EL 25311 SIXTH ANNUAL AND FINIAL REPORT

For the period from 21/12/ 2011 to 21/12/2012
'*PINE CREEK EAST*'
PROJECT NT

Pine Creek SD5208 1:250,000
Pine Creek 5270 1:100,000

Titleholder: Australia Mining and Gemstone Co. Pty. Ltd

Report No. 2013-004
Australia Mining and Gemstone Co. Pty. Ltd
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18th February 2013

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1. SUMMARY

EL 25311 is 3km east of the P ine Creek township within the Pine Creek Orogen. Territory Uranium Company Ltd applied fo r EL25311 primarily to explore for vein-hosted U mineralisation and secondly to evaluate the potential for other types of economic mineralization such as Au. Work duri ng Year 2, Year three and Year four of tenure consisted of field reconnaiss ance and drilling of two prospects, Nags Head/Pony Tail and the Bonrook Alluvial prospect.

In year 3 TUC, after reviewing its tenem ent commitments, has chosen to sell this tenement, as part of a package, to Anhui Ge ology and Mining Investment Ltd. This sale was established as a direct result of attending the Ministers delegation to China in 2008.

Due to the sale of this tenement to Australia Mining and Gemstone Co. Pty. Ltd Territory Uranium had not planned any explor ation on this tenement for year 4. The transfer had been completed in the 8 th of September of 2009. Anything is new for us; we have to review all of the information abo ut the EL25311. We cannot be able to do anything about the tenement except some information review.

Work carried out by TUC during Year 2 included:
In total the following drilling was completed

a) 31 RC Drill Holes for a total of 925m
b) 39 Auger Holes for a total of 56.6m

Work carried out by AMG during Year 4 included:

a) High precision Geomagnetism survey for 39.98Km^2 for all blocks of the tenement
b) IP depth sound for 9.39 Km^2 for some special areas
c) some geological surveying

At the end of year fou r 5 blocks (Figure 1) were relinquished as part of the forth year

compulsory relinquishment required by the act.

Work carried out by AMG during Year 5 included:

a) IP sections sound for s pecial area along the structural belt about 43 points for two sections
b) some geological mapping along the belt about 9.39 Km^2
c) some geological sections surveying about 1.66Km
d) Whole rocks analys is for Au about 11samples those taken during the geological survey along the belt.

Work done for Year 6 included:

a) Ground geological lines survey.
b) All previous and obtained data and information analysis thoroughly.

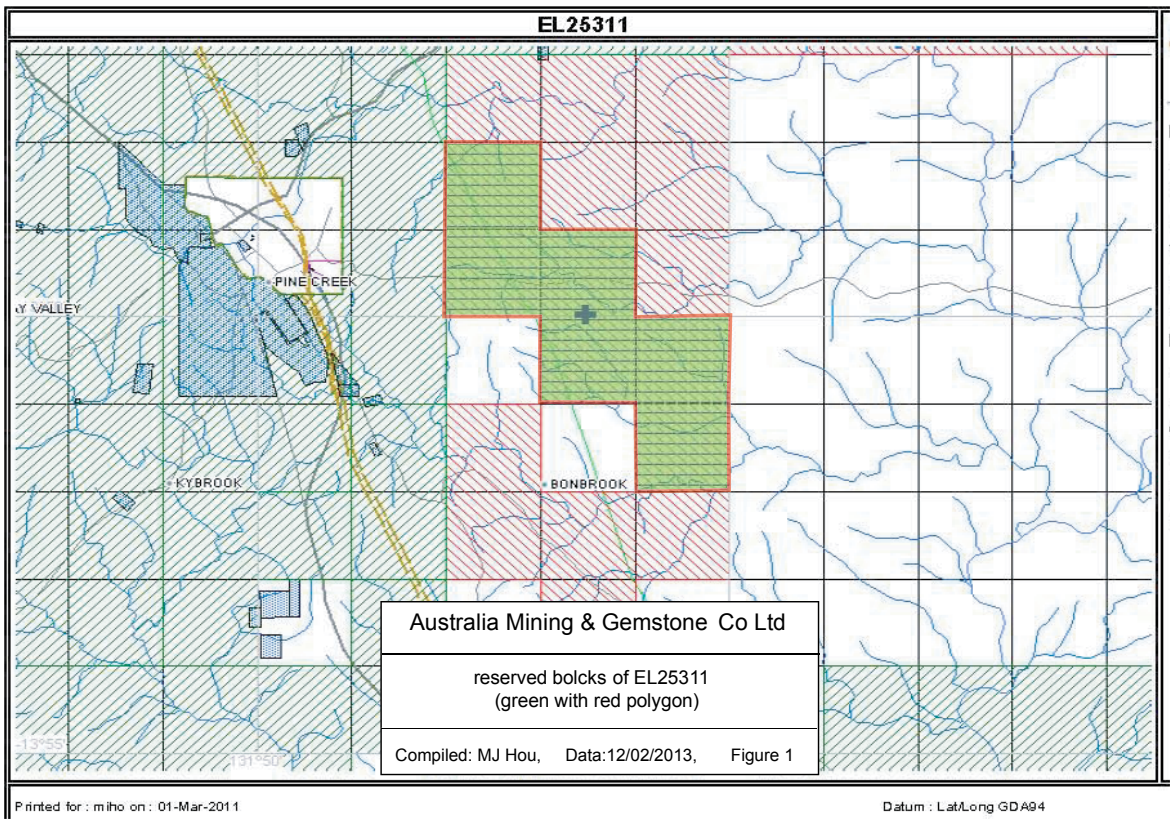

Figure 1 the blocks (green with red polygon) of EL25311

2. LOCATION AND ACCESS

EL25311 is located approximately 3km east of the Pine Creek Township and 220km SSE of Darwin, NT. (Figure 2). The Stuart Highway crosses the southwest corner of the Licence approximately 9km south of the Pine Creek township. Access is via Bonrook Station ('Franz Weber Country') south of Pine Creek or along tracks that head out east to Wandie across the central portion of the tenement from the Pine Creek sewerage plant. Topography is undulating hills with well-defined drainage, with higher relief in the SW corner of the Licence. Access is advisable in the dry season only.

3. TENEMENT STATUS AND OWNERSHIP

EL 25311 was granted on 22nd December 2006 and expires on 21st December 2012. It originally comprised 21 graticular blocks, however 10 were recently dropped in November 2008 and another 5 were dropped in November 2011. NT Gas holds a Petroleum Lease PL4 within EL 25311. A gas pipeline and high power line transect the Licence from NW to SE. There are no other tenements within the Licence boundary.

Underlying cadastre is mainly Pastoral Lease, with Bonrook Station covering approximately 80% of the tenure. There are 2 other Pastoral Leases along the northern boundary. Landholders are below:

a) Franz Weber Foundation (NT Portion 710, Pastoral Lease 643; Bonrook Station)
b) Equest Pty Ltd (NT Portion 1630; Pastoral Lease 815; Mary River West Station)
c) Mary River Wildlife Ranch Pty Ltd (NT Portion 1631; Pastoral Lease 1434; Mary River Station)

The expenditure covenant set for the fourth year was $200,000.

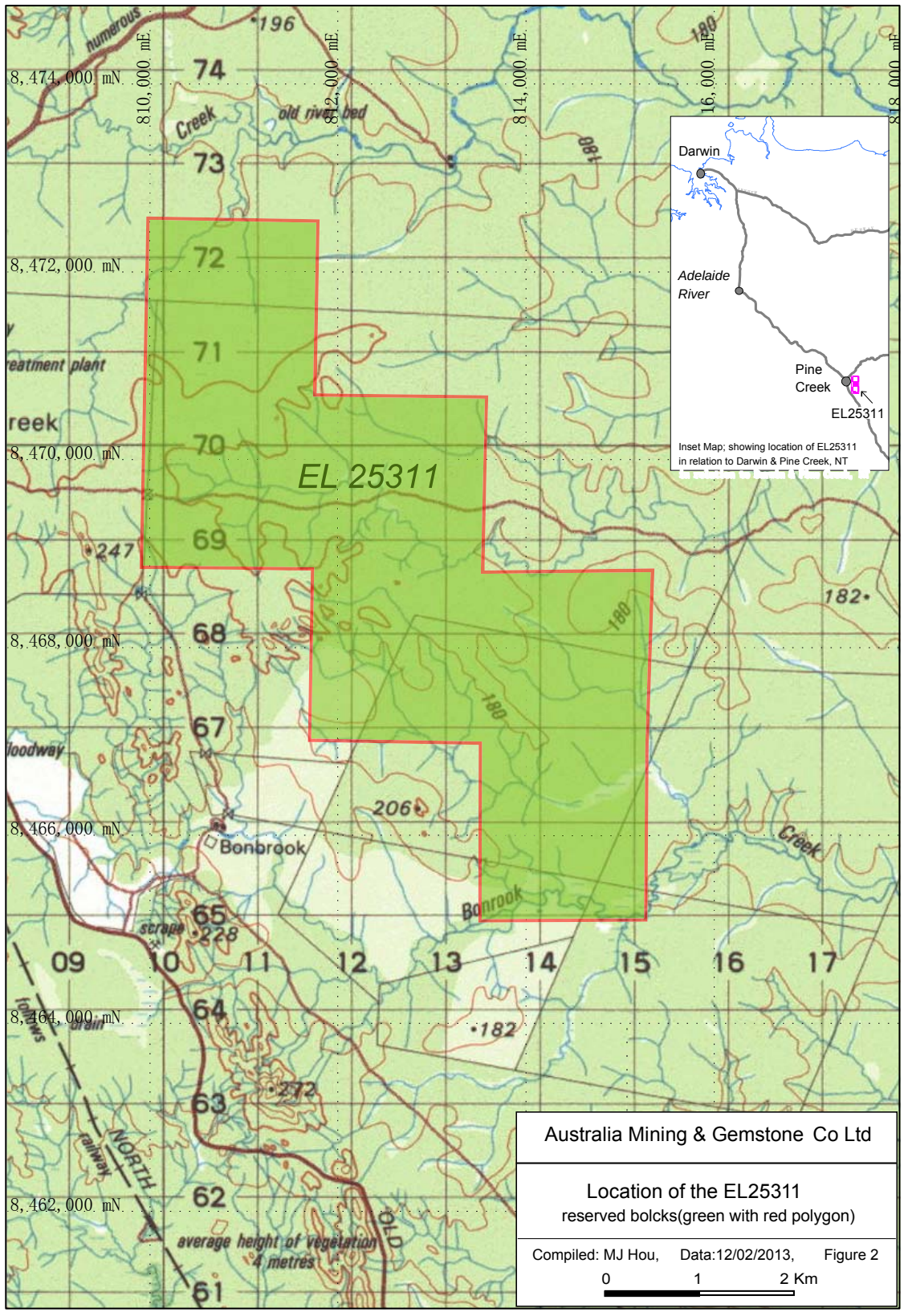

Figure 2 Tenement Location Map of EL 25311

4. GEOLOGY

EL 25311 is situated within the Pine Creek Geosyncline, a tightly folded sequence of Lower Proterozoic rocks. A full description of the geology and stratigraphy of the Pine Creek Geosyncline can be found in several texts, including Ahmad et al., (1993; Ahmad, 1998), which covers the 1:250,000 Pine Creek Sheet. More detailed mapping and explanatory notes cover the 1:100,000 Pine Creek sheet (Stuart-Smith et. al., 1987).

The south-western part of tenement area overlies the Finniss River Group sediments (Burrell Creek Formation) which is dominantly feldspathic greywacke with interbedded siltstones. A small tongue of Mt Bonnie Formation sediments (South Alligator Group) are mapped in the central west of the Licence. The northern and south-eastern part of the tenement overlies granites from the Cullen Batholith, which is a series of I-type Proterozoic granites (Wyborn, 2002). Granite types within EL25311 include the Bonrook Granite (Allamber Springs Suite) which is classed as a concentrically zoned transitional granite and leucogranite pluton, with greisens and pegmatites commonly associated with more fractionated leucogranites.

The eastern part of EL25311 is dominated by the McCarthys Granite of the Fingerpost Suite, which is a more hornblende granite dominated pluton (Wyborn, 2002). The Cullen Batholith intrudes early Proterozoic metasediments and is highly fractionated. Within EL 25311 the Allamber Springs Granite is mapped covering the northern part of the Licence, whil the Bonrook Granite pluton occupies the central portion. All of the metasediments display contact metamorphism, with mapped isograds within EL 25311 ranging from hornblende hornfels (covering most of the metasediments) with albit-epidote (subdivided into ‘biotite in’ phase) covering the metasediments near the western and south-western parts of EL 25311.

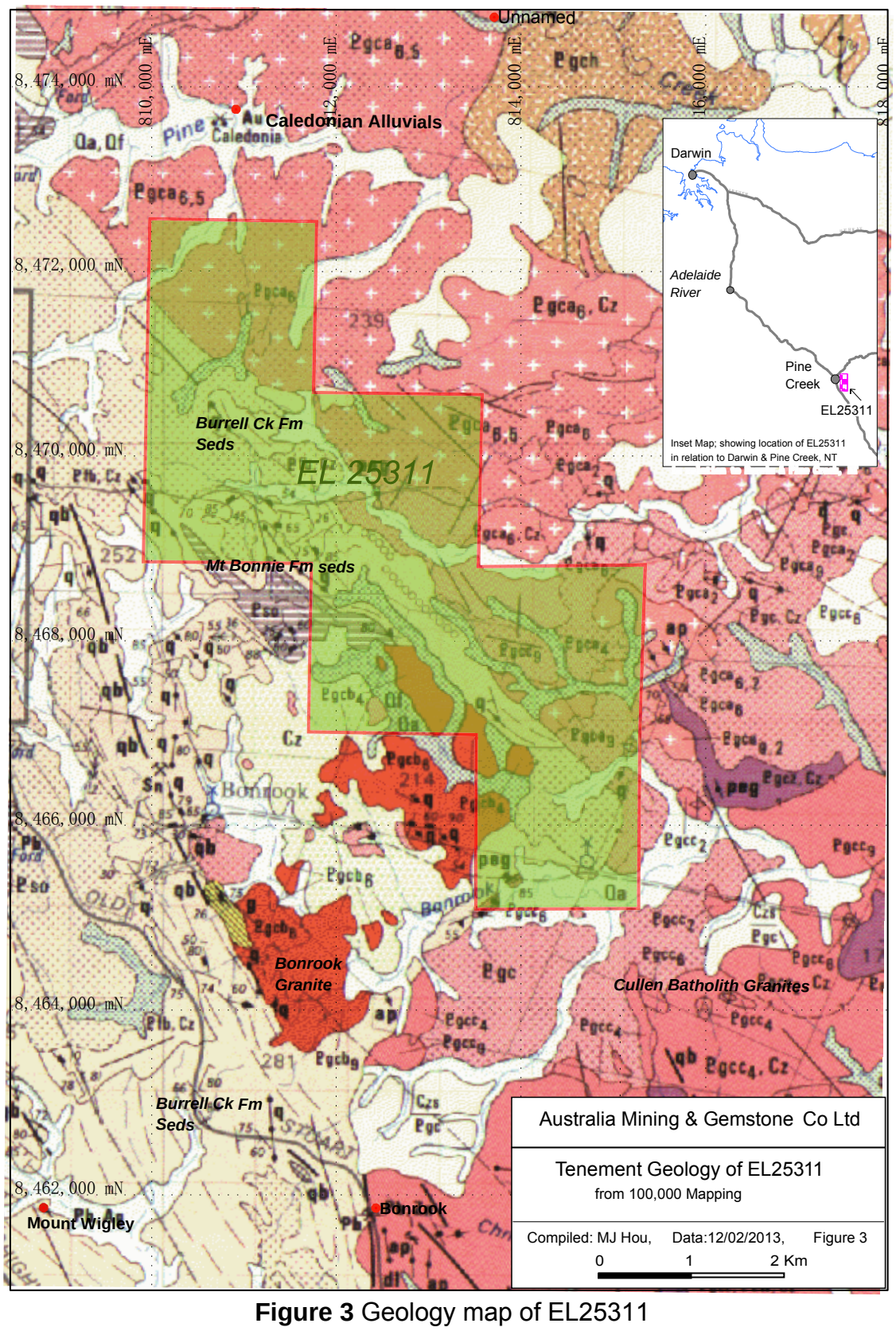

Figure 3 Geology map of EL25311

The Pine Creek Shear Zone transects the tenement and is a major regional structure mapped as a D3 fault (Ahmad et al., 1993). The metasediments within the shear zone are chloritic and show vertical cleavage, while granites in the shear zone have discrete fault breccias and mylonite zones. There is evidence of movement along the Pine Creek Shear Zone after granite emplacement. Mapping by Goldfields Exploration noted the area is dominated by relatively tight, south-plunging folds. The Bonrook fault is adjacent to the Bonrook Granite and is characterized by a 2-3m quartz vein.

5. PREVIOUS EXPLORATION

During the first year of tenement part of the work done on EL25311 was a literature review and data compilation. Appendix 1 contains the list of previous tenure and some of the work done is summarised below.

United Uranium explored **AP1931** (which covered the western half of EL 25311) in 1969. The Licence was mapped (no reference scale) and the focus was a base metal geochemical anomaly. The 'Western Anomaly' returned rock chip results of '3.3oz/ton Ag, 2.9% Pb and 0.33% Zn' but the results were considered 'disappointing' because costean values did not match the rock chip samples. The map does not indicate where these samples were or where the Western Anomaly is.

There is an apparent gap in exploration during the 1970's as the ground was part of the Mt Wells Policy Reserve which prevented grant of exploration licences.

Goldfields Exploration held **EL 4398** for 2 years from 1983, which covered the main trend of gold workings at Pine Creek, plus the western sliver of EL 25311. Goldfields were looking for extensions of gold mineralisation from the deposits covered by their mineral leases. Work done included rock chip sampling, water bore drilling, a downhole resistivity survey (to detect shear-controlled

mineralisation) and stream sediment sa mpling. Rock chip sampling delineat ed the Caledonian alluvial workings in t he north, with patchy results throughout the Licence. Goldfields outlined 11 anomalies based on rock chip sampling, with 5 of those anomalies in EL 25311 (F igure 3). Of those 5 anomalies, only Anomaly 6 was considered worth follow-up, but no fu rther work was carried out as th e Anomaly appeared to plot just east of Goldfield's tenure.

Goldfields Exploration also held **EL 4907**, which covered the ground south of the Pine Creek mines and 2 blocks within EL 25311. Ground magnetics designed to define geological boundaries and loc ate possible areas of pyrrhotite mineralisation did not work due to high nois e. Rock chip sampling in the area of the Bonrook granite were 'low in most elements, especially gold', and th e Company observed small saddle reefs in the area were 'anomalous ly low in gold', concluding that 'rocks adjacent to the Bonrook granite are not likely to be gold mineralised'. However Anomaly 10 (w ith values of 0.93ppm Au) from wor k done on EL 4398 is adjacent to the Bonrook granite, so this conclusion may not be true. Costea ning and drilling occurred after the blocks that cover EL25311 were relinquished, so none of the drilling or costeaning were carried out wit hin EL25311.

EL 4926 covered the 2 NW bloc ks of EL25311, plus areas further west. Calvert River Manganese Pty Ltd applied for EL 49 26, then transferred it to Tanas Pty Ltd. Air photo interpretation (plus local knowledge) revealed the area to have an old land surface that is covered by gr avels. The mature erosion surface was probably developed in Tertiary times. The comments made about geochemical sampling are interesting; loose s urface material was t aken because of limited outcrop; with patches of quar tz on black soil plains. Su rveying of Goldfield's 'Anomaly 3' shows that the costeans to test the Anomaly were loc ated on MCN 541 or 542 which was an old dredging claim. Resampling of quartz float gave wildly variable results; initial resu lts of 1.97g/t Au gave 0.17g/t Au on reassay. Some of the quartz w as found to have roun ded corners, indicating that it was

transported gravel, rather than reflecting underlying regolith. In Year 2 the tenement was taken over by Union Reefs Mining and no work was completed on the area of EL 25311.

EL 4955 covered the 4 central western blocks of EL25311 from 1988. Geological reconnaissance in the area noted that the anticline structures in the Mt Bonnie Formation are 'real' and need further investigation. The anomalies identified by Goldfields (on EL 4398) could not be identified and may have been gravel derived from the old Tertiary gravel surface. However, some anomalous As values were obtained from rock chip sampling, although not necessarily where the (low-level) Au values were. Work in Year 2 focussed on the Mt Bonnie Formation anticlinal structure, with grid mapping and sampling. Stream sediment sampling failed to identify any areas of interest. Soil sampling gave one anomalous result that could not replicated with follow-up sampling. It is unclear whether the soil sampling was carried out in an area that may be covered by the Tertiary gravel (?). In conclusion, it appears that the work carried out in Year 2 was not sufficient to test the mineralisation potential.

EL 4969 covered 2 blocks in the SW corner of EL25311, from 1986. Exploration by Sabminco (later Zapopan) in Year 1 consisted of panning of stream sediments (locations not recorded) and a stream sediment sampling programme. Rock chip samples were not located either. Rock chip sampling in Year 2 gave a best result of 0.7g/t Au (just south of EL25311) and 0.3g/t Au (within EL 25311; see FIG 3) from quartz veins on the granite contact. Anomalous Pb and As values were common with one result of 12% As from the granite contact. The central and eastern portions of the tenement are considered most prospective (this area is covered by EL25311). The tenure was only for 2 years so no further work was carried out.

EL 4998 was granted for a 1 year period in 1986/87. Four of the 5 blocks are on the south-eastern part of EL25311.

EL 6255 covered the eastern portion of EL25311, with only one block outside EL 25311 (to the south). Work done in the 2 year tenure (from 1989) included an interpretation of airborne magnetics, which indicated major NW-SE trending lineaments. A ground magnetic survey indicated a magnetic anomaly at approximately MGA52 813660E / 8466430N, which appears to be in Bonrook Granite (from 100,000 mapping). The magnetic anomaly was considered to be a mafic dyke and the regional geophysics indicated that this was a NW-SE trending body (same as Pine Creek Shear Zone orientation). It was recommended that it be drill-tested but the Licence expired before further work could be carried out. Only 3 rock chip samples were taken and results were 'disappointing'.

Rosequartz Mining held **EL 6687** (one block in the centre of EL25311) for one year from 1990. Traversing of the granitic areas did not show 'any evidence of mineralisation' and 16 composite rock chip samples gave a maximum value of 0.02ppm Au.

Rosequartz Mining also held **EL 6727** (2 blocks in the NW corner of EL25311) for 3 years from 1989. Soil sampling along one ENE trending line gave a maximum value of 2.72ppb Au, which is considered insignificant. Work in Year 2 consisted of sampling of alluvial gravels to determine the alluvial potential. Cassiterite in minor quantities were identified in pan concentrates, but no significant gold values.

EL 7246 consisted of 3 blocks (forming an L-shape) in the centre of EL 25311. Granted to Nullabor Holdings for 3 years from 1991, work consisted of aeromagnetic data interpretation, rock chip sampling and BLEG stream sediment sampling. Sampling gave some anomalous values (up to 8.49ppm Au in PCR-50 – a rock chip sample) and 11.2ppb Au from stream sediment samples. Follow-up systematic sampling of a quartz vein located within Burrell Creek

Formation sediments in the SW corner of the Licence plus BLEG soil samples across the strike of the vein system failed to produce anomalous results.

Follow-up ground mag (to locate favourable anticline structures identified from regional interp) plus drilling had been planned but was not carried out due to bad weather. The aeromagnetic interpretation is similar to that carried out on adjoining tenement EL 6255 but the interpreted dyke on EL 6255 is called a zone of contact metamorphism in EL 7246 and a parallel zone is considered to be the dyke on EL 7246. The same geophysical dataset was used on both EL's (Aerodata 1987-88; 200m EW lines at 70m flight height).

Adjacent **EL 7617** was held by Nullabor Holdings for a year from 1992 and included the same aeromag interpretation as that done for EL 7246. Slightly anomalous gold was found from geochemical sampling but 'no significant surface indications' of gold mineralisation was found and the tenement was relinquished.

Prospecting on **EL 7702** found alluvial gold, which became covered by MCN 5057 by small scale miners. The Licence consisted of 4 blocks along the Pine Creek, with 2 of the western blocks along the northern boundary of EL25311. The target of exploration (and mining) was alluvial gold along the Pine Creek. The creek was extensively 'sampled' but there is no evidence that the MCN was granted.

Acacia Resources were the main explorer during the mid-1990's which is when their Union Reefs gold mine was commissioned and operating. Within EL 25311, they held (either outright or in JV) **EL's 7893, 8624, 9137** (covering relinquished portion from 7893); **9361, 9530** (covering relinquished portion of 7893) and **9577** (covering relinquished portion of 7893). These tenements covered all but the far north-eastern 4 blocks. These tenements also had active mineral claims which excised some of the best known mineralisation.

EL 7893 covered the southern half of, and is contained within, EL 25311. Acacia Soil auger sampling in Year 2 defined a NW-trending zone of zinc anomalism with a maximum value of 294ppm Zn. The following year 52 rock chip samples were collected with the best result coming from a sample taken on a mine mullock dump (!) Very weak anomalism could be seen with a NW trend of rock chips >0.01ppm Au but less than 0.1ppm Au. An Au/ As coincident soil anomaly trending NW was apparently delineated but the data not presented in reports. No drilling or costeaning was carried out.

EL 8624 occupied 2 blocks just north of EL7893, on the central portion of EL 25311. Acacia Resources held this tenement at the same time (1994-2000) as EL 7893 above. Soil sampling outlined a coherent NW/SE-trending soil anomaly in Year 1 while costeaning over the anomaly confirmed the soil sampling results and showed mineralisation was relatively continuous along strike between the costeans. Costean maps show dominantly grid-west dipping quartz, with variable sized quartz breccias and ?boudinaged veins. Drilling intersected patchy mineralisation at 'Nagshead' with best assay of 3m @ 4.41g/t Au in a broad zone of 12m @ 1.315g/t Au from 15m in RC96NH03. Drilling in Year 3 intersected 8m @ 0.75g/t Au from 46m in RC96NH08 and 9m @ 2.53g/t Au (including 4m @ 5.0g/t Au) from 3m in RC96PT03. An IP Survey noted a strong NW-Se trend extending over 2km strike and open to the southeast. This trend is high in both chargeability and resistivity, interpreted as indicating quartz veins containing considerable disseminated sulphides.

EL 9137 was also part of the Bonrook JV, along with EL8624 (above). Soil sampling picked up the southern extension of NW-striking mineralisation found on EL 8624. RC drilling intersected low grade mineralisation under a soil anomaly, with 1m @ 1.32g/t Au from 56m in RC97PT022. The western block was relinquished after broad-spaced soil sampling returned a best result of 23ppb Au, with no follow-up / resampling around this anomalous area.

Acacia started exploring **EL 9361** from the end of 1996. The Year 1 work was carried out by Nullabor Holdings and consisted of a stream sediment sampling programme with a peak result of 7.2ppb Au (from 4 samples collected). Work by Acacia consisted of soil sampling (u sing auger and vacuum) plus the regional airborne geophysics survey. Most of the work concentrated on the SW block; 2 of the northern block s were dropped wit h no work before Acacia commenced exploration. No drilling was carried out.

EL 9530 had soil sampling, plus part of a gravity survey and DTM modelling during its life of tenure. A peak gold an omaly of 84ppb Au wa s obtained in the soils programme, but there are no elev ated results surrounding this sample. Most of the work seemed restricted to one block.

EL 9577 covered the SE extension of the Nagshead / Ponytail geochemical anomaly outlined on EL 8624 and 9137. Soil sampling within EL 9577 confirmed the geochemical anomaly extension further to the south-east, with a best result of 490ppb Au. Infill soil sampling confi rmed the geochemical trend, but the values are fairly low level (10-15ppb Au). Costeaning confirmed the low level anomalism found in the soil sampling. The IP survey reported in EL 8624 als o extended into EL 9577.

Acacia seemed most active in 1996-98, with no field work being conducted in 1999 as the Company was taken over whic h led to a change in priorities (to known resource extension exploration). In 2000, most of the tenements wer e expiring and Acacia (now Anglogold) we re shifting th eir focus away from the Pine Creek area.

EL 25321 was explored by prospectors D. Langley and S. Davis for 3 years from 2003 for gold and diamonds. The interest in diamonds came after reports that a gem quality diamond was f ound in 1880 close to th e old track crossing the

Cullen River. Seven panned concentrated did not yield any diamond or indicator minerals. Stream sediment sampling re turned anomalous go ld values (not quantified) and appears to drain the kn own Lucknow gold occurrence. The source of the anomalous gold was not found from metal detecting and reconnaissance and the Licence was relinquished.

Within EL 25311 were also a number of tenements, all of which have since expired. **MCN's 680 – 683** held by Kakadu Resources covered the Bonrook gold occurrence in the south of the Licence. The tenement appeared to have expired during 1995. A report written in 1993 recommended a drill programme but it is unclear whether this was carried out. The maps are unclear as to the location of the costeans

MCN's 2103, 2105 and 2112 were purchased by Union Reefs Gold Mine from Nullabor Holdings, but only phot ogeology work was carried out. The mineral claims were taken out over a weak geochem anomaly.

Pine Creek Goldfields explored **MCN's 1162 and 1163** (Bonrook North) which covered westerly dipping gr eywacke with discontinuous quartz veins. Geochemical analysis indicated the majority of the areas were barren. Structure was dominantly NW-SE strike and south-westerly dip *but in the far southwest of MCN1162 the strike of beds trends E-W with a southerly dip*. This area will be visited during reconnaissance.

Tenement **EL 25311** was acquired by Territory Uranium Company in December 2006. During the first year of tenure a literature data compilation was completed to help with further exploration in the second year of tenement.

6. EXPLORATION DURING YEAR 2

Work done by Territory Uranium Co Ltd during Year 2 of tenure consisted of field

reconnaissance and a drilling program which focussed on two targets identified in the historic data compilation which was completed during Year 1.

In total the following drilling was completed

Table 1 Auger and RC Drilling Results for EL25311

Area	Type	Holes	Metres	Samples
Nags Head	RC	7	420	363
Pony Tail	RC	1	96	87
Bonrook	RC	20	289	166
	Auger	39	56.6	37
Wandie Track	RC	3	120	31

6.1. Drilling at Bonrook

A geochemical anomaly on EL25311 near the Bonrook homestead was tested using a combination of RC and Auger drilling. In total 59 holes were drilled for 345.6m. The drilling identified an alluvial gold prospect in the bend of the Bonrook Creek approximately 4km downstream of the Pine Creek Gold Field.

The best results were:

- 1m @ 0.39 g/t from 1m (TURC0002)
- 1m @ 0.77 g/t from 0m (TUAU0089)
- 1m @ 0.56 g/t from 1m (TURC0012)
- 1m @ 0.43 g/t from 0m (TURC0003)

6.2. Drilling at Nags Head

Territory Uranium completed an RC drilling program (7 Holes for 420m) focusing on Quartz Vein hosted Gold deposit which had previously been tested by Acacia. The drilling intersected mineralisation associated with fractured and veined cherty sediments. Results have confirmed multiple mineralised shoots within the main Nags Head shear zone.

The best results were:

- 5m @ 2.67 g/t Au from 29m (TURC0028)
- 2m @ 5.92 g/t Au from 36m (TURC0031)
- 4m @ 2.11 g/t Au from 23m (TURC0031)

6.3. Drilling at Pony Tail

One hole (TURC0032) was drilled to test for gold mineralisation on the Nags Head shear zone at Pony Tail. Drilling intersected multiple lower grade zones.

Best intersection was:

- 2m @ 1.2 g/t Au from 39m

6.4. Drilling at Wandie Track

Three holes were drilled into a potential shear zone near the Wandie Track in the centre of the tenement. No significant were returned.

7. EXPLORATION FOR YEAR 3

Because the EL transfers between TUC and AMG from the early of year of 2009 until 18th September of 2009, TUC or AMG have not done the exploration according to the plan during the year 3. But we did some work, such as ground survey by helicopter, review the assayed results of all taken by TUC and previous, and review a lot of data and references concerning this areas and regional geological and geophysical data.

After detailed review the data, we plan to take high precision geomagnetism survey, some IP sections, and then drilling in next year.

8. EXPLORATION FOR YEAR 4

Work done during Year 4 of tenure consisted of field reconnaissance and a geophysical program which focused on all blocks. The primary data was obtained and the detailed treating and discussing had been taking.

In total the following geophysical work was completed

Table 2 Geophysical survey for EL25311

Area	**Type**	**Squares(Km)**
All blocks	HPGM	39.98
North area	IP depth sound	9.39

9. EXPLORATION FOR YEAR 5

Exploration is planned to target Au mineralization (Quartz Vein-hosted) along the structure belt according to the works done last year. And a drilling program will be taken.

Work carried out by AMG during Year 5 included:

a) IP sections sound for special area along the structural belt about 43 points for two sections
b) some geological mapping along the belt about 9.39 Km^2
c) some geological sections surveying about 1.66Km
d) Whole rocks analysis for Au about 11samples those taken during the geological survey along the belt.

Because the dry season, the results of the IP sections sound survey was bad so we cannot decided to take the drilling program, but we try to do more works in the next year and try to take drilling.

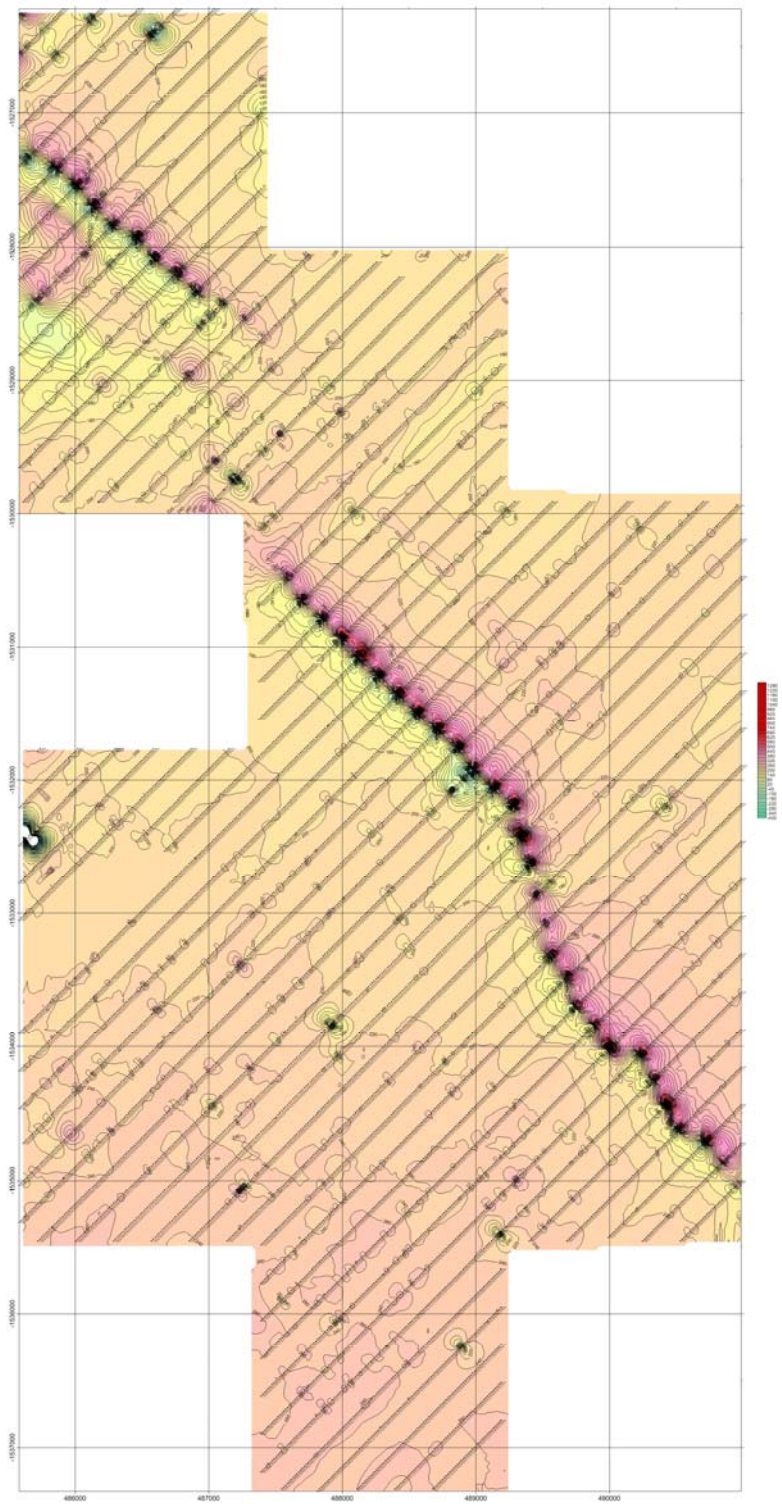

Figure 4 ΔT map of Geomagnetism of EL25311

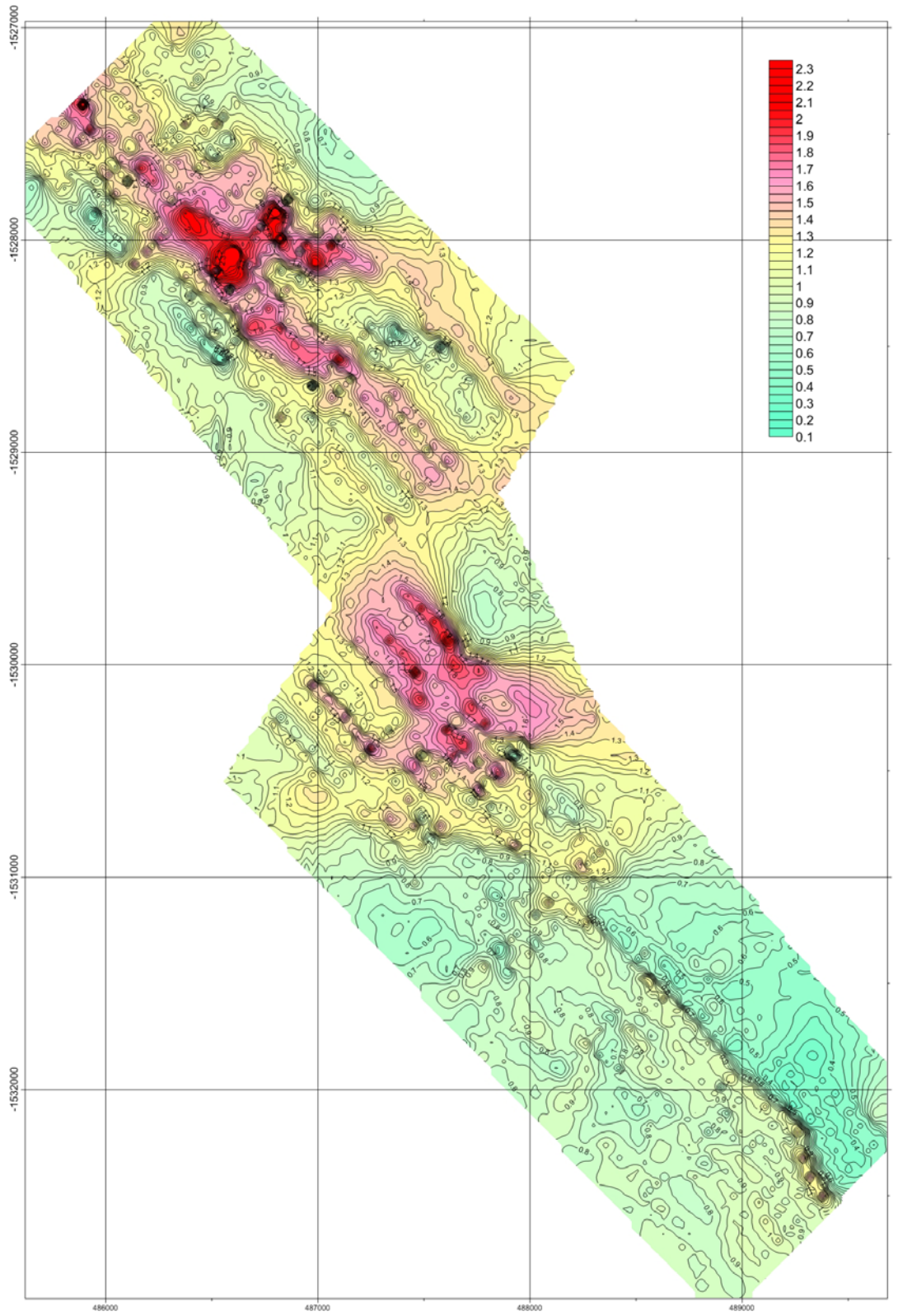

Figure 5 IP ratio map of EL25311

10. EXPLORATION FOR YEAR 6

Work carried on Year 6 included:

a) Ground geological lines survey.

b) All previous and obtained data and information analysis thoroughly.

11. EXPENDITURE

Expenditure during all of six years is **$578,291.12** (Table 3)**.**

Year / works	1	2	3-4	5	6
Office Studies	$1307.50	$25,016.89	$66,080.00	$67,180.00	$57,000.00
Geological Services		$21,925.81			
Field Reconnaissance/Mapping					$18,350.00
Diamond Drilling		$108, 685.81			
Ground Geophysics; Interp/Modelling			$66,924.00	$133,100.00	
Geological Reconn		$10, 985.97			
Geochemical sampling		$18,131.77			
Access & Rehabilitation		$13, 743.53			$4000.00
Office Overheads	$401.62				
Total	**$3079.12**	**$165,578.00**	**$130,004.00**	**$200,280.00**	**$79,350.00**

12. CONCLOUSION AND RECOMMENDATION

Considering all of the field work completed including Geophysics and Geology surveys, drilling and sample results, AMG believe there are no more potential targets or possibility to find the Au or others minerals, so EL25311 has been surrendered.

13. REFERENCES

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