

ANNUAL EXPLORATION REPORT OF EL28766

BIRRINDUDU BASIN

22 November 2015 to 21 November 2016

VICTORIA RIVER DOWNS PROJECT NT

Victoria River Downs	SE5204 1:250,000
Humbert	5065 1:100,000
Victoria River Downs	5165 1:100,000

Titleholder: Australia Mining and Gemstone Co. Pty Ltd

Report No. 2017-002
Australia Mining and Gemstone Co. Pty Ltd
By Mingjin HOU
12nd January 2017

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1. SUMMARY

The Victoria River Downs Project area is located in the Northern Territory of Australia and situated about 420 kilometers south of Darwin. The project covers 672.5 square kilometers and is made up of 5 exploration licenses, EL28766 lie northwestern, and those EL's area is 181.42 square kilometers. Vehicle access to the project area is via the Victoria, Buchanan and Buntine Highways, thence station tracks.

The Proterozoic Victoria River Basin (VRB) consists of a 3.5km thick stratigraphic sequence of sandstone, shale and dolomitic sediments, covering an area of 160,000sq kilometers, overlying the Birrindudu Basin and has the potential for sedimentary hosted zinc dominated base metal deposits similar in style to the giant McArthur River, Cannington and Century deposits. The Bullita stratigraphic succession is considered to be potential host sedimentary, Mississippi and Irish lead-zinc styles of mineralization. These deposits are associated with the fine grained clastic rocks (black shales) of a sedimentary package, which contains substantial dolomites and limestones, and are located near major regional structures with a halo of lead anomalism. The target size is in the order of 30-50 million tons at 10% combined Pb/Zn.

Age dating within these sequences suggest dates from 1,645my (Limbunya Group) to 1,610 – 1,570my (Bullita Group), which is within the age range of all major Australian SEDEX zinc deposits.

Throughout the Victoria River Basin the stratigraphy is generally flat lying or shallow dipping. However, there are a number of localized dome features adjacent to prominent faults or lineaments.

Previous base metal explorers include BHP, CRA, Rio Tinto, Anaconda, Anglo plus junior companies and diamond exploration has been undertaken by Stockdale, BHP and Ashton. These exploration programs for base metals include stream sediment sampling, Geotem and aeromagnetic surveys. Limited stratigraphic diamond drilling has been undertaken by BMR, NTGS and various exploration companies. A total of about 10 stratigraphic holes have been drilled around those lease.

In the past few years, Anglo Australian Resources NL(AAR) hold this area, AAR has reprocessed geochemical data and Geotem, gravity, aeromagnetic and Landsat images for generating new exploration target in this area. BHP previously flew Geotem over about 20 percent of the VRB project area but conducted no significant ground follow up. This data has been reviewed by Southern Geoscience geophysical consultants identifying 17 prospective Geotem conductors at the southeast of EL28766, AAR included stream sediment, soil, rock chip sampling programs and helicopter-supported gravity survey. This work has been successful in that the stream sediment samples have confirmed the robustness of previous anomalies identified and highlighted prospective areas of interest in the vicinity of the Victoria River Downs Homestead.

EL28766 is granted in November 2011, Australia Mining and Gemstone Co. Pty. Ltd (AMG) collated and replotted historic data in the MapInfo. During the August 2012, AMG staffs taken a field trip on the bedrocks at the western area of the lease (photo 1) and reached the No.5374 copper occurrence. Because it is covered by thick colluvium or alluvium soil in the eastern area of the lease, so AMG is going to do surface geological mapping and regional geochemical stream sediment and soil sampling in the remained area during 2014.

2. LOCATION AND ACCESS

EL28766 is located 420 kilometers south 178 degree of Darwin in Victoria River Downs ranges, about 235 kilometers southwest of Katherine in the Northern Territory (Figures 1).

The project area is accessible from Darwin via the sealed Victoria River Highway and the unsealed Buchanan and Buntine Highways, and is situated on the Victoria River Downs 250,000 sheets. Station tracks provide four-wheel drive access to the project area, much of which is essentially inaccessible, except via helicopter.

The wet season normally lasts from November to March. The annual rainfall ranges

from 38-51centimetres. The evaporation rate is 260 centimetres per annum. During the summer months the daily maximum temperature usually exceeds 38 degrees Celsius. In July the daily temperature range is 10-27 degrees Celsius. The six- month exploration field season usually extends from April to September.

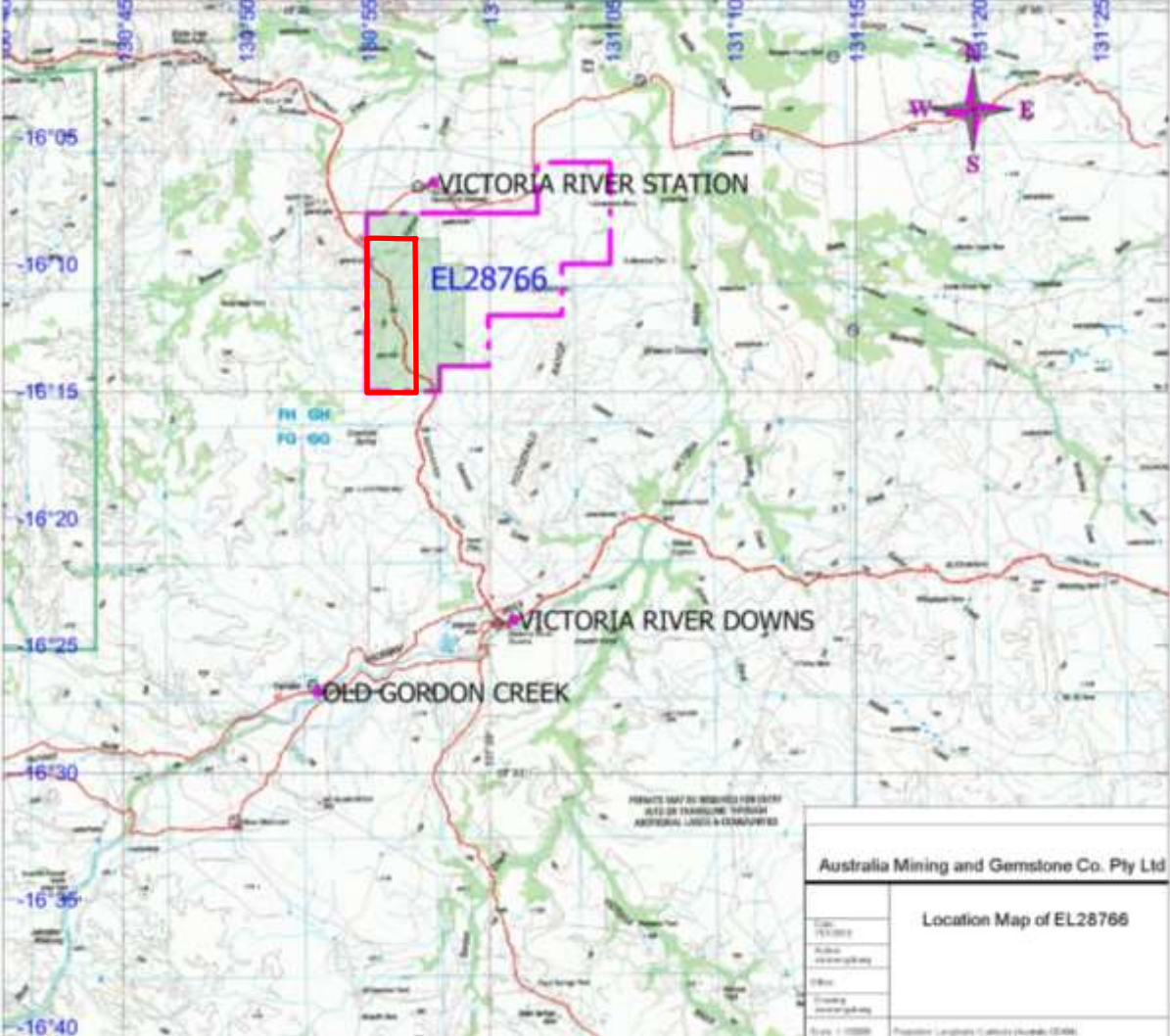


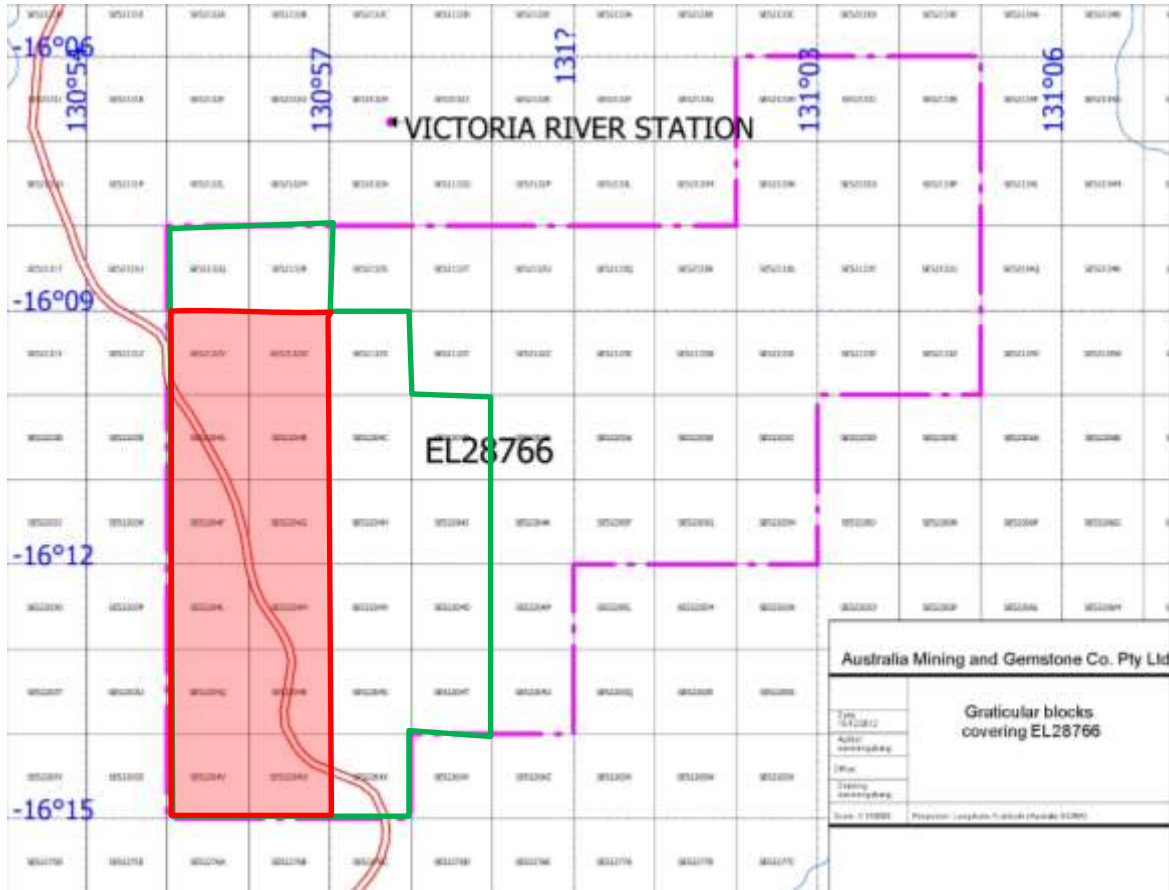
Figure 1 Location Map of EL28766

3. TENEMENT STATUS AND OWNERSHIP

EL28766 was granted Australia Mining and Gemstone Co. Pty Ltd on 22th November 2011 for a term of six (6) years, EL28766 comprises 55 graticular blocks (181.42 sqkm, Figure 2). Second Year reduction was undertaken with 24 blocks retained, 31 blocks were dropped. Fourth Year reduction was undertaken with 12 blocks retained, 12 blocks were dropped. There are no other mining leases or mineral claims within the License area. List of Graticular blocks covering EL28766 in Table 1.

Table 1 Graticular blocks covering EL28766

SE52132V	SE52204A	SE52204G	SE52204Q	SE52204V
SE52132W	SE52204B	SE52204L	SE52204R	SE52204W
	SE52204F	SE52204M		



**Figure 2: Graticular blocks covering EL28766
(red blocks are remained)**

Background land tenure under EL28766 is part of Victoria river downs station (Figure 3) , contact details being:

Heytesbury Cattle company

Address: PMB 19, via Katherine, Northern Territory 0852

Tel:+61 08 8975 0795

rusty.richter@heytesburycattle.com.au

The station establish access gates at some tracks, it was necessary to approach the homestead directly to make contact with the proprietors, though the proprietors were contacted by telephone.

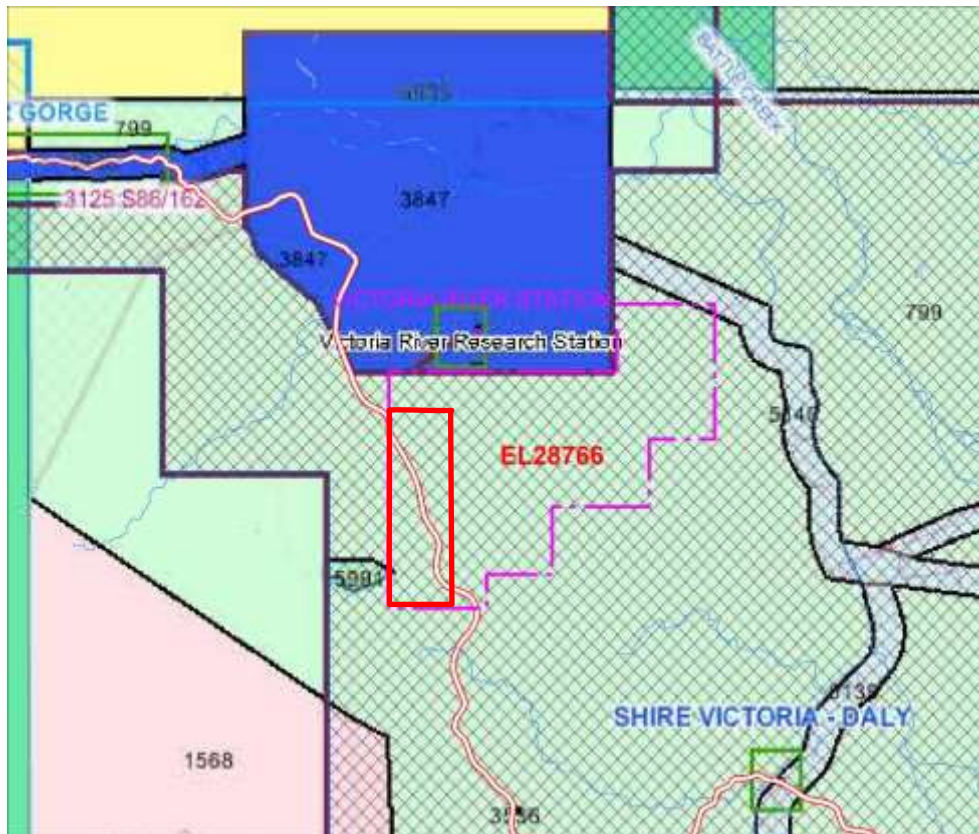


Figure 3 Landholders and Lease Numbers displayed inside EL28766

4. GEOLOGY

4.1 REGIONAL GEOLOGY

4.1.1 Introduction

The project area is located in the Victoria River region, whole within the Victoria River Basin (VRB), which overlies the basement Sturt block and consists of a 3.5km thick sequence of little deformed sedimentary rocks that cover ~160,000 Sqkm.

The stratigraphic sequence from the basement Invery Metamorphism and Pine Creek volcanism upwards, consists of the Proterozoic Birrindudu and Limbunya Group sediments which form the lower Birrindudu Basin, which is overlain by the sediments of the Victoria River Basin consisting of the Wattie, Bullita, Tijnuna and Avergne Groups.

The VRB is bounded to the northwest by the Fitzmaurice mobile zone, to the southwest by the Ord Basin, to the south by the Carpentarian Birrindudu Basin, and to the southeast by Paleozoic Wiso Basin, to the Northeast by the Pine Creek geosyncline.

Birrindudu Basin was accompanied by regionally extensive north-trending growth faults. Deposition in both Birrindudu and Victoria river Basins includes several phases of intra-cratonic sag. Strata dip away from the centers of depositional basins and is attributed to basement uplift.

The major structural elements are shown on the various 1:250,000 geological plans. This data has been supplemented by lineament studies completed from aeromagnetic, Geotem, gravity and Landsat data.

The imaged Geotem has enhanced the presence of a north trending 50km long by 5km wide structural corridor, which isn't evident from mapping or other geophysical surveys. For this study this feature has been referred to as the Victoria River Trough (VRT).

This structural corridor is truncated north and south by WNW trending regional lineaments, such as the Limbunya Fault in the south and, with sub-parallel Gill and GB faults. Other major structural directions include the NW, NE and E-W lineaments.

4.1.2 Regional Structure

Major anticlinal and synclinal structures with N-S orientated axial planes, have been mapped at Bullita Station and the Fitzgerald Range near Victoria River downs. These may reflect extended periods of E-W compression that may have existed during deposition and post consolidation of the stratigraphic column.

This E-W stress regime may have generated E-W orientated extensional normal faults that may have existed during sedimentation so as to generate growth fault environments.

The McArthur River and Mississippi styles of base metal mineralization are strongly influenced by structure. Thus it's essential that the major structural controls are well documented and robust geological models are generated for the evolution of the Victoria River Basin sedimentation as it has been influenced by faulting within the basement rocks.

4.1.3 Alternative Structural Models

Given the strong development of the NW (315 degree) trending lineaments, this fault orientation could be indicative of a Southeast – Northwest compression direction, which would generate normal faults and potentially growth faults in this orientation. This model fits the gross geometry of the stratigraphy with the oldest rock types outcropping in the Southwest and Younging towards the northeast i.e. a general northeast block down sense of displacement.

4.2 LOCAL GEOLOGY

4.2.1 Stratigraphy

The EL28766 area is located in the Victoria River region, outcropping is a 3.5km thick sequence of little deformed sedimentary rocks that cover ~160,000sq kms. Quaternary and Cenozoic Unconsolidated Material was covered the northwestern of EL28766 (Figure 4), Cambrian and Proterozoic sedimentary outcrop in southeastern and northern of EL (table 2).

TABLE 2 LOCAL STRATIGRAPHIC COLUMNS

Top

- **Lower Proterozoic**

Bullita Group

Bynoe Formation (Pby) 190-243m thick.

The basal part contains green and purplish micaceous siltstones and shales with few sandstone and dolomite interbeds.

The rest of the Formation consists of thinly bedded sandstone and slightly micaceous siltstone.

Skull Creek Formation (Pbs) 162-229m thick,

Predominantly dolomitic with silty upper and lower parts. The lower contact is defined by a 3m thick stromatolitic horizon. It contains pyrobitumen and disseminated pyrite. The formation has undergone varying degrees of dolomitisation.

Supplejack Dolomite Member (Pbu) 17-28m thick,
 Massive thickly bedded dolomite and dolarenite within 60m of the top of the Skull Ck Fm. Stromatolitic near the top. Rare disseminated pyrite and galena occur. Upper and lower contacts are regionally anomalous in base metals. Epigenetic galena is commonly visible.

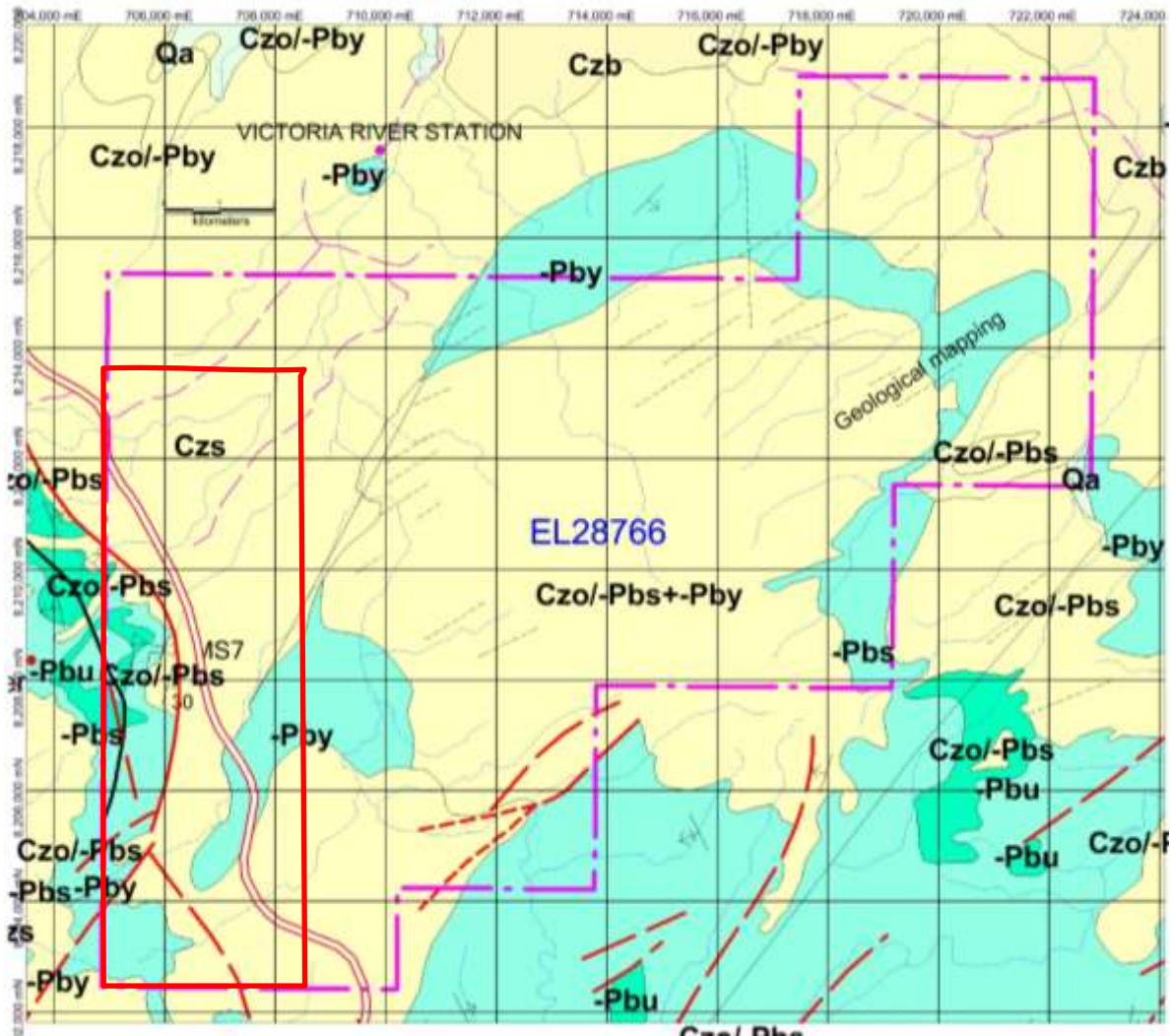


Figure 4 Geological Map of EL28766 (1:250000 geologic map)

4.2.2 Metamorphism

Muscovite quartz schist, acid volcanics. Basement in the Birrindudu Basin.

The project is targeting SEDEX x-style zinc-lead deposits in the Victoria River Basin. The Basin has strong similarities to the Macarthur and Nicholson Basins which host

the giant Macarthur River and Century SEDEX-style zinc deposits. The project, located 200 km east of Kununurra (WA) and 235 km southwest of Katherine (NT), covers a sequence of Proterozoic sediments dominated by dolomitic carbonates and other fine-grained sediments. The sediments are generally flat lying with an overall very shallow south-easterly dip. The Mount Sanford Formation (Wattie Group) and the Timber Creek Formation (Bulita Group) are considered the most prospective for SEDEX style of mineralization targeted by former lease (Anglo Australian Resources NL), particularly adjacent to interpreted growth faults.

4.2.3 Structure

Fault have two direction, one is about north-northwest, and another is northeast. The north-northwest fault laid western of EL28766, there is anticline at west of the fault, axial is about N-S orientation.

5. PREVIOUS EXPLORATION

Little advanced exploration has been carried out in the Victoria River Basin. Most of the work has consisted of early stage exploration consisting of stream sediment sampling and rock chip sampling. Large areas of stream sediment anomalism have had limited follow up. BHP completed a Geotem survey but no on ground follow-up.

The most extensive base metal exploration was completed by Hooker Mining / Australasian Minerals during the period 1969 -1972. Exploration included very detailed stream sediment sampling, VLFEM and IP follow-up at the Colt Prospect and Area 2. Exploration reports detail the mapping and geochemical sampling of 18 prospects in the Victoria River Basin area, which were either dome, monoclonal or fault structures, though several were flat basin sag structures.

The areal extent of outcropping mineralization is never greater than several Sqkm and is often related to faults and joints. The most common occurrence of base metals is in the coarse grained dolomites, particularly just above or below the Supplejack dolomite Member of the Skull Creek Formation and in the thick dolomite of the Lower Marker within the Timber Creek Formation. Near the Depot Creek-Wickham River intersection, within the Lower Marker sequence are 10cm thick bands of 30-40% galena. At Charlies

Prospect (Area 4-T146), widespread disseminated galena, sphalerite and pyrite occur just above the Supplejack Dolomite Member of the Skull Creek Formation. This mineralization is 1-2m thick, and can be traced laterally for 300m. Fairly extensive disseminated pyrite, chalcopyrite and galena mineralization has been found at Area 14 within the Battle Creek Formation.

A massive barite vein outcrops at Location C199, measuring 1.5m thick and 800m long. Manganese nodules and stains have been reported around Battle Creek within the Battle Creek Formation.

Four percussion holes were drilled targeting IP anomalies corresponding to geochemical anomalism at the Colt and Area 2 prospects totaling 500m. Localized disseminated galena was intersected. These holes were drilled more than 35 years ago. While no detailed collar locations are available the two prospects are interpreted to occur in the following locations. The Colt prospect is reasonably well defined by a sketch map and is located 2.7km NE of the VRD homestead near a fence in the vicinity of weakly altered dolomite and lead stream sediment anomalies (approx. 716,500E 8,187,700N).

Reports on the Area 2 prospect give no specific location. However we can interpret that this prospect occurs in the vicinity of a very strong and extensive, north east trending lead in stream sediment anomaly located 11 – 17 km north east of the VRD homestead. Stream sediment and soil sampling in this area by Anglo Australian Resources confirmed the lead anomalism but did not find the drill collars.

The Northern Territory Geological Survey in 1999 completed two stratigraphic diamond drill holes located within the Victoria River Basin (99VRNTGSDD1 and 99VRNTGSDD2). The Hole 99VRNTGSDD1 is located 17km south- southwest of the Victoria River Downs homestead and about 22km lies EL28766 tenement southwest. The Hole 99VRNTGSDD2 is located 45km to the north-northwest of the Kidman Springs homestead, about 51km to the northeast of EL28766 tenements. The drilling intersected live oil and bitumen as well as epigenetic galena and pyrite within the Skull Creek Formation and the Timber Creek Formation. Assay values up to 1630ppm Pb were obtained. (Dunster and Cutovinos 2002)

Previous exploration in the area located large areas of anomalous Lead and Zinc stream sediment geochemistry. Values of up to 9000ppm Pb, 740ppm Zn and 500ppm Cu have been recorded. In 2007, former lease holder carry out reconnaissance program, stream sediment, rock chip and reconnaissance soil sampling. Stream sediment sampling confirmed previous lead anomalism with assays up to 5700ppm Pb and 130ppm Zn associated with the Skull Creek Formation and the Bynoe Formation within the Bullita Group. Highly anomalous levels of lead (up to 3300ppm Pb) and zinc (up to 1100ppm Zn) were returned from rock chips of dolomitic sediments. Anomalous levels (up to 500ppm) of lead were also returned from wide-spaced reconnaissance soil traverses. The values and the extent of anomalism (up to 12 x 3km in dimension) are encouraging, as the deposit models guiding the exploration suggest lead anomalism may be the surface expression of an alteration halo of a base metal mineralized system at depth.

In 2011-2012 Australia Mining and Gemstone Co. Pty Ltd exploration consisted of historic data compilation including tenure, datasets, open file reports and geo-referencing of relevant maps. This enabled an informed review of the tenements prospectively in regards to Pb Zn Cu and Ag.

6. EXPLORATION DURING YEAR 1

During first year, all available historical data was compiled into one database (displayed in Figure 5). From 20th to 26th of the August 2012, AMG staffs taken a field trip on the bedrocks at the western area of the lease (photo 1) and reached the No.5374 copper occurrence.



Photo1 flat or gentle dip bedding (western of EL28766)

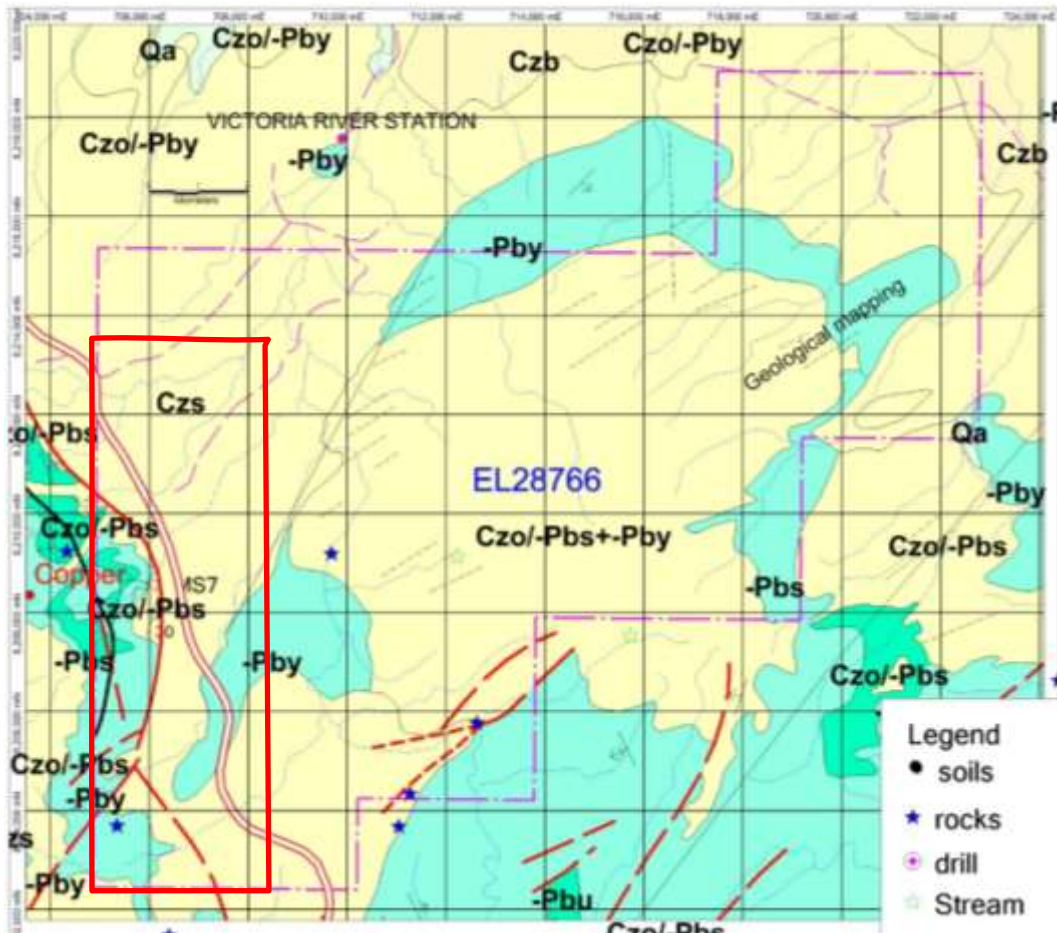


Figure 5 Compilation of historical data on EL28766

7. EXPLORATION DURING YEAR 2

During second year, AMG continues to dispose all historic date of the EL. AMG pay attention on the on Kurinelli goldfield in Davenport range of Barkly region. Because the lease is covered of shallow topsoil and approximate flat attitude strata, there is no useful tectonic activated, so AMG decided to surrender the eastern area of this tenement.

8. EXPLORATION DURING YEAR 3

During third year, AMG continues to dispose all historic date of the EL. AMG also pay attention on the on Kurinelli goldfield in Davenport range of Barkly region. Because the lease is covered of shallow topsoil and approximate flat attitude strata, and want to find some useful structure.

9. EXPLORATION DURING YEAR 4

During fourth year, AMG continues to dispose all historic date of the EL. AMG also pay attention on the on Kurinelli goldfield in Davenport range of Barkly region. Because the lease is covered of shallow topsoil and approximate flat attitude strata, and want to find some useful structure.

10. EXPLORATION DURING YEAR 5

During fifth year, AMG continues to dispose all historic date of the EL. AMG also pay attention on the on Kurinelli goldfield in Davenport range of Barkly region. Because the lease is covered of shallow topsoil and approximate flat attitude strata, and want to find some useful structure.

11. PLANNED EXPLORATION FOR YEAR 6

Exploration is targeted on the mineralization of Pb Zn Cu or Ag, program include soil

survey in bedrock outcrops of EL28766 and geological mapping on the allover of EL28766.

A cost for the total proposal at least \$25,000.

12. EXPENDITURE

Expenditure (as supplied by Australia Mining and Gemstone Co. Pty Ltd) consisted of:

Table 3 Expenditure on EL28766

Expense	\$
Office Studies	\$6,000.00
Geological data processing	\$6,000.00
Geophysical data processing and interpretation	\$5,000.00
Overheads	\$2,000.00
TOTAL	\$19,000.00

13. CONCLUSION AND RECOMMENDATIONS

The exploration target is on Pb–Zn–Ag deposits of sediment hosted stratiform, however throughout analysis historic exploration data and superficial survey in the EL28766, there is few outcrop or absence of black siltstones and major regional basin faults this lease area. In other words, no metalliferous brines and hydrothermal source were activated. So, AMG reduced the western area of the lease, the geologists hope to found some large faults by surface geological mapping or soil survey next year, if not, probably there be no potential in the lease.

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