood and Mount Molloy. The total area covered by the tenements is 1,456 km^2.

Known deposits in Northeast Queensland include Kidston (5 Moz Au), Ravenswood/Mount Wright (5.8 Moz Au), Mount Leyshon (3.8 Moz Au), Red Dome/Mungana (3.2 Moz Au) and Mt Morgan (7.8 Moz Au and 374 Kt Cu). The deposits occur in a wide range of geological settings including porphyries, breccias, skarns and veins.



Board
Andrew Greville, Chairman
David A-Izzeddin, Technical Director
Andrew Gilbert, Director – Operations
Nick Jorss, Non-Executive Director

Head Office
Suite 606, Level 6
10 Market St Brisbane QLD 4000
Phone +617 3212 6299
ballymoreresources.com

For personal use only

APPENDIX 1. DITTMER – JORC CODE TABLE 1 CHECKLIST OF ASSESSMENT AND REPORTING CRITERIA

Section 1: Sampling Techniques and Data

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.	• Sampling methods have included surface rock chip and trenching, channel samples taken from underground exposures, soil, and stream sediment samples, together with drill hole samples comprising diamond core samples. • Geochemistry from soil and stream sediment samples is used semi-quantitatively to guide further exploration and is not used for Mineral Resource estimation. • The accuracy of rock chip geochemistry is generally high but these samples are spot samples and generally not used in Mineral Resource estimation. • The accuracy of trench and channel geochemistry is generally high. These samples are regularly used in Mineral Resource estimation. • The quality of open hole percussion drilling is generally low because there is a likelihood of contamination of samples. Consequently, these samples are generally used to guide further exploration and are not used for Mineral Resource estimation. • The quality of diamond coring is generally medium – high because the method is designed to sample the rock mass effectively in most conditions. Consequently, these samples can be representative of the interval drilled and can be used for Mineral Resource estimation. • Ballymore stream sediment samples collected were screened to -80# and -2 mm with a 150 g sample collected. Soil samples were collected on a grid pattern. The top 10 cm of cover material was removed, and regolith was sieved to -80# with a 150 g sample collected from Golden Treasure (EPM 26912), Cedar Ridge (EPM 27282) and Andromache (EPM 27282). The top 10 cm of cover material was removed, and regolith was sieved to -2mm with a 150 g sample collected from Dittmer (EPM 14255) and La Di Da (EPM 26912). Rock chip samples were collected from outcrop, subcrop, float material, as well as mullock samples.
	• Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.	• No information is available documenting measures to ensure sample representativity for surface sampling methods collected prior to Ballymore. These methods are not used for Mineral Resource estimation. • Ballymore collected field duplicates during its soil sampling program to monitor sample representivity. • Trench and channel sampling is an established method designed to deliver a representative sample of the interval being sampled. • Diamond drilling is also an established method aimed at collecting representative samples of the interval being drilled.
	• Aspects of the determination of mineralisation that are Material to the Public Report. In	• Economic gold mineralisation is measured in terms of parts per million and therefore rigorous

For personal use only

CRITERIA	JORC Code Explanation	Commentary
	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 (e.g., submarine nodules) may warrant disclosure of detailed information.	sampling techniques must be adopted to ensure quantitative, precise measurements of gold concentration. If gold is present as medium – coarse grains, the entire sampling, sub-sampling, and analytical process must be more stringent. • Where the main mineralisation is copper, this is measured as a percentage and therefore sampling techniques can be somewhat less rigorous than for gold.
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).	• Ballymore Surface Drilling: 2 diamond drillholes in HQ triple tube size were drilled at Dittmer (955.0 m) in 2020. All holes were oriented using an Ace instrument. • Ballymore Underground Drilling: 6 diamond drillholes in NQ2 size were drilled at Dittmer (946.51m) in 2021. Another 4 diamond drillholes in NQ3 size were drilled at Dittmer (539.7m) in 2022. All holes were oriented using an ACT Mk2 instrument. Subsequently another 20 diamond drillholes in HQ3 triple tube to date have been completed in 2023 at Dittmer (3261.42m). All holes were oriented using an ACT Mk2 instrument.
DRILL SAMPLE RECOVERY	• Method of recording and assessing core and chip sample recoveries and results assessed.	• Ballymore surface drilling: Sample recovery was measured on a per-run basis and generally reported to be greater than 95%, except where drilling in the upper, weathered, and oxidised zones. However, Ballymore also reported some core loss associated with zones of alteration and mineralisation that could result in potential for sample bias. • Ballymore underground drilling: Sample recovery was measured on a per-run basis and generally reported to be greater than 99%.
	• Measures taken to maximise sample recovery and ensure representative nature of the samples.	• Ballymore drilling: Used chrome barrels and controlled drilling in broken ground to maximise sample recovery.
	• 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.	• No assessment has been completed to determine if there is a relationship between sample recovery and grade, and whether there is any potential for sample bias associated with the drilling methods used to date.
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.	• Ballymore drilling: Drill core was logged for lithology, structure, alteration, mineralisation, and veining, which is deemed to be appropriate for the style of mineralisation and the lithologies encountered. All core was photographed. Logging information is adequate to support Mineral Resource estimation. Information to support geotechnical studies is available.
	• Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.	• Ballymore drilling: Logging of core is mostly qualitative, except for some semi-quantitative logging of sulphide content, quartz veining, RQD, and geotechnical parameters.
	• The total length and percentage of the relevant intersections logged.	• Ballymore drilling: Geological logs were completed for all drilled intervals.
SUB-SAMPLING TECHNIQUES	• If core, whether cut or sawn and whether quarter, half or all core taken.	• Ballymore drilling: Ballymore cut core samples in half or quarter using a diamond saw and

For personal use only

CRITERIA	JORC Code Explanation	Commentary
AND SAMPLE PREPARATION		where appropriate used geological contacts or mineralisation to define sample intervals.
	• If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.	• No non-core drilling has been undertaken.
	• For all sample types, the nature, quality, and appropriateness of the sample preparation technique.	• Ballymore drilling: Half core was submitted to the laboratory, generally 2 – 3 kg per sample. All of the core was dried, crushed to -6 mm, then pulverised to 85% - 75 µm. This method is considered appropriate for mineralisation that may have visible gold mineralisation. • Ballymore Underground Channel Sampling: Samples were collected from underground exposures across the mapped lode. Generally, 2 – 3 kg samples were collected and despatched to the laboratory. All samples were dried, crushed to -6 mm, then pulverised to 85% - 75 µm. This method is considered appropriate for mineralisation that may have visible gold mineralisation. • Ballymore -80# Stream Sediment and Soil Sampling: Generally, 100 – 200 g samples were collected and despatched to the laboratory. All samples were dried prior to analysis. This method is considered appropriate for mineralisation that may have visible gold mineralisation. • Ballymore -2mm Stream Sediment and Soil Sampling: Generally, 100 – 200 g samples were collected and despatched to the laboratory. All samples were dried, then pulverised to 85% - 75 µm. This method is considered appropriate for mineralisation that may have visible gold mineralisation. • Ballymore Rock Chip Sampling: Generally 2 – 3 kg samples were collected and despatched to the laboratory. All samples were dried, crushed to -6 mm, then pulverised to 85% - 75 µm. This method is considered appropriate for mineralisation that may have visible gold mineralisation.
	• Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.	• Ballymore drilling: Drill core samples of cut core were consistently taken from the same side of the orientation line on the core to maintain consistency. All of the sample was crushed and pulverised to maximise sample representativity. Pulverised samples were tested for compliance to grinding specifications at the rate of 1 in 40. • Ballymore Underground Channel Sampling: A diamond saw was used to cut a slot across the designated sample zone and ensure uniform sampling of the zone. All of the sample was crushed and pulverised to maximise sample representativity. Pulverised samples were tested for compliance to grinding specifications at the rate of 1 in 40.
	• 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.	• Ballymore drilling: QA/QC procedures included the insertion of quarter core field duplicates at the insertion rate of 1 in 20 samples. Field blanks were also submitted to the laboratory. • Ballymore underground channel sampling: Field blanks were submitted to the laboratory.

For personal use only

CRITERIA	JORC Code Explanation	Commentary
		• Ballymore soil sampling: QA/QC procedures included the insertion of field duplicates at the insertion rate of 1 in 20 samples.
	• Whether sample sizes are appropriate to the grain size of the material being sampled.	• No formal assessment has been undertaken to quantify the appropriate sample size required for good quality determination of gold content, given the nature of the gold mineralisation.
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.	• Ballymore 2021 drilling, rock chip and channel sampling: ALS Townsville Laboratory was used. Gold assays were analysed with a 50 g charge used for fire assay with an ICP-AES determination. Over range gold samples (>10 ppm) were re-analysed by fire assay and gravimetric finish. In addition, a 0.25 g charge was taken for analysis for 48 elements (Ag, Al, As, Ba, Be, Bi, Ca, Cd, Ce, Co, Cr, Cs, Cu, Fe, Ga, Ge, Hf, In, K, La, Li, Mg, Mn, Mo, Na, Nb, Ni, P, Pb, Rb, Re, S, Sb, Sc, Se, Sn, Sr, Ta, Te, Th, Ti, Tl, U, V, W, Y, Zn, Zr) utilising a four-acid digest with an ICP-MS determination. Any over range Cu (>10000 ppm) and Ag (>100 ppm) was re-analysed using a standard Ore Grade method utilising a four-acid digest producing a volumetrically precise digest analysed with an ICP-AES finish for high detection limits. The fire assay method for gold using either a 30 g or 50 g charge is an appropriate assay method and is normally considered a total assay method, except where gold grain size is very coarse. • Ballymore 2022 & 2023 drilling and rock chip sampling: Intertek Townsville Laboratory was used. Gold assays were analysed with a 50 g charge used for fire assay with an ICP-AES determination. In addition, a 0.25 g charge was taken for analysis for 48 elements (Ag, Al, As, Ba, Be, Bi, Ca, Cd, Ce, Co, Cr, Cs, Cu, Fe, Ga, Ge, Hf, In, K, La, Li, Mg, Mn, Mo, Na, Nb, Ni, P, Pb, Rb, Re, S, Sb, Sc, Se, Sn, Sr, Ta, Te, Th, Ti, Tl, U, V, W, Y, Zn, Zr) utilising a four-acid digest with an ICP-MS determination. Any over range Cu (>10000 ppm) was re-analysed using a standard Ore Grade method utilising a four-acid digest producing a volumetrically precise digest analysed with an ICP-AES finish for high detection limits. The fire assay method for gold using either a 30 g or 50 g charge is an appropriate assay method and is normally considered a total assay method, except where gold grain size is very coarse. • Ballymore 2021 soil sampling: analysed at ALS Townsville. Gold assays were analysed with a 50 g charge used for fire assay with an ICP-AES determination. In addition, a 0.25 g charge was taken for analysis for 48 elements (Ag, Al, As, Ba, Be, Bi, Ca, Cd, Ce, Co, Cr, Cs, Cu, Fe, Ga, Ge, Hf, In, K, La, Li, Mg, Mn, Mo, Na, Nb, Ni, P, Pb, Rb, Re, S, Sb, Sc, Se, Sn, Sr, Ta, Te, Th, Ti, Tl, U, V, W, Y, Zn, Zr) utilising a four-acid digest with an ICP-MS determination. The fire assay method for gold using either a 30 g or 50 g charge is an appropriate assay method and is normally considered a total assay method, except where gold grain size is very coarse. • Ballymore 2022 and 2023 soil sampling: Analysed at Intertek Townsville Laboratory. Gold assays were analysed with a 50 g charge used

For personal use only

CRITERIA	JORC Code Explanation	Commentary
		for fire assay with an ICP-MS determination. In addition, a 0.25 g charge was taken for analysis for 52 elements (Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Ce, Co, Cr, Cs, Cu, Fe, Ga, Ge, Hf, Hg, In, K, La, Li, Mg, Mn, Mo, Na, Nb, Ni, P, Pb, Pd, Pt, Rb, Re, S, Sb, Sc, Se, Sn, Sr, Ta, Te, Th, Ti, Tl, U, V, W, Y, Zn, Zr) utilising an aqua regia digest with an ICP-MS determination. The fire assay method for gold using either a 30 g or 50 g charge is an appropriate assay method and is normally considered a total assay method, except where gold grain size is very coarse.
	• 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.	• No geophysical tools, spectrometers, or handheld XRF instruments have been used to date to determine chemical composition at a semi-quantitative level of accuracy.
	• 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.	• Ballymore drilling: In addition to blanks and field duplicates, commercial CRMs of low grade to high grade gold ore material were prepared and certified for Au, Ag and Cu by Ore Research & Exploration Services Pty Ltd. These were incorporated into the sampling stream to achieve an overall insertion rate of 1 duplicate, blank or CRM for every 10 core samples. • Ballymore Channel Sampling: In addition to blanks, commercial CRMs of low grade to high grade gold ore material were prepared and certified for Au, Ag and Cu by Ore Research & Exploration Services Pty Ltd. These were incorporated into the sampling stream to achieve an overall insertion rate of 1 blank or CRM for every 10 core samples as a minimum. • Ballymore Soil Sampling: Commercial CRMs of low-grade gold ore material were prepared and certified for Au by Ore Research & Exploration Services Pty Ltd. These were incorporated into the sampling stream to achieve an overall insertion rate of 1 CRM for every 20 core samples as a minimum. • Company staff routinely monitored QA/QC results and liaised with the laboratory if any dubious results were reported.
VERIFICATION OF SAMPLING AND ASSAYING	• The verification of significant intersections by either independent or alternative company personnel.	• It has not been possible to independently verify significant intersections to date.
	• The use of twinned holes.	• There has been no use of twinned holes to date.
	• Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.	• Ballymore drilling: Primary logging data was recorded digitally onto electronic spread sheets and validated against code tables by the logging geologist. Primary analytical data was received electronically in csv file format and imported directly into an electronic assay register spread sheet. Data validation was conducted by comparing the spreadsheet data against the Certificate of Analysis supplied as a secured pdf file by the laboratory.
	• Discuss any adjustment to assay data.	• 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.	• Underground workings: Ballymore employed a contract surveyor to survey underground workings and channel sample locations to sub-metre accuracy.

For personal use only

CRITERIA	JORC Code Explanation	Commentary
		• Ballymore surface drilling: Drillhole collar locations were initially set out (and reported) using a handheld GPS with a location error of +/- 5m. All holes were subsequently surveyed by contract surveyor to a sub-metre accuracy, with data supplied electronically as spreadsheets and pdf files. The azimuth and dip at the start of the hole was recorded using a line of sight Suunto compass and Suunto clinometer by the site geologist. The orientation and dip of drillholes are measured with downhole surveys @ 15 m, 30 m, then every 30 m using a REFLEX single/multi-shot survey tool. End of hole surveys were also taken for each hole. At hole completion, all holes were gyro surveyed. Ballymore also employed a contract surveyor to survey the drillhole collars to sub-metre accuracy. • Ballymore underground drilling: Drillhole collar locations and planned azimuth were initially set out with a surveyor marking front and back sights. Upon completion, all underground drill holes were subsequently surveyed by contract surveyor to a sub-metre accuracy, with data supplied electronically as spreadsheets and pdf files. The azimuth and dip at the start of the hole was using a REFLEX single/multi-shot survey tool and verified by the site geologist. The orientation and dip of drillholes are measured with downhole surveys @ 15 m, 30 m, then every 30 m using a REFLEX single/multi-shot survey tool. End of hole surveys were also taken for each hole. At hole completion, all holes were gyro surveyed. • Soil sample locations are located by handheld GPS receiver to an accuracy of +/- 5m.
	• Specification of the grid system used.	• The co-ordinate system used is MGA94 zone 55 Datum.
	• Quality and adequacy of topographic control.	• Quality of the surface topographic control data is poor and is currently reliant on public domain data.
DATA SPACING AND DISTRIBUTION	• Data spacing for reporting of Exploration Results.	• The Dittmer mine has not been previously drilled and the initial Ballymore drillholes were sited to test beneath historic workings and not conducted in a regular grid type pattern. The steep terrain also impacted the siting of drill sites. • The spacing of drillhole data is variable. • The soil samples at Dittmer were taken on east-west orientated lines spaced 100m apart with individual samples taken on a n
	• 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.	• There are no Mineral Resources or Ore Reserves. • There is insufficient drill spacing to establish the degree of geological and grade continuity appropriate for Mineral Resource and Ore Reserve estimation.
	• Whether sample compositing has been applied.	• No sample compositing was carried out on site. • For reporting purposes, some drillhole assay results have been composited together to report contiguous zones of mineralisation.
ORIENTATION OF DATA IN RELATION TO	• Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.	• Drilling - Drillholes were oriented to intersect the interpreted mineralisation zones as oblique (perpendicular) as possible. Orientated drill core collected by Ballymore has confirmed the

For personal use only

CRITERIA	JORC Code Explanation	Commentary
GEOLOGICAL STRUCTURE		orientation of drilling. To the extent known, drilling is assumed to be unbiased. • Surface soil sampling – sampling completed on grid basis. The grids are designed to sample across the interpreted zones at a high angle.
	• 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.	• No sampling bias is considered to have been introduced in drilling completed.
SAMPLE SECURITY	• The measures taken to ensure sample security.	• Ballymore drilling: Drilling and sampling was supervised and undertaken by company staff. Samples were double bagged, palletised and shrink wrapped at the core shed before dispatch to the laboratory by Ballymore staff. • Ballymore underground channel, rock chip and soil sampling: Sampling was supervised and undertaken by company staff. Samples were double bagged, palletised and shrink wrapped at site before dispatch to the laboratory by Ballymore staff.
AUDITS OR REVIEWS	• The results of any audits or reviews of sampling techniques and data.	• Ballymore drilling: Internal auditing procedures and reviews were regularly undertaken on sampling techniques, standard operating procedures, and laboratory processes.

Section 2: Reporting of Exploration Results

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 Project tenements comprise ML 10340, ML 10341, EPM 14255, EPM 26912 and EPM 27282. All licences are 100% held by Ballymore Resources Ltd.
	• 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.	• All tenements are in good standing.
EXPLORATION DONE BY OTHER PARTIES	• Acknowledgment and appraisal of exploration by other parties.	• ML 10341 contains the Dittmer Mine, which worked the Duffer Lode from 1935 to 1951 and again from 1968 to 1970 to produce some 54,500 oz Au. • Previous exploration across the EPMs includes stream sediment sampling, geological mapping, soil sampling and geophysical surveys. The main exploration companies active in the area were CRA Exploration, St. Joseph Phelps Dodge Exploration, Carpentaria Exploration Co, Mines Administration, Buddha Gold Mines in joint venture with Homestake Gold, and Loch Neigh Gold.
GEOLOGY	• Deposit type, geological setting, and style of mineralisation.	• The Dittmer district is dominated by three main tectonostratigraphic sequences – Carboniferous intrusives, Permian volcanics and sediments, and Cretaceous intrusives. • Mineralisation is considered to be of IRGS style, with deposits often formed in structurally active areas where large crustal steep faults are intersected by other structures to produce active dilatant sites and deep plumbing systems during periods of intrusion and hydrothermal activity.
DRILL HOLE INFORMATION	• A summary of all information material to the understanding of the exploration results	• Refer to Appendix 2.

For personal use only

CRITERIA	JORC Code explanation	Commentary
	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.	• Refer to Appendix 2.
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.	• The mineralised drill intersections are reported as downhole intervals and were not converted to true widths. True widths may be up to 50% less than drill intersections pending confirmation of mineralisation geometry. • No capping of high grades was performed in the aggregation process.
	• 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 drill intercepts reported were calculated using a 0.1, 1.0 and 10.0 g/t Au cut-off grade. Gold grade for the intercept was calculated as a weighted average grade. Up to 2 m (down hole) of internal waste (< 0.5 g/t Au) was included in some cases.
	• The assumptions used for any reporting of metal equivalent values should be clearly stated.	• No metal equivalents are reported.
RELATIONSHIP BETWEEN MINERALISATION WIDTHS AND INTERCEPT LENGTHS	• These relationships are particularly important in the reporting of Exploration Results.	• No local grid has been applied. The Duffer Lode at Dittmer strikes roughly north-south.
	• If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.	• Drillholes were generally oriented perpendicular to the strike of the shear zone and angled in order to intersect the moderately dipping mineralised zones at a high angle.
	• 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').	• The mineralised intercepts generally intersect the interpreted dip of the mineralisation at a high angle but are not true widths.
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.	• Refer to figures contained within this 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.	• Balanced reporting of Exploration Results is presented within this report.
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.	• The Project includes a large amount of exploration data collected by previous companies, including regional stream sediment geochemical data, soil sample and rock chip data, geological mapping data, drilling data, geophysical survey data, and costean data. Much of this data has been captured and validated into a GIS database. • Previous mining has been limited and involved very selective mining and hand sorting. No systematic data has been collected to date to assess metallurgy and mining parameters relevant to a modern operation.

CRITERIA	JORC Code explanation	Commentary
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).	• Ballymore plans to conduct surface geological mapping and geochemistry, geophysics surveys and drilling across various high-priority target areas over the next two years. In addition, the Company will refurbish and dewater the Dittmer mine and assess options to recommence production.
	• Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.	• Refer to figures contained within this report.

For personal use only

For personal use only

APPENDIX 2. DITTMER DRILLING

Company	Target	HoleID	Hole Type	East (MGA)	North (MGA)	RL	Depth (m)	Dip (°)	Azimuth (° MGA)	Licence	Year
Ballymore	Dittmer	DTDD001	Diamond	645567	7738208	355	407.6	-61	137	EPM 14255	2020
Ballymore	Dittmer	DTDD002	Diamond	645386	7738263	379	547.4	-37	91	EPM 14255	2020
Ballymore	Dittmer	DTDD003	Diamond	645693	7738052	139	167.89	-49	17	ML 10341	2021
Ballymore	Dittmer	DTDD004	Diamond	645694	7738052	141	230.95	-7	38	ML 10341	2021
Ballymore	Dittmer	DTDD005	Diamond	645691	7738048	139	8.47	-52	215	ML 10341	2021
Ballymore	Dittmer	DTDD005B	Diamond	645691	7738048	139	158.4	-51	215	ML 10341	2021
Ballymore	Dittmer	DTDD006	Diamond	645693	7738046	140	169	-20	191	ML 10341	2021
Ballymore	Dittmer	DTDD007	Diamond	645693	7738051	139	211.8	-66	341	ML 10341	2021
Ballymore	Dittmer	DTDD008	Diamond	645690	7738048	139	221.9	-59	230	ML 10341	2022
Ballymore	Dittmer	DTDD009	Diamond	645693	7738052	139	2.4	-69	298	ML 10341	2022
Ballymore	Dittmer	DTDD009A	Diamond	645693	7738052	139	165.2	-68	297	ML 10341	2022
Ballymore	Dittmer	DTDD010	Diamond	645693	7738052	139	150.2	-67	258	ML 10341	2022
Ballymore	Dittmer	DTDD011	Diamond	645653	7738087	140	142.76	-80	58	ML 10341	2023
Ballymore	Dittmer	DTDD012	Diamond	645651	7738085	140	151.44	-79	194	ML 10341	2023
Ballymore	Dittmer	DTDD013	Diamond	645650	7738082	140	131.94	-57	179	ML 10341	2023
Ballymore	Dittmer	DTDD014	Diamond	645651	7738085	140	187.27	-44	193	ML 10341	2023
Ballymore	Dittmer	DTDD015	Diamond	645650	7738084	140	230.71	-36	196	ML 10341	2023
Ballymore	Dittmer	DTDD016	Diamond	645653	7738089	140	176.84	-56	33	ML 10341	2023
Ballymore	Dittmer	DTDD017	Diamond	645650	7738086	140	193.69	-74	231	ML 10341	2023
Ballymore	Dittmer	DTDD018	Diamond	645650	7738086	140	217.69	-64	223	ML 10341	2023
Ballymore	Dittmer	DTDD019	Diamond	645650	7738085	140	234.06	-56	215	ML 10341	2023
Ballymore	Dittmer	DTDD020	Diamond	645650	7738085	140	269.36	-49	210	ML 10341	2023
Ballymore	Dittmer	DTDD021	Diamond	645650	7738088	140	211.76	-80	282	ML 10341	2023
Ballymore	Dittmer	DTDD022	Diamond	645652	7738084	140	149.92	-50	158	ML 10341	2023
Ballymore	Dittmer	DTDD023	Diamond	645651	7738083	140	9.3	-29	178	ML 10341	2023
Ballymore	Dittmer	DTDD023A	Diamond	645651	7738083	140	174.34	-28	178	ML 10341	2023
Ballymore	Dittmer	DTDD024	Diamond	645650	7738084	140	218.9	-23	183	ML 10341	2023
Ballymore	Dittmer	DTDD025	Diamond	645652	7738089	140	248.2	-68	8	ML 10341	2023
Ballymore	Dittmer	DTDD026	Diamond	645694	7738048	139	64	-64	120	ML 10341	2023
Ballymore	Dittmer	DTDD027	Diamond	645692	7738046	139	64.44	-42	182	ML 10341	2023
Ballymore	Dittmer	DTDD027A	Diamond	645692	7738047	139	110	-41	182	ML 10341	2023
Ballymore	Dittmer	DTDD028	Diamond	645695	7738051	140	74.8	-40	49	ML 10341	2023

For personal use only

APPENDIX 3. ROCK CHIP SAMPLES

Sample ID	Easting	Northing	RL	Sample Type	EPM	Au ppm	Ag ppm	As ppm	Bi ppm	Cu ppm	Fe %	Pb ppm	S %	Zn ppm
DTRC101	645981	7738659	248	Mullock	EPM 14255	0.253	1.32	459.5	13.95	116.7	32.05	101.1	0.08	80
DTRC102	646013	7738657	255	Float	EPM 14255	0.02	0.12	7.4	3.35	82.2	7.03	9	-0.05	102
DTRC103	646034	7738628	261	Float	EPM 14255	15.762	27.31	581.9	117.47	1124.7	20.32	87.9	0.1	123
DTRC104	646086	7738601	244	Float	EPM 14255	0.471	0.51	294.6	27.4	476.2	21.03	238.3	0.06	132
DTRC105	646236	7738498	206	Outcrop	EPM 26912	0.021	0.1	13.9	2.16	15.4	2.25	19.1	-0.05	47
DTRC106	646120	7738389	149	Float	EPM 14255	0.496	3.16	135.9	4.56	31.2	15.97	11.1	-0.05	412
DTRC107	646117	7738335	147	Float	EPM 14255	0.03	1.28	72.6	3.55	66	5.29	43.5	0.44	104
DTRC108	646103	7738373	148	Float	EPM 14255	0.072	6.09	304.1	15.57	27.2	19.04	18.4	0.91	212
DTRC109	646491	7737880	153	Float	EPM 26912	0.009	0.25	8.1	2.84	7.6	1.39	11.4	-0.05	39
DTRC110	646305	7738040	130	Outcrop	EPM 26912	-0.005	0.26	6.7	0.45	92.2	8.4	15	-0.05	149
DTRC111	646030	7738409	161	Float	EPM 14255	0.485	5.03	428.9	451.22	363.9	32.6	360.6	0.27	209
DTRC112	646012	7738430	167	Float	EPM 14255	25.329	63.81	318.7	3188.47	4157.8	10.67	467.8	0.2	15
DTRC113	645961	7738447	180	Float	EPM 14255	0.232	1.67	434.4	22.22	54.5	16.93	9.1	0.17	183
DTRC114	645911	7738443	189	Float	EPM 14255	2.817	2.32	631.7	65.01	45.9	16.89	56.3	-0.05	139
DTRC115	645904	7738439	188	Float	EPM 14255	1.742	5.1	160.8	83.64	339.6	10.86	44	-0.05	158
DTRC116	646130	7738414	151	Float	EPM 14255	1.49	3.46	236.3	25.42	58.1	13.97	39.1	-0.05	221
DTRC117	646098	7737541	216	Float	EPM 14255	0.042	0.27	96.2	2.73	15.6	2.4	42.5	-0.05	42
DTRC118	646109	7737501	236	Float	EPM 14255	0.116	0.7	59.1	7.45	18.2	2.36	105.7	-0.05	42
DTRC119	646247	7738792	205	Float	EPM 26912	0.016	0.1	6.5	1.34	72.7	6.84	9.5	-0.05	112
DTRC120	645309	7737508	282	Mullock	EPM 14255	1.233	1.27	25.6	3.87	30.1	18.17	34.3	0.21	88
DTRC121	645310	7737505	284	Mullock	EPM 14255	2.774	3.44	39.4	7.63	54.7	26.75	248.4	0.3	62
DTRC122	645280	7737485	283	Mullock	EPM 14255	12.035	0.57	82.1	13.91	42.4	25.67	59.4	0.12	33
DTRC123	646044	7738387	150	Float	EPM 14255	0.708	3.17	91.8	7.69	60.9	11.45	124	4.75	270
DTRC124	645308	7737507	282	Mullock	EPM 14255	1.265	3.6	16.6	4.07	44.8	19.52	144.8	0.52	101
DTRC125	645848	7737986	190	Float	ML10341	103.014	91.99	808.8	55.4	7158	25.36	26.8	0.46	52
LDD_007	646406	7740456	255	Float	EPM 26912	0.357	0.25	22.1	0.77	73.4	5.18	16.6	-0.05	17
LDD_008	646515	7740384	229	Float	EPM 26912	0.03	0.06	11.1	0.54	122.1	4.68	19.9	-0.05	121
2019001	645409	7738264	380	Outcrop	EPM 14255	116	28	880	2200	1460		280		90
2019002	645764	7737918	220	Float	ML 10341	544	164	500	350	3130		-10		30
2019003	645650	7737726	201	Float	EPM 14255	6.09	4	1160	20	72		530		600
2019004	645639	7738515	281	Outcrop	EPM 14255	5.12	1	310	160	425		30		40
2019005	645172	7739241	292	Outcrop	EPM 14255	44.8	8	30	10	2560		10		40
2019006	645172	7739240	292	Outcrop	EPM 14255	6.61	4	80	-10	8000		20		70
2019007	645172	7739239	292	Outcrop	EPM 14255	14.15	5	70	10	5910		20		110
2019008	645543	7738392	319	Outcrop	EPM 14255	11.05	17	1260	70	423		110		200

Ballymore RESOURCES

APPENDIX 4. TERMINATION EVENTS

The occurrence of each of the events set out below will entitle the Underwriter to terminate the Agreement:

1. **Adverse change**: any adverse change occurs which materially impacts or is likely to impact the assets, operational or financial position of the Company or a related corporation (including but not limited to an administrator, receiver, receiver and manager, trustee or similar official being appointed over any of the assets or undertaking of the Company or a related corporation).

2. **Alteration of capital structure or constitution**: the Company alters its capital structure or its constitution without the prior written consent of the Underwriter.

3. **ASX listing**: ASX does not give approval for the Shares to be listed for official quotation, or if approval is granted, the approval is subsequently withdrawn, qualified or withheld.

4. **Change in laws**: any of the following occurs:

   (a) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or

   (b) the public announcement of prospective legislation or policy by the Federal Government, or the Government of any State or Territory; or

   (c) the adoption by the ASIC, its delegates, ASX, the Reserve Bank of Australia or any other regulatory authority of any regulations or policy,

   which does or is likely to prohibit, restrict or regulate the principal business of the Company, the Offer or the operation of stock markets generally.

5. **Default**: the Company is in default of any of the terms and conditions of this Agreement or breaches any warranty or covenant given or made by it under this Agreement.

6. **Due diligence**: there is a material omission from the results of the due diligence investigation performed in respect of the Offer or the results of the investigation or the verification material are materially false or misleading.

7. **Event of Insolvency**: an Event of Insolvency occurs in respect of the Company or one of its subsidiaries.

8. **Failure to comply**: the Company or any related corporation fails to comply with any of the following:

   (a) a provision of its constitution;

   (b) any statute;

   (c) a requirement, order or request, made by or on behalf of the ASIC or any Governmental Agency; or

   (d) any material agreement entered into by it.

9. **General meeting required**: ASX or the ASIC or any other governmental agency requires the Company to, or stipulates that the Company should, convene a general meeting to consider any

For personal use only

aspect of the issue of the Shares, including, without limitation, the participation of the Underwriter.

10. **Hostilities**: there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving Australia.

11. **Indictable offence**: a director of the Company or any related corporation is charged with an indictable offence.

12. **Investigation**: any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a related corporation.

13. **Index change:** the ASX All Ordinaries Index as determined at close of trading falls at least 10% below its level at the close of trading on the date of this Agreement for any three consecutive trading days between the opening and closing dates of the Offer.

14. **Judgment against a related corporation**: a judgment in an amount exceeding $100,000 is obtained against the Company or a subsidiary and is not set aside or satisfied within 7 days.

15. **Prescribed Occurrence**: a Prescribed Occurrence occurs.

16. **Return of capital or financial assistance**: the Company or a subsidiary takes any steps to undertake a proposal contemplated under section 257A or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter.

17. **Suspension of debt payments**: the Company suspends payment of its debts generally.

For personal use only