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Date: 19/12/2012
Report No: R440.2012

REGALPOINT RESOURCES LTD

Review of Exploration Work on EL26094

Pine Creek Orogen – Rum Jungle Mineral Field

Highlander Gold Prospect

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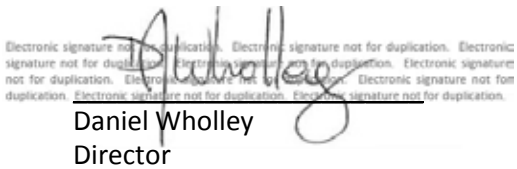

Daniel Wholley
Director

Executive Summary

This report provides a summary of exploration work carried out by Regalpoint Resources Ltd (Regalpoint) during 2010-2011 on EL26094 and more specifically the historical Highlander Gold (Au) Prospect located in the bottom eastern corner of EL26094 adjacent to the Stuart Highway. The licence comprises 27 graticule blocks and was granted to Regalpoint for a period of six years on the 6th, May 2008. A deferral of the compulsory reduction was granted on the 8th, March 2010. Regalpoint engaged CSA Global (CSA) to conduct the exploration work.

The report will also cover proposed 2013 drilling, targeting strategies and a discussion of possible mineralising systems.

Regalpoint's exploration work to date includes a desktop review of historical exploration work, followed by the drilling of 18 RC holes (1,528m), digging of 6 trenches (768m) and a reconnaissance scale mapping, sampling (85 rock chips) and magnetic ground-truthing exercise over much of the tenement area. The data used in the desktop review and was not exhaustive due to poor reporting standards, such as the use of local grids for location data and the submission of hardcopy data only. Nevertheless, all the historical data has been identified and can be incorporated at a later date, although this will require digitising from hardcopy reports.

The desktop review did identify several significant Au intercepts (notably 3m @ 4.92 g/t Au and 1m @ 2.79 g/t Au) recorded by Nicron Resources (Nicron) in the mid-1990s. Nicron drilled 24 RC holes over a gold soil anomaly now known as the Highlander Prospect. Normandy Woodcutters Limited (Normandy) took over the tenement and interpreted the anomaly as a "stratabound zone of vein type gold mineralisation over a strike length of 4.5km". The mineralisation is interpreted as a sulphide Au-Quartz vein system in the boundary vicinity of the Wildman Siltstone and underlying Whites Formation. The structure in the area is dominated by a series of north-south striking anticlines. The mineralised zone also includes the Flaming Fury gold occurrence to the south of EL26094. The mineralisation is stratigraphically linked to the nearby (approx.' 3kms south-west) Woodcutter Mine (Zn, Pb, Ag & Sb) which was rehabilitated in 1999. The geology consists of easterly dipping Upper Whites Formation sediments and Acacia Gap Quartzite on the eastern limb of the Woodcutters Anticline (Eupene). Studies conducted by Normandy on the Woodcutters deposit indicate mineralisation at increasing depth is more pyritic and contains significant gold values. One possible interpretation is that the elevated gold and associated arsenic values at Highlander may reflect "leakage" or zonation from this mineralising event, although this has never been fully tested.

The drilling and costeaning conducted by Regalpoint in 2011 was intentionally close to the previous Nicron drilling and trenching and was successful in confirming Highlander as a first class target in a green field area. Regalpoint recorded intercepts of 6m @3.91 g/t Au with 1 m @ 13.1 g/t and two vein/gossanous rock chip samples (100160 & 100161) taken by Regalpoint within the Highlander Prospect recorded 0.87g/t and 0.83 g/t Au respectively. Additionally, the rock sampling program identified five other surface anomalies, although

lower level anomalies, outside the Highlander area. In the light of these new surface anomalies, it may be prudent to assess their potential by first reviewing the wealth of historical sampling data that has already been captured in the area, although this will involve digitising from hardcopy. Alternatively, if this proves too costly, the anomalies could be shallow drilled as part of the follow-up 2013 drilling campaign over the Highlander area.

Although Regalpoint's 2011 drilling and costeaning did confirm Nicron previous results, it didn't define the broad structural controls of the vein mineralisation. The purpose of the planned 2013 drilling is to define the geometry of potential higher grade shoots within the broad zone of mineralisation already intersected and to determine if the mineralisation extends further to the north under cover. To provide structural data, some of the 2013 proposed holes will require diamond tails.

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1 Introduction

1.1 Overview

License EL26094 lies adjacent to the Stuart Highway approximately 80km south of Darwin in the Northern Territory. The licence comprises 27 graticule blocks and was granted for a period of six years on the 6th, May 2008. A deferral of the compulsory reduction was granted on the 8th, March 2010

EL26094 is stratigraphically located immediately south-east of the Woodcutters Mine and is down dip and higher in the stratigraphy (Eupene).

Early exploration was mainly for uranium and base metals. Exploration conducted by Nicron Resources concentrated on gold. A stratabound zone of vein type gold mineralisation was outlined over a strike length of 4.5kms with most of the exploration concentrated on two gold prospects: Highlander to the north and inside EL26094 and the Flaming Fury prospect to the south and outside EL26094.

The Highlander prospect is situated 3 kms south-east from the now abandoned Woodcutters Zn-Pb-Ag deposit discovered in 1966 by BMR. The mine closed in 1999 with ore production totalling 4.65 Mt at 12.28% Zn, 5.65% Pb and 87 g/t Ag (Taylor 2000). This was the largest mine to date in the field.

In 2010, Regalpoint requested CSA conduct a desktop review and compilation of previous exploration activities on EL26094. The review identified a substantial amount of on ground exploration done in the early to late 1990s as brown field exploration close to the Woodcutters Mine. The review identified a RC drilling campaign (24 RC holes) carried out by Nicron over a gold soil anomaly, now called Highlander. Follow-up drilling recorded significant, but spotty, gold intercepts, notably 3m @ 4.92 g/t Au and 1m @ 2.79 g/t. These very encouraging intercepts were never followed-up by Nicron because they had other priorities at Woodcutters.

The desktop review renewed interest in the Highlander area as a prospective green field exploration target but as all the historical data was in hardcopy with most in local grids, a decision was taken to validate the results of the previous costeans and RC holes done by Nicron.

To do this, Regalpoint dug 6 trenches close to the original trenches in May 2011 (768m) and 18 RC drill holes in July 2011, again close to Nicrons's drill holes. Anomalous gold mineralisation was intersected in all trenches and most of the new drill holes that was broadly consistent with the results reported by Nicron. The quartz veining exposed in the trenches was found to have a general northerly strike with a moderate to steep dip to the east, although no structural control could be determined. The Highlander mineralisation zone is indicative of vein mineralisation, and is currently sub-economic and open at depth and to the north. There is no obvious correlation of the mineralised veins from costean to costean and the individual mineralised veins are likely to be discontinuous structures within a broader mineralised envelope. It seems likely that mineralisation, as is generally the case

in the Pine Creek region, is concentrated at a failed anticline. This being the case a strong plunge to the mineralisation can be expected, although this could not be determined from the trenching.

20 drill holes, with contingency for a further two if required are planned for 2013. The position of the planned holes could change after assessing the information from the first 4 drill holes. The drilling, some holes with diamond tails, will provide information on the depth of the current mineralisation and test if the mineralised zone extends further north under cover. Due to drilling difficulties and rig problems, the maximum depth drilled by Regalpoint in 2011 at Highlander was 115m. In 2013, several 120m holes and one 180m hole (with possible diamond tail) are planned. The 180m hole will test the deep and very encouraging intercepts recorded in drill hole HLRC036 (107-113, 6m @3.91 g/t Au and 120-121 1m @ 3.35 g/t Au). Shallow holes (45m) will test the possible northern extension of mineralisation.

In addition to the 2011 drilling and costeaning, Regalpoint engaged CSA to carry out a 4 day reconnaissance scale geological mapping and rock chip sampling exercise over the more accessible areas of the tenement. 85 rock chip samples were collected from surficial vein/gossanous material and analysed for gold and base metals. Several samples recorded anomalous gold values with two recording values @ 0.87 g/t & 0.83 g/t Au within the Highlander area while several other samples recorded significant elevated Au values in 5 other areas within the tenement.

1.2 Tenure

Exploration licence 26094 (Highlander) was applied for by Regalpoint Resources Ltd on the 30th April 2007. The licence comprising 27 graticule blocks was granted for a period of six years on the 6th, May 2008. A deferral of the compulsory reduction was granted on the 8th, March 2010.

1.3 Location

The license lies adjacent to the Stuart Highway approximately 80km south of Darwin in the Northern Territory (c.f. Figure 1). There are several tracks within the licence including the sealed road to the Lake Bennett Resort. Away from the tracks access in the area is difficult with several steeply sided, rocky ridges and deeply incised creeks. The north eastern corner of the licence impinges on the Adelaide River flood which is flat and boggy.

The licence lies just (approximately 5km) to the east of the Rum Jungle Complex. Significant mines (now closed) that have been developed in the area are Rum Jungle (Uranium), Woodcutters (Zn, Pb, Ag, and Sb), Browns (Cu, Co, Au) and Giants Reef (Au). Significant resources of magnesite and phosphate are also known to be present but have not yet been commercially developed. Figure 1 shows the location of EL 26094.

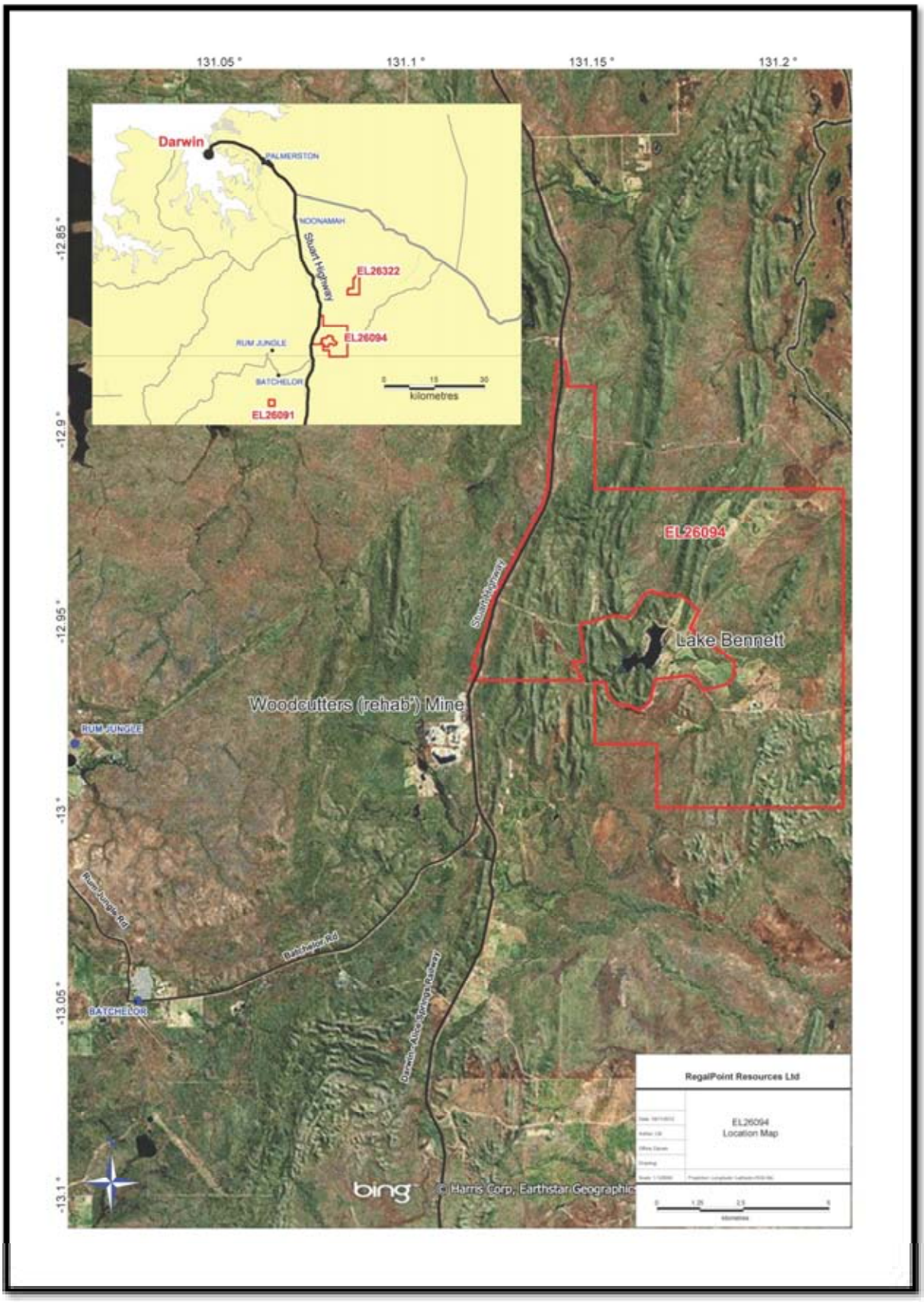

Figure 1: EL26094 Location Map

2 Regional Geology

Exploration licence 26094 lies in the northern portion of the Pine Creek Orogen adjacent to the Rum Jungle Complex. The Achaean aged Rum Jungle Complex consists of coarsely crystalline leucocratic granite, some granite-gneiss, schist and BIF. The Rum Jungle Complex (RJC) and immediate surrounds are referred to as the Rum Jungle Mineral Field (RJMF). RJC is the oldest suite to outcrop in the vicinity of the license area but due to a restricted distribution is probably not the basement in the tenement. The similarly aged Dirt Water Metamorphics are most likely to form the basement (c.f. Figure 2).

Within EL 26094 the Pine Creek Orogen is represented by the Palaeoproterozoic Mount Partridge Group. The Wildman Siltstone and the Acacia Gap Quartzite belonging to the Mount Partridge Group have been mapped in the licence. The Wildman Siltstone (laminated shale, siltstone, sandy siltstone and dolomite) is considered to be the lateral equivalent of the Whites Formation (Calcareous and carbonaceous pyritic argillite, dololutite, dolarenite) which hosts the Woodcutters and Browns base metal deposits.

Unconformably overlying the Mount Partridge Group is the Palaeoproterozoic South Alligator Group. The South Alligator Group is comprised of the Koolpin Formation, Gerowie Tuff and the Mount Bonnie Formation. Collectively the Group consists of shale, greywacke, tuff, dolomite and BIF. All three members of the Group have been mapped in the licence area. The South Alligator Group is the most significant host for gold and uranium mineralisation in the Pine Creek Orogen.

Structurally, the areas surrounding the Rum Jungle Complex are complex. The most recent (1990's) reinterpretation of the Woodcutters mine area has demonstrated that listric faulting and bedding plain slippage have played a significant role in the development and positioning of economic mineralisation. The structural modelling suggests that many of the interpreted faulted anticline hinges are in fact drag folds associated with listric faults.

Structures have also played a significant role in the development of gold deposits in the Pine Creek region. Re-examination of several gold deposits in the Pine Creek Region has emphasised the importance of structures and indicated that gold mineralisation develops into economic deposits as a result of the mechanical property differences between greywacke and siltstones in the South Alligator Group.

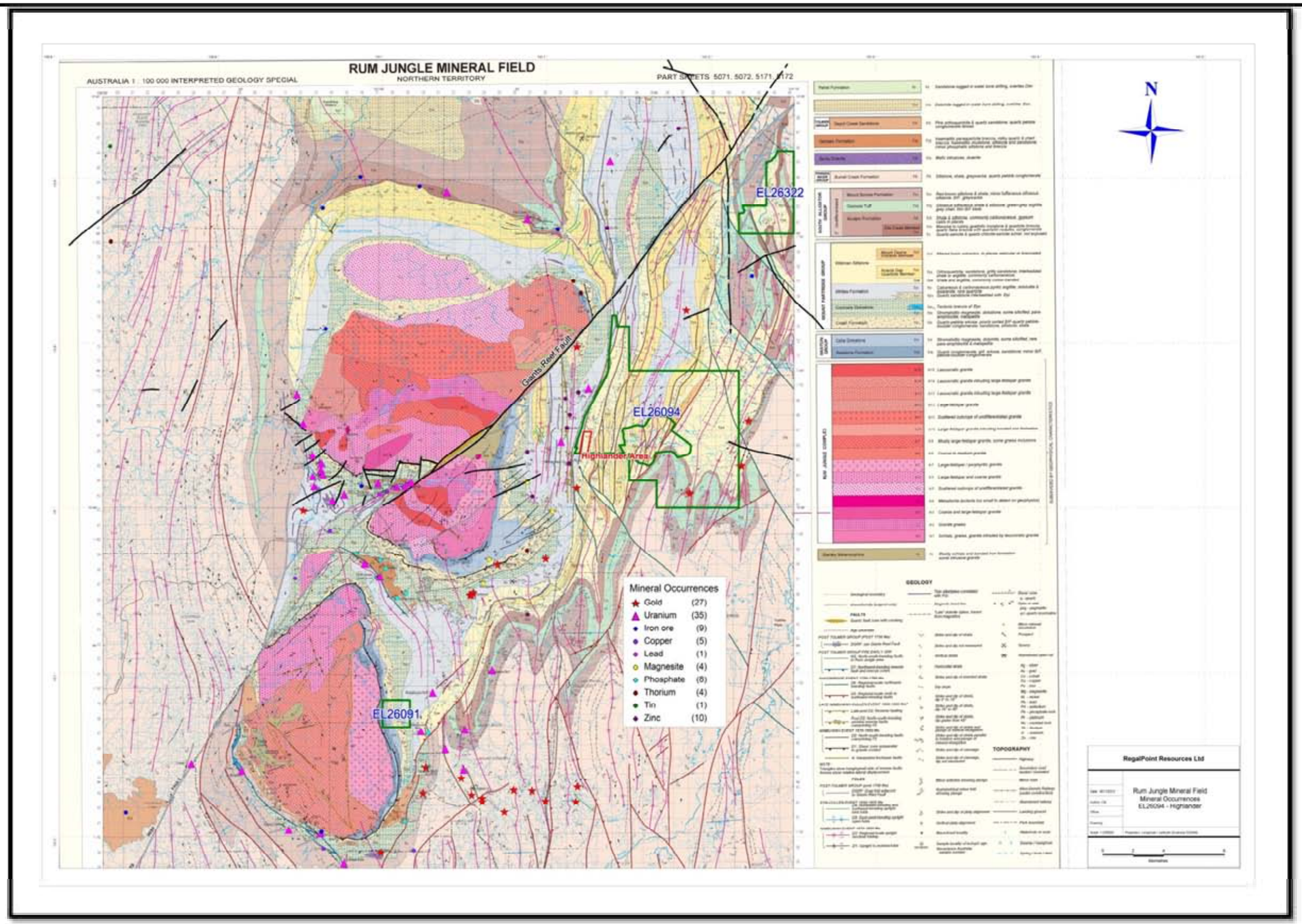

Figure 2: Regional solid geology showing mineral occurrences and the Highlander Area within EL26094

3 Overview of Historical Exploration on EL26094

The area surrounding the Rum Jungle Complex has been explored by several companies and government agencies since the 1950's. Most of the work has focused on uranium and despite numerous explorers over the years the amount of real field work is limited. The work mentioned below is only that which has relevance to EL 26094.

In 1974 Magnum Exploration was granted EL 739. Their primary target was base metal mineralisation of a style similar to that at Woodcutters. Their exploration consisted of reviewing the existing BMR soil geochemistry. In 1976 Magnum signed a JV with Amax Exploration Australia Inc. who completed an exploration program comprising geological mapping, reconnaissance geochemistry and a combined airborne radiometric and magnetic survey. Amax identified several radiometric anomalies in the area and completed rock chip and soil sampling over the anomalies. The results apparently, were insufficient to maintain interest in the project and the licence was relinquished.

In 1979, Mines Administration Pty Ltd (later CSR Ltd) explored the Wildman Siltstone as a possible host for uranium and base metal mineralisation. Mines Administration competed geological mapping, rock chip sampling and a sirotem survey. Their initial work discovered a zone of quartz veins striking approximately north-south, 100m wide and persisting for over 4 km. The southern end of the zone was named the Flaming Fury and the northern end Highlander.

To test the zone Mines Administration excavated several trenches and drilled 280, 10m deep RAB holes, mostly at the Flaming Fury prospect. The holes were radiometrically logged and an end of hole sample was collected. Mines Administration's target commodity was uranium and despite two adjacent holes returning assays of 1.4g/t they terminated the project.

Exploration licence 5678 originally consisted of two blocks and was granted to Nicron Resources for a period of six years on 3rd September 1998. The licence was renewed for two year periods in 1995 and 1997.

Examination of the reports prepared by Normandy Woodcutters staff is confusing and it appears that most of the work done on the Flaming Fury to Highlander gold trend was done off-title, (on Normandy owned mineral leases). The only work reported by Normandy staff relates to the work done on EL5678 which lay immediately to the south of the current licence. From Normandy's reports it is obvious that most of their work focused on the Flaming Fury and Highlander Prospects.

Figure 3 shows the portion of the Flaming Fury to Highlander gold trend that lies within EL 26094. The information has been captured from barely legible plans and is presented as a guide only. Caution is required when using Figure two as time, humidity and numerous photocopies will have led to distortions in the plan. Not-with-standing the location issues

the work done by Normandy at the Highlander Prospect, wholly within EL 26094, is very encouraging.

In their nine years of tenure Normandy completed stream sediment and soils sampling programs which defined the gold trend as shown in red on Figure 3. Unfortunately the contour intervals are illegible however the outer contour is thought to be 0.02ppm Au in a -40# soil sample. No location data is supplied with the assays and as such we cannot re-plot the information.

5 costeans were dug, four of which are in EL 26094 and shown in blue on Figure 3. Again assay data for the costeans is presented in the reports but the location data is missing. In one report the mineralised intersection in the 6000m north costean, approximately the centre of Figure 3, was reported as 40m at .12g/t Au.

The final report for exploration licence 5678 (CR99/0324) reports that 4 holes were drilled in their license area. The plan attached to report CR96/0746 shows the locations of 24 holes. None of which are in EL5678 but all of which are in the area now within EL 26094. The positions of the holes are shown on Figure 3 and where possible the hole identification is presented. The final hole depths are not mentioned in the report but based on the drilling expenditure of $12039 reported in CR 11940754 for 24 holes they cannot have been very deep.

The shallow drilling into the Highlander Prospect (EL 26094) has been completed in three groups (Figure 3) with holes 1 to 6 in the south, 7 to 15 in the centre and 16 to 24 in the north. Each of the groups has intersected significant and potentially ore-grade gold mineralisation. The intersections listed below have been recovered from plans in company reports: CR 19960746 and CR 19970608.

<u>South Group</u>

HLRC001	3m @ 4.92 g/t Au
HLRC004	1m @ 1.22 g/t Au

<u>Middle Group</u>

HLRC007	1m @ 2.79 g/t Au 9m @1.88 g/t Au
HLRC008	9m @ 1.85 g/t Au
HLRC009	3m @ 1.54 g/t Au 9m @ 0.73g/t Au
HLRC010	3m @ 1.41 g/t Au
HLRC011	4m @ 1.44 g/t Au
HLRC012	8m @ 1.13 g/t Au
HLRC013	6m @ 1.31 g/t Au

<u>Northern Group</u>

HLRC016	4m @ 1.76 g/t Au 5m@ 1.69 g/t Au
HLRC017	2m @ 1.63 g/t Au
HLRC020	3m @ 1.39 g/t Au 5m @ .96 g/t Au
HLRC021	3m @ 1.37 g/t Au 6m @ .63 g/t Au
HLRC022	2m @ 1.08 g/t Au 3m @ 2.9 g/t Au
HLRC023	4m @ 0.44 g/t Au

Due to the lack of location data supplied in Normandy Woodcutters reports little can be said about the continuity of mineralisation. It is however, fair to say that most of the holes that failed to intersect mineralisation were collared to the west of the target zone and drilled further to the west. That all three groups of holes intersected potentially ore-grade material suggests the mineralisation is at least semi-continuous for over 1000m, is open at depth and open to the north within the Highlander tenement.

Please refer to Appendix-4 for an inventory of historical data relevant to EL26094.

3.1 Highlander Prospect

The Highlander Gold Prospect was discovered in the mid-1990s by Nicron as a gold soil anomaly (c.f. Figure 4). Follow-up RC drilling and costeaning delineated a broad strike extensive stratabound zone of vein type gold mineralisation east of the Woodcutters base metal mineralised structures. Normandy Woodcutters Ltd took over the Woodcutter Mine and adjacent brown field EL s from Nicron around 1996 and despite some very good Au drill intercepts, Normandy never fully evaluated the prospect.

Normandy departed without understanding the geological and structural controls for the gold mineralisation; however, they did surmise the elevated gold and arsenic values at Highlander reflected metal zonation or leakage from within the larger Woodcutters mineralisation system. This is perhaps an obvious conclusion based on the proximity (within 3kms) to Woodcutters to the Highlander area.

RC drilling and costeaning by Regalpoint in 2011 validated Nicron's results and enforced Highlander as a prospective green field exploration target.

3.1.1 Historical Gold Occurrences

EL26094 is located within the Rum Jungle Mineral Field (RJMF) of the greater Pine Creek Orogen. The RJMF is better known for its base metals and uranium deposits but it also contains over 70 gold occurrences and several artisanal, now abandoned, gold mines. The four Au occurrences near EL26094 (c.f. Figure 7) are listed in the Table 1 below.

The De Monchaux gold and base metal prospect is the only known mineral occurrence within the tenement. It is located in the south eastern part of the area and hosted by siltstones and shales of the Koolpin Formation.

Name	Commodity	Status	Comments
Giants Reef	Gold	Mineral occurrence	Highest reported gold value is 48g/t Au over 10m.Diamond drill hole gave highest value of 10.32g/t Au.
Flaming Fury	Gold	Mineral occurrence	RC drilling followed up soil anomalies, most interesting results 40m @ 0.12g/t Au, 9m @ 1.88 g/t Au and 9m @ 1.94 g/t Au.
De Monchaux	Gold\base metals	Mineral occurrence	N/A
De Monchausx Creek	Gold	Mineral occurrence	Several rock chip assays returned with anomalous gold values and the best result returned from sample no 15458 as 21.8 ppm Au and other anomalous results include 3.9 ppm Au from sample no 15455, 0.9 ppm Au from 15452 and 3.8 ppm Au from 15460 (NT Resource)

Table 1: Mineral occurrences in and close to EL26094

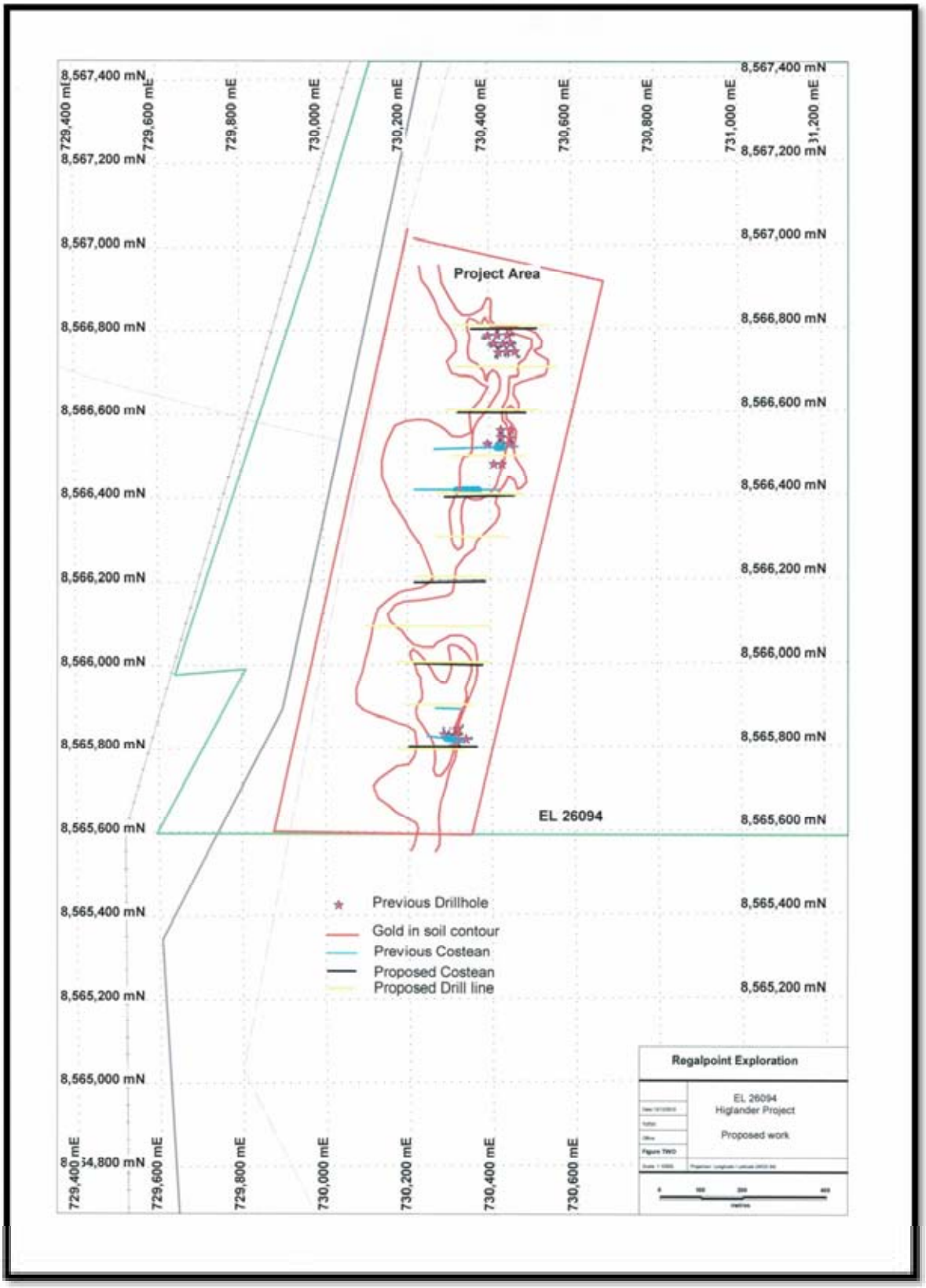

Figure 3: Nicron historical work on Highlander and Regalpoint's 2011 work – now completed

4 Local Geology – 2011 mapping, rock chip sampling and magnetic ground truthing

Below is a summary of the 2011 reconnaissance geological mapping, sampling and magnetic ground truthing exercise. The complete report prepared by Nik Segreev (CSA Senior Geologist) can be found in Appendix-2.

CSA was commissioned by Regalpoint to carry out a reconnaissance geological mapping in their Exploration Licence EL26094 in Northern Territory. The project area is a relatively large exploration tenement (73km^2) and is located about 15km northeast of Batchelor in the Rum Jungle region of NT. The field work was conducted over four days from the 23rd to 26th July 2011. The mapping program was focused on several activities as follows:

- Review of the existing information on the local geological settings, regolith types and land forms to assist with planning further exploration program;
- Review the existing gold occurrences and documenting vein- and gossan-style mineralisation and alteration zones in the project area in order to identify the new potential exploration targets;
- Ground check and assessment of the existing airborne magnetic anomalies.

Mapping on the 10,000 scale was accompanied by collecting rock chip samples of quartz veins and gossanous materials. A total of 85 new locations of the quartz vein and gossan-type mineralisation were documented and sampled. The samples are recommended to be analysed for gold, uranium and the base metal suite. More detailed rock chip geochemical survey is recommended in the areas of the higher levels of Au and associated elements.

A brief statistical assessment of the recent 172 multi-element assay results on trench sampling at Highlander prospect revealed two main gold element associations.

- Gold was associated with Zn, Cd, As, Mg, Co, Ni and U within the wide generally low-grade “envelope” zone and this association is interpreted to reflect the Au-sulphide mineralisation type.
- The second association only contains the higher Au grades, it is consistently higher in Ba and gold does not show any significant relationships with the other elements. The samples of that type occur as a continuous zone in a plan view and the association is thought to be related to the Au-quartz vein mineralisation type.

The established elements associated with Au are considered to be the useful gold pathfinders for the area and they can provide valuable information on the much larger-size exploration target. The elements especially Zn, As, Co, Ni and U are recommended to be included into the element suite for assaying in future geochemical surveys in the area.

Based on the results of regolith mapping and terrain assessment, a stream sediment geochemical survey is recommended as a first-pass exploration method. The project area is well-dissected and creek channels contain enough alluvium materials to carry out the survey. The Digital Elevation Model (DEM) of the tenement area needs to be modelled to correctly identify sampling density and the best sampling locations. Further details on the survey approach can be provided based on the DEM review.

Ground checking of the existing airborne magnetic anomalies has not revealed any significant areas of interest. The nature of the most prominent linear anomaly in the western part of the tenement remains unclear as most of rocks surveyed were non-magnetic and the single peak in the Wildman Siltstone cannot justify the intensity and the scale of the airborne anomaly. Possibly, high magnetic anomalism is related to the deeper source, potentially related to one of lineament structures. The other anomalies checked on the ground are related to the surface magnetic lateritic nodule gravel commonly containing magnetic iron oxide maghemite.

The tenement area can be subdivided into three major domains differing in geological settings (c.f. Figure 6) and subsequently in the regolith and geomorphological terrain type:

- The western half is dominated by the Palaeoproterozoic Wildman Siltstone succession which includes the Acacia Gap Quartzite Member and highly altered mafic volcanic Mount Deane Member (Figure 7). The thickness of the Wildman Siltstone is irregular, with a maximum of about 1500 m (Crick 1987). The north- to northeast striking thick successions of interbedded siltstones, sandstones and quartzites form a series of parallel low-dome to moderately-high and steep hills divided by relatively narrow valleys with rubbly slopes and Tertiary to Quaternary lateritic duricrusts, alluvium and Ferruginous gravelly soils in valleys. The area is referred to the hinterland-type terrain. In the north western sliver-shaped tenement part, the Wildman Siltstone is generally covered by Cretaceous sedimentary rocks, but it was interpreted to continue to the north based on aeromagnetic images.

- In the south eastern quarter, the topography is of relatively low- to moderate relief, with low hills and ridges separated by wide valleys with lateritic nodular soils and thin colluvium fill. The area is dominated by the South Alligator Group, unconformably overlying the Wildman Siltstone. The interbedded succession of ferruginous siltstones, shales, volcaniclastics and chert bands is folded and slightly weathered near the surface. The area is separated from the western domain by a regional northeast-trending lineament and referred to the dissected foothill-type terrain.

- The north eastern quarter is mainly represented by Tertiary to Quaternary lateritic plains with black soils and poorly developed northeast-flowing drainage channels. The low hills made of the Wildman Siltstone are less common in the area, with also few higher dome-shaped hills of the outcropping mafic volcanics of the Mount Deane Member.

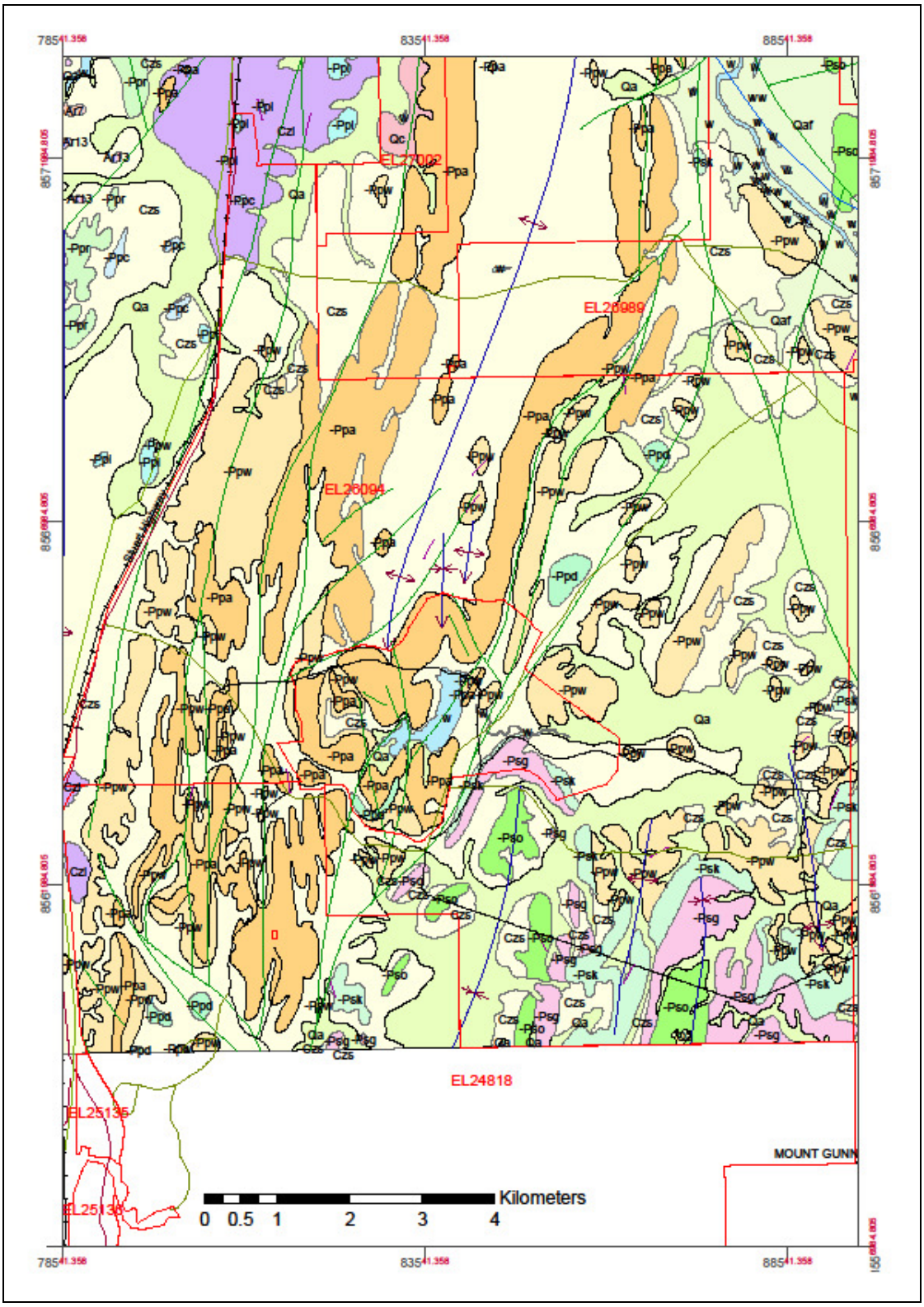

Figure 4: Geological map 1:100,000 (after Doyle and Lally, 2004).

4.1.1 2011 Rock chip sampling

In addition to the 2011 drilling and costeaning, Regalpoint engaged CSA to carry out a 4 day reconnaissance scale geological mapping and sampling exercise over the more accessible areas of the tenement. 85 rock chip samples were collected from surficial vein/gossanous material and analysed for gold and base metals. Several samples recorded anomalous gold values with two recording values @ 0.87 g/t & 0.83 g/t Au within the Highlander area while several other samples recorded elevated Au values in 5 other areas within the tenement (c.f. Figure 7).

During the historical exploration review CSA discovered several historical reports containing surface sampling data (unfortunately in hardcopy) over the ground currently occupied by EL26094. Th exact location of this data cannot be determined unless it's digitised and incorporated into Regalpoint's 2011 surface sampling data. It is recommended that this historical data be reviewed before drilling these new surface anomalies.

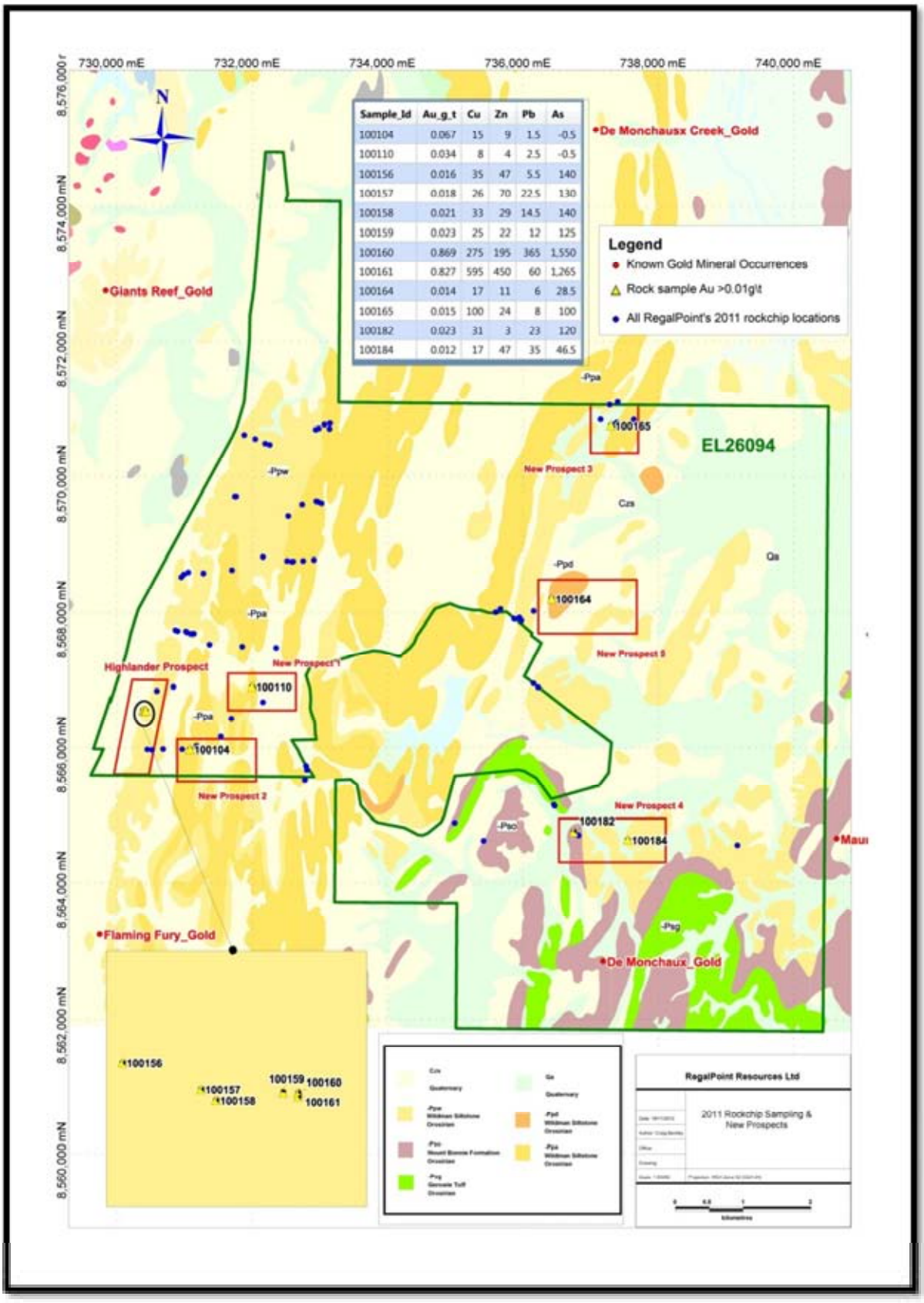

Figure 5: 2011 Rock chip sampling

4.2 2011 Mapping and sampling recommendations

- Local geological settings documented in the course of the brief mapping program were in a good correspondence with the results of the 1:100,000 scale geological mapping of the Noonamah map sheet (Doyle and Lally, 2004). The current program was focused on the mineralised areas and potential exploration targets. A total of 85 new locations of the quartz vein and gossan-type mineralisation were documented and sampled. The samples are recommended to be analysed for gold, uranium and the base metal suite. More detailed rock chip geochemical survey is recommended in the areas with the higher levels of Au and associated elements.

- A brief statistical assessment of the recent 172 multi-element assay results on trench sampling at Highlander prospect revealed two main gold element associations. Gold was associated with Zn, Cd, As, Mg, Co, Ni and U within the wide generally low-grade “envelope” zone and this association is interpreted to reflect the Au-sulphide mineralisation type. The second association only contains the higher Au grades, it is consistently higher in Ba and gold does not show any significant relationships with the other elements. The samples of that type occur as a continuous zone in a plan view and the association is thought to be related to the Au-quartz vein mineralisation type. The established elements associated with Au are considered to be the useful gold pathfinders for the area and they can provide valuable information on the much larger-size exploration target. The elements especially Zn, As, Co, Ni and U are recommended to be included into the element suite for assaying in future geochemical surveys in the area.

- Based on the results of regolith mapping and terrain assessment, a stream sediment geochemical survey is recommended as a first-pass exploration method. The project area is well-dissected and creek channels contain enough alluvium materials to carry out the survey. The Digital Elevation Model (DEM) of the tenement area needs to be modelled to correctly identify sampling density and the best sampling locations. Further details on the survey approach can be provided based on the DEM review.

- Ground checking of the existing airborne magnetic anomalies (c.f. Figure 8) has not revealed any significant areas of interest. The nature of the most prominent linear anomaly in the western part of the tenement remains unclear as most of rocks surveyed were non-magnetic and the single peak in the Wildman Siltstone cannot justify an intensity and the scale of the airborne anomaly. Possibly, high magnetic anomalism is related to the deeper source, potentially related to one of lineament structures. The other anomalies checked on the ground are related to the surface magnetic lateritic nodule gravel commonly containing magnetic iron oxide maghemite.

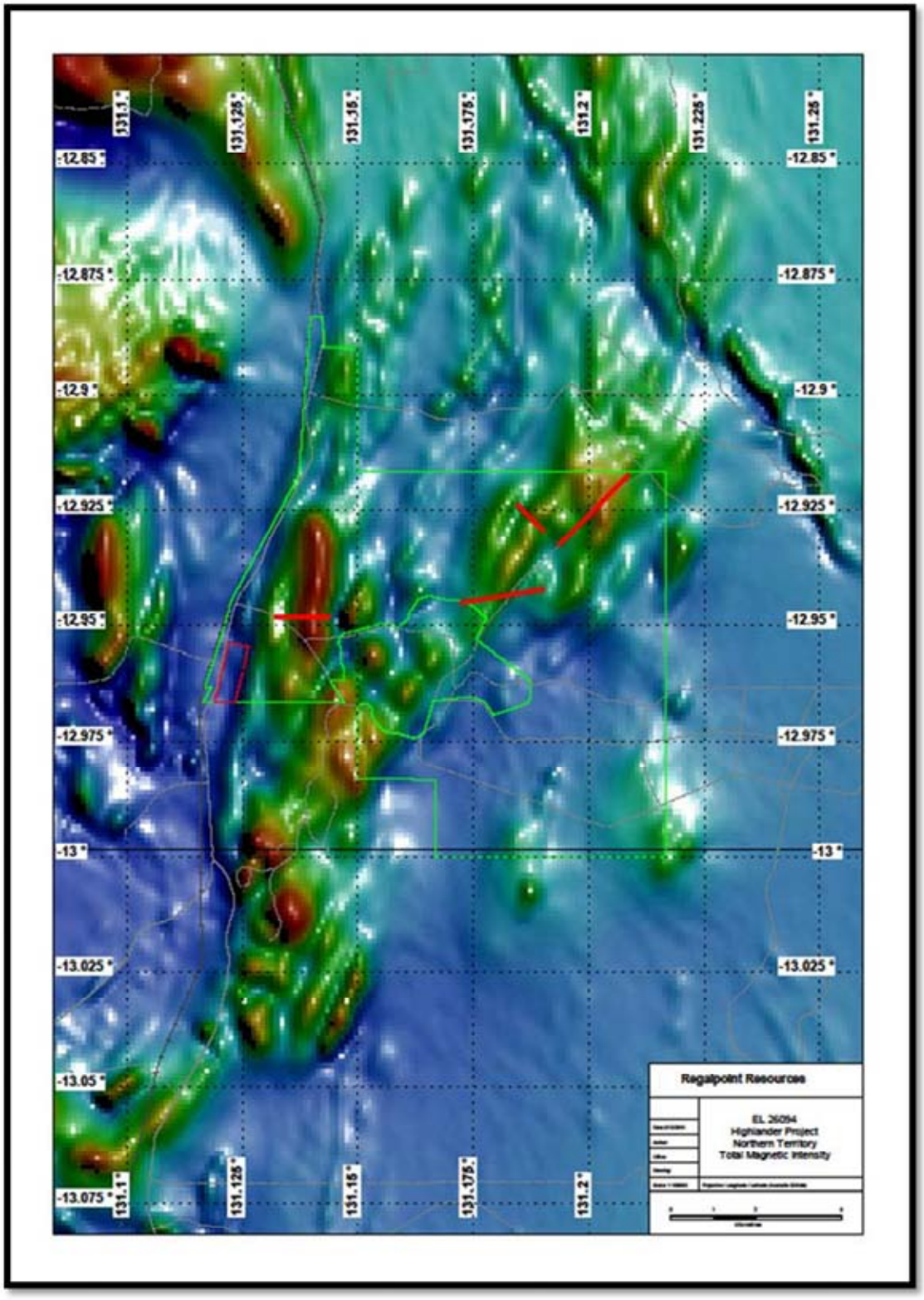

Figure 6: Total Magnetic Intensity map based on the airborne survey data. The ground magnetic survey traverses are shown as red lines.

4.3 Regalpoint Resources 2011 RC drilling and costeaning

Below is a summary of the 2011 RC drilling and costeaning carried out for Regalpoint under the supervision of Harry Mees (CSA Senior Associate Geologist). Please refer to Appendix-3 for more comprehensive reports and discussion on the drilling and costeaning results.

4.3.1 2011 RC drilling

Regalpoint commenced on ground exploration at Highlander during 2011. Work completed to date includes the excavation of 6 (total length 768m) costeans, the drilling of 18 RC holes (1,528m), the recovery of historical data and a program of rock chip sampling. Encouraging results from this work have led to further activities being planned for the 2013 field season. Please refer to Table 4 for drill hole locations and Table 5 for summary of Au intercepts below and Figure 9.

Hole_ID	Depth	East	North	Remarks
HLRC025	78.2	730461	8566751	
HLRC026	45.2	730466	8566759	Abandoned
HLRC027	114.7	730479	8566633	
HLRC028	76.7	730473	8566717	
HLRC029	100	730455	8566544	
HLRC030	95	730459	8566544	
HLRC031	100	730485	8566456	
HLRC032	113	730502	8566456	
HLRC033	95	730466	8566495	
HLRC034	77	730484	8566673	
HLRC035	45	730486	8566673	Abandoned
HLRC036	131	730524	8566495	
HLRC037	65	730369	8566325	
HLRC038	100	730354	8566220	
HLRC039	100	730321	8566131	
HLRC040	77	730341	8566051	
HLRC041	64	730477	8566832	Abandoned
HLRC042	51	730485	8566750	Abandoned

Table 2: Regalpoint's 2011 RC drilling

Hole_ID	mFrom	mTo	SampleID	Au ppm	Au Intercepts
HLRC029	30	31	WF145147	0.77	2m @ 0.84ppm Au
HLRC029	31	32	WF145148	0.91	
HLRC031	50	51	WF145207	2	2m @ 1.39ppm Au
HLRC031	51	52	WF145208	0.78	
HLRC031	63	65	WF145220	0.56	
HLRC031	65	66	WF145221	0.77	
HLRC031	66	67	WF145222	1.15	
HLRC032	83	84	WF145233	0.91	
HLRC032	89	90	WF145239	0.76	2m @1.31ppm Au
HLRC032	90	91	WF145240	1.85	
HLRC032	92	93	WF145242	0.71	
HLRC032	106	107	WF145256	0.59	
HLRC032	109	110	WF145259	0.78	
HLRC033	47	48	WF145156	0.77	3m @ 0.98ppm Au
HLRC033	48	49	WF145157	1.3	
HLRC033	49	50	WF145158	0.88	
HLRC033	50	51	WF145159	0.5	4m @ 0.66ppm Au
HLRC033	51	52	WF145160	0.85	
HLRC033	52	53	WF145161	0.7	
HLRC033	53	54	WF145162	0.57	
HLRC033	61	62	WF145170	0.74	
HLRC033	65	66	WF145174	0.65	
HLRC034	30	31	WF145273	0.53	
HLRC034	31	32	WF145274	1.65	2m @ 1.35ppm Au
HLRC034	32	33	WF145275	1.05	
HLRC034	33	34	WF145276	0.69	
HLRC034	51	52	WF145294	0.5	
HLRC034	52	53	WF145295	2.7	3m @ 1.55ppm Au
HLRC034	53	54	WF145296	1.15	
HLRC034	54	55	WF145297	0.8	
HLRC036	108	109	WF145189	0.51	6m @ 3.91ppm Au with 1m @ 13.2ppm
HLRC036	109	110	WF145190	1.05	
HLRC036	110	111	WF145191	0.47	
HLRC036	111	112	WF145192	4.8	
HLRC036	112	113	WF145193	13.2	
HLRC036	113	114	WF145194	3.4	
HLRC036	120	121	WF145201	3.35	1m @ 3.35ppm Au
HLRC039	17	18	WF145336	0.63	
HLRC040	28	29	WF145343	0.58	
HLRC040	29	30	WF145344	0.68	
HLRC040	30	31	WF145345	0.49	
HLRC040	31	32	WF145346	0.99	2m @ 1.05ppm Au
HLRC040	32	33	WF145347	1.1	
HLRC041	63	64	WF145326	0.51	
HLRC025	51	52	WF145306	1.3	

Table 3: Summary 0f 2011 Au drill hole intercepts

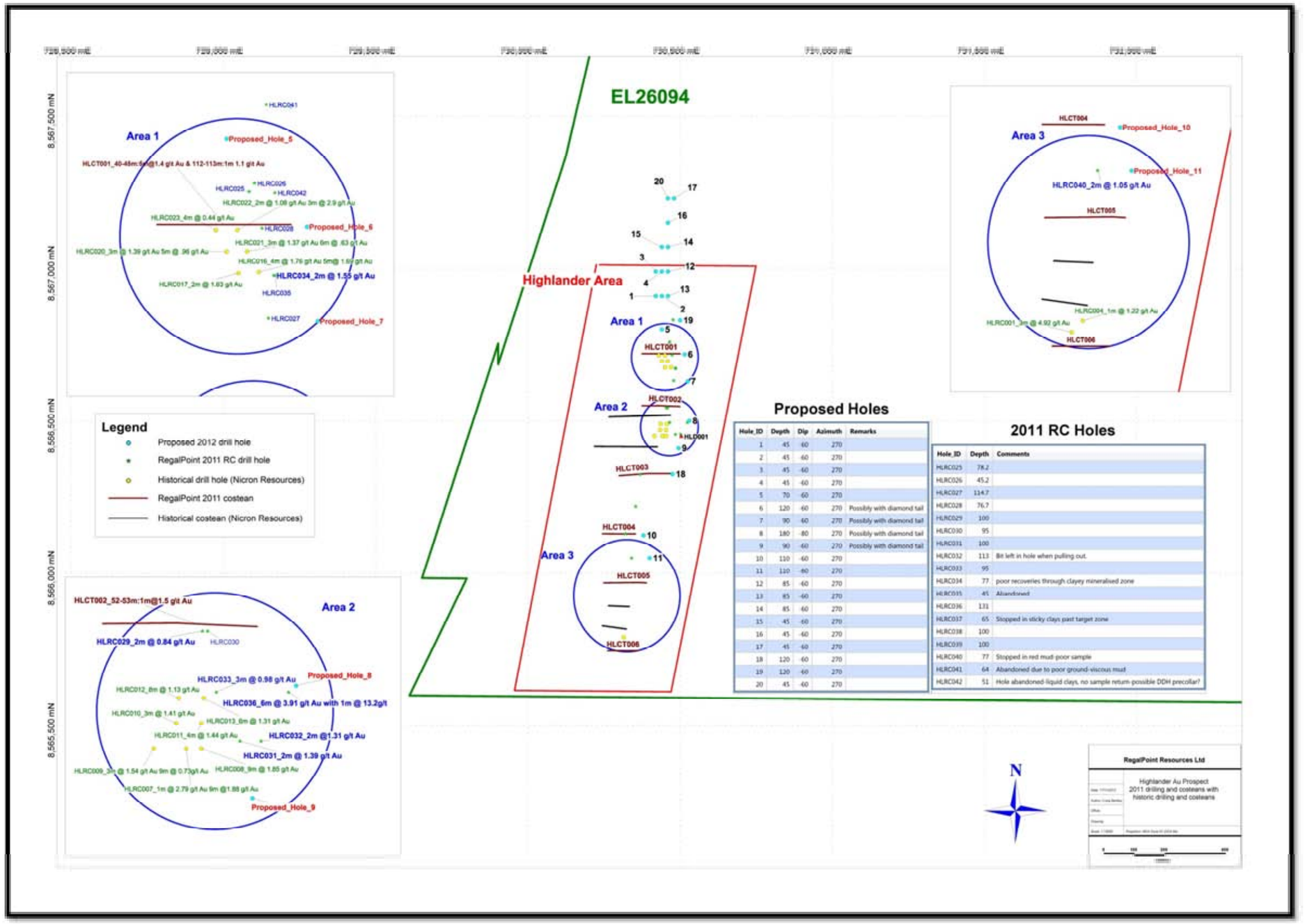

Figure 7: Comparison of Nicron Au results and Regalpoint's 2011 Au results and proposed 2013 drill holes

4.3.2 2011 Costeaning Overview

A program of excavator costeaning was carried out at the Highlander Gold Prospect on EL26094 from 6/5/2011 to 16/5/2011.

The purpose of the program was to confirm the results of previous gold exploration by Nicron Resources and to assist in providing targeting information for a follow-up RC drilling program.

A total of 6 trenches for a total length of 768m were dug by a local contractor. Trenches were channel sampled at 5m intervals. Anomalous gold mineralisation was intersected in all trenches, broadly consistent with results reported by Nicron Resources. The quartz veining exposed in the trenches was found to have a general northerly strike with a moderate to steep dip to the east.

The first pass proposed drilling program has been designed to follow up on the Nicron drill-hole results in the Northern part of the prospect by testing 40m along strike North and South and 20m down dip of the existing holes around costean HLCT001 which has significant mineralised intercepts, and to test the mineralisation between costeans HLCT002 and HLCT003 (Figure 9).

4.3.3 Costean Geology

All trenches intersected an east dipping sequence of oxidised siltstones with minor intercalations of sandstone or quartzite beneath a thin (0.1-2.0m) veneer of colluvium. The colluvium ranges from a thin soil layer to boulder colluvium on the steeper slopes and some areas of highly indurated, lateritised valley-fill colluvium (“coffee rock”).

The siltstones in particular were variably but almost completely oxidised, and range from fairly massive yellow-brown clays to well laminated purple haematitic siltstone. The variable weathering is likely to be partly due to an original variation in sulphide content.

Structurally the area lies on the east limb of a NNE trending anticline; in general the stratigraphy dips about 50 degrees to the east. In several of the trenches minor upright parasitic folds with amplitude of 5-10m can be observed: a few of these may be drag-folds on faults.

Quartz veining is present in all trenches and appears intimately related to gold mineralisation, although not all veining is mineralised and there is a great variety of vein types. Veining in the siltstone appears to be of two styles; bedding parallel and slightly steeper than bedding; the latter may be aligned with axial-planes of folding. Both these styles of veining are planar and veins range from 0.1 to rarely 20cm. Occasional wider but irregular and discontinuous masses of vein quartz occur. Within the sandstones the veins

form a ladder array: some veins are parallel to contacts with linking veins cross-cutting the sandstone units. The latter is a result of the rheology contrast of the relatively rigid sandstone units within the more ductile siltstones. The sandstones are locally discontinuous as observed in HLCT003 where sandstone outcrop is present immediately to the North and South of the costean, but was not intersected.

4.3.4 Costean Mineralisation

There is no obvious correlation of the mineralised veins from costean to costean; the individual mineralised veins are likely to be discontinuous structures within a broader mineralised envelope; in costeans HLCT001, 002 and 003 (Figure 9) this broader mineralised envelope appears to coincide roughly with the areas where parasitic folds are mapped; it seems likely that mineralisation, as is generally the case in the Pine Creek region, is concentrated at a failed anticline. This being the case a strong plunge to the mineralisation can be expected, although this could not be determined from the trenching.

The probable discontinuity of mineralisation is exemplified by the interval 110-115m in Costean HLCT001: in this costean a section of the south wall was sampled as well as the north wall as irregular quartz veining was exposed in the south wall but not in the north wall; the south wall assayed 458ppb while the equivalent north wall assayed 113ppb Au. Little quartz veining was observed in HLCT005 and 006; and this is reflected in the limited anomalous mineralisation in these costeans, although the correlation of anomalism with veining is poor in these particular costeans.

In HLCT001 it is apparent that colluvium may be locally strongly mineralised, egg 554ppb Au in the interval 0-5m. No particular attention has been paid to the nature of the mineralisation in the colluviums. It is possible that the anomalous gold in the lateritised colluvium is due to hydromorphic dispersion or more likely of detrital origin.

4.3.5 Costean results

Strongly anomalous gold assays (>150ppb Au) were returned from all trenches (c.f. Table 6). Higher grade gold mineralisation (>500ppb) appears broadly related to zones of quartz veining, but mineralisation shows what appears to be a broad secondary dispersion pattern in the oxidised zone.

The widest and highest grade mineralised intersection was obtained from Costeans HLCT001, 002 and 003; this is reasonably consistent with results obtained by Nicron Resources (HLCT003: 55m @ 0.255ppm Au compares with a reported 50m @ 0.3ppm in a nearby Nicron Trench).

Costean	From (m)	To (m)	Interval(m)	Au (ppb)	Remarks
HLCT001	5	80	75	333	Including 40-45m 5m@1.4ppm Au
HLCT001	111	116	5	458	Including 112-113m 1m@1.1ppm Au
HLCT002	10	60	50	411	Including 52-53m 1m@1.5ppm Au
HLCT003	0	55	55	255	
HLCT004	45	65	20	376	
HLCT004	90	95	5	152	
HLCT005	40	50	10	209	
HLCT006	55	60	5	200	
HLCT006	65	70	5	308	

Table 4: Mineralised Costean Intervals >150ppb Au

There is no obvious correlation of the mineralised veins from costean to costean; the individual mineralised veins are likely to be discontinuous structures within a broader mineralised envelope; in costeans HLCT001, 002 and 003 this broader mineralised envelope appears to coincide roughly with the areas where parasitic folds are mapped; it seems likely that mineralisation, as is generally the case in the Pine Creek region, is concentrated at a failed anticline. This being the case a strong plunge to the mineralisation can be expected, although this could not be determined from the trenching.

The probable discontinuity of mineralisation is exemplified by the interval 110-115m in Costean HLCT001: in this costean a section of the south wall was sampled as well as the north wall as irregular quartz veining was exposed in the south wall but not in the north wall; the south wall assayed 458ppb while the equivalent north wall assayed 113ppb Au. Little quartz veining was observed in HLCT005 and 006; and this is reflected in the limited anomalous mineralisation in these costeans, although the correlation of anomalism with veining is poor in these particular costeans.

In HLCT001 it is apparent that colluvium may be locally strongly mineralised, e.g. 554ppb Au in the interval 0-5m. No particular attention has been paid to the nature of the mineralisation in the colluviums. It is possible that the anomalous gold in the lateritised colluvium is due to hydromorphic dispersion or more likely of detrital origin.

4.3.6 Costeaning Conclusions

- Costean sampling work was conducted by CSA Global to attempt to replicate exploration results from previous workers.
- The recently completed costeans intersected geology similar to that in the earlier work. This comprised oxidised siltstone and sandstone with zones of 0.1 to 20cm quartz veins which are anomalous in gold.
- The results are broadly consistent with earlier work completed by Nicron and require follow up with RC percussion drilling

5 Proposed exploration and evaluation at Highlander 2013

Based on the positive results of drilling and costeaning during the exploration and evaluation programs conducted in 2011 it is proposed to continue gold exploration on EL26094 targeting the highlander prospect.

The details for the proposed drilling are given in Table 1 & 2 below and on Figure 4. Note that the drill hole details are approximate only; final positions will be determined in the field, both for geological as well as environmental/heritage reasons. In particular holes 12 to 20 may change by up to 50m in Easting (while maintaining at least a 50m buffer from the NT gas pipeline) as more information becomes available while drilling progresses. Holes 21 and 22 do not have their position defined; these are for the contingency that encouraging results are obtained from the other holes which warrant immediate follow up; as such their position cannot be predicted other than that they will fall within the general area of drilling proposed.

The purpose of the drilling is to define higher grade shoots within the broad zone of mineralisation intersected to date and to determine if the zone of mineralisation continues towards the north under cover.

Additional details of the proposed drilling for 2013 are outlined in the 2012 Mine Management Plan (MMP) - Please refer to Appendix-1: 2012 Mine Management Pan (MMP).

For more comprehensive reports on this work conducted by Regal point on these tenements, refer to Appendix -3.

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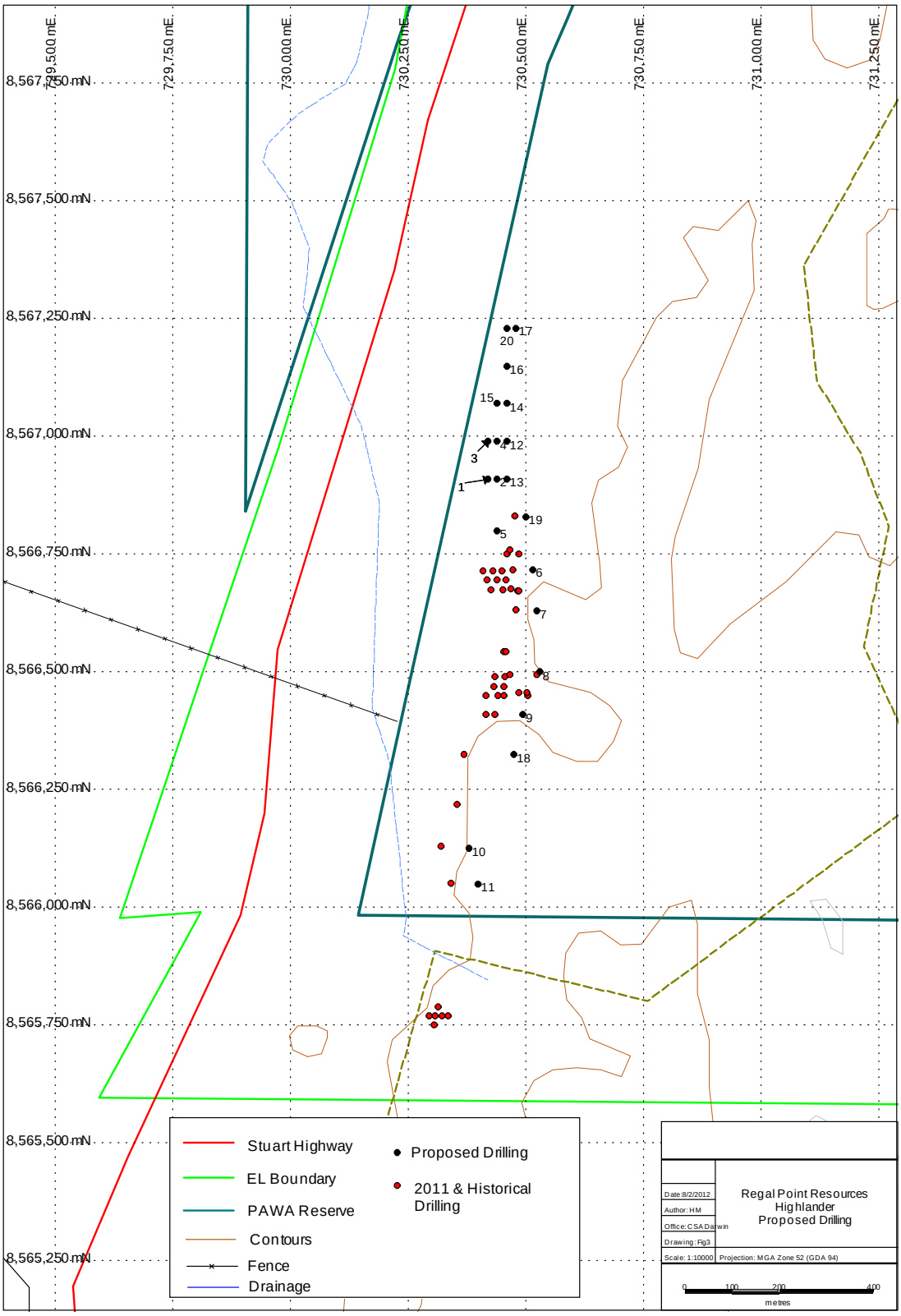

Figure 8: Proposed 2012 drill holes and 2011 & Historical drilling

Proposed Hole ID	East	North	Depth	Dip	Azimuth	Remarks
1	730420	8566910	45	-60	270	
2	730440	8566910	45	-60	270	
3	730420	8566990	45	-60	270	
4	730440	8566990	45	-60	270	
5	730440	8566800	70	-60	270	
6	730515	8566718	120	-60	270	Possibly with diamond tail
7	730525	8566630	90	-60	270	Possibly with diamond tail
8	730530	8566500	180	-80	270	Possibly with diamond tail
9	730495	8566410	90	-60	270	Possibly with diamond tail
10	730380	8566125	110	-60	270	
11	730400	8566050	110	-60	270	
12	730460	8566990	85	-60	270	
13	730460	8566910	85	-60	270	
14	730460	8567070	85	-60	270	
15	730440	8567070	45	-60	270	
16	730460	8567150	45	-60	270	
17	730480	8567230	45	-60	270	
18	730475	8566325	120	-60	270	
19	730500	8566830	120	-60	270	
20	730460	8567230	45	-60	270	
21			100	-60	270	within above area of drilling, position results dependent
22			100	-60	270	within above area of drilling, position results dependent

Table 5: Proposed 2013 drill holes

Many of the holes are deliberately shallow to avoid sampling problems in poor ground conditions; some of these holes may be drilled deeper if conditions permit. Some of the deeper holes could be partly diamond cored to both provide structural data and as a check on sample quality.

The intention would be to drill holes 1-4 first and then modify the remainder of the drilling program based on the observed results. The hole positions as given are for the purpose of

obtaining authorisation; it is possible that holes 14-17 will move to the east, and holes 12-13 will be drilled on section lines that show the most potential for deeper follow up, not necessarily the lines where they are currently proposed. This will require two phases of pad preparation: one prior to the drilling program and one during the program. The alternative of preparing drill lines rather than pads will be considered but is likely to be problematic given the need to avoid WW2 heritage sites.

Proposed Hole ID	Justification
1	Shallow holes planned to systematically define any northern continuation of the mineralisation.
2	
3	
4	
5	Northern most section, up dip from HLRC041. 70m Angled. Objective: shallower intersection (hopefully above zone of maximum drilling difficulties) of mineralisation in which HLRC041 appears to have ended.
6	40m east of HLRC028. 120m angled. Objective: Provide deeper intercept of mineralisation in hole HLRC028
7	40m east of HLRC027. 90m angled. Objective: test down dip of HLRC027 to give deeper intercept; determine if grade improves with depth
8	At HLRC036: 80 degree hole 180m; to give deep intercept below HLRC036 to test for higher grade plunging shoot. This hole is a good candidate for a diamond tail.
9	East of HLRC015. 90m angled. Objective: test for deep strike extension of mineralisation in HLRC032.
10	60m East of HLRC039. 110m angled. Objective: test for improvement of grade with depth.
11	60m East of HLRC040. 110m angled. Objective: test for improvement of grade with depth.
12	Holes 1-4, 14-17, 20 are planned to systematically define any northern continuation of the mineralisation along 80m section spacing with the following objectives: to obtain shallower intersections of the mineralised trend above zone of drilling difficulty; to prove continuity of the trend and hopefully targets for deeper drilling (holes 12 and 13 are proposed for this contingency
13	
14	
15	
16	
17	
18	Well east of HLRC037. This is a contingency hole: if it will be drilled or not and its final position will depend on observed outcomes from the other drilling
19	East of HLRC041. Contingency only to give deep intersection if drilling along strike warrants it.
20	20-22 These are contingency holes to allow for flexibility in modifying the program as required without seeking an amendment to the MMP. Their position is not defined beyond lying within the general area of drilling proposed. These holes will not be drilled unless observed results warrant it.
21	Contingency hole
22	Contingency hole

Table 6: Proposed 2013 drill hole justification breakdown

In summary holes 1-11 should be completed first; this amounts to 950m of drilling. The remainder of the program is largely results driven and will not or only partially be completed unless significant visual indications of mineralisation (e.g. quartz veining, high sulphide contents) are observed. Ideally a hiatus would take place in the drilling program to allow for assay results to be obtained, but this may not be realistic given the possible difficulty obtaining and mobilising a rig.

Authorisation will be sought in the MMP for up to four diamond tails for a total of no more than 220m of coring. These tails could be added to any of proposed holes 6-9 or existing holes HLRC041-HLRC035. HQ size core is recommended to provide a better size sample for analysis, and triple tubing will probably be required to maximise recovery and structural data recovery. The need for the diamond drilling program should be assessed during the execution of the RC program; should the sample recovery and penetration of the RC drilling be adequate then the need for diamond tails will be greatly reduced; re-entry by RC of HLRC041-HLRC035 could be considered. Water will have to be carted in for diamond drilling but probably not from very far away, there may be a standpipe in the Woodcutters area.

5.1 Possible additional exploration work on EL26094 for 2013

It is recommended that a review of historical geochemical sampling (rock-chip, stream, soil) over EL26094 be compiled so that an assessment can be made of the effectiveness of sampling outside of the immediate Highlander trend. Any areas of insufficient or possibly ineffective coverage, particularly over the south eastern part of the EL (where fold hinges in Koolpin Formation rocks could have potential for gold mineralisation) could then be prioritised for a program of stream sediment or soil sampling. Such a program would not constitute ground disturbing activity no formal authorisation is required. It should be noted however that the fragmented freehold land holding over the EL may result in serious access problems which will require integrated management of landholder relations.

Several lines of Tempest EM were flown by Geoscience Australia over EL26094 during 2009. Conductivity depth slices for this work are available (Figure 5). It may be of interest to review this data in the light of mapped geology and have a consultant geophysicist produce conductivity pseudo-sections to highlight major conductive zones.

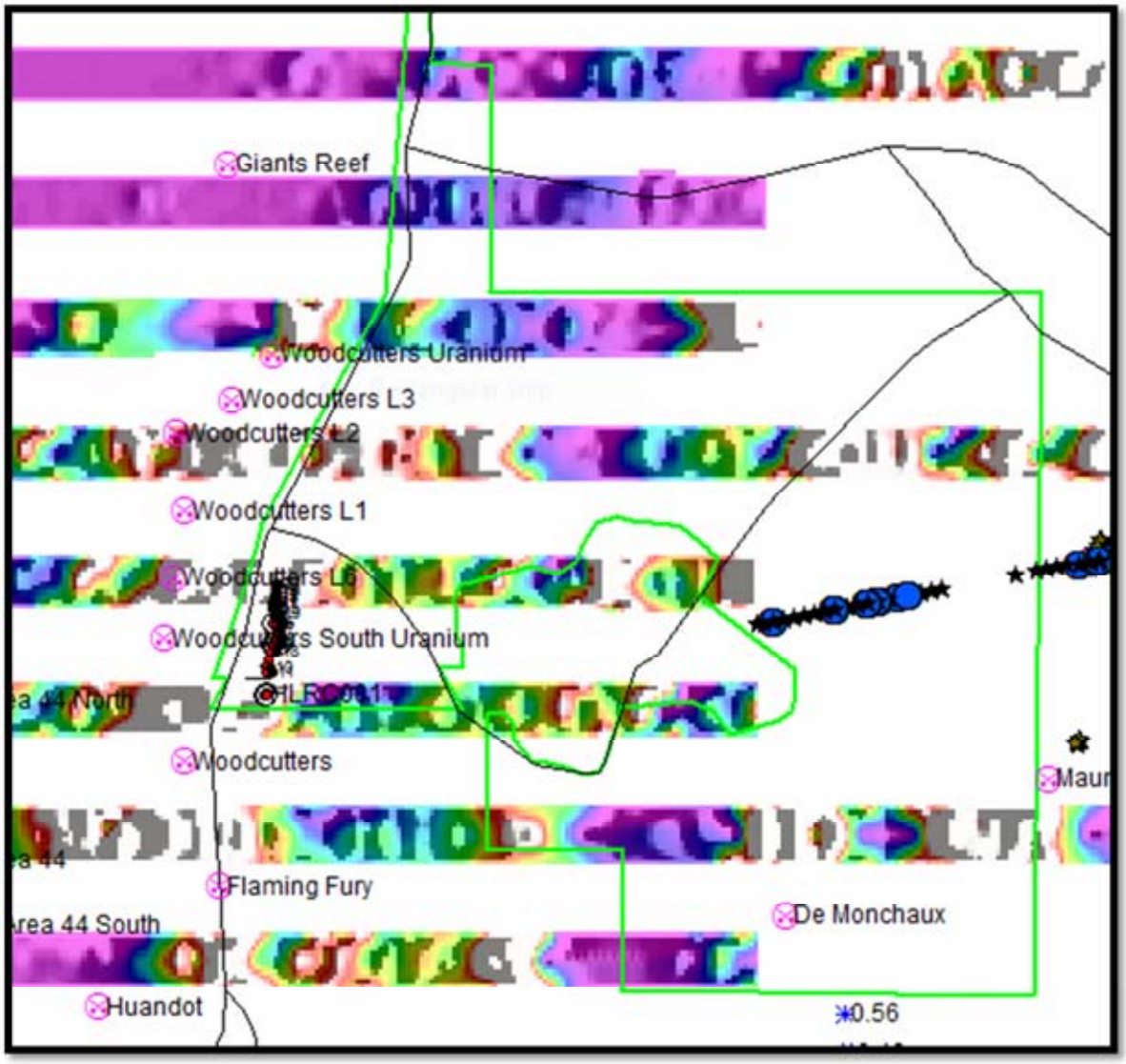

Figure 9: EL 26094 GA Tempest AEM Conductivity depth slice 75m

6 Summary & Recommendations

6.1 Summary

Regalpoint Resources 2011 exploration work on the Highlander Prospect validated Nicron's previous results and confirmed Highlander as a prospective gold target that is arguably the most encouraging untested target in the province. Historical reports indicate all mineralisation was intersected in the oxide zone, and that only one drill hole (Diamond drill-hole HLD01 c.f. Figure 9) targeted primary mineralisation. Judging by the lithological description ("limonitic quartz") even the mineralisation in this hole was still at least partly oxidised, so it is fair to say that the primary zone and perhaps the highest grade zone of supergene mineralisation at the oxide-fresh interface were not adequately tested.

The broad sub-economic mineralised envelope (4.5km strike x 200-300m wide) extends from the Flaming Fury gold occurrence in the south and outside EL26096 and extends about 1.5 km north into the Highlander area in EL26094. The mineralisation is still open to the north and at depth. The proposed 2013 RC and diamond drilling is planned to define higher grade primary ore shoots or pods at depth and a northern extension to the mineralised envelope. Some of the 2013 RC drill holes will have diamond tails to acquire structural data.

Regalpoint Resources 2011 drilling and costeaning encountered high grade intercepts (6m @3.91 g/t Au) in what is a typical Pine Creek Orogen vein-type mineralisation style associated with the brittle fracturing of a failed anticline. Current NTGS literature suggests there is no stratigraphic control for gold mineralisation in the Rum Jungle Mineral Field. This was evidenced during Regalpoint's 2011 costeaning as there was no obvious correlation of the mineralised veins from costean to costean; instead the individual mineralised veins are likely to be discontinuous structures within a broader mineralised envelope. In costeans HLCT001, 002 and 003 (c.f. Figure 9) this broader mineralised envelope appears to coincide roughly with the areas where parasitic folds are mapped and it seems likely that mineralisation, as is generally the case in the Pine Creek region, is concentrated at a failed anticline. This being the case a strong plunge to the mineralisation can be expected, although this could not be determined from the trenching. Elsewhere patchy inconsistent gold anomalies were recorded.

Regalpoint's 2011 rock chip sampling confirmed Highlander's surface anomaly with two samples recording significant Au values (0.87 g/t & 0.83 g/t) while several other samples recorded elevated Au values in 5 other areas within the tenement. Unlike Highlander, these new surface anomalies appear to have not been drill tested.

6.2 Recommendations

- The 2011 drilling program experienced rig mechanical problems that caused several drill holes to be either abandoned or not drilled to their planned depths. To prevent a repeat the rig or rigs selected for the 2013 drill holes must be capable of drilling\coring to planned depths in what has proven to be a difficult terrane.

- Carry out the 2013 drilling campaign as per the 2012 Mine Management Plan (MMP) by targeting possible deeper primary and enriched mineralisation to the oxide mineralisation intercepted in 2011 A series of shallow holes are also planned to evaluate a possible covered northern extension to the mineralised envelope.

- As the publicly available magnetic data is yet to provide any clues to the structural control of mineralisation, a Geophysicist could be engaged to evaluate the historical tempest data discovered during CSA's compilation phase. It may be of interest to review this data in the light of mapped geology and have a consultant geophysicist produce conductivity pseudo-sections to highlight major conductive zones.

- Review the wealth of historical data not digitally captured and commit at least a week to digitising the most relevant data. This data will then provide design input into the following two recommendations.

- Design as stream sampling program based the most reliable publicly available DEM data.

- Follow-up the low-level Au anomalies identified in the 2011 rock sampling exercise that lie outside the Highlander area with shallow RC drill holes (45m). The 2012 MMP will need to be amended for this additional drilling.

7 References

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8 Appendices

8.1 Appendix-1: 2012 Mine Management Pan (MMP)

2012 Mine Management Plan (MMP)

8.2 Appendix-2: 2011 Field Mapping and Sampling

2011 Field Mapping and Sampling

8.3 Appendix-3: 2011 RC drilling and costeaning

2011 Costeaning report

2011 RC Drilling Report _Memo

8.4 Appendix-4: Inventory of historical data

Highlander – Inventory of Historical Data