

12 March 2018

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Our Ref: WEM:7162821

Dear Sirs

## **Public Offer & ASX Re-Listing – Solicitor’s Report on Central Yilgarn Iron Project Tenements**

This solicitor’s report on tenements (**Report**) is prepared for inclusion in a prospectus to be prepared and lodged by Jupiter Mines Limited (ACN 105 991 740) (**Company**) for the sale of fully paid ordinary shares in the Company (**Prospectus**).

### **1. Scope**

We have been instructed to report on the West Australian mining tenements held by the Company (**Tenements**) comprised in its Central Yilgarn Iron Project.

Jackson McDonald has conducted due diligence investigations on the Tenements in accordance with the instructions of the Company. This Report is limited to the scope of those investigations as set out in section 2 of this Report and is subject to the qualifications and assumptions described in section 9.

Key details of the Tenements are set out in **Annexure A** of this Report.

### **2. Searches**

For the purpose of this Report, we have undertaken the following searches and enquiries (**Searches**):

- (a) searches of the mining tenement register maintained by the Western Australian Department of Mines, Industry Regulation and Safety (**DIS**) in respect of each of the Tenements. These searches were conducted on 9 January 2018. Further DIS tenement searches were conducted for each of the Tenements on 1 March 2018. We have summarised the key details of the status of each Tenement in **Annexure A** of this Report;
- (b) we obtained extracts of registered native title claims over the areas of the Tenements. This information was obtained on 12 and 14 January 2018. We have summarised the key details of relevant native title claims in **Annexure B** of this Report. There were no relevant native title determinations to report on;

- (c) searches of the Aboriginal Heritage Inquiry System maintained by the Department of Aboriginal Affairs (**DAA**) for Aboriginal heritage sites registered over the areas of the Tenements. These searches were conducted on 10 and 11 January 2018. Details of Aboriginal heritage sites on the areas of the Tenements are set out in **Annexure C** of this Report;
- (d) quick appraisal user searches of the Tengraph system maintained by the DIS in respect of each of the Tenements. These searches were conducted on 12 January 2018. Further quick appraisal user searches of the Tengraph system were conducted for each of the Tenements on 1 March 2018. We have summarised the key details of the relevant appraisal information in relation to each Tenement, including encroachments, in **Annexure A** and **Annexure D** of this Report; and
- (e) we reviewed all material agreements relating to the Tenements which were provided to us by the Company for the purposes of this Report. We have summarised these agreements in **Annexure E** of this Report.

### 3. **Executive summary and opinion**

As a result of our Searches, we are of the opinion that the information included in this Report is, as at the date of our Searches, accurate as to the status of the:

- (a) validity and standing of the Tenements;
- (b) Company's interest in the Tenements;
- (c) encumbrances and dealings in the Tenements;
- (d) Native Title claims within the area of the Tenements;
- (e) encroachments of third party land uses onto the area of the Tenements; and
- (f) registered heritage sites within the area of the Tenements.

Key details of the Tenements are summarised in **Annexure A**.

### 4. **Tenements granted under the Mining Act**

Mineral exploration and development in Western Australia (other than that amended by certain State Agreement Acts) is regulated and administered under the *Mining Act 1978 (WA)* (**Mining Act**). The Mining Act makes provision for the grant of a number of different tenements, including prospecting and special gold prospecting licences, exploration, retention and miscellaneous licences and mining and general purpose leases.

The Tenements comprise miscellaneous licences, general purpose leases and two mining leases granted under the Mining Act, which we discuss generally in this section 4.

#### 4.1 **Mining leases**

The Company is the registered holder of mining leases M 29/408 and M 29/414.

- (a) Grant of rights:

Section 85 of the Mining Act sets out the rights of the holder of a mining lease and includes the right for the holder to do all acts and things necessary to carry out mining operations effectively.

Under section 74(1) of the Mining Act, an application for a mining lease shall be accompanied by a mining proposal or a statement in accordance with section 74(1a) of the Mining Act and a mineralisation report or resource report. The statement under section 74(1a) of the Mining Act must set out information regarding the mining operation likely to be carried out, including:

- (i) when mining is likely to commence;
- (ii) the most likely method of mining; and
- (iii) the location and the area of land that is likely to be required for the operation of the plant, machinery and equipment and for the other activities associated with those mining operations.<sup>1</sup>

Since the decision in *Forrest & Forrest Pty Ltd v Wilson*<sup>2</sup> (**Forrest**) was handed down in 2017, non-compliance with the requirement to submit all supporting documentation simultaneously with the application for a mining lease would render invalid mining leases granted by the Minister.

A strict application of *Forrest* would suggest that this may only be an issue in respect of mining leases granted after 2004 when the Mining Act was amended to require the simultaneous lodgement of supporting documents with a mining lease application. However, all other compliance requirements in respect of applications for mining leases, their earlier titles from which they originate, and any other mineral titles will present a similar risk and may require verification or further investigation. Strict compliance with these preliminary matters relating to the grant of a mining lease will render a mining lease which may appear to have been validly granted, invalid. It should be noted that we have not investigated whether there were strict compliance with all preliminary matters to the grant of mining leases M 29/408 and M 29/414.

However, it should also be noted that, on the transfer of a mining lease, the new transferee holder may obtain indefeasibility of title against any prior defects resulting from the strict non-compliance with the requirements for application by way of section 116(2) of the Mining Act.

The lessee of a mining lease may work and mine the land, take and remove minerals and do all things necessary to effectually carry out mining operations in, on or under the land, subject to conditions of title.<sup>3</sup>

(b) Term:

A mining lease remains in force for a period of 21 years and may be renewed for successive periods of 21 years.<sup>4</sup> There is no limit to the number of mining leases a person or company may hold.

(c) Ability to transfer:

The lessee of a mining lease must not transfer or mortgage a legal interest in the land affecting the mining lease without the prior written consent of the Minister (or an officer of the DIS acting with the authority of the Minister).<sup>5</sup> The failure to comply with this condition is a breach of the mining lease on the part

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<sup>1</sup> Section 74(1a) of the Mining Act

<sup>2</sup> [2017] HCA 30

<sup>3</sup> Sections 85(1)(a), (b), (d) and 85(2) of the Mining Act

<sup>4</sup> Section 78(1) of the Mining Act

<sup>5</sup> Section 82(1)(d) of the Mining Act

of the lessee. However, there is no prohibition under the Mining Act against such transfer or mortgage of a legal estate in the land. Therefore, such transfer or mortgage will not be void, but the failure to obtain the Minister's prior written consent is a ground for forfeiture of the lease by reason of a breach of covenant.<sup>6</sup>

(d) Bonds:

Section 84A(1) of the Mining Act requires the applicant of a mining lease to lodge a bond with the Mining Registrar within 28 days after lodging the application. The bond must be in the form of a guarantee by a bank or other approved financial institution and showing the name of the lessee/licensee. The amount of this security is a prescribed amount and is currently set at \$5,000 for each tenement.<sup>7</sup>

Failure to lodge the bond in respect of an application for a mining lease is not an offence under the Mining Act.<sup>8</sup> However, the failure to lodge the security can result in forfeiture of the tenement.

## 4.2 General purpose leases

The Company is the registered holder of four general purpose leases: G 29/21, G 29/22, G 29/23 and G 37/36.

(a) Grant of rights:

An application for the grant of a general purpose lease in respect of any land is made in the same manner as a mining lease application.<sup>9</sup> Such a lease entitles the lessee to the exclusive occupation of the land in respect of which the general purpose lease is granted, being one or more of the following purposes as prescribed by the Mining Act:<sup>10</sup>

- (i) for erecting, placing and operating machinery thereon in connection with the mining operations carried on by the lessee in relation to which the general purpose lease was granted;
- (ii) for depositing or treating thereon minerals or tailings obtained from any land in accordance with this Act; and
- (iii) for using the land for any other specified purpose directly connected with mining operations.

The purpose or purposes for which a general purpose lease is granted is specified in the lease.<sup>11</sup>

The Company's four general leases the subject of this Report are each granted for a broad array of purposes connected with mining operations.

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<sup>6</sup> Section 82(1)(g) of the Mining Act

<sup>7</sup> Regulation 112(2) of the Mining Regulations 1981

<sup>8</sup> Section 84A(5) of the Mining Act

<sup>9</sup> Section 86(4) of the Mining Act; Section 4.1(a) of this Report

<sup>10</sup> Section 87(1) of the Mining Act

<sup>11</sup> Section 87(2) of the Mining Act

(b) Term:

Each of the Company's four general leases have been granted for periods of 21 years or until sooner surrendered or forfeited.<sup>12</sup> Upon application, the Minister must renew a general purpose lease for a further 21 years and may renew a lease for 21 year periods thereafter.<sup>13</sup>

(c) Ability to transfer:

The consent of the Minister is required to transfer a general purpose lease.<sup>14</sup>

#### 4.3 Miscellaneous licences

The Company is the registered holder of 23 miscellaneous licences in total. These comprise the remainder of the Tenements.

(a) Grant of rights:

The holder of a miscellaneous licence is only entitled to carry out the activities for the purpose specified in the miscellaneous licence.<sup>15</sup>

(b) The miscellaneous licences held by the Company have been granted for the following purposes:

Applicable Tenements	Purpose
L29/106, L29/116, L29/117, L29/118, L29/119, L29/121, L29/123	A road
L29/120, L29/122, L29/78 L29/79, L29/81, L29/99, L36/214, L36/215, L36/216, L36/217, L37/203, L57/45, L57/46	A search for groundwater
L29/100, L29/131, L29/132	Multiple purposes

Miscellaneous licences can be granted over land directly subject to an existing tenement.<sup>16</sup> Although the grant of a miscellaneous licence over part of a mining lease, exploration licence or prospecting licence does not prevent the holder of the mining lease, exploration licence or prospecting licence from carrying out its activities over that area, those activities should not interfere with the permitted activities of the miscellaneous licence holder. Therefore, it may restrict certain activities of a tenement holder over the same area.

(c) Term:

A miscellaneous licence remains in force for a period of 21 years and may be renewed for successive periods of 21 years.<sup>17</sup>

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<sup>12</sup> Section 88(1)(b) of the Mining Act

<sup>13</sup> Section 88(2) of the Mining Act

<sup>14</sup> Regulation 36(c) the Mining Regulations 1981

<sup>15</sup> Section 91(3)(b) of the Mining Act

<sup>16</sup> Section 91(7) of the Mining Act

<sup>17</sup> Section 91B of the Mining Act

#### 4.4 Conditions and endorsements

- (a) Mining tenements are granted subject to various conditions prescribed under the Mining Act, including payment of rent, minimum expenditure conditions and the meeting of reporting requirements. The current conditions, endorsements and expenditure details applicable to the Tenements are set out in Annexure A. The majority of these conditions and endorsements are considered standard for such tenements.
- (b) Of particular note is that mining leases are subject to a prescribed minimum annual expenditure commitment. This requirement applies to granted tenements only and the labour cost of the tenement holder's own work on the tenement may be treated as expenditure.
- (c) If a licensee or lessee cannot meet the expenditure obligations, he or she may apply for an exemption from all or part of the commitment under section 102 of the Mining Act. An application must be made within 60 days after the end of the year to which the proposed exemption relates.<sup>18</sup>
- (d) Reasons for granting an exemption on a mining tenement include:
  - (i) title is in dispute;
  - (ii) time is required to evaluate the work done, plan future exploration or mining or raise capital;
  - (iii) time is required to purchase and erect plant and machinery; and
  - (iv) the ground is for any sufficient reason unworkable.<sup>19</sup>
- (e) As noted in Annexure A, the Company's two mining leases (M 29/408 and M 29/414) are the only tenements subject to this report with a minimum expenditure condition. The Company has complied with its minimum expenditure obligations on both leases since they were granted, subject to the following exceptions:
  - (i) with respect to M 29/414, an exemption from the expenditure requirement for the year 2016 was granted on 31 August 2017; and
  - (ii) with respect to both M 29/408 and M 29/414, applications for exemption from the expenditure requirement for the year 2017 were lodged with the DIS on 22 January 2018. We are instructed that the Company expects that the exemptions will be granted in due course. It may be a matter of several months before the exemption is granted.
- (f) We note that tenement conditions can be changed. The information contained in Annexure A is accurate as at the date of the most recent of Searches for each Tenement.

#### 4.5 Iron ore authorisation under s111 of the Mining Act

The Mining Act generally excludes the holder of a mining tenement from prospecting, exploring or mining for iron on the land the subject of the tenement. However, under section 111 of the Mining Act the Minister may, by instrument in writing, authorise the holder of a prospecting licence, exploration licence, retention licence or mining lease

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<sup>18</sup> Regulation 54(1a) of the Mining Regulations

<sup>19</sup> Section 102(2) of the Mining Act

to prospect, explore or mine (as the case may be) the land that is subject to the relevant tenement for iron ore.

M 29/408 has been specifically authorised by the Minister under section 111 of the Mining Act to allow the Tenement holder to explore and mine for iron within the tenement area.

M 29/414 contains an endorsement that the Lessee, pursuant to the approval of the Minister responsible for the Mining Act 1978 under Section 111 of the Mining Act 1978, is authorised to work and mine for iron.

#### **4.6 Mining Rehabilitation Fund**

Holders of mining leases under the Mining Act are required by the Mining Rehabilitation Act 2012 (WA) to report prescribed disturbance data in relation their activities and pay a mining rehabilitation levy each year.<sup>20</sup>

The amount of the mining rehabilitation levy payable is calculated at 1% of the rehabilitation liability estimate of the tenement, as determined by the Mining Rehabilitation Fund Regulations 2013 (WA).<sup>21</sup> Tenements with a rehabilitation liability estimate below a threshold of \$50,000 must report disturbance data but are not required to pay a levy.<sup>22</sup>

### **5. Encroaching land use**

#### **5.1 Pastoral leases**

- (a) As noted in Annexure A and Annexure D, the Searches indicate that a number of the Tenements encroach on land that is the subject of pastoral leases.
- (b) Unless the Warden otherwise directs, the holder of a granted mining tenement is not permitted to conduct activities on or interfere with any area which is the subject of any Crown land, including a pastoral lease, on or within a depth of 30 metres of the natural surface of any land which is:
  - (i) under crop or within 100 metres thereof;
  - (ii) used as or located within 100 metres of a yard, stockyard, garden, cultivated field, orchard, vineyard, plant nursery, plantation airstrip or airfield;
  - (iii) within 100 metres of any land that is in occupation and on which a house or other substantial building is erected;
  - (iv) within 100 metres of a cemetery or burial ground; or
  - (v) the site of or within 400 metres of a dam, bore, well or spring,except with the written consent of the occupier of that land.<sup>23</sup>
- (c) It is not possible to determine from the Searches the extent to which any areas of the Tenements which encroach on pastoral leases fall within any of the areas specified in 5.1(b). The Company will need the consent of the relevant

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<sup>20</sup> Sections 12 and 13 of the Mining Rehabilitation Act 2012 (WA)

<sup>21</sup> Section 4(1) of the Mining Rehabilitation Fund Regulations 2013 (WA)

<sup>22</sup> Section 4(3) of the Mining Rehabilitation Fund Regulations 2013 (WA)

<sup>23</sup> Section 20(5) of the Mining Act

pastoral leaseholder in order to conduct significant exploration or development activities within any such areas.

In this respect, the Company has entered into two compensation agreements with pastoral leaseholders. These agreements are summarised in Annexure E of this Report.

## 5.2 Environmentally sensitive areas

The Searches indicate that a number of the Tenements encroach on land which is classified as reserves or other types of environmentally sensitive areas including Parklands, Commons, Stock Routes and Townsites. Annexure D is a summary of all encroachments identified by the Searches. Whether an encroachment applies to a particular tenement is identified by the 'encroachments' column in Annexure A.

The terms of the Tenements granted over such areas only permit certain activities with the prior written consent of the Minister responsible for the Mining Act, which may impose conditions on the undertaking of such activities.

## 6. Native title

### 6.1 Native title generally

The common law of Australia recognises a form of native title which, in circumstances where it has not been extinguished, reflects the entitlement of Australia's indigenous inhabitants, in accordance with their laws or customs, to their traditional lands.<sup>24</sup> Native title may be wholly or partially extinguished by the valid exercise of governmental powers provided there was a clear and plain intention to do so.<sup>25</sup>

The *Native Title Act 1993* (Cth) (**Native Title Act**):

- (a) provides a procedural framework for indigenous people to claim native title rights in relation to land and water, and then for the courts to determine who the rightful claimants are and what their native title rights are;<sup>26</sup>
- (b) validates past actions by the Commonwealth and State governments which, because of the existence of native title, would otherwise be invalid;<sup>27</sup>
- (c) provides a framework within which Commonwealth and State governments can undertake future actions that may impact on native title,<sup>28</sup> and
- (d) provides a mechanism by which holders of native title can claim, and have determined, compensation for acts done that in some way impact on their native title rights.<sup>29</sup>

The Native Title Act sets out the procedures which must be followed when lodging an application for a determination of native title. These procedures require the Federal Court to refer a native title claim to the Native Title Registrar who must apply the

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<sup>24</sup> *Mabo v Queensland (No 2)* (1992) HCA 23

<sup>25</sup> Section 22A and 22F of the Native Title Act

<sup>26</sup> Parts 3 and 4 of the Native Title Act

<sup>27</sup> Part 2, Division 2 of the Native Title Act

<sup>28</sup> Part 3, Division 3 of the Native Title Act

<sup>29</sup> Part 3, Division 5 of the Native Title Act



registration test set out in the Native Title Act.<sup>30</sup> If the Native Title Registrar considers that a claim satisfies the registration test, the claim is entered on the Register of Native Title claims maintained by the National Native Title Tribunal (NNTT).<sup>31</sup> Upon registration, a native title claimant is afforded various procedural rights under the Native Title Act including the “right to negotiate”.<sup>32</sup> Once a claim is registered, a claimant must prove its claim in the Federal Court, in order to have native title determined.<sup>33</sup>

The Western Australian Parliament has enacted the *Titles (Validation) and Native Title (Effect of Past Acts) Act 1995* (WA) which adopts the Native Title Act in Western Australia.

## 6.2 The right to negotiate process and the expedited procedure

- (a) Any mining tenement granted after 23 December 1996 is required to comply with the Native Title Act and the applicable State procedures in order to be validly granted.<sup>34</sup> The primary procedures are collectively known as the “right to negotiate”.<sup>35</sup> For those mining tenements granted between 1 January 1994 and 23 December 1996, they will also need to have complied with the Native Title Act and applicable State procedures unless the grant of the mining tenement came about as result of an earlier creation of a right to mine before 23 December 1996.<sup>36</sup>
- (b) Upon registration of a native title claim, the claimant is entitled to the “right to negotiate” with respect to certain acts that may affect native title.<sup>37</sup> Acts such as the grant of a mining lease or exploration licence are referred to as “future acts” under the Native Title Act.<sup>38</sup> If the “right to negotiate” procedure applies and is not complied with, the relevant act will be invalid to the extent that it affects native title.<sup>39</sup> The grant of a mining tenement is an act that may affect native title and is likely to attract the “right to negotiate” procedure unless the mining tenement is wholly over native title clear land or land over which native title has been extinguished.<sup>40</sup>
- (c) The “right to negotiate” procedure involves the publishing or advertising of a notice of the proposed grant of a tenement in various publications.<sup>41</sup> A 6 month period then applies to allow for negotiations between the tenement applicant, the State government and any registered native title claimant. If an agreement cannot be reached between the parties, the matter may be referred to arbitration before the NNTT. The NNTT then has a further 6 months in which to reach a decision. The full “right to negotiate” process will apply to applications for mining leases and some mineral development licences.<sup>42</sup>

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<sup>30</sup> Part 3, Division 1, section 63 of the Native Title Act

<sup>31</sup> See Part 5 of the Native Title Act

<sup>32</sup> Subdivision P of the Native Title Act

<sup>33</sup> Part 2, Div 1, section 13 of the Native Title Act

<sup>34</sup> Section 24OA; Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

<sup>35</sup> Section 24OA; Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

<sup>36</sup> Section 26D(1)(b) of the Native Title Act

<sup>37</sup> Part 2, Division 3, Subdivision P, section 25 of the Native Title Act

<sup>38</sup> Section 233 of the Native Title Act

<sup>39</sup> Section 25(4) of the Native Title Act

<sup>40</sup> Section 226 of the Native Title Act

<sup>41</sup> Part 2, Division 3, Subdivision P, section 29 of the Native Title Act

<sup>42</sup> Generally refer to Part 2, Division 3, Subdivision P of the Native Title Act

- (d) Falling under the “right to negotiate” procedure is the “expedited procedure”. This will generally apply to exploration activities. It is known as a fast track procedure, which can apply to certain “future acts” that are:
  - (i) unlikely to interfere directly with the community or social activities of the relevant native title holders;
  - (ii) unlikely to interfere with areas or sites of particular traditional significance to the relevant native title claimants; or
  - (iii) involve major disturbance to any land or waters or create rights that are likely to involve major disturbance to any land or waters concerned.<sup>43</sup>
- (e) A notice under section 29 of the Native Title Act may include a statement that the State considers the intended grant of the exploration tenement attracts the expedited procedure.<sup>44</sup> The native title party may, within 4 months of the notification date, lodge an objection with the NNTT against the inclusion of the expedited procedure statement. If, after considering the objection, the NNTT determines that the grant of the tenement does not attract the expedited procedure, then the State, the applicant and the native title party must negotiate in good faith with a view to obtaining agreement of the native title party to the grant of the tenement.<sup>45</sup>
- (f) If the objection is unsuccessful or there is no objection lodged within 4 months of the notification date, then the act can proceed without a negotiation process between the applicant and the native title claimants.<sup>46</sup>
- (g) We note that all Tenements were granted (or applied for) after 23 December 1996. We have therefore assumed that the relevant procedures prescribed under the Native Title Act have been followed in relation to each of the Tenements (including the applications).

### **6.3 Indigenous land use agreements**

The right to negotiate process will not have to be followed if an indigenous land use agreement (**ILUA**) is in place with regard to the relevant native title claimants and is registered with the NNTT. An ILUA is an agreement between the native title group and other parties such as the State Government, which deals with native title and the use and management of land. It can also deal with other matters such as coexistence and future developments. If an ILUA is in place with regard to a tenement the holder of the tenement will be required to comply with the terms of that agreement.<sup>47</sup>

As at the date of this Report, no ILUAs have been entered into in relation to any of the Tenements.

### **6.4 Results of Native Title Searches**

The Native Title Searches indicate that:

- (a) miscellaneous licences 29/99 and 36/214 are within the external boundaries of the Wutha Native Title Claim (WAD6064/1998); and

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<sup>43</sup> Section 237 of the Native Title Act

<sup>44</sup> Part 2, Division 3, Subdivision P, section 29 of the Native Title Act

<sup>45</sup> Part 2, Division 3, Subdivision P, section 31 of the Native Title Act

<sup>46</sup> Part 2, Division 3, Subdivision P, section 32 of the Native Title Act

<sup>47</sup> Refer to Part 2, Division 3, Subdivision P of the Native Title Act

- (b) general purpose lease 29/21 is within the external boundaries of the Maduwongga Native Title Claim (WAD186/2017).

Jupiter has not applied to be a party to either claim.

## 7. **Aboriginal heritage**

The principal articles of legislation which provide for the protection of sites of Aboriginal heritage or significance located on Tenements are:

- (a) the *Aboriginal Heritage Act 1972 (WA)* (**WA Heritage Act**); and
- (b) the *Aboriginal and Torres Strait Islander Heritage Act 1984 (Cth)* (**Commonwealth Heritage Act**).

Under the WA Heritage Act, it is an offence for any person to do any act which excavates, destroys, damages or conceals any Aboriginal site or in any way alters, removes, or damages any objects on or under an Aboriginal site. The holder of a licence or lease granted under the Mining Act must obtain the consent of the Minister under section 18 of the WA Heritage Act if it proposes to conduct any activities on the tenement which are likely to result in any such impacts to an Aboriginal site or objects on or under a site.

Under the Commonwealth Heritage Act, the Federal Minister for Aboriginal Affairs may make interim or permanent declarations to preserve and protect Aboriginal areas and objects, and it is an offence if any person contravenes such a declaration by the Minister.

The results of the heritage searches undertaken for the purpose of this Report are summarised in Annexure C. The results may not reflect all of the Aboriginal heritage sites and objects located on or under the areas of the Tenements as there is no obligation under the WA Heritage Act or the Commonwealth Heritage Act to register sites or objects of Aboriginal significance.

The existence of Aboriginal heritage sites and objects or any other areas of Aboriginal cultural sensitivity may restrict the Company's ability to conduct mining activities on the Tenements.

## 8. **Assumptions and qualifications**

The statements and comments in this Report are based solely on information derived from the Searches described in section 2 of this Report.

We are not in a position to confirm the reliability, accuracy or completeness of the information provided to us. Any comments made or opinions expressed assume that the information provided to us is reliable, accurate and complete.

Our report is subject to the following qualifications and assumptions:

- (a) We have not expressed, and should not be taken as having expressed, any opinions as to the validity, binding effect, legality or enforceability of any documents or agreements. At the date of this Report, we have assumed that each document or agreement is properly executed and that each is valid, binding, lawful and enforceable under any applicable laws.
- (b) We have only considered native title rights to the extent that they were recorded in the results of the Searches described in section 2 of this Report.

- (c) We have not undertaken the extensive research necessary to establish if native title claims may be made in the future over the area of the Tenements. We have not researched the area of the Tenements or undertaken searches to determine whether any native title and Aboriginal heritage sites or objects may exist in the areas covered by the Tenements that are currently not registered.
- (d) Other than as set out in this Report, we have not conducted searches of any publicly available information related to the Tenements or any of the parties described in this Report.
- (e) We have assumed the results of our Searches are accurate as at the date of our Searches. We have also relied on the information in the registers being maintained by the relevant agencies and bodies (upon which the Searches are based) being accurate, complete and up to date.
- (f) We have not undertaken an investigation as whether the Company complied with all the strict requirements in respect of and when it submitted its applications for the Tenements. Please refer to our comments at section 4.1(a) of this Report for further information in this regard.
- (g) The records of the relevant agencies and bodies may not be complete or up to date and may not record details of all interests and encumbrances, lodged for registration or which may otherwise be enforced against the Tenements.
- (h) That we have made an assumption in this Report does not imply that we have made any enquiry to verify any assumption or are not aware of any circumstance which would affect the correctness of any assumption.
- (i) Other contractual rights in relation to the Tenements may exist that will not be reflected on the relevant mining registers. This is because it is not possible to register any contractual right, transfer or dealing in relation to an application for a mining tenement.
- (j) We cannot comment on whether any changes have occurred in respect of the Tenements between the date on which the Searches were conducted and the date of this Report.
- (k) We have assumed that the information supplied to us (including the responses to the requests for documents) is complete and accurate and is not misleading or deceptive by omission or otherwise.
- (l) The scope of this Report has necessarily precluded us from making more extensive investigations. Our investigations may not have revealed all matters that a more extensive investigation might disclose.

## 9. Consent

This Report is given solely for the benefit of the Company in connection with the Prospectus. It is not to be relied on or used for any other purpose or quoted or referred to in any public document or filed with any government body or other person without our prior consent.

Yours faithfully

  
Jackson McDonald

## Annexure A to Solicitor's Report – Tenements

Tenement	Registered Holder	Shares Held /100	Grant Date	Expiry Date	Area (Ha) <sup>48</sup>	Minimum Expenditure Requirements	Rent for Year End 2019 <sup>49</sup>	Encroachments (see Annexure D)	Notes
<b>Kalgoorlie</b>									
G29/21	Jupiter	100	23/03/2010	22/03/2031	95.00	N/A <sup>50</sup>	\$1,482.00	3, 6, 52-53, 57, 66, 80, 101, 103, 110-111, 118	1-4, 5(a), 6-31
G29/22	Jupiter	100	6/09/2012	5/09/2033	9,631.00	N/A	\$150,243.60	54, 56, 60, 63, 64, 67, 68, 98, 100	1-4, 5(b), 18-28, 29(c), 30, 34-40
G29/23	Jupiter	100	7/02/2013	6/02/2034	1,255.50	N/A	\$19,593.60	56, 63, 100	1-4, 18-28, 29(b), 30, 34-40
L29/100	Jupiter	100	11/11/2011	10/11/2032	775.00	N/A <sup>51</sup>	\$12,090.00	49-50, 56, 79, 100	2-4, 18-28, 30, 32(b, c), 34, 40-63
L29/106	Jupiter	100	20/06/2012	19/06/2033	119.44	N/A	\$1,872.00	49, 56, 98, 100	2-4, 5(c), 28, 30, 34-37, 39-47
L29/116	Jupiter	100	3/01/2013	2/01/2034	25.48	N/A	\$405.60	3, 66, 76, 80, 110-111	4, 5(d), 6-13, 18-28, 30, 34-37, 39-40, 42-43, 47, 65-66, 68-70
L29/117	Jupiter	100	7/12/2012	6/12/2033	90.14	N/A	\$1,419.60	3, 11, 75-77, 82, 89, 101, 118	2-4, 5(e), 18-28, 30, 34-37, 39-40, 42-43, 47, 65, 70
L29/118	Jupiter	100	9/11/2012	8/11/2033	11.67	N/A	\$187.20	3, 48, 56, 66, 68, 70	4, 5(f), 28, 30, 34-37, 39-40, 42-43, 47, 65-66, 68
L29/119	Jupiter	100	30/07/2013	29/07/2034	52.76	N/A	\$826.80	49, 54, 60, 68, 98	2,3, 5(g), 28, 30, 34-37, 39-40, 42-43, 47, 65, 71-73
L29/120	Jupiter	100	7/02/2013	6/02/2034	21,720.05	N/A	\$10,860.50	54, 71, 100, 105	2-4, 5(h), 28, 30, 34-37, 39-40, 63, 65, 71-74

<sup>48</sup> All figures rounded to two decimal places.

<sup>49</sup> Rent for year end 2018 has been paid in full on all tenements.

<sup>50</sup> No expenditure commitment is required for general purpose leases.

<sup>51</sup> No expenditure commitment is required for miscellaneous licences.

Tenement	Registered Holder	Shares Held /100	Grant Date	Expiry Date	Area (Ha) <sup>48</sup>	Minimum Expenditure Requirements	Rent for Year End 2019 <sup>49</sup>	Encroachments (see Annexure D)	Notes
L29/121	Jupiter	100	30/07/2013	29/07/2034	64.31	N/A	\$1,014.00	49, 54, 60, 67, 97, 98, 120	2-4, 5(i), 18-28, 30, 33-37, 39-40, 42-43, 47, 65, 70
L29/122	Jupiter	100	3/04/2014	2/04/2035	6,590.72	N/A	\$3,295.50	13-14, 19-20, 27, 56, 73, 88, 100, 122	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74
L29/123	Jupiter	100	26/03/2013	25/03/2034	23.13	N/A	\$374.40	3, 76, 82-83	4, 18-28, 30, 34-37, 39-47, 65-66, 70, 75
L29/131	Jupiter	100	17/12/2015	16/12/2036	542.00	N/A	\$8,455.20	56,100	2-4, 5(j), 28, 30, 34-37, 39-40, 42-43, 47-49, 50-51, 63, 66, 71-73 64, 74
L29/132	Jupiter	100	8/11/2016	27/11/2028	300.52	N/A	\$4,695.60	56,100	2-4, 28, 30, 34-35, 38-40, 42-43, 47, 50-51, 72-74, 78-79
L29/78	Jupiter	100	24/06/2010	23/06/2031	6,341.00	N/A	\$3,170.50	1, 9, 54, 62, 97, 120, 123	2-4, 28, 30, 63, 74, 80-82
L29/79	Jupiter	100	24/08/2010	23/08/2031	6,886.00	N/A	\$3,443.00	49, 54, 67, 68, 81, 97, 98, 120	2, 4, 28, 30, 37, 54-55, 63, 74, 81-85
L29/81	Jupiter	100	12/09/2011	11/09/2032	26,020.34	N/A	\$13,010.50	29, 59, 90, 97, 98, 120, 121	2-4, 5(k), 19-20, 28, 30, 50, 63, 74, 81-83, 86
L29/99	Jupiter	100	24/02/2012	23/02/2033	64,550.49	N/A	\$32,275.50	12-13, 15-19, 21-26, 28, 56, 73, 100, 105-107, 122	2-4, 19-20, 28, 30, 35, 37, 40, 48, 50-51, 54-55, 63, 74, 82, 87(a), 88
M29/408-I	Jupiter	100	28/11/2007	27/11/2028	300.65	\$30,100 Yr end 27/11/2018	\$5,297.60	56, 63, 100	1-4, 18-28, 30, 33, 71-73, 87(b), 89-94
M29/414-I	Jupiter	100	25/11/2011	24/11/2032	6,459.50	\$646,000.00 Yr end 24/11/2018	\$113,696.00	2, 54, 56, 58, 60-61, 97-98, 100	<i>Subject to a consent caveat (436559) lodged by APG Aus No 4 Pty Ltd – refer Agreement 4 of Annexure E</i> 1-4, 5(l), 18-28, 30, 33, 71-73, 87(c), 89-90, 94-96
<b>Leonora</b>									
L36/214	Jupiter	100	17/06/2013	16/06/2034	19,703.86	N/A	\$9,852.00	30-32, 96, 116	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74
L36/215	Jupiter	100	1/08/2013	31/07/2034	29,849.54	N/A	\$14,925.00	46, 96, 102, 112	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74, 97-99

Tenement	Registered Holder	Shares Held /100	Grant Date	Expiry Date	Area (Ha) <sup>48</sup>	Minimum Expenditure Requirements	Rent for Year End 2019 <sup>49</sup>	Encroachments (see Annexure D)	Notes
L36/216	Jupiter	100	1/08/2013	31/07/2034	17,632.43	N/A	\$8,816.50	4, 33, 73, 96	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74
L36/217	Jupiter	100	1/08/2013	31/07/2034	5,882.25	N/A	\$2,941.50	5, 33-34, 96, 112	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74, 97-99
G37/36	Jupiter	100	17/01/2011	16/01/2032	358.62	N/A	\$5,600.40	7, 10, 95, 117, 123	1-4, 28, 29(b), 30, 35, 38, 54-62, 85, 90, 100-113
L37/203	Jupiter	100	27/06/2011	26/06/2032	68,952.89	N/A	\$34,476.50	24, 28, 35-36, 70-71, 74, 92-93, 95, 99-100, 105-107	2-4, 5(m), 8-11, 13, 28, 30, 33, 37, 40, 54-55, 63, 74, 81, 84-85, 87(d), 114-115
<b>Mount Magnet</b>									
L57/45	Jupiter	100	19/08/2013	18/08/2034	8,703.48	N/A	\$4,352.00	8, 37-41, 47, 51, 72, 84, 86, 91, 101, 109	4, 28, 30, 34-37, 39-40, 63, 65, 71-74, 97-99
L57/46	Jupiter	100	5/12/2014	4/12/2035	31,741.86	N/A	\$15,871.00	42-44, 55, 85, 87, 94, 104, 108-109, 113-114, 119	2-4, 28, 30, 34-37, 39-40, 63, 65, 71-74

**Key:**

- L - Miscellaneous Licence
- G - General Purpose Lease
- M - Mining Lease

**Notes:**

**(The following notes are summaries of the endorsements and conditions of the Tenements described on the Mining Register maintained by the DIS, as applicable in accordance with Annexure A. These notes are substantially the same as, but may differ in some respects, to the precise wording of the conditions on the Mining Register.)<sup>52</sup>**

1. Survey.
2. The Lessee/Licensee notifying the holder of any underlying pastoral or grazing lease by telephone or in person, or by registered post if contact cannot be made, prior to undertaking airborne geophysical surveys or any ground disturbing activities utilising equipment such as scrapers, graders, bulldozers, backhoes, drilling rigs; water carting equipment or other mechanised equipment.
3. The Lessee, Licensee or transferee, as the case may be, shall within thirty (30) days of receiving written notification of:
  - a) the grant of the Lease; or
  - b) registration of a transfer introducing a new Lessee;advise, by registered post, the holder of any underlying pastoral or grazing lease details of the grant or transfer.
4. The Lessee/Licensee submitting a plan of proposed operations and measures to safeguard the environment to the Director, Environment, Department of Mines and Petroleum for assessment and written approval prior to commencing any development or construction.
5. The rights of ingress to and egress from Miscellaneous Licence:<sup>53</sup>
  - a) 29/44;
  - b) 29/79, 29/106;
  - c) 29/89;
  - d) 29/118;
  - e) 29/90;
  - f) 29/116;
  - g) 29/79, 29/89 and 29/121;
  - h) L37/163;
  - i) 29/79, 29/119 and 30/47;
  - j) 29/100;

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<sup>52</sup> No historical conditions or endorsements are shown in the Notes.

<sup>53</sup> The relevant sub-section is specified in the 'Notes' column of Annexure A for each applicable tenement.



- k) 29/78;
- l) 29/77 and 29/80; or
- m) 7/129, 37/131 and 37/163

being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.

6. The prior written consent of the Minister responsible for the Mining Act 1978 being obtained before commencing any activities in respect to mining operations on the Yundaga Townsite, Unnumbered Land Act Reserves 7 and 8.
7. No mining within 30 metres of either side and to a depth of 15 metres of the Rail Corridor Land RCL/13, Goongarrie To Kookynie as shown in TENGRAPH, having consent to mine approved 23/05/2014 by the Minister responsible for the Mining Act 1978.
8. No surface excavation approaching closer to the boundary of the Safety Zone established by Condition (7<sup>54</sup>, 8<sup>55</sup>) hereof than a distance equal to three times the depth of the excavation without the prior written approval of the State Mining Engineer, DIS.
9. No interference with: the drainage pattern, and no parking, storage or movement of equipment or vehicles used in the course of mining within the Safety Zone established by Condition (7, 8) hereof without the prior approval of the operator of the railway on corridor land.
10. The Lessee/Licensee not excavating, drilling, installing, erecting, depositing or permitting to be excavated, drilled, installed, erected or deposited within the Safety Zone established in Condition (7, 8) hereof, any pit, well, pavement, foundation, building, or other structure or installation, or material of any nature whatsoever without the prior written consent of the State Mining Engineer, DIS.
11. No explosives being used or stored within one hundred and fifty (150) metres of the rail corridor land without the prior written consent of the Director, Dangerous Goods Safety Branch, DIS.
12. The rights of ingress to and egress from the rail corridor land being at all times preserved to the employees, contractors and agents of the operator of the railway on corridor land, and the Public Transport Authority of WA.
13. Such further conditions as may from time to time be imposed by the Minister responsible for the Mining Act 1978 for the purpose of protecting the rail corridor land.
14. No excavation approaching closer to the Goldfields Highway, Highway verge or the road reserve than a distance equal to twice the depth of the excavation and no mining on the Goldfields Highway, Highway verge or the road reserve.
15. Consent to activities in respect to the licence purpose on Yundaga Townsite granted 05/05/2014 by the Minister responsible for the Mining Act 1978.
16. Consent to activities in respect to the licence purpose on Rail Corridor Land 00015 and Unnumbered Land Act 7 & 8 granted 23/05/2014 by the Minister responsible for the Mining Act 1978.
17. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:

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<sup>54</sup> G 29/21 (also applicable to '7' for notes 9 and 10 to Annexure A).

<sup>55</sup> L29/116 and L 37/203 (also applicable to '8' for notes 9 and 10 to Annexure A).

- a) (MP Reg ID 46035) "Mining Proposal - Mine Support Facilities at Yunndaga Rail Siding Version 2" dated 26 February 2014 signed by Polly Hammond and retained on Department of Mines and Petroleum File No. EARS-MPMCP-46035 as Doc ID 2786026;
- b) (MCP Reg ID 45133) "Mine Closure Plan for The Mount Mason Project and Yunndaga Siding June 2014" dated 14 June 2014 signed by Ganapathy Govindarajan and retained on Department of Mines and Petroleum File No. EARS-MPMCP-46035 as Doc ID 2970150

Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.

- 18. Any alteration or expansion of operations within the lease boundaries beyond that outlined in the above document(s) not commencing until a plan of operations and a programme to safeguard the environment are submitted to the Executive Director, Environment Division, DIS for his assessment and until his written approval to proceed has been obtained.
- 19. The development and operation of the project being carried out in such a manner so as to create the minimum practicable disturbance to the existing vegetation and natural landform.
- 20. All topsoil and vegetation being removed ahead of all mining operations and being stockpiled appropriately for later respreading or immediately respread as rehabilitation progresses.
- 21. At the completion of operations, all buildings and structures being removed from site or demolished and buried to the satisfaction of the Executive Director, Environment Division, DIS.
- 22. All rubbish and scrap is to be progressively disposed of in a suitable manner.
- 23. The lessee taking all reasonable measures to prevent or minimise the generation of dust from all materials handling operations, stockpiles, open areas and transport activities.
- 24. Where saline water is used for dust suppression, all reasonable measures being taken to avoid any detrimental effects to surrounding vegetation and topsoil stockpiles.
- 25. On the completion of operations or progressively when possible, all waste dumps, tailings storage facilities, stockpiles or other mining related landforms must be rehabilitated to form safe, stable, non-polluting structures which are integrated with the surrounding landscape and support self sustaining, functional ecosystems comprising suitable, local provenance species or alternative agreed outcome to the satisfaction of the Executive Director, Environment Division, DIS.
- 26. The Lessee submitting to the Executive Director, Environment Division, DIS, a brief annual report outlining the project operations, mine site environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months. This report to be submitted each year in July.
- 27. A Mine Closure Plan is to be submitted in the Annual Environmental Reporting month specified in tenement conditions in the year specified below, unless otherwise directed by an Environmental Officer, DIS. The Mine Closure Plan is to be prepared in accordance with the "Guidelines for Preparing Mine Closure Plans" available on DIS's website (2018).
- 28. The Lessee's attention is drawn to the provisions of the Aboriginal Heritage Act 1972 and any Regulations thereunder.
- 29. The grant of the lease being confined to the natural surface of the land and thereunder to a depth of:
  - a) 5 metres;
  - b) 15 metres;
  - c) 50 metres;
  - d) 100 metres;

30. The Lessee's attention is drawn to the Environmental Protection Act 1986 and the Environmental Protection (Clearing of Native Vegetation) Regulations 2004, which provides for the protection of all native vegetation from damage unless prior permission is obtained.
31. The grant of this Lease does not include any private land referred to in Section 29(2) of the Mining Act 1978.
32. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:
  - a) "Programme of Work on M29/414-I, G29/22 and E29/777 for Jupiter Mines Limited" (Reg ID 37240) dated 5 October 2012 signed by Peter Bouteloup and retained on Department of Mines and Petroleum File No. EARS-POW-37240;
  - b) (MP Reg ID 45133) "Mount Mason DSP Hematite Project Mining Proposal (v4) May 2014" dated 14 May 2014 signed by Polly Hammond and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2921601;
  - c) (MCP Reg ID 45133) "Mine Closure Plan for The Mount Mason Project and Yunndaga Siding June 2014" dated 14 June 2014 signed by Ganapathy Govindarajan and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2970150

Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.

33. Placement of waste material must be such that the final footprint after rehabilitation will not be impacted upon by pit wall subsidence or be within the zone of pit instability.
34. In respect to Water Resource Management Areas (WRMA) the following endorsements apply:

The Lessee/Licensees attention is drawn to the provisions of the:

  - a) Waterways Conservation Act, 1976
  - b) Rights in Water and Irrigation Act, 1914
  - c) Metropolitan Water Supply, Sewerage and Drainage Act, 1909
  - d) Country Areas Water Supply Act, 1947
  - e) Water Agencies (Powers) Act 1984
  - f) Water Resources Legislation Amendment Act 2007
35. The storage and disposal of hydrocarbons/petroleum hydrocarbons, chemicals and potentially hazardous substances being in accordance with the current published version of the DoWs relevant Water Quality Protection Notes and Guidelines for mining and mineral processing.
36. In respect to Artesian (confined) Aquifers and Wells the following endorsement applies:
  - a) The abstraction of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless a current licence for these activities has been issued by the DoW.
37. In respect to Waterways the following endorsements apply:

Advice shall be sought from the DoW if proposing any mining/activity in respect to mining operations within a defined waterway and within a lateral distance of:

  - a) 50 metres from the outer-most water dependent vegetation of any perennial waterway, and

- b) 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
- 38. Measures such as effective drainage controls, sediment traps and stormwater retention facilities being implemented to minimise erosion and sedimentation of receiving catchments and adjacent areas.
- 39. In respect to Proclaimed Ground Water Areas (GWA 21) the following endorsement applies:
  - a) The abstraction of groundwater is prohibited unless a current licence to construct/alter a well and a licence to take groundwater has been issued by the DoW.
- 40. The rights of ingress to and egress from the mining tenement being at all reasonable times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.
- 41. The licensee is to obtain the written approval of the Shire of Menzies or Main Roads WA or both where applicable and lodge a copy of that approval with the Mining Registrar prior to the construction of that part of the road that will intersect with any existing road. Where a difference exists between DIS conditions and the requirements of either authority, the requirements of the authority prevail.
- 42. The road to be constructed using proper materials to suit the purpose for which it is being constructed, and further that it be constructed in a workman like manner and further that it be constructed to the satisfaction of the Environmental Officer, DIS.
- 43. Wherever any part of a road intersects an existing fence, the holder shall where necessary construct a gate or livestock grid having such dimensions and be constructed of such materials and be of such standard as agreed with the pastoralist or as determined by the Environmental Officer, DIS.
- 44. All intersections with public roads should be at 90 degrees or as close as possible to maintain visibility and such intersections are to be maintained at the licence holder's expense.
- 45. The road is to be clearly signposted as a private road and the signposting is to be regularly maintained at the licence holder's expense.
- 46. All traffic on the road must give way to traffic on public roads
- 47. The holder shall maintain the road from time to time as shall be required to ensure that it is safe for the purpose that it is constructed.
- 48. All topsoil that may be removed ahead of pipe laying operations to be stockpiled for replacement in accordance with the directions of the Environmental Officer, DIS.
- 49. Ingress and egress of pastoralists and tenement holders to be preserved by the construction of vehicular access crossings over any pipeline constructed pursuant to this licence.
- 50. To construct a fence around all wells, bores, storage tanks, pumping stations and any other installations as determined by the Environmental Officer, DIS having such dimensions and to be constructed of such materials and be of such standard as determined by the Environmental Officer, DIS.
- 51. To properly maintain the installations as directed by the Environmental Officer, DIS.
- 52. At the direction of the Special Inspector of Mines - Electrical, DIS the holder shall clear such area about any powerline as determined by the Inspector of any dry or other growth considered by the Inspector to be a potential risk for fire or for any other reason the Inspector may deem is necessary.
- 53. The electrical installation shall meet the requirements of relevant on-site conditions and be carried out to the satisfaction of the Special Inspector of Mines - Electrical, DIS.
- 54. Written notification, where practicable, of the time frame, type and extent of proposed ground disturbing activities being forwarded to the Department of Water, Swan Avon Region, Victoria Park seven days prior to commencement of those activities.

55. Any significant waterway (flowing or not), wetland or its fringing vegetation that may exist on site not being disturbed or removed without prior written approval from the Department of Water.
56. All proposed exploration activities within Public Drinking Water Source Areas complying with the Department of Water's Water Quality Protection Note Land Use Compatibility in Public Drinking Water Source Areas.
57. All Mining Act tenement activities within Public Drinking Water Source Areas being prohibited unless the prior written approval has been obtained from the Department of Water.
58. All Mining Act tenement activities are prohibited within 2 kilometres of the maximum storage level of a reservoir including the reservoir itself, unless the prior written approval of the Department of Water is first obtained.
59. Storage and use of hydrocarbons and potentially hazardous substances requiring the prior written approval or appropriate permits from the Department of Water.
60. All hydrocarbon or other pollutant spillage being reported to the Department of Water. Remediation being carried out to the satisfaction of the Department of Water.
61. All Mining Act tenement activities are prohibited within a 300-metre radius of any observation well in a Public Drinking Water Source Priority P1, P2 & P3 Areas unless the written approval of the Department of Water is first obtained.
62. All Mining Act tenement activities are prohibited within a 500-metre radius in a P1 area or a 300-metre radius in a P2 or P3 area of any Public Drinking Water Source production well or dam, unless the written approval of the Department of Water is first obtained.
63. On the completion of the life of mining operations in connection with this licence the holder shall:
  - a) remove all installations constructed pursuant to this licence; and
  - b) on such areas cleared of natural growth by the holder or any of its agents, the holder shall plant trees and/or shrubs and/or any other plant as shall conform to the general pattern and type of growth in the area and as directed by the Environmental Officer, DIS and properly maintain same until the Environmental Officer advises regrowth is self supporting;
  - c) cover over all wells and holes in the ground to such degree of safety as shall be determined by the Environmental Officer, Department of Mines and Petroleum; and unless the Mining Registrar or the Minister responsible for the Mining Act 1978 orders or consents otherwise.
64. Where a pipeline falls within the definition of a pipeline as defined in section 4 of the Petroleum Pipelines Act, 1969 (PPA), the Licensee must obtain a Petroleum Pipeline Licence (PPL) as provided for in the PPA, but where a PPL licence is not required, then the Licensee is to comply with the requirements of the Gas Standards (Gas Supply and System Safety) Regulations, 2000 in respect to the pipeline.
65. Where surface disturbance activities are proposed on the licence which are not associated with development or construction proposals, the prior written approval of the Environmental Officer, DIS must be obtained before the use of drilling rigs, scrapers, graders, bulldozers, backhoes or other mechanised equipment for the proposed surface disturbance activities. Following approval, all topsoil being removed ahead of operations and separately stockpiled for replacement after backfilling and/or completion of operations.
66. The area of the miscellaneous licence to be reduced as soon as practicable after construction, to a minimum for the safe maintenance and operation of the licence purposes.
67. Mining below 15 metres from the natural surface of the land in the Safety Zone established in Condition (8) hereof being approved by the State Mining Engineer, DIS in consultation with the operator of the railway on corridor land.
68. Mining on a strip of land 20 metres wide with any pipeline as the centreline being confined to below a depth of 31 metres from the natural surface and no mining material being deposited upon such strip and the rights of ingress to and egress from the facility being at all times preserved to the owners thereof.

69. Consent to activities in respect to the licence purpose on Rail Corridor Land 00013 and Unnumbered Land Act 7 & 8 granted 23/05/2014 by the Minister responsible for the Mining Act 1978.
70. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:
- a) (MP Reg ID 46035) "Mining Proposal - Mine Support Facilities at Yunndaga Rail Siding Version 2" dated 26 February 2014 signed by Polly Hammond and retained on Department of Mines and Petroleum File No. EARS-MPMCP-46035 as Doc ID 2786026;
  - b) (MCP Reg ID 45133) "Mine Closure Plan for The Mount Mason Project and Yunndaga Siding June 2014" dated 14 June 2014 signed by Ganapathy Govindarajan and retained on Department of Mines and Petroleum File No. EARS-MPMCP-46035 as Doc ID 2970150

Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.

71. All surface holes drilled for the purpose of exploration are to be capped, filled or otherwise made safe immediately after completion.
72. All disturbances to the surface of the land made as a result of exploration, including costeans, drill pads, grid lines and access tracks, being backfilled and rehabilitated to the satisfaction of the Environmental Officer, Department of Mines and Petroleum (DIS). Backfilling and rehabilitation being required no later than 6 months after excavation unless otherwise approved in writing by the Environmental Officer, DIS.
73. All waste materials, rubbish, plastic sample bags, abandoned equipment and temporary buildings being removed from the mining tenement prior to or at the termination of exploration program.
74. Any expansion beyond activities associated with the search for groundwater is to be subject to an appropriate form of miscellaneous licence.
75. Truck warning signs must be installed at a distance of 200 metres both north and south (or east and west as the case requires) of any intersection, to warn traffic on public roads of entering traffic from the road.
76. Mining within a radius of 150 metres of any Australian Telecommunications Commission microwave repeater station being confined to below a depth of 60 metres from the natural surface.
77. No interference with the Australian Telecommunications Commission microwave repeater station ray-line.
78. The taking of groundwater from an artesian well and the construction, enlargement, deepening or altering of any artesian well is prohibited unless current licences for these activities have been issued by DoW.
79. All activities to be undertaken so as to avoid or minimise damage, disturbance or contamination of waterways, including their beds and banks, and riparian and other water dependent vegetation.
80. The prior written consent of the Minister responsible for the Mining Act 1978 being obtained before commencing any activities in respect to the licence purposes on WATER RESERVE 15165 and WATER RESERVE 7032.
81. Activities requiring the abstraction of groundwater are prohibited unless a bore construction and abstraction licence has been granted by the Department of Water.
82. The Licensee's attention is drawn to the provision of:
- a) Rights in Water and Irrigation Act 1914 and any Regulations thereunder; and
  - b) Draft Environmental Protection Groundwater Policy 1998.

83. No interference with the use of the Aerial Landing Ground and mining thereon being confined to below a depth of 15 metres from the natural surface.
84. Exploration activities or mining operations that may disrupt the natural flow of any watercourse or hydrology of a wetland is prohibited unless written approval is obtained from the Department of Water.
85. The Licensee's attention is drawn to the provisions of:
- a) Water and Rivers Commission Act 1995 and any Regulations thereunder.
86. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:
- a) "Programme of Work on L29/81 for Jupiter Mines (Reg ID 36070) dated 26 July 2012 signed by Peter Bouteloup and retained on Department of Mines and Petroleum File No. EARS-POW-36070

Where a difference exists between the above document(s) and *notes 19 and 20*, then *notes 19 and 20* shall prevail.

87. No interference with:
- a) Geodetic Survey Station SSM-Leonora 94;
  - b) Geodetic Survey Station SSM - G29-3;
  - c) SSM-MENZIES 69 and SSM-IDA;
  - d) Geodetic Survey Station Leonora 118, Leonora 93, Leonora 146T and Leonora 146;
- and mining within 15 metres thereof being confined to below a depth of 15 metres from the natural surface.
88. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:
- a) "Programme of Work on L29/99 and L37/203 for Jupiter Mines Limited (Reg ID 36577) dated 24 August 2012 signed by Peter Bouteloup and retained on Department of Mines and Petroleum File No. EARS-POW-36577
- Where a difference exists between the above document(s) and *notes 19 and 20*, then *notes 19 and 20* shall prevail.
89. Unless the written approval of the Environmental Officer, DoIR is first obtained, the use of drilling rigs, scrapers, graders, bulldozers, backhoes or other mechanised equipment for surface disturbance or the excavation of costeans is prohibited. Following approval, all topsoil being removed ahead of mining operations and separately stockpiled for replacement after backfilling and/or completion of operations.
90. Mining on any road, road verge or road reserve being confined to below a depth of 15 metres from the natural surface.
91. In respect to the area outlined in "red" and designated FNA 7836 in TENGRAPH (former Wongatha native title claim WC99/01) the following condition shall apply:
- a) If the Goldfields Land and Sea Council (GLSC) sends a request by pre-paid post to the Lessee's address within 90 days after the grant of the Lease, the Lessee shall within 30 days of the request execute in favour of the GLSC the revised GLSC Wongatha Interim Standard Heritage Agreement.
92. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:

- a) (MP Reg ID 45133) "Mount Mason DSP Hematite Project Mining Proposal (v4) May 2014" dated 14 May 2014 signed by Polly Hammond and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2921601;
- b) (MCP Reg ID 45133) "Mine Closure Plan for The Mount Mason Project and Yunndaga Siding June 2014" dated 14 June 2014 signed by Ganapathy Govindarajan and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2970150

Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.

93. This mining lease authorises the mining of the land for all minerals as defined in Section 8 of the Mining Act 1978 with the exception of:
- a) Uranium ore;
  - b) Iron, unless specifically authorised under Section 111 of the Act
94. The Lessee pursuant to the approval of the Minister responsible for the Mining Act 1978 under Section 111 of the Mining Act 1978 is authorised to work and mine for iron.
95. The prior written consent of the Minister responsible for the Mining Act 1978 being obtained before commencing any mining activities on Trigonometrical Station Reserve 7193.
96. The construction and operation of the project and measures to protect the environment to be carried out in accordance with the document titled:
- a) "Programme of Work on E29/560 and M29/414 for Jupiter Mines Ltd" (Reg ID 34232) dated 22 February 2012 signed by Jo Blunn and retained on Department of Mines and Petroleum File No. EARS-POW-34232;
  - b) "Programme of Work for RC Drilling on E29/560 (Reg ID 24630)" dated 2 December 2009 signed by Mr Bill Guy and retained on Department of Mines and Petroleum File No. T1251/200402
  - c) "Programme of Work on E29/560 for Jupiter Mines" (Reg ID 29597) dated 18 December 2010 signed by Bill Guy and retained on Department of Mines and Petroleum File No. EARS-POW-29597;
  - d) "Programme of Work on E29/560 for Jupiter Mines Limited" (Reg ID 32644) dated 9 November 2011 signed by Kerry Turnock and retained on Department of Mines and Petroleum File No. EARS-POW-32644;
  - e) "Programme of Work on M29/414-I, G29/22 and E29/777 for Jupiter Mines Limited" (Reg ID 37240) dated 5 October 2012 signed by Peter Bouteloup and retained on Department of Mines and Petroleum File No. EARS-POW-37240;
  - f) (MP Reg ID 45133) "Mount Mason DSP Hematite Project Mining Proposal (v4) May 2014" dated 14 May 2014 signed by Polly Hammond and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2921601;
  - g) (MCP Reg ID 45133) "Mine Closure Plan for The Mount Mason Project and Yunndaga Siding June 2014" dated 14 June 2014 signed by Ganapathy Govindarajan and retained on Department of Mines and Petroleum File No. EARS-MPMCP-45133 as Doc ID 2970150.

Where a difference exists between the above document(s) and the following conditions, then the following conditions shall prevail.

97. In respect to the area designated as ## in TENGRAPH the following conditions apply:

Prior to any ground-disturbing activity, as defined by the Executive Director, Environment Division, DIS the licensee preparing a detailed program for each phase of proposed exploration for approval of the Executive Director, Environment Division, DIS. The program to include:



- a) maps and/or aerial photographs showing all proposed routes, construction and upgrading of tracks, camps, drill sites and any other disturbances;
  - b) the purpose, specifications and life of all proposed disturbances;
  - c) proposals which may disturb any declared rare or geographically restricted flora and fauna; and
  - d) techniques, prescriptions and timetable for the rehabilitation of all proposed disturbances
98. The licensee, at his expense, rehabilitating all areas cleared, explored or otherwise disturbed during the term of the licence to the satisfaction of the Executive Director, Environment Division, DIS. Such rehabilitation as is appropriate and may include:
- a) stockpiling and return of topsoil;
  - b) backfilling all holes, trenches and costeans;
  - c) ripping;
  - d) contouring to the original landform;
  - e) revegetation with seed; and
  - f) capping and backfilling of all drill holes.
99. Prior to the cessation of exploration/prospecting activity the licensee notifying the Environmental Officer, DIS and arranging an inspection as required.
100. The prior written consent of the Minister responsible for the Mining Act 1978 being obtained before commencing any activities in respect to mining operations on Water Reserve 9811.
101. Consent to mine on Stock Route Reserve No. 17398 granted subject to the following condition:
- a) No activities in respect to mining operations being carried out on Stock Route Reserve 17398 which restrict the use of the reserve.
102. Groundwater quality monitoring bores being installed, maintained and utilised for water quality monitoring on and near the mine-site and downstream where aquifers are present.
103. Petroleum hydrocarbon and other chemical storage areas being appropriately contained using bunded retention compounds incorporating stormwater disposal and the removal of sediments.
104. All mining operations being carried out in accordance with the Department of Water Quality Management in Mining and Mineral Processing and relevant Water Quality Protection Notes.
105. Mining operations below the water table being prohibited in Public Drinking Water Source Areas unless written permission has been given by the Department of Water.
106. Disposal of domestic and industrial waste (other than approved tailings) being prohibited within Public Drinking Water Source Areas.
107. Underground petroleum hydrocarbon and other chemical storage tanks being prohibited within Public Drinking Water Source Priority P1, P2 areas, Wellhead Protection Zones and Reservoir Protection Zones.
108. Underground petroleum hydrocarbon and other chemical storage tanks being prohibited within Public Drinking Water Source Priority P3 areas, unless written approval has been obtained from the Department of Water.

109. Mineral processing activities and tailings storage being prohibited within Public Drinking Water Source Priority P1 and P2 areas, Wellhead Protection Zones and Reservoir Protection Zones.
110. Mineral processing activities and tailings storage being prohibited in Public Drinking Water Source Priority P3 areas unless written approval has been obtained from the Department of Water.
111. Mechanical plant servicing being prohibited within Public Drinking Water Source Priority P1 and P2 areas, Wellhead Protection Zones and Reservoir Protection Zones.
112. Mechanical plant servicing being prohibited in Public Drinking Water Source Priority P3 areas unless written approval has been obtained from the Department of Water.
113. Mining operations in Public Drinking Water Source Areas must use dry soil extraction methods and leave an undisturbed soil profile above maximum groundwater levels as follows:
  - a) Priority 1 area - 3 metres
  - b) Priority 2 area - 2 metres
  - c) Priority 3 area - 2 metresFuture Public Drinking Water Source areas or Priority not determined areas - 3 metres.
114. Mining on the Safety Zone established in Condition 8 hereof being confined to below a depth of 50 metres from the natural surface unless otherwise approved by the Director Petroleum DIS .
115. The rights of ingress to and egress from the pipeline easement established in Condition 8 hereof being at all times preserved for employees, contractors and agents of the operators of the Pipeline Licence 24.

### Annexure B to Solicitor's Report - Native Title

#### Status of Native Title Claims

NNTT Number	Federal Court Number	Application Name	Registered	Status	Tenements effected
WC2017/001	WAD 186/2017	Marjorie May Strickland & Anor and State of Western Australia (Maduwongga)	03/08/2017	Active	G 29/21
WC1999/010	WAD 6064/1998	Raymond William Ashwin & Others on behalf of the Wutha People v The State of Western Australia & Others (Wutha)	15/06/1999	Active	L 29/99; L 36/214

#### Native Title Determinations

NNTT Number	Federal Court Number	Determination Name	Date of effect	Representative Native Title Body Corporate	Tenements effected
None Applicable					

#### Future Act Applications

NNTT Number	Application Type	Applicant	Date Lodged	Application Status	Tenements effected
WO2011/1308	FA Objection	Raymond Ashwin & Ors on behalf of Wutha	17/11/2011	Finalised	L 29/99

**Annexure C to Solicitor's Report – Heritage Sites**

Tenement	Site ID	Site Name	File Restricted	Boundary Restricted	Restrictions	Status	Site Type	Knowledge Holders	Coordinates	Legacy ID
<b>L36/214</b>	20666	Lawlers Creek	No	No	No Gender Restrictions	Registered Site	Mythological, Water Source	*Registered Knowledge Holder names available from DAA	251595mE 6884068mN Zone 51 [Reliable]	
	20721	Robbies Well	No	No	No Gender Restrictions	Registered Site	Artefacts / Scatter, Historical, Camp	*Registered Knowledge Holder names available from DAA	246903mE 6886477mN Zone 51 [Unreliable]	
	19534	KSC11 - Camping Area	No	No	No Gender Restrictions	Lodged	Camp	*Registered Knowledge Holder names available from DAA	239230mE 6875276mN Zone 51 [Unreliable]	
	19535	Mulga Well Camp	No	No	No Gender Restrictions	Lodged	Camp	*Registered Knowledge Holder names available from DAA	239477mE 6875258mN Zone 51 [Unreliable]	
	20667	Scotty Creek	Yes	Yes	No Gender Restrictions	Lodged	Mythological, Water Source	*Registered Knowledge Holder names available from DAA	Not available when location is restricted	
	20669	Elevated Mound Hills	Yes	Yes	Male Access only	Lodged	Natural Feature	*Registered Knowledge Holder names available from DAA	Not available when location is restricted	
<b>L36/215</b>	19515	Lake Noondie	No	No	No Gender Restrictions	Registered Site	Mythological	*Registered Knowledge Holder names available from DAA	751395mE 6836865mN Zone 50 [Reliable]	
<b>G29/21</b>	17168	Menzies Field Site 4	No	No	No Gender Restrictions	Registered Site	Ceremonial, Mythological	*Registered Knowledge Holder names available from DAA	312157mE 6707508mN Zone 51 [Reliable]	
<b>L29/117</b>	17022	Menzie Ritual Ground	No	No	No Gender Restrictions	Registered Site	Ceremonial, Mythological	*Registered Knowledge Holder names available from DAA	307939mE 6712374mN Zone 51 [Unreliable]	

Tenement	Site ID	Site Name	File Restricted	Boundary Restricted	Restrictions	Status	Site Type	Knowledge Holders	Coordinates	Legacy ID
<b>L37/203</b>	1744	Boiler Well	Yes	Yes	Initiated male access only	Registered Site	Mythological	*Registered Knowledge Holder names available from DAA	Location restricted	W01432
	2708	Lake Reyside (Raeside)	Yes	Yes	Male Access Only	Registered Site	Mythological	*Registered Knowledge Holder names available from DAA	Location restricted	W00519
	15783	Metzke Claypan	No	No	No Gender Restrictions	Registered Site	Artefacts / Scatter	*Registered Knowledge Holder names available from DAA	312637mE 6799908mN Zone 51 [Reliable]	W02895
	20808	Claypan (SOL07)	No	No	No Gender Restrictions	Lodged	Mythological, Natural Feature	*Registered Knowledge Holder names available from DAA	314936mE 6811157mN Zone 51 [Unreliable]	
<b>L29/99</b>	2708	Lake Reyside (Raeside)	Yes	Yes	Male Access Only	Registered Site	Mythological	*Registered Knowledge Holder names available from DAA	Location restricted	W00519
	3087	Willsmore 1	No	No	No Gender Restrictions	Registered Site	Man-Made Structure	*Registered Knowledge Holder names available from DAA	232736mE 6807658mN Zone 51 [Unreliable]	W00073

### Annexure D to Solicitor's Report – Encroachments

Encroachment Note no.	Encroaching land right	Type
1	CR 7032	Crown Land - Water Act 57 Vic No 20
2	CR 7193	Crown Land - Trigonometrical Station
3	CR 8509	Crown Land - Common
4	CR 8855	Crown Land - Water
5	CR 8856	Crown Land - Water
6	CR 9081	Crown Land - Townsite
7	CR 9811	Crown Land - Water Act 57 Vic No 20
8	CR 9959	Crown Land - Common
9	CR 15165	Crown Land - Water
10	CR 17398	Crown Land - Stock Route
11	CR 24144	Crown Land - Mineral Processing
12 <sup>56</sup>	E 29/548	Exploration Licence Granted to Blue Thunder Resources Pty Ltd
13 <sup>57</sup>	E 29/649	Exploration licence granted to MGK Resources Pty Ltd
14	E 29/930	Exploration licence granted to MGK Resources Pty Ltd
15	E 29/943	Exploration licence granted to MGK Resources Pty Ltd
16 <sup>58</sup>	E 29/944	Exploration Licence granted to Hooper Stuart Leslie
17	E 29/954	Exploration Licence Granted to Blue Thunder Resources Pty Ltd
18	E 29/972	Exploration Licence Granted to Blue Thunder Resources Pty Ltd
19	E 29/997	Exploration licence granted to MGK Resources Pty Ltd
20	E 29/998	Exploration licence granted to MGK Resources Pty Ltd
21 <sup>59</sup>	E 29/1006	Exploration licence application (pending) by Ardea Exploration Pty Ltd
22	E 29/1023	Exploration licence application (pending) by Cobalt Prospecting Pty Ltd
23	E 29/1024	Exploration licence application (pending) by Cobalt Prospecting Pty Ltd
24	E 29/1030	Exploration licence application (pending) by Blue Ribbon Mines Pty Ltd
25	E 29/1031	Exploration licence application (pending) by Blue Ribbon Mines Pty Ltd
26	E 29/1032	Exploration licence application (pending) by Blue Ribbon Mines Pty Ltd
27	E 29/1033	Exploration licence application (pending) by Blue Ribbon Mines Pty Ltd
28	E 29/1034	Exploration licence application (pending) by Clean Power Resources Pty Ltd
29	E 30/472	Exploration licence granted to Enterprise Metals Limited Legendre Bruce Robert
30	E 36/921	Exploration licence application (pending) by Giard Pty Ltd
31	E 36/925	Exploration licence application (pending) by Giard Pty Ltd
32	E 36/927	Exploration licence application (pending) by Giard Pty Ltd
33	E 36/928	Exploration licence application (pending) by Giard Pty Ltd
34	E 36/931	Exploration licence application (pending) by Aldoro Resources Limited

<sup>56</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>57</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>58</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>59</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

Encroachment Note no.	Encroaching land right	Type
35	E 37/1255	Exploration licence granted to Baker Glenn William
36 <sup>60</sup>	E 37/1305	Exploration licence application (pending) by Piper Preston Pty Ltd
37 <sup>61</sup>	E 57/417	Exploration licence granted to Gateway Mining Limited
38 <sup>62</sup>	E 57/688	Exploration licence granted to Gateway Mining Limited
39 <sup>63</sup>	E 57/807	Exploration licence granted to Gateway Mining Limited
40 <sup>64</sup>	E 57/875	Exploration licence granted to Gateway Mining Limited
41	E 57/1005	Exploration licence granted to Gateway Mining Limited
42	E 57/1029	Exploration licence granted to Sandstone Exploration Pty Ltd
43	E 57/1039	Exploration licence granted to Golden Mile Resources Limited
44	E 57/1041	Exploration licence granted to Australian Titanium Pty Ltd
45	E 57/1055	Exploration licence application (pending) by Topdrill Pty Ltd
46	E 57/1065	Exploration licence application (pending) by Piper Preston Pty Ltd
47	E 57/1083	Exploration licence application (pending) by Mineral & Gold Resources of Australia
48	G 29/21	General Purpose lease granted to Jupiter Mines Limited
49	G 29/22	General Purpose lease granted to Jupiter Mines Limited
50	G 29/23	General Purpose lease granted to Jupiter Mines Limited
51	GE M196551	General Lease
52	Goldfields Highway	Road Reserve
53	H 395/440	Historical Lease
54	H 395/454	Historical Lease
55	H 395/455	Historical Lease
56	H 395/580	Historical Lease
57	L 29/44	Miscellaneous licence granted to Black Mountain Gold Limited
58	L 29/77	Miscellaneous licence granted to Lehman Rodney Scott, Pratt Michael Robert Anth
59	L 29/78	Miscellaneous licence granted to Jupiter Mines Limited
60	L 29/79	Miscellaneous licence granted to Jupiter Mines Limited
61	L 29/80	Miscellaneous licence granted to Aurum Gold Pty Ltd
62	L 29/81	Miscellaneous licence granted to Jupiter Mines Limited
63	L 29/100	Miscellaneous licence granted to Jupiter Mines Limited
64	L 29/106	Miscellaneous licence granted to Jupiter Mines Limited
65	L 29/116	Miscellaneous licence granted to Jupiter Mines Limited
66	L 29/118	Miscellaneous licence granted to Jupiter Mines Limited
67	L 29/119	Miscellaneous licence granted to Jupiter Mines Limited
68	L 29/121	Miscellaneous licence granted to Jupiter Mines Limited

<sup>60</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>61</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>62</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>63</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>64</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

Encroachment Note no.	Encroaching land right	Type
69 <sup>65</sup>	L 37/129	Miscellaneous licence granted to Glenmurrin Pty Ltd and Murrin Murrin Holdings Pty Ltd
70 <sup>66</sup>	L 37/131	Miscellaneous licence granted to Glenmurrin Pty Ltd and Murrin Murrin Holdings Pty Ltd
71 <sup>67</sup>	L 37/163	Miscellaneous licence granted to Murrin Murrin Operations Pty Ltd
72	L 57/20	Miscellaneous licence granted to Panoramic Gold Pty Ltd
73	Lawlers Mt Ida Road	Road Reserve
74	Leonora Mt Ida Road	Road Reserve
75	M 29/14	Mining Lease granted to Black Mountain Gold Limited
76	M 29/153	Mining Lease granted to Black Mountain Gold Limited
77	M 29/154	Mining Lease granted to Black Mountain Gold Limited
78	M 29/184	Mining Lease granted to Black Mountain Gold Limited
79	M 29/408	Mining Lease granted to Jupiter Mines Limited
80	M 29/410	Mining lease granted to Black Mountain Gold Limited
81	M 29/414	Mining Lease granted to Jupiter Mines Limited
82 <sup>68</sup>	M 29/417	Mining Lease granted to Wingstar Investments Pty Ltd
83 <sup>69</sup>	M 29/418	Mining Lease granted to Wingstar Investments Pty Ltd
84	M 57/635	Mining Lease granted to Panoramic Gold Pty Ltd
85	Meekatharra Sandstone	Road Reserve
86	No. 2935	Road Reserve
87	No. 4329	Road Reserve
88	P 29/2173	Prospecting Licence granted to Cahill Brian Robert
89 <sup>70</sup>	P 29/2346	Prospecting Licence granted to Kelsi Chemicals Pty Ltd
90	P 29/2402	Prospecting Licence granted to Mineral and Gold Resources of Australia
91	P 57/1304	Prospecting licence granted to Panoramic Gold Pty Ltd
92	PL 24	Pipeline Centre Line
93	PL 24	PPA69 State Onshore Pipeline Licence Area
94	PL N049557	Pastoral Lease
95	PL N049676	Pastoral Lease
96	PL N049812	Pastoral Lease
97	PL N049888	Pastoral Lease
98	PL N049973	Pastoral Lease
99	PL N050242	Pastoral Lease
100	PL N050261	Pastoral Lease

<sup>65</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>66</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>67</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>68</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>69</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

<sup>70</sup> Subject to an Access Agreement/Deed – refer to Annexure E.



Encroachment Note no.	Encroaching land right	Type
101	PL N050386	Pastoral Lease
102	PL N050441	Pastoral Lease
103	PL N050457	Pastoral Lease
104	PL N050557	Pastoral Lease
105	PL N050635	Pastoral Lease
106	PL N050636	Pastoral Lease
107 <sup>71</sup>	R 29/1	Retention Licence granted to Energy Metals Ltd
108	R 57/2	Retention Licence granted to Energy Metals Ltd
109	Sandstone Wiluna Road	Road Reserve
110	Unencumbered Land Act Reserve UNN 7	Reserved Land - Public Transport Authority
111	Unencumbered Land Act Reserve UNN 8	Reserved Land - Public Transport Authority
112	VCL 32	Vacant Crown Land
113	VCL 71	Vacant Crown Land
114	VCL 74	Vacant Crown Land
115	WR 1	Water Reserve
116	WR 2	Water Reserve
117	WR 65	Water Reserve
118	Yunndaga	Townsite Boundary
119	CR 10279	Crown Land - Water Act 57 Vic No 20
120	H 395/402	Historical Lease
121	H 395/420	Historical Lease
122	E 29/1040	Exploration licence application (pending) by State Resources Pty Ltd
123	PL N049945	Pastoral Lease

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<sup>71</sup> Subject to an Access Agreement/Deed – refer to Annexure E.

## Annexure E to Solicitor's Report – Agreements affecting Tenements

### 1. Access Agreements

The Company has entered into, or proposes to enter into, the access agreements noted in the table below with various other tenement holders and applicants with respect to a number of the Company's miscellaneous licenses.

The Company is obliged to conduct its operations in accordance with the obligations of each agreement. These obligations generally pertain to the withdrawal of objections during the application stage, access rights and in some cases a term ensuring that a party must not request the removal or relocation of the other party's infrastructure from any part of a relevant area.

The Access Agreements/Deeds otherwise contain terms and conditions considered standard for agreements of this nature.

Summary of Access Agreements/Deeds with other Tenement Holders/Applicants			
Jupiter Tenement Affected	Encroachment Note no. <sup>72</sup>	Counterparty	Execution Date
L 29/99 & L 36/214	12	BHP Billiton Nickel West Pty Ltd (ACN 004 184 598); Blue Thunder Resources Pty Ltd (ACN 142 451 483) <sup>73</sup>	20-Oct-11
L 29/122	13	Wild Acre Metals Limited (ACN 125 167 133)	undated
L 29/99	16	Stuart Hooper	undated
L 29/99	21	Ardea Resources Limited (ACN 614 289 342)	not yet entered into
L 37/203	36	Piper Preston Pty Ltd (ACN 142 962 409)	undated
L 57/45	37-40	Gateway Mining Limited (ACN 008 402 391)	undated
L 37/203	69, 70	Glenmurrin Pty Ltd (ACN 076 684 396) and Murrin Murrin Holdings Pty Ltd (ACN 073 405 562)	undated
L 37/203	71	Quartz Water Leonora Pty Limited (ACN 086 637 621) <sup>74</sup>	undated
L 29/117	82	Norilsk Nickel Cawse Pty Ltd (ACN 099 027 559) <sup>75</sup>	15-Nov-12
L 29/123	82, 83	Norilsk Nickel Cawse Pty Ltd (ACN 099 027 559) <sup>76</sup>	12-Dec-12
L 29/117	89	Kelsi Chemicals Pty Ltd (ACN 009 254 371)	03-Feb-18
L 29/99 & L 37/203	107	Energy Metals Limited (ACN 111 306 533)	24-Sep-10

<sup>72</sup> As denoted by Annexure D.

<sup>73</sup> BHP Billiton Nickel West Pty Ltd (ACN 004 184 598) assigned its rights under the Deed to Blue Thunder Resources Pty Ltd on 17 September 2015.

<sup>74</sup> Quartz Water Leonora Pty Limited transferred their interest in L 37/163 to Murrin Murrin Operations Pty Ltd on 19 March 2014.

<sup>75</sup> Norilsk Nickel Cawse Pty Ltd transferred their interest in M 29/417 to Wingstar Investments Pty Ltd on 18 June 2015.

<sup>76</sup> As above in footnote 75.

**2. Pastoral Lease Holder Compensation Agreement – Keith Charles Mader**

The Company entered into a Compensation Agreement with Keith Charles Mader (**Pastoralist**) on 21 October 2011 in respect of M 29/414 and G 29/22 (**Tenements**). Under this agreement, the Pastoralist withdrew his objections to the application for the Tenements that were subsequently granted.

The agreement records the terms on which compensation may be payable to the Pastoralist for activities carried out by the Company upon the Pastoral Lease.

**3. Pastoral Lease Holder Compensation Agreement – Ian Joseph Ridley**

The Company entered into a Compensation Agreement with Ian Joseph Ridley (**Pastoralist**) on 13 December 2012 in respect of G 29/23 (**Tenement**). Under this agreement, the Pastoralist withdrew his objection to the application for the Tenement that was subsequently granted.

The agreement records the terms on which compensation may be payable to the Pastoralist for activities carried out by the Company upon the Pastoral Lease.

**4. Agreement for royalty interest in M 29/414**

The Company and Red Rock Resources PLC (**Red Rock**) entered into an option to purchase agreement dated 23 May 2006 (**Option Agreement**) in respect of tenements E 29/560 and E 30/296 (**Red Rock Tenements**), pursuant to which (as advised by the Company) the Red Rock Tenements were transferred to Jupiter on 19 February 2010. The Option Agreement provided for a royalty (1.5% of any gross revenue) to be paid to Red Rock in the event that iron ore is produced from or obtained from “the area the subject of the Tenements” (**Royalty Interest**).

Part of E 29/560 was converted into mining lease M 29/414 on 15 November 2011. In early 2012, Red Rock assigned the Royalty Interest to Argo Royalties Pty Ltd (**Argo**) and subsequently, Argo agreed in 2013 to assign the Royalty Interest to APG Aus No 4 Pty Ltd (**APG**), effective from 8 February 2013. The deeds of assignment in both cases provide that the Option Agreement continues in full force and effect, subject to the deeds of assignment.

APG placed consent caveats 436558 and 436559 over E29/560 and M 29/414 respectively. E 29/560 expired in 2015. M 29/414 remains subject to caveat 436559 held by APG.