Independent NI43-101 Technical Report
Gold Star Property, NSW, Australia

Typical Faulted Sedimentary Outcrop at Gold Star
showing limonitic staining down the central structure.

Prepared for RooGold Inc.

By

Mr Jos Hantelmann BSc, MSc, MAusIMM (CP)

and

Mr Morales-Ramirez, BSc, MSc, P. Geo., AIPG

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Executive Summary

Introduction

- Mr Jos Hantelmann, BSc, MSc, MAusIMM (CP) ("Hantelmann") and Mr Juan-Manuel Morales-Ramirez, BSc, MSc, P. Geo., AIPG ("Morales-Ramirez"), (collectively "The Authors") were requested by RooGold Inc. (the "Company") to produce a National Instrument 43-101 ("NI43-101") compliant Technical Report (the "Report") for the Gold Star Gold Property (the "Property") in Australia.

- Hantelmann visited the Property on the 18th of August 2022. Field and site observations were complimented by a comprehensive review of historic data and literature.

Property Description and Location

- The Property — otherwise known as Gold Star — is located in the State of New South Wales (Australia) and is approximately 300 km north-northeast of Sydney. The Project comprises a single exploration licence (EL9215) and covers 8500 hectares.

- The Property exploration licence was acquired as one of nine licences held by an Australian private company (Great Southern Precious Metals Pty Ltd or "GSPM") — itself a wholly owned subsidiary of the Canadian private company 1267248 B.C. Ltd.

- RooGold Inc. entered into a Share Exchange Agreement with 1267248 B.C. Ltd on 31 August, 2021 pursuant to which RooGold Inc. was to acquire 100% interest in 1267248 B.C. Ltd and its wholly owned subsidiary GSPM including its Licences, via a share exchange.

- The transaction closed on 26 Jan 2022. In consideration for the Transaction, RooGold Inc. issued 20,000,000 shares and paid CAD $75,000 in cash to the shareholders of 1267248 B.C. Ltd — duly acquiring 100% interest in 1267248 B.C. Ltd, GSPM and the Licences including EL9125 (Gold Star).

- The Gold Star Property is not subject to any royalties, back-in rights, or other agreements and encumbrances.

- The Company has in place the appropriate access agreements with land-owners for those areas of the Gold Star licence that are the focus of exploration activities. To the best of the Authors knowledge, there are no registered Native Title Determinations covering the Gold Star Project. The Authors are not aware of any social or environmental liabilities.

- The Company has spent AU$ 50,934 on Gold Star from the date of accounting of 1 July 2020 to 30 September 2022 — thereby satisfying Year 1 and part of Year 2 exploration commitments. The Company has until 16 July 2023 to spend an additional AU$ 24,016 in exploration and related costs.

Accessibility, Climate, Infrastructure and Physiography

- The Property is located approximately 425 km by paved highway north-northeast of Sydney — travel time from Sydney is approximately 5 hours. The nearest town — Walcha — is located approximately 20 km to the southwest and has a population of approximately 1450 people.

- Climate generally allows for year-round operation — although heavy rainfall between October and February may result in local flooding. Topography is flat in eastern and central areas becoming undulating to steep in the west. Elevations vary from 1100 to 1250 metres above mean sea level.

Australia is a mining-focused country with a highly skilled and mobile workforce — any development at the Property could be serviced with relevant skilled personnel and equipment. The Authors are of the opinion that there is sufficient space within the concession for mining operations, tailings storage and waste disposal, and processing facilities.

History

- The NSW Government MinView NSW website indicates that there was a period of small scale mining between 1870 and 1881 which exploited quartz veins carrying lode gold mineralization. This period of activity was associated with an "alluvial gold rush" in eastern and central NSW. More recent exploration was conducted by six companies between 1969 and 2014.

Geological Setting and Mineralization

- The Project is located in the northwest of the New England Orogen — a distinct geological terrain that extends from north-eastern NSW into eastern Queensland. Gold Star is located on a NNW-SSE trending splay of a regional structure within the accretionary trench complex of the Tablelands Complex.

- The New England Orogen is a significantly mineralized province and hosts a variety of base and precious metal mineral deposits. Historically the region has been a major gold, tin, silver and antimony producer.

- Gold mineralization at the Property occurs within mesothermal quartz veins with occasional stringers of pyrite and arsenopyrite. Structure exerts the fundamental control on mineralization.

- Reconnaissance mapping and rock-chip grab sampling to date has focused mainly on areas proximal to the historical Golden Star and Golden Bar Mines within the Glen Morrison Goldfield.

- Mineralization occurs within quartz lodes consisting of a network of laminated quartz-carbonate veins measuring between 0.2-0.6 meters in width — which may merge into more consolidated reefs and lodes in jogs along the structure.

Deposit Type

- Given the limited exposure and limited geological information available, Hantelmann was unable to categorically classify mineralization into one genetic model, except to note that gold mineralization occurs in structurally-controlled quartz lodes, hosted within a metasedimentary sequence.

- Placed within the broader geological and metallogenic context of the New England Orogen — two potential deposit models should be considered: Orogenic Gold Deposits and Intrusion Related Gold Systems (IRGS). The orogenic model is most applicable to the Project.

Exploration

- The Company completed a desk-based compilation of historical and open source data — followed by a limited field program comprising geological mapping and surface rock chip outcrop, mullock-dump and float sampling.

- The Company has completed first pass reconnaissance geological mapping in the vicinity of historical workings. More detailed mapping is planned during the next sampling program.

- A total of 84 rock chip grab samples were collected at the Project from outcrop, mullock-dumps, and float, in and around the Golden Bar and Golden Star historical workings.

- One sample from a mullock heap assayed 23.1 g/t Au. Two samples vein quartz with stringers of pyrite and arsenopyrite taken from surficial workings assayed 9.41 g/t Au and 6.38 g/t Au.

Drilling

- There has been no drilling on the Property — either historically or by the Company. This Section of the Report is not relevant.

Sample Preparation, Analysis and Security

- Hantlemann reviewed the sample security, preparation and assay protocol implemented by the Company for its 2022 rock chip sampling program.

- Chain of custody, and sample preparation, sub-sampling protocol and analytical procedure followed industry-recognized standards of best practice — applicable for the style of mineralization, type of sample and stage of exploration.

- Samples were prepared and assayed by ALS Geochemistry Labs (ALS) in Orange (Australia) — ALS is independent of RooGold and is certified to international quality standards through ISO/IEC 17025:2017 including ISO 9001:2015 and ISO 9002 specifications.

- The Company has implemented a QA/QC program comprising the routine insertion of one field blank every 25 samples and one Geostats certified reference material (CRM) every 13 samples. Field duplicates were not deemed necessary for a first pass reconnaissance sampling program.

Data Verification

- Hantelmann reviewed the geological mapping, rock-chip sampling, chain of custody and assay protocol used by the Company and is satisfied it follows industry-recognized standards of best practice — appropriate for the stage of the Project and style of mineralization.

- Hantelmann used a Google Earth satellite base image over-printed with Property boundaries to verify the location of the Property with respect to geographic features observed in the field. Hantelmann is satisfied that the Property boundaries coincide with the geographic field area covered in this report.

- Hantelmann collected two surface rock-chip grab samples — representative of the styles of mineralization observed in the field. These samples returned grades of 5.49 and 12.8 ppm Au. The results of the samples taken by Hantelmann are consistent with the results of samples taken by the Company — and confirm the presence of high-grade gold mineralization on the Property.

Mineral Processing and Metallurgical Testing

- There has been no Mineral Processing or Metallurgical Testing of mineralization at the Property — either historically or by the Company — and this Section of the Report is not relevant.

Mineral Resource Estimates

- There are no Mineral Resource Estimates with respect to the Property — either historically or by the Company. This Section of the Report is not relevant.

Adjacent Properties

- There are no Adjacent Properties bounding the Gold Star Property at present. This Section of the Report is not relevant.

Other Relevant Data and Information

- The Authors are not aware of any other information or data that may be relevant to this report — other than that already disclosed in this report.

Interpretation and Conclusions

- The Gold Star licence is an early stage exploration project located in the under-explored but prolifically mineralized New England Orogen in Australia. The property was first explored in the late 1800's during an "alluvial gold-rush" that extended to eastern parts of NSW and Queensland — high-grade gold mineralization was reportedly extracted from four small-scale mines. Limited exploration was conducted by six companies between 1970 and 2013.

- First pass lithological mapping and rock chip grab sampling has been conducted by the Company. Assay results of these rock-chip samples has confirmed the presence of robust gold-silver-antimony grades in quartz veins and stockworks.

- The style of mineralization is consistent with an orogenic or lode gold style. Inferred splays of regional structures likely provide both fluid conduits and traps for quartz-hosted mineralization.

- RooGold has in place the relevant land access agreements to allow exploration activities to proceed. The Company has spent AU$ 50,934 on Gold Star from the date of accounting of 1 July 2020 to 30 September 2022 — thereby satisfying Year 1 and part of Year 2 exploration commitments. The Company has until 16 July 2023 to spend an additional AU$ 24,016 in exploration and related costs. The Company has filed its first Annual Exploration Report and Annual Rehabilitation and Compliance Report.

- To the best of the Authors knowledge the Project is in good standing and the Company has in place appropriate access agreements.

Recommendations

- A "next-phase" exploration budget of CA$ 132,000 is proposed for follow-up field geological mapping and soil and rock-chip geochemical sampling. A field magnetic survey is recommended to better define structural trends. This program should be sufficient to generate scout drill targets.

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1 Introduction and Terms of Reference

Mr Jos Hantelmann, BSc, MSc, MAusIMM (CP) ("Hantelmann") and Mr Juan-Manuel Morales-Ramirez, P. Geo. ("Morales-Ramirez"), (collectively "The Authors") were requested by RooGold Inc. (the "Company") to produce a National Instrument 43-101 ("NI43-101") compliant Technical Report (the "Report") for the Gold Star Property (the "Property") in Australia. Gold Star is located in the north of New South Wales ("NSW") Australia (Figure 1). The Authors understand that the report may be used to assist with raising capital in the public markets.

The Company acquired a 100% interest in the Property through a Share Exchange Agreement with a Canadian private company on 31 August 2021 — as outlined in Section 3.5 below.

1.1 Scope of Work

The Authors were requested by the Company to produce a National Instrument 43-101 compliant Technical Report for the Gold Star Property in Australia. The Effective Date of this Report is 2 January 2023.

1.2 Qualified Persons

This Report was written by Hantelmann (BSc, MSc, MAusIMM (CP)) and Morales-Ramirez (BSc, MSc, P. Geo., AIPG). Hantelmann visited the Property on the 18th of August 2022. Field and site observations were complimented by a comprehensive review of historic data and literature.

Hantelmann (BSc, MSc, MAusIMM (CP)) is an independent consultant with over 16 years of experience in the mineral exploration industry, with a focus on precious and base metal mineral deposits. Mr Hantelmann holds a Bachelor of Science degree (BSc) with honours in Geology and a Master of Science degree (MSc) in geology/geochemistry from the University of Alberta, Canada. He is a Chartered Professional (CP) member of the Australian Institute of Mining and Metallurgy (MAusIMM) in the field of Geology (Geo). Mr Hantelmann satisfies the conditions as a Qualified Person for the purposes of the National Instrument 43-101, as defined by the Canadian Securities Administrators (CSA) Standards of Disclosure for Mineral Projects

Morales-Ramirez (BSc, MSc, P. Geo., AIPG) is an independent exploration consultant with over 40 years of experience. This includes specialist precious and base metal experience. Mr Morales holds a bachelor's degree in Geology from the National Polytechnic Institute, Mexico, and a master's degree in Geology from the University of Sonora, Mexico. He is a Certified Professional Geologist (CPG-11234) and member of the American Institute of Professional Geologists. The Author is a Qualified Person for the purposes of National Instrument 43-101, the scope of this report, style of mineralization and stage of project.

1.3 Sources of Information

The information in this Report is based on several sources including field observations by Hantelmann; review of historical data and information available in MinView NSW; information and data provided by the Company; and publicly available reports as listed in Section 18 (References).

Site Visit: Hantelmann visited to the property on the 13th and 14th of August 2022. During the site visit Hantelmann visited a number of locations within the concession boundaries in the field to ensure that historical datasets and current fieldwork by the Company are located within the boundaries of exploration licence (EL 9215). Hantelmann also reviewed the field mapping, sampling and assay protocol employed by Company — and collected 2 rock-chip grab samples for verification assay.

Historical Information and Data: The NSW Government has a very extensive and accessible geological and

licence GIS database available on the "MinView NSW" website (https://minview.geoscience.nsw.gov.au/).

The background to Section 3.3 (Grant of Concession), Section 3.6 (Holding Costs and State Royalties), Section 3.8 (Annual Activity Reporting), Section 3.10 (Rehabilitation and Compliance), 3.11 (Social License and Surface Rights), and Section 3.12 (Native Title and Cultural Heritage) were taken from the Mining Act 1992 No 29, The Exploration Code of Practice: Rehabilitation (July 2015), and The Commonwealth Native Title Act 1993.

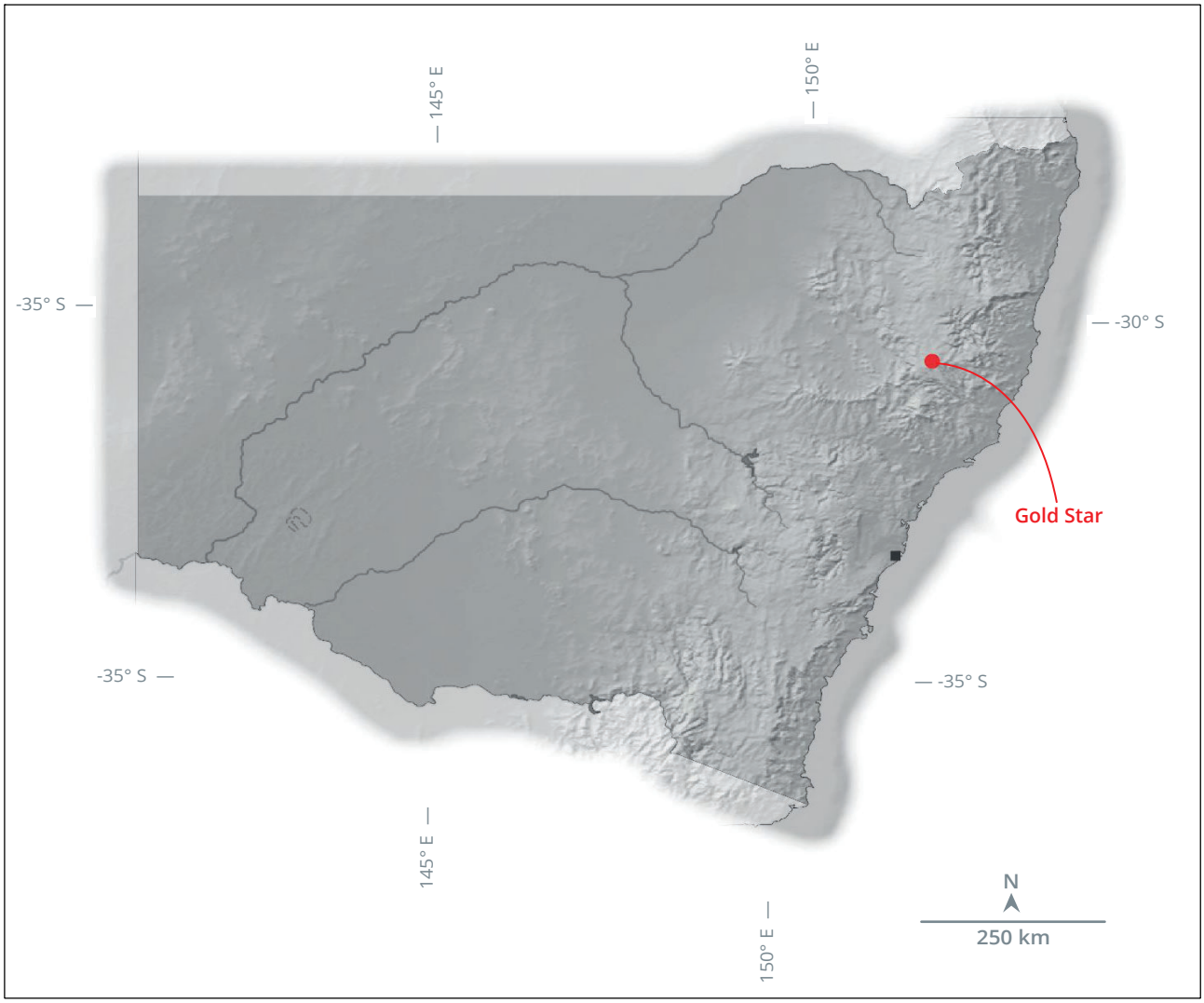


Figure 1: Location of the Gold Star exploration licence (red dot), NSW, Australia.

2 Reliance on Other Experts

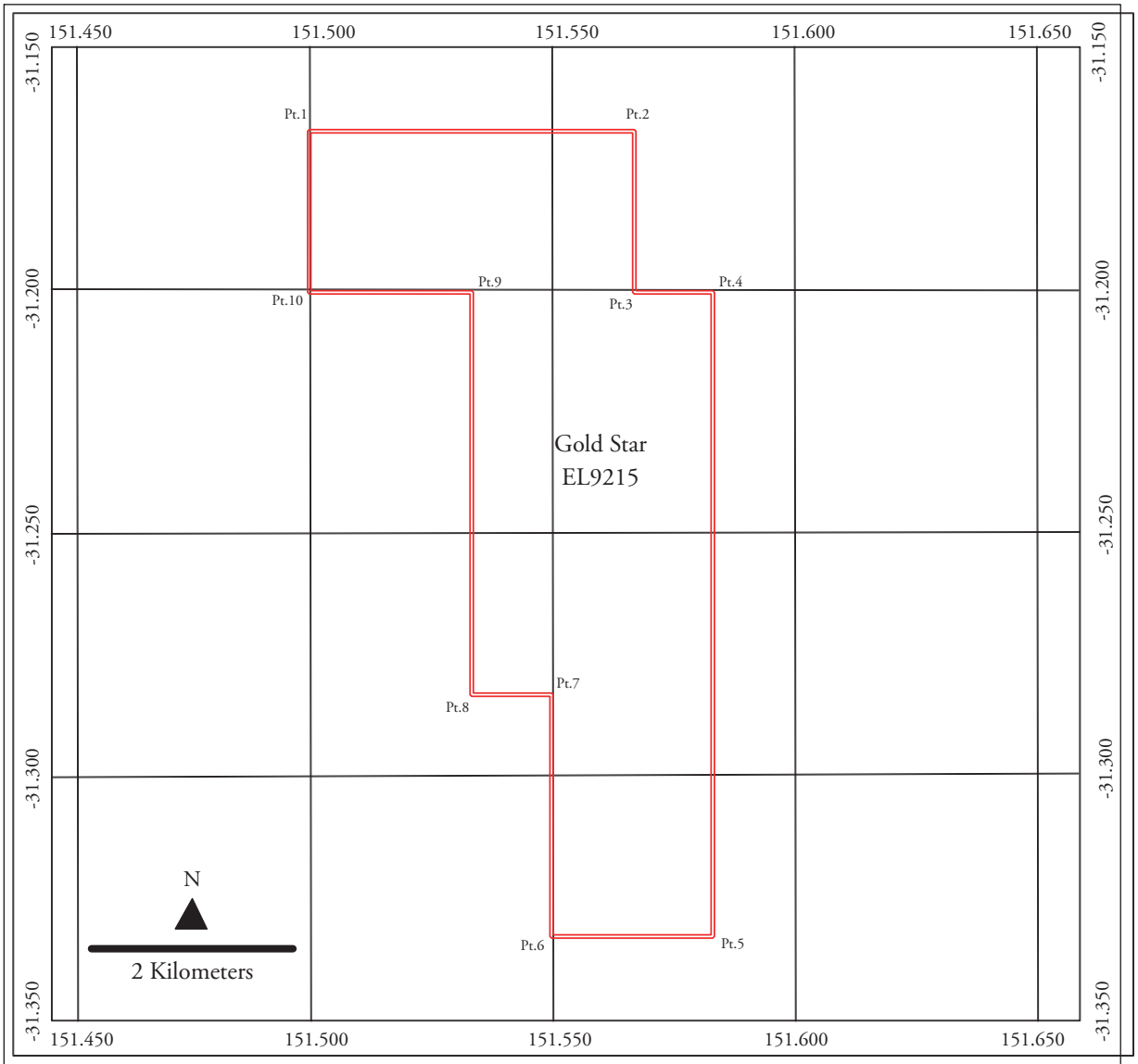
The Authors relied wholly on information provided by the Company with respect to Section 3.2 (Verification of Licence Title Status), Section 3.4 (Purchase Agreement), Section 3.5 (Property Royalties, Back-in Rights and Encumbrances), Section 3.6 (Holding Costs and State Royalties), Section 3.7 (Expenditure Commitments), Section 3.8 (Annual Activity Reporting) and Section 3.9 (Environmental Liabilities). The Authors relied partly on information provided by the Company with respect to Section 3.10 (Rehabilitation and Compliance) and Section 3.11 (Social Licence and Surface Rights).

Information pertaining to Section 3.2 (Verification of Licence Title Status) was provided by Joshua Steele of Law Firm Piper Alderman with Address Level 26, Riparian Plaza, 71 Eagle Street, Brisbane Qld 4000, Australia. The Title Opinion was addressed to RooGold Inc. and dated 25 January 2022.

3 Property Description and Location

3.1 Property Location

The Property is located in the New South Wales and is approximately 300 km NNE of Sydney. The nearest town — Walcha with population of approximately 1451 people — is located 20 km to the SSW. The Property comprises a single exploration licence designated EL9215 and otherwise known as Gold Star. It covers an area of 8500 hectares.



Point ID	Latitude	Longitude	Point ID	Latitude	Longitude
1.	-31.167	151.500	6.	-31.333	151.550
2.	-31.167	151.567	7.	-31.283	151.550
3.	-31.200	151.567	8.	-31.283	151.533
4.	-31.200	151.583	9.	-31.200	151.533
5.	-31.333	151.583	10.	-31.200	151.500

Figure 2: Project concession boundary map.

3.2 Verification of Licence Title Status

The Authors have relied upon a legal and title review opinion letter (the "Title Opinion") provided by Joshua Steele of Law Firm Piper Alderman with Address Level 26, Riparian Plaza, 71 Eagle Street, Brisbane Qld 4000, Australia for verification of title status. The Title Opinion was addressed to RooGold Inc. and dated 25 January 2022. The result of the legal title opinion conforms with the title coordinate boundary information as shown in Figure 2.

3.3 Grant of Concession

The Gold Star exploration concession (EL9215) was issued 16 July 2021 for a period of two years — expiring 16 July 2023. EL 9215 can be renewed for a further term of up to 5 years. An exploration licence is transferable to another person or entity.

Section 27 of the Mining Act 1992 No 29 ("Mining Act 1992") sets forth that an exploration licence:

(a) takes effect on the date on which it is granted or on such later date, or on the occurrence of such later event, as the decision-maker may determine, and

(b) ceases to have effect on the expiration of (i) 2 years after the date on which it took effect, in the case of an exploration (mineral owner) licence, or (ii) such period (not exceeding 6 years) as the decision-maker determines, in the case of any other exploration licence.

Exploration licences are generally required to be reduced by 50% on each renewal (Section 114[6] of the Mining Act 1992). For an exploration licence to be renewed the following criteria should be satisfied:

- The expenditure and reporting conditions of the licence have been satisfactorily complied with; the licence area has been explored effectively; and a satisfactory proposed program for the renewal period has been submitted.

Where these criteria are not fully satisfied, other extenuating factors may be taken into account in considering renewals including:

- Circumstances beyond the control of the holder have delayed satisfactory exploration, e.g. native title procedural requirements; a change in exploration concepts will result in a substantial increase in exploration activity; exploration has been delayed while the holder has justifiably focused work on an adjacent title; an explorer has made a significant investment in the project area in the recent past and further exploration is imminent; or there is a need to hold ground adjacent to an existing mine or development project for longer-term exploration objectives. Section 114(6) of the Mining Act 1992 provides that an exploration licence may be renewed for more than 50% of its area if "special circumstances" exist. The criteria for establishing that special circumstances exist are:

- The conditions of the licence have been satisfactorily complied with (as outlined above); The full area of the licence has been explored effectively; the proposed program satisfactorily covers the full area to be renewed.

3.4 Purchase Agreement

The Gold Star exploration licence was acquired as one of nine licences held by an Australian private company — itself a wholly owned subsidiary of a Canadian private company.

- EL9215, along with eight other exploration licences, collectively the nine "Licences", are held by Great Southern Precious Metals Pty Ltd ("GSPM"). GSPM is a 100% wholly owned subsidiary of 1267248 B.C. Ltd, a Canadian private company ("Privco").

- RooGold Inc. entered into a Share Exchange Agreement with Privco on 31 August, 2021 pursuant to which RooGold Inc. was to acquire 100% interest in Privco and its wholly owned subsidiary GSPM including its Licences, via a share exchange, the ("Transaction").

- The Transaction closed on Jan 26, 2022. In consideration for the Transaction, RooGold Inc. issued 20,000,000 shares and paid CAD $75,000 in cash to the shareholders of Privco and duly acquired 100% interest in Privco, GSPM and the Licences, including EL9215.

3.5 Property Royalties, Back-in Rights and Encumbrances

The Gold Star Property is not subject to any royalties, back-in rights, or other agreements and encumbrances.

3.6 Holding Costs and State Royalties

The Gold Star exploration licence was issued under the Mining Act 1992 and is subject to certain conditions — including payment of an annual rental fee, paying an annual administrative levy, and payment of a security deposit.

- *Annual Rental Fee*
  An annual rental fee of AU$ 1740 is payable annually. Pursuant to Section 292E (3) of the Mining Act 1992, this must be paid in order for the licence to be initially granted, and then annually thereafter.

- *Annual Administration Levy*
  An annual administration levy calculated as 1% of the security deposit is payable before grant of licence and then annual thereafter, pursuant to Pursuant to Sections 292I (3) and 292K of the Mining Act 1992.

- *Security Deposit*
  In accordance with Section 261BA(i)(b) of the Act of the Mining Act 1992, a licence holder is required to provide a security deposit of AS$ 10,000 prior to the grant of an exploration licence. There is no interested paid on this deposit. The security deposit is refundable upon relinquishment of an exploration licence — provided all conditions have been met.

To the best of the Authors knowledge, the Company has paid and is fully up-to-date with respect to payment of the annual rental fee and administrative levy. The security deposit was paid as part of the licence approval process.

There are two types of State Royalty payments on the minerals that are recovered from the mining lease area:

- A Quantum Royalty levied at a flat rate per unit of quantity and is generally utilised for low value to volume minerals such as gypsum limestone, and clays.

- An Ad Valorem Royalty is applied to high value to volume minerals such as silver and gold. The base rate applicable for ad valorem minerals is 4% of 'ex-mine' value. The ex-mine value refers to the value of the mineral once it is mined and brought to the surface. In some cases the costs associated with the processing or treatment may be allowable deductions. However, the costs associated with exploration, development and mining of the ore body and the rehabilitation of the site are not allowable deductions.

3.7 Expenditure Commitments

During the application process expenditure commitments were given as AU$ 25,000 in Year 1 and AU$ 50,000 in Year 2. The Company has spent AU$ 50,934 on Gold Star from the date of accounting of 1 July 2020 to 30 Septem-

ber 2022 — thereby satisfying Year 1 and part of Year 2 exploration commitments. The Company has until 16 July 2023 to spend an additional AU$ 24,016 in exploration and related costs.

To the best of the Authors knowledge, the Company has met their obligations with respect to Year 1 expenditure commitments — but are required to spend an additional AU$ 24,016 in exploration costs before 16 July 2023 in order to satisfy Year 2 expenditure commitments.

3.8 Annual Activity Reporting

Unless otherwise approved by the Secretary, the licence holder must submit annual activity reports prepared in accordance with the Exploration Guideline: Annual Activity Reporting for Prospecting Titles (July 2015) at the following times:

a) Annually, within one calendar month following the grant anniversary date of this licence;
b) On any other date or dates directed by the Secretary in writing; and
c) Within one calendar month following the cancellation or expiry of this licence.

The Company filed its first Annual Exploration Report on 11 August 2022 (reference numbers REP-2022-1340).

To the best of the Authors knowledge, the Company has met their obligations with respect to annual reporting of exploration activities.

3.9 Environmental Liabilities

Gold Star is an early stage exploration property. The type of field work being conducted by the Company — geological mapping and rock-chip grab sampling — has very little environmental impact.

There are a small number of collapsed and flooded historical shaft and shallow workings. These date from the 1800's, and given their very small footprint, lack of obvious drainage discharge, and antiquity, they do not appear to represent an environmental liability.

The Company filed an Annual Rehabilitation and Compliance Report for EL 9144 with the Department of Regional NSW on 11 August 2022 (reference numbers REH0001608).

To the best of the Authors knowledge, their are no environmental liabilities — either Historical or arising from the Company's exploration activities — with respect to the Project.

3.10 Rehabilitation and Compliance

The Exploration Code of Practice: Rehabilitation (July 2015) ("Exploration Code of Practice") as Authorized and Published by the NSW Resources Regulator, Department of Regional NSW, sets out mandatory requirements and provides title holders with related guidance regarding the expected performance to ensure that exploration is undertaken in a manner that manages and minimises risk and achieves sustainable rehabilitation outcomes.

Under section 140 of the Mining Act 1992 the holder of exploration licences, may only carry out exploration operations in accordance with an access arrangement with the landholder(s) of the land (see Section 3.11 of this Report below). As specified by the mandatory requirements of this Code, the title holder must submit rehabilitation objectives and completion criteria to the NSW Resources Regulator following consultation with relevant landholders. The development of rehabilitation objectives and completion criteria set out in this Code should be addressed as part of land access arrangements.

Part B of the Exploration Code of Practice states that "it is essential that rehabilitation is undertaken so that areas disturbed by exploration activities are returned to a condition that is safe and stable. The final condition should be as good or better than as it existed prior to exploration activities, or one that allows the proposed final land use(s) to be sustained. To achieve this outcome, rehabilitation planning and practices must be integrated throughout all phases of an exploration program. However, as a first principle, title holders should aim to prevent or minimise (where prevention is not practicable) the extent of disturbance associated with exploration activities as a means to reduce the extent of rehabilitation required. The Exploration Code of Practice outlines the following mandatory requirements:

1) Prior to the commencement of an activity, the title holder must conduct a risk assessment to evaluate the range of potential threats and opportunities associated with rehabilitating disturbed areas to a condition that can support the intended final land use(s).

2) No later than 14 days prior to the commencement of any surface disturbance activity associated with an assessable prospecting operation, the title holder must provide to the Secretary.

   a) copy of clear, specific, achievable and measurable rehabilitation objectives and completion criteria for activities associated with that activity, developed in consultation with relevant landholders, and

   b) if associated with higher-risk prospecting operations, a copy of a Rehabilitation Management Plan which provides for the effective rehabilitation of areas disturbed by that activity.

3) The title holder must develop, implement and complete a rehabilitation program (which includes a monitoring program) to rehabilitate disturbed areas to a condition that can support the intended final land use(s).

4) For prospecting titles issued under the Mining Act 1992, the title holder must commence rehabilitation of a site as soon as reasonably practicable following the completion of activities on that site, or as otherwise directed by the Minister.

3.11 Social License and Surface Rights

Section 140 of the Mining Act 1992 No 29 ("Mining Act 1992") sets forth the terms under which the Company may conduct exploration activities within the area defined by an Exploration Licence — in the case of Gold Star being EL9215.

Mining Act 1992 states that, "A person (or Company) must not prospect for, or mine, any mineral except in accordance with an authorisation that is in force in respect of that mineral and the land where the prospecting or mining is carried on". Exploration activities can only commence once a Land Access Agreement ("LAA") has been negotiated and agreed in writing between the holder of an Exploration Licence and each land-owner within the exploration licence.

A LAA may make provision for, or with respect to, any number of matters, which may include but are not limited to:

a) the periods during which the Company is to be permitted access to the land (for example — access may restricted during lambing season, following extreme rainfall and during periods of extreme fire risk).

b) the parts of the land in, or on which, the Company may prospect and the means by which the holder may gain access to those parts of the land.

c) the kinds of exploration activities that may be carried out Company in, or on, the land. Activities pertinent to

RooGold Inc. are currently field mapping, surface soil and rock-chip sampling, and at a later date channel sampling and drilling.

d) the conditions to be observed by the Company when exploring in or on the land, and compensation to be paid (if any) to any landholder for exploration activities.

To simplify the process of negotiating an LAA, templates for use for standard access arrangements have been developed with the concurrence of the NSW Farmers Association and the NSW Minerals Council. The use of any such template is not mandatory. The Company has used standard templates for LAA.

In the event the Company is not successful in negotiating an LAA, the Company may by written notice served on each landholder of the land concerned, give notice of the holder's intention to obtain an access arrangement in respect of the land through arbitration. Notice of the holder's intention to obtain an access arrangement must, in addition to stating the holder's intention, must also contain:

a) a plan and description of the area of land over which the access is sought sufficient to enable the ready identification of that area, and

b) a description of the exploration methods intended to be used by the Company in that area and time frame over which the activities will be conducted.

The holder of the prospecting title must pay the reasonable costs of the landholder of the land concerned in participating in negotiating the access arrangement. The maximum amount of reasonable costs payable by the holder of the prospecting title is the amount set out by the Minister by order published in the Gazette.

To the best of the Authors knowledge, the Company has in place the appropriate access agreements, for those areas of the Gold Star licence that are the focus of exploration activities.

3.12 Native Title and Cultural Heritage

Native title is the name Australian law gives to the traditional ownership of land and waters that have always belonged to Aboriginal people according to their traditions, laws and customs. Native title reflects the close and continued connection indigenous groups have with land and water.

The Commonwealth Native Title Act 1993 ("NT Act") sets out how native title rights are to be recognised and protected. Native title rights are different to and separate from the statutory right of Aboriginal Land Councils to make claims for land under the NSW Aboriginal Land Rights Act 1983.

Where native title exists, the NSW Government and the holder of an Exploration Licence are legally bound to follow the processes set out in the NT Act. For exploration licences, there are several options for compliance with the NT Act:

1) Request a standard licence that includes a condition requiring the Minister's consent before carrying out prospecting activities on land or water where native title might exist. If the applicant wishes to prospect on areas where native title may exist, they must complete the Right to Negotiate ("RTN") process at that time or satisfy the Minister that native title has been extinguished.

2) Satisfy the Minister that native title has been extinguished before the application is granted.

3) Undertake the RTN process or an applicable alternative process provided for in the NT Act before your application is granted.

Additionally, the applicant may be able to negotiate an Indigenous Land Use Agreement with the relevant native title parties.

To the best of the Authors knowledge, there are no registered Native Title Determinations covering the Gold Star Project.

3.13 Other Factors and Risks

Beyond the information provided in Sections 3.1 to 3.12 of this report, the Authors are unaware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Gold Star Property.

4 Accessibility, Climate, Local Resources, Infrastructure and Physiography

4.1 Accessibility

The Gold Star project is located approximately 425 km by paved highway to the NNE of Sydney in New South Wales, Australia. Travel time from Sydney is approximately 5 hours via automobile. The nearest town — Walcha — is located approximately 20 km to the South West and has a population of approximately 1451 people (Australian Bureau of Statistics, 2017).

4.2 Climate

The climate is subtropical - highland with a marked by cold winters and mild summers. The temperature and rainfall data presented below is for the Airmidale Research Centre — which approximately 50 km from Gold Star. Average monthly temperatures range from -2.3°C to 11.8 °C in July and 11.7° C to 25.5° C in January. The lowest recorded temperatures are 35.6 °C (96.0 °F) and -12.8 °C (8.9 °F). The lowest recorded temperature was -12.8 °C and the hottest was 35.6 °C. Frost and minor winter snowfall is not unusual.

Average annual rainfall is 751 mm. The wettest months are December to January with monthly average rainfall of 84 to 95 mm. The driest months are April to may with average monthly rainfall of 40 to 42 mm. The climate is amenable to year round exploration activities.

4.3 Physiography

The area encompassing and surrounding the Gold Star concession is topographically flat, typified by plateau like plains with moderate relief. Elevation ranges from 1100 masl at the bottom of E-W trending river cut valleys that flank rolling hills that reach 1250 masl at their peaks.

4.4 Vegetation and Land Use

The majority of the project area (80%) covers cattle grazing pasture, with the district running approximately 1 million sheep and 85,000 commercial beef and stud cattle. Lumber industry is also an important industry in the area, with large woodland covering approximately 20% of the concession area.

The district supports a wide range of plants across a variety of land forms. Some of the native plants that can be seen growing naturally in the Walcha township and close by include: acacias (wattles), Eucalyptus viminalis ssp. huberiana (rough barked manna gum), Eucalyptus melliodora (yellow box), Eucalyptus nicholii (Narrow-leaved Black Peppermint), Eucalyptus nova-anglica (New England peppermint), Eucalyptus viminalis (manna or white gum), Exocarpos cupressiformis (native cherry) and Jacksonia scoparia (dogwood).

There are no National Parks, State Conservation Areas, Flora Reserves or State Forests located within the property.

4.5 Infrastructure and Local Resources

The town of Walcha with a population of approximately 1,500 people is the nearest urban centre. It offers basic amenities and limited labour. Sealed highways with excellent infrastructure link to Sydney where there is access to a highly skilled workforce, logistical support, and mining equipment. Australia is a mining-focused country with a highly skilled and mobile workforce.

The Authors are of the opinion that any development at the Property could be serviced with relevant skilled personnel and equipment.

Numerous streams and small dammed ponds populate the concession and are capable of providing sufficient water for year round exploration.

The Authors are of the opinion that there is sufficient space within the concession for mining operations, tailings storage and waste disposal, and processing facilities.

Figure 3: Typical view of topography and vegetation within the Gold Star exploration licence, northern NSW, Australia.

5 History

The NSW Government MinView NSW website indicates that there was a period of small scale mining between 1870 and 1881 which exploited quartz veins carrying lode gold mineralization. This period of activity was associated with an "alluvial gold rush" in eastern and central NSW. More recent exploration was conducted by six companies between 1969 and 2014.

5.1 Late 1800's

At least 6 mines were exploited on a small scale between 1870-1881. Historical mining was most successful in the north of the concession across the Glen Morrison gold field — encompassing the Golden Bar, Golden Star and Farrells Reef mines.

Unverified newspaper reports cited in the First Annual Report of Tellus Resources Ltd (2011 to 2012) describe "spectacular production from the very early stages of diggings — one of the veins reported to have produced over 70,000 ounces of gold in the late 1800's".

The Sydney Morning Herald of Thursday 12th April 1877 reported that "a gold escort arrived in Walcha with 50 tons of stone [which] when crushed yielded 716 oz (equates to 445 grams per tonne gold). The Maitland Mercury newspaper reported on 6th May 1873 that small crushings of stone from the Comet Reef yielded 27 oz from one tonne and 44 oz 16 dwts from two tonnes (840 g/t Au and 697 g/t Au) (Tellus Resources Ltd, *op. cit.*).

Golden Star Mine

Golden Star mine — worked by Glen Morrison Gold Prospecting Co between 1870-1881 — is estimated to have produced approximately 3650 oz of Au at an average grade of 100 g/t Au. A bulk sample of 50 kg of "selected ore" averaged 5 kg/t Au (MinView New South Wales Metallic Deposit Report No. 151807 - Gold Star).

Golden Bar

Golden Bar mine — the Glen Morrison Gold Prospecting Co. between 1870 and 1881 — exploited several quartz reefs including Root Hog Reef and Krohman Reef. The latter is reported to have produced an estimated 46 koz Au (MinView New South Wales Metallic Deposit Report No. 151808 - Gold Bar).

Southern Goldfield

The Southern Goldfield is located within the centre of the Gold Star concession — approximately 4 kilometres to the southeast of the Glen Morrison gold field. It comprises the Commet and Bull, Golden Crown and South Dale historical mines. Information derived from the NSWGov MinView portal documents describe small-scale underground production from quartz reefs at grades of up to 36.6 g/t Au between 1873-1875 at Commet and Bull (MinView New South Wales Metallic Deposit Reports No. 151812 - South Dal Workings; 151811- Golden Crown; and 151810 Commet and Bull).

The Authors have not done sufficient work to verify the historical data presented above and cautions that it should not be relied upon.

5.2 1900's

Six companies conducted limited exploration in the Gold Bar area under various Exploration Licences between 1969 and 2014.

Placer and Amoco Placer (1970) and Amoco (1983-1984)

Both companies conducted soil and rock chip sampling in the area. Amoco also conducted a gradient array IP survey — one anomaly interpreted to be due to a sulphide source was identified but was not followed up. Soil sampling by

Amoco defined a 300 m long anomalous "gold-in-soil" zone with assays of up to 8.8 g/t Au. Rock chip samples taken from the west of the anomaly assayed up to 10.9 g/t Au (Amoco Minerals Australia, 1984).

The Authors have not done sufficient work to verify the historical data presented above and cautions that it should not be relied upon.

Kinex Pty Ltd and Sandhurst Mining NL (1987 - 1989)

Kinex and Sandhurst conducted reconnaissance and orientation field work — followed by a seven hole RC drilling program which delineated a small zone of low grade gold mineralization. They concluded that previous exploration had adequately tested the potential of the mineralization and that a resource of 100,000 to 200,000 oz of gold at 1 g/t was realistic (Sandhurst Mining N.L, 1989).

The Authors have not done sufficient work to verify the historical data presented above and cautions that it should not be relied upon.

Malachite Resource 1998 - 2001

Malachite acquired EL5391 in 1998 as part of a regional exploration program for orogenic and exhalitive gold deposits. During early reconnaissance work, a large gossan was discovered to the north of the current Gold Star Property, leaving the Glen Morrison Gold Field unexplored (Malachite Resources NL, 2001).

Tellus Resources (2011 - 2013)

Tellus drilled 1327 m of RC at the Glen Morrison Prospect following up high grade rock chip sampling around the Golden Bar and Golden Star Reefs — the best intercept was 4 m at 0.67g/t gold from 12 m downhole in GMRC002. Overall the mineralization was patchy and of low grade. The drill holes intersected siltstones and sandstones but no intrusives. Weak to moderate chlorite alteration was interpreted to be the result of regional metamorphism (Tellus Resource Limited, 2012).

The Authors have not done sufficient work to verify the historical data of Tellus Resources and cautions that it should not be relied upon.

6 Geological Setting and Mineralization

The Gold Star Project is located in the southeast of the New England Orogen ("NEO") (Figure 05) — a distinct geological terrain that extends from north-eastern NSW into eastern Queensland in eastern Australia. The project is located proximal to a splay of a major NNW-SSE trending regional structure (Figures 4 and 5)..

The NEO was developed east of the Lachlan Orogen and primarily formed during the mid-Devonian until the mid-Triassic. From the Devonian to Carboniferous, the orogen developed as a classical orogenic belt, with subduction complex rocks in the east and a forearc basin and an Andean-type volcanic arc in the west.

The NEO is a significant mineral province and hosts a variety of precious and base metal mineral deposits (Barnes, 2010). Historically the region has been a major gold, tin, silver and antimony producer. Major deposits include gold bonanzas at Hillgrove. NEO deposit styles include mesothermal and epithermal gold, VMS, epithermal silver, and lateritic nickel. The NEO also offers porphyry copper and gold opportunities. Other economically important commodities include tin, sapphires, diamonds, molybdenum, tungsten, magnesite, cobalt and antimony.

The NSW portion of the New England Orogen has not been as intensely explored as the Lachlan Orogen and older Curnamona Craton — large areas of the New England Orogen remain relatively unexplored (Barnes, *op. cit.*).

6.1 Regional Geology

The NEO is the easternmost and youngest geological terrane in continental Australia. The orogen comprises the remains of an arc complex that developed east of the early- to mid-Palaeozoic Lachlan Fold Belt. The NEO comprises Devonian to Carboniferous forearc sequences (Tamworth Belt) in the west and an accretionary trench complex (Tablelands Complex) in the east, with mostly the latter intruded in the southern NEO by the voluminous Permian-Triassic granites of the New England Batholith (NEB). The Property is located within the accretionary trench complex of the Tablelands Complex (Figures 6 and 7).

Widespread felsic magmatism commenced in the latest Carboniferous and continued until the Triassic. Initially this magmatism was restricted to the emplacement of S-type granites within the Tablelands Complex, but by the early Permian both S- (dominant) and I-type (minor) granites were emplaced. In general, most 305-262 Ma granites are unfractionated and reduced. However, minor Sn-W mineralization is associated with some more fractionated end members.

Resurgent I-type magmatism commenced towards the end of the Permian and continued into the Triassic. This resulted in the development of intrusion-related Sn-W, Au and Mo-Bi systems during the late Permian (259-251 Ma), Early to Middle Triassic (250-230 Ma) and Late Triassic (> 230 Ma). Associated with the late Permian plutonism was extensive terrestrial felsic volcanism, which covered much of the Tablelands Complex with volcanogenic sequences 257-254 Ma in age (Chisholm *et al.*, 2014).

Two broad types of granite have been recognised: early S-type granites (Flood and Shaw, 1977), and mostly younger I-type granites (Shaw and Flood, 1981). The most voluminous of the S-type granites comprise the Bundarra Supersuite which covers approximately 3400 km^2. Except for an area concealed by younger basalt west of Inverell and a screen of older rocks near the northern end, this belt of early Permian granites extends continuously for 210 km, roughly parallel to the western margin of the Tablelands Complex.

6.2 Property Geology

The surface geology of the Gold Star property is dominated by sequences of submarine sedimentary and mafic igneous rocks that are grouped into the Devonian to Carboniferous Sandon Beds. The Devonian sediments are overlain

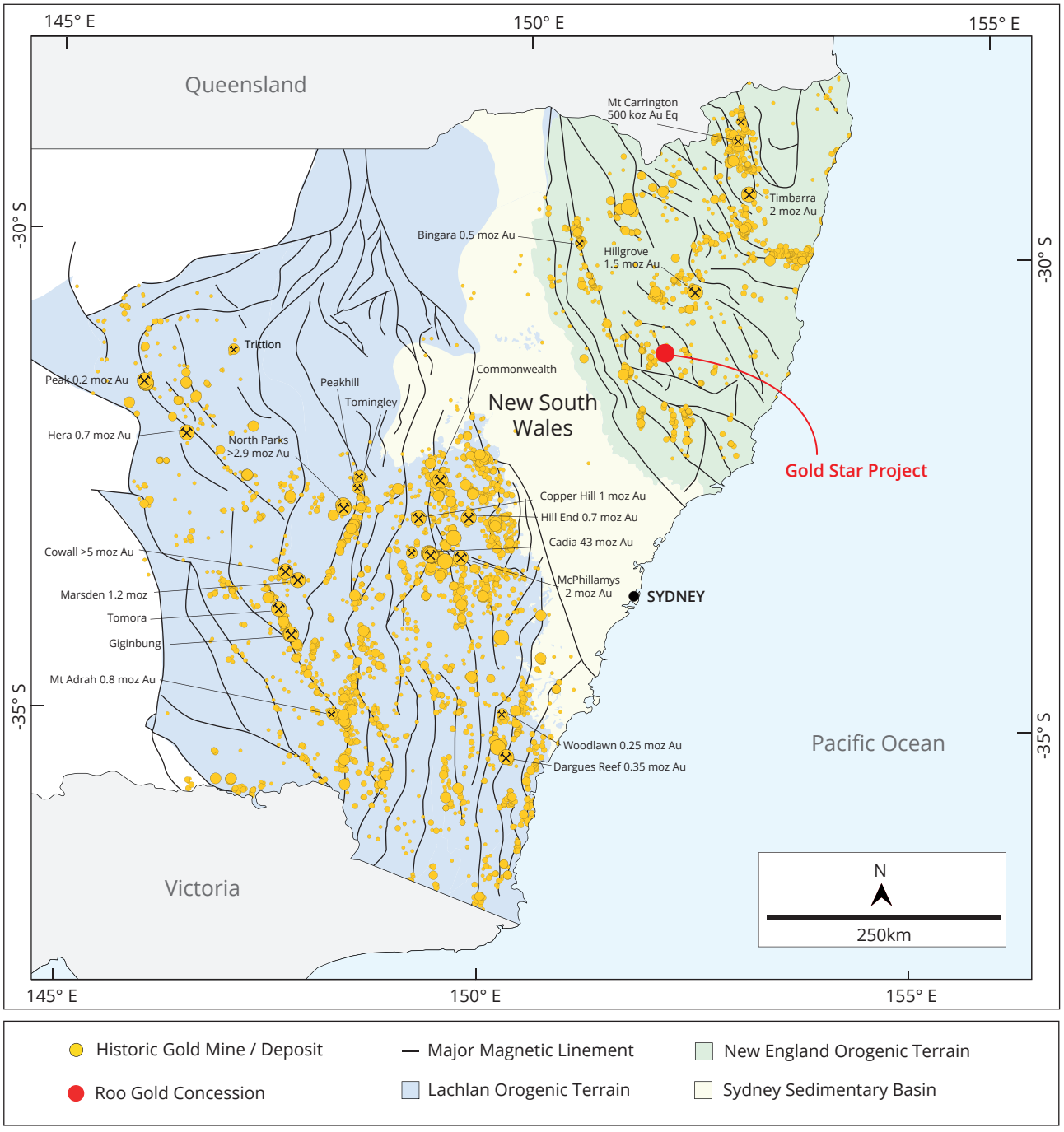


Figure 04: Simplified geology of NSW. The Gold Star Project is located in the central south of the New England Orogenic Terrain. Modified from various sources.

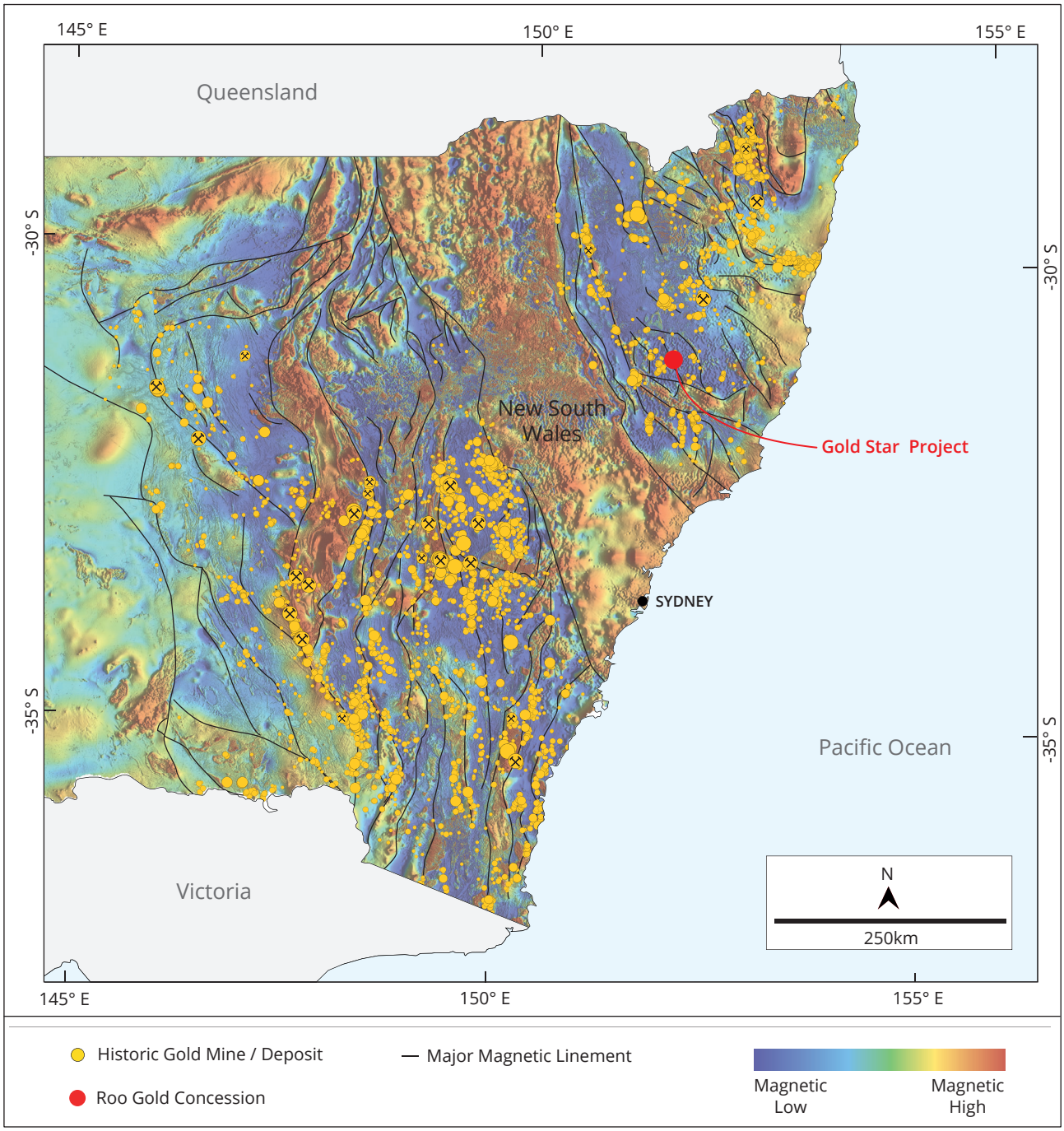


Figure 05: Magnetic TMI map of NSW showing. The magnetic contrasts are associated with significant regional structures and crustal sutures, Magnetic data by NSW Government Geophysics Airbourne Magnetic Surveys. https://gs-mv.geoscience.nsw.gov.au.

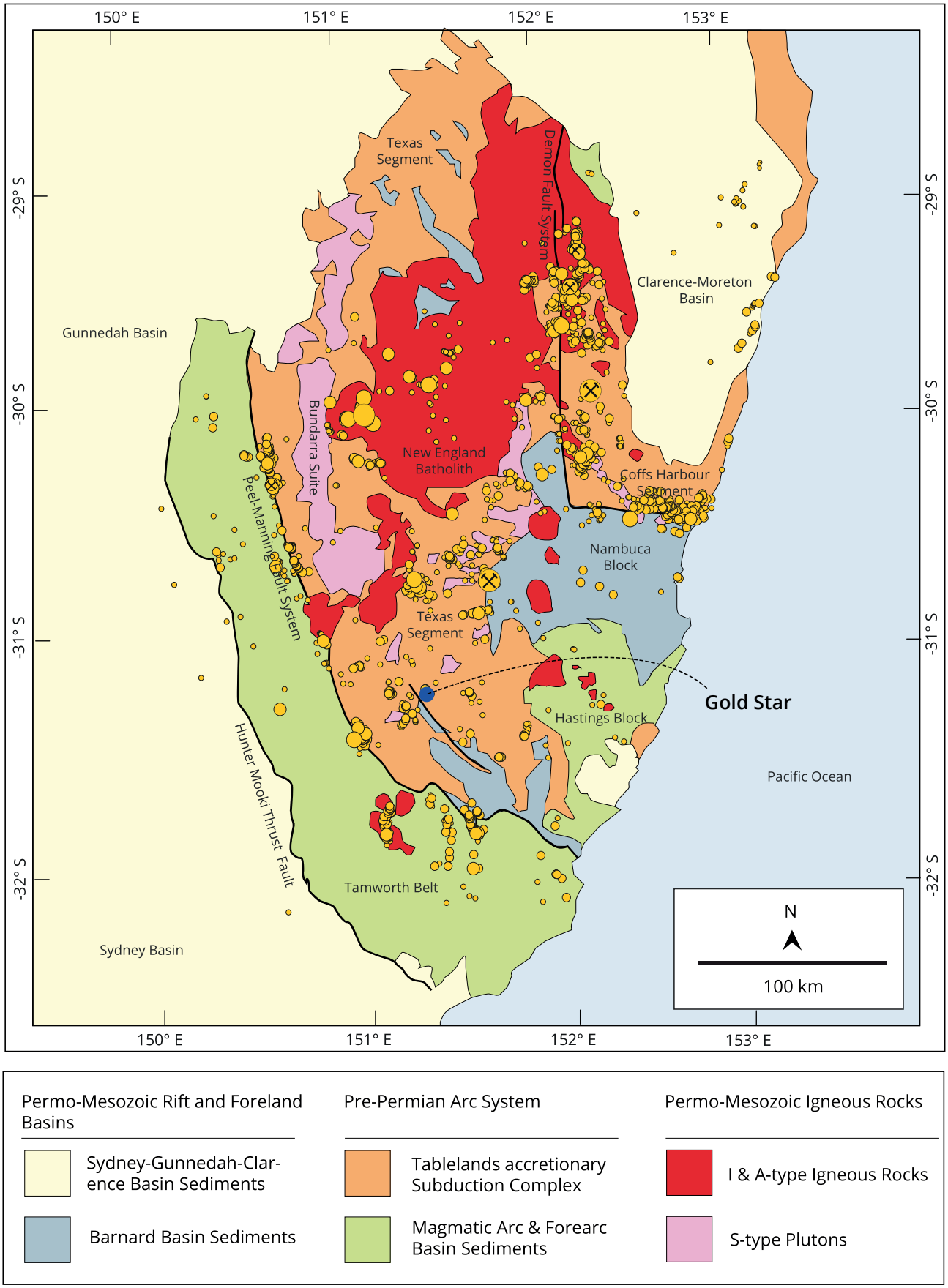


Figure 06: Geological map of the southern New England region. Modified after Cawood *et. al.*, 2011. Gold Star is shown with a blue dot.

by Teritary basalts in the south-east. The Devonian sediments are intruded by Carboniferous felsic intrusions in the north of the concession which is associated with a regional NNW striking structure (Tellus Resources, 2012).

Sandon Sedimentary Complex

The Sandon Beds occur in the eastern block the New England Fold Belt —an accretionary complex (accreted oceanic crust and trough sediments) within a convergent plate margin tectonic setting. The Sandon Beds (metasediments) are poorly understood and not well mapped —they include complex sequences of marine argillite, sandstone, chert, jasper, mafic rocks and their metamorphosed equivalents (Malachite Resources, 2001).

Tertiary Walcha Volcanics

The Tertiary Walcha Volcanics generally cap the Sandon beds and form the higher elevations in the south of the Property. The Walcha Volcanics are typically composed of uniform basalt flows (Malachite Resources , 2001).

Structure

A strong NNE-trending regional cleavage sub-parallel to bedding is developed throughout the Gold Star area. Micaceous schists, ribbon-bed cherts and phyllites are present. Highly resistant chert horizons occur as prominent linear outcrops and are commonly displaced up to several tens of metres by subvertical NNW-trending faults and fractures associated with the Peel-Manning Thrust system (Malachite Resources, 2001).

Metamorphism

The metamorphic grade is low and comprises prehnite-pumpellyite to low grade greenschist facies (Malachite Resources, 2001).

6.3 Property Mineralization

Reconnaissance mapping and rock-chip grab sampling to date has focused mainly on areas proximal to the historical mines of the Glen Morrison Goldfield (Figure 8). This included collection of rock chip grab samples from mullock heaps surrounding historical shafts.

Glen Morrison Goldfield

The Glen Morrison Goldfield is comprised of two main mines — Gold Star and Golden Bar — that exploited parallel NW-SE striking gold-bearing quartz flooded structures. The parallel quartz lodes are similar in composition, typically consisting of a network of laminated quartz-carbonate veins measuring between 0.2-0.6 meters in width, populated with abundant pyrite and arsenopyrite. These vein swarms merge into more consolidated reefs and lodes in jogs along the structure. Gold mineralized breccias have been noted surrounding some quartz lodes.

Historic workings were exploited gold mineralization at Glen Morrision to at least 65 meters down dip and over 600 meters strike length. Gold grades have been historically reported up to 445 g/t Au from bulk ore samples. Some have estimated historical production across the goldfield at over 70 koz Au between 1870 - 1880 (Tellus Resources Ltd, 2012).

The Authors have not done sufficient work to verify the historical data presented by Tellus Resources Ltd and cautions that it should not be relied upon.

Commet and Bull

Mineralization at Commet and Bull is hosted in one steeply dipping one meter wide gold-bearing quartz vein reef striking 177°. The vein reef was exploited between 1973-1975 via a network of now infilled underground workings and surface pits over a 400 strike meters (MinView New South Wales Metallic Deposit Reports No. 151810 - Comet and Bull).

South Dale

Mineralization at South Dale is held within steeply dipping gold-bearing hydrothermal quartz veins that strike 012°. Veins are approximately 1 meter wide and have been exploited by surface workings over 250 meters strike length.

Gold Crown

Mineralization at Gold Crown is hosted within structurally controlled gold-bearing quartz veins. Veins are relatively rich in sulphides, mainly pyrite, which also extends into the surrounding host rock. The veins are steeply dipping and strike 007°. Historical mining exploited these veins via shallow surface workings and pits — limited underground workings that reached the -18 meter level (MinView New South Wales Metallic Deposit Reports No. 151811- Golden Crown).

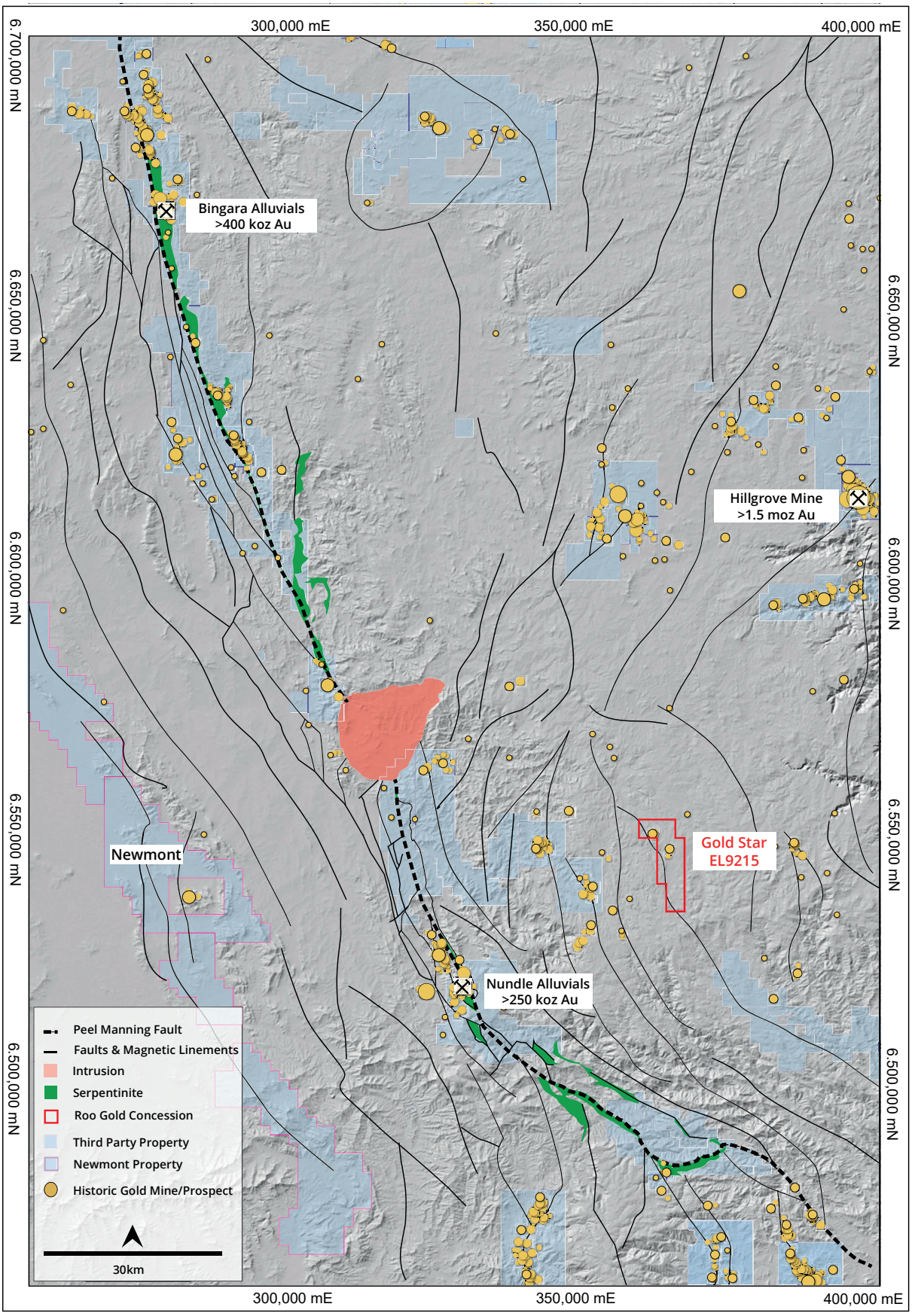


Figure 07: Simplified schematic of the Peel Manning Fault system and splays. Note Gold Star Property. Gold deposits and alluvials marked.

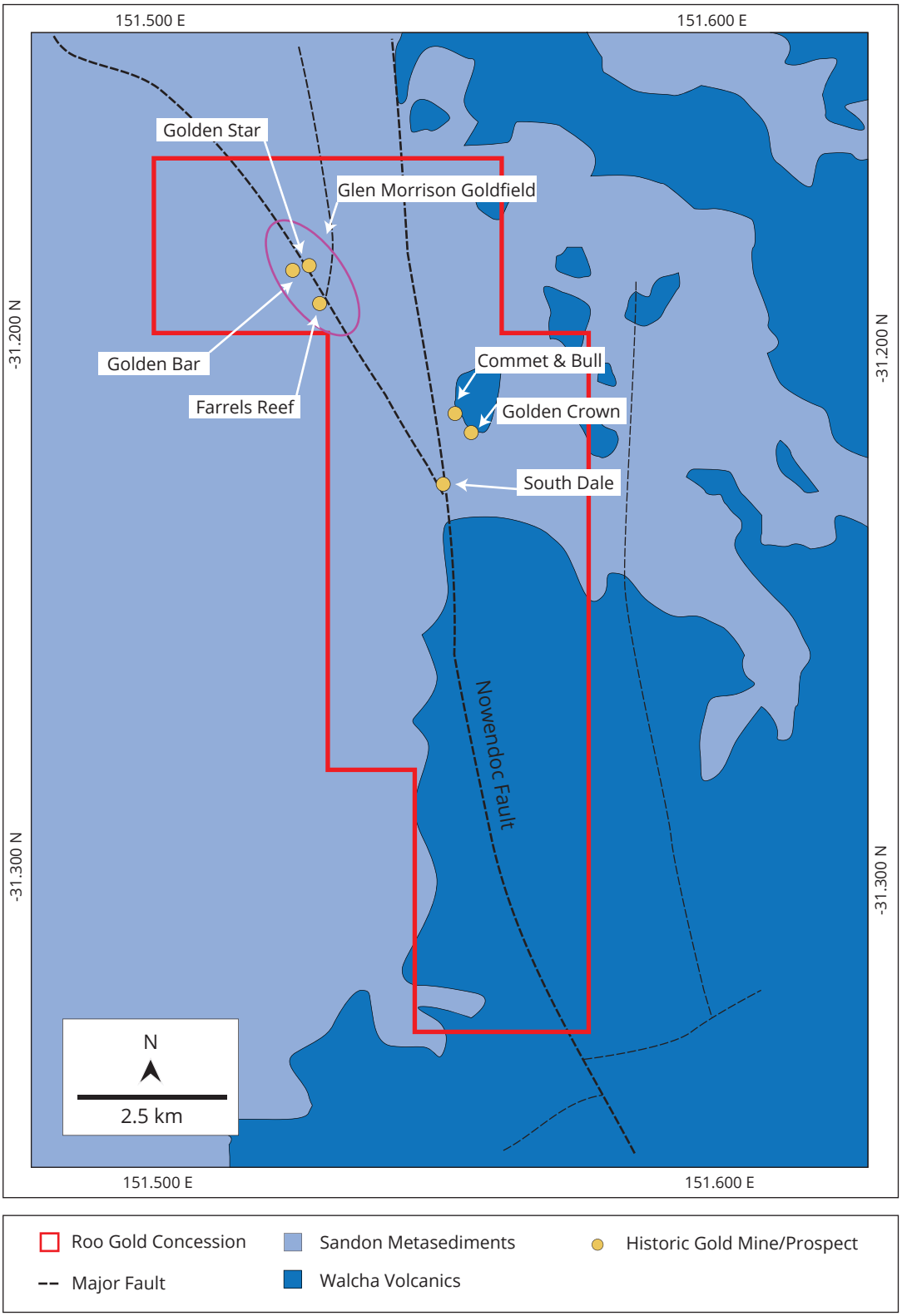


Figure 08: Simplified geological map of the Property showing the location of historical small scale mines worked in the late 1800's. Modified after Gilligan et al. (1987).

7 Deposit Type

Given the limited exposure and limited geological information available, Hantelmann was unable to categorically classify mineralization into one genetic model, except to note that it was of a lode or vein style. Placed within the broader geological and metallogenic context of the New England Orogen — two potential deposit models should be considered: Orogenic Gold Deposits and Intrusion Related Gold Systems (IRGS). The orogenic model is most applicable to the Project.

Groves *et al.* (1998) describes orogenic gold deposit as typically gold-rich, structurally controlled (vein) mineralization located within regionally deformed and metamorphosed belts (accretionary and collisional orogens). An orogenic exploration model invokes a strong structural control on mineralization — regional gold distribution is predominantly controlled by second-order belt-scale structures, which have propagated along pre-existing zones of weakness, whereas at the deposit-scale, mineralization is focussed into third-order structural traps. Common structural features that act as physical traps include faulted tightly folded host lithology; high-angle fault intersections with larger-scale fault/shear zones; irregularly sheared lithological margins; and triple-point junctions.

Metal Signature

Gold grades range from less than 1 g/t to over 50 g/t between different sub-variants within the Orogenic Gold Model. Associated anomalous Ag, As, Ba, Bi, Cu, Sb, Mo , Pb, Te and W grades are also common.

Gangue Minerals and Mineralization Styles

Predominantly quartz, less than 15% carbonate minerals (typically calcite), less than 5% sulfides (primarily pyrite). Other accessory minerals are albite, mica, chlorite, and tourmaline.

Paragenesis and Zonation

In general, orogenic deposits form during late-stage orogeny. The upward advection of mineralizing fluids results in a generalized vertical zonation from Au-As at depth (Hypozonal) progressing upwards through Au-As-Te-W, then Au-Sb, Hb-Sb, and finally Hg in higher parts of the system near surface (Epizonal).

Alteration Minerals

Largely dependent on wall-rock lithology. Commonly includes carbonates (ankerite, dolomite, calcite), sericite, pyrite, pyrrhotite. Mafic minerals where present are highly susceptible to chlorite alteration.

Deposit Morphology

Deposits are typically hosted in turbiditic or meta-sediments, and vein-type and/or disseminated gold mineralization is hosted within second- or third-order fault/shear structures. Vein systems may have vertical extents over to 1-2 km. Typically mineralization occurs in regions with complex structural geometry adjacent to crustal-scale fault systems.

Deposit Genesis

Major crustal- or lithospheric-scale structures are inferred as primary pathways that focus hydrothermal fluid-flow in regions that branch into lower-order structures that act as structural traps with favorable physiochemical conditions that promote mineralization. Deposit mineralization occurs between 2 to 15 km depth in the brittle-ductile transition zone. The mineralizing hydrothermal fluids are disputed to be either of metamorphic devolatilization or less likely of magmatic-hydrothermal origin.

Tectonic Environment

Deformed metamorphic terranes at continental-accretionary margins or collisional orogens, possibly fore-arc, back-arc, and arc platform.

8 Exploration

The Company initially completed a desk-based compilation of historical and open source data. This was followed a limited field program comprising geological mapping and surface rock chip outcrop and float sampling.

8.1 Historical / Open Source Data Compilation

The Company conducted a review of all available data — especially that on the MinView NSW Website. Open source data was used to place the Gold Star Project in its broader geological setting, including proximity to regional structures (regional magnetics: Figure 6) and location relative to other gold deposits and occurrences (Figure 5). Available historical data is presented in Section 5 of the Report.

8.2 Geological Mapping

The Company has completed first pass reconnaissance geological mapping in the vicinity of historical workings to compliment the rock chip sampling program. More detailed mapping is planned during the next sampling program.

8.3 Rock Chip Sampling

A total of 84 rock chip grab samples were collected at the Project from outcrop, mullock dumps around shafts, and float in and around the Golden Bar and Golden Star prospects that consist of two NW striking, gold mineralized quartz vein systems located approximately 200 meters apart.

Smokey quartz float from a mullock heap at Gold Star assayed 23.1 g/t Au (R00391). High-grade gold assay were also returned from smokey quartz veins containing sulfide stringers of pyrite and arsenopyrite taken from surficial workings — including 9.41 g/t Au (R00389) and 6.38 g/t Au (R00379). Samples R00384 and R00385 both assayed 1.63 g/t Au. Eleven samples assayed 0.1 to 1.0 g/t Au and 14 samples assayed 0.01 g/t Au - 0.10 g/t Au.

The localization of high grade gold in quartz veins confirms the structurally-controlled nature of mineralization and supports an orogenic model.

The Authors are of the opinion that reconnaissance rock chip sampling conducted by the Company has confirmed the presence of gold mineralization at the Gold Star and Golden Bar historical mines. Mapping and sampling is at a very early stage and more detailed rock-chip sampling and mapping is recommended at all historical showings.

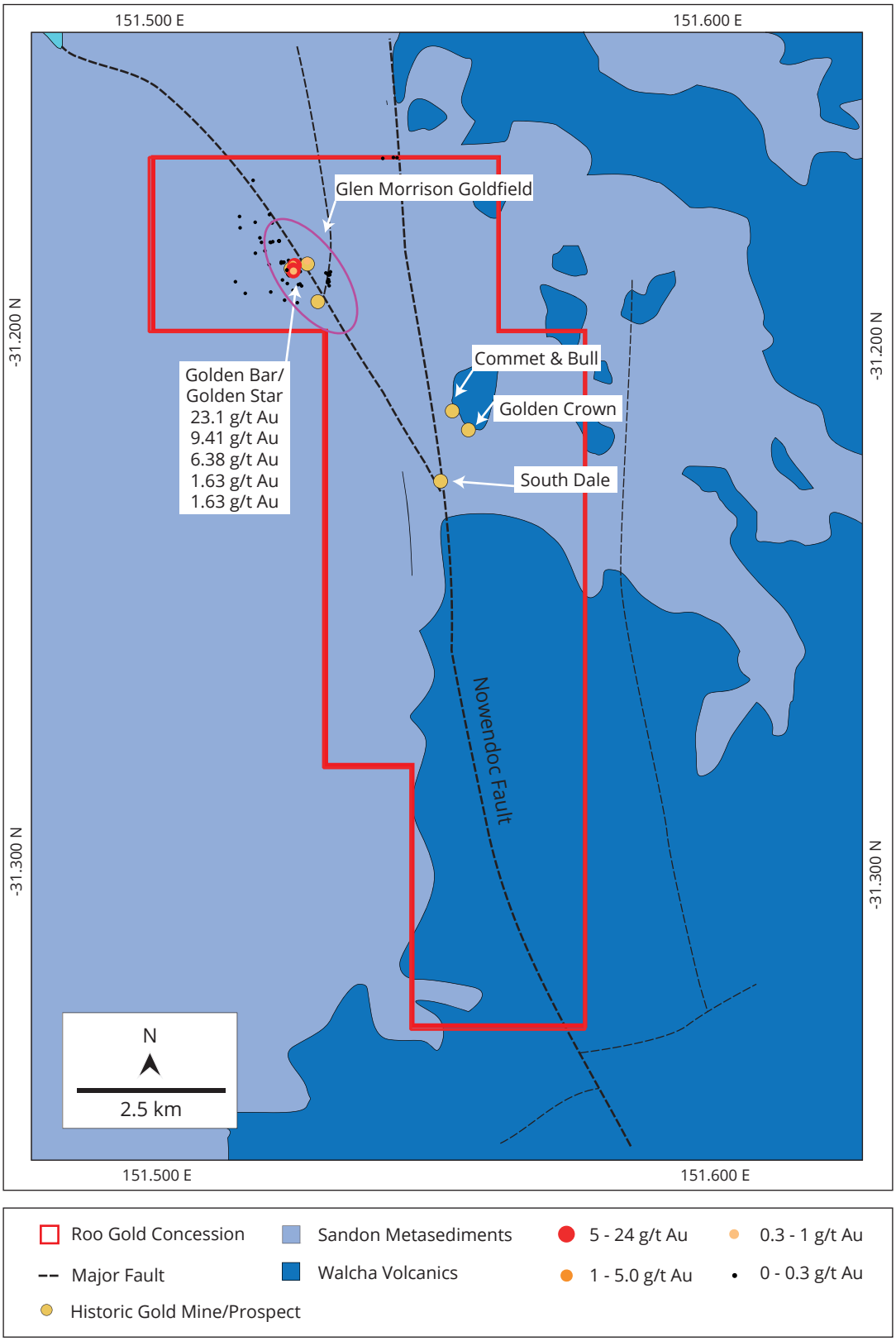


Figure 9: Rock chip grab sample locations and gold grade. Note number of samples over 5 g/t Au from the Glen Morrison Goldfield.

9 Drilling

There has been no drilling by the Company on the Property and this Section of the Report is not relevant. Historical drilling is discussed in Section 5 (History).

10 Sample Preparation, Analysis and Security

During the August 2022 site visit — Hantelmann reviewed the sample security, preparation and assay protocol implemented by the Company for its 2022 rock chip sampling program. Samples were prepared and assayed by ALS Geochemistry Labs (ALS) in Orange, Australia — ALS is independent of RooGold and is certified to international quality standards through ISO/IEC 17025:2017 including ISO 9001:2015 and ISO 9002 specifications.

Hantelmann notes that — although a relatively small number of samples were taken by the Company at Gold Star — industry standard Best Practice and QA/QC has been followed throughout the program.

10.1 Sample Security

Each rock chip sample comprised a minimum of 3 kg. Sample were placed in sealed and numbered calico bags by Company geologists — five Calico bags were then placed in a green plastic bag and tied with a single use zip-lock fastener to ensure security. Green bags were placed on a heavy duty pallet, wrapped in heavy duty plastic wrap to further ensure security, and sent to ALS.

Hantelmann is satisfied that the Company has maintained appropriate chain of custody during sampling and transport of the samples — ensuring sample validity and integrity.

10.2 Sample Preparation

Samples were prepared by ALS. Samples were dried to 110°C, weighed and crushed in a single pass to a nominal 70% passing 2 mm in a jaw-crusher (ALS code CRU-21). A 3 kg sub-sampled was taken using a Jones-style riffle splitter (ALS code SPL-21) and pulverised in a single-pass "bowl and puck" to a nominal 85% passing 75 microns (ALS code PUL-23).

Hantelmann is satisfied that the sample preparation and sub-sampling protocol used by the Company is appropriate for the style of mineralization and the stage of exploration.

10.3 Sample Analysis

Gold was analysed by fire assay with AAS finish using a 50 g sample charge (ALS code Au-AA26) — with a reportable range of 0.01-100 ppm Au.

Hantelmann is of the opinion that the analytical protocol used by the Company is appropriate for the style and grade of mineralization and the type of samples submitted for analysis.

10.4. QA/QC & Laboratory Performance

The Company has implemented a QA/QC program comprising the routine insertion of one field blank every 40 samples and one Geostats certified reference material (CRM) every 20 samples. Field duplicates were not deemed necessary for a first pass, reconnaissance, rock chip grab sampling program.

Samples were submitted in batches of 40 comprising 37 samples, two gold CRM and one field blank. Each batch was treated as a single entity and all 40 samples were prepared and analysed at the same time in the same sample run. The protocol follows industry-recognized standards of best practice for reconnaissance rock chip samples.

Field Blanks

A field blank — comprising a 3 to 5 kg rock chip sample — was inserted into every batch of 40 samples. Tolerance limits were set at 0.05 g/t Au. Three batches of samples were submitted to ALS — assay results for blanks in all batches were extremely low and passed QAQC. There was no indication of cross contamination between samples.

Certified Reference Materials

Two Geostats gold CRMs were inserted into every batch of 40 samples. A batch was deemed failed if a CRM assayed outside of ±3 SD or if two consecutive batches assayed outside of ±2SD. Gold CRM assays results were with tolerance limits and all batches were deemed passed.

Hantelmann is of the opinion that the QAQC programme implemented by the Company is appropriate for the style and grade of mineralization, the type of samples submitted for analysis and the stage of exploration.

11 Data Verification

In addition to verification of data provided by the Company, and field methodology employed by the Company, Hantelmann verified the location of the Gold Star Exploration Licence in the field and collected two samples for verification assay.

11.1 General Verification

Hantelmann used a Google Earth satellite base image over-printed with Property boundaries to verify the location of the Property with respect to geographic features observed in the field. Hantelmann is satisfied that the Property boundaries (Appendix 1) coincide with the geographic field area covered in this report.

Land access agreements with land-owners as out in Section 3:11 (Social Licence and Surface Rights) were reviewed — access has been granted consistent with the representations of the Company.

Hantelmann reviewed the geological mapping, rock-chip sampling and assay protocol used by the Company and is satisfied it follows industry-recognized standards of best practice — appropriate for the stage of the Project and style of mineralization.

11.2 Verification Sampling of Select Rock-Chip Grab Samples

Hantelmann collected two surface rock-chip grab samples during a field visit to Gold Star. Samples were representative of the styles of mineralization observed in the field and reported by the Company. The GPS locations of samples plotted within the corner boundaries of the Gold Star Exploration Licence (EL9215).

Samples were placed in calico bags and sealed with single use clip-lock ties. Samples were assayed at ALS in Orange. Gold was analysed by fire assay with AAS finish using a 50 g sample charge (ALS code Au-AA26) — with a reportable range of 0.01-100 ppm Au.

Given the small number of samples Hantelmann did not insert CRM's or field blanks. This is not considered material as the verification samples were only used to confirm mineralization on the property. Moreover, ALS (Orange) is a fully accredited, world class, independent sample preparation and assay laboratory, that implements stringent internal checks.

Assay results for the two verification samples returned grades of 5.49 and 12.8 ppm Au. The results of samples taken by Hantelmann are consistent with the results of samples taken by the Company — and confirm the presence of high grade gold mineralization on the Property.

12 Mineral Processing and Metallurgical Testing

There has been no Mineral Processing or Metallurgical Testing of samples from the Property. This Section of the Report is not relevant.

13 Mineral Resource Estimate

There are no Mineral Resource Estimates with respect to the Property — either historically or by the Company. This Section of the Report is not relevant.

14 Adjacent Properties

There are no Adjacent Properties with respect to the Property at present. This Section of the Report is not relevant.

15 Other Relevant Data and Information

The Authors are not aware of any other information or data that may be relevant to this report — other than that already disclosed in previous sections of this report.

16 Interpretations and Conclusions

The Gold Star Property is an early stage exploration project located in the under-explored but prolifically mineralized New England Orogen in Australia. The property was first explored in the late 1800's during an "alluvial gold-rush" that extended to eastern parts of NSW and Queensland — high grade gold mineralization was reportedly extracted from several small scale mines. Limited exploration was conducted by six companies between 1970 and 2013.

First pass lithological mapping and rock chip grab sampling has been completed by the Company. Mineralization is primarily hosted in Sandon metasediments within an area known as the Glen Morrison Goldfield. Structure exerts a fundamental control on mineralization — historical workings and gold-mineralized grab samples taken by the Company cluster along a splay of the regional Nowendoc Fault.

The Authors are of the opinion that the mapping and sampling by the Company was conducted at a suitable scale and quality for an initial reconnaissance exploration program. Sampling has confirmed the presence of high grade gold mineralization on the Property — samples of quartz veins with pyrite-arsenopyrite stringers taken by the Company assayed up to 23.1 g/t Au. Two verification samples taken by Hantelmann assayed 5.49 and 12.8 g/t AU.

The Company has in place the relevant land access agreements to allow exploration activities to proceed. The Company has spent AU$ 50,934 of a total Year 1 and Year 2 expenditure commitment of AU$ 75,000 — the Company must spend an additional AU$ 24,016 by 16 July 2023.

The Company filed its first Annual Exploration Report (reference numbers REP-2022-1340) and Annual Rehabilitation and Compliance Report for EL 9125 on (reference numbers REH0001608) on 11 August 2022.

To the best of the Authors knowledge the Project is in good standing and the Company has in place appropriate access agreements. The Authors recommend further work at the Property as outlined in Section 17 (Recommendations).

17 Recommendations

Field mapping and rock chip grab sampling by the Company has confirmed the presence of structurally-controlled, vein-hosted gold mineralization at Gold Star. To date the Company has only conducted limited reconnaissance exploration at Gold Star.

The Authors are of the opinion that the Gold Star Property warrants further exploration. This should include detailed geological mapping, and further reconnaissance and detailed rock chip grab sampling. Soil sampling is warranted along strike extensions of known mineralization. A field magnetic survey would be useful for defining structural trends, including splays of the Nowendoc Fault, which appear to exert a control on mineralization. The following budget is proposed:

Item Cost	CA$
Geological Mapping/Sampling (30 days @ CA$ 1000/day)	30,000
Rock chip assay (100 samples @ CA$ 100/sample)	10,000
Soil sampling field program (20 days @ CA$ 1600/ day)	32,000
Soil sample assays (100 samples @ CA$ 100/sample)	10,000
Field Magnetic Survey (Drone)	40,000
GIS and drill target generation	10,000
	Total CA$ = 132,000

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19 Date and Signature Page

For and on behalf of the Authors to accompany the report dated 2nd of January 2023 titled 'Independent NI43-101 Technical Report, Gold Star Property, NSW, Australia.'

"Jos Hantlemann"

Jos Hantelmann, BSc, MSc, MAusIMM (CP)
Independent Consultant
2nd of January 2023

"Juan-Manuel Morales-Ramirez"

Juan-Manuel Morales-Ramirez, BSc, MSc, P. Geo, AIPG
Independent Consultant
2nd of January 2023

20 Certificate of Qualification (cont.)

To accompany the report dated 2nd of January 202 titled,
'Independent NI43-101 Technical Report, Gold Star Property, NSW, Australia.'

I, Jos Hantelmann, BSc, MSc, MAusIMM (CP), from Mississauaga, Canada, do hereby certify that:

1 I am an independent consulting geologist. My address is Calle Alcanfores 1064, Miraflo res – Lima, Peru, 15074.

2 I graduated from the University of Alberta (Edmonton, Alberta) with a Bachelor's degree in Science (B.Sc., Hons in Geology) in 2000, and a Master's degree in Science (Geology) in 2013.

3 I am a member of the Australasian Institute of Mining and Metallurgy (AusIMM), and registered as a Chartered Professional (CP) in geology since the 2nd of July, 2012 (No. 992400).

4 I have worked as a geologist for a total of over 17 years since graduating from the University of Alberta in 2000. My work experience as a geologist has been largely acquired as a consultant. I have provided specialized geological services to more than 30 companies.

5 I have read the defi nition of a qualifi ed person ("QP") according to the National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects and certify that by reason of my education, affi liation with a professional association and past relevant work experience, I fulfi l the requirements to be a QP for the purposes of NI 43-101.

6 I am a co-author of this report titled 'Independent NI43-101 Technical Report, Gold Star Property, NSW, Australia'.

7 I visited the Gold Star Property on 18th of August 2022. I have contributed to all sections of this report.

8 As of the eff ective date of this Technical Report, to the best of my knowledge, information, and belief, the sections of the Technical Report for which I am responsible contain all scientifi c and technical information that is required to be disclosed to make the Technical Report not misleading.

9 I am independent of RooGold Inc. applying all the tests in section 1.5 of NI 43-101 Standards of Disclosure for Mineral Projects. I have had no prior involvement with the Property that is the subject of the Technical Report.

10 I have read National Instrument 43-101 and Form 43-101F1, and all the items of the Technical Report that I am responsible for have been prepared in compliance with that instrument and form.

11 I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

{SIGNED AND SEALED]
[Jos Hantleman]

Jos Hantelmann, BSc, MSc, MAusIMM (CP)
2nd of January 2023

20 Certificate of Qualification

To accompany the report dated 2nd of January 202 titled,
'Independent NI43-101 Technical Report, Gold Star Property, NSW, Australia.'

I, Juan-Manuel Morales-Ramirez, BSc, MSc, P. Geo, AIPG, from Hermosillo, Sonora, Mexico, hereby certify that:

1 I am an independent consultant geologist; my address is Calle Paseo del Norte #47, Colonia Paseo del Sol, Hermosillo, Sonora, Mexico, 83246.

2 I graduated with a Bachelor's degree in Geology (Geological Engineering) from Instituto Politécnico Nacional, Mexico City, Mexico in 1976, and MSc (Geology) form Universidad de Sonora in Hermosillo, Sonora, Mexico (thesis pending).

3 I am a Certified Professional Geologist (CPG #11234) in good standing with the American Institute of Professional Geologists in Arizona, USA since 2008.

4 I have practiced my profession continuously for over 40 years since my graduation in 1976. My exploration experience has been acquired with a variety of companies including: Consejo de Recursos Minerales (SGM); the US Geological Survey; VITRO; US Borax, USMX, Cambior (1992-1997), Noranda and X-Ore (2005-2013) and Silver Pursuit Resources Ltd.

5 I have read the definition of 'qualified person' set out in National Instrument 43-101 (NI 43-101) and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfil the requirements to be a 'qualified person' for the purposes of NI 43-101.

6 I am a co-author of this report titled 'Independent NI43-101 Technical Report, Gold Star Property, NSW, Australia'. I had input into all Sections except for Exploration (Chapter 8), Drilling (Chapter 9), and Sample, Preparation, Analysis and Security (Chapter 10).

7 As of the date of this Certificate, to the best of my knowledge, information and belief, this Report contains all scientific and technical information that is required to be disclosed, to make the Technical Report not misleading.

8 I am independent of RooGold Inc. applying all the tests in section 1.5 of NI 43-101 Standards of Disclosure for Mineral Projects. I have had no prior involvement with the Property that is the subject of the Technical Report.

9 I have read National Instrument 43-101 and Form 43-101F1, and all the items of the Technical Report that I am responsible for have been prepared in compliance with that instrument and form.

10 I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

{SIGNED AND SEALED]
[Juan-Manuel Morales-Ramirez]

Mr Morales-Ramirez, BSc, MSc, P. Geo, AIPG
2nd of January 2023

Appendix 1

Instrument of Grant: EL9125

Instrument of Grant

I, **Stephen Wills, Executive Director Assessments and Systems**, as delegate of the Minister administering the *Mining Act 1992* for the State of New South Wales, and pursuant to section 22 of the *Mining Act 1992*, determine to grant an Exploration Licence in satisfaction of **Exploration Licence Application 6095 (Act 1992)** to **Great Southern Precious Metals Pty Ltd, ACN 645 667 750**:

In respect of **Group One (1) minerals**;

(a) For the term of **Two (2) years** ending on **16 July 2023**; and

(b) Over the exploration area described in Schedule 1; and

(c) Subject to the conditions set out in Schedule 2 and 3; and

(d) In compliance with any Activity Approvals in Schedule 4; and

(e) In accordance with the approved work program referenced in Schedule 5.

Signed this 16th day of July 2021

Stephen Wills
Executive Director Assessments and Systems
Regional NSW – Mining, Exploration and Geoscience
As delegate for the Minister administering the *Mining Act 1992*
Delegation dated: 14 May 2018

EXPLORATION LICENCE

Issued under the *Mining Act 1992*

EXPLORATION LICENCE NUMBER:	**9215 (Act 1992)**
GRANT DATE:	**16 July 2021**
TERM:	**Two (2) years**
DUE EXPIRY DATE:	**16 July 2023**
LICENCE HOLDER:	**Great Southern Precious Metals Pty Ltd** **ACN 645 667 750**
EXPLORATION AREA:	**See Schedule 1**
RESOURCE:	**Group One (1) minerals**

Information about this licence

This exploration licence is issued under the *Mining Act 1992.* The licence holder may:

- Apply for the renewal of this exploration licence; or
- Apply for the transfer of this exploration licence to another person.

Renewal applications are to be submitted within the period of two months prior up to midnight on the expiry date of the licence consistent with the *Mining Act 1992.*

The following fees are payable in connection with this licence:

- An annual rental fee; and
- An annual administrative levy.

Additional rights and responsibilities of licence holders are set out in the *Mining Act 1992* and the Mining Regulation 2016.

Please note that licence holders may also be required to obtain approvals and comply with requirements of other legislation when carrying out exploration activities, including (but not limited to):

- The *Environmental Planning and Assessment Act 1979;*
- The *Protection of the Environment Operations Act 1997;* and
- The *Water Act 1912* and the *Water Management Act 2000*.

Rights of the licence holder under this licence

This licence gives the licence holder an exclusive right to prospect for:

- The mineral(s) or group(s) of minerals to which this licence relates; and
- In respect of the land to which this licence relates.

However, in accordance with section 45 of the *Aboriginal Land Rights Act 1983*, if this licence relates to:

- **Group 1 minerals**, then this licence does not give the licence holder the right to prospect for any minerals except gold and silver on land vested in the New South Wales Aboriginal Land Council or a Local Aboriginal Land Council at the original date of grant of this licence.
- **Group 11 minerals**, then this licence does not give the licence holder the right to prospect for any minerals except uranium on land vested in the New South Wales Aboriginal Land Council or a Local Aboriginal Land Council at the original date of grant of this licence.

Restrictions on the exercise of rights under this licence

It is the responsibility of the licence holder to apprise themselves of the restrictions on the exercise of rights under this licence that exist under NSW and Commonwealth legislation.

Exploration Area (Schedule 1)

The land to which this licence applies is set out at Schedule 1 of this licence.

Licence Conditions (Schedules 2 and 3)

This licence is subject to the conditions in Schedule 2 and Schedule 3. The licence holder must conduct prospecting operations in accordance with these conditions, as well as any conditions imposed by the *Mining Act 1992* and Mining Regulation 2016. In particular:

- The conditions set out in Schedule 2 are general conditions; and
- The conditions (if any) set out in Schedule 3 are additional conditions.

Contravention of licence conditions is an offence under the *Mining Act 1992.*

Further Approvals under this licence (Schedule 4)

The licence holder may need to obtain further approvals or Ministerial consent before carrying out prospecting operations on the land subject to this licence (see in particular the activity approval requirements for assessable prospecting operations section 23A of the *Mining Act 1992,* which requires an activity approval to be obtained prior to commencing any assessable prospecting operation).

Work Program (Schedule 5)

Condition 1 of Schedule 2 of this licence requires the licence holder to comply with the Work Program. The Work Program unique identifier is set out at Schedule 5 of this licence. The Work Program may be amended on application of the licence holder, with the approval of the Minister.

Licence History

Identifier	Effective date	Reasons for update
3	**16 July 2021**	Grant of **EL9215 (Act 1992)**

DEFINITIONS

In this licence:

(a) A reference to a Code or Guideline is a reference to that document as amended or replaced from time to time, and
(b) Words have the meaning given to those terms in the *Mining Act 1992* unless otherwise defined below:

Change in effective control of the licence holder means any occurrence which results in any person, not being a related body corporate of the licence holder, newly being in one or more of the following positions:

(a) having the capacity to appoint or control more than 50% of the number of directors of the licence-holder's board;
(b) being entitled to exercise (directly or indirectly) more than 50% of the votes entitled to be cast at any general meeting of the licence-holder; or
(c) holding more than 50% of the issued share capital (other than shares issued with no rights other than to receive a specified amount in distribution) of the licence-holder.

Environmental incident notifications and reports means any notifications and reports to be provided to relevant authorities under Part 5.7 or Part 5.7A of the *Protection of the Environment Operations Act 1997*.

Foreign acquisition of substantial control in the licence holder means any occurrence which results in a foreign party, not being a related body corporate of the licence holder, newly being in one or more of the following positions:

(a) having the capacity to appoint or control 15% or more of the number of directors of the licence-holder's board;
(b) being entitled to exercise (directly or indirectly) 15% or more of the votes entitled to be cast at any general meeting of the licence-holder; or
(c) holding interests in 15% or more of the issued share capital (other than shares issued with no rights other than to receive a specified amount in distribution) of the licence-holder.

National park, regional park, historic site, nature reserve, karst conservation reserve and Aboriginal area have the meaning given to those terms in the *National Parks and Wildlife Act 1974.*

Related Body Corporate has the same meaning given to that term in the *Corporations Act 2001 (Cth).*

Relevant authorities have the meaning given to that term in section 148 of the *Protection of the Environment Operations Act 1997*.

Work Program means the approved work program identified in Schedule 5 of this licence, as amended from time to time with the approval of the Minister.

EXPLORATION AREA

The exploration area comprises of an area of **29 units** as specified in the table below, exclusive of any land:

(a) excluded by section 19 of the *Mining Act 1992*;
(b) subject of any mining reserve constituted under section 367 of the *Mining Act 1992* prior to the grant of this licence which prohibits the grant of new exploration licences;
(c) vested in the Commonwealth of Australia;
(d) within any national park, regional park, historic site, nature reserve, karst conservation reserve or Aboriginal area at the date of the grant of this licence;

***Note**: This exclusion includes reserves created under the National Parks & Wildlife Act 1974 and established under other legislation.*
or

(e) vested in the New South Wales Aboriginal Land Council or a Local Aboriginal Land Council under the *Aboriginal Land Rights Act 1983* at the original date of grant of this licence, except insofar as this licence relates to:

(i) gold;
(ii) silver; or
(iii) uranium.

1:1,000,000	Blocks	Units
ARMIDALE	*2755*	abcd fghj nop stu xyz
ARMIDALE	*2827*	cde hjk op tu yz

The boundaries of the exploration area are indicated on the following diagram.

DISCLAIMER

The boundaries of the exploration area in the diagram are indicative only, based on knowledge and understanding at the time this licence was granted. However, because of advances in knowledge, users are reminded of the need to ensure that information upon which they rely is up to date. No warranty about the accuracy, currency or completeness of any information in this diagram is inferred (including, without limitation, any information provided by third parties). While all reasonable care has been taken in the compilation of this diagram, to the extent permitted by law, Regional NSW excludes all liability for the accuracy or completeness of the information, or for any injury, loss, or damage whatsoever (including without limitation liability for negligence and consequential losses) suffered by any person acting, or purporting to act, in reliance upon anything contained herein. Users should rely upon their own advice, skills, interpretation and experience in applying the information in the diagram.

MINING, EXPLORATION & GEOSCIENCE

DIAGRAM X6095-002B

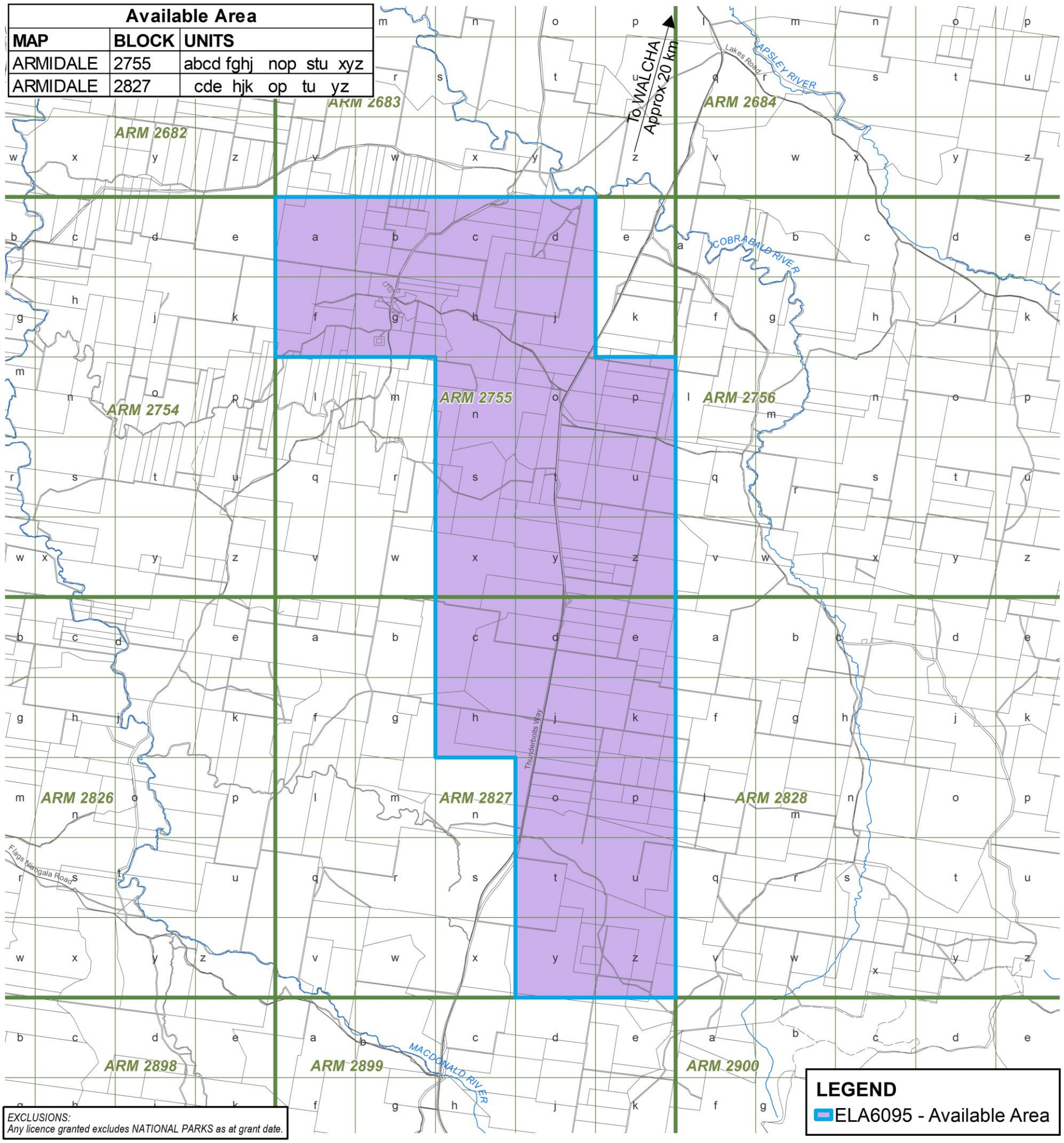
TMS-APP209 & NOM25

DIAGRAM of ELA No. 6095

APPLICANT: GREAT SOUTHERN PRECIOUS METALS PTY LTD
APPLICATION DATE: 21-AUG-2020
MINERAL GROUP(S): 1
MAP SHEET(S): 9235
COUNTY(IES): VERNON

"B"
APPLICANT'S COPY

Available Area		
MAP	BLOCK	UNITS
ARMIDALE	2755	abcd fghj nop stu xyz
ARMIDALE	2827	cde hjk op tu yz



EXCLUSIONS:
Any licence granted excludes NATIONAL PARKS as at grant date.

LEGEND
ELA6095 - Available Area

SPATIAL SERVICES
RESOURCE OPERATIONS

N

APPLICATION AREA: 29 UNITS
AREA AVAILABLE FOR GRANT: 29 UNITS

0 1 2 3 4 5
kilometres

A4 Print

Prepared by: G.Barrett 9-SEP-2020
Revised by: R.Bhatia 15-MAR-2021

DISCLAIMER: The compilation of information shown on this diagram is derived from plans and data, some of which has been produced and provided by third parties.Title boundaries have been adjusted to maintain their relationship with the digital cadastral database in some circumstances, thereby creating certain inaccuracies in the data. The Department and the State of New South Wales make no statement, representation or warranty that the titles information shown on this diagram is complete, accurate or free from error. Users rely on the titles information supplied on this diagram at their own risk. The Department and the State of New South Wales accepts no responsibility for any person, acting on, or relying on, or upon any of the titles information shown on this diagram, and disclaim all liability for any loss, damage, cost, expense or injury (including death) incurred or arising by reason of any person using or relying on the titles information contained on this diagram by reason or by any error, omission, defect or misstatement (whether such error, omission or misstatement is caused by or arises from negligence, lack of care or otherwise). Users should always verify historical material by making and relying upon their own separate inquiries prior to making any important decisions or taking any action on the basis of titles information.

GENERAL CONDITIONS

Work Program

1. The licence holder must carry out the operations, and any other activities, described in the Work Program and comply with any commitments in relation to the conduct of operations specified in the Work Program, as for the time being in force, in respect of this licence.

Native Title

2. The licence holder must not prospect on any land or waters within the exploration area on which Native Title has not been extinguished under the *Native Title Act 1993 (Cth)* without the prior written consent of the Minister.

Community Consultation

3. The licence holder must carry out community consultation in relation to the planning and conduct of activities under this licence in accordance with the *Exploration Code of Practice: Community Consultation (March 2016)*.

Protection of the Environment

4. The licence holder must prevent, or if that is not reasonably practicable, minimise so far as is reasonably practicable, any harm to the environment arising from activities carried out under this licence.

Security

5. The licence holder must provide a security deposit to secure funding for the fulfilment of obligations under this licence (including obligations that may arise in the future) as follows:

(a) Amount: **$10,000**
(b) Licence holder's entitlement to interest: none.

Rehabilitation

6. The licence holder must carry out rehabilitation of all disturbance caused by activities carried out under this licence in accordance with the requirements in Part B of the *Exploration Code of Practice: Rehabilitation (July 2015)* to the satisfaction of the Minister.

Environmental Incident Reporting

7. The licence holder must provide environmental incident notifications and reports to the Secretary no later than seven days after those notifications and reports are provided to relevant authorities under the *Protection of the Environment Operations Act 1997*.

Annual Activity Reporting

8. Unless otherwise approved by the Secretary, the licence holder must submit annual activity reports prepared in accordance with the *Exploration Guideline: Annual Activity Reporting for Prospecting Titles (July 2015)* at the following times:

(a) Annually, within one calendar month following the grant anniversary date of this licence;
(b) On any other date or dates directed by the Secretary in writing; and
(c) Within one calendar month following the cancellation or expiry of this licence.

Change in Control

9. If the licence holder is a corporation or a trust, the Minister's prior written approval is required before any:

(a) Change in effective control of the licence holder; or
(b) Foreign acquisition of substantial control in the licence holder.

The Minister’s approval is not required where a change in effective control of the licence holder, or a foreign acquisition of substantial control of the licence holder, occurs as a result of the acquisition of shares or other securities on a registered stock exchange.

Coal Seam Discovery

10. If a coal seam is discovered in the exploration area, the licence holder must:

(a) immediately inform the Secretary of the discovery, and
(b) as soon as reasonably practicable after the discovery, furnish written particulars of the discovery to the Secretary.

SPECIAL CONDITIONS

Nil

FURTHER APPROVALS

Further approvals and consents may be granted after the commencement of this licence.

The licence holder is required to comply with all approvals and consents which have been granted after commencement of this licence.

WORK PROGRAM

In accordance with Condition 1 of this licence the approved Work Program is the document identified by the identification number:

WP-EL9215-2021-2023