SUREFIRE RESOURCES NL
ACN 083 274 024
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: 29 November 2024

PLACE: 45 Ventnor Avenue
WEST PERTH WA 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 27 November 2024.

INDEPENDENT EXPERT'S REPORT

Shareholders should carefully consider the Independent Expert's Report prepared for the purposes of section 611 (item 7) of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the transaction the subject of Resolution 5 to the non-associated Shareholders.

The Independent Expert has determined the transaction the subject of Resolution 5 is **NOT FAIR BUT REASONABLE** to the non-associated Shareholders.

BOARD RECOMMENDATION

The Directors (other than Vladimir Nikolaenko who has a material personal interest in Resolution 5) believe the transaction the subject of Resolution 5 is in the best interests of Shareholders and accordingly, recommend that Shareholders vote in favour of this Resolution.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL POVEY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Povey, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

6. RESOLUTION 5 – APPROVAL OF ISSUE OF SECURITIES TO MUTUAL HOLDINGS PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 611 (item 7) of the Corporations Act and for all other purposes, approval is given for the Company to issue:

(a) 350,000,000 Shares at a deemed issue price of $0.008 each; and

(b) 350,000,000 Partly Paid Shares at a deemed issue price of $0.0001 each (with a balance of $0.0079 being payable) which will convert to 350,000,000 Shares upon being fully paid up,

to Mutual Holdings Pty Ltd (and/or its nominees), an entity controlled by Vladimir Nikolaenko, a Director of the Company, on the terms and conditions set out in the Explanatory Statement.

A voting prohibition statement applies to this Resolution. Please see below.

Material Personal Interest: Mutual Holdings Pty Ltd is an entity that is controlled by Vladimir Nikolaenko, the Company's Executive Chairman. Accordingly, Vladimir Nikolaenko has a material personal interest in this Resolution. Vladimir Nikolaenko (and his associates) will abstain from voting on this Resolution.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared by Leadenhall Corporate Advisory Pty Ltd for the purposes of section 611 (item 7) of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the transaction the subject of this Resolution to the non-associated Shareholders.

The Independent Expert has determined the transaction the subject of this Resolution is NOT FAIR BUT REASONABLE to the non-associated Shareholders.

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 80,000,000 Shares to Acuity Capital Investment Management Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 - Approval of issue of Securities to Mutual Holdings Pty Ltd	A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 6 – Approval to issue Shares to Acuity Capital Investment Management Pty Ltd	Acuity Capital Investment Management Pty Ltd (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9429 8846.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.surefireresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL POVEY

3.1 General

Listing Rule 14.4 and clause 13.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Michael Povey, having held office without re-election since 30 November 2021 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Michael Povey is set out below.

Qualifications, experience and other material directorships	Mr Povey is a mining engineer with over 35 years worldwide experience in the resource sector. This experience has encompassed a wide range of commodities and included senior management positions in mining operation and the explosives industry in Africa, North America and Australia. During this time, he has been responsible for general and mine management, mine production, project evaluation, mine feasibility studies and commercial contract negotiations.
Term of office	Mr Povey has served as a Director since 12 October 2017 and was last re-elected on 30 November 2021.
Independence	If re-elected, the Board considers that Mr Povey will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Povey that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Povey since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Povey) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Povey will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Povey will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an 'eligible entity' may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

REQUIRED INFORMATION	DETAILS

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 24 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			$0.003	$0.006	$0.009
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	2,416,307,813	241,630,781	$724,892	$1,449,784	$2,174,677
50% increase	3,624,461,720	362,446,171	$1,087,338	$2,174,677	$3,262,015
100% increase	4,832,615,626	483,261,562	$1,449,784	$2,899,569	$4,349,354

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,416,307,813 Shares on issue comprising:
   (a) 1,986,307,813 existing Shares as at the date of this Notice;
   (b) 350,000,000 Shares which will be issued if Resolution 5 is passed at this Meeting; and
   (c) 80,000,000 Shares which will be issued if Resolution 6 is passed at this Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 24 October 2024 (being $0.006) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.

REQUIRED INFORMATION	DETAILS
	8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 November 2024 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being on and from 29 November 2023, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – REPLACEMENT OF CONSTITUTION

5.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

A summary of the proposed material changes is set out in Section 5.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.surefireresources.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9429 8846). Shareholders are invited to contact the Company if they have any queries or concerns.

5.2 Summary of material proposed changes

Restricted securities (Clause 2.12)	The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX requires certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A. However, for less significant holdings (such as non-related parties and non-promoters), ASX permits the Company to issue restriction notices to holders of restricted securities in the form of Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.
Minimum securities holding (Clause 3)	The Proposed Constitution now extends the minimum holding provisions to all securities as provided for under the Listing Rules. The clause previously only referred to shares.
Joint holders (Clause 9.8)	The ASX is considering replacement options for its Clearing House Electronic Subregister System (**CHESS**). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHESS system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.
Capital reductions (Clause 10.2)	The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.
Direct voting (Clause 13)	The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.
Use of technology (Clause 14)	The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly

	virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.
Closing date for Director nominations (Clause 15.3)	In December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution has been amended to at least 30 business days (previously it was 30 calendar days) to allow the Company time to issue the required notification for director nominations prior to circulating the notice of meeting.
Dividends (Clause 23)	Section 254T of the Corporations Act provides that a company must not a pay a dividend unless: (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors. The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the requirements of s254T of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends

5.3 Insertion of partial (proportional) takeover provisions

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act. In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause. A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders). This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a

	Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the proportional takeover provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the proportional takeover provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

6. BACKGROUND TO RESOLUTION 5

6.1 Background to the Acquisition

As announced on 21 August 2018, the Company entered into a binding agreement (which was varied on 17 September 2018) (**Agreement**) with High Grade Metals Limited (**HGM**),

Mutual Holdings Pty Ltd (**Mutual**) and Acacia Mining Pty Ltd (together, the **Parties**) to purchase Exploration License 57/1036 at Victory Bore in the mid-west of Western Australia (**Victory Bore Tenement**) (**Acquisition**).

As part of the Acquisition, the Company assumed the obligation to pay the Royalty (defined below) provided for under a tenement sale agreement initially entered into between Mutual and HGM (formerly, Quest Minerals Limited) in October 2009 (**Tenement Sale Agreement**) in favour of Mutual, comprising certain payment obligations that may be triggered in connection with the exploration, development and mining of the Victory Bore Tenement.

The terms of the Royalty payable by the Company to Mutual under the Agreement are as detailed below:

(a) upon the Company's announcement to the ASX of an Inferred Resource, Indicated Resource or Measured Resource on the Victory Bore Tenement, the Company shall;

  (i) in respect of gold or any other precious metal, pay a royalty of:

    (A) $0.20 per tonne for an Inferred Resource;

    (B) $0.30 per tonne for an Indicated Resource; and

    (C) $0.50 per tonne for a Measured Resource;

  (ii) in respect of iron ore, vanadium, titanium or phosphate, pay a royalty of:

    (A) $0.02 per tonne for an Inferred Resource;

    (B) $0.04 per tonne for an Indicated Resource; and

    (C) $0.06 per tonne for a Measured Resource; and

  (iii) in respect of U_3O_8 or any base metal, pay a royalty of:

    (A) $0.05 per tonne for an Inferred Resource;

    (B) $0.08 per tonne for an Indicated Resource; and

    (C) $0.10 per tonne for a Measured Resource.

The above payments are cumulative, such that where a Measured Resource is announced, the payment will be the total of the Measured Resource royalty, Indicated Resource royalty and the Inferred Resource royalty (for example, if a Measured Resource of vanadium, titanium, iron ore or phosphate is announced, the total payable would be $0.12 per tonne, being the total of the amounts set out in Section 6.1(a)(ii) above);

(a) pay a royalty of $1.00 per tonne of iron ore derived from the Victory Bore Tenement; and

(b) pay a royalty of 1% of gross revenue received by the Company from the sale of gold, any other precious metal or base metal from the Victory Bore Tenement,

(together, the **Royalty**).

Further details of both the Agreement and the Tenement Sale Agreement are set out in the Company's notice of general meeting dated 25 January 2019 (**2019 Notice**).

The Company completed the acquisition of the Victory Bore Tenement under the Agreement in April 2019, as set out in the Company's announcement released on 29 April 2019.

6.2 Prior Shareholder approval obtained for payment obligations under the Royalty

At the Company's general meeting held on 6 March 2019 (being the meeting convened by the 2019 Notice), the Company obtained Shareholder approval to pay any potential

payment under the Royalty (and otherwise assume the obligations of the Royalty) in favour of Mutual for the purposes of ASX Listing Rule 10.1, given that:

(a) Mutual was at the time of entry into the Agreement, and remains, considered a related party of the Company, as it is an entity controlled by Vladimir Nikolaenko, a Director of the Company, who is also a related party of the Company by virtue of being a Director; and

(b) the quantum of any payment obligations that may arise under the Royalty at a future time may be considered a 'substantial asset' for the purposes of ASX Listing Rule 10.1 and that satisfaction of any such payment obligations under the Royalty would constitute a disposal of a 'substantial asset'.

6.3 Triggered payment obligations under the Royalty

Reference is made to the following ASX announcements released by the Company:

(a) *Victory Bore – Vanadium 56% Mineral Resource Increase* dated 1 February 2023 (**February 2023 Announcement**);

(b) *Payment commitment to Mutual Holdings Pty Ltd* dated 5 April 2023;

(c) *Maiden Mineral Resource Estimate of 38Mt Aluminium Oxide at Victory Bore Project* dated 8 June 2023 (**June 2023 Announcement**);

(d) *Outstanding Pre-Feasibility Study for Victory Bore Vanadium Project* dated 5 December 2023 (**December 2023 Announcement**);

(e) *Payment commitment to Mutual Holdings Pty Ltd* dated 18 March 2024; and

(f) *Debt for Equity Swap with Mutual Holdings Pty Ltd* dated 17 June 2024 (**June 2024 Announcement**).

The Company and Mutual have acknowledged and agreed that a total of $12,047,000 has been triggered in payment obligations to Mutual under the Royalty (**Triggered Royalty Payments**) as at the date of this Notice, comprising:

(a) the sum of $3,754,000 in connection with the mineral resource increase set out in the February 2023 Announcement;

(b) the sum of $66,000 as a further adjustment in favour of Mutual in connection with the mineral resource increase set out in the February 2023 Announcement;

(c) the sum of $2,499,000 in connection with the maiden mineral resource estimate set out in the June 2023 Announcement; and

(d) the sum of $5,728,000 in connection with the pre-feasibility study set out in the December 2023 Announcement.

6.4 Settlement of Triggered Royalty Payments

The Company and Mutual entered into a deed of amendment dated 15 March 2024, which was subsequently amended on 16 August 2024 (**Deed of Amendment**), pursuant to which it was agreed that:

(a) part of the Triggered Royalty Payments had been satisfied by a cash payment of $450,000 to Mutual made on 29 May 2023 (**Cash Payment**) and the offset of $312,012.79 credited in respect of full entitlements taken up by Mr Nikolaenko (and his associated entities) under the non-renounceable rights issue undertaken by the Company pursuant to a prospectus dated 9 November 2023 (**Offset Credit**);

(b) after deducting the Cash Payment and Offset Credit, the balance of the Triggered Royalty Payments payable to Mutual is $11,284,987.21;

(c) the balance owing in respect of the Triggered Royalty Payments is to be paid as and when funds will allow and for a period of twelve months from the date of the Deed of Amendment, any payment will be limited to a maximum of 20% of cash funds received by the Company from any corporate action or event which will result in the Company receiving cash funds of any description; however during

that twelve-month period, Mutual and the Board may by mutual agreement pay a larger amount;

(d) Mutual retains the option of converting up to a maximum of $3 million in value of the Triggered Royalty Payments into a combination of Shares and/or partly-paid ordinary shares in the Company, with any issue of equity securities to Mutual being subject to, and conditional upon the Company obtaining Shareholder approval in accordance with the requirements of the ASX Listing Rules and/or the Corporations Act (as applicable);

(e) as from the date of execution of the Deed of Amendment on 15 March 2024, the Company will be liable to pay interest to Mutual at the rate of interest stipulated as the Benchmark Interest Rate as determined by the Australian Taxation Office pursuant to Division 7A of Part III of the *Income Tax Assessment Act 1936*, which non-compounding interest is to be calculated on the outstanding daily balance; and

(f) Mutual agrees that it will not make any demand for payment of the Triggered Royalty Payments and any accrued interest for a period of at least twelve months from the date of signing the Deed of Amendment.

Refer to the Company's ASX announcement released on 18 March 2024 for further details.

Subsequent to entry into the Deed of Amendment, the Company and Mutual have agreed:

(a) that the Triggered Royalty Payments currently total $12,047,000;

(b) that the balance of the Triggered Royalty Payments of $11,284,987.21 is to be partially satisfied to the value of $2,835,000 by the issue of the below Securities to Mutual:

(i) 350,000,000 Shares at a deemed issue price of $0.008 each (being a premium to the latest closing price of $0.005 as at 28 October 2024 and the 5-day volume weighted average price of $0.0055; and

(ii) 350,000,000 ordinary partly paid shares in the capital of the Company partly paid to $0.0001 each and with a balance payable of $0.0079 each (**Partly Paid Shares**) at a deemed issue price of $0.0001 each,

(together, the **Conversion Securities**), subject to, and conditional upon, the Company obtaining Shareholder approval.

Any calls for payment of the Partly Paid Shares valued at $2,765,000, shall be offset against the remaining balance of the Triggered Royalty Payments at the at the relevant call date; and

(c) that Mutual will not make any demand for payment of the Triggered Payments and any accrued interest, which would have the effect of placing the Company into a financial position of not being able to pay its debts as and when they fell due, for a period ending 15 March 2025. If at the end of that twelve-month period, there remains a balance payable in respect of the Triggered Royalty Payments, Mutual will be approached to renew the offer, in its sole discretion.

Refer to the June 2024 Announcement for further details.

6.5 Purpose of the Meeting

The purpose of the Meeting is to seek Shareholder approval for the issue of the Conversion Securities to Mutual (and/or its nominees) pursuant to Resolution 5.

It is noted that:

(a) as noted above, Mutual is an entity controlled by Vladimir Nikolaenko, a Director of the Company;

(b) as at the date of this Notice, Mr Nikolaenko's voting power in the Company is 13.59%; and

(c) Mr Nikolaenko's voting power in the Company will increase above 20% to up to a maximum of 36.10%, as a result of the issue of Conversion Securities.

Accordingly, the Company is seeking Shareholder approval for the purposes of section 611 (item 7) of the Corporations Act pursuant to Resolution 5, to allow Mr Nikolaenko's voting power in the Company to increase from below 20% to over 20% following issue of the Conversion Securities to Mutual (and/or its nominees).

Although Mutual is considered a related party of the Company (given it is an associated entity of Mr Nikolaenko), Shareholder approval under ASX Listing Rule 10.11 is not required for the issue of the Conversion Securities to Mutual (and/or its nominees) given that Shareholder approval is being obtained for the purposes of section 611 (item 7) of the Corporations Act, which is an exception to ASX Listing Rule 10.11 as provided for under ASX Listing Rule 10.12 (Exception 6).

7. RESOLUTION 5 – APPROVAL OF ISSUE OF SECURITIES TO MUTUAL HOLDINGS PTY LTD

7.1 General

As set out in Section 6.5, Resolution 5 seeks Shareholder approval for the purposes of item 7 of section 611 of the Corporations Act to allow the Company to issue an aggregate of 350,000,000 Shares and 350,000,000 Partly Paid Shares (which will convert to 350,000,000 Shares upon being fully paid up) (together referred to as the **Conversion Securities**) to Mutual (and/or its nominees), an entity controlled by Vladimir Nikolaenko, a Director of the Company.

As at the date of this Notice, Vladimir Nikolaenko (and his associates) holds a relevant interest in 270,133,175 Shares, representing voting power in the Company of 13.59%.

The issue of the Conversion Securities to Mutual (and/or its nominees), when aggregated with the existing Shares held by Vladimir Nikolaenko (and his associates), will result in Vladimir Nikolaenko's voting power in the Company increasing from 13.59% to 26.67% (factoring in the voting rights attached to all Partly Paid Shares on issue as at the date of this Notice).

Further, if the 350,000,000 Partly Paid Shares are fully paid up, and therefore convert to Shares, Vladimir Nikolaenko's voting power in the Company will increase to 36.10% (factoring in the voting rights attached to all Partly Paid Shares on issue as at the date of this Notice (including any Partly Paid Shares to be issued to Mutual (and/or its nominees)).

The above calculations assume that no other Shares are issued (including as a result of the exercise of Options or conversion of other convertible securities).

Pursuant to ASX Listing Rule 7.2 (Exception 8), Listing Rule 7.1 does not apply to an issue of securities that is approved for the purposes of item 7 of section 611 of the Corporations Act. Accordingly, if Shareholders approve the issue of the Conversion Securities pursuant to Resolution 5, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

7.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Conversion Securities constitutes giving a financial benefit and Mutual is considered a related party of the Company, as it is an entity controlled by Vladimir

Nikolaenko, a Director of the Company, who is also a related party of the Company by virtue of being a Director.

The Directors (other than Vladimir Nikolaenko, who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of the Conversion Securities because the agreement to issue the Conversion Securities was negotiated on an arm's length basis.

7.3 Item 7 of Section 611 of the Corporations Act

(a) **Section 606 of the Corporations Act – Statutory Prohibition**

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

(i) from 20% or below to more than 20%; or

(ii) from a starting point that is above 20% and below 90%,

(**Prohibition**).

(b) **Voting Power**

The voting power of a person in a body corporate is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

(c) **Vladimir Nikolaenko's existing holdings in the Company**

Vladimir Nikolaenko, either directly or through his controlled entities, currently holds the following Securities in the Company:

SHARES	OPTIONS	PARTLY PAID SHARES	VOTING POWER
270,133,175	28,364,799	67,188,767	13.59%

(d) **Associates**

For the purposes of determining voting power under the Corporations Act, a person (**second person**) is an "associate" of the other person (**first person**) if:

(i) (pursuant to section 12(2) of the Corporations Act) the first person is a body corporate and the second person is:

(A) a body corporate the first person controls;

(B) a body corporate that controls the first person; or

(C) a body corporate that is controlled by an entity that controls the person;

(ii) the second person has entered or proposes to enter into a relevant agreement with the first person for the purpose of controlling or influencing the composition of the company's board or the conduct of the company's affairs; or

(iii) the second person is a person with whom the first person is acting or proposes to act, in concert in relation to the company's affairs.

Associates are, therefore, determined as a matter of fact. For example where a person controls or influences the board or the conduct of a company's business affairs, or acts in concert with a person in relation to the entity's business affairs.

(e) **Relevant Interests**

Section 608(1) of the Corporations Act provides that a person has a relevant interest in securities if they:

(i) are the holder of the securities;

(ii) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or

(iii) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

In addition, section 608(3) of the Corporations Act provides that a person has a relevant interest in securities that any of the following has:

(i) a body corporate in which the person's voting power is above 20%;

(ii) a body corporate that the person controls.

(f) **Associates of Vladimir Nikolaenko**

For the purposes of the Corporations Act, the following persons are deemed to be associates of Vladimir Nikolaenko:

(i) Plato Mining Pty Ltd

(ii) Mercury Investments Pty Ltd;

(iii) Pharoah Nominees Pty Ltd;

(iv) Mallee Minerals Pty Ltd;

(v) Vargas Holdings Pty Ltd <Tuscan Super Fund A/c>;

(vi) Corporate Admin Services Pty Ltd;

(vii) Kaliara Nominees Pty Ltd; and

(viii) Mutual Holdings Pty Ltd;

(together, the **VN Associates**).

The nature of each of the VN Associates' relevant interest is summarised below:

NAME OF PARTY TO WHOM "ASSOCIATE" REFERENCE RELATES	NAME OF VN ASSOCIATE	REASON FOR ASSOCIATION
Vladimir Nikolaenko	Plato Mining Pty Ltd	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Mercury Investments Pty Ltd	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Pharoah Nominees Pty Ltd	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Mallee Minerals Pty Ltd	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Vargas Holdings Pty Ltd <Tuscan Super Fund A/c>	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Corporate Admin Services Pty Ltd	Vladimir Nikolaenko controls this entity.

NAME OF PARTY TO WHOM "ASSOCIATE" REFERENCE RELATES	NAME OF VN ASSOCIATE	REASON FOR ASSOCIATION
Vladimir Nikolaenko	Kaliara Nominees Pty Ltd	Vladimir Nikolaenko controls this entity.
Vladimir Nikolaenko	Mutual Holdings Pty Ltd	Vladimir Nikolaenko controls this entity.

7.4 Reason Section 611 Approval is Required

Item 7 of section 611 of the Corporations Act provides an exception to the Prohibition, whereby a person may acquire a relevant interest in a company's voting shares with shareholder approval.

Following the issue of the Conversion Securities, Vladimir Nikolaenko will have a relevant interest in 624,508,175 Shares in the Company, representing voting power in the Company of 26.67%. (factoring in the voting interests attaching to all Partly Paid Shares on issue as at the date of this Notice (including the Partly Paid Shares to be issued to Mutual (and/or its nominees)).

Further, if the 350,000,000 Partly Paid Shares are fully paid up, and therefore convert to Shares, Vladimir Nikolaenko's voting power in the Company will increase to 36.10%.

The above calculations assume that no other Shares are issued (including as a result of the exercise of Options or conversion of other convertible securities).

Accordingly, Resolution 5 seeks Shareholder approval for the purposes of section 611 (item 7) of the Corporations Act and for all other purposes to enable the Company to issue the Conversion Securities to Mutual (and/or its nominees), including to enable the 350,000,000 Partly Paid Shares to convert to Shares where the Partly Paid Shares are fully paid up by Mutual (and/or its nominees).

In addition, the VN Associates identified in section 7.3(f) above will have a relevant interest in any Securities held by Mutual.

Shareholder approval is required to enable these parties to acquire a relevant interest in the Conversion Securities issued to Mutual (and/or its nominees) as their voting power in the Company could also increase above 20%.

7.5 Specific Information required by section 611 Item 7 of the Corporations Act and ASIC Regulatory Guide 74

The following information is required to be provided to Shareholders under the Corporations Act and ASIC Regulatory Guide 74 in respect of obtaining approval for item 7 of section 611 of the Corporations Act. Shareholders are also referred to the Independent Expert's Report prepared by Leadenhall annexed to this Explanatory Statement.

7.6 Identity of the Acquirer and its Associates

It is proposed that Mutual (and/or its nominees), an entity controlled by Vladimir Nikolaenko, will be issued the Conversion Securities as set out in Section 6.4 of this Explanatory Statement.

The identity of the VN Associates and the nature of their relevant interest in the Company is summarised in section 7.3(f) above.

(a) **Relevant Interest and Voting Power**

Relevant Interest

The relevant interests of Vladimir Nikolaenko and each VN Associate in voting shares in the capital of the Company (both current, and following the issue of the Conversion Securities to Mutual (and/or its nominees) contemplated by this Notice) are set out in the table below:

PARTY	RELEVANT INTEREST AS AT THE DATE OF THIS NOTICE OF MEETING	RELEVANT INTEREST AFTER THE ISSUE OF THE CONVERSION SECURITIES	RELEVANT INTEREST AFTER PARTLY PAID SHARES ARE FULLY PAID UP AND CONVERT TO SHARES
Plato Mining Pty Ltd	151,990,589	151,990,589	151,990,589
Mercury Investments Pty Ltd	26,007,429	26,007,429	26,007,429
Pharoah Nominees Pty Ltd	561,094	561,094	561,094
Mallee Minerals Pty Ltd	-	-	-
Corporate Admin Services Pty Ltd	11,601,563	11,601,563	11,601,563
Vargas Holdings Pty Ltd	-	-	-
Kaliara Nominees Pty Ltd	1,222,500	1,222,500	1,222,500
Mutual Holdings Pty Ltd	78,750,000	433,125,000	778,750,000

Voting Power

The voting power of Vladimir Nikolaenko and each VN Associate (both current, and following the issue of the Conversion Securities to Mutual (and/or its nominees) as contemplated by this Notice) is set out in the table below:

PARTY	VOTING POWER AS AT THE DATE OF THIS NOTICE OF MEETING	VOTING POWER AFTER THE ISSUE OF THE CONVERSION SECURITIES	VOTING POWER AFTER PARTLY PAID SHARES ARE FULLY PAID UP AND CONVERT TO SHARES
Plato Mining Pty Ltd	7.65%	6.49%	5.66%
Mercury Investments Pty Ltd	1.31%	1.11%	0.97%
Pharoah Nominees Pty Ltd	0.03%	0.03%	0.02%
Mallee Minerals Pty Ltd	-	-	-
Corporate Admin Services Pty Ltd	0.58%	0.49%	0.43%
Vargas Holdings Pty Ltd	-	-	-
Kaliara Nominees Pty Ltd	0.06%	0.05%	0.04%
Mutual Holdings Pty Ltd	3.96%	18.49%	28.98%

Notes:

1. Assuming that no other Shares are issued, no Options are exercised, and no other convertible securities are converted.

Further details on the voting power of Vladimir Nikolaenko and the VN Associates are set out in the Independent Expert's Report prepared by Leadenhall.

Summary of increases

From the above chart it can be seen that the maximum relevant interest that Vladimir Nikolaenko will hold after completion of the issue of the Conversion Securities (on the basis that all of the Partly Paid Shares are fully paid up and convert to Shares) is 970,133,175 Shares, and the maximum voting power that Vladimir Nikolaenko will hold is 36.10%. This represents a maximum increase in voting power of 22.51% (being the difference between 13.59% and 36.10%).

(b) **Assumptions**

Note that the following assumptions have been made in calculating the above:

(i) the Company has 1,986,307,813 Shares on issue as at the date of this Notice of Meeting;

(ii) the Company does not issue any additional Shares, other than as a result of the Partly Paid Shares being fully paid up and converted to Shares;

(iii) no Options are exercised and no other convertible securities are converted;

(iv) no partly paid shares on issue are fully paid up and converted to Shares, other than the Partly Paid Shares; and

(v) none of Vladimir Nikolaenko or any of the VN Associates acquire any additional Shares, other than as a result of the Partly Paid Shares being fully paid up and converted to Shares.

(b) **Reasons for the proposed issue of securities**

As set out in Sections 6.3 and 6.4 of this Explanatory Statement, the reason for the issue of the Conversion Securities is to partially satisfy the balance of the Triggered Royalty Payments payable under the Tenement Sale Agreement (effectively as a debt for equity swap).

(c) **Date of proposed issue of securities**

The Conversion Securities, the subject of Resolution 5, will be issued on a date after the Meeting to be determined by the Company and Mutual.

(d) **Material terms of proposed issue of securities**

As set out in Section 6.4 of this Explanatory Statement, the Company proposes to issue the Conversion Securities comprising:

(i) 350,000,000 Shares at a deemed issue price of $0.008 each; and

(ii) 350,000,000 Partly Paid Shares (paid to $0.0001 each and with a balance payable of $0.0079 each) at a deemed issue price of $0.0001 each.

The Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

The terms and conditions of the Partly Paid Shares to be issued are set out in Schedule 1.

(e) **Vladimir Nikolaenko's intentions**

Other than as disclosed elsewhere in this Explanatory Statement, the Company understands that Vladimir Nikolaenko (or any of the VN Associates):

(i) has no present intention of making any significant changes to the business of the Company;

(ii) has no present intention to inject further capital into the Company;

(iii) has no present intention of making changes regarding the future employment of the present employees of the Company;

(iv) does not intend to redeploy any fixed assets of the Company;

(v) does not intend to transfer any property between the Company and Vladimir Nikolaenko and/or any of the VN Associates; and

(vi) has no intention to change the Company's existing policies in relation to financial matters or dividends.

These intentions are based on information concerning the Company, its business and the business environment which is known to Vladimir Nikolaenko and the VN Associates at the date of this Notice.

These present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time.

(f) **Interests and Recommendations of Directors**

None of the current Board members have a material personal interest in the outcome of Resolution 5, other than Vladimir Nikolaenko.

The Directors (other than Vladimir Nikolaenko, who has a material personal interest in Resolution 5) are of the opinion that the issue of the Conversion Securities to Mutual (and/or its nominees) to partially satisfy the balance of the Triggered Royalty Payments is in the best interests of Shareholders and, accordingly, the Directors (other than Vladimir Nikolaenko, who abstains from making any recommendation given he has a material personal interest in Resolution 5) recommend that Shareholders vote in favour of Resolution 5. The Directors' recommendations are based on the reasons outlined in Section 7.7 below.

The Directors are not aware of any other information other than as set out in this Notice of Meeting that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

(g) **Capital Structure**

Below is a table showing the Company's current capital structure and the impact of the issue of the Conversion Securities (including where all of the Partly Paid Shares are fully paid up and convert to Shares) on its capital structure:

	SHARES	OPTIONS	PARTLY PAID SHARES
Securities on issue at the date of this Notice	1,986,307,813	381,072,907	258,785,323
Conversion Securities to be issued	350,000,000	-	350,000,000
Total on completion of issue of Conversion Securities	2,336,307,813	381,072,907	608,785,323
Total on issue if all Partly Paid Shares are fully paid up and convert to Shares	2,686,307,813	381,072,907	258,785,323

The above table assumes that:

(i) the Company has 1,986,307,813 Shares on issue as at the date of this Notice of Meeting;

(ii) the Company does not issue any additional Shares, other than as a result of the Partly Paid Shares being fully paid up and converted to Shares;

(iii) no Options expire or are exercised and no other convertible securities expire or are converted; and

(iv) no Partly Paid Shares on issue are fully paid up and converted to Shares, other than the Partly Paid Shares.

7.7 Advantages of the issue of the Conversion Securities

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 5:

(a) the issue of the Conversion Securities to Mutual (and/or its nominees) allows the Company to partially satisfy the balance of the Triggered Royalty Payments in the amount of $2,835,000, which would otherwise be payable in cash, with any calls for payment of the Partly Paid Shares valued at $2,765,000, being offset against the remaining balance of the Triggered Royalty Payments at the at the relevant call date.

(b) Accordingly, the issue of the Conversion Securities allows the Company to reduce debt while preserving its cash reserves. It should be noted that, and specifically referring to the Company's current cash position, the Company would need to undertake a substantial capital raising if it were to satisfy the balance of the Triggered Royalty Payments in cash;

(c) the issue of the Conversion Securities to Mutual (and/or its nominees) will improve the Company's balance sheet given the reduction in debt, while preserving its cash reserves;

(d) partial settlement of the balance of the Triggered Royalty Payments by the issue of the Conversion Securities as opposed to cash, allows the Company to apply a significantly greater portion of its cash reserves on its activities and operations (including exploration and development activities) to advance its business, which would otherwise need to be utilised to partially satisfy the balance of the Triggered Royalty Payments and therefore, depleting the Company's available cash reserves;

(e) although the proposal to partially satisfy the balance of the Triggered Royalty Payments by the issue of the Conversion Securities has the effect of preserving the Company's cash reserves which can otherwise be utilised to advance the Company's business, it is considered that this proposal will also further align Mutual's interests with those of the non-associated Shareholders; and

(f) Leadenhall has concluded that the issue of the Conversion Securities is **not fair but reasonable** to the non-associated Shareholders. A copy of the Independent Expert's Report prepared by Leadenhall is set out in Annexure A.

7.8 Disadvantages of the issue of the Conversion Securities

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 5:

(a) the issue of the Conversion Securities to Mutual (and/or its nominees) will significantly dilute the shareholding interests of the non-associated Shareholders. Specifically, the issue of the Conversion Securities to Mutual (and/or its nominees) will result in the voting power of Vladimir Nikolaenko increasing from 13.59% to above 20%, and potentially up to 36.10% (on the basis of the assumptions set out in Section 7.5(b)(iv) above). In turn, the voting power of the non-associated Shareholders will decrease proportionately;

(b) having a substantial shareholder such as Vladimir Nikolaenko (and his associates) has advantages, but it may also limit opportunities for other parties to bid for all or part of the Company's Shares in the future; and

(c) there is no guarantee that the market price of the Company's Shares will not fall in value as a result of the issue of the Conversion Securities to Mutual (and/or its nominees).

7.9 Independent Expert's Report

The Independent Expert's Report prepared by Leadenhall (a copy of which is attached as Annexure A to this Explanatory Statement) assesses whether the transaction contemplated by Resolution 5 is fair and reasonable to the non-associated Shareholders of the Company.

The Independent Expert's Report concludes that the transaction contemplated by Resolution 5 is **not fair but reasonable** to the non-associated Shareholders of the Company.

The Independent Expert notes that the key advantages of the proposal raised in Resolution 5 to the Company and existing Shareholders are as follows:

(a) there are limited available alternatives to settle the balance of the Triggered Royalty Payments other than through the issue of the Conversion Securities to Mutual (and/or its nominees);

(b) the issue of the Conversion Securities will allow the Company to conserve cash on hand to further the development of the Victory Bore Projects and the Company's other exploration projects;

(c) the issue of the Conversion Securities would partially decrease the balance of the Triggered Royalty Payments upon which interest would be accrued; and

(d) ensuring the relationship between the the Company and Mutual remains positive, which may increase the likelihood that Mutual will continue to support the Company.

The key disadvantages noted by the Independent Expert are as follows:

(a) the issue of the Conversion Securities will increase the control of Vladimir Nikolaenko (and his associates) over the Company's Shares and therefore, potentially his influence on decision making going forward. In particular, the holding of Vladimir Nikolaenko (and his associates), being 36.10%, would enable Mr Nikolaenko to defeat a special resolution; and

(b) the deemed conversion price of $0.008 for the Conversion Securities is significantly lower than the assessed value of the Company's Shares.

Shareholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

7.10 Control

Following completion of the issue of the Conversion Securities, Vladimir Nikolaenko's voting power in the Company could be as high as 36.10%. Vladimir Nikolaenko is the Company's Executive Chairman.

Vladimir Nikolaenko's significant interest in the capital of the Company could mean that he will be in a position to potentially influence the election of Directors and the financial decisions of the Company, and his interests may not align with those of all other Shareholders.

The Company advises Shareholders that if Vladimir Nikolaenko holds a relevant interest in more than 25% of the Shares on issue, Mr Nikolaenko will have the potential to prevent a special resolution from being passed by the Company (being, a resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution). Special resolutions are required in relation to approving certain matters, including potentially seeking the delisting of the Company, amending the Constitution of the Company, approving the voluntary winding up of the Company and, if at any time the share capital of the Company is divided into different classes of shares, approving the variation of the rights attached to any such class.

7.11 ASX Listing Rule 10.11

Although Mutual is considered a related party of the Company (given it is an associated entity of Mr Nikolaenko), Shareholder approval under ASX Listing Rule 10.11 is not required for the issue of the Conversion Securities to Mutual (and/or its nominees) as Shareholder approval is being obtained for the purposes of item 7 of section 611 of the Corporations Act, which is an exception to ASX Listing Rule 10.11 as provided for under ASX Listing Rule 10.12 (Exception 6).

In addition, given that Shareholder approval is being obtained for the purposes of item 7 of section 611 of the Corporations Act, the issue of the Conversion Securities to Mutual

(and/or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7.12 Pro forma balance sheet

A pro forma balance sheet of the Company post the completion of the issue of the Conversion Securities to Mutual (and/or its nominees) is set out in Schedule 2.

8. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD

8.1 General

On 26 October 2018, the Company announced it had entered into an At-the-Market Subscription Agreement (**ATM**) with Acuity Capital Investment Management Pty Ltd (**Acuity Capital**). The ATM provides the Company with up to $2,000,000 of standby equity capital ending 31 January 2026, which provides the company with an additional capital raising tool and increases its flexibility in managing its capital requirements through the cycle, including for project development and general working capital.

Under the terms of the ATM, the Company has sole discretion on whether to utilise the ATM, the maximum number of Shares to be issued, the minimum issue price of Shares and the timing of each subscription (if any). There is no obligation for the Company to utilise the ATM and the Company may terminate the agreement at any time, without cost or penalty. Acuity Capital and the ATM do not place any restrictions at any time on the Company raising capital through other methods.

On 26 October 2018, the Company issued 20,000,000 Shares at nil issue price to Acuity Capital as collateral pursuant to the ATM.

The Company now seeks to issue an additional 80,000,000 Shares at nil cash consideration as security under the ATM for provision of the ATM facility (subject to shareholder approval). If approved by shareholders, this will increase the number of Shares issued as security under the ATM to a total of 100,000,000 Collateral Shares. The Company may, however, at any time terminate the ATM and buy back (and cancel) the Shares for no cash consideration (subject to shareholder approval).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 80,000,000 Shares to Acuity Capital (or its nominees) as collateral under the ATM.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

8.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Acuity Capital (or its nominees).
Number of Securities and class to be issued	80,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares will be issued at a nil issue price as collateral under the ATM.
Summary of material terms of agreement to issue	The Shares will be issued under the ATM, a summary of the material terms of which is set out in Section 8.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The issue will not breach Listing Rule 7.1.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

2019 Notice means the Company's notice of general meeting dated 25 January 2019.

Acuity Capital means Acuity Capital Investment Management Pty Ltd.

Agreement means the binding agreement between the Company, HGM, Mutual and Acacia Mining Pty Ltd (as varied on 17 September 2018) as set out in Section 6.1.

Acquisition has the meaning given to it at Section 6.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ATM means the at-the market subscription agreement with Acuity Capital announced to ASX on 26 October 2018.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Surefire Resources NL (ACN 083 274 024).

Consideration Shares has the meaning given to it at Section **Error! Reference source not found.**.

Conversion Securities has the meaning given to it in Section 6.4.

Constitution means the Company's constitution.

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

Deed of Amendment means the deed of amendment entered into between the Company and Mutual dated 15 March 2024 and subsequently amended on 16 August 2024 as set out in Section 6.4.

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

HGM means High Grade Metals Limited.

Independent Expert's Report means the Independent Expert's Report prepared by Leadenhall which is attached to this Notice as Annexure A.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Leadenhall means Leadenhall Corporate Advisory Pty Ltd.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Mutual means Mutual Holdings Pty Ltd.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Partly Paid Share means a partly paid share in the capital of the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Royalty has the meaning given to it in Section **Error! Reference source not found.**.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Partly Paid Share (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Tenement Sale Agreement means the pre-existing agreement in respect of the Victory Bore Tenement which was initially entered into between Mutual and HGM (formerly, Quest Minerals Limited) in October 2009 as set out in Section **Error! Reference source not found.**.

Triggered Royalty Payments has the meaning given to it in Section 6.3.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VN Associates has the meaning given to it in Section 7.3(f).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF PARTLY PAID SHARES

The Partly Paid Shares will rank equally with fully paid ordinary shares in the Company (**Shares**) on issue subject to the following:

Amounts paid & unpaid:	Each Partly Paid Share: • is issued at $0.0001; and • has an unpaid amount of a further $0.0079.
No liability:	Holders have no obligation to meet a call (**Call**) made by the Company for the payment of any of the unpaid amount. However, non-payment of a properly made Call will result in the forfeiture of the relevant Partly Paid Shares.
Earliest Call and restrictions on the quantum of Calls:	• Subject to the Corporations Act and the Constitution, the Company shall not make a Call on the Partly Paid Shares for a period of 24 months from the date of issue of the Partly Paid Shares (**Initial Two-Year Period**), or such later date or dates as determined by the Board from time to time in its absolute discretion. • Subject to the Corporations Act and the Constitution, following the Initial Two-Year Period, Calls made by the Company will be subject to a maximum of $0.0033 per Partly Paid Share (being one-third of the initial unpaid amount of $0.0099) for each year thereafter.
Capital re-organisation:	If there is a re-organisation of the issued capital of the Company (including, but not limited to, a consolidation, subdivision, cancellation, reduction or return of capital): • the number of Partly Paid Shares must be reorganised in accordance with the Existing Rules (defined below); and • the re-organisation must not involve a cancellation or reduction of the total amount payable and unpaid by holders of Partly Paid Shares.
Rights:	Irrespective of whether the Company has made a Call for the payment of all or any of the unpaid amount, each Partly Paid Share: • carries the right to participate in new issues (except bonus issues) of securities made to holders of Shares on the same basis as holders of Shares; • carries the right to participate in bonus issues of securities in the proportion which the amount paid (or, if applicable, aggregate of amounts paid) (not credited) bears to the total of the amounts paid and payable and each holder of a Partly Paid Share will be notified by the Company of any proposed bonus issue of securities at least 7 days prior to the record date for any such bonus issue; • entitles the holder to (i) exercise voting rights attaching to a Partly Paid Share in accordance with the Constitution (Under the Constitution the holder, on a poll, in respect of Partly Paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Partly Paid Shares (excluding amounts credited)); and (ii) to participate in dividends and distributions in the proportion which the amount paid (or, if applicable, aggregate of amounts paid) (not credited) bears to the total of the amounts paid and payable; • is freely transferable; and

	• upon being paid up in full shall rank equally in all respects with Shares then on issue and the Company shall promptly apply for the fully paid Share to be listed on the ASX (and each or any other exchange on which Shares of the Company are traded).
Payment before a Call:	A holder may pay up the whole of the amount remaining unpaid at any time PROVIDED THAT they may only do so in parcels: • of not less than 1,000,000 Partly Paid Shares; or • of less than 1,000,000 Partly Paid Shares if the parcel has been held by the holder since its issue and it represents the holder's entire holding of Partly Paid Shares, otherwise no amount unpaid may be paid in advance of a Call without the leave of the Board (which leave may be granted with or without reason and either with or without conditions) - the Board shall have no obligation to consider any application for leave. The Company shall not be obliged to process payments without a Call being made more than once every three months.
Conversion of Partly Paid Shares	Subject to the foregoing, if a holder tenders all or part of the amount remaining unpaid on a Partly Paid Share other than in satisfaction of a Call: • the rights attaching to the Partly Paid Share will not change (including the amounts paid and unpaid); and • the amount tendered will, at the election of the Company, either be returned or retained as a non-interest-bearing loan repayable only upon and to the extent of a Call being made then the repayment shall be made by the Company to itself in satisfaction of the Call to that extent. The Directors of the Company must, within five Business Days after the receipt of an amount paid in satisfaction of a Call, accept payment, credit the amount paid up and issue the appropriate holding statement for the fully paid Shares in respect of any Partly Paid Shares which have been fully paid up.
Listing of Partly Paid Shares:	The Company shall not apply to list the Partly Paid Shares.
Compliance with Listing Rules:	For so long as the Company is admitted to the official list of ASX, the following paramount provisions will apply: • notwithstanding anything contained in these terms of issue, if the ASX Listing Rules (in the form and context in which they exist as at the date the first Partly Paid Share is issued) (**Existing Rules**) prohibit an act from being done, the act shall not be done; • nothing contained in these terms of issue prevent an act being done that the Existing Rules require to be done; • if the Existing Rules require an act to be done or not be done, authority is given for that act to be done or not be done as the case may be; • if the Existing Rules require these terms of issue to contain a provision and it does not contain such a provision, these terms of issue are deemed to contain such a provision; • if the Existing Rules require these terms of issue not to contain a provision and it contains such a provision, these terms of issue are deemed not to contain that provision; and • if any provision of these terms of issue is inconsistent with the Existing Rules, these terms of issue are deemed not to contain that provision to the extent of the inconsistency.
Interpretation:	The Partly Paid Shares are subject to the terms of the Constitution but if there is any inconsistency between the Constitution and these terms of issue, then to the maximum extent permitted by law, these terms of issue will prevail.

SCHEDULE 2 – PRO FORMA BALANCE SHEET OF COMPANY

	Historical as at 30 June 2024 Consolidated Audited ($)	Pro-Forma as at 30 June 2024 After Issue of Fully Paid Shares pursuant to Resolution 5 Consolidated Unaudited ($)	Pro-Forma as at 30 June 2024 After Conversion of Partly Paid Shares into Fully Paid Shares Resolution 5 Consolidated Unaudited ($)
Current Assets			
Cash and cash equivalents	1,485,320	1,485,320	1,485,320
Other receivables	162,153	162,153	162,153
Total Current Assets	**1,647,473**	**1,647,473**	**1,647,473**
Non-Current Assets			
Plant, office equipment and motor vehicles	20,592	20,592	20,592
Exploration and evaluation assets	12,697,000	12,697,000	12,697,000
Right of use asset	115,168	115,168	115,168
Total Non-Current Assets	**12,832,760**	**12,832,760**	**12,832,760**
TOTAL ASSETS	**14,480,233**	**14,480,233**	**14,480,233**
Current Liabilities			
Trade and other payables	928,473	928,473	928,473
Lease liability	72,045	72,045	72,045
Liability for acquisition of JORC defined resource	11,284,987	8,449,987	5,684,987
Total Current Liabilities	**12,285,505**	**9,450,505**	**6,685,505**
Non-Current Liabilities			
Lease liability	43,716	43,716	43,716
Total Non-Current Liabilities	**43,716**	**43,716**	**43,716**
TOTAL LIABILITIES	**12,329,221**	**9,494,221**	**6,729,221**
NET ASSETS	**2,151,012**	**4,986,012**	**7,751,012**
Equity			
Contributed equity	43,091,742	45,926,742	48,691,742
Reserves	209,000	209,000	209,000
Accumulated losses	(41,149,730)	(41,149,730)	(41,149,730)
TOTAL EQUITY	**2,151,012**	**4,986,012**	**7,751,012**

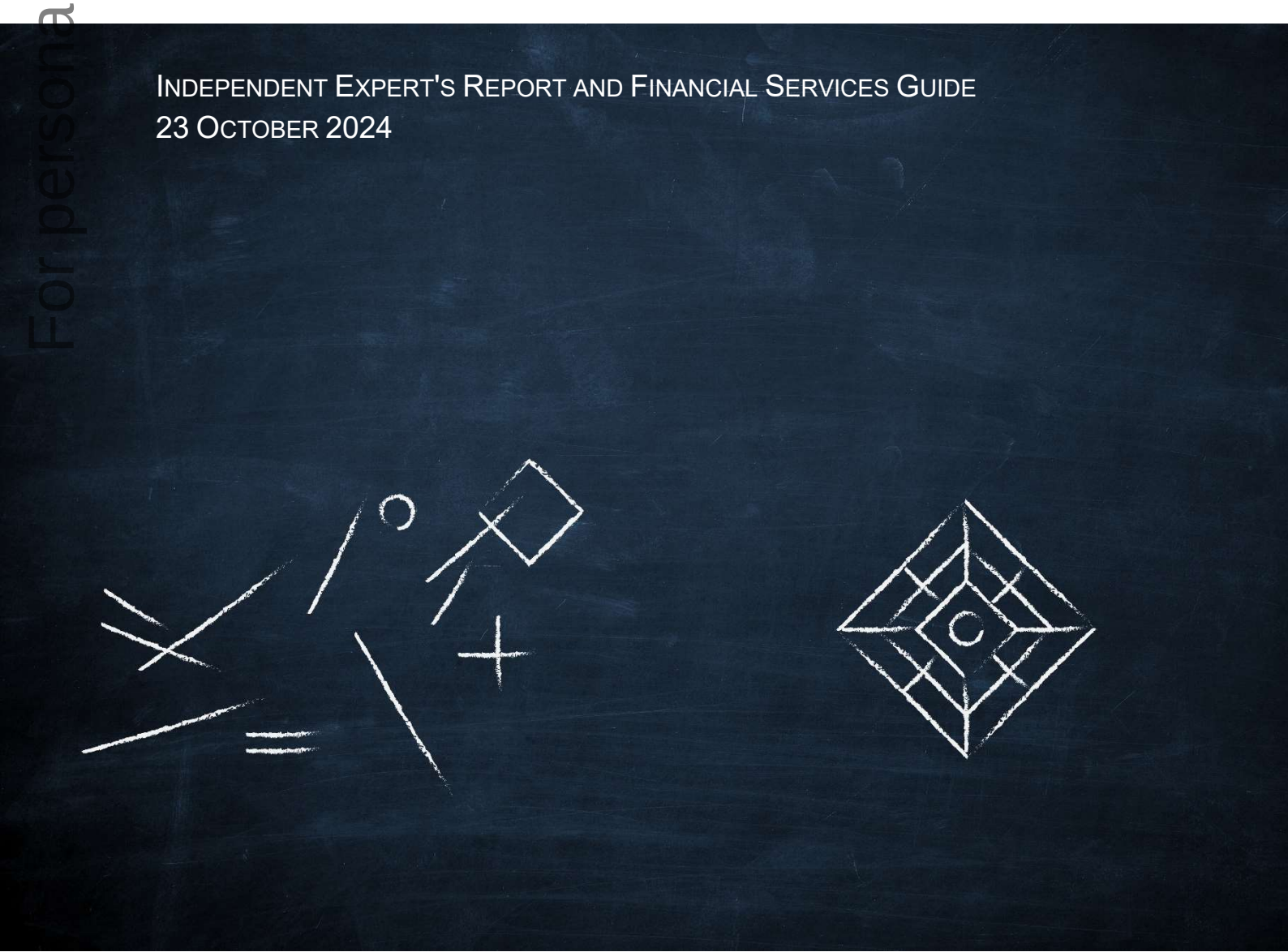
ANNEXURE A – INDEPENDENT EXPERT'S REPORT

Now you know
LEADENHALL

SUREFIRE RESOURCES NL

ISSUE OF SHARES TO A RELATED PARTY

INDEPENDENT EXPERT'S REPORT AND FINANCIAL SERVICES GUIDE
23 OCTOBER 2024



23 October 2024

The Independent Directors
Surefire Resources NL
45 Ventnor Avenue
West Perth WA 6005

Dear Directors,

Independent Expert's Report for Surefire Resources NL

1. Introduction

Surefire Resources NL ("**Surefire**") is an ASX listed mining exploration company. Surefire's primary exploration target is the Victory Bore Vanadium Project located in the mid-west region of Western Australia, approximately 450km east of Geraldton.

On 1 February 2023, Surefire reported increases to the mineral resource at Victory Bore. A further resource upgrade, together with a maiden reserve estimate, was announced alongside the results of a pre-feasibility study on 5 December 2023. The release of each of these announcements triggered certain payment obligations to Mutual Holdings Pty Ltd ("**Mutual Holdings**") pursuant to the terms of an agreement entered into at the time Surefire acquired Victory Bore in April 2019 ("**HGM Agreement**"). In total, Surefire currently owes $11,284.987 to Mutual Holdings ("**Mutual Holdings Debt**"). In March 2024, Surefire entered into an agreement to defer the Payment of the Mutual Holdings debt, which was subsequently amended in August 2024.

Under the HGM Agreement, Mutual Holdings has agreed to receive 350,000,000 fully paid ordinary shares (at a price of $0.008) and 350,000,000 partly paid ordinary shares (at a price of $0.0001, paid to $35,000 with calls for payment of the remaining $2.765 million to be offset against any monies owed to Mutual Holdings by Surefire at the call date) as partial payment of the Mutual Holdings Debt ("**Proposed Transaction**"). Further details of the Proposed Transaction are set out in Section 1 of our detailed report.

2. Purpose of the report

If the Proposed Transaction is approved, Mutual Holdings, and its associated parties (Vladimir Nikolaenko and Plato Mining), could acquire an interest of 36.1% in Surefire (if all partly paid shares are paid in full). An acquisition of securities that enables a shareholder to increase its relevant interests in a public company from below 20% to above 20% is prohibited, except in certain circumstances. One of the exceptions is if the acquisition is approved at a general meeting of the target company.

Mr Vladimir Nikolaenko is a director of Surefire and is also a director and controlling shareholder of Mutual Holdings. Thus, the issue of shares to Mutual Holdings under the Proposed Transaction is considered to be a financial benefit given to a related party. Chapter 2E of the Corporations Act 2001 Cth ("**Chapter 2E**") requires a public company to obtain shareholders' approval before giving financial benefits to related parties.

The approval of the Proposed Transaction is therefore being sought at a general meeting of Surefire's shareholders not associated with Mutual Holdings or Mr Nikolaenko ("**Non-Associated Shareholders**"). In order to assist Non-Associated Shareholders evaluate the Proposed Transaction, the directors of Surefire have engaged Leadenhall Corporate Advisory Pty Ltd ("**Leadenhall**") to prepare an independent expert's report assessing whether the Proposed Transaction is fair and reasonable to Non-Associated Shareholders. This report is to be included in the notice of meeting regarding the Proposed Transaction.

Further information regarding our scope and purpose is set out in Section 2 of our detailed report.

3. Basis of evaluation

In order to assess whether the Proposed Transaction is fair and reasonable we have:

- Assessed the Proposed Transaction as fair if the value of a share in Surefire before the Proposed Transaction (on a control basis) is greater than or equal to the value of a Surefire share after the Proposed Transaction (on a minority basis).
- Assessed it as reasonable if it is fair, or despite not being fair, the advantages to Non-Associated Shareholders outweigh the disadvantages.

Further details of the basis of evaluation are provided in Section 2 of this report.

4. The Proposed Transaction is not fair

Assessed value of a Surefire share before the Proposed Transaction

We have applied a net assets valuation methodology on a going concern basis to determine the value of a Surefire share both before (on a control basis) and after (on a minority basis) the Proposed Transaction. To assist in determining our assessed value, we engaged Agricola Mining Consultants Pty Ltd ("**Agricola**") as a technical expert to determine the value of Surefire's mining projects.

Our assessed value of a Surefire share before the Proposed Transaction, on a control basis, is summarised in the table below.

Table 1: Assessed value of a Surefire share before the Proposed Transaction (control basis)

$'000	Low	High
Victory Bore project	70,600	101,400
Unaly Hill project	8,600	13,800
Perenjori Magnetite project	14,500	23,200
Other exploration projects	1,000	1,200
Cash	1,073	1,073
Receivables and prepayments	128	128
PP&E	18	18
Trade and other payables	(915)	(915)
Loans	(11,285)	(11,285)
Assumed cash received for partly paid shares	5,510	5,510
Total net assets	**89,230**	**134,130**
Value attributable to options	(13,840)	(13,840)
Value attributable to ordinary shareholders	**75,390**	**120,290**
Ordinary shares outstanding ('000)	2,245,093	2,245,093
Assessed value per share ($) (control basis)	**0.034**	**0.054**

Source: Technical experts report, Surefire and Leadenhall analysis

Assessed value of a Surefire share after the Proposed Transaction

Our assessed value of a Surefire share after the Proposed Transaction on a minority basis is summarised in the table below.

Table 2: Assessed value of a Surefire share after the Proposed Transaction (minority basis)

$'000	Adjustment	Low	High
Victory Bore project	-	70,600	101,400
Unaly Hill project	-	8,600	13,800
Perenjori Magnetite project	-	14,500	23,200
Other exploration projects	-	1,000	1,200
Cash	-	1,073	1,073
Receivables and prepayments	-	128	128
PP&E	-	18	18
Trade and other payables	-	(915)	(915)
Loans	5,600	(5,685)	(5,685)
Assumed cash received for partly paid shares	-	5,510	5,510
Total net assets	**5,600**	**94,830**	**139,730**
Value attributable to options		(7,754)	(7,754)
Value attributable to ordinary shareholders		**87,076**	**131,976**
Ordinary shares outstanding ('000)	700,000	2,945,093	2,945,093
Assessed value per share ($) (control basis)		**0.030**	**0.045**
Discount for lack of control		30%	25%
Assessed value per share ($) (minority basis)		**0.021**	**0.034**

Source: Technical experts report, Surefire and Leadenhall analysis

Conclusion on fairness

Our comparison of the value of a Surefire share before the Proposed Transaction (on a control basis) with the assessed value of a Surefire share after the Proposed Transaction (on a minority basis) is set out in the table below:

Table 3: Valuation summary

$'000	Low	High
Value of a Surefire share before the Proposed Transaction	0.034	0.054
Value of a Surefire share after the Proposed Transaction	0.021	0.034

Source: Leadenhall analysis

Since the value of a Surefire after the Proposed Transaction is less than the value of a Surefire share before the Proposed Transaction, the Proposed Transaction is not fair.

5. The proposed Transaction is reasonable

We have defined the Proposed Transaction as reasonable if it is fair, or if despite not being fair, there are sufficient reasons for Surefire's shareholders to vote for the proposal. We have therefore considered the following advantages and disadvantages of the Proposed Transaction to Non-Associated Shareholders.

Deed of Amendment between Surefire and Mutual Holdings

The ability of Surefire to continue to defer the Mutual Holdings Debt is a key issue when considering the reasonableness of the Proposed Transaction. We have therefore set out the main issues to be considered in relation to the deferral of the Mutual Holdings debt.

As advised to the market in an announcement dated 18 March 2024, Surefire entered into an agreement with Mutual Holdings to defer the repayment of the Mutual Holdings debt on 15 March 2024 ("**Deed of Amendment**"). The agreement was revised on 16 August 2024. The revised deed of amendment includes the following clauses in relation to repayment:

- *"The balance owing in respect of the Triggered Payments is to be paid as and when funds will allow and for a period of twelve months from the date of the Deed of Amendment executed 15 March 2024, any payment will be limited to a maximum of twenty percent (20%) of cash funds received by Surefire or its' wholly owned subsidiaries from an corporate action or event which will result in the Group receiving cash funds of any description; however during that twelve-month period, MH and the Surefire Board may by mutual agreement pay a larger amount."*
- *"MH agrees that it will not make any demand for payment of the Triggered Payments and any accrued interest, which would have the effect of placing Surefire into a financial position of not being able to pay its debts as and when they fell due, for a period of at least twelve months from the date of signing this deed."*

The reference to Triggered Payments means the Mutual Holdings Debt. The first part of the first clause above does not include a time limit. The reference to 12 months appears not to apply to the requirement for payment of Triggered Payments to be paid only '*as and when funds allow*'. Despite this, the Surefire board has advised us that it has formed the view that the entire agreement expires twelve months from the signing date and at this time the terms of any continued deferment of the Mutual Holdings Debt would need to be renegotiated. In this circumstance, Mutual Holdings would be in a very strong negotiating position, thus it is likely that future payment deferral would be on less favourable terms than the Proposed Transaction.

Advantages

- **Limited available alternatives to settle the Mutual Holdings Debt:** Surefire does not have sufficient cash available to repay the Mutual Holdings Debt. The alternatives to the Proposed Transaction include:
  - Securing alternative debt finance. This would be difficult given Surefire is currently loss making and it is expected to be some time before cash will be generated meaning it would be difficult to make interest and principal repayments
  - Raising equity capital. Given the current share price, it is likely that any equity raise would be at a lower price (share price since the beginning of August 2024 has been below $0.007) than shares are being offered to Mutual Holdings and would have a much higher cost than the Proposed Transaction (i.e. the last capital raise involved a fee of 6% of the capital raised plus additional Surefire options).
- **Cash conservation:** the Proposed Transaction allows Surefire to conserve cash on hand to further the development of Victory Bore and the other exploration projects. It also allows for any future equity funds raised to be utilised for exploration projects rather than for debt repayment.
- **Reduction in interest expense:** approval of the Proposed Transaction would decrease the balance of the Mutual Holdings debt upon which interest would be accrued.
- **Retaining a good relationship with Mutual Holdings:** approving the Proposed Transaction, which was initiated by Mutual Holdings, will ensure the relationship between the two entities remains positive, which may increase the likelihood that Mutual Holdings will continue to support Surefire.

Disadvantages

- **Influence of Mr Vladimir Nikolaenko:** the Proposed Transaction will increase the ownership percentage of companies controlled by Mr Nikolaenko and therefore, potentially his influence on decision making going forward. In particular, the combined holding of Mr Nikolaenko and his controlled entities would enable Mr Nikolaenko to defeat a special resolution.
- **Price of Proposed Transaction at a considerable discount to the assessed value:** the proposed conversion price of $0.008 is significantly lower than the assessed value. The differential in value is likely more that the interest that would be saved by approving the Proposed Transaction.

Conclusion on reasonableness

If Surefire's right to only pay the Mutual Holdings debt *'as and when funds will allow'* is for an indefinite period, the Proposed Transaction is clearly less favourable to Non-Associated Shareholders than continuing to defer payment as deferral would avoid dilution and provide greater upside to shareholders if Surefire is able to successfully develop its Victory Bore project. In contrast, the Proposed Transaction is more favourable to Non-Associated Shareholders than the alternative of being forced to renegotiate with Mutual Holdings on or before 15 March 2025.

Given the current board is of the view that the agreement with Mutual Holdings would need to be renegotiated on or before 15 March 2025, there are significant challenges to a Non-Associated Shareholder in seeking indefinite deferral of repayment based on the Deed of Amendment. For example:

- The existing board would need to be replaced. At least 50% of shareholders would need to vote in favour of any resolution to remove the existing board. Given the widely dispersed shareholder register, this may be difficult to achieve.
- Any attempt by a new board to enforce indefinite deferral of repayment could lead to Mutual Holdings initiating legal proceedings against Surefire. There would likely be a significant cost associated with defending any proceedings brought by Mutual Holdings and Surefire may have insufficient cash reserves to fund these costs.
- The dispute may make potential investors wary of investing in Surefire, therefore making it more difficult to raise the capital needed to fund further exploration activities.
- There is also a possibility that a court would rule in favour of Mutual Holdings which would likely result in the Mutual Holdings debt becoming immediately repayable and Surefire is unlikely to have the funds to repay the debt. This could lead to an insolvency event in respect of Surefire which may leave Non-Associated Shareholders with nothing.

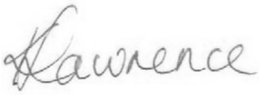
We consider that the Proposed Transaction offers Surefire a reasonable solution to the partial repayment of the Mutual Holdings Debt that the company would otherwise be unable to repay. We consider it unlikely that Surefire would be able to source alternative funding arrangements that would result in materially less dilution of existing Non-Associated Shareholders between now and the date on which the board assume the Deed of Amendment expires, being 15 March 2025. Furthermore, if shareholders did pursue the risky strategy to remove the existing board and it failed, they would likely be in a materially worse position than if they approved the Proposed Transaction. As such, in our opinion, the Proposed Transaction is reasonable.

6. Opinion

In our opinion, the Proposed Transaction is not fair but reasonable to Non-Associated Shareholders. This opinion should be read in conjunction with our detailed report which sets out our scope, analysis and findings in more detail.

Yours faithfully

Richard Norris
Director



Katy Lawrence
Director

Note: All amounts stated in this report are in Australian dollars unless otherwise stated.
Tables in this report may not add due to rounding.

LEADENHALL CORPORATE ADVISORY PTY LTD

ABN 11 114 534 619

Australian Financial Services Licence No: 293586

FINANCIAL SERVICES GUIDE

Leadenhall Corporate Advisory Pty Ltd ("**Leadenhall**" or "**we**" or "**us**" or "**our**" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

Financial Services Guide

In providing this report, we are required to issue this Financial Services Guide ("**FSG**") to retail clients. This FSG is designed to help you to make a decision as to how you might use this general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

Financial Services We are Licensed to Provide

We hold Australian Financial Services Licence 293586 which authorises us to provide financial product advice in relation to securities (such as shares and debentures), managed investment schemes and derivatives.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product. Our report will include a description of the circumstances of our engagement and the party who has engaged us. You will not have engaged us directly but will be provided with a copy of the report because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial service licensee authorised to provide the financial product advice contained in that report.

General Financial Product Advice

The advice produced in our report is general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that We May Receive

We charge fees for providing reports. These fees will be agreed with the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis. Leadenhall is entitled to receive a fixed fee of $50,000 (excl. GST) for preparing this report. This fee is not contingent upon the outcome of the Proposed Transaction.

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

Remuneration or Other Benefits Received by our Employees, Directors and Consultants

All our employees receive a salary. Our employees are eligible for bonuses which are not based on the outcomes of any specific engagement or directly linked to the provision of this report. Our directors and consultants receive remuneration based on time spent on matters.

Independence

At the date of this report, Leadenhall and its related entities do not have, and have not had within the previous two years, any business or professional relationship with Surefire or its related entities. In addition,

Leadenhall and its related entities do not have any financial or other interest in Surefire or its related entities that could reasonably affect its ability to provide an unbiased opinion in relation to the Proposed Transaction. We therefore consider ourselves to be independent for the purpose of this engagement, in accordance with *Regulatory Guide 112: Independence of Experts.*

Referrals

We do not pay commissions or provide any other benefits to any person for referring clients to us in connection with the reports that we are licensed to provide.

Complaints Resolution

As the holder of an Australian Financial Services Licence, we are required to have a system in place for handling complaints from persons to whom we have provided reports. All complaints must be in writing, to the following address:

Leadenhall Corporate Advisory Pty Ltd
GPO Box 1572
Adelaide SA 5001

Email: office@leadenhall.com.au

We will try to resolve your complaint quickly and fairly and will endeavour to settle the matter within 14 days from the time the matter is brought to our attention.

If you do not get a satisfactory outcome, you may lodge a complaint with the Australian Financial Complaints Authority (AFCA). AFCA provides fair and independent financial services complaint resolution services that are free to consumers and can be contacted as follows:

Website: www.afca.org.au

By post: Australian Financial Complaints Authority, GPO Box 3, Melbourne VIC 3001

Compensation Arrangements

Leadenhall holds professional indemnity insurance in relation to the services we provide. The insurance cover satisfies the compensation requirements of the Corporations Act 2001.

23 October 2024

CONTENTS

1 THE PROPOSED TRANSACTION

1.1 Background

Surefire is an ASX listed mining exploration company. Further details of Surefire's operations are provided in Section 4 of this report. Surefire's primary exploration target is the Victory Bore Vanadium Project (inclusive of the adjacent Unaly Hill Project) located in the mid-west region of Western Australia, approximately 450km east of Geraldton.

On 1 February 2023, Surefire reported increases to the mineral resource at Victory Bore. A further resource upgrade, together with a maiden reserve estimate was announced alongside the results of a pre-feasibility study on 5 December 2023. The release of each of these announcements triggered certain payment obligations to Mutual Holdings pursuant to the terms of the HGM Agreement entered into at the time Surefire acquired Victory Bore in April 2019. In total, Surefire currently owes $11,284,987 to Mutual Holdings. In March 2024, Surefire entered into an agreement to defer the Payment of the Mutual Holdings debt, which was subsequently amended in August 2024.

Under the HGM Agreement, Mutual Holdings has agreed to receive 350,000,000 fully paid ordinary shares (at a price of $0.008) and 350,000,000 partly paid ordinary shares (at a price of $0.0001 with calls for payment being offset against any monies owed to Mutual Holdings by Surefire at the call date) as partial payment of the Mutual Holdings Debt. The partly paid shares will not be called within 24 months of the initial date of issue and calls are limited to one third of the initial amount in each year thereafter.

1.2 Conditions

For the Proposed Transaction to become effective the Non-Associated Shareholders must vote in favour of the Proposed Transaction.

2 SCOPE

2.1 Purpose of the report

Section 611

An acquisition of securities that enables a shareholder to increase its relevant interests in a listed company from below 20% to above 20% is prohibited under Section 606 of the Corporations Act 2001 Cth ("**s606**"), except in certain circumstances.

One of the exceptions to s606 is where the acquisition is approved at a general meeting of the target company in accordance with item 7 ("**Item 7**") of Section 611 of the Corporations Act 2001 Cth ("**s611**"). Approval for the Proposed Transaction is therefore being sought at a general meeting of Surefire's shareholders in accordance with Item 7.

Item 7 requires shareholders to be provided with all of the information known to the company, and to the potential acquirer, that is material to the shareholders' decision. *Regulatory Guide 74: Acquisitions Approved by Members* ("**RG74**") issued by the Australian Securities and Investment Commission ("**ASIC**") provides additional guidance on the information to be provided to shareholders. RG74 states that the directors of the target company should provide shareholders with an independent expert's report or a detailed directors' report in relation to transactions to be approved under Item 7.

Chapter 2E of the Corporations Act

Mr Vladimir Nikolaenko is a director of Surefire and is also a director and the controlling shareholder of Mutual Holdings. Thus, the issue of shares to Mutual Holdings under the Proposed Transaction is considered to be a financial benefit given to a related party. Chapter 2E of the Corporations Act 2001 Cth ("**Chapter 2E**") requires a public company to obtain shareholders' approval before giving financial benefits to related parties.

There is no specific requirement for an independent expert's report to be prepared in these circumstances. However, RG111.4 notes than an expert report may be supplied to members as part of the materials accompanying the notice of meeting under Sections 218 to 221 of the Corporations Act 2001.

Conclusion

The directors of Surefire have therefore requested Leadenhall to prepare an independent expert's report assessing whether the Proposed Transaction is fair and reasonable to Non-Associated Shareholders. This report has been prepared for the exclusive purpose of assisting Non-Associated Shareholders in their consideration of the Proposed Transaction.

2.2 Basis of evaluation

Introduction

RG 111 requires a separate assessment of whether a transaction is 'fair' and whether it is 'reasonable' for both control transactions under s611 and related party transactions under Chapter 2E. We have therefore considered the concepts of 'fairness' and 'reasonableness' separately.

Consistent with RG 111.63 we have provided only one analysis of whether the Proposed Transaction is fair and reasonable. The basis of assessment selected and the reasons for that basis are discussed below.

Fairness

Chapter 2E

According to *Regulatory Guide 111: Content of Expert Reports* ("**RG111**") issued by ASIC, a proposed related party transaction is fair if *"the value of the financial benefit to be provided by the entity to the related party is equal to or less than the value of the consideration being provided to the entity."* This comparison should be made *"assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length."*

Section 611

Should the Proposed Transaction be approved, Mutual Holdings will be able to increase its interest in Surefire from below 20% to above 20%. We are therefore required to assess the Proposed Transaction as a control transaction in accordance with RG111.8.

RG111.25 requires a transaction that is approved under s611 that is comparable to a takeover bid to be evaluated as if it was a takeover bid. RG111.11 defines a takeover offer as being fair if the value of the consideration is equal to, or greater than, the value of the securities subject to the offer.

Selected approach

RG111.63 states that an expert is only required one analysis of whether a transaction is fair and reasonable, even if the report has been prepared to address more than one statutory or regulatory requirement. When an independent expert's report is prepared to cover a number of different regulatory requirements with different measure of fairness, our preferred approach is to adopt the most onerous of the possible tests.

For the Proposed Transaction, we consider the s611 test to be more onerous than the Chapter 2E test. This is because a control premium is taken into account under the s611 test but not under the Chapter 2E test. As a result, we have assessed the Proposed Transaction as fair if the value of a Surefire share after the Proposed Transaction is greater than or equal to the value of a Surefire share before the Proposed Transaction.

The value of a Surefire share before the Proposed Transaction has been determined on a control basis (i.e. including a control premium). This is consistent with the requirement of RG111.11, that the comparison for a takeover must be made assuming a 100% interest in the target company.

As Non-Associated Shareholders would retain their Surefire shares if the Proposed Transaction proceeds, the effective consideration is the continued ownership of a Surefire share. After the Proposed Transaction, the value of a Surefire share has been assessed on a minority interest basis (i.e. excluding a control premium) as Non-Associated Shareholders would continue to own a minority stake in Surefire.

Basis of value

We have assessed the value of a Surefire share (both before and after the Proposed Transaction) at fair market value, which is defined by the International Glossary of Business Valuation Terms as:

> *The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts.*

While there is no explicit definition of value in RG111, this definition of fair market value is consistent with basis of value described at RG111.11 and common market practice.

Special value is defined as the amount a specific purchaser is willing to pay in excess of fair market value. A specific purchaser may be willing to pay a premium over fair market value as a result of potential economies of scale, reduction in competition or other synergies they may enjoy arising from the acquisition of the asset. However, to the extent a pool of hypothetical purchasers could all achieve the same level of synergies the value of those synergies may be included in fair market value. Special value is typically not considered in forming an opinion on the fair market value of an asset. Our valuation Surefire does not include any special value.

Reasonableness

In accordance with RG111, we have defined the Proposed Transaction as being reasonable if it is fair, or if, despite not being fair, Leadenhall believes that there are sufficient reasons for Non-Associated Shareholders to vote for the proposal. We have therefore considered whether the advantages to Non-Associated Shareholders of the Proposed Transaction outweigh the disadvantages. To assess the reasonableness of the Proposed Transaction we have considered the following significant factors recommended by RG111.13:

- Mutual Holdings pre-existing voting power in Surefire
- The absence of other large holdings in Surefire shares
- The liquidity of the market in Surefire's shares
- Any special value of Surefire to Mutual Holdings
- The likely market price of Surefire shares if the Proposed Transaction is rejected

- The value of Surefire to an alternative bidder and the likelihood of an alternative offer

We have also considered other significant advantages and disadvantages to Non-Associated Shareholders of the Proposed Transaction.

2.3 Individual circumstances

We have evaluated the Proposed Transaction for Non-Associated Shareholders as a whole. We have not considered its effect on the particular circumstances of individual investors. Due to their personal circumstances, individual investors may place a different emphasis on various aspects of the Proposed Transaction from the one adopted in this report. Accordingly, individuals may reach a different conclusion to ours on whether the Proposed Transaction is fair and reasonable. If in doubt investors should consult an independent financial adviser about the impact of the Proposed Transaction on their specific financial circumstances.

3 VANADIUM MINING INDUSTRY

3.1 Introduction

Surefire's Victory Bore Project is the most advanced project owned by Surefire. While there is the potential for secondary and/or by-products, Victory Bore has been presented to the market as a vanadium project. This section is therefore focused on the global vanadium market.

Vanadium is a hard, silver-grey metallic element. It is a ductile transition metal with a natural resistance to corrosion and stability against alkalis, acids and salt water. Vanadium is not found in its metallic form in nature but occurs in more than 60 minerals as a trace element in a range of rock types. It occurs most commonly in titaniferous magnetite deposits and in uriniferous sandstone and siltstone as well as bauxites and phosphorites. Vanadium also occurs in fossil fuels such as crude oil, coal and tar sands.

Nearly all of the world's vanadium is derived from mineral concentrates (typically vanadium-rich and titanium-rich magnetite) separated from mined ore, or as a by-product of steel-making slags. Vanadium is sold as vanadium pentoxide (V_2O_5) and, less commonly, as vanadium trioxide (V_2O_3) for non-steel applications and as the alloy ferrovanadium (FeV) for steel making.

3.2 Uses

Historically, vanadium has primarily been mixed with iron to make metal alloys for high strength steel production. High-strength steel has a wide range of applications, including for gas and oil pipelines, tool steel, jet engines, the manufacture of axles and crankshafts for motor vehicles and for reinforcing bars used in building and construction. Vanadium is also used in the production of ceramics and electronics, textile dyes, fertilisers, synthetic rubber, welding and alloys used in nuclear engineering superconductors. Vanadium chemicals and catalysts are used in the manufacture of sulfuric acid and the desulphurisation of sour gas and oil.

An emerging use for vanadium is in vanadium redox flow batteries ("**VRF Batteries**"). The rise of renewable energy has exposed the problem of energy storage. Solar and wind can generate very cheap electricity, but they are intermittent. For entire grids to run on renewables, an enormous amount of storage is needed. VRF Batteries store energy in liquid electrolyte solutions, allowing for significant storage capacity. For large scale power storage, VRF Batteries have a number of advantages over the incumbent lithium-ion batteries as summarised below:

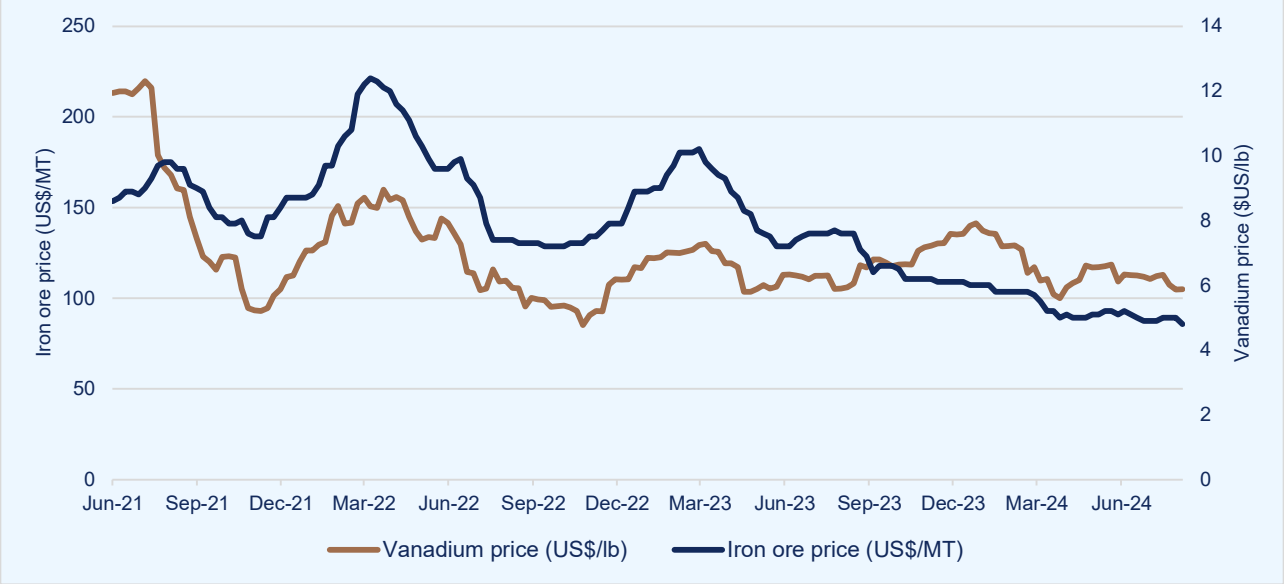
- **Longer life:** current lithium-ion batteries typical have a lifespan of seven to ten years. VRF Batteries can last for over 20 years.
- **No capacity reduction:** lithium-ion batteries decay and lose capacity over time, while VRF batteries discharge at 100% throughout their entire lifetime.
- **More flexible:** VRF Batteries operate at a wider range of temperatures than lithium batteries, so they can be installed both indoors and outdoors. In addition, VRF Batteries store energy in tanks, rather than cells. Therefore, instead of having to connect together millions of small self-contained cells to increase capacity, a bigger tank of electrolyte can be used. The bigger the tank, the lower the price per kilowatt hour.
- **Supply:** vanadium is more abundant in the Earth's crust than lithium and therefore is less vulnerable to supply bottlenecks.
- **Easier end of life processing:** lithium has a high disposal cost, but the vanadium electrolyte in VRF Batteries can be reused, so it retains its end-of-life value.
- **Non-flammable and non-explosive:** lithium batteries are both flammable and explosive. A VRF Battery is water based, and thus non-flammable and non-explosive.

3.3 Pricing, market size and demand

Trade in vanadium products tends to be opaque with no central market recording prices. Various trade sheets such as the Metal Pages, Ryan's Notes and the London Metal Bulletin record proprietary information for subscribers.

The vanadium market has historically been linked to the steel industry, making it economically vulnerable owing to its sensitivity to market demand in developing countries. The historical vanadium price is set out in the figure below:

Figure 1: Historical vanadium and iron ore prices



Source: https://vanadiumprice.com and Market Index

Generally, the price of vanadium is highly correlated with iron ore prices as demand for both products is linked to steel production quantities. For example, between 2004 and 2005 the price of vanadium surged from US$5.70 to US$16.00 due to rapid growth in global steel production that caused an increase in vanadium consumption and a commensurate depletion of stockpiles. In the last year vanadium prices have fallen in line with decreased steel production. Globally, steel production reduced by 4.7% in July 2024 (compared to 2023) and 0.7% in the first seven months of 2024 (compared to the same period in 2023)[1]. Despite this, The World Steel Association expects that after two years of decline and severe market volatility since the COVID crisis, there are early signs of global steel demand settling in a growth trajectory in 2024 and 2025.

China is the largest steel producer and consumer and in recent years the decline in real estate construction in China has had a negative impact on demand for steel. Whilst the real estate construction market in China is expected to continue to decline, the steel demand loss will be somewhat offset by growth in infrastructure investments and manufacturing sectors. In the short term, India is expected to drive global growth, largely based on growth in infrastructure investment. Overall, as at April 2024, The World Steel Association is forecasting growth in global steel demand of 1.7% in 2024 and 1.2% in 2025.

In the short to medium term, vanadium demand will continue to be driven by world steel production. However, in the longer term, there is expected to be a significant increase in demand for vanadium as a growing number of large scale VRF Batteries are built as storage solutions for renewable energy production. Currently less than 10%[2] of vanadium sold is used by the VRF Batter industry. By 2030 this is forecast to increase to 50% with total consumption forecast to increase from approximately 125,000 metric tons ("**MT**") in 2023 to 312,000 MT in 2030[3]. Current supply channels are only expected to be able to generate approximately 175,000 MT in 2030 leaving a supply gap of 137,000 MT[4].

3.4 Global production and reserves

Vanadium production has fallen in recent years as producers respond to lower levels of demand, primarily due to a decrease in steel production. Production decreased from 110,000 MT in 2021, to 102,000 MT in 2022 and dropped further to 100,000 MT in 2023. Currently the following four countries produce the vast majority of vanadium:

- **China:** China was the world's top vanadium producing country in 2023 with an output of 68,000 MT. China far outpaces all other counties in terms of vanadium mining output and also leads the world in vanadium consumption due to its high steel production.

[1] *World Steel Association*
[2] *Australian Vanadium Limited, investor Presentation March 2024*
[3] *Ibid*
[4] *Ibid*

- **Russia:** Russia's vanadium output totalled 20,000 MT in 2023. EVRAZ KGOK is a major mining company in Russia that produces vanadium. Little other information is available about vanadium mining in Russia.
- **South Africa:** South Africa's vanadium output is on an uptrend, reaching 9,100 MT in 2023. In 2018, the country's output dropped to 7,700 MT and has been slowly recovering since. The primary producers of vanadium in South Africa are Bushveld Minerals and Glencore.
- **Brazil:** in 2023 vanadium output in Brazil increased by 560 MT on the prior year to 6,400 MT. The biggest vanadium miner in Brazil is Largo Resources, whose Maracas Menchen asset is the highest-grade vanadium mine in the world.

Despite having no current production, Australia has the largest vanadium reserves in the world[5], as set out in the table below:

Table 4: Global vanadium production and reserves

Country	Production (MT) 2022	2023	Reserves ('000 MT)
Australia	-	-	8,500
Russia	20,000	20,000	5,000
China	66,900	68,000	4,400
South Africa	8,870	9,100	750
Brazil	5,840	6,400	120
United States	-	-	45

Source: U.S. Geological Survey

[5] *USGS, 2024 mineral commodity summary for vanadium*

4 SUREFIRE RESOURCES NL

4.1 Introduction

Surefire is a publicly listed Australian mining exploration company based in Perth, Western Australia. The company was incorporated in 1998 and holds licences to explore for vanadium, magnetite, and gold projects within Western Australia. The company holds seven tenements which are utilised in its four current exploration projects. An additional project is in pre-exploratory phase with field work to be undertaken in the near future.

4.2 History

A brief history of Surefire is set out in the table below:

Table 5: History of Surefire

Date	Event
1998	♦ First incorporation of the company as Genesis Biomedical Limited.
2007	♦ Enters into a Farm in Agreement for the exploration rights on the Unaly Hill Tenement.
2009	♦ Agreement to acquire 100% interest in exploration licence E57/420 at Unaly Hill Tenement. ♦ Change of company name to Black Ridge Mining NL. ♦ Commenced diamond drilling at Unaly Hill Tenement.
2011	♦ Announcement of maiden inferred resource at Unaly Hill project.
2016	♦ Acquires Kooline Silver Copper Project. ♦ Change of company name to Surefire Resources NL. ♦ Expansion of Kooline Lead-Silver Project.
2019	♦ Settled the acquisition of the Victory Bore vanadium project which has been combined with the adjacent Unaly Hill project to form one exploration project.
2020	♦ Perenjori Tenement granted. ♦ Acquired Tenements in the Yidby and Perenjori project areas.
2021	♦ Granted new Tenement of Perenjori West.
2023	♦ Maiden aluminium oxide mineral resource estimate announced for Victory Bore project. ♦ Victory Bore project pre-feasibility study completed with positive results. ♦ Entered a Memorandum of Understanding ("**MOU**") with the Kingdom of Saudi Arabia, Ministry of Investment Saudi Arabia to assist in identifying suitable processing plants for vanadium bearing magnetite concentrate, introduce potential partners and secure agreements for funding and development.
2024	♦ Entered a non-binding MOU with Ajlan & Bros. Mining and Metals ("**Ajlan**") to collaborate to complete binding agreements relating to a joint venture for the development of the Victory Bore project and development of a mineral processing facility in Saudi Arabia for the processing of magnetite concentrate from the Victory Bore project. ♦ Entered a non-binding MOU with the RASI Investment Company which will further develop Surefire's engagement with Saudi partners allowing for the parties to negotiate binding agreements relating to investment in Surefire or the Victory Bore project, co-participation in the development of downstream processing facilities in addition to the discussions occurring with Ajlan, and offtake agreements for any of the products. ♦ Completed a dual listing of Surefire's ordinary shares on the Frankfurt Stock Exchange (DAX).

Source: Surefire, ASX historical announcements

4.3 Projects

Surefire holds seven tenements which are exclusively located in Western Australia and form four exploration projects. Surefire also owns one additional project, Mt Farmer, which is in a pre-exploratory phase. The Surefire projects are shown on the map below:

Figure 2: Surefire's projects

Source: Surefire

4.3.1 Victory Bore Vanadium Project

The Victory Bore Vanadium Project is located in mid-Western Australia, approximately 450km north of Perth. It is positioned within the Midwest mining district and is supported by Geraldton, which is approximately 400km west by road. It is the most advanced of Surefire's projects and has recently completed a pre-feasibility study with results indicative of profitability.

Victory Bore has the following mineral resources:

- **Vanadium measured:** 25.3 million tonnes ("**Mt**") at 0.30% V_2O_5
- **Vanadium inferred:** 113.2 Mt at 0.30% V_2O_5
- **Vanadium indicated:** 326.1 Mt at 0.30% V_2O_5
- **Aluminium oxide measured:** 5.2 Mt
- **Aluminium oxide inferred:** 11.8 Mt
- **Aluminium oxide indicated:** 20.7 Mt

Multiple metallurgy testing stages completed by METS and Diamantina Laboratories indicate:

- The primary vanadium bearing minerals of the ore are magnetite, titanomagnetite, ulvospinel, chlorite, and ilmenite.
- The depth of the ore is directly correlated with grading of the vanadium, with deeper ore rendering a higher-grade vanadium.

A pre-feasibility study was completed to an accuracy of +/- 25% to 35% and released to the market in December 2023. The pre-feasibility study indicates that the operation of a mine at Victory Bore would involve an optimal mining rate of 4 Mt per annum of ore to produce approximately 1.25 Mt of high grade magnetite concetrate that would yield the following six end products:

- High purity vanadium
- Ferrovanadium
- Titanium slag
- Pig iron
- High purity iron oxide pigment
- High grade iron ore

The pre-feasitbility study assumes that magnetitie concentrate will be produed at an on-site benefication plant. The concentrate will be delivered by road to the port of Geraldton where it will be shipped to Saudi Arabia for processing into end products at a plant to be built by Surefire, possibly in conjuction with a local joint venture partner.

As part of the exploration work at Victory Bore, Surefire is assessing a new leach process with the potential for recovery of a high purity vanadium oxide in liquid form, from which a clean high purity vanadium electrolyte could be produced for the emerging vanadium batter sector. This, process also has the potential to produce titanium. A subsidiary of Surefire filed an Australian provisional patent application with IP Australia in May 2024 in relation to this leach process.

4.3.2 Yidby Gold Project

Surefire holds a 100% interest in the Yidby Gold Project based in the Yalgoo-Singleton Greenstone Belt on the Great Northern Highway, approximately 350km north of Perth. The project is in an exploration phase and covers 114km^2 in a known rich gold depository area. Initial drilling intercepts display mineralisation in zones of high-grade gold with 5-82g/t and broader zones with 0.2-1.5g/t, however, more recent metallurgical work suggests these figures may be significantly understated.

The Yidby Gold Project is a blind gold deposit, referring to the mineralisation that does not come to the surface. The Gold mineralised rock is truncated by 5-20m of barren transported overburden. As a result, there is a lack of geochemical signals which are typically found on the surface making exploration more difficult.

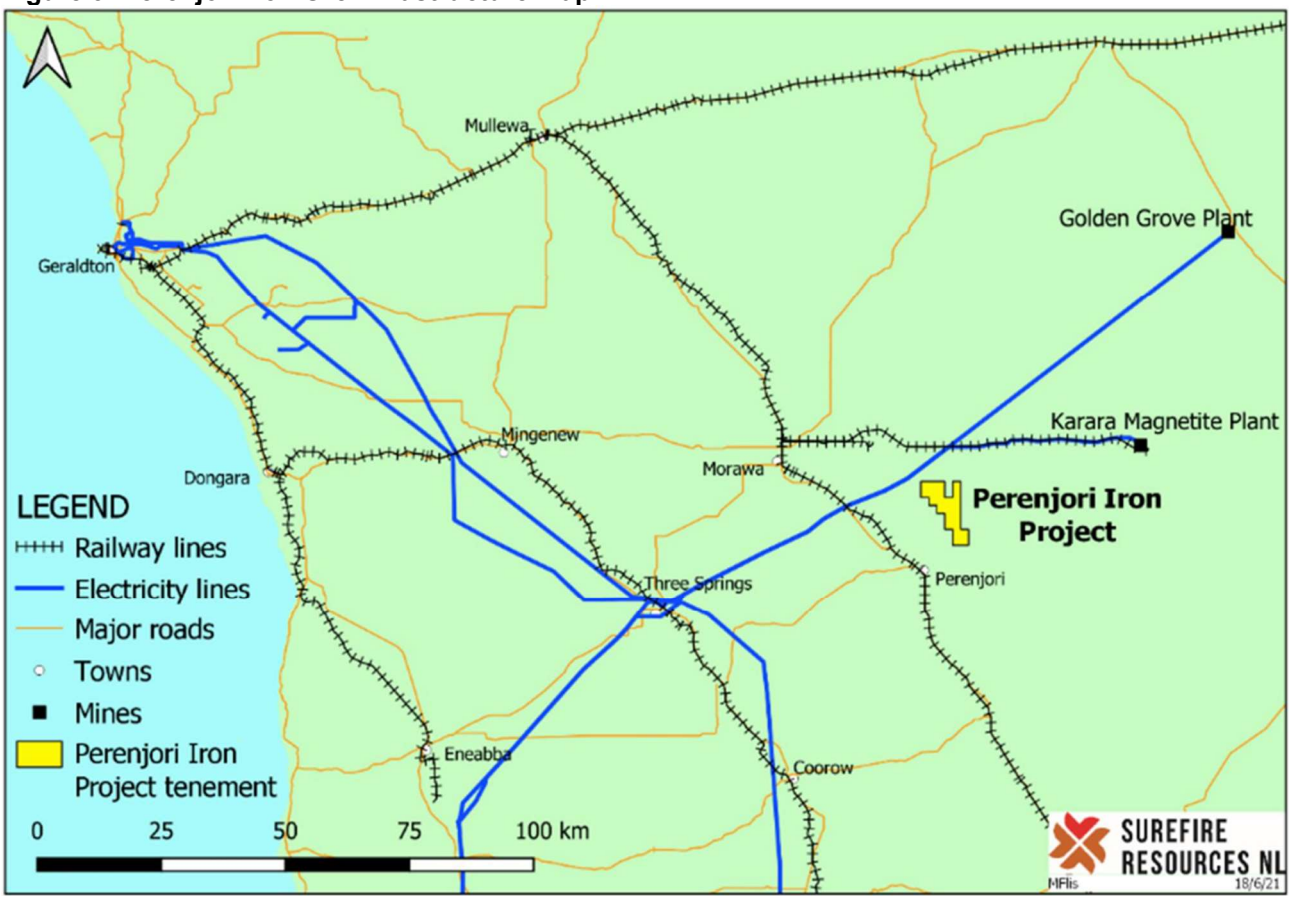
Following metallurgical testing, the site was found to have excellent gold recoveries of 97.6% and 99.5% from gravity and cyanide leach. Column leach test work in March 2024 confirmed previous results at a higher level and confirm the site has a high proportion of coarse free gold with less than 0.5mm particle size. The test work found a 66.3% gold recovery on a very coarse crush size of 100% passing 6.3mm over the 69-day programme as well as a 68% increase in gold content relative to the original quarter core assay result.

The project is currently being evaluated to determine its next phases.

4.3.3 Perenjori Iron Ore

The Perenjori Iron Project is located 150km east of Geraldton in a dense infrastructure area with existing rail and power lines within 15km of the project. The project is strategically positioned closer to the coast relative to any other current Western Australian based magnetite projects.

Figure 3: Perenjori Iron Ore infrastructure map



Source: Surefire

On 22 June 2021, Surefire announced to the public that the project's concept study completed by MinRizon Projects Pty Ltd indicated premium-quality magnetite concentrate could be produced from the location at a competitive cost. Surefire expects the project will deliver premium, low carbon magnetite concentrates into the future generation of environmentally friendly steel mills. Magnetite is increasingly being recognised as the iron ore feed that will help decarbonise the steel industry.

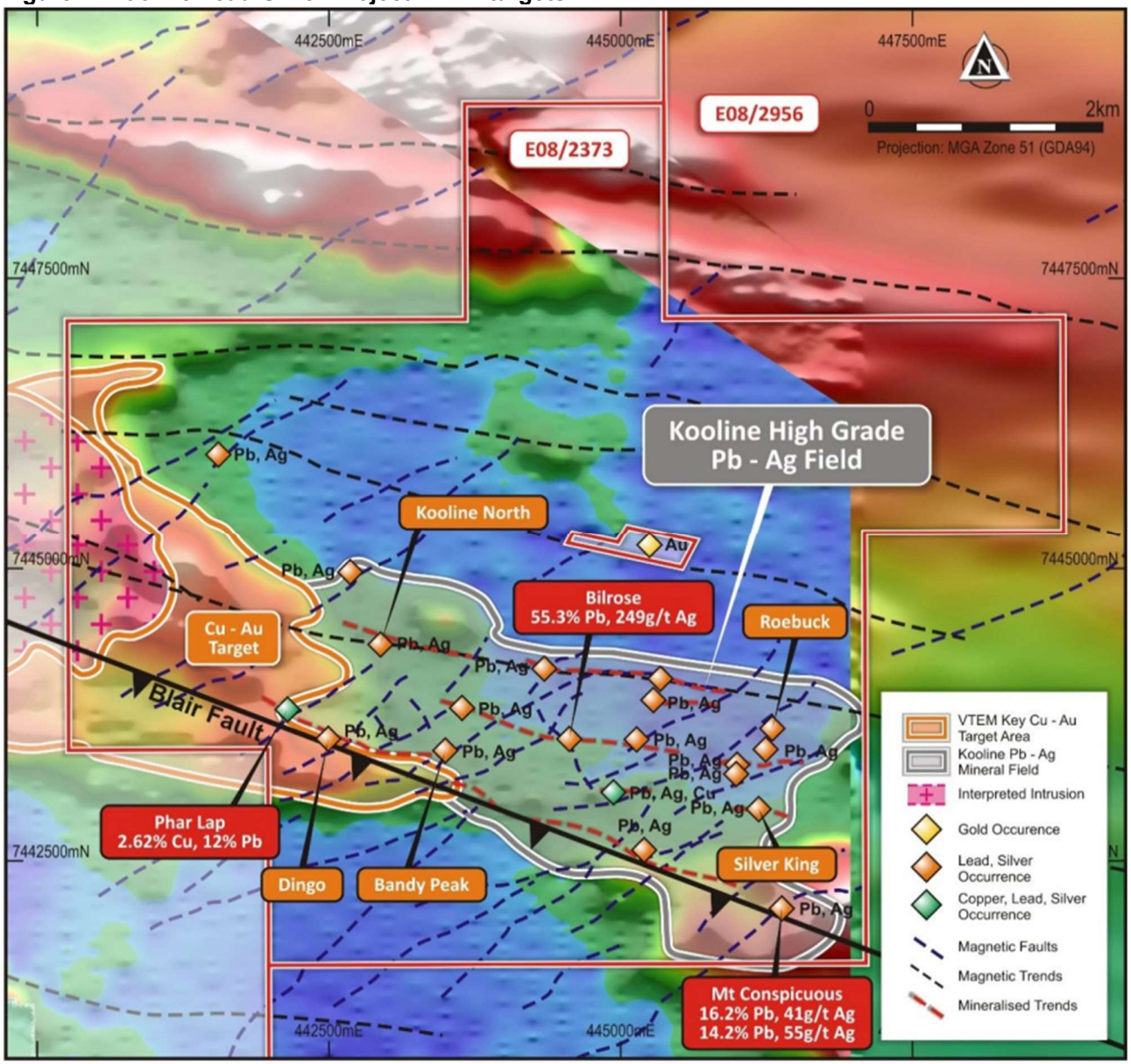
The project is expected to use conventional open pit mining methods including standard drill and blast, and shovel and truck to transport magnetite ore. Surefire is planning to undertake additional resource definition drilling to define a resource to JORC standard, ahead of prefeasibility studies.

4.3.4 Kooline Lead-Silver Project

The 240km^2 and 50km strike of the Kooline Lead-Silver Project is located 190km northwest of Paraburdoo in the Ashburton province of Western Australia and covers lead-silver and copper mineralisation prospects. Sample results confirm a high-grade tenor of the lead (14-22%) and silver (up to 55g/t) mineralisation. In addition, the project has three targets requiring follow up sampling as depicted in Figure 4. The targets are:

- The Mt Conspicuous AEM target at over 600m strike length.
- The Fine Cotton, Northerly and Phar Lap anomaly of 2km strike length.
- Target 3, a 3km strike VTEM anomaly in the northern portion of tenement E08/2373.

Figure 4: Kooline Lead-Silver Project VTEM targets



Source: Surefire

4.4 Key personnel

The Board of Directors of Surefire comprises:

Table 6: Surefire's Board of Directors

Directors	Experience
Vladimir (Roger) Nikolaenko Executive Chairman	Mr Nikolaenko has over 30 years of experience in exploration, project evaluation, development and operations, with his experience predominantly centred around base metals, gold, and diamond sectors. He has management expertise in public companies with over 20 years' experience as a managing director across four public entities.
Paul Burton Managing Director	Mr Burton has 30 years of experience in exploration and mining for multiple commodities in both Australia and internationally, with a particular expertise in vanadium, its products, and battery minerals. Mr Burton graduated from both the University of Plymouth and McGill University attaining a Bachelor and Master of Science qualification in Geology. Mr Burton has managed corporate activities, mineral exploration, feasibility, FEED, and research study programs and training and mentoring staff.
Michael Povey Non-executive Director	Mr Povey is a mining engineer with over 35 years of international experience in the resource sector. Throughout this period, he has been involved in general and mine management, mine production, project evaluation, mine feasibility studies and commercial contract negotiations. Mr Povey is a graduate of Camborne School of Mines and Swinburne University of Technology with both a Bachelor and Master of Science.
Roger Smith Non-executive Director	Mr Smith has served as a Non-Executive Chairman and Non-Executive Director on a number of public companies as well as previously holding numerous proprietary company directorships.
Jan de Jager Chief Executive Officer	Mr Jager has more than 25 years' experience across operational, finance, commercial, strategy and business development roles. He has held international executive positions across a number of public mining companies. Mr Jager has experience in various greenfield and brownfield projects from scoping to production stages where he had involvement in deal structuring and project finance. He was appointed as Surefire CEO from 13 May 2024.
Rudolf Tieleman Company Secretary	Mr Tieleman has over 40 years' experience in public practice accounting and holds extensive knowledge in operations and administration of listed mining companies in Australia.

Source: Surefire

4.5 Financial performance

The audited statements of financial performance for the financial years ("**FY**") ended 30 June 2021, 30 June 2022, 30 June 2023 and 30 June 2024, are set out in the table below.

Table 7: Surefire's financial performance

$'000	FY21	FY22	FY23	FY24
Revenue	-	-	122.0	653.5
Reversal of Share-based payment reserve	-	-	106.2	-
Gross profit	**-**	**-**	**228.2**	**653.5**
Expenses				
Administrative expenses	(574.4)	(607.2)	(754.9)	(1,307.5)
Director fees and consulting charges	(384.3)	(408.0)	(542.1)	(813.4)
Exploration expenses	(1,416.2)	(1,296.2)	(2,430.1)	(1,466.2)
Share-based payments	(353.0)	(150.0)	-	(135.0)
Loss on settlement of liability	(508.9)	-	-	-
Total expenses	**(3,236.8)**	**(2,461.4)**	**(3,727.2)**	**(3,722.1)**
EBITDA	**(3,236.8)**	**(2,461.4)**	**(3,499.0)**	**(3,068.6)**
Depreciation and amortisation	-	-	-	-
EBIT	**(3,236.8)**	**(2,461.4)**	**(3,499.0)**	**(3,068.6)**
Interest income	0.3	0.7	25.2	-
Interest expenses	(2.5)	-	-	-
Loss before tax	**(3,239.0)**	**(2,460.7)**	**(3,473.8)**	**(3,068.6)**
Income tax benefit / (expense)	-	-	-	-
Loss after tax	**(3,239.0)**	**(2,460.7)**	**(3,473.8)**	**(3,068.6)**

Source: Surefire

In relation to the historical financial performance of Surefire set out above:

- FY23 revenue relates to old liabilities written off, whilst FY24 YTD revenue primarily related to an R&D tax refund received.
- Increasing administrative expenses are predominantly related to the inclusion of a salary for the new Managing Director in FY24 as well as in increase in travel, legal fees and corporate consulting fees.
- The increase in exploration expenses in FY23 was primarily attributable to costs associated with the Victory Bore pre-feasibility study.
- Share based payments relate to shares issued to directors, employees and contractors for services provided.
- The $0.5 million loss on settlement of liability in FY21 relates to an approved shareholder resolution to issue 22,125,500 shares at $0.008 to the directors in lieu of accrued directors fees of $177,000. The closing price of $0.031 on the AGM date was fair value of issued shares at $685,875. Issuing the shares therefore resulted in a net loss of $508,875 due to the movement in the share price.

4.6 Financial position

The audited statements of financial position as at 30 June 2021, 30 June 2022, 30 June 2023 and 30 June 2024, are set out in the table below.

Table 8: Surefire's financial position

$'000	30-Jun-21	30-Jun-22	30-Jun-23	30-Jun-24
Current assets				
Cash	3,355.1	5,070.3	1,488.3	1,485.3
Receivables	101.8	102.8	78.4	162.2
Total current assets	**3,456.9**	**5,173.1**	**1,566.7**	**1,647.5**
Non-current assets				
Plant, office equipment and motor vehicles	41.3	49.2	29.7	20.6
Exploration and evaluation assets	-	-	3,754.0	12,697.0
Right of use asset	112.9	41.1	187.9	115.2
Total non-current assets	**154.2**	**90.3**	**3,971.6**	**12,832.8**
Total assets	**3,611.1**	**5,263.4**	**5,538.3**	**14,480.2**
Current liabilities				
Trade and other payables	(588.7)	(531.3)	(520.5)	(928.5)
Lease liability	(69.5)	(43.4)	(68.5)	(72.0)
Liability for acquisition of JORC defined resource	-	-	(3,304.0)	-
Loans	-	-	-	(11,285.0)
Total current liabilities	**(658.2)**	**(574.7)**	**(3,893.0)**	**(12,285.5)**
Non-current liabilities				
Non-current lease liability	(43.4)	-	(115.8)	(43.7)
Total non-current liabilities	**(43.4)**	**-**	**(115.8)**	**(43.7)**
Total liabilities	**(701.6)**	**(574.7)**	**(4,008.8)**	**(12,329.2)**
Net assets	**2,909.5**	**4,688.7**	**1,529.5**	**2,151.0**

Source: Surefire

In relation to the historical financial position of Surefire set out above, we note the following:

- The decline in cash held by the company in FY23 is primarily due to exploration and evaluation expenditure incurred and capitalised.
- The liability for the acquisition of a JORC defined resource in FY23 related to amounts owed under the HGM agreement after the Victory Bore resource upgrade announcement on 1 February. Subsequently, a second upgrade to the Victory Bore resource on 5 December 2023 resulted in a further payment becoming due under the HGM agreement. Total payments due under the HGM agreement are reflected in the loans balance as at 31 March 2023. The increase in the balance of the exploration and evaluation assets is also primarily as a result of the increases in the Victory Bore resource and the associated liability.

4.7 Cash flows

The table below summarises the audited statements of cash flows for the financial years ended 30 June 2021, 30 June 2022, 30 June 2023 and 30 June 2024.

Table 9: Surefire's cash flows

$'000	FY21	FY22	FY23	FY24
Cash flows from operating activities				
Interest received	0.3	0.7	25.2	26.4
R&D rebates received	-	-	-	495.0
Payments to suppliers and employees	(984.9)	(1,075.5)	(1,581.8)	(2,198.5)
Net cash (used in) operating activites	**(984.7)**	**(1,074.9)**	**(1,556.5)**	**(1,677.0)**
Cash flows from investing activities				
Payments for plant, office equipment, motor vehicles	(48.4)	(40.0)	(17.0)	(2.2)
Payments for new tenement prospects	(69.0)	(30.5)	(7.6)	(115.2)
Loan advances	-	-	-	(73.0)
Payments for acquisition of JORC defined resource	-	-	(450.0)	-
Exploration and evaluation expenditure incurred	(1,352.2)	(1,229.4)	(1,971.6)	(1,328.6)
Net cash (used in) investing activities	**(1,469.6)**	**(1,299.9)**	**(2,446.2)**	**(1,519.0)**
Cash flows from financing activities				
Proceeds from issue of shares during the period	5,790.8	3,460.5	420.7	3,331.4
Proceeds from exercise of options after year end	-	629.4	-	2.9
Share issue costs	(115.4)	-	-	(141.2)
Loan repayments	(60.0)	-	-	-
Net cash from financing activities	**5,615.3**	**4,089.9**	**420.7**	**3,193.1**
Net increase/(decrease) in cash	3,161.1	1,715.2	(3,582.0)	(2.9)
Cash and cash equivalents atbeginning of period	194.0	3,355.1	5,070.3	1,488.3
Cash and cash equivalents end of period	**3,355.1**	**5,070.3**	**1,488.3**	**1,485.3**

Source: Surefire

In relation to the historical cash flows of Surefire set out above, we note the following:

- During FY23, Surefire reported a 56% mineral resource increase at Victory Bore. Thie announcement triggered payment obligations to Mutual Holdings Pty Ltd relating to pre-existing arrangements which at the time totalled $3.754 million and resulted in a $0.45 million payment during the year.
- Surefire has primarily supported its exploration and other operating costs through the issue of shares and proceeds from options that have been exercised.

4.8 Capital structure and shareholders

As at 24 May 2024, Surefire had a total of 1,986,307,813 ordinary fully paid shares on issue. The following table sets out details of Surefire's substantial shareholders as at that date:

Table 10: Surefire's substantial shareholders

Shareholder	No. of shares held	% substantial ownership
Plato Mining Pty Ltd	163,559,112	8.2%
Mr Michael Giuliano	101,008,459	5.1%
Mutual Holdings Pty Ltd	78,750,000	4.0%
Mr Silas Tremain Haysom	36,000,000	1.8%
Ardglen Holdings Pty Ltd	25,528,444	1.3%
Sunset Capital Management Pty Ltd	23,215,028	1.2%
Kalaria Nominees Pty Ltd	22,245,000	1.1%
Admark Investments Ptd Ltd	21,611,113	1.1%
Substantial shareholders	**471,917,156**	**23.8%**
Other shareholders	1,514,390,657	76.2%
Total	**1,986,307,813**	**100.0%**

Source: Surefire
Note: Plato Mining Pty Ltd and Mutual Holdings Pty Ltd are companies associated with Mr Vladimir Nikolaenko.

As at 4 September 2024, Surefire also had the following partly paid and convertible securities on issue:

- 188,785,323 partly paid ordinary shares, paid to $0.00 and having $0.027 to be paid to convert to ordinary fully paid shares.
- 70,000,000 partly paid ordinary shares, paid to $0001 each having a further $0.0059 to be paid to convert to ordinary fully paid shares.
- 351,072,907 options to acquire ordinary fully paid shares, exercisable at $0.019 each and expiring on 30 November 2026.
- 30,000,000 Managing Director employee incentive options, subject to vesting conditions, exercisable at $0.018716 and expiring on 6 December 2025.
- 30,000,000 CEO employee incentive options yet to be issued. These options are subject to vesting conditions, are exercisable at $0.01 and are expected to expire on 14 August 2026.

4.9 Share trading

The following chart shows the market trading of Surefire shares, for the 12 months to 27 August 2024:

Figure 5: Surefire's share trading over the last 12 months

Source: S&P Capital IQ

In relation to the trading of Surefire shares over the past 12 months, we note the following:

- Shares were relatively illiquid, with an average daily value traded of approximately $31,727 at a volume weighted average price ("**VWAP**") of $0.010 over the period. The average daily volume represents approximately 0.16% of ordinary shares on issue.
- Overall Surefire shares traded relatively steadily around the $0.01 range between December 2023 and May 2024 after falling from a high of $0.016 on 31 October 2023.
- The spike in trading volume in July 2023 coincided with the release of confirmation of successful production of 4N (99.99%) alumina (HPA) from the Victory Bore site.
- Increased trading volume in early December followed the announcement of positive results from the Victory Bore pre-feasibility study.
- The spike in trading volume in late January 2024 followed the announcement that laboratory test work has achieved an extraction of 91% vanadium and 88% titanium from the Victory Bore magnetite concentrate.
- The Surefire share price has trended downward since late May. The Proposed Transaction was announced on 17 June 2024 and seems to have had a negative impact on pricing with most trading occurring at $0.008 or below since this date. The share price has been trading below $0.007 in August 2024.

5 VALUATION METHODOLOGY

5.1 Available valuation methodologies

To estimate the fair market value of Surefire, we have considered common market practice and the valuation methodologies recommended in RG 111. There are a number of methods that can be used to value a business including:

- The discounted cash flow method
- The capitalisation of future maintainable earnings method
- Asset based methods
- Analysis of share market trading
- Industry specific rules of thumb

Each of these methods is appropriate in certain circumstances and often more than one approach is applied. The choice of methods depends on several factors such as the nature of the business being valued, the return on the assets employed in the business, the valuation methodologies usually applied to value such businesses and availability of the required information. A detailed description of these methods and when they are appropriate is provided in Appendix 2.

5.2 Selected methodology

In selecting an appropriate valuation methodology for before the Proposed Transaction we have considered the following:

Table 11: Consideration of methodologies

Method	Considerations	Approach
Discounted cash flow	♦ Whilst Surefire expects that its exploration activities will result in positive earnings in the future, particularly in respect of the Victory Bore project, the timing and quantum of these cash flows are extremely uncertain. As such it is not possible to prepare a reasonably reliable cash flow forecast from which to prepare a discounted cash flow analysis.	Not considered
Capitalisation of earnings	♦ Surefire is currently loss making with no expectation of generating positive earnings in the short to medium term. Therefore, the capitalisation of earnings method is not appropriate.	Not considered
Asset based methods	♦ Surefire's main asset is the Victory Bore Vanadium Project (inclusive of the adjacent Unaly Hill Project). Surefire also owns other less progressed explorations assets being the Yidby Gold Project, Perenjori Magnetite Project and the Kooline Lead-Silver Project. ♦ We have obtained an independent valuation of each of Surefire's projects from a technical mining expert, Agricola, based on the precedent transaction and weighted average resource category valuation methods for the Victory Bore, Unaly Hill and Perenjori Magnetite projects where a mineral resource has been defined, and the precedent transaction and geo-rating (Kilburn) methods for the other exploration projects where mineral resources are yet to be defined. ♦ The value of Surefire's assets can therefore be aggregated using an asset based approach.	Selected
Share trading	♦ Share market trading in Surefire shares has been relatively illiquid, with periods where share volume traded is negligible. Therefore, an analysis of share market trading is not necessarily a reliable measure in assessing the intrinsic value of a Surefire share.	Cross-check

6 VALUATION BEFORE THE PROPOSED TRANSACTION

6.1 Net asset based valuation

We have assessed the fair market value of a Surefire share (on a control basis) before the Proposed Transaction using the net assets valuation methodology on a going concern basis. We have crossed checked our valuation by reference to recent trading in Surefire shares.

The table below summarises our assessment of the fair market value of Surefire share (on a control basis), based on the net assets approach as at 31 August 2024.

Table 12: Value of a Surefire share before the Proposed Transaction

$'000	Low	High
Victory Bore project	70,600	101,400
Unaly Hill project	8,600	13,800
Perenjori Magnetite project	14,500	23,200
Other exploration projects	1,000	1,200
Cash	1,073	1,073
Receivables and prepayments	128	128
PP&E	18	18
Trade and other payables	(915)	(915)
Loans	(11,285)	(11,285)
Assumed cash received for partly paid shares	5,510	5,510
Total net assets	**89,230**	**134,130**
Value attributable to options	(13,840)	(13,840)
Value attributable to ordinary shareholders	**75,390**	**120,290**
Ordinary shares outstanding ('000)	2,245,093	2,245,093
Assessed value per share ($) (control basis)	**0.034**	**0.054**

Source: Technical expert's report, Surefire and Leadenhall analysis

6.1.1. Victory Bore and other exploration projects

Leadenhall commissioned an independent valuation of the Victory Bore and other exploration projects owned by Surefire from technical expert Agricola. We have confirmed that Agricola is independent of Surefire and Mr Castle is competent in the technical assessment of mineral mining and exploration projects. A full copy of the Agricola valuation report is included as Appendix 8. The valuation methodologies used, and the values attributed to, the Surefire projects are summarised in the table below:

Table 13: Summary of technical expert's valuation

Project	Valuation methodologies	Assessed value ($'000) Low	High
Victory Bore Vanadium Project	Precedent transaction Weighted average JORC category method	70,600	101,400
Unaly Hill Vanadium Project	Precedent transaction Weighted average JORC category method	8,600	13,800
Perenjori Magnetite Project	Precedent transaction Weighted average JORC category method	14,500	23,200
Yidby Gold Project	Precendent transaction method Geo rating method	700	800
Kooline Lead-Silver Project	Precendent transaction method Geo rating method	300	400

Source: Technical expert's report

We have reviewed the valuation report prepared by Agricola and consider that the valuation approaches adopted are appropriate for the purposes of our analysis.

Agricola has consented to the inclusion of its report as an appendix to this report.

6.1.2. Other assets and liabilities of Surefire

We have adopted the book value for other tangible assets and liabilities of Surefire (as at 31 August 2024) as, based on our discussions with Surefire management, there is no indication that book value is not representative of fair market value.

6.1.3. Value attributable to options

The table below summarises the options Surefire currently has on issue:

Table 14: Summary of Surefire options on issue

Tranche	Number ('000)	Exercise price	Expiry date	Vesting conditions
Ordinary options	351,072.9	$0.019000	30/11/2026	n/a
MD employee incentive options	30,000.0	$0.018716	1/12/2025	share price based
CEO employee incentive options	30,000.0	$0.012500	12/08/2026	share price based

Source: Surefire

A summary of the key option valuation assumptions is included in the table below.

Table 15: Option valuation assumptions

Key assumptions	Ordinary options	MD employee incentive options			MD employee incentive options		
		Tranche 1	Tranche 2	Tranche 3	Tranche 1	Tranche 2	Tranche 3
Methodology	Black-scholes	Bionomial	Bionomial	Bionomial	Bionomial	Bionomial	Bionomial
Grant date	30/11/2023	12/08/2024	12/08/2024	12/08/2024	1/12/2023	1/12/2023	1/12/2023
Spot price	0.044	0.044	0.044	0.044	0.044	0.044	0.044
Exercise price	0.019	0.0125	0.0125	0.0125	0.0187	0.0187	0.0187
Life (years)	3.0	2.0	2.0	2.0	2.0	2.0	2.0
Volatility	100%	100%	100%	100%	100%	100%	100%
Dividend yield	0%	0%	0%	0%	0%	0%	0%
Risk free rate	4.10%	3.97%	3.97%	3.97%	4.15%	4.15%	4.15%
Number issued ('000)	351,073	10,000	10,000	10,000	10,000	10,000	10,000
Can be exercised from (years)	-	-	-	-	-	-	-
Vesting date	30/11/2026	12/08/2026	12/08/2026	12/08/2026	1/12/2025	1/12/2025	1/12/2025
Expiry date	30/11/2026	12/08/2026	12/08/2026	12/08/2026	1/12/2025	1/12/2025	1/12/2025
Price hurdle	n/a	0.015	0.020	0.030	0.022	0.030	0.045
Value per option	0.034	0.035	0.034	0.034	0.032	0.031	0.031
Total value of options ($'000)	11,878	345	344	340	315	313	305

Note: the spot price used is the mid-point of our assessed value per share. A Microsoft excel function is used to solve the circularity of the option value being an input into the calculation of the assessed value per share.

Further detail in relation to the assessed volatility is included in Appendix 6.

6.1.4. Shares outstanding

Surefire has 1.9 billion ordinary shares outstanding as well as 258.8 million partly paid shares. We have included the partly paid shares in our valuation as well as cash receivable for the partly paid shares. We note that excluding the partly paid shares, and corresponding cash receivable, would not change our opinion in relation to the Proposed Transaction.

6.1.5. Premium for control

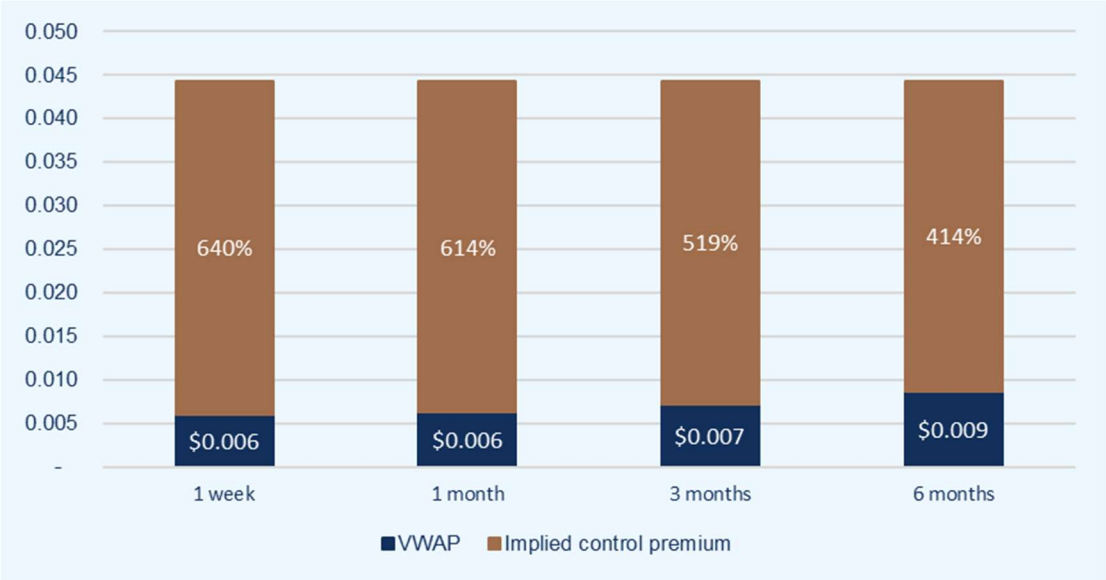
The difference between the control value and the liquid minority value (refer to Appendix 4 for further detail) is the control premium. A control premium is said to exist because the holder of a controlling stake has several rights that a minority holder does not enjoy (subject to shareholders agreements and other legal constraints). Control premiums can vary over a wide range but are generally observed in the range of 20% to 40% (refer to Appendix 5 for further information on control premiums).

The requirement for an explicit valuation adjustment for a premium for control depends on the valuation methodology adopted. This valuation is based on the net assets approach, which is premised on the ability to control the assets of an entity and therefore incorporates any relevant premium for control. As we are assessing the value of a Surefire share prior to the Proposed Transaction on a control basis there is therefore no requirement for an adjustment.

6.2 Analysis of share trading cross-check

In order to cross-check the reasonableness of our net asset based valuation set out above, we have compared our valuation conclusion with recent market trading in Surefire shares (as at 27 August 2024).

Table 16: Implied control premium



Source: S&P CapIQ and Leadenhall analysis

The control premium implied by the mid-point of our assessed valuation range is significantly higher than the generally observed range of 20% to 40%. Whilst the implied control premium is very high, this is not unexpected because:

- Trading in Surefire share is relatively illiquid. Over the twelve months to 27 August 2024, an average of 0.16% of Surefire shares were traded daily with an average daily transaction value of $31,727. Furthermore, whilst Surefire has continuous disclosure obligations, there is no broker coverage of Surefire and the company is too small to attract institutional investors.
- The trading price of Surefire shares implies that the Victory Bore project is being valued as an exploration project by the market. However, the defined resource and positive pre-feasibility study suggest that a potential purchaser would value the Victory Bore project based on the quality of the defined resource and the ability to economically extract the resource. In doing so, we think it is likely that they would take a similar approach to the technical expert.
- Surefire does not currently have the capital to move forward with the Victory Bore project, therefore the market may consider the value of the project to be constrained to its exploration value under the current ownership and circumstances.

6.3 Valuation conclusion

Based on the above, we have assessed the value of a Surefire share before the Proposed Transaction to be in the range of $0.034 to $0.054.

7 VALUATION AFTER THE PROPOSED TRANSACTION

7.1 Net asset based valuation

The effective consideration for the Proposed Transaction for Non-Associated Shareholders is the continued ownership of a minority interest in Surefire. As such we have set out the value of a Surefire share, on a minority basis, after the Proposed Transaction, in the table below:

Table 17: Value of a Surefire share after the Proposed Transaction

$'000	Adjustment	Low	High
Victory Bore project	-	70,600	101,400
Unaly Hill project	-	8,600	13,800
Perenjori Magnetite project	-	14,500	23,200
Other exploration projects	-	1,000	1,200
Cash	-	1,073	1,073
Receivables and prepayments	-	128	128
PP&E	-	18	18
Trade and other payables	-	(915)	(915)
Loans	5,600	(5,685)	(5,685)
Assumed cash received for partly paid shares	-	5,510	5,510
Total net assets	**5,600**	**94,830**	**139,730**
Value attributable to options		(7,754)	(7,754)
Value attributable to ordinary shareholders		**87,076**	**131,976**
Ordinary shares outstanding ('000)	700,000	2,945,093	2,945,093
Assessed value per share ($) (control basis)		**0.030**	**0.045**
Discount for lack of control		30%	25%
Assessed value per share ($) (minority basis)		**0.021**	**0.034**

Source: Technical expert's report, Surefire and Leadenhall analysis

Further detail in respect of the adjustments made in valuing a Surefire share after the Proposed Transaction is provided below.

7.1.1. Loans and number of ordinary shares outstanding

If the Proposed Transaction is approved, 350,000,000 ordinary shares will be issued to Mutual Holdings as repayment for $2.8 million of the $11.3 million debt outstanding. A further 350,000,000 partly paid shares will be issued, where the remaining purchase price of $2.8 million could, in the future, be applied to further reduce the loan balance.

In respect of the partly paid shares, we have assumed that all uncalled capital is offset against the loan balance and as such all partly paid shares are included in the number of ordinary shares outstanding. We note that, excluding the uncalled capital from the reduction of the loan balance and number of shares on issue, or assuming that the uncalled capital is received in cash, would not change our opinion in relation to the Proposed Transaction.

7.1.2. Value attributable to options

In assessing the value attributable to options after the Proposed Transaction, we have used the same assumptions as set out in Section 6.1.3 except for the spot price which is the mid-point of our assessed value per share after the proposed transaction.

7.1.3. Discount for lack of control

The value of a Surefire share after the Proposed Transaction is assessed on a minority basis. As noted in Section 6.1.5, the use of the net assets valuation approach results in a control value, as such a discount for lack of control ("**DLOC**") should be applied when assessing the value of a Surefire share on a minority basis.

The generally observed range for control premiums in Australia is 20% to 40% which equates to a DLOC range of 17% to 29%. We have applied a DLOC of 25% to 30% based on the considerations set out in the table below:

Table 18: Factors considered in assessing a DLOC

Factors indicative of higher DLOC	Factors indicative of a lower DLOC
♦ Historical control premiums in the materials sector are at the higher end of the observed range as set out in Appendix 5. ♦ No dividends are expected to be paid to shareholders in the near future. A higher dividend payout would typically be associated with a lower control premium. ♦ After the Proposed Transaction, companies controlled by Mr Vladimir Nikolaenko will own 36% of Surefire shares (including partly paid shares), with the rest of the shareholding being relatively widely dispersed. An interest of 36% can block a special resolution but could not pass a general resolution without the support of other shareholders.	♦ Whilst entities associated with Mr Nikolaenko will hold a significant interest after the Proposed Transaction, it would not be sufficient to pass a general resolution without the support of other shareholders. As the remaining shareholding is relatively widely dispersed, the passing of a special resolution would therefore require the support of number of other individual shareholders.

Source: Leadenhall analysis

7.2 Valuation conclusion

Based on the above, we have assessed the value of a Surefire share after the Proposed Transaction to be in the range of $0.021 to $0.034.

8 EVALUATION

8.1 Fairness

In order to assess whether the Proposed Transaction is fair, we have compared our assessed fair market value of a Surefire share before the Proposed Transaction on a control basis (i.e. including a control premium) with the effective consideration, being a share in Surefire after the Proposed Transaction on a minority basis. This comparison is set out in the table below.

Table 19: Valuation summary

$'000	Low	High
Value of a Surefire share before the Proposed Transaction	0.034	0.054
Value of a Surefire share after the Proposed Transaction	0.021	0.034

Source: Leadenhall analysis

Since the value of a Surefire share after the Proposed Transaction is less than the value of a Surefire share before the proposed transaction, the Proposed Transaction is not fair.

8.2 Reasonableness

We have defined the Proposed Transaction as reasonable if it is fair, or if despite not being fair, there are sufficient reasons for Surefire's Non-Associated Shareholders to vote for the proposal. We have therefore considered the following advantages and disadvantages of the Proposed Transaction to Non-Associated Shareholders.

Deed of Amendment between Surefire and Mutual Holdings

The ability of Surefire to continue to defer the Mutual Holdings Debt is a key issue when considering the reasonableness of the Proposed Transaction. We have therefore set out the main issues to be considered in relation to the deferral of the Mutual Holdings debt before considering the advantages and disadvantages of the Proposed Transaction.

As advised to the market in an announcement dated 18 March 2024, Surefire entered into an agreement with Mutual Holdings to defer the repayment of the Mutual Holdings debt on 15 March 2024 ("**Deed of Amendment**"). The agreement was revised on 16 August 2024. The revised deed of amendment includes the following clauses in relation to repayment:

- *"The balance owing in respect of the Triggered Payments is to be paid as and when funds will allow and for a period of twelve months from the date of the Deed of Amendment executed 15 March 2024, any payment will be limited to a maximum of twenty percent (20%) of cash funds received by Surefire or its' wholly owned subsidiaries from an corporate action or event which will result in the Group receiving cash funds of any description; however during that twelve-month period, MH and the Surefire Board may by mutual agreement pay a larger amount."*
- *"MH agrees that it will not make any demand for payment of the Triggered Payments and any accrued interest, which would have the effect of placing Surefire into a financial position of not being able to pay its debts as and when they fell due, for a period of at least twelve months from the date of signing this deed."*

The reference to Triggered Payments means the Mutual Holdings Debt. The first part of the first clause above does not include a time limit. The reference to 12 months appears not to apply to the requirement for payment of Triggered Payments to be paid only '*as and when funds allow*'. Despite this, the Surefire board has advised us that it has formed the view that the entire agreement expires twelve months from the signing date and at this time the terms of any continued deferment of the Mutual Holdings Debt would need to be renegotiated. In this circumstance, Mutual Holdings would be in a very strong negotiating position, thus it is likely that future payment deferral would be on less favourable terms than the Proposed Transaction.

Advantages

- **Limited available alternatives to settle the Mutual Holdings Debt:** Surefire does not have sufficient cash available to repay the Mutual Holdings Debt. The alternatives to the Proposed Transaction include:

- Securing alternative debt finance. This would be difficult given Surefire is currently loss making and it is expected to be some time before cash will be generated meaning it would be difficult to make interest and principal repayments
- Raising equity capital. Given the current share price, it is likely that any equity raise would be at a lower price (share price since the beginning of August 2024 has been below $0.007) than shares are being offered to Mutual Holdings and would have a much higher cost than the Proposed Transaction (i.e. the last capital raise involved a fee of 6% of the capital raised plus additional Surefire options).

- **Cash conservation:** the Proposed Transaction allows Surefire to conserve cash on hand to further the development of Victory Bore and the other exploration projects. It also allows for any future equity funds raised to be utilised for exploration projects rather than for debt repayment.
- **Reduction in interest expense:** approval of the Proposed Transaction would decrease the balance of the Mutual Holdings debt upon which interest would be accrued.
- **Retaining a good relationship with Mutual Holdings:** approving the Proposed Transaction, which was initiated by Mutual Holdings, will ensure the relationship between the two entities remains positive, which may increase the likelihood that Mutual Holdings will continue to support Surefire.

Disadvantages

- **Influence of Mr Vladimir Nikolaenko:** the Proposed Transaction will increase the ownership percentage of companies controlled by Mr Nikolaenko and therefore, potentially his influence on decision making going forward. In particular, the combined holding of Mr Nikolaenko and his controlled entities would enable Mr Nikolaenko to defeat a special resolution.
- **Price of Proposed Transaction at a considerable discount to the assessed value:** the proposed conversion price of $0.008 is significantly lower than the assessed value. The differential in value is likely more that the interest that would be saved by approving the Proposed Transaction.

Conclusion on reasonableness

If Surefire's right to only pay the Mutual Holdings debt *'as and when funds will allow'* is for an indefinite period, the Proposed Transaction is clearly less favourable to Non-Associated Shareholders than continuing to defer payment as deferral would avoid dilution and provide greater upside to shareholders if Surefire is able to successfully develop its Victory Bore project. In contrast, the Proposed Transaction is more favourable to Non-Associated Shareholders than the alternative of being forced to renegotiate with Mutual Holdings on or before 15 March 2025.

Given the current board is of the view that the agreement with Mutual Holdings would need to be renegotiated on or before 15 March 2025, there are significant challenges to a Non-Associated Shareholder in seeking indefinite deferral of repayment based on the Deed of Amendment. For example:

- The existing board would need to be replaced. At least 50% of shareholders would need to vote in favour of any resolution to remove the existing board. Given the widely dispersed shareholder register, this may be difficult to achieve.
- Any attempt by a new board to enforce indefinite deferral of repayment could lead to Mutual Holdings initiating legal proceedings against Surefire. There would likely be a significant cost associated with defending any proceedings brought by Mutual Holdings and Surefire may have insufficient cash reserves to fund these costs.
- The dispute may make potential investors wary of investing in Surefire, therefore making it more difficult to raise the capital needed to fund further exploration activities.
- There is also a possibility that a court would rule in favour of Mutual Holdings which would likely result in the Mutual Holdings debt becoming immediately repayable and Surefire is unlikely to have the funds to repay the debt. This could lead to an insolvency event in respect of Surefire which may leave Non-Associated Shareholders with nothing.

We consider that the Proposed Transaction offers Surefire a reasonable solution to the partial repayment of the Mutual Holdings Debt that the company would otherwise be unable to repay. We consider it unlikely that Surefire would be able to source alternative funding arrangements that would result in materially less dilution of existing Non-Associated Shareholders between now and the date on which the board assume the Deed of Amendment expires, being 15 March 2025. Furthermore, if shareholders did pursue the risky strategy to remove the existing board and it failed, they would likely be in a materially worse position than if they approved the Proposed Transaction. As such, in our opinion, the Proposed Transaction is reasonable.

8.3 Opinion

The Proposed Transaction is not fair but reasonable to Non-Associated Shareholders.

An individual shareholder's decision in relation to the Proposed Transaction may be influenced by their own particular circumstances. If in doubt, the shareholder should consult an independent financial adviser.

APPENDIX 1: GLOSSARY

Term	Meaning
Agricola	Agricola Mining Consultants Pty Ltd
Ajlan	Ajlan & Bros. Mining and Metals
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited
Chapter 2E	Chapter 2E of the Corporations Act 2001
Corporations Act	The Corporations Act 2001
DLOC	Discount for lack of control
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
Fair market value	The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms' length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts
FOS	Financial Ombudsman Service
FSG	Financial Services Guide
FY	Financial year
HGM Agreement	Agreement government the acquisition of Victory Bore by Surefire
Item 7	Item 7 of Section 611 of the Corporations Act
Leadenhall	Leadenhall Corporate Advisory Pty Ltd
MOU	Memorandum of Understanding
Mt	Million tonnes
MT	Metric tons
Mutual Holdings	Mutual Holdings Pty Ltd
Mutual Holdings Debt	The debts owed by Surefire to Mutual Holdings under the HGM Agreement
Non-Associated Shareholders	Shareholders that are not associated with the Proposed Transaction
NPAT	Net profit after tax
PBT	Profit before tax
Proposed Transaction	The granting of shares to Mutual Holdings in partial satisfaction of the outstanding liability owed to Mutual Holdings.
RG111	Regulatory Guide 111: Content of Expert Reports
RG74	Regulatory Guide 74: Acquisitions Approved by Members
s606	Section 606 of the Corporations Act 2001
S611	Section 611 of the Corporations Act 2001
Surefire	Surefire Resources NL
VRF Batteries	Vanadium Redox Flow Batteries
VWAP	Volume weighted average price

APPENDIX 2: SOURCES OF INFORMATION

In preparing this IER, we have had regard to information derived from the following sources:

- Audited financial statements of Surefire for the period FY21 to FY23
- Surefire management accounts for FY24
- Balance sheet as at 31 August 2024 prepared by management
- ASX announcements released by Surefire
- Deed of Amendment – Triggered Payment Arrangements (dated 15 March 2024)
- Deed of Amendment – Triggered Payment Arrangements (dated 16 August 2024)
- Technical expert report prepared by Agricola and dated 4 September 2024
- S&P CapIQ for share trading data
- Vanadiumprice.com (historical vanadium price)
- Marketindex.com (historical iron ore price)
- Various articles and statistics prepared by the World Steel Association and present on their website
- Australian Vanadium Limited Investor Presentation, March 2024
- US Geological Survey, 2024 Mineral Commodity Summary for Vanadium
- Geoscience Australia, Australian Resource Review, Vanadium, 31 December 2017
- ABC New Article 'Australia, budding vanadium industry vital to more sustainable future, expert says', 31 March 2022
- Extract from Vanadium Global Market Report 2024 prepared by Research Markets
- Article 'Vanadium Batteries vs Lithium: What You Should Know', John Davis, 26 October 2021

APPENDIX 3: VALUATION METHODOLOGIES

In preparing this report we have considered valuation methods commonly used in practice and those recommended by RG 111. These methods include:

- The discounted cash flow method
- The capitalisation of earnings method
- Asset based methods
- Analysis of share market trading
- Industry specific rules of thumb

The selection of an appropriate valuation method to estimate fair market value should be guided by the actual practices adopted by potential acquirers of the company involved.

Discounted cash flow method

Description

Of the various methods noted above, the discounted cash flow method has the strongest theoretical standing. It is also widely used in practice by corporate acquirers and company analysts. The discounted cash flow method estimates the value of a business by discounting expected future cash flows to a present value using an appropriate discount rate. A discounted cash flow valuation requires:

- A forecast of expected future cash flows
- An appropriate discount rate

It is necessary to project cash flows over a suitable period of time (generally regarded as being at least five years) to arrive at the net cash flow in each period. For a finite life project or asset this would need to be done for the life of the project. This can be a difficult exercise requiring a significant number of assumptions such as revenue growth, future margins, capital expenditure requirements, working capital movements and taxation.

The discount rate used represents the risk of achieving the projected future cash flows and the time value of money. The projected future cash flows are then valued in current day terms using the discount rate selected.

The discounted cash flow method is often sensitive to a number of key assumptions such as revenue growth, future margins, capital investment, terminal growth and the discount rate. All of these assumptions can be highly subjective sometimes leading to a valuation conclusion presented as a range that is too wide to be useful.

Use of the discounted cash flow method

A discounted cash flow approach is usually preferred when valuing:

- Early stage companies or projects
- Limited life assets such as a mine or toll concession
- Companies where significant growth is expected in future cash flows
- Projects with volatile earnings

It may also be preferred if other methods are not suitable, for example if there is a lack of reliable evidence to support a capitalisation of earnings approach. However, it may not be appropriate if:

- Reliable forecasts of cash flow are not available and cannot be determined
- There is an inadequate return on investment, in which case a higher value may be realised by liquidating the assets than through continuing the business

Capitalisation of earnings method

Description

The capitalisation of earnings method is a commonly used valuation methodology that involves determining a future maintainable earnings figure for a business and multiplying that figure by an appropriate capitalisation multiple. This methodology is generally considered a short form of a discounted cash flow, where a single representative earnings figure is capitalised, rather than a stream of individual cash flows being discounted. The capitalisation of earnings methodology involves the determination of:

- A level of future maintainable earnings
- An appropriate capitalisation rate or multiple.

A multiple can be applied to any of the following measures of earnings:

- **Revenue** – most commonly used for companies that do not make a positive EBITDA or as a cross-check of a valuation conclusion derived using another method.
- **EBITDA** - most appropriate where depreciation distorts earnings, for example in a company that has a significant level of depreciating assets but little ongoing capital expenditure requirement.
- **EBITA** - in most cases EBITA will be more reliable than EBITDA as it takes account of the capital intensity of the business.
- **EBIT** - whilst commonly used in practice, multiples of EBITA are usually more reliable as they remove the impact of amortisation which is a non-cash accounting entry that does not reflect a need for future capital investment (unlike depreciation).
- **NPAT** - relevant in valuing businesses where interest is a major part of the overall earnings of the group (e.g. financial services businesses such as banks).

Multiples of EBITDA, EBITA and EBIT are commonly used to value whole businesses for acquisition purposes where gearing is in the control of the acquirer. In contrast, NPAT (or P/E) multiples are often used for valuing minority interests in a company.

The multiple selected to apply to maintainable earnings reflects expectations about future growth, risk and the time value of money all wrapped up in a single number. Multiples can be derived from three main sources. Using the guideline public company method, market multiples are derived from the trading prices of stocks of companies that are engaged in the same or similar lines of business and that are actively traded on a free and open market, such as the ASX. The merger and acquisition method is a method whereby multiples are derived from transactions of significant interests in companies engaged in the same or similar lines of business. It is also possible to build a multiple from first principles.

Use of the capitalisation of earnings method

The capitalisation of earnings method is widely used in practice. It is particularly appropriate for valuing companies with a relatively stable historical earnings pattern which is expected to continue. This method is less appropriate for valuing companies or assets if:

- There are no suitable listed company or transaction benchmarks for comparison
- The asset has a limited life
- Future earnings or cash flows are expected to be volatile
- There are negative earnings or the earnings of a business are insufficient to justify a value exceeding the value of the underlying net assets

Asset based methods

Description

Asset based valuation methods estimate the value of a company based on the realisable value of its net assets, less its liabilities. There are a number of asset based methods including:

- Orderly realisation
- Liquidation value
- Net assets on a going concern basis
- Replacement cost
- Reproduction cost

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to shareholders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the company may not be contemplated, these methods in their strictest form may not necessarily be appropriate. The net assets on a going concern basis method estimates the market values of the net assets of a company but does not take account of realisation costs.

The asset / cost approach is generally used when the value of the business' assets exceeds the present value of the cash flows expected to be derived from the ongoing business operations, or the nature of the business is to hold or invest in assets. It is important to note that the asset approach may still be the relevant approach even if an asset is making a profit. If an asset is making less than an economic rate of return and there is no realistic prospect of it making an economic return in the foreseeable future, an asset approach would be the most appropriate method.

Use of asset based methods

An asset-based approach is a suitable valuation method when:

- An enterprise is loss making and is not expected to become profitable in the foreseeable future
- Assets are employed profitably but earn less than the cost of capital
- A significant portion of the company's assets are composed of liquid assets or other investments (such as marketable securities and real estate investments)
- It is relatively easy to enter the industry (for example, small machine shops and retail establishments)

Asset based methods are not appropriate if:

- The ownership interest being valued is not a controlling interest, has no ability to cause the sale of the company's assets and the major holders are not planning to sell the company's assets
- A business has (or is expected to have) an adequate return on capital, such that the value of its future income stream exceeds the value of its assets

Analysis of share trading

The most recent share trading history provides evidence of the fair market value of the shares in a company where they are publicly traded in an informed and liquid market. There should also be some similarity between the size of the parcel of shares being valued and those being traded. Where a company's shares are publicly traded then an analysis of recent trading prices should be considered, at least as a cross-check to other valuation methods.

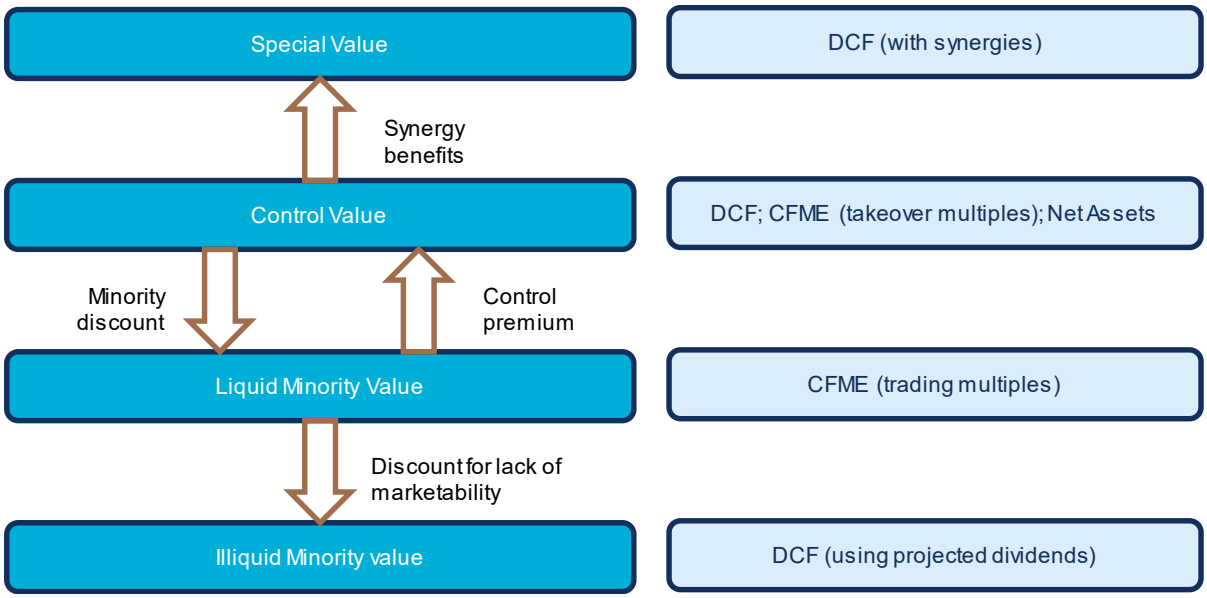
Industry specific rules of thumb

Industry specific rules of thumb are used in certain industries. These methods typically involve a multiple of an operating figure such as eyeballs for internet businesses, numbers of beds for hotels etc. These methods are typically fairly crude and are therefore usually only appropriate as a cross-check to a valuation determined using an alternative method.

APPENDIX 4: LEVELS OF VALUE

Background

When valuing a company there are various conceptual levels of value that can be determined depending on the method selected and the assumptions applied. These levels are highlighted in the diagram below. It is important to be aware of the level of value determined by any valuation technique and to ensure that it is consistent with the subject of the valuation.



The key differences between these levels of value are the control premium and the discount for lack of marketability. The opposite of a control premium is a minority discount (also known as a discount for lack of control).

Each of these levels of value and the valuation techniques for deriving them are discussed below. It is also possible to determine the value at any of the levels by starting at a different level of value and then applying the relevant discounts and/or premiums to obtain the required level of value. For example, an illiquid minority value could be determined by using a discounted cash flow method to determine a control value and then deducting an appropriate minority discount and a discount for lack of marketability.

Special value

The highest level of value is referred to as special value. This is the value of a company to a particular purchaser, where that purchaser is able to enjoy benefits of owning the company that are not available to other potential owners. Special value is not typically observed as a buyer would not benefit its own shareholders if it paid the full amount of special value in a transaction. However, in contested takeover situations transactions often take place at a price that is higher than the stand-alone control value, meaning the value of some synergies is paid by the bidder to the target's shareholders. The definitions of Fair Market Value specifically excludes any special value.

Special value can be estimated using a discounted cash flow analysis. This analysis would include the expected synergy benefits in the forecast cash flows.

Control value

The next level of value is the stand-alone control value. This represents the value of the whole of an entity, without considering any potential synergy benefits. The benefits of controlling an enterprise are discussed further in Appendix 5. A control value can be determined using one of the following approaches:

- Discounted cash flow (using free cash flow to the business or to equity)
- Capitalisation of earnings, using multiples for comparable transactions

- Capitalisation of earnings, using multiples derived from first principles (analogous to a discounted cash flow)
- A net asset based approach

It is possible that transactions involving comparable entities include some element of payment for synergies. Thus, using multiples determined by this method may provide a valuation that is higher than a stand-alone control value. It is therefore necessary to consider the nature of the buyer and the details of the transaction before accepting a comparable transaction as evidence of a control value.

Liquid minority value

This is the most frequently observed level of value as it is consistent with market trading on public exchanges. It can be determined directly by the application of the capitalisation of maintainable earnings, where the multiple used is determined based on market prices of comparable companies.

Illiquid minority value

This represents a minority holding in a private company. Such a stake can be difficult to sell and often offers little ability to influence the operations of the business. This level of value is mostly commonly estimated by reference to a higher level of value and the application of discounts. However, it can be estimated directly either by considering comparable transactions involving similar assets or the application of a discounted cash flow analysis based on expected cash flows to the minority owner. In some cases the shareholders' agreement can restrict the transfer and sale of shares to third parties which increases the applicable discount.

APPENDIX 5: CONTROL PREMIUM

The outbreak of COVID-19 and the consequential general decline in share prices is likely to have an impact on implied control premiums in the current environment. Although there is anecdotal evidence from previous economic downturns of control premiums being higher than the long-term average in times of economic distress, it is difficult to quantify the impact of the current environment on long-term estimates based on currently available data. We have therefore presented our analysis of control premiums prior to the outbreak of COVID-19 noting that any reasonable range of control premiums does not impact our conclusion.

Background

As discussed above, the difference between the control value and the liquid minority value of a security is the control premium. The inverse of a control premium is a minority discount (also known as a discount for lack of control). A control premium is said to exist because the holder of a controlling stake has several rights that a minority holder does not enjoy (subject to shareholders agreements and other legal constraints), including the ability to:

- Appoint or change operational management
- Appoint or change members of the board
- Determine management compensation
- Determine owner's remuneration, including remuneration to related party employees
- Determine the size and timing of dividends
- Control the dissemination of information about the company
- Set strategic focus of the organisation, including acquisitions, divestments and any restructuring
- Set the financial structure of the company (debt / equity mix)
- Block any or all of the above actions

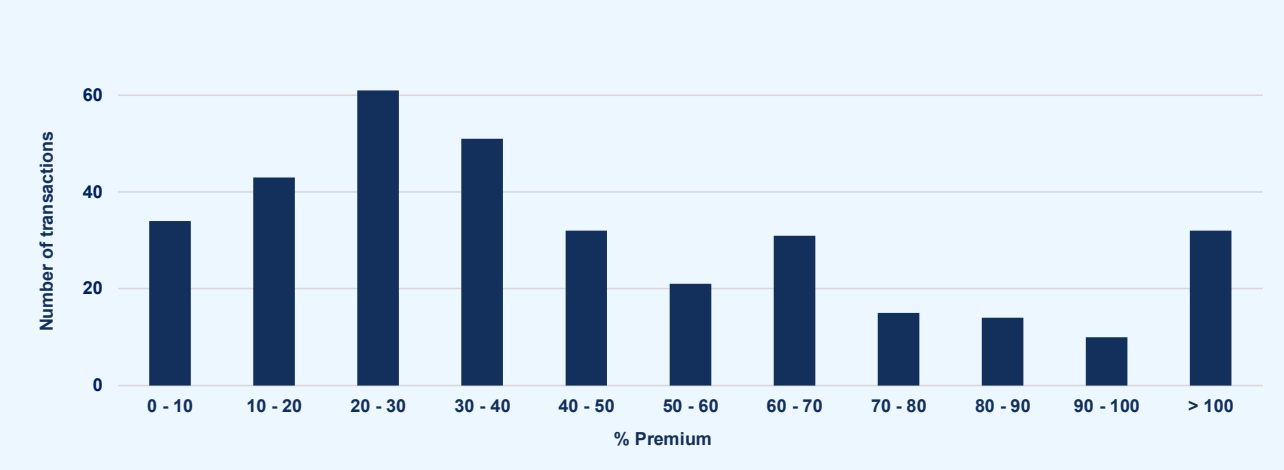
The most common approach to quantifying a control premium is to analyse the size of premiums implied from prices paid in corporate takeovers. Another method is the comparison between prices of voting and non-voting shares in the same company. We note that the size of the control premium should generally be an outcome of a valuation and not an input into one, as there is significant judgement involved.

Takeover Premiums

Dispersion of premiums

The following chart shows the spread of premiums paid in takeovers between 2012 and 2021. We note that these takeover premiums may not be purely control premiums, for example the very high premiums are likely to include synergy benefits, while the very low premiums may be influenced by share prices rising in anticipation of a bid.

Figure 6: Takeover premium by size



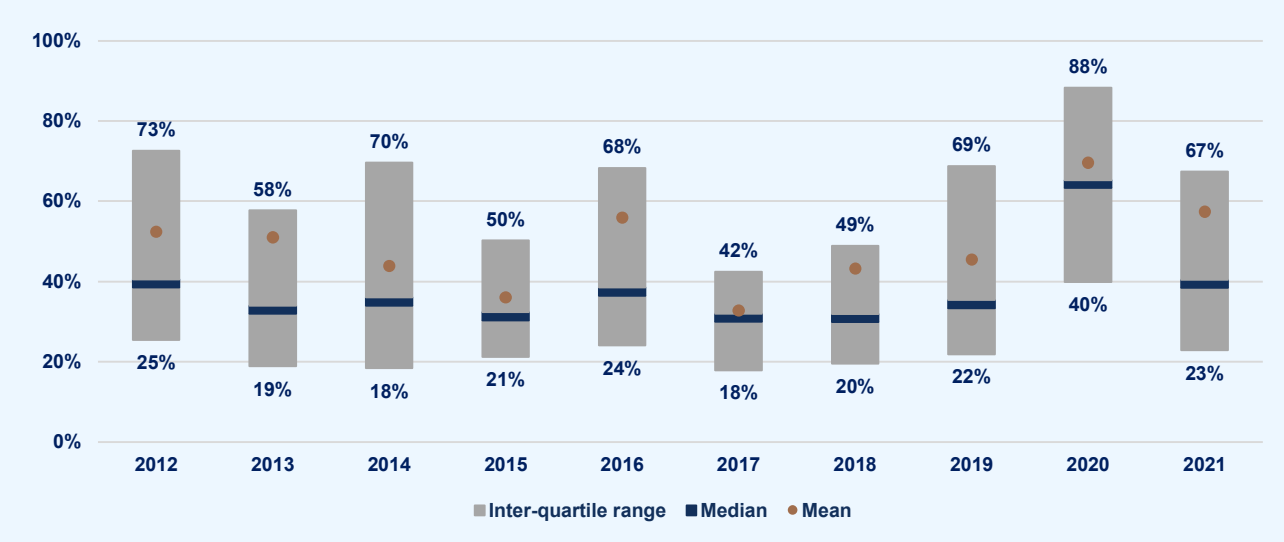
Sources: S&P Capital IQ, Leadenhall analysis

This chart highlights the dispersion of premiums paid in takeovers. The chart shows a long tail of high premium transactions, although the most common recorded premiums are in the range of 20% to 40%, with approximately 65% of all premiums falling in the range of 0% to 50%.

Premiums over time

The following chart shows the average premium paid in completed takeovers compared to the price one month before the initial announcement.

Figure 7: Average takeover premium (1 month)



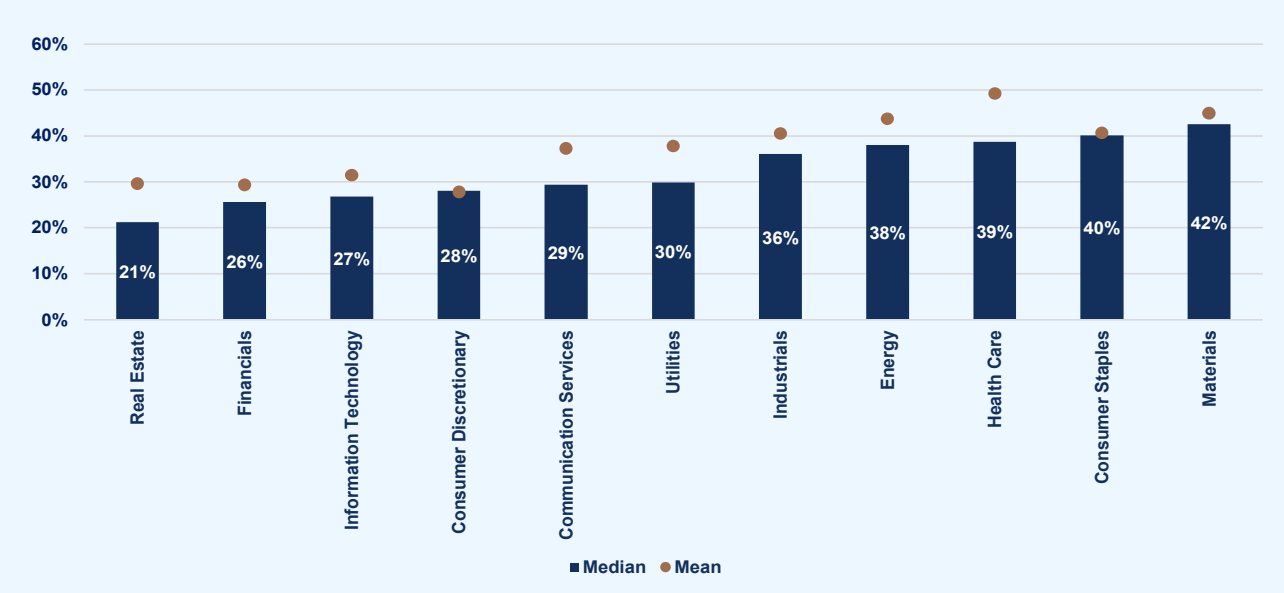
Sources: S&P Capital IQ, Leadenhall analysis
Note: The average premiums presented above exclude transactions with implied control premiums below zero and transactions which we consider to be outliers.

The chart indicates that while premiums vary over time, there is no clearly discernible pattern. The mean is higher than the median due to a small number of high premiums.

Premiums by industry

The following chart shows the average takeover premium by industry, compared to the share price one month before the takeover was announced. Most industries show an average premium of 20% to 40%.

Figure 8: Average takeover premium (2012 to 2021)



Sources: S&P Capital IQ, Leadenhall analysis
Note: The average premiums presented above exclude specific transactions with implied control premiums below zero or over 100% which we consider to be outliers.

Key factors that generally lead to higher premiums being observed include:

- Competitive tension arising from more than one party presenting a takeover offer.
- Favourable trading conditions in certain industries (e.g. recent mining and tech booms).
- Significant synergistic special or strategic value.
- Scrip offers where the price of the acquiring entity's shares increases between announcement and completion.

Industry Practice

In Australia, industry practice is to apply a control premium in the range of 20% to 40%, as shown in the following list quoting ranges noted in various independent experts' reports.

- Deloitte - 20% to 40%
- Ernst & Young - 20% to 40%
- Grant Samuel - 20% to 35%
- KPMG - 25% to 35%
- Lonergan Edwards - 30 to 35%
- PwC - 20% to 40%

The range of control premiums shown above is consistent with most academic and professional literature on the topic.

Alternative View

Whilst common practice is to accept the existence of a control premium in the order of 20% to 40%, certain industry practitioners (particularly in the US) disagree with the validity of this conclusion. Those with an alternate viewpoint to the fact that very few listed companies are acquired each year as evidence that 100% of a company is not necessarily worth more than the proportionate value of a small interest. Those practitioners agree that the reason we see some takeovers at a premium is that if a company is not well run, there is a control premium related to the difference in value between a hypothetical well run company and the company being run as it is.

Impact of Methodologies Used

The requirement for an explicit valuation adjustment for a control premium depends on the valuation methodology and approach adopted and the level of value to be examined. It may be necessary to apply a control premium to the value of a liquid minority value to determine the control value. Alternatively, in order to estimate the value of a minority interest, it may be necessary to apply a minority discount to a proportional interest in the control value of the company.

Discounted cash flow

The discounted cash flow methodology generally assumes control of the cash flows generated by the assets being valued. Accordingly, such valuations reflect a premium for control. Where a minority value is sought a minority discount must therefore be applied. The most common exception to this is where a discounted dividend model has been used to directly determine the value of an illiquid minority holding.

Capitalisation of earnings

Depending on the type of multiple selected, the capitalisation of earnings methodology can reflect a control value (transaction multiples) or a liquid minority value (listed company trading multiples).

Asset based methodologies

Asset based methodologies implicitly assume control of the assets being valued. Accordingly, such valuations reflect a control value.

Intermediate Levels of Ownership

There are a number of intermediate levels of ownership between a portfolio interest and 100% ownership. Different levels of ownership/strategic stakes will confer different degrees of control and rights as shown below.

- 90% - can compulsory purchase remaining shares if certain conditions are satisfied
- 75% - power to pass special resolutions
- 50% - gives control depending on the structure of other interests (but not absolute control)
- 25% - ability to block a special resolution
- 20% - power to elect directors, generally gives significant influence, depending on other shareholding blocks
- < 20% generally has only limited influence

Conceptually, the value of each of these interests lies somewhere between the portfolio value (liquid minority value) and the value of a 100% interest (control value). Each of these levels confers different degrees of control and therefore different levels of control premium or minority discount.

50%

For all practical purposes, a 50% interest confers a similar level of control to holdings of greater than 50%, at least where the balance of the shares is listed and widely held. Where there are other significant holders, such as in a 50/50 joint venture, 50% interests involve different considerations depending upon the particular circumstances.
Strategic parcels do not always attract a control premium. In fact, if there is no bidder, the owner may be forced to sell the shares through the share market, usually at a discount to the prevailing market price. This reflects the fact that the sale of a parcel of shares significantly larger than the average number of shares traded on an average day in a particular stock generally causes a stock overhang, therefore there is more stock available for sale than there are buyers for the stock and in order to clear the level of stock available, the share price is usually reduced by what is referred to as a blockage discount.

20% to 50%

Holdings of less than 50% but more than 20% can confer a significant degree of influence on the owner. If the balance of shareholders is widely spread, a holding of less than 50% can still convey effective control of the business. However, it may not provide direct ownership of assets or access to cash flow. This level of holding has a strategic value because it may allow the holder significant influence over the company's management, possibly additional access to information and a board seat.

<20%

Holdings of less than 20% are rarely considered strategic and would normally be valued in the same way as a portfolio interest given the stake would not be able to pass any ordinary or special resolution on their own if they were against the interests of the other shareholders. Depending on the circumstances, a blockage discount may also apply.
As explained above, the amount of control premium or minority discount that would apply in specific circumstances is highly subjective. In relation to the appropriate level of control premium,
Aswath Damodaran notes "the value of controlling a firm has to lie in being able to run it differently (and better)". A controlling shareholder will be able to implement their desired changes. However, it is not certain that a non-controlling shareholder would be able to implement changes they desired. Thus, following the logic of Damodaran and the fact that the strategic value of the holding typically diminishes as the level of holding decreases, the appropriate control premium for a non-controlling shareholder should be lower than that control premium for a controlling stake.

Key Factors in Determining a Reasonable Control Premium

Key factors to consider in determining a reasonable control premium include:

- **Size of holding** – Generally, larger stakes attract a higher control premium
- **Other holdings** – The dispersion of other shareholders is highly relevant to the ability for a major shareholder to exert control. The wider dispersed other holdings are, the higher the control premium
- **Industry premiums** – Evidence of premiums recently paid in a given industry can indicate the level of premium that may be appropriate
- **Size** – medium sized businesses in a consolidating industry are likely to be acquired at a larger premium than other businesses
- **Dividends** – a high dividend pay-out generally leads to a low premium for control
- **Gearing** – a company that is not optimally geared may attract a higher premium than otherwise, as the incoming shareholder has the opportunity to adjust the financing structure
- **Board** – the ability to appoint directors would increase the control premium attaching to a given parcel of shares. The existence of independent directors would tend to decrease the level of premium as this may serve to reduce any oppression of minority interests and therefore support the level of the illiquid minority value
- **Shareholders' agreement** - the existence and contents of a shareholder's agreement, with any protection such as tag along and drag along rights offered to minority shareholders lowers the appropriate control premium

APPENDIX 6: VOLATILITY

In selecting expected prospective volatility of Surefire, we have considered the observed historical volatility of a range of comparable entities, as well as that of Surefire. We consider this approach preferable to relying on Surefire's historical volatility only, due to the significant uncertainty in any single observation. The historical volatility of companies with comparable operations to Surefire are set out in the table below:

Table 20: Volatility

Company	Market Cap (A$'m)	Volatility 2 year	Volatility 3 year
Syrah Resources Limited	391.2	77%	73%
Australian Vanadium Limited	146.3	72%	83%
Tivan Limited	95.6	69%	72%
Richmond Vanadium Technology Limited	74.3	93%	93%
CZR Resources Ltd	62.5	85%	103%
QEM Limited	23.5	80%	81%
Vanadium Resources Limited	22.4	71%	74%
Surefire Resources NL	19.9	105%	111%
Audalia Resources Limited	13.8	154%	142%
Protean Energy Limited	5.2	150%	124%
Moab Minerals Limited	2.9	155%	163%
High		**155%**	**163%**
Low		**69%**	**72%**
Average		**101%**	**102%**
Median		**85%**	**93%**

Source: S&P Capital IQ as at 27 August 2024

APPENDIX 7: QUALIFICATIONS, DECLARATIONS AND CONSENTS

Responsibility and purpose

This report has been prepared for Surefire's shareholders for the purpose of assessing the fairness and reasonableness of the Proposed Transaction. Leadenhall expressly disclaims any liability to any shareholder, or anyone else, whether for our negligence or otherwise, if the report is used for any other purpose or by any other person.

Reliance on information

In preparing this report we relied on the information provided to us by Surefire being complete and accurate and we have assumed it has been prepared in accordance with applicable Accounting Standards and relevant national and state legislation. We have not performed an audit, review or financial due diligence on the information provided. Drafts of our report were issued to Surefire's management for confirmation of factual accuracy.

Prospective information

To the extent that this report refers to prospective financial information, we have considered the prospective financial information and the basis of the underlying assumptions. The procedures involved in Leadenhall's consideration of this information consisted of enquiries of Surefire's personnel and analytical procedures applied to the financial data. These procedures and enquiries did not include verification work nor constitute an audit or a review engagement in accordance with Australian Auditing Standards, or any other standards. Nothing has come to our attention as a result of these enquiries to suggest that the financial projections Surefire, when taken as a whole, are unreasonable for the purpose of this report.

We note that the forecasts and projections supplied to us are, by definition, based upon assumptions about events and circumstances that have not yet transpired. Actual results in the future may be different from the prospective financial information of Surefire referred to in this report and the variation may be material, since anticipated events frequently do not occur as expected. Accordingly, we give no assurance that any forecast results will be achieved. Any future variation between the actual results and the prospective financial information utilised in this report may affect the conclusions included in this report.

Market conditions

Leadenhall's opinion is based on prevailing market, economic and other conditions as at the date of this report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon the conclusion reached in this report.

As a valuation is based upon expectations of future results it involves significant judgement. Although we consider the assumptions used and the conclusions reached in this report are reasonable, other parties may have alternative expectations of the future, which may result in different valuation conclusions. The conclusions reached by other parties may be outside Leadenhall's preferred range.

Indemnities

In recognition that Leadenhall may rely on information provided by Surefire and their officers, employees, agents or advisors, Surefire has agreed that it will not make any claim against Leadenhall to recover any loss or damage which it may suffer as a result of that reliance and that it will indemnify Leadenhall against any liability that arises out of Leadenhall's reliance on the information provided by Surefire and their officers, employees, agents or advisors or the failure by Surefire and their officers, employees, agents or advisors to provide Leadenhall with any material information relating to this report.

Qualifications

The personnel of Leadenhall principally involved in the preparation of this report were Katy Lawrence BCom, Grad Dip App Fin., BV Specialist, CA, Richard Norris, BA (Hons), FCA, M.App.Fin, FCA, F.FINSIA, Andrew Steere, BBus, MCom, Grad Dip App Fin., Jack Ryan, BProfPracBProfAccg.

This report has been prepared in accordance with "APES 225 – Valuation Services" issued by the Accounting Professional & Ethical Standards Board and this report is a valuation engagement in accordance with that standard and the opinion is a Conclusion of Value.

Independence

Leadenhall has acted independently of Surefire. Compensation payable to Leadenhall is not contingent on the conclusion, content or future use of this report.

APPENDIX 8: TECHNICAL EXPERTS REPORT

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AGRICOLA MINING CONSULTANTS PTY LTD - ABN: 84 274 218 871
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Email: mcastle@castleconsulting.com.au
Principal Consultant – MALCOLM CASTLE

INDEPENDENT VALUATION REPORT

on the

MINERAL ASSETS in WESTERN AUSTRALIA

held by

SUREFIRE RESOURCES NL

Malcolm Castle

Agricola Mining Consultants Pty Ltd

10 September 2024

Malcolm Castle
CONSULTING GEOLOGIST

Malcolm Castle
B.Sc.(Hons) MAusIMM, GCertAppFin (Sec Inst)

The Mineral Assets

Surefire Minerals NL ("Surefire" or the "Company") released a Mineral Resource Estimate for Victory Bore Deposit in December 2023 at a cut-off grade of 0.15% V_2O_5. The information in the public domain is robust, in accordance with the JORC Code, 2012, and is supported by the required documentation. JORC Table 1 is attached to this Report. This Mineral Resource Estimate is the foundation for the current valuation for the Victory Bore Deposit. An Adjacent vanadium deposit is along strike at Unaly Bore on a separate tenement. A Mineral Resource Estimate has been compiled for this deposit in accordance with the JORC Code 2004.

Location of the Company's Projects

A Pre Feasibility Study (PFS) was compiled in December 2023 to an accuracy of +/- 25% to 30% with a positive outcome. The PFS forms the basis of an investment decision by the Company Directors to continue with further studies and includes a production and beneficiation scenario that will be refined (or changed) in a Definitive Feasibility Study. The PFS is considered to be high risk and may not reflect the fair market value of the assets at the effective date.

An advanced magnetite project at Perenjori holds a mineral resource estimate in accordance with the 2004 JORC Code. The Company also holds three exploration projects in Western Australia - the Yidby Gold Project and the Kooline Silver-Lead Project.

Market Value Summary

Considering the location, geological factors, and other technical parameters, which could affect project economics, in Agricola's opinion, the fair market values for **100% equity** in the Projects held by Surefire Minerals NL in Western Australia are as follows.

Considering the location, geological factors, and other technical parameters, which could affect the Project economics, in Agricola's opinion, the implied market value for 100% equity in the Projects is as follows.

- The estimated fair market value of the **Victory Bore Project** considered in this Report including the Victory Bore vanadium deposit, the Victory Bore Aluminium Deposit and the Unaly Hill vanadium deposit is **A$ 79.2 million to A$ 115.2 million with a most likely value of A$ 97.2 million**.
- The estimated fair market value of the **Perenjori Magnetite Project** considered in this Report is **A$ 14.5 million to A$ 23.2 million with a most likely value of A$ 18.9 million**.
- The estimated fair market value of the **Company's Exploration Assets** considered in this Report is **A$ 1.0 million to A$ 1.2 million with a most likely value of A$ 1.1 million**.
- The estimated total value of the **Company's Mineral Assets** considered in this Report is **A$ 94.6 million to A$ 139.7million with a most likely value of A$ 117.2 million**.
- The Effective Date of the valuation is 10 September 2024.

This valuation addresses the mineral assets with a **bottom-up approach** and focuses on analysing the technical assessment of individual tenement groups. This is a sum-of-the-parts approach to valuation, in that each tenement group is independently valued based on technical attributes and then added together.

Concepts of fair market value are traditionally based on the principle of a transaction between a willing buyer and a willing seller. This was addressed in a landmark Australian High Court case Spencer Vs Commonwealth with the following comment.

'A Mineral Asset valuation endeavours to ascertain the unencumbered price which a willing but not anxious vendor could reasonably expect to obtain, and a hypothetical willing but not too anxious purchaser could reasonably expect to have to pay for the property if the vendor and the purchaser had got together and agreed on a price in friendly negotiation' (the Spencer Test). It applies to the direct sale of existing equity in the Projects at the date of this Report in accordance with the VALMIN Code (2015).

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Introduction

Agricola Mining Consultants Pty Ltd ("Agricola") was requested by Leadenhall Corporate Advisory Pty Ltd ("Leadenhall") to prepare an *Independent Valuation Report* (the "Report") on the Mineral Assets in Western Australia held by Surefire Resources NL ("Surefire" or the "Company"), including the Victory Bore and Unaly Hill vanadium deposits and the Victory Bore aluminium resource, the Yidby Gold Project, the Perenjori Magnetite Project and the Kooline Silver-Lead Project (the "Projects"). Surefire has engaged Leadenhall to prepare an Independent Expert's Report ("IER"). Leadenhall may refer to this Report in the preparation of its IER.

Relevant codes and guidelines

This Report has been prepared as an Independent Valuation Report in accordance with the *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets* ("VALMIN Code", 2015 Edition), 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 which pertain to Independent Expert Reports (Regulatory Guides RG111, and RG112).

Where recent exploration results, exploration targets and mineral resource estimates have been referred to in this report, the information was prepared in accordance with the *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves* ("JORC Code" 2012), prepared by the Joint Ore Reserves Committee of the AusIMM, the AIG and the Minerals Council of Australia. Mineral Resource Estimates prepared in accordance with the 2004 JORC Code at Unaly Hill and Perenjori are clearly identified.

Principal Sources of Information and Reliance on Other Experts

Agricola has based its review of the Projects on information made available by the Company along with technical reports prepared by consultants, government agencies and previous tenements holders, and other relevant published and unpublished data. This Report is based upon information available up to and including the date of the Report.

Agricola has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy, and completeness of the technical data upon which this Report is based. The Company was provided a final draft of this Report and requested to identify any material errors or omissions prior to finalising the Report.

Sources of Information

In respect of the information contained in this Report, Agricola has relied on:

- ASX releases prepared by the Company.
- ASX releases by other companies with vanadium projects.

- Publicly available information from the Geological Survey of Western Australia.
- Academic and technical papers in publicly available journals and other sources.
- Publicly available information on exchange rates and commodity prices.

The information is in the public domain and consent to the use of statements in these sources are in accordance with ASIC Regulatory Guide 55 and ASIC Corporations (Consents to Statements) Instrument 2016/72. Separate consents have been received for internal, unpublished reports where appropriate.

Site Visits

No site visits were undertaken during the preparation of this Report. Agricola has reviewed reports for all previous exploration and considers that a site visit would not reveal any additional information that would change the recommendations or make a material difference to the contents of this report. The author of this Report has extensive experience in Western Australia as an exploration geologist and is familiar with the Victory Bore Deposit from past work.

Figures in the Report

The figures included in this report are selected from published reports, available in the public domain and listed in the references. All figures have been reviewed and are the responsibility of the Competent Person for Agricola.

Tenement Status

Agricola is not qualified to provide extensive commentary on the legal aspects of the tenure of the mineral properties or the compliance with the legislative environment and permitting in the various jurisdictions. In relation to the tenement standing, Agricola has relied on the information publicly available. On this basis Agricola has confirmed details of the tenements from government records and understands that the tenements are in good standing and has confirmed this with the Company.

Exploration Results

- Exploration results are based on, and fairly represent, information and supporting documentation prepared by the Company and reviewed by Malcolm Castle, a Competent Person and Member of the AusIMM. The Information is an accurate representation of the available data.
- Where exploration results relate to mineralisation but are not classified as an Exploration Target or Mineral Resource, estimates of tonnages and average grade have not been assigned to the mineralisation. Exploration results are not presented in such a way as to suggest the presence of coherent mineralization that may represent an Exploration Target or Mineral Resource.
- Results of drill holes are quoted as down hole widths. True widths of mineralisation are not reported. An appropriate qualification has been included in the Report.

- There has been no selected disclosure of information such as rock chip or grab sampling isolated assays, isolated drill holes, assays of panned concentrates or supergene-enriched soils or surface samples, without placing them in perspective. If visual results are quoted in the absence of assays, they do not include any reference to the average grade or economic potential of the mineralisation.

Mineral Resource Estimates and Exploration Targets

- Exploration Targets if reported - The potential quantity and grade are conceptual. There has been insufficient exploration to estimate a Mineral Resource under the JORC Code 2012, and it is uncertain if further exploration will result in the estimation of a Mineral Resource.
- Mineral Resource Estimates are presented in accordance with the JORC Code 2012 and include Competent Persons Statements by the estimator of the Resources and JORC Table 1 for each Deposit.
- Mineral Resource Estimates prepared in accordance with the 2004 JORC Code at Unaly Hill and Perenjori are clearly identified.

Qualifications and Experience

Malcolm Castle, the author of this Report, is the Principal Consultant for Agricola Mining Consultants Pty Ltd, an independent geological consultancy.

- He is an appropriately qualified geologist and has the necessary technical and securities qualifications, expertise, competence, and experience appropriate to the subject matter of the report. He was awarded a Bachelors Degree in Applied Geology, B.Sc. (Hons), by UNSW in 1965, and a Graduate Certificate in Applied Finance, GCertAppFin (Sec Inst), in 2004.
- He is a member of a relevant recognised professional association (Member of Australasian Institute of Mining and Metallurgy since 1965).
- He is a Competent Person under the VALMIN Code and JORC Code.
- He has worked in the mineral exploration industry for over fifty years and has at least ten years of suitable and recent experience in the technical field in which he is to report. This includes many years in field-based mineral exploration. He has compiled many Independent Technical Assessment and Valuation Reports in the last 20 years.
- Declaration – VALMIN Code: The information in this report that relates to the Technical Assessment and Valuation of Mineral Assets reflects information compiled and conclusions derived by Malcolm Castle, who is a Member of The Australasian Institute of Mining and Metallurgy. Malcolm Castle is not a permanent employee of the Company. Malcolm Castle has sufficient experience relevant to the Technical Assessment and Valuation of the Mineral Assets under consideration and to the activity he is undertaking to qualify as a Practitioner as

defined in the 2015 edition of the 'Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets'. Malcolm Castle consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Independence

Agricola prepared an Independent Valuation Report for Surefire on the Victory Bore Deposit earlier this year (*Independent Valuation Report on the Victory Bore Project, Western Australia held by Surefire Resources NL, Effective Date 15 January 2024, Malcolm Castle, Agricola Mining Consultants Pty Ltd, 22 January 2024)*.

Malcolm Castle, the author of this Report, and Agricola have no material interest in the Company or the mineral properties in which the Company has an interest. Mr Castle is the Principal Consultant for Agricola, an independent geological consultancy. Agricola's relationship with the Company is solely one of professional association between client and independent consultant. Agricola and its employees have no conflict of interest with the Company.

Fees of $20,000 plus GST are being charged to the Company at a commercial rate for the preparation of this Report, the payment of which is not contingent upon the conclusions of the report.

Agricola regards guidelines of RG112.31 are complied with, whereby there are no business or professional relationships or interests, which would affect the expert's ability to present an unbiased and independent opinion within this Report.

Reasonableness Statement

The Company's Victory Bore Project is an *advanced exploration project*. Mineral resource estimates in accordance with the JORC Code 2012 have been finalised and a Pre Feasibility Study has been released to the ASX. *('Outstanding Pre-Feasibility Study For Victory Bore Vanadium Project', ASX Announcement 5 December 2023)*

The Project should be considered low to moderate risk. Based on its review of the available technical information and the results of the PFS. Agricola considers the proposed future exploration and studies for the Victory Bore Project are reasonable and appropriate in the context of the areas of the development of the vanadium deposits and the development stage.

The Company holds two exploration projects with mineral Resource estimates in accordance with the JORC Code 2004 and three exploration projects at various stages with encouraging results. The projects are considered to be High Risk but worthy of further exploration on the areas of interest so far identified.

In undertaking this technical assessment Malcolm Castle has reviewed the technical inputs pertaining to the projects in an impartial, rational, realistic, and logical manner.

Agricola believes that the inputs, assumptions, and overall Technical Assessment is in line with industry standards and meets the *Reasonable Grounds Requirement* of the VALMIN Code 2015.

Consent

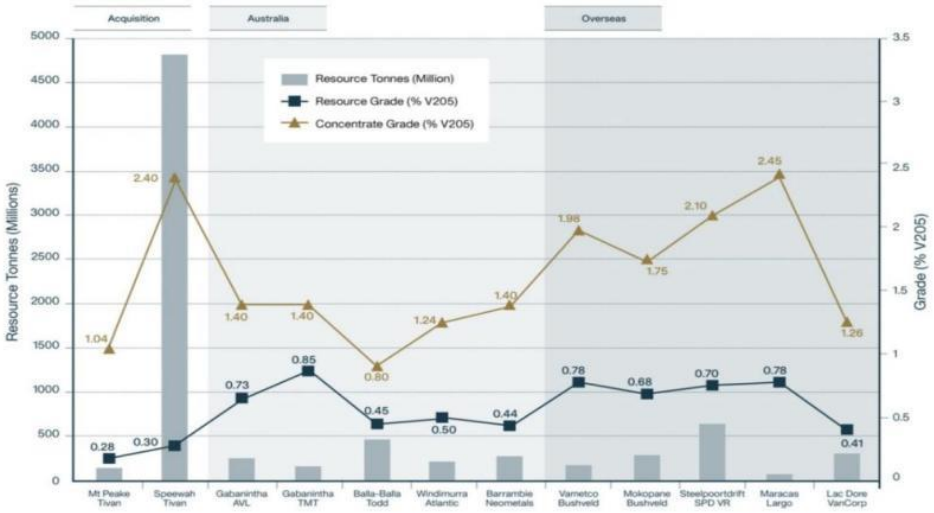
Agricola consents to the inclusion of this Independent Valuation Report in the form and context as set out in the agreement with the Company. Agricola provides its consent on the understanding that the assessment expressed in the individual sections of this Report will be considered with, and not independently of, the information set out in full.

Agricola Mining Consultants Pty Ltd has not withdrawn this consent prior to the lodgement of the Report.

Vanadium Titanomagnetite Deposits

Vanadium - titanomagnetite (VTM) deposits are found throughout the world and are the principal source of vanadium. The most economically significant VTM deposits or regions, both in the past and currently, include the Bushveld Complex in South Africa; the Panzhihua layered intrusion in Sichuan Province, China; the Kachkanar massif in the Ural Mountains in Russia; the Bell River Complex (Matagami deposit) and the Lac Doré Complex in Quebec, Canada; the Windimurra igneous complex, Gabanintha and Victory Bore layered intrusions in Western Australia. VTM deposits are hosted mainly within mafic and ultramafic igneous rocks, most commonly anorthosite and gabbro.

The VTM deposits consist of magmatic accumulations of magnetite and ilmenite, defined arbitrarily as having grades of more than about 1 percent rutile. They commonly contain 0.2 to 0.9 percent V_2O_5, but some zones (for example, the Bushveld Complex) contain greater than 1.5 percent V_2O_5. Most exposed VTM deposits are Archean or Proterozoic in age, having formed in intraplate continental tectonic settings; a few deposits (for example, the Panzhihua region in Sichuan Province, China) are younger.



Vanadium Resource Grade Comparison

Price Forecasts - In the last two years, Vanadium prices have increased over 500%. Although global steel is forecasted to increase by a modest 2% per year until 2025, new Chinese regulations entering force in November 17 requiring a minimum of 0.3% vanadium in rebar generate a new minimum requirement of 60,000 tonnes of vanadium solely for the lowest category of Chinese rebar. It is expected that after 2020 the Rongke Power 800 MWh Battery model being constructed in Dalian, China, requiring 8,000 tonnes of Vanadium, will be rolled out leading to significant demand increase.

Vanadium Price variability

The commodity price is variable and is currently at US$4.70/ib. V_2O_5 has traded in the range US$ 6.50/lb to US$ 4.70/lb over the last year. Agricola has compiled this valuation at US$ 5.25 per pound based on the trading range over the last six months.

Mining and Extraction of Vanadium ore

The development of vanadium deposits includes exploration, mining, beneficiation, and extraction of vanadium from the ore.

1. Exploration: This is the first step in identifying potential vanadium ore deposits. Geologists use various methods, such as geological mapping, geophysical surveys, and geochemical analyses, to identify areas with high vanadium potential. Once a deposit is identified, further evaluation is conducted to determine a Mineral Estimation and economic viability.
2. Mining: Once a viable vanadium ore deposit is identified, the next step is mining. Open-pit mining is commonly used for large, near-surface vanadium deposits, where the ore is extracted by removing overlying soil and rock to expose the

vanadium-bearing ore. Underground mining is used for deeper, higher-grade deposits, where tunnels and shafts are used to access the ore.

3. Beneficiation: After mining, the vanadium ore is subjected to beneficiation processes to prepare a concentrate and remove impurities, including crushing, grinding, magnetic separation, and froth flotation. The specific beneficiation process used depends on the characteristics of the ore, such as its mineralogy, grade, and physical properties.
4. Extraction of Vanadium:Vanadium in vanadiferous titanomagnetite ores is typically extracted through a roasting and smelting process, where the ore is roasted at high temperatures to convert the vanadium into a more soluble form, followed by smelting to obtain vanadium slag, which is then further processed to obtain vanadium pentoxide (V_2O_5), a common form of vanadium used in industry.
5. Refining and Purification: The extracted vanadium pentoxide may undergo further refining and purification processes to obtain high-purity vanadium for specific industrial applications. These processes may include leaching, precipitation, solvent extraction, and other chemical processes to remove impurities and obtain vanadium with the desired purity.
6. Final Product: The final product of vanadium extraction is typically vanadium pentoxide (V_2O_5), which is a common form of vanadium used in various industries. Vanadium pentoxide can be further processed into other forms of vanadium compounds, such as ferrovanadium, vanadium chemicals, and vanadium alloys, depending on the specific industrial applications.

TENEMENT SCHEDULE

Western Australia - TENEMENT HOLDINGS AT 31 MARCH 2024						
LEASE	**NAME**	**Grant**	**Expiry**	**Area, km²**	**STATUS**	**Holder**
VICTORY BORE PROJECT - Vanadium						
E57/1068	Unaly Hill	24/1/2018	23/1/2028	49.76	Granted	SUREFIRE RESOURCES
E57/1036	Victory Bore	1/7/2016	30/6/2026	24.88	Granted	SUREFIRE RESOURCES
M57/656	Victory Bore	Pending - 30/05/2022			Appln.	SUREFIRE RESOURCES
YIDBY PROJECT - Gold						
E59/2426	Nynghan	5/8/2020	4/8/2025	71.53	Granted	SUREFIRE RESOURCES
E59/2390	Yalgoo	23/10/2019	22/10/2024	9.33	Granted	SUREFIRE RESOURCE
E59/2444	Yidby Hill	28/8/2020	27/8/2025	37.32	Granted	SUREFIRE RESOURCES
E59/2845	Yidby	23/10/2023	22/10/2028	15.55	Granted	SUREFIRE RESOURCES
				133.73		
PERENJORI PROJECT - Magnetite						
E70/5575	Kadji	7/12/2020	6/12/2025	155.50	Granted	SUREFIRE RESOURCES
E59/2446	Perenjori 2	6/11/2020	5/11/2025	52.87	Granted	SUREFIRE RESOURCES
E70/5311	Southwest	12/11/2020	11/11/2025	71.53	Granted	KADJI MINING PTY LTD
E70/6402	White Pointer	22/5/2023	21/5/2028	12.44	Granted	KADJI MINING PTY LTD
E70/5572	Fitzroy	17/11/2021	16/11/2026	133.73	Granted	SUREFIRE RESOURCES
				426.07		
KOOLINE SILVER-LEAD PROJECT - Silver Lead						SUREFIRE RESOURCES
E08/2373	Kooline-Wyloo	20/8/2013	19/8/2025	40.43	Granted	SUREFIRE RESOURCES

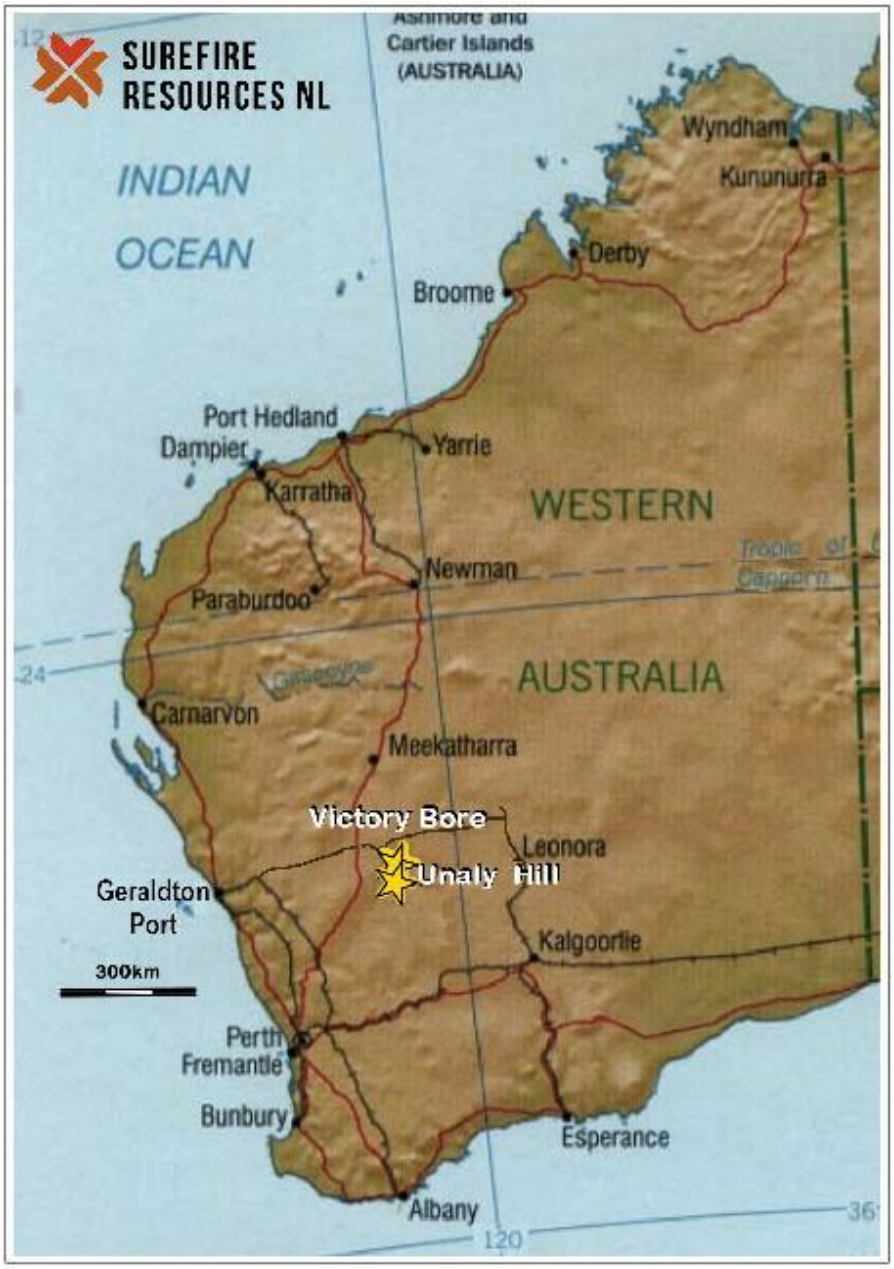
The status of the Company's Tenements has been verified based on a recent independent inquiry of the Western Australian tenements-on-Line database. The tenements are believed to be in good standing based on this inquiry. Some future events such as the renewal of the tenements (or otherwise), expenditure exemptions and plaint action may impact of the valuation and may give grounds for a reassessment. *The tenure and geology have been reviewed by Malcolm Castle, a Competent Person for Agricola in July 2024.*

VICTORY BORE VANADIUM PROJECT, WESTERN AUSTRALIA

Location

The Victory Bore Project is in the Mid-West region of Western Australia, approximately 450 km east of Geraldton with road and historical rail access. The Victory and Unaly deposits are hosted by 23 kilometres of a magnetite unit with vanadium and titanium mineralisation. The Victory Bore licence E57/1036 is contiguous with the northern

boundary of the Company's Unaly Hill licence area E57/1068. An application for a Mining Lease, MLA57/656, has been lodged.



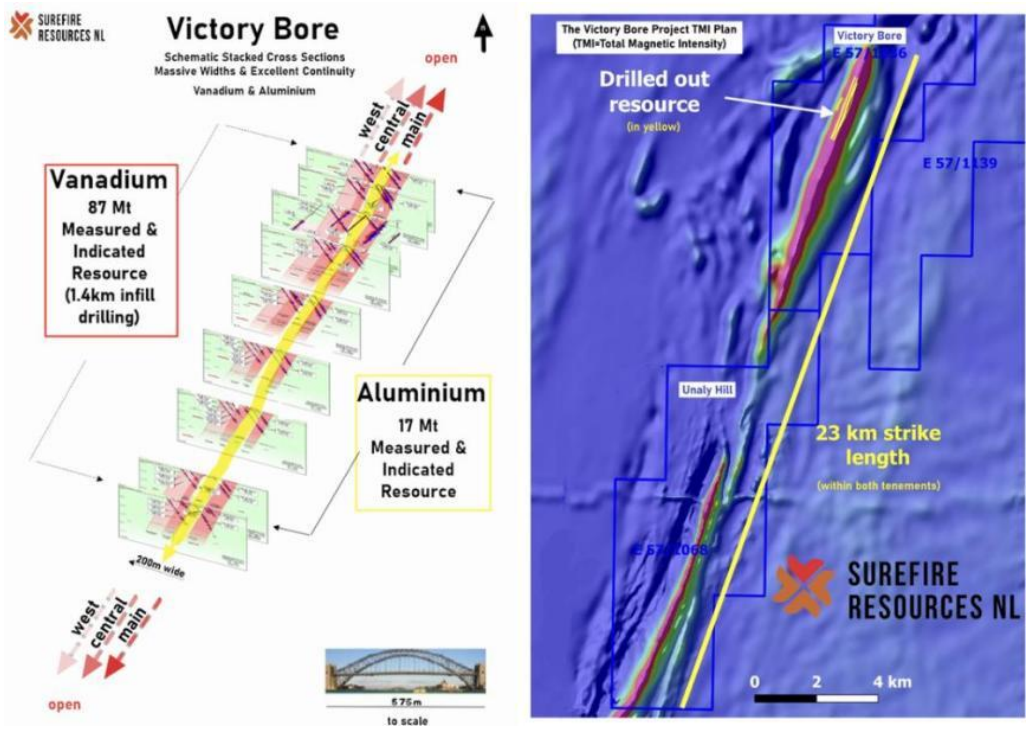
Location of the Victory Bore Project

Geological Setting

The Company's Victory Bore Vanadium Project is hosted by a layered intrusive body which is similar to the majority of vanadium projects globally where vanadium is contained within Vanadium-Titanium-Magnetite lithologies.

The Project occurs within the Atley Intrusion, a layered gabbroic body that is elongated in an NNE/SSW orientation and runs along the axis of the regional scale Youanmi Fault,

a regionally dominant geological feature. The Atley intrusion has a maximum thickness of 4.5 km with numerous exposures over a strike length of more than 23 km within the tenements. The compositional layers recognized are anorthosite (hosting Victory Bore Vanadium, Aluminium, Titanium and Magnetite mineralization), gabbroic, leucogabbroic and pyroxenite. The units are completely altered to talc, chlorite and tremolite. The iron-vanadium-titanium mineralisation is generally over 35m wide, homogenous, and situated as steeply dipping elongate tabular layers within the intrusive complex. The average strike of the mineralisation is 020° azimuth and dipping at 75° to the west.



Location of the Victory Bore – Unaly hill deposits and tenure

The mineral deposit is hosted within a gabbroic unit and consists of a basal massive magnetite zone Main Lode, which is up to 59m in true width. This is overlain by a gabbro approximately 50m in true width which is overlain by the Central Lode, which is up to 55m in true width which is overlain by the West Lode. The thickness of the West Lode is likely >60m however the average thickness cannot be determined at this stage due to lack of drilling coverage.

Vanadium Mineral Resource Estimate, 5 December 2023

The Company has announced an updated estimate of the mineral resource for Victory Bore in December 2023. The estimate was released to the ASX in the following announcement. '*Outstanding Pre-Feasibility Study for Victory Bore Vanadium Project, ASX Announcement, 5 December 2023'*. A lower cut-off of 0.15% V_2O_5 has been applied to reported tonnes and grade.

Resource estimation was prepared by independent consultants Hyland Geological and Mining Consultants (HGMC) who completed Ordinary Kriged estimates for V_2O_5, and associated preliminary spatial distribution estimation work. Potential top-cuts were checked by completing an outlier analysis, but in this instance, no top-cutting was required however an interpolation restriction of 40m was applied for composites above the ~99th percentile population level (at 0.96% V_2O_5). Grade is estimated into regular blocks with dimensions of 20 mN, 5mE and 5mRL.

A range of V_2O_5 cut-offs was calculated during the MRE. While a 0.26% V_2O_5 lower cut-off has been applied to reported tonnes and grade. This cut-off was considered in line with current mineralisation type, likely favourable processing route and the Vanadium price in conjunction with associated possibly recoverable beneficial elements.

The PFS considered a pit optimisation based on product mix, product pricing and mining costs. That optimisation concluded a cutoff grade of 0.15% V_2O_5 is sustainable.

VICTORY BORE PROJECT		Vanadium		JORC Code 2012	
Mineral Resource	Mtonnes	V_2O_5	Fe%	TiO_2%	% Mtonnes
Measured Resource	25.3	0.35%	19.20%	4.96%	6.5%
Indicated Resource	113.2	0.32%	18.19%	4.70%	26.6%
Inferred Resource	326.1	0.28%	17.41%	5.28%	66.9%
Total	464.6	0.29%	17.70%	5.12%	100.0%

Victory Bore Vanadium Deposit Resource Estimate (JORC Code 2012)

The estimate is classified according to the guidelines of the 2012 JORC Code as Measured, Indicated and Inferred Mineral Resource. The classification has taken into account the relative confidence in tonnage and grade estimations, the reliability of the input data derived during interpolation such as distance of nearest composite to block, number of composites within search ellipsoid during interpolation and local kriging variance. The Competent Person for HCMC has used these parameters as part of the modifying factors used to assess the confidence in the continuity of geology and mineralization when arriving at the resource estimate. Other modifying factors considered were the quality, quantity and distribution of the drill hole and supporting input data. Also considered is the very good metallurgical processing recovery information thus far measured for the mineralized material tested at laboratory scale and in Davis Tube Recovery Testing.

In applying the classification, Measured Mineral Resource has generally been restricted to the 0m to 100m portion where the drill hole line spacing is 100 mN and 25mE and where reliable grade continuity is observed in terms of the local variance estimates. Indicated Mineral Resource is generally restricted to the areas where drill hole spacing is to 200m along strike and down dip.

The remainder of the modelled zones to the north and south of the Measured and Indicated Resource with supporting drilling, mapping and geophysical data have been classified as Inferred Mineral Resource out to approximately 300m.

Details of the Mineral Resource Estimates are included in JORC Table 1, attached to this Report.

Aluminium Oxide Resource Estimate , 8 June 2023

During 2023 a maiden Victory Bore Aluminium Mineral Resource Estimate was completed by independent external consultants. '*Maiden Mineral Resource Estimate Of 38mt Aluminium Oxide At Victory Bore Project, ASX Release, 8 June 2023'*.

Mineralisation occurs from the surface is continuous (>1.4km long) and wide (>40m true width) High-Grade Aluminium Oxide (Al_2O_3). The Aluminium is located centrally between the massive width Vanadium lodes – Main Lode and Central Lode.

VICTORY BORE PROJECT		Aluminium	JORC Code 2012		
Mineral Resource	**Mtonnes**	**Al_2O_3%**	**V_2O_5%**	**Fe%**	**TiO_2%**
Measured Resource	5.2	23.10%	0.10%	6.90%	13.8%
Indicated Resource	11.8	23.10%	0.10%	7.00%	31.3%
Inferred Resource	20.7	23.50%	0.10%	6.40%	54.9%
Total	37.7	23.30%	0.10%	6.70%	100.0%

Victory Bore Aluminium Resource Estimation (JORC Code 2012)

The resource estimate includes 17Mt @ 23.1% Al_2O_3 of a near surface Measured and Indicated component. Potential future mining at Victory Bore will likely produce minimum quantities of waste as vanadium and aluminium mineralisation are separate , adjacent bodies. Magnetic beneficiation can separate the magnetite and aluminium mineralisation.

Initial test work, including leaching and concentration of liquor, has been completed. To date Aluminium Chloride Hexahydrate (ACH) has been produced from the leachate. Following recrystallization, ACH was analysed as being 99.8% purity.

Competent Person's Statement - HGMC

The information in this report that relates to Victory Bore Project Vanadium & Aluminium mineral resource estimations is based on work completed by Mr. Stephen Hyland, a Competent Person and Fellow of the AusIMM. Mr. Hyland is Principal Consultant Geologist with Hyland Geological and Mining Consultants (HGMC), who is a Fellow of the Australian Institute of Mining and Metallurgy and holds relevant qualifications and experience as a qualified person for public reporting according to the JORC Code in Australia. Mr Hyland is also a Qualified Person under the rules and requirements of the Canadian Reporting Instrument NI 43-101.

Unaly Hill Mineral Resource Estimate , 21 November 2011

Black Ridge Mining NL (ASX: BRD) announced a maiden Inferred Mineral Resource, in accordance with the 2004 JORC code, at the Unaly Hill Vanadium Magnetite Project located in Western Australia's Mid-West region.

Drilling completed in 2010 targeted titaniferous magnetite mineralisation and a maiden Inferred Mineral Resource has revealed significant high grade vanadium mineralisation in association with magnetite iron mineralisation. The Mineral Resource is based on a 0.30% V_2O_5 cut-off.

VICTORY BORE PROJECT		Unaly Hill		JORC Code 2004	
Mineral Resource	Mtonnes	V_2O_5	Fe%	TiO_2%	% Mtonnes
Inferred Resource	86.2	0.42%	23.57%	4.51%	100.0%

Unaly Hill Vanadium Inferred Mineral Resource Estimate (JORC Code 2004)

The Mineral Resource estimate was prepared by Mr Vladilslav Trashliev of Gemcom, an independent geological consultant, based on data collated and interpreted by BRM staff. The Competent Person responsible for the Independent Audit of the Mineral Resource is Mr Andrew Bewsher from BM Geological Services PL. The Mineral Resource was estimated in accordance with the guidelines of the JORC Code 2004.

The Mineral Resource estimate is based on the results of 16 Reverse Circulation (RC) drillholes and two diamond drillholes, drilled across three locations and along seven traverse lines. The database consists of a total of 18 collar records, totalling 2861 metres, 855 samples and 4262 assay records.

The Company initiated a new metallurgical test work program at the Unaly Hill magnetite deposit in Western Australia. There is significant potential to produce a high-grade iron and titanium concentrates from this deposit.

The Company plans to investigate the possibility of producing a concentrate with an iron content of in excess of 62% by separating the titanium, and additionally, an assessment for the recovery of a high-grade titanium concentrate. The process to produce these two concentrate types is well understood and will involve crushing, grinding, followed by a gravity and magnetic beneficiation process. Previous metallurgical testwork at Unaly Hill produced Fe grades of up to 63% and TiO_2 grades of up to 10.9%.

Pre Feasibility Study – December 2003

Assumptions and outcomes are summarised in the Company's ASX announcement *Outstanding Pre-Feasibility Study For Victory Bore Vanadium Project, ASX Release, 5 December 2023*.

- The Victory Bore Pre-Feasibility Study (PFS) has been completed to an accuracy of +/- 25% to 35% by METS Engineers, Snowden-Optiro and other key specialists.
- The PFS was based on the Measured and Indicated portions of the December 2023 Mineral Resource Estimate based on 0.15% V_2O_5 cut-off.
- Av Ore Reserve was estimated for the deposit of 93.1 million tonnes at 0.35% V_2O_5, representing 67% of the Measured and Indicated Resource and 20% of the total mineralisation.
- Mining will be by standard open cut methods: low strip ratio, drill and blast, load and haul. The proposed operation will involve an optimal mining rate of 4 Mtpa of ore to produce approximately 1.25 Mtpa of high-grade magnetite concentrate with Vanadium, Iron and Titanium components.
- Mining and magnetite concentration will occur at Victory Bore in Western Australia and the concentrate transported 450 km by road to Geraldton port (25,000 tonnes per week). Final extraction of metal components (vanadium pentoxide, magnetite and titanium slag) in a notional final processing facility in the Kingdom of Saudi Arabia.

Forward Looking Statements:

The Company believes that it has a reasonable basis for providing the forward looking statements and forecast financial information. The Project is at the PFS phase and although reasonable care has been taken to ensure that the facts are accurate and that the opinions expressed are fair and reasonable, no reliance can be placed for any purpose on the information contained in this document or on its completeness.

Actual results and development of projects may differ materially from those expressed or implied by these forward looking statements depending on a variety of factors. An Indicated and Measured Mineral Resource classified under JORC 2012 Guidelines was used solely for the PFS

The Company is considering a value realisation strategy such as a Joint Venture in Kingdom Of Saudi Arabia (KSA) which may result in a reduction of proportionate ownership of any processing plant in KSA.

A key conclusion of the PFS, which is based on forward looking statements, is that the Project is considered to have positive economic potential. Given the uncertainties involved, investors should take their own investment advice and not rely solely on the results of this Pre-Feasibility Study.

The continued discussions with all the key stakeholders is positive and are essential to further progress critical work that's needed to progress towards completing a Definitive Feasibility Study which will allow the Board to make a Final Investment Decision.

Agricola Review - Quality and Reasonableness

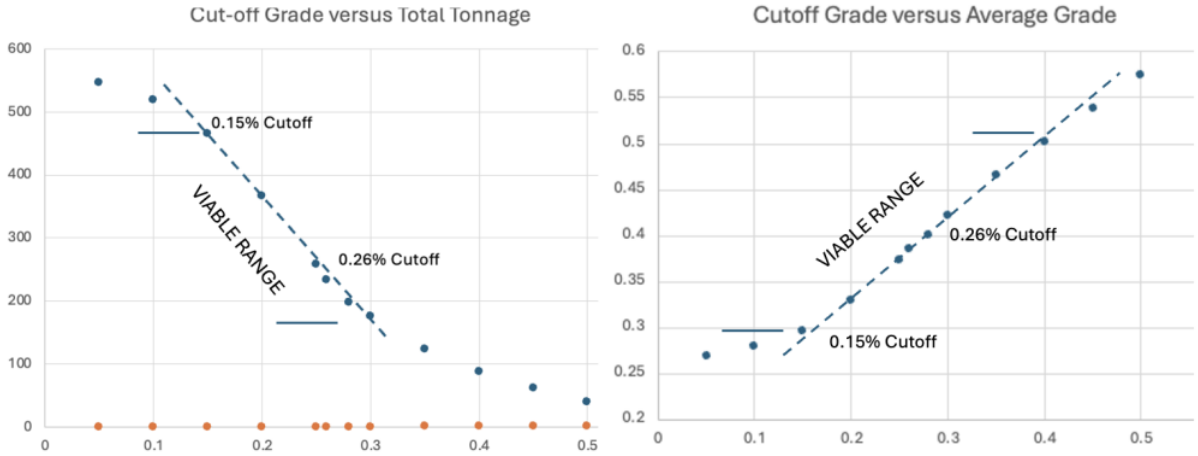
Malcolm Castle, the Competent Person for Agricola considers that, based on the Pre Feasibility studies at Victory Bore, there are reasonable prospects for eventual economic extraction of the mineral resource.

Agricola has reviewed the current Mineral Resource Estimates for the Victory Bore Deposit. The information provided in the reports, ASX Releases, and JORC Table 1 for the

deposit clearly sets out the steps taken to ensure a high-quality outcome for the resource estimate. This review in based on, and fairly represents information and supporting documentation prepared by the Competent Person for HGMC.

Multiple stages of metallurgical testing have been completed. Test work showed that the ore is composed of magnetite, titanomagnetite, ulvospinel, chlorite, and ilmenite as the main vanadium- bearing minerals. Vanadium content of the ore increases with depth: Shallow (low grade), Mid (medium grade) and Deep (high grade). Vanadium correlates highly with magnetite and is antipathetic with silica and alumina;

Consideration of all mining, metallurgical, social environmental and financial aspects of the project was reported in a satisfactory way and summarised in JORC Table 1. It is envisaged that any potential extraction of these Mineral Resources will be via open pit mining methods. The resources are reported at a cut-off grade of 0.15% V_2O_5. That is consistent with the pit shell optimizations trend lines shown below. The depth of modelled mineralisation is considered to have potential for eventual economic extraction via open pit mining.



Pit Optimisation tend line for viable estimates

The current Mineral Resource Estimate categories have been determined by drill density, number of drillholes and samples utilized in grade estimation. The resource classification accounts for all relevant factors and reflects the competent person's views of the deposit. The resource classification appropriately and reasonably reflects the varying levels of confidence of the resource model to predict average grade and tonnages for the resources if it were to be mined. The Mine Design phase of the Pre Feasibility Study applied a lower cut-off grade of 0.15%. This was based on the same block model and JORC Table 1 information as the February 2023 estimate at 0.26% cut-off.

Agricola is satisfied that the Mineral Resource estimates for the Vanadium and Aluminium resources at Victory Bore are of high quality and carried out to a high professional standard as required by the JORC Code, 2012.

The Mineral Resource Estimate for the Unaly Hill Deposit was compiled in 2011 and is not in accordance with the JORC Code, 2012. Agricola understands that the estimate was prepared in accordance with the 2004 JORC code and that it has not been updated to the JORC Code 2012.

The author of this Report is not aware of any new information or data that materially affects the information included in the Mineral Resource Estimate reports and, in the case of mineral resources that all the material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed. The form and context in which the findings are presented have not been materially modified.

Competent Persons Statement – Agricola: The information in this review that relates to Exploration Results and Mineral Resource Estimates of the Company is based on, and fairly represents, information and supporting documentation reviewed by Malcolm Castle, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Castle 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 an Expert and Competent Person as defined under the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Castle is not a permanent employee of the Company and is the Principal consultant for Agricola. Mr Castle consents to the inclusion in this report of the matters based on the information and supporting documentation in the form and context in which they appear.

Malcolm Castle, the competent person for Agricola, has reviewed the information available for the December 2023 Mineral Resource Estimate for the Victory Bore Deposit.

Agricola does not consider that a DCF compilation is a viable valuation method for the valuation of the Victory Bore Vanadium Project at its current stage. The PFS is based on an accuracy of +/-25% to 30% and the value derived from a DCF valuation is high risk and may not reflect the fair market value of the assets.

The PFS only addresses the Measured and Indicated components of the Mineral Resource Estimate an given the Company's comments on the forward looking statements, Agricola has chosen to value the Victory Bore Vanadium Project on the basis of the Mineral Resource Estimate prepared in accordance with the JORC Code 2012 and released to the ASX in December 2023.

PERENJORI MAGNETITE PROJECT

The large-scale Perenjori Iron Project is well-located in the infrastructure-rich Midwest district, 150 km east of Geraldton. Existing rail and power lines are within 15 km of the project, and the rail distance to the Geraldton terminus is 219 km.

Magnetite ore offers considerable advantages in its concentrated form. These include providing a viable iron-making commodity for premium quality steel production and releasing less carbon emissions in steel production. In addition, the higher price fetched by premium quality steel produced from magnetite concentrate can offset the costs associated with beneficiation meaning it has an overall net global benefit in terms of carbon pollution reduction.

The additional processing cost for the production of magnetite concentrate can be offset by the premium price which it attracts from steel mills because of the high iron content compared to benchmark hematite products.

The Perenjori Iron Project is capable of delivering premium-quality, low-carbon magnetite concentrates. The project is significantly closer to the coast than other Western Australian magnetite projects. The Company's Concept Study indicated a premium-quality magnetite concentrate can be produced from the Perenjori resource.

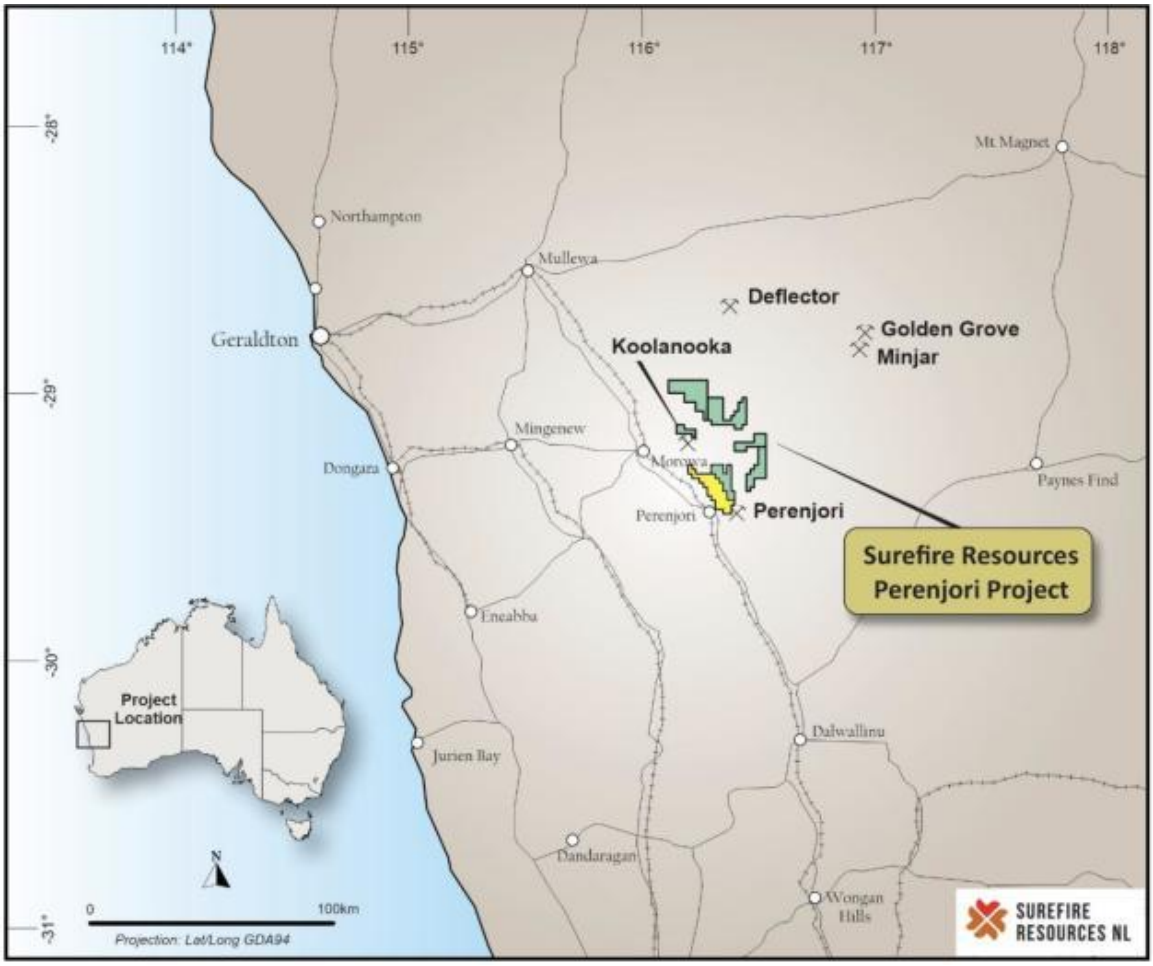
The Perenjori Iron Project ore has an Inferred Resource and an additional exploration target of 870 to 1,240 Mt @ 22% to 42% Fe has been defined in 2013 by Quest Resources Ltd in accordance with the 2004 JORC Code. The 2013 announcement does not comply with the JORC Code 2012 in some respects and is considered to be 'historic'. Metallurgical test work has shown a premium magnetite concentrate can be produced grading up to 69.6% Fe, with low deleterious elements at an industry standard grind size (ASX release 26 February 2021).

The potential quantity and grade of the Exploration target is conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource over the entire area of the Exploration Target, and it is uncertain if further exploration will result in the estimation of an increased Mineral Resource

PERENJORI MAGNETITE PROJECT		Perenjori MRE		JORC Code 2004	
Mineral Resource	Mtonnes	Fe	Al_2O_3	SiO_2	% Mtonnes
Inferred Resource	191.7	36.61%	1.75%	42.18%	100.0%

Perenjori Magnetite Inferred Mineral Resource Estimate (JORC Code 2004)

The Perenjori Magnetite project is in the infrastructure-rich Mid-West mining district of Western Australia. The project is well positioned to deliver high-grade iron concentrates into next-generation zero- carbon steel plants. The project is significantly closer to the coast than other Western Australian magnetite projects, with a rail distance to the port of Geraldton of 219km.

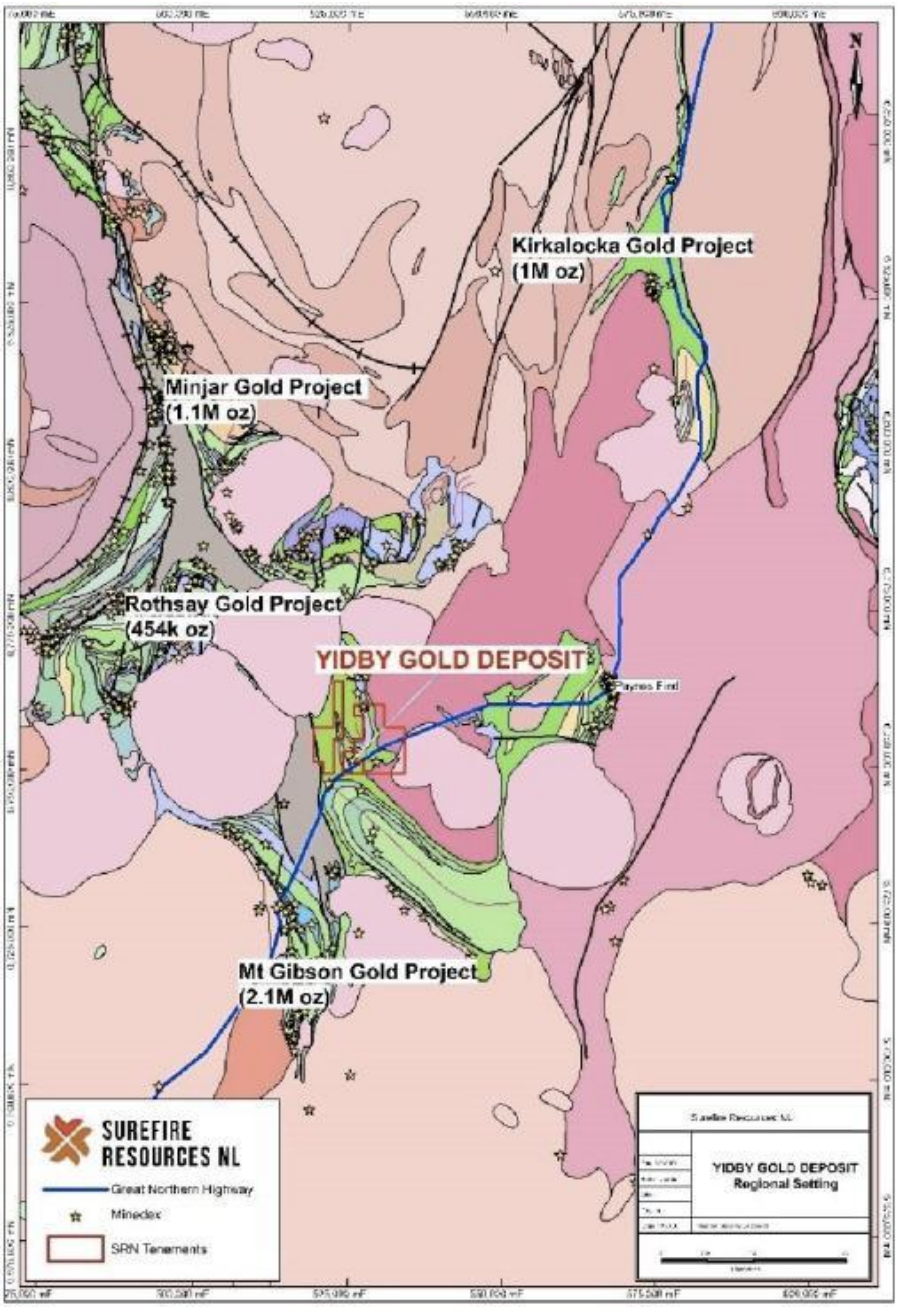


Location of the Perenjori Project

The Perenjori Magnetite Deposit will be valued based on the Mineral Resource Estimate in accordance with the 2004 JORC Code.

YIDBY GOLD PROJECT

The Yidby Gold project is located on the Great Northern Highway, 350km North of Perth and 40km southwest of Paynes Find in the Mid-West of Western Australia. The Project comprises granted exploration licences with a total area of 133.72 km^2 within the gold producing southern portion of the Yalgoo-Singleton Greenstone Belt.



Yidby Gold Project location with major neighbouring gold deposits

The mineralised system intersected to date is extensive and now covers over 3km in a NW-SE trending strike length with Gold intercepts at the Yidby, Fender, and Marshall targets.

The gold mineralised system is quartz-porphyry within an assemblage of mafic and ultra-mafic rocks above a large porphyry system. This is very similar to that seen at the Mt Gibson gold mine located 30km to the south.

Metallurgical test work results provided important conclusions:

- 66.3% gold recovery on a very coarse crush size of 100% passing 6.3mm over the 69-day programme with gold extraction continuing;

- 68% increase in gold content compared to the original 1⁄4 core assay result. This confirms previous result implications that the drilling results are significantly underestimating the quantity of gold hosted within because of the presence of coarse gold.

Assessment

The Yidby Gold Project has been valued as exploration ground and is assessed as '*Mineralised Zones'*

- *Mineralised areas of interest defined within tenements with significant exploration encouragement including RAB and Aircore Drilling. Advanced stage exploration with good potential and defined targets ready for RC and DD drillholes leading to resource delineation possibilities. ($6,000 - $8,000 per square kilometre).*

KOOLINE LEAD-SILVER PROJECT

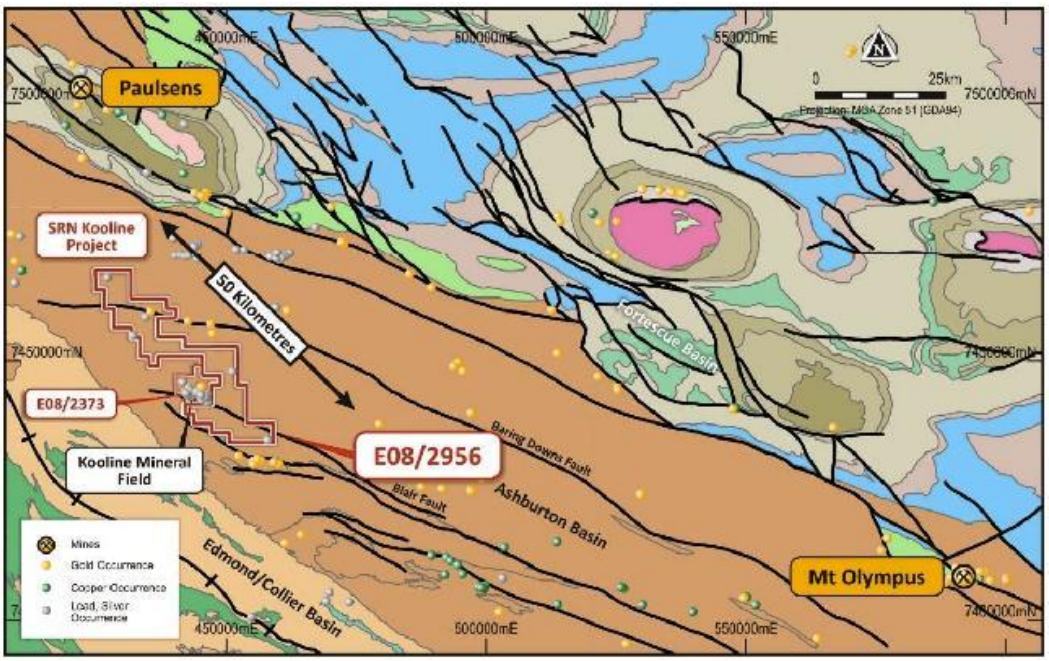
The Kooline Base Metals Project in the Ashburton region of Western Australia covers 50km of strike with prospective lead-silver and copper mineralisation. Sampling results confirm the high-grade tenor of the lead (14%-16.2%) and silver (up to 55g/t) mineralisation.

High-grade mineralisation in the project area is associated with an airborne electromagnetic conductor (AEM) with the strongest AEM targets at Mt Conspicuous, Phar Lap and Northerly prospects. The Mt Conspicuous AEM target is over 600m in strike length and lies within a structural corridor that contains the historic Mt Conspicuous Mine.

The conductor is interpreted to commence close to surface and persists to 400m in depth, which suggests the interpreted sulphide mineralisation is of significant scale.

There are three strong VTEM targets that require follow up sampling.

- *The Mt Conspicuous AEM target*. At over 600m in strike length the VTEM anomaly lies within a structural corridor that contains the historic Mt Conspicuous Mine. The VTEM anomaly comes to the surface and dips at an expected -60 degrees to the south-east and appears to be lying within bedding of the perlites.
- *The Fine Cotton, Northerly & Phar Lap anomaly*. A large anomaly of 2km strike.
- *Target 3*. A 3km strike length subsurface VTEM anomaly that comes to the surface in the northern portion of tenement E08/2373.



Location of the Kooline Project, Ashburton Basin, WA

Assessment

The Kooline Project has been valued as exploration ground and is assessed as "*Areas of Interest*"

- *Scout and focussed drilling and broad scale reconnaissance has identified several areas that show encouraging results with limited subsurface testing. Further drilling is warranted that may define resource areas. ($8,000 - $10,000 per square kilometre).*

Technical References

Surefire Resources NL (ASX: SRN)

OUTSTANDING PRE-FEASIBILITY STUDY FOR VICTORY BORE VANADIUM PROJECT, ASX Announcement, 5 December 2023

VICTORY BORE - VANADIUM (100%) 56 % MINERAL RESOURCE INCREASE, ASX Announcement, 1 February 2023

MAIDEN MINERAL RESOURCE ESTIMATE OF 38Mt ALUMINIUM OXIDE AT VICTORY BORE PROJECT, ASX Announcement, 8 June 2023

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SUREFIRE RESOURCES CORPORATE PRESENTATION, ASX Announcement, 31 October 2023

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Quest Minerals Limited,

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Australian Trade and Investment Commission, 2023, Australian Critical Minerals Prospectus

GE2, Maracás Menchen Project, Bahia, Brazil. Independent Technical Report – AN UPDATED MINE PLAN, MINERAL RESERVE AND PRELIMINARY ECONOMIC ASSESSMENT

VALUATION APPROACHES

Agricola's approach is that when mineral resource estimates have been compiled, valuation methods are based on a percentage of contained value ($ per metal unit). Mineral exploration properties that are in an early stage and do not have any mineral resource estimates are valued primarily on their potential for future discovery ($ per unit area). Mineral exploration properties that have reached a Preliminary Economic Assessment phase may be valued based on discount cash flow (DCF) modelling. As the property develops through pre-feasibility and feasibility stages, assumptions are estimated more accurately.

Valuation of Advanced Properties

There are several valuation methods that are suitable for advanced projects that have Mineral resource Estimates and that may have feasibility studies at various stages.

- Financial modelling including discounted cash flow (DCF) valuations for projects with valid Ore Reserve Estimates and feasibility studies.
- Precedent Transactions methods based on similar deposits with Mineral Resource Estimates under the JORC Code 2012.
- Weighted Average Resource Category (Yardstick) methods based on the Resource category according to the JORC Code 2012.

Valuation of Exploration Ground

Valuation methods suitable for exploration ground that don't have Mineral resource Estimates include Precedent Transactions, Geo Factor Rating, Previous Exploration Expenditure Enhancement and option/joint venture terms.

- Precedent Transactions methods based on similar deposits and depend on the exploration stage and associated results. It looks at past deals and valuations.
- Geo Factor Rating methods rely on an assessment of geological setting, nearby mineral deposits and areas of interest within the tenement. It looks at future prospectivity.

Preliminary Economic Assessment (PEA) - The DCF Model

The discount cash flow model is a useful tool for valuing any venture that has cash flows or the potential for cash flows based on Pre Feasibility Studies or Bankable Feasibility Studies. The studies are based on assumptions at varying accuracy and may not reflect fair market value. The method estimates the value of an investment based on its expected future cash flows and is mainly used to compare different deposits to allow an investment decision. Essentially, DCF analysis attempts to determine the value of an investment today, based on forecasts of net cash flows in the future (Net Present Value or NPV). The assessment may be based on earnings before interest, tax, depreciation and amortisation (EBITDA) or Net Profit after Tax (NPAT). The amount of time that these cash flows are projected for is set by the ore reserve and the mining rate.

Project Valuation Methods – Mineral Resource Estimates and Exploration Ground

A Valuation Report should make use of at least two appropriate valuation approaches. with comments on how the results compare and on the reasons for selecting the value adopted.

Precedent Transaction Method for both mineral resource estimates and exploration ground is widely used. This method is supported by the Weighted Average Resource Category Method for mineral resource estimate valuation and the Geo-Rating (Kilburn) Method for exploration ground valuation.

Agricola prefers these valuation methods for the following reasons:

The ***Precedent Transactions Method*** allows the value estimated for a mineral resource expressed as a unit value to be benchmarked against earlier transaction values reported in the market based on perceived deposit characteristics. Precedent transaction methods are a key tool for ensuring value estimates that are consistent with what the market would pay. Precedent transactions represent fair market value and may be equivalent to Technical Value.

The method is useful for valuing exploration ground and for mineral resource estimates that have not had studies that may allow a valid Discounted Cash Flow analysis to be compiled. Market values are expressed as 'per cent of metal price' as $/ounce or $/metal unit, at the metal price at the time of the transaction, or $/km^2 for exploration ground. The method is used to value mineral resource estimates and exploration ground.

The ***Weighted Average Resource Category Method*** ascribes value to mineral resource estimates based on the JORC category. This is adjusted by a consideration of the quality of the resource (mainly based on grade range). This method represents Technical Value, and the market influences must be addressed separately to produce the fair market value. Technical Values are expressed as 'per cent of metal price' of the form $/ounce or $/metal unit. The method is used to value mineral resource estimates.

The ***Geo-Rating (Kilburn) Method*** estimates factors from a set scale relating to nearby deposits, mineralised zones within the tenements, anomalies that have been identified and the geological setting. The combined factors are expressed as a range of the Prospectivity Index and are multiplied by the exploration budget for the current year (Base Holding Cost*area). The focus is on exploration results and the potential to define mineral resources. The method is used to value exploration ground.

The chosen methods for each class of asset are usually averaged to arrive at an estimate of Technical Value. Market conditions are assessed, and market factors are estimated to arrive at the Fair Market Value.

Mineral Resource Estimates

Precedent Transactions Method for Mineral Resources

Mineral Resources include mineral assets estimated under the JORC Code (2012). Historical estimates and Exploration Targets may also be considered with an appropriate discount. Key technical issues that need to be considered in the Technical Value include:

- Overall confidence in the Mineral Resource Estimate.
- The grade of the resource; by-products and co-products.
- Mining factors – difficulty and cost of extraction; economies of scale.
- Metallurgical factors – processing characteristics; the metallurgical qualities of the resource; anticipated recoveries and waste disposal.
- Environmental factors including chemical safeguards.
- Infrastructure - the proximity to infrastructure such as an existing mill, roads, rail, power, water, skilled workforce, and equipment.

Acquisitions of projects of similar nature, time, and circumstance are compiled and analysed to establish a range of values that the market is likely to pay for a project. The value metric is expressed as '% of spot price' at the transaction date to enable comparisons with the spot price at the effective date.

Mineral Resources Estimates – Precedent Transactions - % of Spot Price VANADIUM DEPOSITS	
Assessment	Characteristics
Low grade	Low grade resources with significant tonnage and possibility of economic development at current grade but at low profitability. Possible toll treatment feed at nearby processing facilities. May include stranded deposits with community and environmental resistance. V_2O_5 grade range: 0.10% to 0.30%. Precedent transactions percent of spot price range: 0.13% to 0.19%.
Medium Grade	Medium Grade resources considered economic, possibly with special strategic features. Commonly mined grades in other deposits with some success. Grades consistent with other well regarded deposits. Possible operations in remote areas with large tonnage. Nearby infrastructure and other operating mines. V_2O_5 grade range: 0.42% to 0.61%. Precedent transactions percent of spot price range: 0.25% to 0.31%.
High grades	High average grades and good mining and metallurgical characteristics. Possible underground mining feasible. V_2O_5 grade range: 0.77% to 0.80%. Precedent transactions percent of spot price range: 0.38% to 0.50%.

Transactions may include provisions for additional factors such as existing infrastructure and development, arrangement of debt financing, marketing rights, contingent payments, and future royalties. The price disclosed as paid for a mineral asset may not necessarily equate to the total value of the consideration for the tenement, as it may not include the value of other factors or conditions not readily convertible into cash

equivalents. The precedent transactions method is widely used throughout the minerals industry.

- *Estimated technical value = [Total tonnes]*[Grant-Factor] *[Equity]*[A$ per metal unit]*
- *Technical values are expressed as a range (Low and High) to emphasise the risk and variability of assumptions.*

Common pitfalls and challenges of using a Precedent Transaction database.

Data availability - Finding enough data on Precedent Transactions. The prior market may differ from current conditions, and there may not be many relevant deals to choose from, or the data may be incomplete, outdated, or unreliable. Confidentiality issues may be present, and details of some transactions may not be publicly disclosed or reported.

Selection criteria - Clear and consistent criteria for identifying Precedent Transactions need to be defined, such as size, industry, geography, business model, growth rate, profitability, and synergies. However, finding exact matches may be difficult or impossible, as each transaction is unique and influenced by various factors. Subjective qualitative judgment and analysis are required to assess the similarities and differences between the transactions.

Market sentiment - Market sentiment refers to the general mood and expectations of the investors and buyers in the market, which can affect the demand and supply of the transactions, and hence their prices. For example, during a boom or a bubble, market sentiment may be overly optimistic and drive up the prices of the transactions, while during a downturn or a crisis, market sentiment may be overly pessimistic and drive down the prices of the transactions.

Challenges:

- There are a limited number of transactions for mineral properties.
- There are no true precedents in the mining industry. Each property is unique for key factors such as geology, mineralization, costs, and stage of exploration.
- The effective date of valuation is important. The value of a property will vary widely because of the volatility of mineral prices, and market sentiment. It is necessary to establish an effective date on which to value the asset.
- Subjective judgment is needed to identify similar properties.

As there is no market in which mineral properties are traded and each mineral property has unique characteristics, the analysis of similar transactions is not an inherently robust valuation method. Valuation of mineral property by reference to previous transactions must satisfy three basic requirements:

- The price paid in the transaction was, in fact, an accurate measure of fair market value.
- The resources on the previous and subject properties have been identified to a similar level of confidence.
- That appropriate adjustments can be made to the price paid in the previous transaction, in order to compensate for differences between the two properties.

Agricola has elected to base the valuation for mineral resources on the range of '% of spot Price' for a basket of similar transactions identified in its database rather that direct comparison with a selected transaction.

Weighted Average Resource Category Method

The Weighted Average Resource Category estimate focuses on the grade characteristics and the JORC category classification of the Mineral Resource. Specified percentages of the spot price are used to assess the likely value. While this may be considered a cross-check method, it adds more detail to the assessment and differentiated JORC categories and helps to identify similar transactions in Agricola's database.

The basic Resource Category factors are modified to reflect the characteristics of the mineral resource estimate on a sliding scale. Commonly used Resource Category factors are published for gold deposits and discounted for other commodities. The range of values applicable to vanadium mineral deposits are:

YARDSTICK RESOURCE CATEGORY MULTIPLES		
VANADIUM	Low	High
Measured Resource	0.50%	1.00%
Indicated Resource	0.25%	0.50%
Inferred Resource	0.13%	0.25%

Comparison of Methods – Mineral Resource Estimates	
Precedent Transactions	Yardstick Resource Category
Mineral Resource Estimates	Mineral Resource Estimates
% of spot price range in the market	JORC Category
Grade Range Characteristics	Grade Range Characteristics
Metal Price	Metal Price

Exploration Ground Valuation

Exploration properties are those on which a viable mineral deposit has not been demonstrated to exist to the JORC 2012 standard. The value of an exploration property lies in its potential for the existence and discovery of an economically viable mineral deposit. Only a very small number of exploration properties will ultimately become

mining properties and until exploration potential is reasonably well tested and proves to be disappointing, they have value.

Determinative factors of the value of an exploration property:

- Prospectivity: potential for the existence and discovery of an economic deposit.
- Areas of interest: mineralization, exploration results and targets, neighbouring properties.
- Location of an exploration property - exploration properties in established mining areas often have a premium value because of the higher perceived potential for discovery of a mineral deposit, and because of developed infrastructure.
- Deposits (if discovered) located in remote areas will have higher unit costs due to the difficulties of extraction and transport. However, this can normally be compensated by other beneficial factors such as a high ore grade, and valuable by-products.
- Existing permit type, grant status, and time remaining for further exploration.

Prospective Ground

While the valuation methods are robust and transparent, they can generate a very wide range of valuations, especially when the ranking criteria are assigned to a large tenement. The Geo Factor method was initially developed in Canada (the Kilburn method), where the mineral claims are generally small, reducing the potential errors associated with spreading both favourable and unfavourable ranking criteria over a large tenement. Therefore, Agricola has chosen to break down the tenements into areas of higher and lower prospectivity, or barren.

Much of the ground in the tenements may be held over barren or unprospective ground. Exploration licences are invariably applied for over all the ground available over and adjacent to prospective areas. This allows for future statutory relinquishments. The barren ground is often held for corporate strategic purposes with no mineral asset value.

Precedent Transactions method for Exploration Ground

The Precedent Transaction method uses a market approach and considers the sale price of properties to establish a value for the mineral asset tenement group. The difficulty of this approach in the mining industry is that there are no true precedents since each property is unique for key factors such as geology, mineralization, costs, stage of exploration, location, and infrastructure.

The Precedent Transactions method is subject to the same challenges as for mineral resources estimates outlined earlier.

- A database has been compiled and reviewed and subdivided into groups based on the exploration stage assumed for each previous transaction.

- No two transactions can be assumed to be identical, and this grouping allows the current tenement to be placed in a basket of similar previous transactions.
- Tenement values for exploration ground are independent of the commodity and spot price.

Market values are expressed (or normalized) as ratios of the form $/km^2.

- *Estimated value = [Area]*[Grant-Factor] *[Equity]*[A$ per km^2]*

Technical values are expressed as a range (Low and High) to emphasise the risk and variability of assumptions.

Exploration Stage	Characteristics
Early Stage	Greenfields Projects with prospective geology; may include extensive exploration history and some areas of interest based on geophysics and surface geochemistry. Some targets yet to be explored. Advanced stage exploration with good potential, defined targets ready for subsurface drilling. ($3,000 - $4.500 per square kilometre)
Surface Results	Mineralised regional areas, in prospective lithologies and structures, along strike from established mineral deposits. Adjacent to, or includes, known small scale inventories or old workings. No detailed subsurface yet carried out. ($4,500 - $6,000 per square kilometre)
Mineralised Zones	Mineralised areas of interest defined within tenements with significant exploration encouragement including RAB and Aircore Drilling. Advanced stage exploration with good potential and defined targets ready for RC and DD drillholes leading to resource delineation possibilities. ($6,000 - $8,000 per square kilometre)
Areas of Interest	Scout and focussed drilling and broad scale reconnaissance has identified several areas that show encouraging results with limited subsurface testing. Further drilling is warranted that may define resource areas. ($8,000 - $10,000 per square kilometre)
Drilling Encouragement	Drilling on adjacent sections indicates possible continuity of mineralised zones. Encouraging earlier drilling with good grade profile. Potential to define economic mineral inventory ($10,000 - $12,000 per square kilometre)
Targets Defined	Brownfields areas adjacent to significant well regarded deposits and may include historic resources. May include Exploration Targets and poorly defined Inferred Resources. Advanced stage exploration with good potential warranting detailed resource definition drilling. ($12,000 - $17,000 per square kilometre)
Pre-Resource	Significant drilling has shown continuity of mineralisation at economic grades that could provide the basis for detailed infill drilling. ($17,000 - $22,000 per square kilometre)

Geo Factor Method for Exploration Ground

The Geo Factor method is a variant of the cost approach used for non-producing mineral properties. The method is based on ranked and weighted geological aspects. This method is based on four main characteristics: location to other mineral occurrences in the area, grade and amount of mineralization known to exist on the property, geological, geophysical, and geochemical targets, and geological patterns considered favourable for mineralization. These main categories are divided into subcategories which are then ranked by relative importance and assigned factors. Each mineral tenement in the property is given a base value (Base Holding Cost, BHC) and the various Geo Factors are estimated by the valuer to produce a Prospectivity Index. The value of each tenement is determined by multiplying the base value and area by the Prospectivity Index.

One advantage of this method is that it forces a disciplined technical approach on the geologist doing the valuation so that different parts of a property and different properties should be ranked according to their technical merit. Critical elements of the method are the BHC of each tenement and the area of the tenement – the minimum exploration budget for the current year. These estimates can distort the technical value if the BHC does not reflect the mineral tenure, the exploration stage and government exploration commitment requirements or if large areas of barren ground are included in the tenement.

Large properties would tend to have very high values and very small properties would tend to have very low values, which may not reflect the real exploration potential of the areas of interest within the tenement. An estimate of prospective areas with a tenement versus barren ground helps to arrive at a realistic technical value.

Challenges:

- Arbitrary origins – the weights of the multipliers for each of the descriptive qualities of a project being largely arbitrary in origin.
- Application – 20 years since being introduced, the application of the example weights provided by Kilburn in Canada has not significantly changed, despite significant time and circumstance differences.
- Sensitivity – as each of the value drivers is multiplicative, aligning the correct relative values is subjective, and compounding can result in large variances.
- Spatially limited – the methodology does not directly address the different market forces at play for small, medium, and large project areas.
- Logic – with increased maturity and exploration success, the proportion of the prospective tenement may decrease (an inverse relationship!).
- Non-uniform time, size, and cost base – mineral tenements have a finite life during which there may be area reduction requirements as well as escalating annual costs.

- Tenements are also available in several different classifications (applications, exploration, mining leases, etc), each of which has different holding costs and risks associated with them.

The Geo Factor method systematically assesses and grades four key technical attributes (factors) of a tenement to arrive at a "prospectivity index" and is usually expressed as a range of values to reflect the uncertainty of the assessment. The four key factors are:

- *Off–Site - Physical indications of favourable evidence for mineralization, such as workings and mining on the nearby properties. Such indications are mineralized outcrops, old workings through to world-class mines.*
- *On–Site - Local mineralization within the tenements and the application of conceptual models within the tenements. Location and nature of any mineralization, geochemical, geological, or geophysical anomaly within the property.*
- *Anomalies - Identified anomalies warranting follow-up within the tenements. Geophysical and/or geochemical zones and the number and relative position of anomalies on the property being valued.*
- *Geology - The proportion of structural and lithological settings within the tenements and difficulty encountered by cover rocks and other factors.*
- *The Prospectivity Index is the multiple of the four Geo Factor Factors. Prospectivity Index = [Off-Site] *[On-site] *[Anomaly]*[Geology]*
- *Estimated value = [Area]*[Grant-Factor] *[Equity]*[BHC]*[Prospectivity Index]*

The Prospectivity Index is applied to the area and BHC to replicate the acquiring party's evaluation process by considering location, maturity, success, prospectivity and the market. The theory is that if the correct factors are applied, the resultant figure should amount to the technical value (based on perceived prospectivity) and be close to the Precedent Transaction method (based on transactions for exploration ground at a similar exploration stage) when a market factor is applied. The strength of the Geo Factor method is that it is transparent and uses a consistent starting point for the valuation process (the *Base Holding Cost*).

Base Holding Cost

The rationale behind the Geo Factor method is that the average cost incurred to explore a base unit area (km^2) of a mineral tenement for 12 months, the base holding cost (BHC), represents the minimum value of the unit area of a tenement, else it would be relinquished.

Direct costs include geological activities, geochemical activities, geophysical activities (surface and subsurface), airborne geophysical activities, remote sensing activities, line

clearing, grid tie-in, tenement boundaries, diamond drilling, reverse circulation drilling and costeaning.

A proxy for the Base Holding Cost can estimated from the rent and exploration commitment applied to the various tenements in the group by the Mines Department regulations. This may be modified to a realistic exploration expenditure that depends on the exploration stage and tenure type.

GEO-FACTOR RATING CRITERIA - GUIDELINES				
Rating	**Address - Off Property**	**Mineralisation - On Property**	**Anomalies**	**Geology**
0.5	Very little chance of mineralisation, Concept unsuitable to environment	Very little chance of mineralisation, Concept unsuitable to environment	Extensive previous exploration with poor results - no encouragement	Unfavourable lithology over >75% of the tenement
1	Indications of Prospectivity, Concept validated	Indications of Prospectivity, Concept validated	Extensive previous exploration with encouraging results - regional targets	Deep alluvium Covered favourable geology (40-50%)
1.5	RAB Drilling with some scattered results	Exploratory sampling with encouragement, Concept validated	Several early stage targets outlined from geochemistry and geophysics	Shallow alluvium Covered favourable geology (50-60%)
2	Significant RC drilling leading to advance project status	RAB &/or RC Drilling with encouraging intercepts reported	Several well-defined surface targets with some RAB drilling	Exposed favourable lithology (60-70%)
2.5	Grid drilling with encouraging results on adjacent sections	Diamond Drilling after RC with encouragement	Several well-defined surface targets with encouraging drilling results	Strongly favourable lithology (70-80%)
3	Resource areas identified	Advanced Resource definition drilling - early stage	Several significant subeconomic targets - no indication of volume	Highly prospective geology (80 - 100%)

Outline of Geoscience Rating factors

Comparison of Methods – Exploration Ground	
Precedent Transactions	Geo Factor
Project Development Stage	Base Holding Cost
Mineral Resource Estimates	Related mineralisation
Exploration Targets	Structure and lithology
Adjacent mineralisation	Mineralised Areas
Mineralised Areas	Geological Setting
Previous Exploration	Previous Exploration
Exploration Stage	Exploration Potential

Focus of the two methods

Ranges of values

The various assumptions are quoted as ranges of values to emphasise the risk in choosing a specific single value. The appropriate range might be considered as "most likely value +/- x%" and the final valuation is presented as a range to demonstrate variability in the price a purchaser might consider in negotiations (the Spenser Test). There may be no reason to skew the findings away from the mid-point.

Comparison of Methods

It is anticipated that the two methods will suggest similar technical values and be compared to ensure the assumptions are consistent, reasonable, and transparent. A Valuation Report should make use of at least two appropriate valuation approaches.

Agricola considers that the average of the two methods is usually appropriate to value the mineral resources and the exploration ground as the two methods are equally valid. Precedent Transactions considers the comparison with other projects with similar results to date. The Weighted Average Resource Category method focuses on the JORC category for mineral resources and the Geo-Rating Method considers the exploration potential of the project. A purchaser would probably be just as interested in what the project had to offer in the future and the results of past work. The average of the two methods covers both aspects. If the two valuations vary by a significant amount it may be appropriate to select one method as the preferred valuation.

- *The Most Likely Value estimate is usually the average of the two valuation estimates.*

The technical valuation, derived from the Weighted Average Resource Category and the Geo Factor methods, is frequently adjusted to reflect geopolitical risks associated with the location of the project, and the current market conditions toward a specific commodity or geological terrain. These adjustments can either increase or decrease the technical value to derive the fair market valuation.

VALUATION ASSESSMENT

The Mineral Assets of the Company are valued using appropriate methods described earlier in the Report. The valuations are based the following general assumptions:

- All information available as ASX Releases by the Company is accurate and can be relied upon.
- Valuations only relate to the Mineral Assets located within the tenements controlled by the Company in a bottom-up approach.
- The mineral rights, tenement security and statutory obligations were fairly stated and that the mineral licence will remain active.
- All other regulatory approvals for exploration and mining are either active or will be obtained in the required and expected timeframe.

The Victory Bore Project is primarily considered to be a vanadium deposit and will be valued on that basis. Magnetite and Titanium Dioxide are also present in the mineral resource as co-products though a consideration of the project as a magnetite project suggests it would be classed as "stranded" and dependent on reasonably assessable transport options to a port.

The valuation of the mineral assets is based on the vanadium pentoxide content. The value of by products and co products is noted and the 'Equivalent V_2O_5 Grade' has been estimated that includes the contribution of the co-products, Fe and TiO_2.

The Victory Bore Deposit

Discounted Cash Flow - Net Present Value (NPV)

Fair Market Value and the NPV derived from a Pre-feasibility Study are not equal and it is a function of time and how long it will take to address technical project and corporate risks. These risks and time need to be adequately reflected by using a risk-based discount rate in the DCF model.

Generally, the greater the amount of time it takes to get a mineral project into production, the greater the technical and corporate risks are associated with the project. It can take several years to get a project into production from the date of when the study NPV was announced; this time lag can represent a material risk and needs to be incorporated into the market value.

Selecting a *Discount Rate* for an investment to represent its risk premium is not an exact science. If the investment is safe with a low risk of loss, 7.5% or 10% may be a reasonable discount rate to use. But what if the investment harbors enough risk to warrant a 12% discount rate? Because NPV calculations require the selection of a discount rate, they can be unreliable if the wrong rate is selected.

- Agreements with beneficiation plants in KSA have not been finalised and it is not certain if this will be achieved to the satisfaction of the company.

- The inflation rate between the preparation of the pre feasibility study and the commencement of production is unknown and will impact both operating and capital cost assumptions.
- Spot vanadium price is volatile and currently at US$ 4.70/lb compared to the price used in the feasibility studies of US$ 9.50 (including a high grade premium).
- The equity requirement for the required capital, the capital raising for the development is likely to be excessively and unrealistic based on the Company's current market capitalisation.

Agricola does not consider that a DCF is a viable valuation method for the Victory Bore Vanadium Project. The PFS was based on an accuracy of +/-25% to 30% and the value derived from a DCF valuation is high risk and may not reflect the market value of the assets or the pre production costs and time frame. The Company has included a disclaimer in the ASX Release of December 2023.

A key conclusion of the PFS, which is based on forward looking statements, is that the Project is considered to have positive economic potential. Given the uncertainties involved, investors should take their own investment advice and not rely solely on the results of this Pre-Feasibility Study.

Agricola has chosen to value the Victory Bore Project on the basis of the Mineral Resource Estimate prepared in accordance with the JORC Code 2012.

Mineral Resource Estimate Valuation

The following points summarise the valuation parameters.

- The tenements are all granted.
- The value is assessed at 100% equity.
- Grade range is assessed as 'Low Grade' at 0.29% V_2O_5.
- The total contained vanadium pentoxide metal is 1.36 million tonnes.
- The Precedent Transactions are reported at market value.
- The weighted average resource method does not consider market factors.
- The exchange rate (USD to AUD) at the effective date is 0.67.
- All currency in this report is Australian Dollars except where specified.
- The commodity price is variable and is currently at US$4.70/ib. V_2O_5 has traded in the range US$ 6.50/lb to US$ 4.70/lb over the last year. Agricola has compiled this valuation at US$ 5.25 per pound based on the average value over the last six months.
- The deposit includes the co-products Fe and TiO_2 that may be produced from the ore body. The co-products are considered to be an important aspect of the mineral resource and will form a major contribution to the production scenario. An estimate of the **equivalent V_2O_5 grade** was compiled based on the assumptions outlined in the PFS.
- Equivalent V_2O_5 Grade range is assessed as 'Medium Grade' at 0.56%.

MINERAL RESOURCE ESTIMATE ASSESSMENT – Valuation Procedure	
Mineral Resource Estimate (MRE)	Independent estimate of MRE (SRN Dec 23) under JORC 2012 standard at 0.19% V_2O_5 cut-off includes Competent Person's Statement and JORC Table 1. Details of the MRE are included earlier in this Report. Agricola has reviewed and verified the background information for the MRE.
Grade Range Estimate	A database of vanadium deposits in Australia and overseas was compiled and the grades reviewed to determine the position in the group. Based on the Equivalent Grade discussed below, Victory Bore is assessed as 'Medium Grade'
Commodity Price Estimate	The current vanadium price in China (the likely market for vanadium) is between US$ 5.00/lb and US$ 5.50/lb in Europe. An Average value of US$ 5.25/lb is adopted. (www.vanadium price.com)
Basis of Valuation	The valuation of the MRE is based on the Vanadium content with an estimate of total contained metal and the current vanadium price. A 'Bonus" is included in the valuation '%of Spot Price' estimates to allow for the presence of co product Fe, TiO_2 and Al_2O_3 that may be recovered in extracting the defined vanadium Resource.
Equivalent Grade	An estimate of the equivalent V_2O_5 grade was compiled based on the commodity prices and recoveries announced in the PFS release to ASX. The estimate included the co-products Fe and TiO_2 that may be produced from the ore body.
Valuation Methods	Precedent Transaction method assesses grade and adopts '% of tonne' value range from a basket of projects at similar grade. Weighted Average JORC Category method (Yardstick) assesses a range of '% of tonnage' value for each JORC category. Weighting is based on estimated tonnes. Both are expressed as a range of values to reflect the uncertainty of the assessment as required by the VALMIN 2015 Code.
Precedent Transactions	Victory Bore is a Medium Grade deposit based on the Equivalent Grade and is considered to be economic -possibly with special strategic features. Grades are consistent with other well regarded deposits. There is nearby transport infrastructure and other operating mines. Percent of resource tonne value range: 0.25% to 0.31%.
Weighted Average JORC Category	The basic range of values (% of resource Tonne) commonly used in valuations for vanadium deposits is assessed. The values are modified by an assessment of grade characteristics within each resource category and are expressed as a range of values to reflect the uncertainty of the assessment. The yardstick multiples are based on transactions which involve specialty metals rather than the higher multiples which are used for precious metal projects. The range of values is derived from commonly used valued for gold deposits with a discount. The range of values for each JORC category are weighted by the percent of V_2O_5 tonnes in each category and summed to arrive at the valuation range. Percent of resource tonne value range: 0.17% to 0.30%.
Valuation assessment	The Valuation is based on the number of vanadium tonnes in the resource tonnes, the current price per tonne and 100% equity. The 'discounted value' per tonne is estimated from the range of % of Spot Price' for each method multiplied by the current spot price The Discounted value is multiplied by the tonnes of vanadium in the resource.
Comparison of Methods	Two methods are compared and the average range of values adopted as the Technical Value. Both methods are viable in assessing the deposit. The Precedent Transaction method considers the overall value of the project to a prospective purchaser and represents the fair market value. The Weighted average JORC category method considers the confidence level of the Mineral Resource Estimate and emphasises the higher ranked categories that may be converted to an Ore Reserve (excluding Inferred Resource).

Reporting of Metal Equivalents

The principal metal for the polymetallic Victory Bore Deposit is V_2O_5 and the metal equivalent has been estimated to determine the appropriate grade category and resource multiples for the Precedent Transactions valuation method. V_2O_5 contributes 58% of the in ground value and is the principal component. Fe contributes 22% and TiO_2 contributes 20%.

- individual grades for all metals included in the metal equivalent calculation are derived from the Mineral Resource Estimated reported in the PFS ASX announcement
- commodity prices for all metals are derived from the Mineral Resource Estimated reported in the PFS ASX announcement
- metallurgical recoveries for all metals are derived from the Mineral Resource Estimated reported in the PFS ASX announcement
- and discussion of the basis on which the assumed recoveries are derived (metallurgical test work, detailed mineralogy, similar deposits, etc),
- all the elements included in the metal equivalents calculation have a reasonable potential to be recovered and sold, and
- the calculation formula used. Is set out in the following table.

The outcome of the metal equivalent calculation is to raise the 'equivalent V_2O_5' grade to 0.56% from the resource grade of 0.29%. This metric as applied to the resource multiples to estimate the '% of Spot Price' factors. These increased factors are used to calculate the valuation of the contained V_2O_5 (total tonnes x 0.29%).

There is insufficient reliable information available for the JORC 2004 Unaly Hill and Perenjori Deposits to allow an equivalent Grade calculation.

Calculation of Victory Bore Vanadium Mineral Resource Estimate Valuation

Preliminary Information

VICTORY BORE PROJECT		Victory Bore		Assumptions	
Mineral Resource	Mtonnes	V_2O_5	Fe%	TiO_2%	% Mtonnes
Measured Resource	25.3	0.35%	19.20%	4.96%	6.5%
Indicated Resource	113.2	0.32%	18.19%	4.70%	26.6%
Inferred Resource	326.1	0.28%	17.41%	5.28%	66.9%
Total	464.6	0.29%	17.70%	5.12%	100.0%
Average grade is calculated from the rounded estimates for tonnes and grade of the JORC Categories announced by the Company and complies with the JORC Code. It differs slightly from the ASX Release that was calculated from the estimates before rounding.					
EQUIVALENT GRADE					
Indicated Equivalence	V_2O5	TiO_2	Fe	Source	
Resource Grade	0.29%	5.12%	17.70%	PFS, Page 6	
Recovery	61.4%	46.8%	62.5%	PFS, Page 8	
Recovered Grade	0.20%	2.40%	11.10%	Rounded	
Metal Price:	US$/t	US$/t	US$/t		
Metal Price, US$	**20,944**	**658**	**128**	PFS, Page 10	
Value per Metal Unit	41.89	15.78	14.21	**Total**	**71.88**
Value of 1% V_2O_5	128.60	Recovered value			
Equivalent V_2O_5 Grade	**0.56%**	(Total value/Value of 1% V_2O_5)			
Equivalent Grade includes the Co-Products and used to identify the appropriate Gade Range					
Metal Contribution	58%	22%	20%		
Commodity Prices					
	US$/lb	lb per tonne	US$/t	USD:AUD	A$/t
V_2O_5 Spot Price	5.25	2204	11,571	0.67	17,300

VANADIUM	Grade Range			Precedent Transactions	
	Low	**High**		**Low**	**High**
Low Grade	0.10%	0.30%		0.13%	0.19%
Low to Medium Grade	0.30%	0.40%		0.19%	0.25%
Medium Grade	0.40%	0.60%		0.25%	0.31%
Medium to High Grade	0.60%	0.80%		0.31%	0.38%
High Grade	0.80%	0.80%		0.38%	0.50%
Victory Bore Assessment				**Grade Range**	
Resource Grade	0.29%	*Assessment*	Low Grade	0.13%	0.19%
Equivalent V_2O_5 Grade	0.56%	*Assessment*	Medium Grade	0.25%	0.31%

- *The Equivalent V_2O_5 Grade includes the contribution from the Co-Products, Fe and TiO_2.*

Resource Multiples

% of Spot Price Range		VANADIUM		Victory Bore	
Grade Assessment	0.56%	Equivalent V_2O_5%		**Medium Grade**	
PRECEDENT TRANSACTIONS MULTIPLES				**Low**	**High**
Medium Grade				**0.25%**	**0.31%**
JORC CATEGORY MULTIPLES		**Low**	**High**	Grade	Factor
Wtd. Ave. Estimate	**Low**	**High**	**% Mt**	**Low**	**High**
Measured Resource	0.38%	0.50%	6.5%	0.024%	0.032%
Indicated Resource	0.25%	0.38%	26.6%	0.066%	0.100%
Inferred Resource	0.13%	0.25%	66.9%	0.084%	0.167%
Weighted Average			100.0%	**0.17%**	**0.30%**
Weighted Average = SUM of [Range * Percentage)]					

Grade Range for Equivalent V2O5 grade is applied to the Precedent Transactions valuation method
Weighted average JORC Category method is independent of grade (confidence in the Resource)
*The grade ranges are applied to the Vanadium content of the Total Resource (464.4 Mt*0.29%)*

- Vanadium Price is A$ 17,300 per tonne.
- The deposit is 'Medium Grade' based on the Equivalent Grade.
- Precedent Transactions range of '% of Spot Price' values is 0.25% to 0.31%.
- JORC Category range of '% of Spot Price' values is 0.17% to 0.30%.
- Total V_2O_5 tonnes is 1.36 million.
- Technical Value = [V_2O_5 Price]*[% of Spot Price]*[Mt V_2O_5]*[Equity].

Valuation Estimate

VALUATION	Mtonnes	Grade	Mt V_2O_5	V_2O_5 Price	Equity
Mineral Resource Estimate	464.6	0.29%	1.36	17,300	100%
Evaluation Method	Precedent Transactions			Weighted Average JORC	
	Low	High		Low	High
% of Spot Price	0.25%	0.31%		0.17%	0.30%
Calculated A$/t	43.25	54.06		30.18	51.80
Technical Value, A$M	58.99	73.73		41.16	70.65
Technical Value, A$M			Low	Most Likely	High
Average of Methods			50.07	61.13	72.19

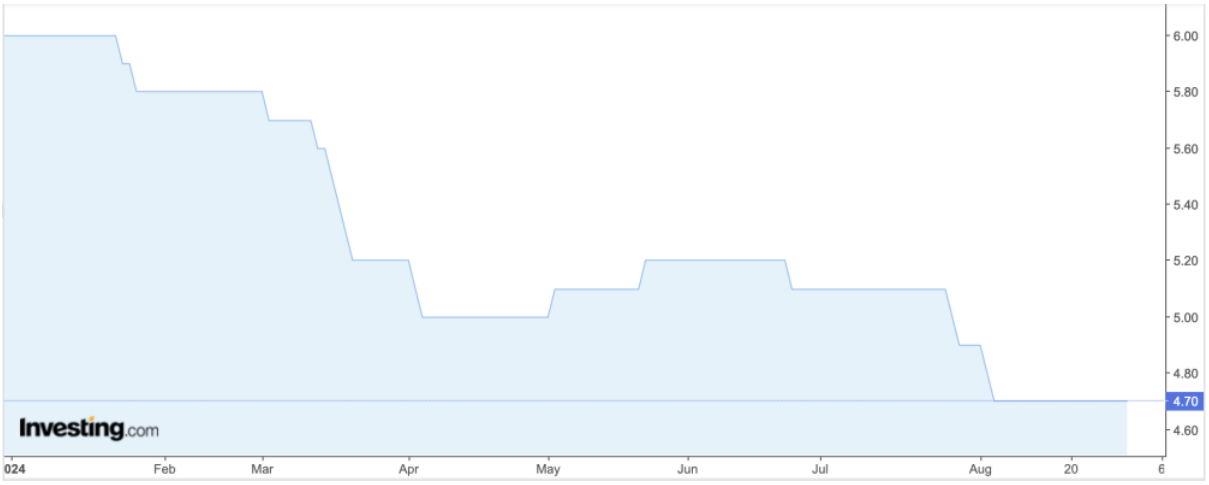
TECHNICAL VALUE SUMMARY, A$M		Victory Bore MRE		
Mineral Resource Estimate		Low	Most Likely	High
Victory Bore, A$M		50.1	61.1	72.2
Unit Value per tonne V_2O_5	Mt V_2O_5	Low	Most Likely	High
Victory Bore, A$/t	1.36	37.00	45.00	53.00
% Spot Price	17,300	0.21%	0.26%	0.31%

➢ The estimated Technical Value of the **Victory Bore Vanadium Project** considered in this Report is **A$ 50.1 million to A$ 72.2 million with a most likely value of A$ 61.1 million**.

Sensitivity to Metal Price

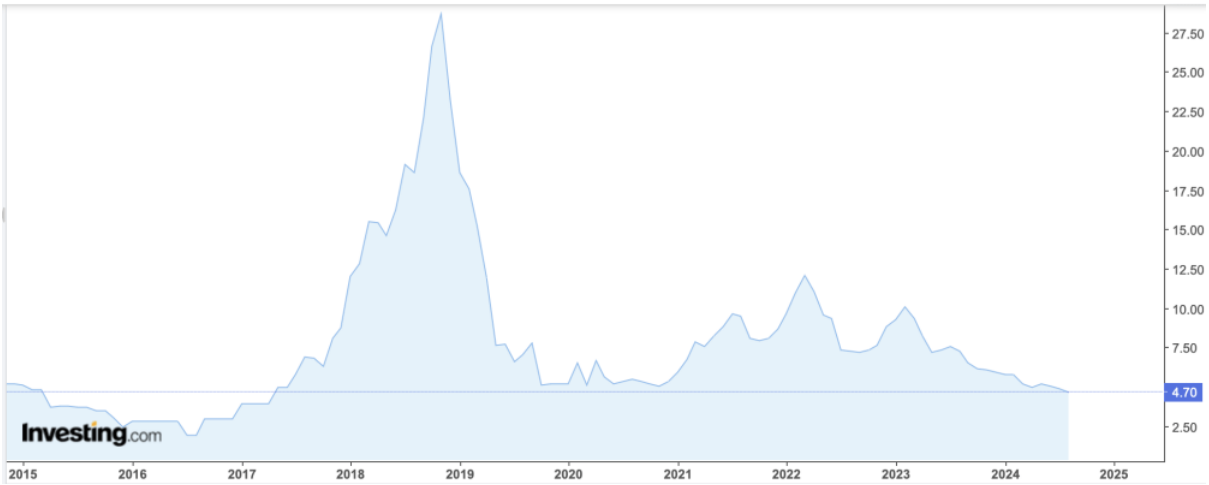
Sensitivity to V2O5 Price			
Price	Victory Bore, A$M		
US$/lb	Low	Most Likely	High
4.50	42.84	52.30	61.76
5.00	47.47	57.95	68.44
5.25	**50.07**	**61.13**	**72.19**
5.50	52.39	63.96	75.53
6.00	57.02	69.61	82.21
6.50	61.13	49.93	38.72
7.00	66.57	81.27	95.98

Victory Bore Technical Value sensitivity to V_2O_5 price



V_2O_5 price movements over the last 12 months

Current Price, 3 September 2024 US$ 4.70/lb



V_2O_5 price movements over the last 10 Years

Calculation of Victory Bore Aluminium Mineral Resource Estimate Valuation (JORC 2012)

Preliminary Information

VICTORY BORE PROJECT		Victory Bore		Assumptions	
Mineral Resource	**Mtonnes**	**Al_2O_3%**	**V_2O_5%**	**Fe%**	**TiO_2%**
Measured Resource	5.2	23.10%	0.10%	6.90%	13.8%
Indicated Resource	11.8	23.10%	0.10%	7.00%	31.3%
Inferred Resource	20.7	23.50%	0.10%	6.40%	54.9%
Total	37.7	23.30%	0.10%	6.70%	100.0%
Commodity Prices					
	US$/kg	kg/t	US$/t	USD:AUD	A$/t
Al_2O_3 Spot Price	0.37	1000	370.00	0.67	550.00
% of Spot Price Range		**ALUMINIUM**			
Grade Assessment	23.3%	Al_2O_3%		**Medium Grade**	
PRECEDENT TRANSACTIONS MULTIPLES				**Low**	**High**
Medium Grade				0.30%	0.38%
JORC CATEGORY MULTIPLES		**Low**	**High**	Grade	Factor
Wtd. Ave. Estimate	**Low**	**High**	**% Mt**	**Low**	**High**
Measured	0.45%	0.60%	13.8%	0.062%	0.083%
Indicated	0.30%	0.45%	31.3%	0.094%	0.141%
Inferred	0.15%	0.30%	54.9%	0.082%	0.165%
Weighted Average			100.0%	**0.24%**	**0.39%**

VALUATION	Mtonnes	Grade	Mt Al_2O_3	Al_2O_3 Price	Equity
Mineral Resource Estimate	37.7	23.30%	8.78	550	100%
Evaluation Method	Precedent Transactions			Weighted Average JORC	
	Low	High		Low	High
% of Spot Price	0.30%	0.38%		0.24%	0.39%
Calculated A$/t	1.65	2.06		1.31	2.14
Technical Value, A$M	14.49	18.12		11.51	18.76
Technical Value = [V_2O_5 Price]*[% of Spot Price]*[Mt V_2O_5]*[Equity]					
Technical Value, A$M			Low	Most Likely	High
Average of Methods			13.00	15.72	18.44

TECHNICAL VALUE SUMMARY, A$M		Victory Bore Aluminium MRE		
Mineral Resource Estimate		Low	Most Likely	High
Aluminium Oxide, A$M		13.0	15.7	18.4
Unit Value per tonne V_2O_5	Mt Al_2O_3	Low	Most Likely	High
Al_2O_3, A$/t	8.78	1.50	1.80	2.10
% Spot Price	550	0.27%	0.33%	0.38%

- The estimated Technical Value of the **Victory Bore Aluminium Project** considered in this Report is **A$ 13.0 million to A$ 18.4 million with a most likely value of A$ 15.7 million**.

Calculation of Unaly Hill Vanadium Mineral Resource Estimate Valuation (JORC 2004)

Preliminary Information

VICTORY BORE PROJECT		**Unaly Hill**		**Assumptions**	
Mineral Resource	Mtonnes	V_2O_5	Fe%	TiO_2%	% Mtonnes
Measured Resource					0.0%
Indicated Resource					0.0%
Inferred Resource	86.2	0.42%	23.57%	4.51%	100.0%
Total	86.2	0.42%	23.57%	4.51%	100.0%
Commodity Prices					
	US$/lb	lb per tonne	US$/t	USD:AUD	A$/t
V_2O_5 Spot Price	5.25	2204	11,571	0.67	17,300
% of Spot Price Range		**VANADIUM**			
Grade Assessment	0.42%	V_2O_5	**Low to Medium Grade**		
JORC 2004 Penalty	20.00%				
JORC Penalty is applied to account for non-JORC 2012 estimates					
PRECEDENT TRANSACTIONS MULTIPLES				**Low**	**High**
Low to Medium Grade				0.15%	0.20%
JORC CATEGORY MULTIPLES		**Low**	**High**	Grade	Factor
Wtd. Ave. Estimate	**Low**	**High**	**% Mt**	**Low**	**High**
Measured	0.30%	0.40%	0.0%	0.0%	0.0%
Indicated	0.20%	0.30%	0.0%	0.0%	0.0%
Inferred	0.10%	0.20%	100.0%	0.100%	0.200%
Weighted Average			100.0%	**0.10%**	**0.20%**
Weighted Average = SUM of (Range * Percentage)					

VALUATION	Mtonnes	Grade	Mt V_2O_5	V_2O_5 Price	Equity
Mineral Resource Estimate	86.2	0.42%	0.36	17,300	100%
Evaluation Method	Precedent Transactions			Weighted Average JORC	
	Low	High		Low	High
% of Spot Price	0.15%	0.20%		0.10%	0.20%
Calculated A$/t	25.95	34.60		17.30	34.60
Technical Value, A$M	9.39	12.53		6.26	12.53
Technical Value = [V_2O_5 Price]*[% of Spot Price]*[Mt V_2O_5]*[Equity]					
Technical Value, A$M			Low	Most Likely	High
Average of Methods			7.83	10.18	12.53

TECHNICAL VALUE SUMMARY, A$M		Unaly Hill MRE, 2011		
Mineral Resource Estimate		Low	Most Likely	High
Unaly Hill, A$M		7.8	10.2	12.5
Unit Value per tonne V_2O_5	Mt V_2O_5	Low	Most Likely	High
Unaly Hill, A$/t	0.36	22.00	28.00	35.00
% Spot Price	17,300	0.13%	0.16%	0.20%

- The estimated Technical Value of the **Unaly Hill VanadiumProject** considered in this Report is **A$ 7.8 million to A$ 12.5 million with a most likely value of A$ 10.2 million**.

Calculation of Perenjori Magnetite Mineral Resource Estimate Valuation (JORC 2004)

PERENJORI MAGNETITE PROJECT		Perenjori MRE		Assumptions	
Mineral Resource	Mtonnes	Fe	Al_2O_3	SiO_2	% Mtonnes
Measured Resource	-				
Indicated Resource	-				
Inferred Resource	191.7	36.61%	1.75%	42.18%	100.0%
Total	191.7	36.61%	1.75%	42.18%	100.0%
Commodity Prices		Magnetite			
	US$/t	dmtu	US$/dmtu	USD:AUD	A$/100%Fe
Fe Spot Price	109	62	1.76	0.67	262.40
% of Spot PriceE Range		Magnetite			Perenjori
Grade Assessment	36.6%	Fe%	Low to Medium Grade		JORC 2004
JORC 2004 Penalty	20.00%				
JORC Penalty is applied to account for non-JORC 2012 estimates					
PRECEDENT TRANSACTIONS MULTIPLES		Low	High		
Low to Medium Grade		0.09%	0.12%		
JORC CATEGORY MULTIPLES		Low	High		
Inferred Resource		0.060%	0.120%		

VALUATION	Mtonnes	Grade	Mt Fe	Fe Price	Equity
Mineral Resource Estimate	191.7	36.6%	70.18	262.40	100%
Evaluation Method	Precedent Transactions			Weighted Average JORC	
	Low	High		Low	High
% of Spot Price	0.090%	0.120%		0.060%	0.120%
Calculated A$/t	0.24	0.31		0.16	0.31
Technical Value, A$M	16.57	22.10		11.05	22.10
Technical Value = [Fe Price]*[% of Spot Price]*[Mt Fe]*[Equity]					
Technical Value, A$M			Low	Most Likely	High
Average of Methods			13.81	17.96	22.10

TECHNICAL VALUE SUMMARY, A$M	Perenjori MRE		
Mineral Resource Estimate	Low	Most Likely	High
Perenjori A$M	13.8	18.0	22.1

The Australian Vanadium Limited - Gabanintha Deposits Valuation

Agricola has compared the Victory Bore Project with the Gabanintha Projects held by Australian Vanadium Limited (AVL).

A recent valuation of this project was compiled by Valuation and Resource Management Pty Ltd (VRM) in the report '*Independent Technical Assessment and Valuation Report on the Mineral Assets of Technology Metals Australia Limited and Australian Vanadium Limited', December 2023*. The report is included in an Independent Expert's Report by BDO relating to the merger of Australian Vanadium Limited with Technology Metals Australia Limited and attached to the Supplementary Scheme Booklet dispatched on 28 December 2023 and available on the ASX register.

The Australian Vanadium Project is a large, high grade vanadium deposit and is being developed. In early 2024, a merger was completed with Technology Metals Australia Limited which consolidated the 18 km orebody to enable a single integrated project with enhanced operational efficiencies. An updated Mineral Resource Estimate (MRE) was released, determining the combined global vanadium MRE as 395.4 Mt at 0.77% V_2O_5. The mineral resource included potential co products of Fe, TiO_2 and Al_2O_3

Comparison of Resources and Quality

Australian Vanadium Limited		1-May-24			
Gabanintha	Mtonnes	V_2O_5%	Fe%	TiO_2%	Al_2O_3%
Measured	30.6	1.13	46.3	12.9	6.2
Indicated	136.6	0.85	37.8	10.1	10.5
Inferred	228.2	0.66	31.4	8.3	12.6
Total	395.4	0.77	34.80	9.30	11.40
Cut-off 0.40%, JORC 2012					

Surefire Resources NL		5 Dec 23			
Victory Bore	Mtonnes	V_2O_5%	Fe%	TiO_2%	Al_2O_3%
Measured	25.3	0.35	19.20	4.96	17.00
Indicated	113.2	0.32	18.19	4.70	17.40
Inferred	326.1	0.28	17.41	5.28	16.00
Total	464.6	0.29	17.70	5.12	16.40
Cut-off 0.15% JORC 2012					

Relative Value

Based on these announcements it is clear that the Gabinitha Project is higher grade and further advanced than Victory Bore. It is reasonable to expect that the Gabanintha Deposit would carry a higher value that Victory Bore as illustrated by the % of Spot Price Metrics.

COMPARISON - AVL and SRN			Low	Most Likely	High
Australian Vanadium Limited - Gabanintha					
Fair Market Value			192.6	217.4	242.2
Mtonnes	3.04	A$/t V_2O_5	63.26	71.41	79.55
A$/tonne	22,600	% of Spot Price	0.28%	0.33%	0.35%
Surefire Metals NL - Victory Bore					
Fair Market Value			57.6	70.3	83.0
Mtonnes	1.36	A$/t V_2O_5	42.22	51.55	60.87
A$/tonne	17,300	% of Spot Price	0.24%	0.30%	0.35%

Agricola is satisfied that the valuation methods for Victory Bore are similar to the Australian Vanadium Limited valuation by VRM in December 2023 and consistent with the current financial framework and market sentiment.

In common with most other vanadium deposit valuations, VRM have chosen to base the valuation on the vanadium content and the '% of spot price' metrics include a credit for co products such as magnetite, titanium dioxide, silica and aluminium oxide. A similar approach has been adopted by Agricola for the Victory Bore Mineral Resource Estimate valuation.

Gabanintha is a larger, higher grade deposit with a Most Likely '% of Spot Price' metric of 0.33%. Victory Bore is smaller and medium grade with a Most likely '% of Spot Price' metric of 0.30%.

Company	Deposit	MTonnes	Value, A$M	A$/t	Price, A$/t	% of Spot
Flying Nickel	Gibellini	0.102	9.36	91.66	23,700	0.39%
Silver Elephant	Bisoni	0.069	2.90	42.10	18,100	0.23%
Strategic Resources	Silasselka	0.051	3.60	70.45	46,700	0.15%
Investor Group	Vametco	1.256	28.54	28.05	9,500	0.30%
Aurion Resources	Kutuvuoma	0.051	4.57	89.43	18,100	0.49%
Aust. Vanadium Ltd	Gabanintha	3.045	217.40	71.41	21,700.00	0.33%
Surefire Resources	Victory Bore	1.364	70.30	51.55	17,300	0.30%

EXPLORATION GROUND VALUATION

The Company holds exploration ground at the Yidby Gold Project and the Kooline Silver-Lead Project. The projects have been valued by the Precedent Transactions method and the Geo Rating method. Values are compared and averaged to provide the Technical Value.

Project	Area	Assessment
Yidby Gold Project	133.73	Mineralised Zones
Kooline Silver-Lead Project	40.43	Areas of Interest

Transactions Database and Unit values

Precedent Transactions methods allow the value estimated for a mining project to be benchmarked against mining project values established in the market. Precedent methods are a key tool for ensuring value estimates reflect what the market would pay. The transaction values recorded in readily available databases are those that were paid rather than the independent valuations of the mineral assets involved.

Exploration property transactions indicate how active the market may be at any given time (market sentiment). The cyclical nature of the mining & exploration industry should be noted. For example, if there are relatively few exploration property transactions, because of the depressed state of exploration and mining industries, market values will be relatively low. To allow market values to be compared among projects, they are generally expressed as ratios of A$ per square kilometre.

Challenges

- There are no true Precedents in the mining industry. Each property is unique concerning key factors such as geology, mineralization, costs, and stage of exploration.
- Subjective judgment is needed to identify similar properties.
- Transactions for mineral assets are usually reported on a top-down model and may include goodwill, synergy, and corporate factors.
- Detailed comparisons with existing transactions are difficult to justify when compared to a bottom–up approach.
- Transactions for exploration ground are often independent of the metals sought and depend on the exploration phase.

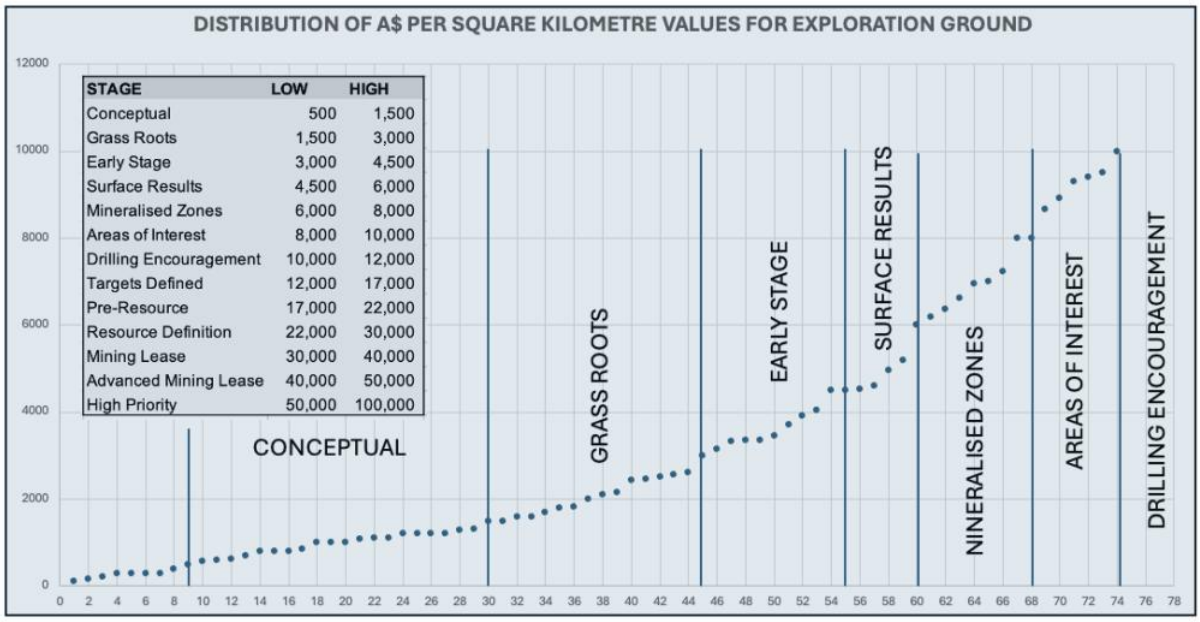
The Precedent Transaction and Geo Factor rating methods have proven to be the most defensible and widely used economic methods for valuing early-stage mineral projects. Nevertheless, when evaluating exploration properties and undeveloped mineral resources the valuation must be examined from several viewpoints, as the fair market value will be apparent and circumstantial rather than a real value.

The fundamental feature in all valuation methods is the worthiness of future exploration. In other words, the cost and extent of an achievable exploration program is a measure of the esteem in which a property is held by others. Properties that are not explored do not increase in value unless mineralization exists in the property and the price of the commodity, or the potential of the area, changes dramatically. Valuations are affected by the country's risk or maturity of jurisdiction for carrying out mining and exploration activities as well as available infrastructure.

FACTORS	DESCRIPTION
Discovery Potential	Geological setting and the potential for the existence and discovery of a viable mineral deposit.
Geological Attributes	Geological attributes include mineralisation occurrences, exploration results and targets and proximity to producing/prospective assets. Ore grade (high or low) is affected by the number of impurities in the ore. Separation of impurities gives rise to higher cost. A low-grade ore will incur a higher processing cost to produce an ounce or tonne of metal versus a higher-grade ore.
Infrastructure	A fully developed infrastructure will benefit mines through cheaper and more efficient logistics, water supply, power supply etc. Some deposits may be stranded because of the cost of transport to market
Access and Location	Area and location of an exploration property. Exploration properties in established mining areas often have a premium value because of the higher perceived potential for discovery of a mineral deposit. Ore deposits located in remote areas will have higher unit costs due to the difficulties for ore extraction. However, this may be compensated by other beneficial factors such as a high ore grade and / or valuable by-products.
jurisdiction	The Fraser Institute Annual Survey of Mining Companies is considered a benchmark for ranking jurisdictions as it rates countries based on their geologic attractiveness for exploration and the extent to which government policies encourage or deter exploration and investment. Considering both policy and mineral potential, Australia continues to be the most attractive region in the world for mining investment. Western Australia (2 nd), Northern Territory (6 th) and South Australia (9 th) appeared in the global top 10 on the Investment Attractiveness Index in the 2022 survey.
Permitting	The availability of permits such as environmental or social license to operate is considered a critical factor when advancing a project in the pipeline.

Exploration Stage	Characteristics
Early Stage	*Greenfields Projects with prospective geology; may include extensive exploration history and some areas of interest based on geophysics ab surface geochemistry. Some targets yet to be explored. Advanced stage exploration with good potential, defined targets ready for subsurface drilling. ($3,000 - $4.500 per square kilometre)*
Surface Results	*Mineralised regional areas, in prospective lithologies and structures, along strike from established mineral deposits. Adjacent to, or includes, known small scale inventories or old workings, No detailed subsurface yet carried out. ($4,500 - $6,000 per square kilometre)*
Mineralised Zones	*Mineralised areas of interest defined within tenements with significant exploration encouragement including RAB and Aircore Drilling. Advanced stage exploration with good potential and defined targets ready for RC and DD drillholes leading to resource delineation possibilities. ($6,000 - $8,000 per square kilometre)*
Areas of Interest	*Scout and focussed drilling and broad scale reconnaissance has identified several areas that show encouraging results with limited subsurface testing. Further drilling is warranted that may define resource areas. ($8,000 - $10,000 per square kilometre)*
Drilling Encouragement	*Drilling on adjacent sections indicates possible continuity of mineralised zones. Encouraging earlier drilling with good grade profile. Potential to define economic mineral inventory ($10,000 - $12,000 per square kilometre)*
Targets Defined	*Brownfields areas adjacent to significant well regarded deposits and may include historic resources. May include Expolration targets and poorly defined Inferred Resources. Advanced stage exploration with good potential warranting detailed resource definition drilling. ($12,000 - $17,000 per square kilometre)*
Pre-Resource	*Significant drilling has shown continuity od mineralisation at economic grades that could provide the basis for detailed infill drilling. ($17,000 - $22,000 per square kilometre)*
Resource Definition	*Detailed drilling sufficiently encouraging to allow a formal Mineral Resource Estimate (JORC Code 2012) but not yet compiled and released. Earlier Inferred Resources and Exploration Targets estimated under previous JOC Codes. Desktop Scoping Studies provide encouragement to proceed with further work Possibly too small or low grade to support infrastructure. ($22,000 - $30,000 per square kilometre)*

Precedent Transactions for Exploration Ground



Exploration Stage	Low, A$/km$_2$	High, A$/km$_2$	BHC, A$/km$_2$
Early Stage	3,000	4,500	400.00
Surface Results	4,500	6,000	600.00
Mineralised Zones	6,000	8,000	600.00
Areas of Interest	8,000	10,000	800.00
Drilling Encouragement	10,000	12,000	800.00
Targets Defined	12,000	17,000	1200.00
Pre-Resource	17,000	22,000	1200.00
Resource Definition	22,000	30,000	1200.00

Range of values for the 'basket' of Exploration Ground transactions

There is no market in which mineral properties are traded and each mineral property has unique characteristics, the analysis of similar transactions is not an inherently robust valuation method. Valuation of mineral property by reference to similar transactions must satisfy three basic requirements:

- The price paid in the similar transaction was, in fact, an accurate measure of fair market value.
- That appropriate adjustments can be made to the price paid in the similar transaction, in order to compensate for differences between the two properties.

Agricola has elected to base the valuation for mineral resources on the range of '% of spot Price' for a **basket of similar transactions** identified in its database. The outcome is compared to the valuation by the Geo Factor Method.

The following bullet points summarise the valuation parameters.

- The tenements are all granted.
- The value is assessed at 100% equity.

- An estimate of Prospective ground and barren ground has been applied to the tenement area.
- $/km^2 rate for the assessment is drawn from the basket of values in the database table.
- Technical value for Precedent Transactions is the area * database range.
- Technical value for Geo Factors is the area * BHC* Prospectivity Index.
- The Precedent Transactions are reported at market value.
- The Geo Factor Method is based on prospectivity and does not consider market factors.

Precedent Transactions Method

The Precedent Transactions Method benchmarks the current project against transaction values established in the market with similar exploration characteristics. Technical values are compiled in a transaction database and expressed as ratios of $/km^2. The values are independent of current or past commodity price.

Geo-Factor Method

The Geo Factor method is a variant of the cost approach, used for non-producing mineral properties. The method is based on ranked and weighted geological aspects, including proximity to mines and deposits, the significance of the mining camp, the geological setting, identified areas of interest, and the commodities sought. The cornerstone of the method is the Base Holding Cost that estimates the exploration budget at the current exploration stage.

Base Holding Cost (BHC)

Direct costs include geological activities, geochemical activities, geophysical activities (surface and subsurface), airborne geophysical activities, remote sensing activities, line clearing, grid tie-in, tenement boundaries, diamond drilling, reverse circulation drilling and costeaning. A sliding scale has been developed by Agricola to recognise the type of tenement (ML, PL, EL) and the assessment of the exploration stage. Government requirements for rent and exploration commitment is considered in estimating the BHC.

EXPLORATION GROUND – Valuation Procedure	
Exploration Area	Tenement area is adjusted for barren ground included in the tenement. Exploration ground valuations are usually independent of the commodity sought unless an Exploration Target has been estimated (may be assessed by Mineral Resource methods).
Precedent Transactions	Based on the exploration stage of the properties and the range of values recorded for projects at a similar stage from an in-house database. The range is drawn from an in-house database.
Geo-Factor Method	Base Holding Cost is estimated from government expenditure commitment for the stage of exploration. Based on the perception of prospectivity and considers other nearby deposits, advanced projects within the tenements, anomalous zones warranting further exploration and the Geological setting. Prospectivity Index is estimated as a range and multiplied by the estimated exploration budget for the current year (Area* Base holding cost)
Comparison of Methods	Agricola considers that the average of the two methods is appropriate to value the mineral resource estimate as the two methods are equally valid. Precedent Transactions consider the comparison with other projects with similar results to date. Geo Factor Method considers the exploration potential of a property. Precedent Transaction are expressed at fair market value and the Geo Factor method does not consider market factors.
Technical Value	Two methods are compared and the average range of values adopted as the Technical Value

Yidby Gold Project

Project Summary

The mineralised system intersected to date is extensive and now covers over 3km in a NW-SE trending strike length with Gold intercepts at the Yidby, Fender, and Marshall targets. The Yidby Gold Project has been valued as exploration ground and is assessed as "Mineralised Zones'

Exploration Stage Assessment

Mineralised Zones	*Mineralised areas of interest defined within tenements with significant exploration encouragement including RAB and Aircore Drilling. Advanced stage exploration with good potential and defined targets ready for RC and DD drillholes leading to resource delineation possibilities.*

Prospective Area Some barren ground in E59/2426, E59/2845

Tenement	*Area km2*	*Barren*	*Prospective*
E59/2426	71.53	20%	57.22
E59/2390	9.33	0%	9.33
E59/2444	37.32	0%	37.32
E59/2845	15.55	20%	12.44
Total Area	**133.73**	87%	**116.31**

Precedent Transactions	*Low*	*High*	Base Holding Cost	
$/km2	6,000	8,000	A$/km2	600

Geofactor Assessment	***Comments***	***Low***	***High***
Off property	Early stage drilling with encouragement	2.00	2.10
On Property	Exploration concept validated	2.00	2.00
Anomaly	Areas of interest identified	1.50	1.50
Geology	Province with strong prospectivity	1.50	1.50
Prospectivity Index (PI)		9.00	9.45

Technical Value, A$M	*Estimation*	**Low**	**Most Likely**	**High**
Precedent Transactions	*Area*$/km2*	0.70		0.93
Geo Factors	*Area* BHC* PI*	0.63		0.66
Preferred Value	*Average of Methods*	0.66	0.73	0.80

Kooline Silver-Lead Project

High-grade mineralisation in the project area is associated with an airborne electromagnetic conductor (AEM) with the strongest AEM targets at Mt Conspicuous, Phar Lap and Northerly prospects. The Mt Conspicuous AEM target is over 600 m in strike length and lies within a structural corridor that contains the historic Mt Conspicuous Mine. The Kooline Project has been valued as exploration ground and is assessed as Areas of Interest.

Areas of Interest	Scout and focussed drilling and broad scale reconnaissance has identified several areas that show encouraging results with limited subsurface testing. Further drilling is warranted that may define potential resource areas.

Prospective Area of Project Tenure and Unit Rates

Tenement	Area km^2	Viable	Prospective	Comment
E08/2373	40.43	100%	40.43	Covers Prospective ground

Transactions \$/km^2	8,000	to 10,000	Base Holding Cost, \$/km^2	800

Geofactor Assessment	Comments	Low	High
Off property	Early stage drilling with encouragement	2.00	2.10
On Property	Validated with encouraging results	2.00	2.10
Anomaly	Areas of interest identified	1.75	1.85
Geology	Province with strong prospectivity	1.50	1.60
Prospectivity Index		10.50	13.05

Technical Value	Low	Most Likely	High
Precedent Transactions	0.32		0.40
Geo Factors	0.34		0.42
Average	0.33	0.37	0.41

Technical Value Summary, A$M		Technical Value, A$M			
Project	**Total Area**	**Low**	**Most Likely**	**High**	**Value per km2**
Yidby Gold Project	133.73	0.66	0.73	0.80	5,500
Kooline Silver-Lead Project	40.43	0.33	0.37	0.41	9,200
Total Value		**0.99**	**1.10**	**1.21**	

Market Premium or Discount

Market sentiment refers to the general mood and expectations of the investors and buyers in the market, which can affect the demand and supply of the transactions, and hence their prices. For example, during a boom or a bubble, market sentiment may be overly optimistic and drive up the prices of the transactions, while during a downturn or a crisis, market sentiment may be overly pessimistic and drive down the prices of the transactions.

In boom times the market in Australia may pay a premium over the technical value for high-quality assets with mineral resource estimates and granted tenements where much of the work required for mineral resource estimates has been completed. On the other hand, in times of bust conditions exploration tenements that have no defined attributes apart from interesting geology or a good address may well trade at a discount to technical value.

Small-cap resource companies are experiencing resistance to capital-raising proposals from landholders and environmental interests. The Precedent Transactions are based on market value and consider the market expectation and the time of the transaction. Agricola considers that no discount or premium to the technical value is appropriate for the Precedent Transaction Method. Weighted Average Resource Category and Geo Factor methods do not consider varying market conditions and are based on the technical aspects of resource estimation or exploration ground and may attract a premium or discount.

Technical Value Summary, A$M				
Project	**Stage**	**Low**	**Most Likely**	**High**
Victory Bore				
Mineral Resource Estimate	JORC 2012	50.07	61.13	72.19
Aluminium Oxide				
Mineral Resource Estimate	JORC 2012	13.00	15.72	18.44
Unaly Hill				
Mineral Resource Estimate	JORC 2004	7.83	10.18	12.53
TOTAL PROJECT		**70.91**	**87.03**	**103.16**
Perenjori Magnetite Project				
Mineral Resource Estimate	JORC 2004	13.81	17.96	22.10
Exploration Ground				
Yidby Gold Project	Mineralised Zones	0.66	0.73	0.80
Kooline Silver-Lead Project	Areas of Interest	0.33	0.37	0.41
Sub Total		**0.99**	**1.10**	**1.21**
TOTAL		**78.48**	**97.25**	**116.03**

The current Independent Valuation Report considers the granted tenements in each project. It follows a 'bottom-up' approach valuing only the mineral asset and does not consider corporate aspects such as control premiums, synergy, and goodwill of the

transaction. It applies to the direct sale of existing equity in the Project at the date of this Report.

FAIR MARKET VALUE - Valuation Procedure	
Market Assessment	External influences are considered that may not be considered in the Technical Value Assessment. These include Legal issues, Commercial issues, Market conditions, Price Outlook, Country Risk, Community Resistance.
Technical Value	Two methods for the Victory Bore Deposit Mineral Resource Estimate were compiled. The average of the two exploration ground values is adopted as the Technical Value.
Market Factor	Premium or discount to the technical value is considered for each project. Market value is estimated by multiplying the market factor by the technical Value.
Fair Market Value	Market value is estimated by multiplying the market factor by the technical Value.
Rounding	Final values are rounded to emphasise risk in accordance with the JORC 2012 Code and the VALMIN 2015 Code

Market Value Assessment	
Legal issues	Tenements granted – in good standing
Commercial issues	Normal capital raising conditions. The Company has announced its intention to list on an overseas jurisdiction that may assist.
Market conditions	Vanadium is a critical metal and has a positive profile in Australia. Stable for gold deposits. Positive trend for REE. Fe prices are increasing in sympathy with the Chinese economy.
Price Outlook	Vanadium price is volatile and has has trended down from above average values over the last six months. Gold price upward trend and possible current bubble. REE price upward trend.
Country Risk	Stable jurisdiction in Western Australia which is considered to be a preferred exploration jurisdiction worldwide.
Community Resistance	Some resistance in some areas from local landholders. But the prospect of job opportunities is well received.
Advanced Studies	The Company has compiled a Pre-Feasibility study on the Victory Bore Project with a positive outcome. The Unaly Hill may form the basis for a magnetite Deposit. A separate Al_2O_3 Zone has been identified between the vanadium rich zones. A Scoping Study has been compiled on the The Perenjori Magnetite Deposit based on a historic Inferred Resource estimate. Both studies suggested a positive outcome.

Premium or discount	The Victory Bore MRE will attract a 15% Premium based on the PFS and Exploration Target Estimates. The Unaly Hill MRE will attract a 10% Premium based on the Exploration Target Estimate. The Perenjori MRE valuation will attract a 5% premium based on the Scoping Study. Market Value is equivalent to technical Value for the Aluminium Oxide, Yidby, Kooline and Mt Farmer Projects and Agricola considers that no premium or discount is warranted for these projects.

Market Value Premiun/Discount				
		Market Value, A$M		
	Factor	Low	Most Likely	High
Victory Bore Project				
Victory Bore MRE	**1.15**	57.6	70.3	83.0
Aluminium Oxide MRE	1.00	13.0	15.7	18.4
Unaly Hill Project	**1.10**	8.6	11.2	13.8
Perenjori Magnetite Project	**1.05**	14.5	18.9	23.2
Exploration Ground				
Yidby Gold Project	1.00	0.7	0.7	0.8
Kooline Silver-Lead Project	1.00	0.3	0.4	0.4

MARKET VALUE SUMMARY, A$M			
	Low	Most Likely	High
Victory Bore Project			
Victory Bore MRE	57.6	70.3	83.0
Aluminium Oxide MRE	13.0	15.7	18.4
Sub Total	70.6	86.0	101.5
Unaly Hill Project	8.6	11.2	13.8
Sub Total	**79.2**	**97.2**	**115.2**
Peranjori Magnetite Project	14.5	18.9	23.2
Exploration Ground			
Yidby Gold Project	0.7	0.7	0.8
Kooline Silver-Lead Project	0.3	0.4	0.4
Sub Total	**1.0**	**1.1**	**1.2**
Total	**94.7**	**117.2**	**139.7**

Fair Market Value

Considering the location, geological factors, and other technical parameters, which could affect the Project economics, in Agricola's opinion, the implied market value for 100% equity in the Projects is as follows.

- The estimated fair market value of the **Victory Bore Project** considered in this Report including the Victory Bore vanadium deposit, the Victory Bore Aluminium Deposit and the Unaly Hill vanadium deposit is **A$ 79.2 million to A$ 115.2 million with a most likely value of A$ 97.2 million**.
- The estimated fair market value of the **Perenjori Magnetite Project** considered in this Report is **A$ 14.5 million to A$ 23.2 million with a most likely value of A$ 18.9 million**.
- The estimated fair market value of the **Company's Exploration Assets** considered in this Report is **A$ 1.0 million to A$ 1.2 million with a most likely value of A$ 1.1 million**.
- The estimated total value of the **Company's Mineral Assets** considered in this Report is **A$ 94.6 million to A$ 139.7million with a most likely value of A$ 117.2 million**.
- The Effective Date of the valuation is 10 September 2024.

Previous Valuations – Victory Bore Deposit

Agricola prepared an Independent Valuation Report for Surefire on the Victory Bore deposit earlier this year (*Independent Valuation Report on the Victory Bore Project, Western Australia held by Surefire Resources NL Effective Date 15 January 2024, Malcolm Castle, Agricola Mining Consultants Pty Ltd, 22 January 2024)*.

- Adjustments to the published Discounted Cash Flow analysis in the Pre-feasibility study was used as a basis. A range of values was assessed by applying +/- 10% to the Pre Tax NPV. Company tax and a discount for risk due to the PFS stage was added to the to the sensitivity analysis for commodity price.

A Premium was applied to the Technical Value to take account of the Co-Product Credits for TiO_2, Fe and Al_2O_3. The Project has a notional Pre-Feasibility Study in place and has lodged a Mineral Lease application.

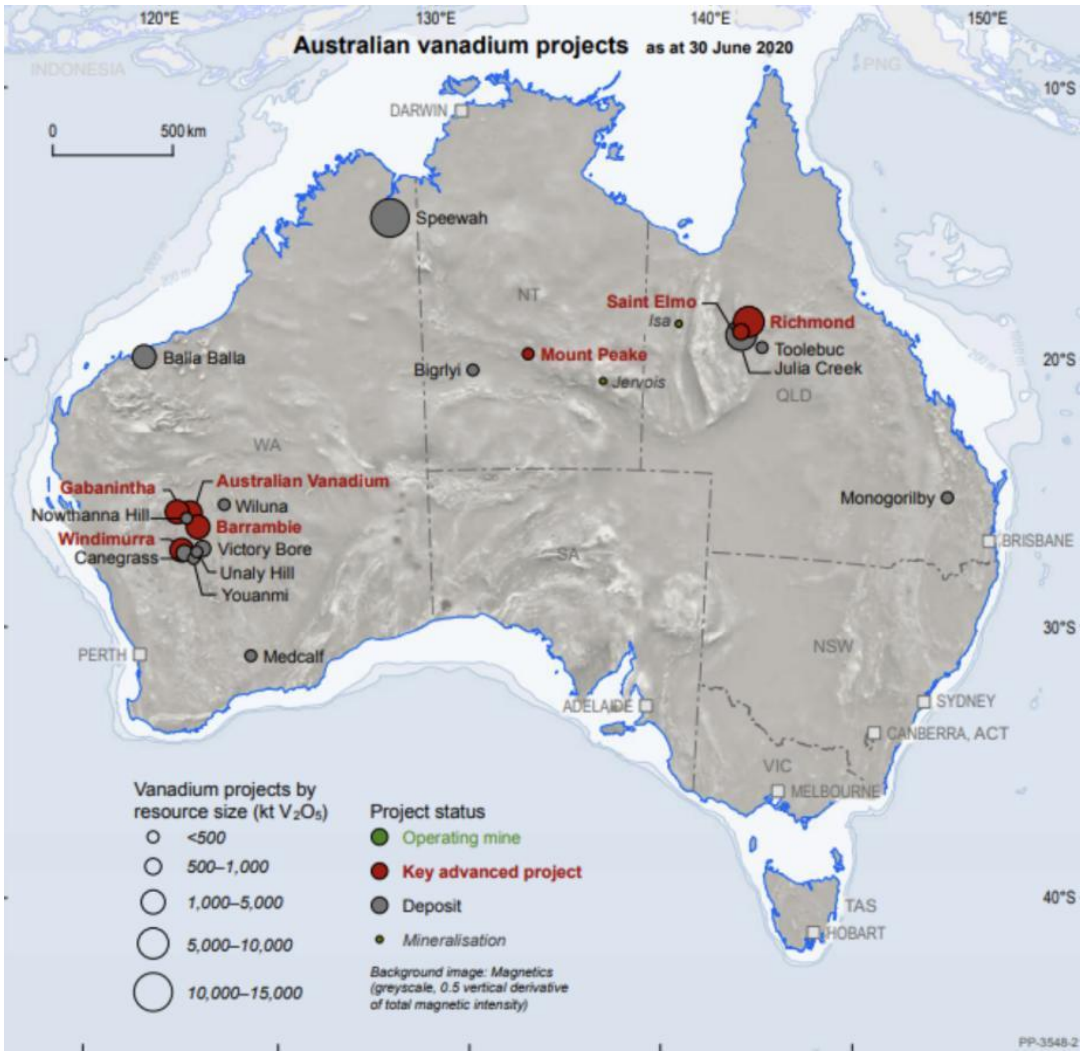
Australian Vanadium Projects

Titaniferous magnetite is the most important source for vanadium presently accounting about 85% of the current world V_2O_5 production. This iron ore typically contains 0.3% to 1.0% V_2O_5. Titaniferous magnetite ore is mined in South Africa and China and processed for vanadium extraction. Titaniferous magnetite ore is also processed in steelmaking operations in China, Russia and South Africa.

Primary titaniferous magnetite mines account for about 26% of global vanadium production. Coproduct steelmaking slag resulting from the processing of titaniferous magnetite ore supports about 59% of global vanadium. Secondary sources supply about 15% of today's vanadium production.

In addition to the extensive reserves of titaniferous magnetite containing vanadium in Australia, China, Russia and South Africa there are several other deposits of magnetite and other materials containing vanadium from which it could be extracted in the future.

- Australia holds the third largest amount of vanadium in the world, though there are no mines in production at this stage.
- International tensions, a focus of renewable energy and storage batteries, and overpopulation are factors driving up demand.
- Currently, there are seven vanadium mines in pre-operation phases around the country— four in Western Australia, two in north-west Queensland, and one in the Northern Territory.
- Many are predicted to start mining within the next year or two and, with two on-shore processing plants in proximity to the mines.
- Vanadium is on the critical minerals list for Australia and the US, which means there is a market there for this globally significant resource.



Location of Australian Vanadium Projects

Australian Vanadium (ASX: AVL)

Australian Vanadium is developing its Gabanintha deposit in Western Australia. The latest mineral resource is 179.6 Mt at 0.75% vanadium pentoxide (V_2O_5), made up of a Measured Mineral Resource of 10.2 Mt at 1.06% V_2O_5, an Indicated Mineral Resource of 25.4 Mt at 0.62% V_2O_5, and an Inferred Mineral Resource of 144 Mt at 0.75% V_2O_5.

Technology Metals Australia is focused on advancing its Gabanintha vanadium project about 40km from Meekatharra in WA's mid-west. The project's Northern Block has an inferred resource of 62.8mt grading 0.8% V_2O_5, 35.9% iron, 10.8% aluminium, 18.3% silicon, 9.7% titanium and 3.2% LOI. A resource estimate of 21.5mt grading 0.9% V_2O_5 for Gabanintha's Southern tenement was published in mid-December last year.

Intermin Resources (ASX: IRC)

Intermin Resources has a 100% interest in the Richmond project in Queensland's north west. Richmond hosts a 2004 JORC resource of 3.3 billion tonnes with 0.40% V_2O_5 vanadium and 295 g/t molybdenum mineralisation.

King River Resources (ASX: KRR)

King River Resources' Vanadium project at Speewah in the Kimberley area of Western Australia. Measured, inferred and indicated mineral resources reveal 4,712 million tonnes at 0.3% V_2O_5 and 14.5% iron. Advanced metallurgical test work has successfully produced high purity titanium dioxide (TiO_2) and vanadium pentoxide products.

Neometals (ASX: NMT)

Neometals holds the Barambie project in Western Australia. It is one of the world's highest grade hard rock titanium projects but also contains a higher grade vanadium deposit in the central zone.

TNG Limited (ASX: TNG)

TNG is focussed on an iron-vanadium-titanium project at Mount Peake, about 230 kms north of Alice Springs in the highly prospective Arunta Province of the Northern Territory. Mount Peake currently has a total JORC Resource estimate of 160Mt @ 0.28% vanadium (V_2O_5), 5% titanium (TiO_2) and 23% iron (Fe), 118Mt of which is a Measured Resource status.

Venus Metals (ASX: VMC)

Venus Metals holds the Youanmi Vanadium Project located about 42 kms southeast of Windimurra in WA. A Pre-JORC Inferred Resource of 136 Million Tonnes grading 0.42% V_2O_5 (cut-off 0.27% V_2O_5) was estimated.

Deposit	Country	Stage	Tonnage Mtonnes	Grade V_2O_5%
Airijoki	Sweden		44.0	0.20
Balla Balla	Australia	Plan/Dev	455.9	0.64
Barrambie	Australia	Plan/Dev	280.1	0.44
Bell River	Canada		14.0	0.80
Brits	South Africa	Plan/Dev	66.8	0.56
Bushveld Complex	South Africa		7,400.0	0.60
Gabanintha (AVL)	Australia	Plan/Dev	239.0	0.73
Gabanintha (Tech. Metals)	Australia	Plan/Dev	109.5	0.80
Gibellini, Nevada	USA		21.0	0.29
Isortoq Project	Greenland		70.0	0.30
Koitelainen Vosa	Finland		116.0	0.10
Lac Dore	Canada	Plan/Dev	215.0	0.40
Louie Hill, Nevada	USA		7.0	0.28
Maracas Menchen Mine	Brazil	Production	63.7	0.80
Mokopane project	South Africa	Plan/Dev	284.8	0.68
Mount Peake	Australia	Plan/Dev	160.0	0.28
Panzhihua V-Ti-Fe	SW China		3,500.0	0.30
Silasselka	Finland		8.3	0.61
Speewah	Australia	Plan/Dev	4,712.0	0.30
Vametco	South Africa	Production	184.2	0.78
Windimurra	Australia	Past producer	209.0	0.50
Yarrabubba	Australia	Plan/Dev	27.7	0.90

Comparison of Vanadium Transactions

Company	Deposit	MTonnes	Value, A$M	A$/t	Price, A$/t	% of Spot
Flying Nickel	Gibellini	0.102	9.36	91.66	23,700	0.39%
Silver Elephant	Bisoni	0.069	2.90	42.10	18,100	0.23%
Strategic Resources	Silasselka	0.051	3.60	70.45	46,700	0.15%
Investor Group	Vametco	1.256	28.54	28.05	9,500	0.30%
Aurion Resources	Kutuvuoma	0.051	4.57	89.43	18,100	0.49%
Aust. Vanadium Ltd	Gabanintha	3.045	217.40	71.41	21,700.00	0.33%
Surefire Resources	Victory Bore	1.364	70.30	51.55	17,300	0.30%

These transactions all have co-product credits that are 'bundled' with the '% of Spot Price' value.

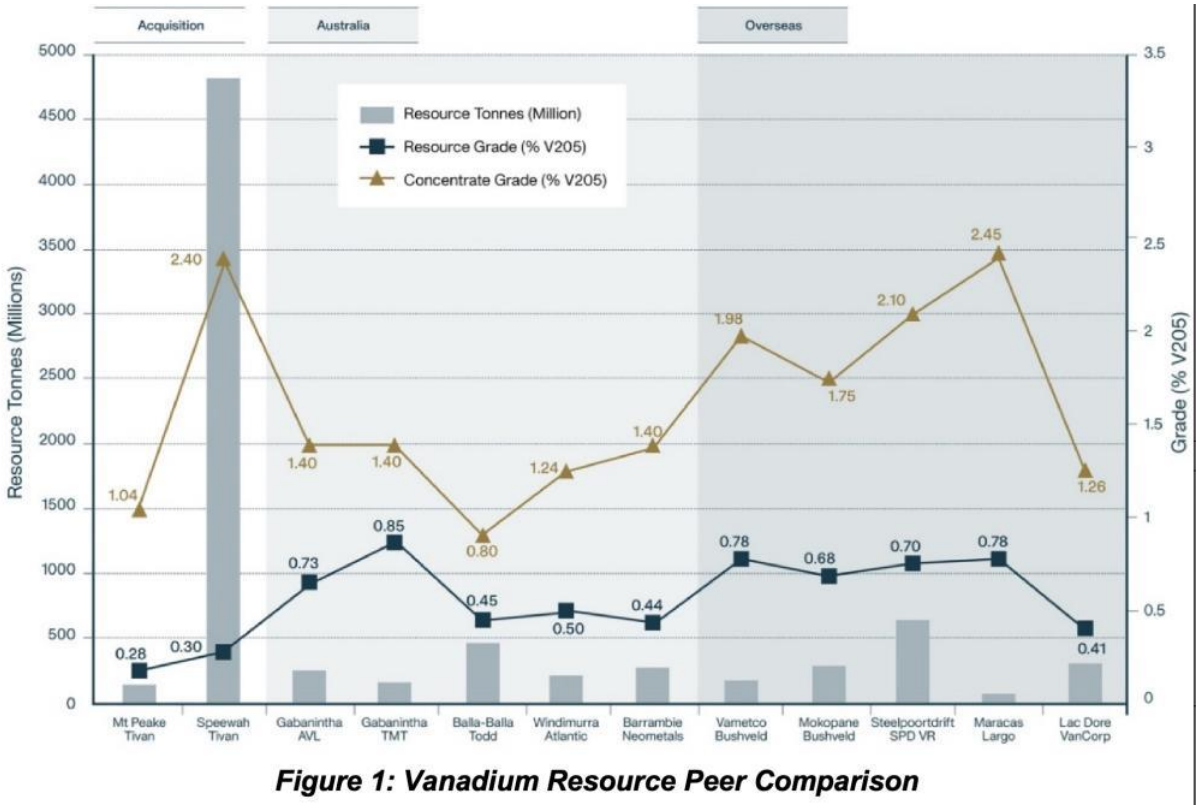


Figure 1: Vanadium Resource Peer Comparison

RISKS

Agricola has identified a range of risk elements or risk factors that may affect the outcomes of the Project. There are specific risks associated with the activities of the Operator and general risks that are largely beyond the control of the Operator. The risks identified below, or other risk factors, may have a material impact on the future exploration performance. The risks outlined below are not exhaustive.

The past 12 months have witnessed huge upheaval and change. War in Ukraine, climatic events, new governments in key mining regions and shifting relationships in others are all impacting the world's mining and metals companies. These external factors will continue to drive a shifting of the sector's risks and opportunities as stakeholder and capital market pressure hold miners accountable on multiple fronts.

Climate Change Risk

The mining sector in Australia and globally is vulnerable to extreme weather events such as cyclones, flooding events and changes to water availability through drought. Such extreme weather events can negatively impact mining companies' cash flows. The latest climate science shows how, over the last century, the average intensity (and in some cases frequency) of these extreme weather events has increased due to climate change and, if current greenhouse gas emission trends continue, will continue to increase over the coming decades.

Investors must understand the scale and speed of these likely changes to factor them into their investment decisions. The impact of such changes on exploration activities is unlikely to be a major problem, however, with probable impacts being limited to short (measured in weeks) delays in completing geophysical and geochemical surveys and drilling programs.

Security of Tenure

The status of the tenements has been verified based on a recent independent inquiry by Agricola, under section 7.2 of the VALMIN Code, 2015. The tenements are believed to be in good standing based on this inquiry and held with 100% equity by the Company.

- The grant or refusal of tenements is subject to ministerial discretion and there is no certainty that the exploration licence applications will be granted.
- Risks are associated with obtaining the renewal of tenements upon expiry of their current term, including the grant of subsequent titles applied for over the same ground.

Exploration Risk

Mineral exploration and development are high-risk undertakings due to the high level of uncertainty. There can be no assurance that exploration of the tenements will result in

the discovery of economic mineralisation. Even if economic mineralisation is discovered there is no guarantee that it can be commercially exploited.

Cultural Heritage and Native Title

The Company must comply with various cultural heritage and native title legislation requirements which can include the need to negotiate access agreements with traditional custodians. It is possible that some areas within the tenements may not be available for exploration due to cultural heritage and native title legislation or failure to conclude access agreements. Consent to an access agreement may be delayed or may be given on conditions that are not satisfactory to the Company.

Environmental Risk

The operations and proposed activities of the Company are subject to Western Australia's laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. Future legislation and regulations governing exploration, development and possible production may impose significant environmental obligations on the Company.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potential economically viable mineral deposits. The Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals or to obtain them on terms acceptable to the Company may prevent the Company from undertaking its desired activities.

Economic

General economic conditions, the introduction of tax reform, new legislation, the general level of activity within the resources industry, movements in interest and inflation rates and currency exchange rates may hurt the Company's exploration, development, and possible production activities, as well as on its ability to fund those activities.

Sovereign and Political

The Company's Projects are within Western Australia. The Company's interests are subject to the risks associated with operating in that state. Economic activity continued to benefit from strong post-pandemic recovery and favourable terms of trade amid high global commodity prices. Strengths include geographic proximity to dynamic Asian economies, and richly endowed with mineral resources. Weaknesses include exposure to commodity price volatility (specifically iron ore, coal, and LNG), an economy that remains dependent on Chinese demand, shortage of infrastructure due to the country's vast territory, vulnerability to climate change (bushfires and droughts), and disparity between states.

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GLOSSARY of TECHNICAL and VALUATION TERMS

Technical Glossary

Exploration Results - As defined in the JORC Code, Exploration Results include data and information generated by mineral exploration programs that might be of use to investors, but which do not form part of a declaration of a Mineral Resource or Ore Reserve.

Exploration Target - As defined in the JORC Code, an Exploration Target is a statement or conceptual estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality) relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource.

Feasibility study - The term includes 'scoping', 'pre-feasibility' and 'feasibility' studies, as defined in the JORC Code:

> Pre-feasibility study: a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where options for a preferred mining method are reviewed, and an effective method of mineral processing is proposed. Accuracy 20% to 35%
>
> Feasibility study: a comprehensive technical and economic study of the selected development option for a mineral project. Forms the basis for a decision to mine. Accuracy 10% to 20%

JORC (Code) - The JORC Australasian Code for Public Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code provides a mandatory system for the classification of mineral Exploration Results, Mineral Resources and Ore Reserves according to the levels of confidence in geological knowledge and economic considerations in reports prepared for informing investors or potential investors and their advisors.

Mineral assets - All property including but not limited to real property, intellectual property, mining, and exploration tenements held or acquired in connection with the exploration of, the development of and the production from those tenements together with all plant, equipment and infrastructure owned or acquired for the development, extraction, and processing of minerals in connection with those tenements.

Mineral Resource - Consistent with the definition in the JORC Code, a Mineral Resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade (or quality), and quantity that there are reasonable prospects for eventual economic extraction.

Inferred Resource - As defined in the JORC Code, the part of a Mineral Resource for which quantity and grade (or quality) are estimated based on limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological grade (or quality) continuity.

Indicated Resource - As defined in the JORC Code, the part of a Mineral Resource for which the quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. An Indicated Resource has a higher level of confidence than an Inferred Resource.

Measured Resource - As defined in the JORC Code, the part of a Mineral Resource for which quantity, grade (or quality), densities, and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. A Measured Resource has a higher level of confidence than either an Indicated or Inferred Resource.

Ore Reserve - As defined in the JORC Code, the economically mineable part of a Measured and/or Indicated Mineral Resource.

Prospect testing - The identification of significant mineral potential within identified exploration areas of interest, usually via methods such as RC (percussion) drilling, to establish a JORC Mineral Resource. Advanced prospect testing is the confirmation of an informal resource or possibly an initial JORC Inferred Resource, usually via means such as systematic targeted (RC or diamond) drilling.

Reconnaissance - The identification of broad geochemical or geophysical anomalies, historic or conceptual and/or unvalidated exploration targets, usually via low-impact means (e.g., literature reviews, data analysis, broad surface surveys, and airborne geophysics).

Target - An area of interest for exploration with known or perceived potential to identify mineralisation that may be associated with a mineral deposit. A target in this context may include an Exploration Target (as defined in the JORC Code) which is conceptually based on early Exploration Results. Target definition is the prioritisation of Exploration Targets for more intensive assessment, usually via low to medium-impact means (e.g., broad empirical geophysical or geochemical surveying, localised geological mapping).

Valuation Glossary

Commissioning Entity - The organisation, Company, or person that commissions a Valuation and Valuation Report.

Competence or Competent - Applies to a suitably qualified and experienced person who is a member of a Professional Organisation with an enforceable code of ethics and rules of conduct. The Valuer also requires appropriate technical skills, experience, and knowledge of the subject of the valuation, the market in which the Mineral Property trades and the purpose of the valuation.

Cost Approach - Provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction and includes methods based on expenditures.

Geo Factor method - also known as the Geoscience rating (Kilburn) method - The Kilburn geoscience rating method is based on the base acquisition cost (BAC) which is the average cost incurred to acquire a base unit area of tenement and to meet all statutory expenditure commitments for 12 months. The method systematically assesses and grades four key technical attributes of a tenement (off-property, on-property, anomaly, and geology) to arrive at a series of multiplier factors. The multipliers are then applied to the BAC of each tenement with the values being multiplied together to establish the overall technical value of each mineral property. The fifth factor, the market factor is then multiplied by the technical value.

Income Approach - The Income Approach indicates value by converting future cash flows to a single current capital value.

Independence or Independent - The Valuer and/or Expert must have no pecuniary or beneficial interest, either present or contingent, in the Commissioning Entity, the Mineral Property being valued, other parties involved in a transaction on the Mineral Property, or the outcome of the Valuation, other than professional fees and disbursements related to the Valuation assignment.

Market Approach - The market approach indicates value by comparing the asset with identical or similar (that is similar) assets for which price information is available. The Market Approach is also known as the Sales Comparison Approach.

Market Value - Market Value is the estimated amount for which an asset or liability should be exchanged on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

Materiality or Material - All relevant information that investors and their professional advisers would reasonably require and reasonably expect to find in a Valuation Report to make a reasoned and balanced judgement regarding the Valuation.

Mineral Property - Any contractual or permanent right to explore for, mine or otherwise extract minerals from the earth, and any interest in such a right, and any land that

includes or inherently provides that right. Mineral Property generally means Real Property interests, including rights to explore for and extract Mineral Resources and Reserves, mining claims and other forms of mineral tenements, mineral rights, petroleum rights, royalty interests, and intellectual property such as geological data forming part of or all the rights.

Multiple of exploration expenditure method - based on past exploration expenditure and the interpreted extent of exploration success. The cost of previous relevant and effective exploration which has enhanced the discovery potential of the property is upgraded by a Prospectivity Enhancement multiplier to arrive at the technical value.

Precedent transaction method - The price paid for similar companies in the past is considered an indicator of a Company's value. Precedent transaction analysis creates an estimate of what a share of stock would be worth in the case of an acquisition.

Professional Organisation - A self-regulating organisation, such as one of engineers, geoscientists, or minerals Valuers, that (a) is accepted and recognised as reputable by the professional community, or has been given authority or recognition by statute; (b) admits members based on their academic qualifications and professional experience; (c) requires compliance with professional standards of expertise and behaviour according to a code of ethics established by the association; (d) requires compliance with specified continuing education requirements; and (e) has enforceable disciplinary powers, including that of suspension or expulsion of a member.

R*easonableness* – Means that other qualified and experienced Valuers with access to the same information for the same Valuation Date and Basis of Value would consider the Valuer's estimate of Value to be within a reasonable range.

Special Value - An amount that reflects attributes of an asset that are only of value to a Special Purchaser.

Synergistic Value - Synergistic Value is the result of a combination of two or more assets or interests where the combined value is more than the sum of the separate values.

Transparency - A clear and unambiguous presentation of the Valuation and the Valuation process in the Valuation Report, which includes all Material information on which the Valuation is based, such that the reader can understand the Valuation Report and how the valuation was derived and not be misled.

Valuer - A person who (a) is a professional with demonstrated experience and Competence in the Valuation of Mineral Properties, (b) has experience relevant to the subject of Mineral Property or has relied on an Expert with experience relevant to the subject of Mineral Property, and (c) is regulated by or is a member in good standing of a Professional Organisation.

JORC Code, 2012 Edition – Table 1 report template

Section 1 Sampling Techniques and Data

Surefire Resources NL, 2023, VICTORY BORE - VANADIUM (100%) 56 % MINERAL RESOURCE INCREASE, ASX Announcement, 1 February 2023

(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 (e.g. submarine nodules) may warrant disclosure of detailed information.	Reverse Circulation ("RC") drilling was carried out with an RCD250 drilling rig with a Deck mounted Sullair 1150/350 compressor coupled to a Sullair 1350/500 Auxiliary compressor and 2400cfm/950psi Air Research booster. Rig mounted sampling system with twin sample collection chambers and a Sandvik cone splitter. 4 ½ inch drill pipe with 5 inch face sampling hammer. The holes were drilled to 140mm diameter. Standard rig mounted sampling system was employed. Samples were taken from the collar (0m). Sampling was continuous to the end of hole depth. Each metre was geologically logged and assayed by hand-held XRF, assayed for mag sus. and recorded. Each metre was chip trayed and kept in storage. Drill collar positions were captured using a DGPS to 10mm accuracy. Each metre of samples was split with a three-tier rifle splitter mounted beneath the cyclone on the drill rig. Metre samples were collected in green mining bags and calico bags. Each metre was also sieved and collected in a chip tray for geological logging. Samples were composited to 2m manually using a 50% riffle splitter. The 2m composite samples were delivered to Nagrom Laboratories in Kelmscott by Surefire staff for assay of vanadium and multi-element assay.
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).	62 X 140mm RC holes were drilled for a total of 5,189 metres. The Reverse circulation rig used a downhole hammer and face sampling button bit. Sample piles were recorded for each 6m rod. Rods were counted

Criteria	JORC Code explanation	Commentary
		when pulled at the end of each hole. Given the relatively short hole length, no down hole surveying instruments were used.
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.	Geologist supervising the drilling program recorded each metre as it was drilled. Geological logs, samples logs, daily drill logs, and sample piles all recorded hole depths. No aberrations were found. All logs of sampling and drilling lengths matched. Each metre was recovered. No redrilling was necessary. No biases were recorded.
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.	Drill cuttings were geologically logged to the level of detail deemed appropriate for mineral exploration, with details entered into a geological database. Drilling logs record weathering, oxidation, mineralogy, colour, texture, structure accessory minerals sulphides and mineralisation. All logging is quantitative. The drill holes reported were logged in full.
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	No core drilling carried out. Three tier riffle splitters were used to take one metre samples. Samples were combined to form 2m composites using a 50% riffle splitter. All samples were transported to the Nagrom sample preparation/assay laboratory Kelmscott. The sample preparation followed industry best practise. All samples pulverised to 75um passing 85%. The external laboratory's QA/QC procedures involved the use of appropriate standards, duplicates and blanks which are inserted into sample batches at a frequency deemed appropriate for the exploration results.

Criteria	JORC Code explanation	Commentary
	being sampled.	
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 (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.	The analytical technique utilised the Nagrom KM-2209-064256 method for Al, Al_2O_3 Co CoO Cr $Cr2O_3$ Cu CuO Fe Fe_2O_3 Ni NiO P P_2O_5 S SO_3 Si using Method XRF104 for result units as percentages. LOI used the TGA 002 method to percent units. The Laboratory has provided standards and QA/QC additional to that of Surefire. The external laboratory used maintains their own process of QA/QC using standards, and blanks. Review of the external laboratory quality QA/QC reports and Surefire external laboratory quality QA/QC reports has shown no sample preparation issues with acceptable levels of accuracy and precision and no bias in the analytical datasets.
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.	The sampling techniques were reviewed in the field by an external consultant. No twinned holes were drilled. All data is recorded in specifically designed templates. Assay data was received in spreadsheets and downloaded into geological database. The analysis of Vanadium was provided by the laboratory as V and V2O5. No other adjustments were made to the data on receipt from the assay laboratory.
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.	Initial drill hole collars were located with a Garman GPS. Final collar locations were located using a digital GPS, accuracy +/- 10mm. Drill hole location is reported using the GDA94_MGAz50 grid system. Drill hole collar was located by GPS. Elevation value is in AHD.
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	RC holes were drilled at approximately 25m across strike and 100m line spacings.

Criteria	JORC Code explanation	Commentary
	Resource and Ore Reserve estimation procedure(s) and classifications applied. • Whether sample compositing has been applied.	The data spacing is considered sufficient to assume geological and grade continuity. It is expected that this drilling will allow the estimation of Inferred and Measured Mineral Resources. Samples were composited from 2m according to supervising geologist.
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 drill hole was angled perpendicular to the strike of the target horizon to achieve unbiased sampling of the target horizon. Drill intersections are not true widths.
Sample security	• The measures taken to ensure sample security.	Chain of custody of samples was managed by the company and the laboratory. Logging and sampling were carried out in the field at the time of drilling.
Audits or reviews	• The results of any audits or reviews of sampling techniques and data.	Sample preparation followed industry best practice at the commercial laboratory facility. QA/QC of assay analyses shows there are no issues with sampling, analytical techniques or results.

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.	The exploration results in this report relate to Exploration Licence E57/1036. This EL is 100% owned by Surefire Resources NL and is currently a M in application - M57/656. Tenure in the form of Exploration Licences with standard 5-year expiry dates which may be renewed. There are no known impediments to obtaining a licence to operate in this area.
Exploration done by other parties	• Acknowledgment and appraisal of exploration by other parties.	Previous regional exploration on the project was undertaken by the company and included, geophysical surveys, geochemical surveys, rock sampling and RC drilling. Historical geophysical surveys included an

Criteria	JORC Code explanation	Commentary
		airborne (helicopter) magnetic survey. Geochemical surveys included soil sampling. A detailed assessment of the historic data is in progress. No significant issues with the data have been detected to-date.
Geology	• Deposit type, geological setting and style of mineralisation.	The Project occurs within the Atley Igneous Complex in the East Murchison Mineral field of Western Australia. The Atley Intrusion is an Anorthosite body that is elongate in an NNE/SSW orientation and runs along the axis of the regional scale Youanmi Fault, a regionally dominant geological feature. Further drilling and assaying is required to fully assess the geology and style of mineralisation. Mineralogy and petrology studies completed suggest that host rocks at Unaly Hill are historical magnetite layers within intrusive Anorthosite, gabbro and ultra mafics. The targeted deposit type and style of mineralisation is a Fe-Ti-V magnetite system.
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.	Ddill hole collar and downhole orientation and depth information is tabulated in the 1 February 2023 ASX Releade. No information has been excluded.
Data aggregation methods	• In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated. • Where aggregate intercepts incorporate short lengths of high grade	Assays were composited for summary purposes, all assays were weighted by drill interval. No high-grade cuts have been applied to the sample data reported.

Criteria	JORC Code explanation	Commentary
	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.	Where assays were composited for summary purposes, all assays were weighted by drill interval. No metal equivalent values are used
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').	The orientation of mineralization relative to the drill hole is depicted in figures. Drill intersections are not true widths. All drill hole results reported are downhole length, true widths are approximately 82.6% of the down hole widths. All drill hole results reported are downhole length, true widths are shown on figure 3 and in the text.
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.	Appropriate diagrams are included in the main body of the 1 February ASX Release..
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.	Reporting of the drill results is considered balanced.
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 additional meaningful and material exploration data has been excluded from this report.
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,	Resource upgrades may require additional RC percussion and/or diamond drilling to be undertaken.

Criteria	JORC Code explanation	Commentary
	provided this information is not commercially sensitive.	

Section 3 Estimation and Reporting of Mineral Resources

(Criteria listed in section 1, and where relevant in section 2, also apply to this section.)

Criteria	JORC Code explanation	Commentary
Database integrity	• Measures taken to ensure that data has not been corrupted by, for example, transcription or keying errors, between its initial collection and its use for Mineral Resource estimation purposes. • Data validation procedures used.	The drill hole database is maintained by Surefire Resources NL. The Competent Person has verified the internal referential integrity of the database. In total 136 drill-holes were available to assist with resource model development. Some historic drill holes required verification of location and elevation and adjusted to known and relatively flat topographic surface. No other significant errors or concerns were encountered.
Site visits	• Comment on any site visits undertaken by the Competent Person and the outcome of those visits. • If no site visits have been undertaken indicate why this is the case.	A site visit has not yet been undertaken to the specific Victory Bore location by the Competent Person responsible for the resource estimation. The competent person has visited the very near vicinity of Victory Bore in the past and is very familiar with the general terrane. The Competent Person has also relied upon reports from different personnel including Surefire representatives that have visited and worked at the Victory Bore deposit location. The site is at a very early stage of development with limited features currently observable.
Geological interpretation	• Confidence in (or conversely, the uncertainty of) the geological interpretation of the mineral deposit. • Nature of the data used and of any assumptions made. • The effect, if any, of alternative interpretations on Mineral Resource estimation. • The use of geology in guiding and controlling Mineral Resource estimation. • The factors affecting continuity both of grade and geology.	Mapping, geomagnetic surveys and subsequent geologic interpretation has been carried out to capture both the geological and structural information used to guide resource modelling at Victory Bore. A precursor interpreted structural mapping study carried out by Surefire Resources NL shows a clear relationship between observable strong linear magnetic anomalies and Vanadium mineralization. Mineralization modelling has been guided by the combined geological and structural information as is currently available. Mineralisation envelopes were interpreted in E-W and plan (bench) section slices using all available drill hole data. A nominal 0.1-0.0.15% V_2O_5 edge lower cut-off was initially used to delineate anomalous

Criteria	JORC Code explanation	Commentary
		Vanadium mineralization. The mineralization developed was also locally partially adjusted to capture and delineate the extends of mineralization in sub-optimally drilled areas. The mineralisation envelopes are contained within a reasonably scaled, interpreted geological and structurally mapped package that is confirmed to correlate with the majority of samples / observed V_2O_5 mineralization.
Dimensions	• The extent and variability of the Mineral Resource expressed as length (along strike or otherwise), plan width, and depth below surface to the upper and lower limits of the Mineral Resource.	The majority of the geologically interpreted Victory Bore mineralised occurrence has an approximate 7200m strike length. The mineralisation interpreted width ranges from approximately 30 m to 150 m depending on the zone observed. Mineralization in the majority of the deposit area extends and has been modelled to a depth of approximately 250 m below topographic surface. Mineralisation has been modelled commencing immediately below current topographic surface.
Estimation and modelling techniques	• The nature and appropriateness of the estimation technique(s) applied and key assumptions, including treatment of extreme grade values, domaining, interpolation parameters and maximum distance of extrapolation from data points. If a computer assisted estimation method was chosen include a description of computer software and parameters used. • The availability of check estimates, previous estimates and/or mine production records and whether the Mineral Resource estimate takes appropriate account of such data. • The assumptions made regarding recovery of by-products. • Estimation of deleterious elements or other non-grade variables of economic significance (e.g. sulphur for acid mine drainage characterisation). • In the case of block model interpolation, the block size in relation to the average sample spacing and the search employed. • Any assumptions behind modelling of selective mining units. • Any assumptions about correlation between variables.	All available RC drilling data was used to build the mineralisation model and for guiding Mineral Resource estimation. Recent verification RC drilling carried out by Surefire has also enabled some of the estimated resources to be assigned a higher level of resource estimation confidence and therefore higher level of resource reporting classification. Surefire has acquired new assay information from recent drilling programs. An updated drilling, geological logging and assay database was used to define and model the mineralised domains for Vanadium (V_2O_5%). The majority of drill collar positions have been surveyed. Newly drilled holes were accurately DGPS surveyed by Surefire. Some of the historic collar positions were adjusted according to Topographic DTM surface data. Some historical un-surveyed drill hole collar elevations were draped onto a 'pre-mining' topographic DTM surface and were checked in order to match the known surveyed drilling. The survey control for collar positions is considered adequate for the estimation of resources as stated.

Criteria	JORC Code explanation	Commentary
	• Description of how the geological interpretation was used to control the resource estimates. • Discussion of basis for using or not using grade cutting or capping. • The process of validation, the checking process used, the comparison of model data to drill hole data, and use of reconciliation data if available.	The mineralised domains were interpreted from the drilling data and Geomagnetic data provided by Surefire. Sets of cross-sectional 3D strings were generated throughout the deposit area in the E-W orientation. These were then used to interpret and connect to generate 3D wire-frames. The resulting V_2O_5 mineralization wire-frame domain was then used for statistical analysis and grade estimation. The development of mineralization wire-frame was tightly controlled and not extended (extrapolated) beyond 1 average section spacing from the last drill-hole 'point of observation' but some extension was permitted where clear geomagnetic mapping data showed clear extensions of V_2O_5 mineralization. A set of wire-frame weathering surfaces and broad material type wire-frames were also modelled to highlight the near surface highly weathered thin material as well as the underlying transitional material types. These material types were used to assign basic bulk density characteristics for the deposit. Spatial statistical analysis was carried out on the main V_2O_5 assay data item. Sample data was composited to two (2) metre down-hole intervals initially based on the assayed V_2O_5 item intervals. This also included equivalent compositing for the ancillary Fe, Al_2O_3, TiO_2, SiO_2 and other minor items. The composite probability distributions were interrogated for each element to review localized average grades, composite 'outlier' values and related coefficient of variation levels. The main V_2O_5 composite item was used to generate both down-hole and where possible longer range between hole semi-variograms models to establish interpolation ranges and relative nugget and sill ratios used in Ordinary Kriging interpolation for block model grade assignment. One (1) block model was constructed for the total deposit area combining the basic lithology and mineralization modelling for the main V_2O_5 item. The Block model was constructed using a 3D array of blocks with dimensions of using 5.0 m x 20.0 m x 5.0 m (E-W, N-S, Bench) block cells coded with the mineralisation wire-frames.

Criteria	JORC Code explanation	Commentary
		The Block Model coordinate boundaries (GDA94 MGA Zone 50) are; • 693100m E to 696400m E - (660 x 5 m blocks) • 6867400m N to 6874700m N - (365 x 20 m blocks) • 150 m RL to 480 m RL - (66 x 5.0 m benches) The Ordinary Kriging (OK) interpolation method was used for the estimation of the main V_2O_5 item using variogram parameters defined separately from the geostatistical analysis of each mineralization zone. The kriging interpolated grades for mineralization zone used different interpolation parameters as determined from an independent domain variography analysis. No extrapolation of grades outside the mineralization wire- frame was permitted. Min of 1 composite selected – Max of 24 composites within search ellipsoid. Max of 2 composites per hole allowed. Search ellipsoids based on Semi-Variograms Showing search ellipsoid ranges of approximately 300m (long), 150m (Down-Dip) and 20m (across) ranges. A minor outlier 'distance of restriction' approach was applied during the interpolation process for all items in selected domains in order to reduce the unwanted spatial influence of very high-grade outlier composite samples. The distance of restriction was set at 40m and with the grade threshold value set within an approximate the 99th to 99.5th percentile level. Dry Bulk Density ("density") was initially assigned by mineralization domain with the designation of values assigned representing the average bulk density for each material type. This broad assignment was then overprinted by down-hole probe Bulk Density measurement data (consolidated to ~5100 measurements) composited and interpolated to block model using 'Nearest Neighbour' interpolation.
Moisture	• Whether the tonnages are estimated on a dry basis or with natural moisture, and the method of determination of the moisture content.	All tonnages are reported on a dry basis.
Cut-off parameters	• The basis of the adopted cut-off grade(s) or quality parameters applied.	A range of V_2O_5 cut-offs was calculated during the MRE. While a 0.26% V_2O_5 lower cut-off has been applied to reported tonnes and grade, this was done on the basis of

Criteria	JORC Code explanation	Commentary
		that this cut-off was considered in line with current mineralisation type, likely favourable processing route and the Vanadium price in conjunction with associated possibly recoverable beneficial elements. The PFS considered a pit optimisation based on product mix, product pricing and mining costs. That optimisation concluded a cutoff grade of 0.15% V_2O_5 is sustainable.
Mining factors or assumptions	• Assumptions made regarding possible mining methods, minimum mining dimensions and internal (or, if applicable, external) mining dilution. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential mining methods, but the assumptions made regarding mining methods and parameters when estimating Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the mining assumptions made.	The majority of the deposit will be mined using open pit mining methods as the deposit outcrops at surface. Detailed grade control will refine resource and expected reserve detail prior to any mining activity.
Metallurgical factors or assumptions	• The basis for assumptions or predictions regarding metallurgical amenability. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider potential metallurgical methods, but the assumptions regarding metallurgical treatment processes and parameters made when reporting Mineral Resources may not always be rigorous. Where this is the case, this should be reported with an explanation of the basis of the metallurgical assumptions made.	Metallurgical recovery has been estimated from laboratory bench scale concentrate recovery tests as well as Davis Tube Recovery Tests showing good Vanadium concentrate recoveries. Bulk test work has not been undertaken..
Environmen-tal factors or assumptions	• Assumptions made regarding possible waste and process residue disposal options. It is always necessary as part of the process of determining reasonable prospects for eventual economic extraction to consider the potential environmental impacts of the mining and processing operation. While at this stage the determination of potential environmental impacts, particularly for a greenfields project, may not always be well advanced, the status of early consideration of these potential environmental impacts should be reported. Where these	The resource is located in an area of historic mining. It is assumed no significant environmental factors would prevent activation of mining and related mineral processing activities.

Criteria	JORC Code explanation	Commentary
	aspects have not been considered this should be reported with an explanation of the environmental assumptions made.	
Bulk density	• Whether assumed or determined. If assumed, the basis for the assumptions. If determined, the method used, whether wet or dry, the frequency of the measurements, the nature, size and representativeness of the samples. • The bulk density for bulk material must have been measured by methods that adequately account for void spaces (vugs, porosity, etc), moisture and differences between rock and alteration zones within the deposit. • Discuss assumptions for bulk density estimates used in the evaluation process of the different materials.	Measurements taken as part of the recent Surefire drilling program. The bulk densities measured appear sufficiently variable considering the distribution of the mineralization zones and are deemed representative for the rock material and mineralization types described for the Victory Bore deposit. The density measurements have been averaged in deposit areas according to the geologically logged material type characterization where densitometer readings are not available. Locally where measurement data is available these have been interpolated locally into the block model. The bulk density values applied in the deposit are: Highly weathered zone = 2.22 – 2.34 t/m3, Transitional Zone = 2.57 -2.74 t/m3 and Fresh / Sulphide Zone = 2.98 -3.42 t/m3. Locally the nearest neighbour assigned values can be both slightly higher and lower than the averages shown here.
Classification	• The basis for the classification of the Mineral Resources into varying confidence categories. • Whether appropriate account has been taken of all relevant factors (i.e. relative confidence in tonnage/grade estimations, reliability of input data, confidence in continuity of geology and metal values, quality, quantity and distribution of the data). • Whether the result appropriately reflects the Competent Person's view of the deposit.	The classification was considered appropriate on the basis of drill hole spacing, sample interval, geological interpretation, and representativeness of all available assay data. The classification criteria has also employed multiple 'ancillary' interpolation parameters including 'distance of composite to model block' (DIST1), 'number of composite available within the search ellipsoid' (COMP1) for each block interpolation and the local kriging variance' (KERR1) for each block. The DIST1, COMP1 and KERR1 item values are 'condensed into a 'quality of estimate' (QLTY) item. From the final QLTY item a 3D 'consolidated' Resource Category wireframe was developed. This was then applied to the RCAT Resource Reporting Item in the block model. Classification of the resources has been assigned by the Competent Person and includes a series of project specific 'modifying factors' appropriate for the Resource estimation.

Criteria	JORC Code explanation	Commentary
		A small amount of Measured Resources is estimated with some Indicated Resources. The majority of mineralization is in outer more sparsely drilled zones being classified as Inferred. The Measured Resource com ponent is restricted to some of the more densely drilled zones where reliable grade continuity is observed where local estimated variance is lowest. Also considered is the very good metallurgical processing recovery information thus far measured for the mineralized material tested at laboratory scale and in Davis Tube Recovery Testing.
Audits or reviews	• The results of any audits or reviews of Mineral Resource estimates.	The mineral Resource model and estimation has been internally reviewed by Surefire. No major concerns relating to the assumptions or estimation findings or classification issues have been identified.
Discussion of relative accuracy/ confidence	• Where appropriate a statement of the relative accuracy and confidence level in the Mineral Resource estimate using an approach or procedure deemed appropriate by the Competent Person. For example, the application of statistical or geostatistical procedures to quantify the relative accuracy of the resource within stated confidence limits, or, if such an approach is not deemed appropriate, a qualitative discussion of the factors that could affect the relative accuracy and confidence of the estimate. • The statement should specify whether it relates to global or local estimates, and, if local, state the relevant tonnages, which should be relevant to technical and economic evaluation. Documentation should include assumptions made and the procedures used. • These statements of relative accuracy and confidence of the estimate should be compared with production data, where available.	The Competent Person considers the mineral resource to be a robust and reliable global estimate of the contained V2O5 and related mineralisation. The estimation has been constrained within defined mineralisation wire-frames. The Resource classification applied to the Resource reflects the Competent Person's confidence in the estimate