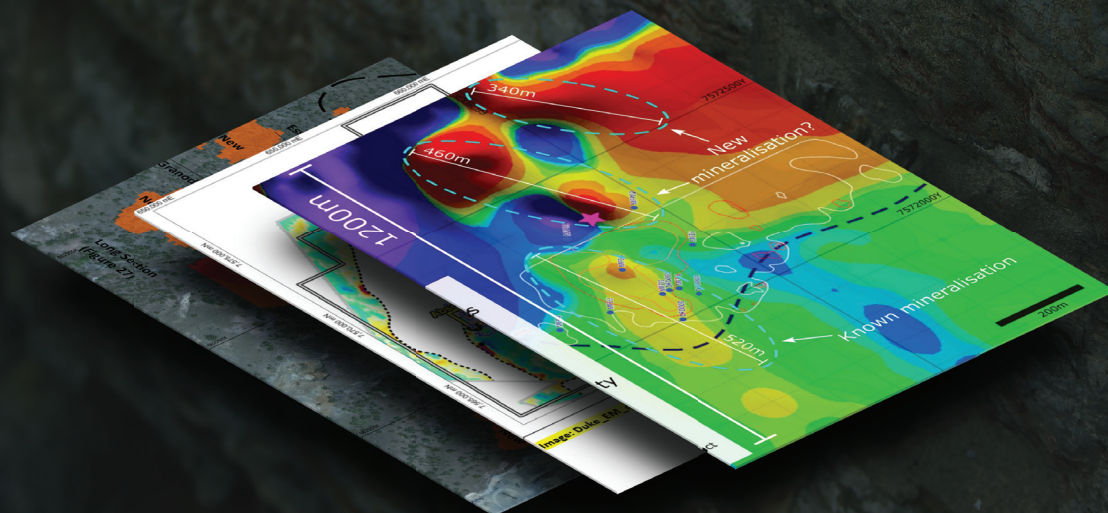




PROSPECTUS

Duke Exploration Limited

Proposed ASX listing code: DEX
ABN 28 119 421 868



For the initial public offering of 32,000,000 New Shares in Duke Exploration Limited (Duke) at an offer price of \$0.25 to raise \$8,000,000 (before Offer costs)

The Closing Date of this Offer is 4 November 2020 unless otherwise extended



Lead Manager
Morgans Corporate Limited (AFSL 235 407)

IMPORTANT INFORMATION

This is an important document and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered under this Prospectus should be considered highly speculative in nature.

Corporate Directory

Directors

Toko Kapea (Non-Executive Chairman)

Eugene Iliescu (Managing Director)

Paul Frederiks (Executive Director)

Ian McAleese (Non-Executive Director)

Company Secretary

Paul Frederiks

Proposed ASX code

DEX

Registered Office

Level 2, 400 Queen Street

Brisbane, QLD 4000

Website

www.duke-exploration.com.au

Lead Manager

Morgans Corporate Limited

Level 29, 123 Eagle Street

Brisbane QLD 4000

Solicitors to the Offer and Independent

Tenement Report

GRT Lawyers

Level 2, 400 Queen Street

Brisbane QLD 4000

Independent Geologist

AMC Consultants Pty Ltd

Level 21, 179 Turbot Street

Brisbane QLD 4000

Investigating Accountant and Auditor

BDO Audit Pty Ltd

Level 10, 12 Creek Street

Brisbane QLD 4000

Share Registry

Automic Pty Ltd

Level 5, 126 Phillip Street

Sydney NSW 2000

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Important Notice

Prospectus

This Prospectus is dated 22 September 2020 and was lodged with ASIC on that date. No securities will be issued based on this Prospectus later than 13 months after the date of this Prospectus.

Application will be made for listing of Duke's Shares offered by this Prospectus to the ASX within 7 days after the date of this Prospectus. The fact that the ASX may list the securities of Duke is not to be taken in any way as an indication of the merits of Duke or the listed securities.

None of the ASX, ASIC nor any of their officers take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

Electronic Prospectus

A copy of this Prospectus is available and can be downloaded from Duke's website at www.duke-exploration.com.au. Any person accessing the electronic version of this Prospectus for making an investment in Duke must be an Australian or New Zealand resident and must only access the Prospectus from within Australia or New Zealand. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Corporations Act prohibits any person passing onto another person an application form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting Duke. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by an application form. If you have not, please contact Duke so either a hard copy or a further electronic copy of the Prospectus or both can be sent to you for free.

Website

No documents or information included on our website is incorporated by reference into this Prospectus.

Suitability of Investment & Risks

Before deciding to invest in Duke, prospective investors should read this Prospectus in its entirety and the summary of Duke's projects in **Section 3** and the risk factors in **Section 4**. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest. Any investment in the Shares of Duke should be regarded as speculative.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Commercial Glossary in **Section 13** or Technical Glossary in **Section 14**.

Exposure Period

This Prospectus is subject to an exposure period of 7 days from the date of lodgement with ASIC (**Exposure Period**). This period may be extended by ASIC for a further period of up to 7 days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Applications received prior to the expiration of the Exposure Period will not be processed until after the Exposure Period. No preference will be conferred on applications received in the Exposure Period and all applications received during the Exposure Period will be treated as if they were simultaneously received on the opening date.

Privacy

Duke collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in Duke.

By submitting an Application Form, each Applicant agrees that Duke may use the information provided by the Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, Duke's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, Duke may not be able to accept or process your Application.

If an Applicant becomes a Shareholder, the Corporations Act requires Duke to include information about that Shareholder (including name, address and details of the Shares held) in its public register. The information contained in Duke's public register must remain there even if that person ceases to be a Shareholder. Information contained in Duke's register is also used to facilitate distribution of payments and corporate communications (including Duke's financial results, annual reports and other information that Duke may wish to communicate to its security holders) and compliance by Duke with legal and regulatory requirements.

Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside Duke's control.

Accordingly, Duke cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, Duke may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statements.

Maps and diagrams

Any diagrams, charts, graphs and tables appearing in this Prospectus are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, maps, graphs and tables is based on information available as at the date of this Prospectus.

Rounding

Various figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Prospectus are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in the Prospectus.

International Offer Restrictions

The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia and New Zealand, except to the extent permitted below.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the **US Securities Act**), or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

If you are outside Australia or New Zealand it is your responsibility to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by Duke to constitute a representation and warranty by you that all relevant approvals have been obtained.

Information for New Zealand investors

The Offer to New Zealand investors is a regulated Offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and Corporations Regulations. In New Zealand, this is subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

The Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and Corporations Regulations set out how the Offer must be made.

There are differences in how financial products are regulated under Australian law. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial market regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the New Shares is not New Zealand dollars. The value of the New Shares will go up or down according to changes in the exchange rate between Australian dollars and New Zealand dollars. These changes may be significant.

If you expect the New Shares to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Table 1 Indicative Timetable

Indicative timetable	
Lodgement of Prospectus with ASIC	22 September 2020
Opening Date of the Offer	30 September 2020
Closing Date of the Offer	4 November 2020
Settlement of the Offer	5 November 2020
Issue of New Shares	6 November 2020
Despatch of holding statements and quotation of shares on ASX	11 November 2020

This timetable is indicative only and may change. Duke reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion. Quotation of Shares on ASX is at the discretion of ASX and is subject to Duke satisfying the listing requirements of ASX.

Table 2 Key Offer Terms

Key offer terms	Minimum Subscription
Price per share	\$0.25
Number of New Shares under the Offer	32,000,000
Amount to be raised (before Offer costs)	\$8,000,000

Note: Duke's free float at the time of listing will not be less than 20%.

01 Chairman's Letter

Dear Investor

On behalf of the Directors of Duke Exploration Limited, it is with great pleasure that I invite you to participate in the company's initial public offering (**IPO**) with a view to being admitted to the Australian Securities Exchange (**ASX**).

Duke is an Australian exploration company focussed on the development of copper, silver and gold opportunities in Queensland and New South Wales. The Company currently has majority interests in three exploration tenements (plus two more under application) ranging from conceptual to drill-ready as well as up to a 10% free carried interest in four tenements held by listed Emmerson Resources (ASX:ERM).

Our strengths are:

Use of technology

The Company's assets are being advanced by deploying tightly targeted geophysical and exploration methods. Our technical services agreement with geological consultants Kenex is a partnership that sets us apart. The targeting methods and big data analysis by Kenex were used to pinpoint Duke's targets.

Our projects

The Company's five projects (two under application) are led by our flagship Bundarra Project in central Queensland, which presents a near-term mine development opportunity. Our Mt Flora Prospect is at a stage where drilling can start immediately on completion of listing, with the prospect of results in the first year after the Company lists.

- **Bundarra Project:** the historic Mt Flora mine that is part of the Bundarra Project was Australia's highest grade copper project in the 1800s. Recent drilling and advanced ground surveys have identified five "drill-ready" targets and delivered an independent Exploration Target detailed in the Independent Geologist Report (See **Section 7**, Table 2.5).
- **Mt Flora Prospect:** the growth potential at Mt Flora has already been identified from electrical geophysical surveys with the strike potential of the mineralisation now 1.3 km compared to the maximum strike of 0.6 km assumed in the Exploration Target.
- **Duania Application** – this tenement, under application, is adjacent to the Bundarra Project tenement and covers the potential down dip extensions to the Bundarra Pluton, which hosts the mineralisation.
- **Waitara Application** – this tenement, under application, is located 20km north-east of the Bundarra Project. Historic drilling from the 1970s and 2000s returned several broad zones of low-grade copper-molybdenum mineralisation. Geological, geophysical, and geochemical evidence indicate that the Waitara Porphyry Prospect represents a classic porphyry Cu-Mo deposit of the same age as the Bundarra porphyry related mineralisation.
- **Prairie Creek Project:** our next most advanced project after the Bundarra Project, with significant historic gold in soil anomalies and wide high-grade historic gold intersections 80km north of the Cracow Gold Mine. This project is held in a joint venture with Capgold.
- **Red Hill Project:** Duke's most conceptual project is associated with porphyry style copper gold mineralisation within the Lachlan Fold Belt where recent exploration success has once again highlighted the geological potential of the region.

An experienced leadership team

Duke's leadership will be key to the company's success. Our Board and Management team brings together a wealth of mining, legal and financial experience, and has the relationships and technical capability required to successfully develop and commercialise our current portfolio of high-quality assets as well as other opportunities that arise.

Managing Director Eugene Iliescu's 35-year plus career has spanned roles with Ross Mining and Gold Ridge Mining and the development of six gold mines in the Australia-Pacific region with historical production of 1.5 million ounces of gold. Duke's Operations Manager and Kenex Managing Director Dr Gregor Partington has made major metal discoveries in the past. He has worked together with Executive Director Paul Frederiks at Explaurum Limited, which developed the Tampia Gold Project in Western Australia, a project taken over by Ramelius Resources Limited earlier this year.

As a commercial lawyer and corporate advisor, I currently chair ASX-listed Bathurst Resources, one of New Zealand's largest mining companies and hold board positions at Television New Zealand (the state-owned broadcaster), and Tuia Group.

Together, we combine to create a strong governance and management team that covers the full mining spectrum from exploration, development, operations, and mine closures.

A compelling future

With gold, silver and copper prices at historic highs, there is momentum in the equity market for near-term mining development opportunities exposed to the gold market. Meanwhile, the world's electrification is increasing the demand for copper, a major component of batteries and electrical wiring. Recent research by the International Copper Association found that China's Belt and Road Initiative is likely to increase demand for copper in over 60 Eurasian countries to 6.5 million tonnes by 2027, a 22% increase from 2017 levels.

Duke is seeking to raise \$8,000,000 (before Offer costs) through the issue of 32,000,000 New Shares.

Duke proposes to use the funds raised to:

- fund acquisition of ground geophysical data from selected targets on the company's exploration tenements;
- fund exploration drilling of our exploration tenements; and
- meet ongoing administrative costs and provide working capital.

I encourage you to read the Prospectus carefully and in its entirety before making your investment decision and where necessary consult your professional adviser. You should consider the investment risks outlined in **Section 4** before deciding whether or not to participate in the Offer.

We look forward to your support of the IPO and joining us as we leverage our people and access to technology to make the most of our portfolio of tenements and interests.

Yours faithfully



Toko Kapea
Chairman

02 Investment Overview

This information is a selective overview only and is not intended to provide full information for investors intending on applying for Shares offered under this Prospectus. Prospective investors should read the Prospectus in full before deciding to invest in Shares.

Topic	Summary	Refer to section
The Company		
Who is issuing this Prospectus?	<p>Duke Exploration Limited (ACN 119 421 868), a company incorporated in Western Australia on 26 April 2006.</p> <p>Duke was established by former directors who acquired the tenements over time in a prior name. The Company later changed its name to Duke Exploration Limited and converted to a public company.</p>	3
What is Duke and what does it do?	<p>Duke is an Australian exploration company with majority interests in three granted exploration tenements for copper, gold and silver exploration areas located in Queensland and New South Wales, Australia.</p> <p>Duke's key assets comprise:</p> <ul style="list-style-type: none"> • EPM 26499 – Bundarra Project (100% owned copper exploration project near Mackay, Queensland); • EPM 26852 – Prairie Creek Project (91% owned (9% Capgold) gold exploration project near Rockhampton, Queensland); and • EL 8568 – Red Hill Project (100% owned copper exploration project near Red Hill, New South Wales). <p>In addition, there are two applications for an EPM in progress in Queensland (the Duania Application and Waitara Application) to extend the area of the Bundarra Project.</p> <p>Duke also has an interest in four New South Wales Cu-Au porphyry tenements currently operated by Lachlan Resources Pty Ltd, a wholly owned subsidiary of ASX listed Emmerson Resources (ASX:ERM). Duke holds a 5% interests in two of these tenements and a 10% interest in the other two tenements.</p> <p>The highest priority target for the Company is the Mt Flora Prospect in the Bundarra Project, one of the numerous Bundarra Project's prospects, which has resource development potential for copper, silver and gold. All historic data from the mine at the Mt Flora Prospect has been checked in the field by diamond drilling and ground geophysics, which have confirmed the tenor and scale of copper, silver and gold mineralisation mined previously.</p> <p>There are five other areas with similar development potential on the Bundarra Project as defined by historic mining, geology and geophysics.</p> <p>Our aim in the next two years is to develop an Indicated Mineral Resource at the Mt Flora Prospect to allow feasibility studies to be undertaken and to delineate additional Inferred Mineral Resources from the current known exploration target areas.</p> <p>The Company also intends to drill the more conceptual exploration targets on the Prairie Creek Project and Red Hill Project.</p>	3

Topic	Summary	Refer to section																						
The Offer																								
What is Duke's capital structure prior to and following the completion of the Offer?	<p>The capital structure of Duke following completion of the Offer is summarised below:</p> <p>Table 3 Capital Structure</p> <table><tr><th></th><th>Minimum Subscription \$8,000,000</th></tr><tr><td colspan="2">Shares</td></tr><tr><td>Shares currently on issue</td><td>42,854,861</td></tr><tr><td>New Shares to be issued under the Offer</td><td>32,000,000</td></tr><tr><td>Total Shares following completion of the Offer</td><td>74,854,861</td></tr><tr><td colspan="2">Options</td></tr><tr><td>Total Options following completion of the Offer*</td><td>5,554,946</td></tr><tr><td colspan="2">Performance Rights</td></tr><tr><td>Total performance rights following completion of the Offer</td><td>690,625</td></tr><tr><td colspan="2">Totals</td></tr><tr><td>Total securities following completion of the Offer (on a fully diluted basis)</td><td>81,100,432</td></tr></table> <p>* In addition to these Options, the Company has agreed to issue Options to the Lead Manager comprising 2.0% of the issued Share capital of the Company at listing – this is expected to be a total of 1,497,097 Options. The Options are proposed to be granted within one month of listing (see Section 11.7).</p> <p>Please see Section 10.14 for further information on Duke's capital structure.</p>		Minimum Subscription \$8,000,000	Shares		Shares currently on issue	42,854,861	New Shares to be issued under the Offer	32,000,000	Total Shares following completion of the Offer	74,854,861	Options		Total Options following completion of the Offer*	5,554,946	Performance Rights		Total performance rights following completion of the Offer	690,625	Totals		Total securities following completion of the Offer (on a fully diluted basis)	81,100,432	10.14, 11.7
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Totals																								
Total securities following completion of the Offer (on a fully diluted basis)	81,100,432																							
What is the Offer under this Prospectus?	The Offer of 32,000,000 New Shares in Duke Exploration Limited at an offer price of \$0.25 to raise \$8,000,000 (before Offer costs).	10.1																						
What is the structure of the Offer?	<p>The Offer comprises:</p> <p>(a) the Broker Firm Offer, which is open to investors that have received a firm allocation from their broker; and</p> <p>(b) the Chairman's List Offer, which is open to selected investors who have received an invitation from the Chairman to participate.</p>	10.2																						
Is there a Minimum Subscription under the Offer?	The minimum amount to be raised under the Offer is \$8,000,000.	10.3																						

Topic	Summary	Refer to section
What is the allocation policy under the Offer?	Please refer to Section 10 for a summary of Duke's allocation policy in respect of the Broker Firm Offer and Chairman's List Offer.	10.7
Why is the Company seeking to raise funds under the Offer?	<p>The purpose of the Offer and listing on ASX and the proposed use of funds raised from the Offer is to:</p> <ul style="list-style-type: none"> • fund acquisition of ground geophysical data from selected targets on Duke's exploration tenements; • fund exploration drilling of Duke's exploration tenements; • meet Duke's ongoing administrative costs and provide working capital; • provide a liquid market for Shares and an opportunity for new Shareholders to invest in Duke; and • provide Duke with access to the equity capital markets. <p>In conjunction with the Offer, Duke is seeking admission to the Official List of ASX and quotation of its Shares.</p> <p>The intended use of funds above may be affected by new circumstances and financial requirements that may arise. The Board reserves the right to vary the way in which funds are applied.</p> <p>Refer to Section 10.13 for a more detailed budget for Duke's use of funds.</p>	10.13
What are the conditions for the Offer?	<p>Shares will not be issued pursuant to this Prospectus until the following conditions are met:</p> <ul style="list-style-type: none"> • Duke receiving subscriptions for New Shares for the Minimum Subscription of \$8,000,000; and • Duke obtaining conditional approval for admission to ASX and the grant of quotation of its securities subject only to customary terms and conditions. 	10.3
Is the Offer underwritten?	No, the Offer is not underwritten.	10.2
Will any Shares be subject to escrow?	<p>Duke will enter into escrow agreements with shareholders who are subject to mandatory escrow in accordance with Chapter 9 of the Listing Rules.</p> <p>None of the Shares offered under this Prospectus will be treated as restricted securities. They will be freely transferable from their date of allotment.</p>	10.9

Topic	Summary	Refer to section
Material Contracts		
What material contracts has Duke entered into?	<p>Duke has entered into the following material contracts:</p> <p>Emmerson Resources Heads of Agreement</p> <p>Duke has entered into a heads of agreement with Emmerson Resources. Duke currently holds two 5% free carried interests, and two 10% free carried interests in four New South Wales Cu-Au porphyry tenements. The 5% interests are subject to increase to 10% if, among other things, an approved work program and work budget to conduct drill testing is adopted.</p> <p>Capgold Heads of Agreement</p> <p>Duke has signed a heads of agreement with Capgold in respect of the Prairie Creek Project which forms an unincorporated joint venture and which will continue until a formalised joint venture is put in place. Duke holds a 91% interest, and Capgold holds a 9% free carried interest to bankable feasibility in the Prairie Creek Project.</p> <p>Kenex Services Agreement</p> <p>Duke has entered into a services agreement with Kenex, which provides Duke access to their specialised technical services using modern exploration techniques.</p> <p>Service Agreements with key management</p> <p>Duke has entered into service agreements with key management as described in Section 5.6.</p> <p>Please see Section 11.1 for further details of Duke's material contracts.</p>	5.6, 11.1
Financial Information		
What will be Duke's financial position following completion of the Offer?	<p>Following completion of the Offer (after deducting the Offer costs) based on achieving the Minimum Subscription, Duke is expected to have cash of approximately \$8,000,000.</p> <p>Refer to Section 6 for further information on the Historical and Pro Forma Historical Statements of Financial Position including details of the pro forma adjustments.</p> <p>The audited financial statements of Duke for the financial year ended 30 June 2020 are included in Appendix 1.</p> <p>The Board is satisfied that upon completion of the Offer, Duke will have sufficient working capital to meet its stated objectives.</p>	6

Topic	Summary	Refer to section
Risks		
Key Risks		
<p>There are risks associated with investing in the share market generally, the mineral exploration industry and in Duke specifically. The following is a summary of the key risks that may affect the financial position of Duke, the value of an investment in Duke, as well as Duke's operations and prospects. Further details of these risks are set out in Section 4 of this Prospectus.</p> <p>Please consider the risks described below and the information contained in other sections of this Prospectus. You should also consider consulting with your professional adviser before deciding whether to apply for New Shares.</p>		
	Specific Company risks	
Access to advanced exploration techniques	<p>Duke intends to use advanced exploration techniques that are proprietary know how of Kenex, a third party controlled by former directors of Duke. Duke has priority access to the use of such advanced exploration techniques through its services agreement with Kenex.</p> <p>If Duke ceases to have access to these advanced exploration techniques, that may have a materially adverse effect on Duke's exploration activities, prospects of successfully identifying target minerals and overall business.</p>	4.2(a)
Additional funding requirements	<p>At the date of this Prospectus, Duke has no income producing assets and will generate losses for the foreseeable future. Duke will use the proceeds of the Offer to fund further drilling and work programs to progress the viability and value of its tenements.</p> <p>Duke will require ongoing additional funding to carry out further exploration, undertake feasibility studies and/ or develop mining operations. No assurance can be given that adequate future funding will be available on favourable terms, or at all. Any additional equity financing may dilute shareholders.</p>	4.2(b)
	Industry risks	
Exploration and operating risks	<p>The business of mineral exploration, project development and mining by its nature contains significant risks and uncertainties. The current and future operations of Duke, including exploration, appraisal, development and possible production activities may be affected by a range of exploration and operating factors.</p> <p>Whether or not income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, integrity of mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.</p> <p>There is no assurance that any discovery will be made and even if made that it will be economic or can be commercially exploited.</p>	4.3(a)

Topic	Summary	Refer to section
Early stage exploration	<p>The prospects that Duke is focussing on are in the early stages of exploration. Further exploration and evaluation of data is required to determine whether historical mineralisation estimates within Duke's tenements can be upgraded to be reported in accordance with the JORC Code.</p> <p>There can be no assurance that Duke will be able to establish a resource or reserve in accordance with the JORC Code.</p>	4.3(b)
Tenements and land access	Title to exploration rights and mineral property rights held by Duke is one of the core assets of the business. Mineral exploration licences are subject to periodic renewal. Duke has applied for two tenements, the Duania Application and the Waitara Application. There is no guarantee that the current applications, or current or future mineral exploration licences or future applications for production licences will be approved.	4.3(e)
	Other risks	
General risks	Economic risks, legal proceedings, commodity prices, exchange rates, environment, mining tax and royalties, contract risk or encumbrances on title, funding and unforeseen risks exist in all mineral-based endeavours.	4.4
Directors, management and governance		
Who are Duke's Directors?	<p>The Board comprises:</p> <ul style="list-style-type: none"> • Mr Toko Kapea (Non-Executive Chairman); • Mr Eugene Iliescu (Managing Director); • Mr Paul Frederiks (Executive Director); and • Mr Ian McAleese (Non-Executive Director). <p>The profile of each Director is detailed in Section 5.1. Details of the personal interests in Duke of each of the Directors are contained in Sections 5.2 and 5.3.</p>	5
Who is Duke's management?	<p>Mr Eugene Iliescu (Managing Director)</p> <p>Mr Paul Frederiks (Executive Director/Company Secretary)</p> <p>Mr Thomas Dwight (Exploration Manager)</p> <p>Duke has also engaged Kenex to provide certain exploration and other technical services, including the provision of Kenex staff member Dr Gregor Partington in the role of Operations Manager.</p> <p>The profiles of each of these individuals are detailed in Section 5.5.</p>	5.5
Has Duke adopted an employee incentive plan?	<p>Duke has established the Duke Exploration Share and Option Plan to provide opportunity to eligible participants to benefit from Duke's future growth and provide an incentive to contribute to that growth.</p> <p>Duke has granted 5,554,946 options to directors and executives under the Duke Exploration Share and Option Plan. Further details are set out in Section 11.5.</p>	11.5

Topic	Summary	Refer to section
Has Duke granted performance rights?	<p>Duke has granted 690,625 performance rights to directors and executives. Further details are set out in Section 11.6.</p> <p>An in-principle waiver from listing rule 1.1, condition 12 in respect of the performance rights has been granted by ASX. On formal application for listing Duke will request that ASX formalise this in-principle waiver.</p>	11.6
What payments and benefits are to be made or given to the Directors?	<p>Directors' remuneration and interests in securities</p> <p>Details of each Director's remuneration and interests in the securities of Duke are set out in Sections 5.2, 5.3 and 5.4. Duke has also entered into an Executive Service Agreement with Mr Eugene Iliescu and a consultancy agreement with Blanckensee Consulting Pty Ltd of which Mr Paul Frederiks is a director. Under these agreements these directors are entitled to fees and other benefits.</p> <ul style="list-style-type: none"> • Eugene Iliescu – \$200,000 per annum (including statutory superannuation); • Paul Frederiks – \$150,000 per annum; • Toko Kapea – \$75,000 per annum (including statutory superannuation); and • Ian McAleese – \$37,500 per annum (including statutory superannuation). <p>Further details are set out in Sections 5.6, 11.5 and 11.6.</p> <p>Deeds of indemnity, insurance and access</p> <p>All Directors will have the benefit of an indemnity against any liability arising because of the Director acting as a Director of Duke. Duke will also maintain insurance policies for the benefit of each of the Directors and allow each Director access to inspect Board papers in certain circumstances. Further details are set out in Section 5.6.</p>	5.11
What contracts and/or arrangements with related parties is the Company a party to?	<p>Duke has entered into a services agreement with Kenex Pty Ltd, a geological consulting and business development services company based in New Zealand. The services agreement provides Duke access to Kenex's specialised technical services to continue the development of its tenements.</p> <p>Kenex is controlled by Dr Gregor Partington and Michelle Stokes (both former directors of Duke), who will receive financial benefits through the Services Agreement.</p>	5.6, 11.1

Topic	Summary	Refer to section																
Additional Information																		
How do I apply for Shares?	<p>Applications for Shares under the Offer must be made by completing the Application Form provided to you by your broker or the Chairman.</p> <p>There will be no general public offer of Shares made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through the Lead Manager.</p> <p>The minimum investment is \$2,000 (8,000 Shares), with additional investments to be made in increments of \$500 (2,000 Shares).</p> <p>Further details on the Offer are set out in Section 10.</p>	10.5																
Where will the Shares be quoted?	An application will be made to ASX for quotation of the Shares within 7 days from the date of this Prospectus. Duke has reserved the trading symbol 'DEX'.	10.3																
What are the key dates of the offer?	<p>The key dates of the Offer are set out below:</p> <table><tr><th colspan="2">Table 4 Key Offer Dates</th></tr><tr><th>Event</th><th>Indicative date</th></tr><tr><td>Lodgement of Prospectus with ASIC</td><td>22 September 2020</td></tr><tr><td>Opening Date of the Offer</td><td>30 September 2020</td></tr><tr><td>Closing Date of the Offer</td><td>4 November 2020</td></tr><tr><td>Settlement of the Offer</td><td>5 November 2020</td></tr><tr><td>Issue of New Shares</td><td>6 November 2020</td></tr><tr><td>Despatch of holding statements and quotation of shares on ASX</td><td>11 November 2020</td></tr></table> <p><i>This timetable is indicative only and may change. Duke reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion. Quotation of Shares on ASX is at the discretion of ASX and is subject to Duke satisfying the listing requirements of ASX.</i></p>	Table 4 Key Offer Dates		Event	Indicative date	Lodgement of Prospectus with ASIC	22 September 2020	Opening Date of the Offer	30 September 2020	Closing Date of the Offer	4 November 2020	Settlement of the Offer	5 November 2020	Issue of New Shares	6 November 2020	Despatch of holding statements and quotation of shares on ASX	11 November 2020	N/A
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What are the tax implications of investing in the New Shares?	<p>The tax consequences of any investment in New Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding to invest.</p> <p>To the maximum extent permitted by law, Duke, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for New Shares under this Prospectus.</p>	11.3																
Will Duke pay dividends?	Duke's initial focus will be on mineral exploration and development through which capital growth is targeted. As Duke is a mineral exploration and development company and is not generating revenue, it is unlikely to declare or distribute dividends in the near term.	11.9																
How can I obtain further advice?	By speaking to your financial adviser, accountant, stockbroker or other professional adviser. If you require assistance or copies of the Prospectus, please contact Duke on +61 418 757 364 or the Company's share registry Automic Pty Ltd on 1300 288 664.	N/A																

3.1 Introduction

Duke was incorporated in Western Australia on 26 April 2006. The Company was established by former directors who acquired the tenements over time and which later changed its name to Duke Exploration Limited and converted to a public company.

Exploration Using Mineral System Concepts and Data

Duke is targeting the discovery of high value metal deposits that have the potential to be rapidly developed into commercially operating mines.

Many mineral regions in Australia are perceived to be mature exploration provinces, with the most obvious ore bodies already discovered and mined. In Duke's view, the onus is now on new explorers such as Duke to be smarter in their identification of opportunities. In this regard, government funded mineral system research and precompetitive data when combined with computer-based data analytical techniques offer new, effective ways to identify opportunities typically not recognised by most exploration strategies. This process can provide a portfolio of opportunities at all scales that range from conceptual to drill ready targets.

Duke's projects are the result of this process, which has provided drill ready targets that will allow Duke to immediately create value through exploration and development.

Spatial Data Modelling Techniques and Target Generation – The Duke Approach to Project Identification and Development

Approach to Database Analysis

Most exploration targeting is performed by searching prospect information from mineral occurrence databases and geological maps or subjectively choosing areas based on previous experience. While these types of analyses, which largely rely on near surface exploration techniques, have been effective in the past, many areas have now been subject to multiple cycles of exploration that have now either exhausted near surface potential, or simply failed to identify less well exposed, mineral deposits.

Classic exploration approaches also fail to incorporate the enormous recent advances that have been made in our understanding of mineral systems. Duke's view is that effective exploration targeting must now compile all available data and map the relevant vectors that match the mineral system being explored.

The data available to assess the potential of the mineral systems of interest to Duke in Australia comes from various modern-day exploration campaigns, research organisations and government precompetitive data. These datasets include regional geology, geochemistry, remote sensing and geophysical data, which are diverse and voluminous, making the task of interpretation complex. It is critical for exploration targeting that effective statistical spatial analysis of the available datasets is carried out and that only the relevant factors to the mineral system model being used are mapped as inputs into a single mineral potential map.

Analytical tools – Weights of Evidence modelling

A variety of new tools are available for use in computer aided geographic data management systems or (GIS) for evaluating the distribution of spatial data in a statistical framework. Weights of evidence is one such tool Duke's technical partner Kenex uses. This tool is based on the presence or absence of a characteristic or pattern and the occurrence of an event.

An estimate of the (prior) probability of the occurrence of metal deposits related to the mineral system of interest can be calculated from the total number of known deposits distributed over the region being targeted, divided by the area of that region.

A probability or statistical value of importance can then be calculated for all geological features that are part of the mineral system model. This probability is based on the prior probability and the presence or absence of the geological feature in question, which allows a statistical spatial correlation value to be calculated. This spatial correlation can then be used to improve the effectiveness of the maps being developed or to prioritise those maps that best predict the presence of mineralisation for the next phase of prospectivity mapping.

The odds of occurrence are then used to combine the best statistically valid predictive maps that represent the mineralisation model to produce a probability map of prospectivity. This map defines the relative probability of finding the mineral at any point on a grid covering the area being explored.

The exploration targeting GIS provides a graphic display of the conceptual mineral system model for the distribution of deposits in an area (*Figure 1*). The number of sites meeting characteristics identified in the conceptual model and the percentage of the area represented can be reported.

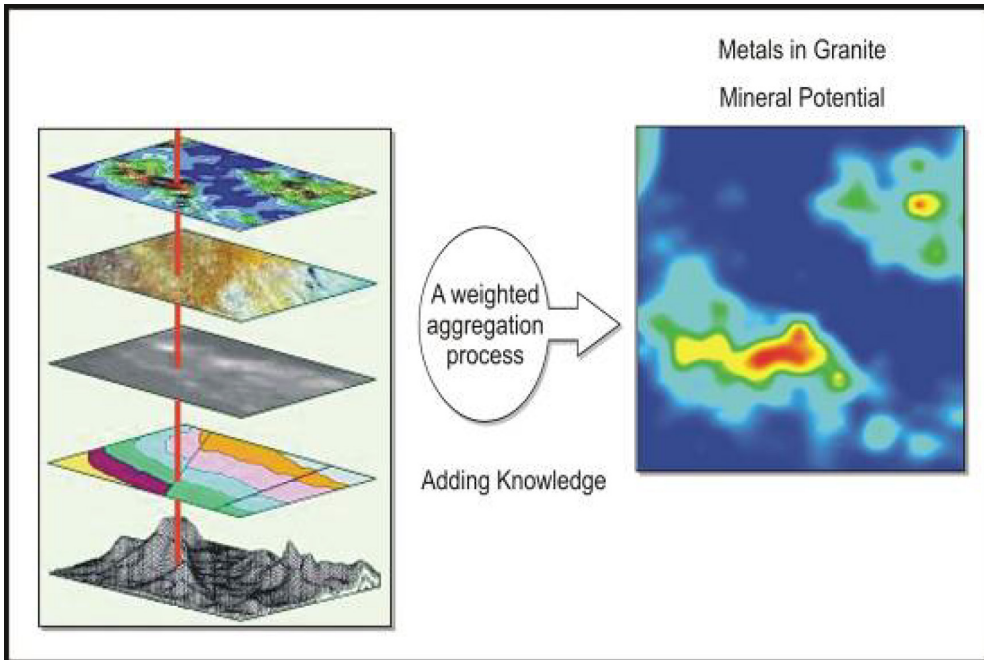


Figure 1. Combining Knowledge and Data: The Most Effective Way to Target in Mineral Exploration

Exploration Projects

All Duke's tenements have been selected based on the application of various mineral system models over eastern Australian states using spatial statistical analysis and targeting workflows, which in Duke's view increases the prospects of exploration success.

As a result, all areas have important geological similarities with known ore deposits and operating mines and accordingly Duke believes that its portfolio of tenements has the geological and geochemical signatures, which are potentially associated with significant deposits of copper, gold and silver in particular. The compilation of historic mining and exploration data have been completed along with preliminary field visits to check the results of the GIS targeting, including geological mapping, diamond drilling and ground geophysics data acquisition.

3.2 Duke's Projects

3.2.1 Overview of Projects

Duke has:

- one 100% owned tenement located in Queensland (Bundarra Project) and two applications adjoining the Bundarra Project (Duania Application and Waitara Application);
- one 100% owned tenement located in New South Wales (Red Hill Project);
- a 91% joint venture interest under a Heads of Agreement in the Prairie Creek Project, a tenement located in Queensland;
- Free carried interests in four tenements in the prospective Lachlan Fold Belt, New South Wales with Lachlan Resources Pty Ltd, a wholly owned subsidiary of Emmerson Resources (ASX:ERM). Duke holds 5% of EL 8652 and EL 8463 and holds 10% of EL 8464 and EL 8590, with the right to 100% ownership if Emmerson Resources relinquishes its interest.

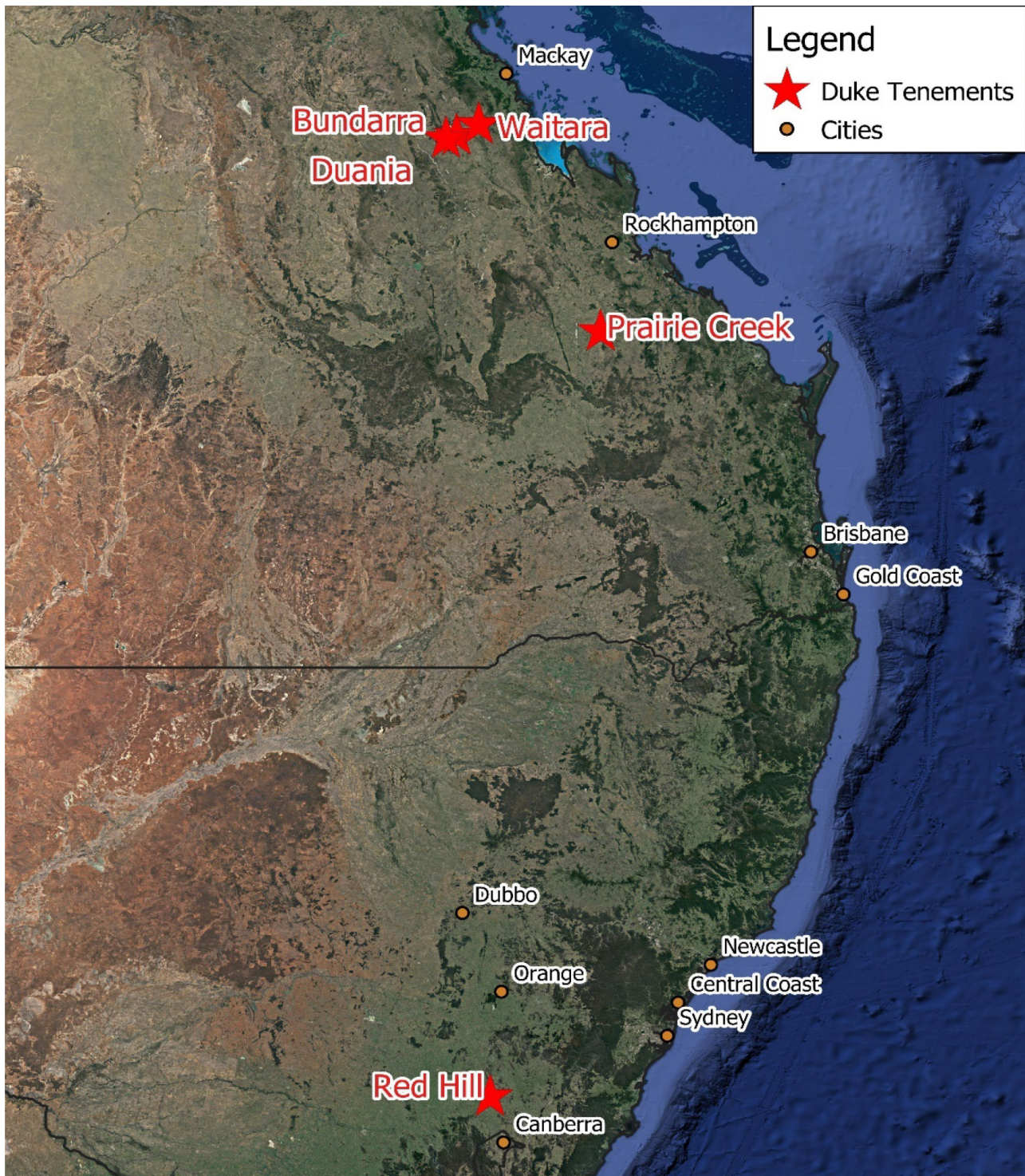


Figure 2. Duke Exploration Tenements and Applications

Full tenement details of the tenements and licence application comprising Duke's portfolio are contained within the Independent Tenement Report (see **Section 9**). An independent geological review of all tenements, and of key projects within them, including information on prospectivity, is set out in the Independent Geologist Report contained in **Section 7**.

3.2.2 Bundarra Project (EPM 26499)

The Bundarra Project (EPM 26499) adjoins to tenements where Duke has two applications, Duania Application (EPMA 27474) and Waitara Application (EPMA 27609), located approximately 130 km southwest of Mackay and 50 km east of Moranbah in central Queensland (*Figure 2* and *Figure 3*). The Bundarra Project covers 207 km² over the Bundarra Pluton (*Figure 3*), the Duania Application covers 83 km² over the interpreted down plunge extent of the Bundarra Pluton to the south west and the Waitara tenement application covers 19 km² over a geologically related intrusion to Bundarra (Waitara granite), 20km to the north east, on a trend of buried intrusions that have been mapped in 3D (*Figure 4*). A detailed summary of the geology and historic and recent exploration in the Bundarra Project area is provided in **Section 7**.

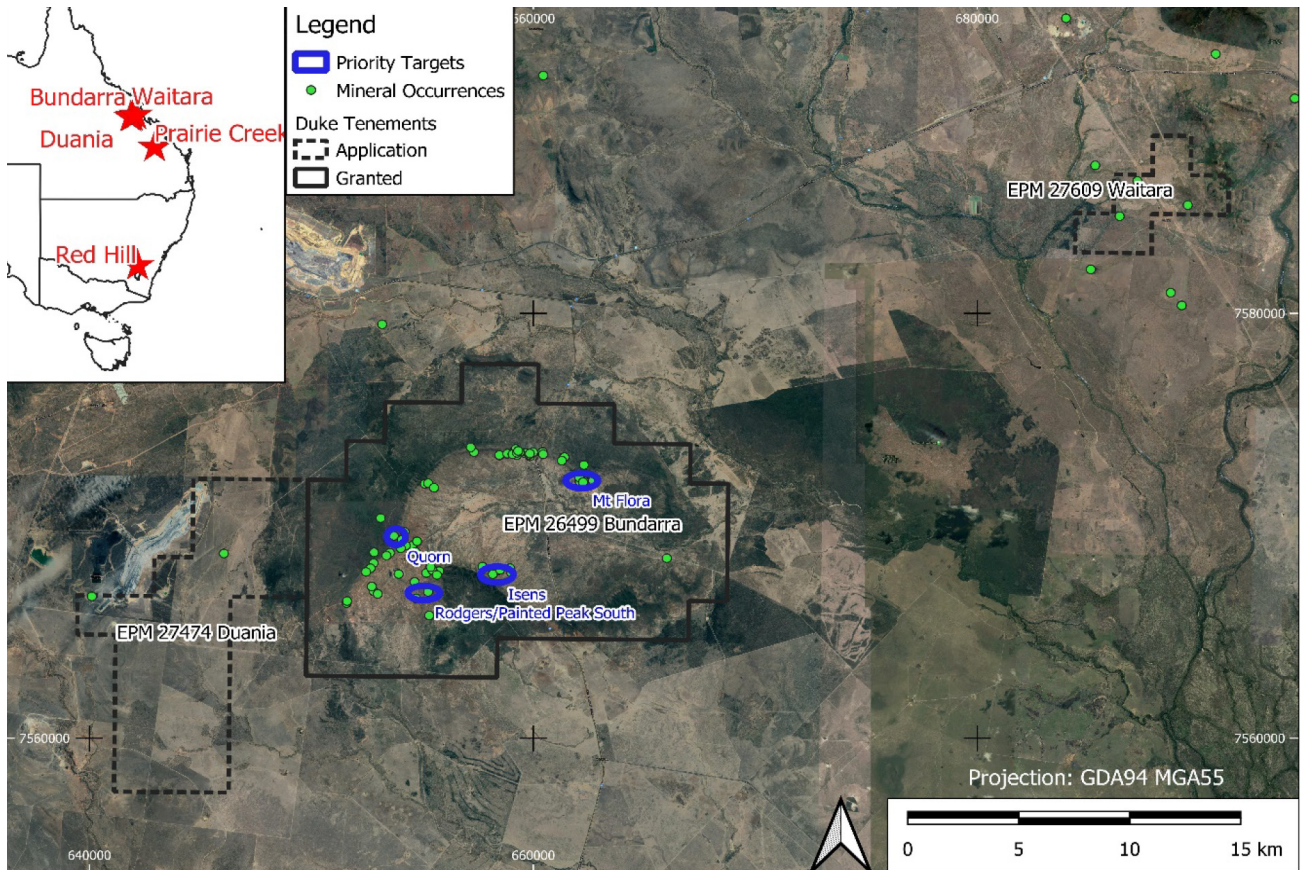


Figure 3. Location of Bundarra Project (EPM 26499, EPMA 27474 and EPMA 27609)

The Bundarra Project area was originally identified by a search of the Kenex knowledge systems proprietary databases, using targeting workflows, and constrained by regional porphyry prospectivity modelling over Central Queensland. Mineral potential mapping of the target area using historic exploration data confirmed the potential for porphyry copper, silver and gold style mineralisation over a significant area surrounding the Bundarra Pluton (see **Section 7**). A follow up review of historic exploration data that was digitised and compiled in GIS confirmed the project area had the potential for immediate exploration and resource development for copper, silver and gold from a porphyry system related to the intrusion of the Bundarra Pluton an Early Cretaceous composite intrusive system that intrudes Lower Permian Back Creek Group carbonaceous shale, sandstone and marl (*Figure 4*).

Geological mapping and geochemical analysis suggest the mineralisation historically mined around the Bundarra Pluton can be classed as a lode-style porphyry mineral system, consistent with an Andean-style convergent margin model (see **Section 7** for geochemical plots). The mineralisation in this class of porphyry deposit is usually structurally controlled with an association with faults, vein stockwork and breccia zones and alteration zones. Major deposits of this class of porphyry mineralisation can form significant Tier One deposits of metals that can be high grade and have long lasting mine lives. For example, the Resolution (Magma) deposits in Arizona and the Butte deposits in Montana. The recently discovered Thursday's Gossan in the Mount Stavelly Volcanic Complex in the Grampians-Stavelly Zone in Western Victoria is an Australian example of this type of deposit.

Historic small-scale mining activities started in the late 1800s targeted copper, silver and gold veins around the contact of the Bundarra Pluton (see **Section 7** for more details). Historic drilling results confirm that the metamorphic contact zone around the pluton to be associated with significant copper mineralisation at the Mt Flora mine, Isens mine, Rogers prospect and Quorn prospect, respectively (*Figure 3*). These prospects, just four of 47 documented historic prospects in the project area, are separated vertically by 250 m and laterally by a distance of 9 km indicating a porphyry mineral system of significant extent (*Figure 3*).

Historic drilling intersected the widths and grades of copper, silver and gold described in **Section 7**, with the best results from the historic underground mines at the Mt Flora Prospect. There is also historic production from surface and underground mines recorded from the margins of the Bundarra Pluton detailed in **Section 7** that confirms the development potential for copper, silver and gold mineralisation. Mining studies in the early 1970s at the Mt Flora Prospect, described in more detail in **Section 7**, provided results from drilling and metallurgical studies that suggests Mt Flora has the highest priority of all the prospects for resource development work. An Exploration Target is detailed in the Independent Geologist Report (see **Section 7**, Table 2.5).

The prospectivity modelling described in **Section 7** and the Exploration Target provided the information to plan and implement a staged exploration strategy that prioritises the more advanced and prospective areas within the Bundarra project that can be fast tracked for resource and mine development. Remaining prospective areas have less information with either no or very little drilling but are interpreted to have similar potential for copper, silver and gold mineralisation.

The Company began testing the potential of the Exploration Target areas using diamond drilling, with the Mt Flora Prospect given the highest priority. The details of the drilling at Mt Flora are provided in **Section 7**. The assay results for the new diamond holes DFD001, DFD002 and DFD003 include the highest grade massive sulphide vein assays returned from any historic drilling in the project area, including:

- 16.95% Cu, 287 g/t Ag and 0.31 g/t Au in DFD001; and
- 10.45% Cu, 191 g/t Ag and 0.27 g/t Au in DFD002.

The diamond drilling intersected multiple stacked veins of massive chalcopyrite that have widths from 20 cm up to 2.5 m (*Figure 5*).

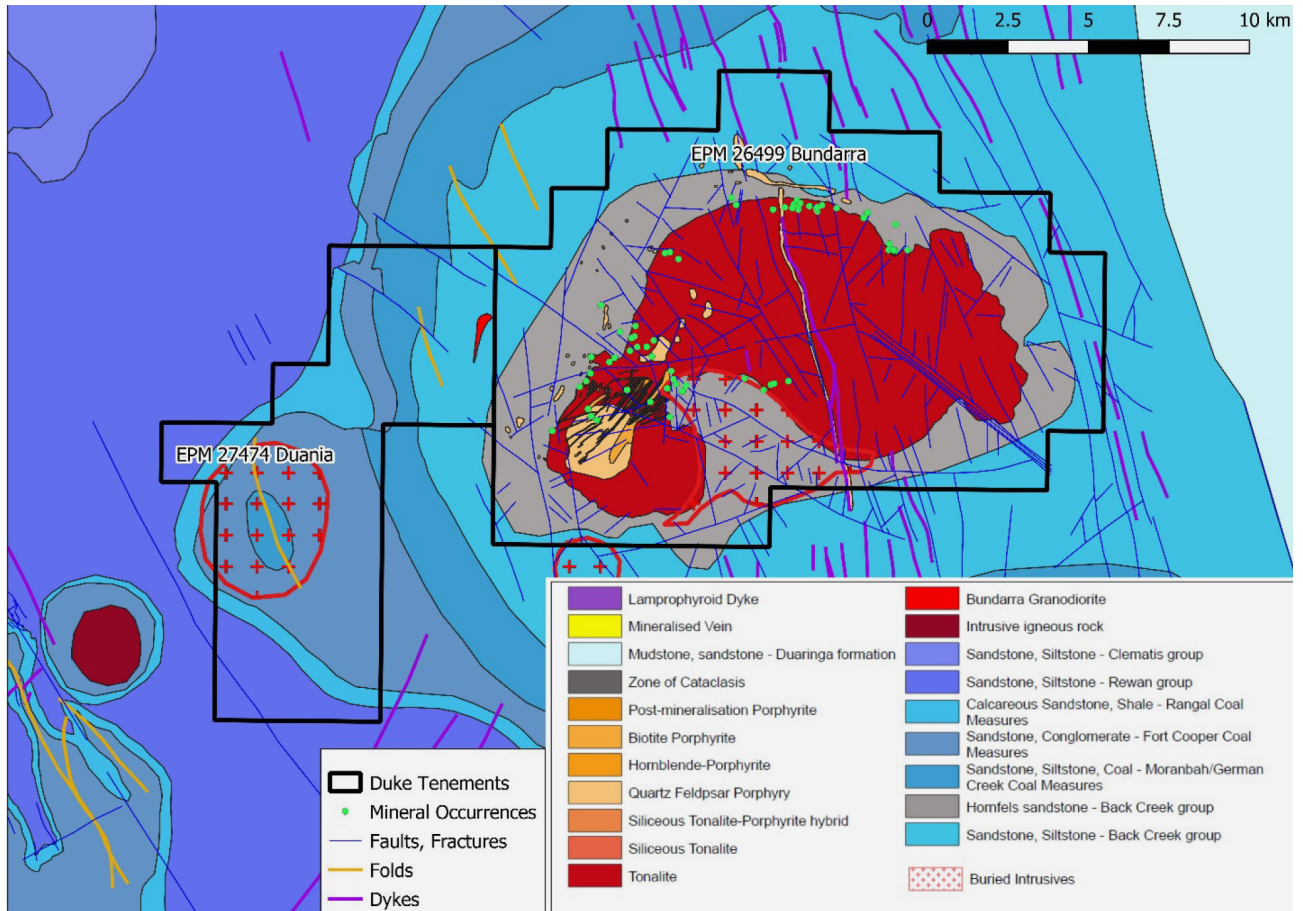


Figure 4. Geology of the Bundarra tenements with main historic mines and development prospects. The Back Creek Group sediment in blue-grey, Cretaceous intrusions in red and buried intrusions red dotted lines.

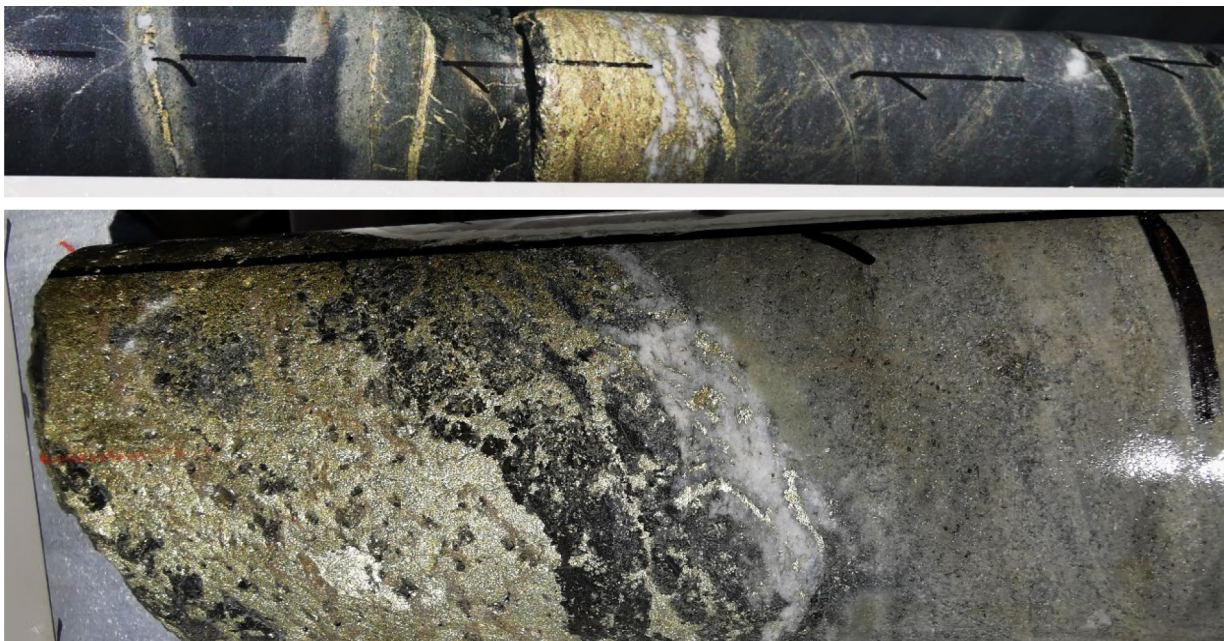


Figure 5. Typical massive sulphide and vein stockwork copper, silver and gold mineralisation intersected in DFD001.

The intersected widths of mineralisation in DFD001, which was drilled between the historic holes MFD1 and MFD3, compare well with the mineralisation intersected in the historic holes (down dip) MFD1 and (up dip) MFD3 (*Figure 6*; compare *Table 5* and *Table 6*). Although the massive chalcopyrite veins pinch and swell along dip and strike the continuity of the structures that host the copper, silver, and gold in the Mt Flora mine area is predictable and therefore resource estimation will be less complex and the veins come to surface, so will be amenable to open cut mining methods.

The grade distribution in the drilling suggests that the highest grade massive sulphide copper veins intersected are narrow (0.5-2.5m) and pinch and swell along strike and down dip. This will make selective mining of the massive sulphide veins difficult and potentially costly. The three drill holes all contain a wide halo of lower grade copper as thin sheeted veins around the massive chalcopyrite veins (*Figure 5*), which appears to be more conducive to bulk mining and processing techniques. The silver and gold reported is significantly higher than reported in the historic data, which may be due to higher historic detection levels. The best gold intersection is 3m at 0.42 g/t Au and gold will be considered as part of the metal suite in exploration, mining and metallurgy studies.

Table 5. Significant intersections from DFD001, DFD002 and DFD003 based on a 0.3% Cu cut off with a minimum intersection of 1.0 metre and including 4m of mineralised waste.

Hole	Vein	Width m	From	Cu %	Ag g/t	Au g/t
DFD001	Green Outcrops	1.6	12.2	3.18	69.41	0.42
Including		0.9	12.2	5.01	80.00	0.22
DFD001	New	2.0	27.0	0.49	9.10	0.01
DFD001	Green Outcrops	16.7	58.4	1.15	16.06	0.03
Including		2.5	58.4	2.63	42.00	0.08
Including		2.0	70.4	2.03	27.00	0.03
DFD001	Green Outcrops	4.8	85.2	0.48	8.92	0.02
DFD001	Mt Flora	5.0	126.6	0.96	15.26	0.03
DFD001	Essie	1.0	194.0	0.41	2.60	0.04
DFD002	New	1.6	8.6	0.68	0.36	0.01
DFD002	Green Outcrops	6.9	36.5	0.70	9.55	0.02
Including		0.8	39.5	1.36	14.00	0.06
DFD002	New	3.2	57.2	0.51	6.15	0.04
DFD002	New	5.5	75.9	0.50	5.18	0.04
DFD002	Green Outcrops	4.5	95.9	1.30	14.14	0.08
Including		1.0	96.2	4.48	43.00	0.17
DFD003	New	7.5	4.4	0.38	5.91	0.00
DFD003	Green Outcrops	8.2	17.0	0.92	20.78	0.04
Including		1.2	19.5	4.71	107.00	0.23
DFD003	New	2.8	40.2	0.34	3.63	0.03
DFD003	New	3.4	48.7	0.31	4.78	0.01

Table 6. Intersections in historic holes up dip (MFD3) and down dip (MFD1) from DFD001 (Figure 6 for comparison).

Hole	Vein	Width	From	Cu %	Ag g/t	Au g/t	BM Cu %
MFD1	Green Outcrops	7.3	14.98	0.88	15.71	0.01	0.55
MFD1	New	2.0	37	0.69	14.00	0.01	0.34
MFD1	New	1.3	54.87	0.92	12.00	0.05	0.92
MFD1	New	1.1	63.5	0.39	9.00	0.01	0.02
MFD1	Green Outcrops	18.3	71	1.22	14.09	0.03	1.31
MFD1	Green Outcrops	2.6	101.73	2.33	29.44	0.09	0.04
MFD1	Green Outcrops	5.4	120.79	0.64	10.04	0.03	0.38
MFD1	Mt Flora	4.0	140.85	0.38	9.05	0.00	0.28
MFD1	Essie	6.2	205.8	0.52	10.92	0.02	0.12
MFD3	Green Outcrops	33.2	38.45	0.80	3.77	0.03	0.92
MFD3	Green Outcrops	1.6	78.58	0.30	0.20	0.00	0.29
MFD3	Green Outcrops	4.1	101.1	1.40	7.78	0.01	1.04

Conductivity was measured in two of the three new diamond holes with a down hole probe. The downhole data confirmed that copper mineralisation is statistically correlated with increasing conductivity values. This was then confirmed by digitising and remodelling historic IP data collected in the early 1970s that are described in more detail in **Section 7**. The results from the remodelling of the historic 2D IP data were sufficient for trial 3D IP and detailed ground EM surveys to be completed. Historic 2D IP data were only collected to 140m depth and on three sections over a 250m strike of the historic massive sulphide veins. The 3D IP ground electrical geophysical survey at Mt Flora mapped the electrical anomalies in 3D to a depth of around 400m and over a strike of 530m (*Figure 7*). Details of the survey are provided in **Section 7**.

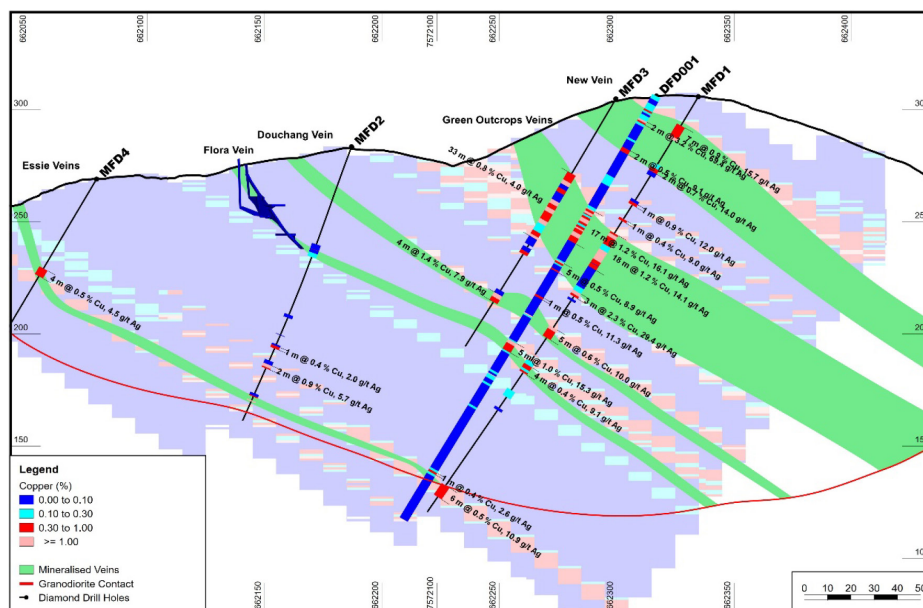


Figure 6. Section through the Flora Mine workings and main section drilled by Endeavour Oil showing diamond hole DFD001 with copper greater than 0.3% Cu in relation to historic holes with copper greater than 0.3% Cu, mineralised veins, granite contact and copper

A comparison of sectional plots of the conductivity and chargeability data compared to the current and historic drill results for copper, silver and gold confirms that the 3D IP conductivity data maps the location, strike and scale of the known copper, silver and gold veins in the Mt Flora mine area but not necessarily the dip (Figure 8). The conductivity data were classified statistically and visually with the current and historic intersections of copper, silver and these isovalues were used to map the areas in the 3D block model with the highest potential to host copper, silver and gold bearing massive sulphide veins (Figure 7, Figure 8, Figure 9 and Figure 10).

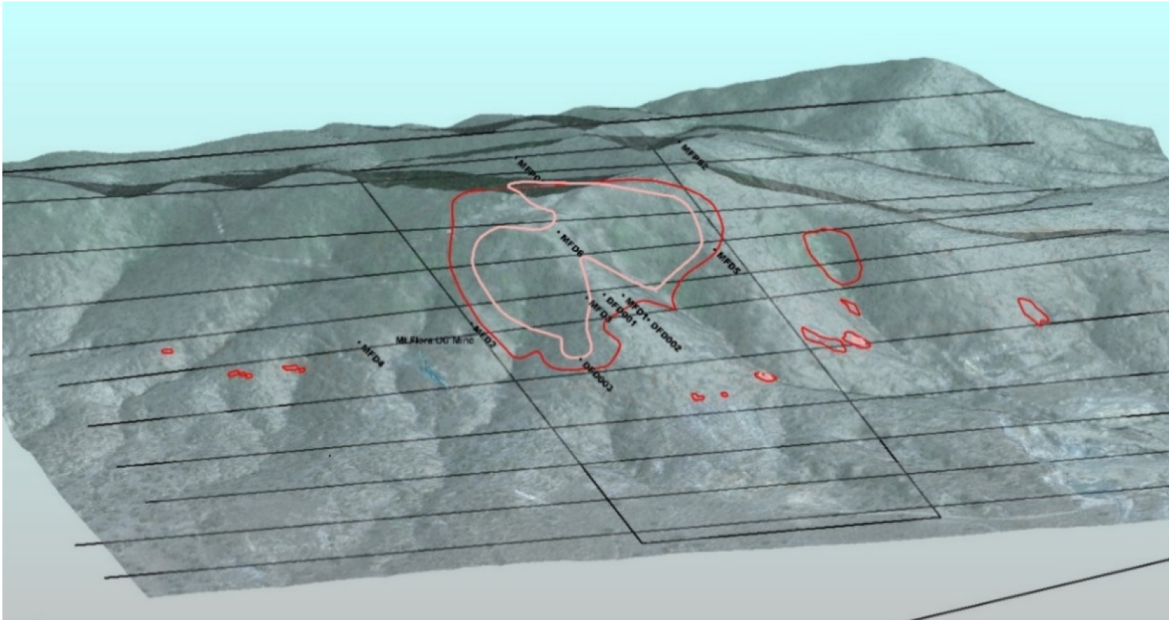


Figure 7. Oblique 3D map of the 3DIP anomalies in relation to drill hole locations looking north up Mt Flora. The red and pink lines correspond to the conductivity anomalies that are statistically correlated with the thicker massive sulphide copper, silver and gold veins intersected in the drilling at Mt Flora. Note the conductivity increases in intensity to the north where the main mineralised anomalies are open to the north and to a depth of 310m.

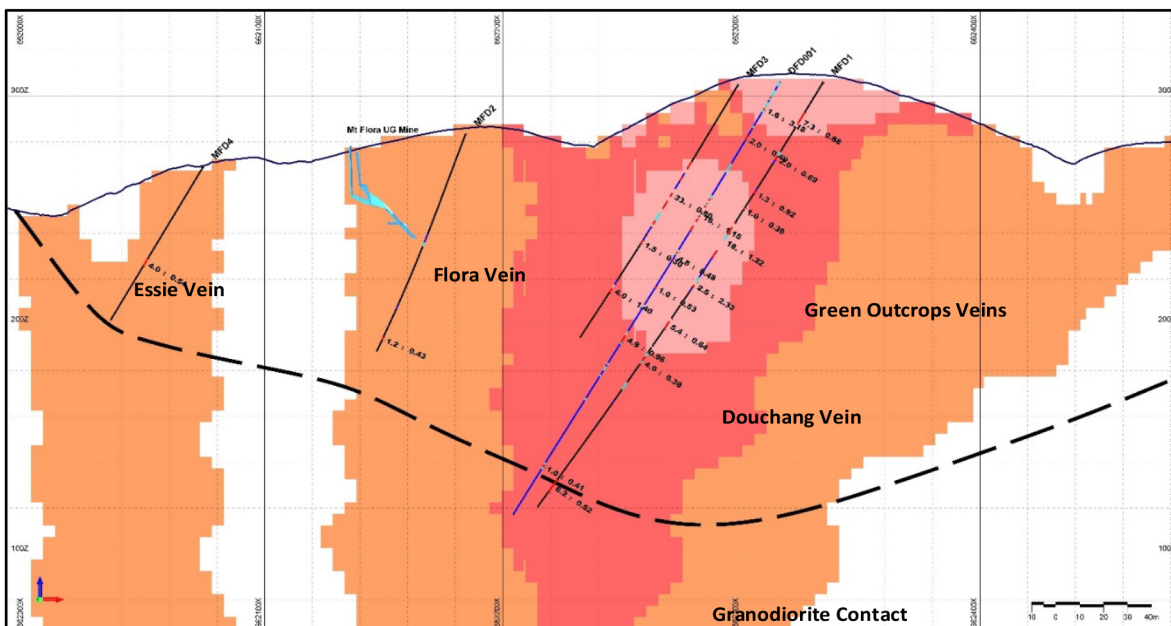


Figure 8. Section of conductivity data (see Figure 5 for location) compared to location of mapped lodes and recent and historic drilling. Note that although the conductivity does not map the vein orientations it maps accurately the area that hosts the various vein orientations it maps accurately the area that hosts the various vein types.

A new zone of potential massive sulphide copper, silver and gold veins has been mapped to the east of the historic Green Outcrop veins by the 3D IP conductivity from the surface, with similar dimensions but higher conductivity values to the Green Outcrop veins. This potential new vein system matches the location of the regional EM plate anomaly at Mt Flora, which provides additional independent confirmation that this conductivity anomaly could be a significant new sulphide vein system (*Figure 7* and *Figure 9*). This vein system is modelled to be near the surface, is open to the north and could potentially be larger than the Green Outcrops veins (*Figure 7*, *Figure 9* and *Figure 10*). This discovery could double the strike of the mineralisation at Mt Flora and is an immediate target for drill testing to accurately map the geology and geometry of the conductivity anomaly.

There are also ten new areas, including the historic E Lode veins, that may host copper mineralisation that may expand the size of the resource area at Mt Flora, particularly to the east, to the south in the granodiorite and at depth down plunge along the granodiorite contact (*Figure 9*).

The anomalies in the granodiorite are of particular interest as there is little evidence of historic mining in the granodiorite and if these prove to host significant copper, silver and gold mineralisation would expand the exploration search area at Mt Flora and regionally. Scout drilling of these anomalies will be carried out as a high priority following on from the drilling of the main conductivity anomaly in the north.

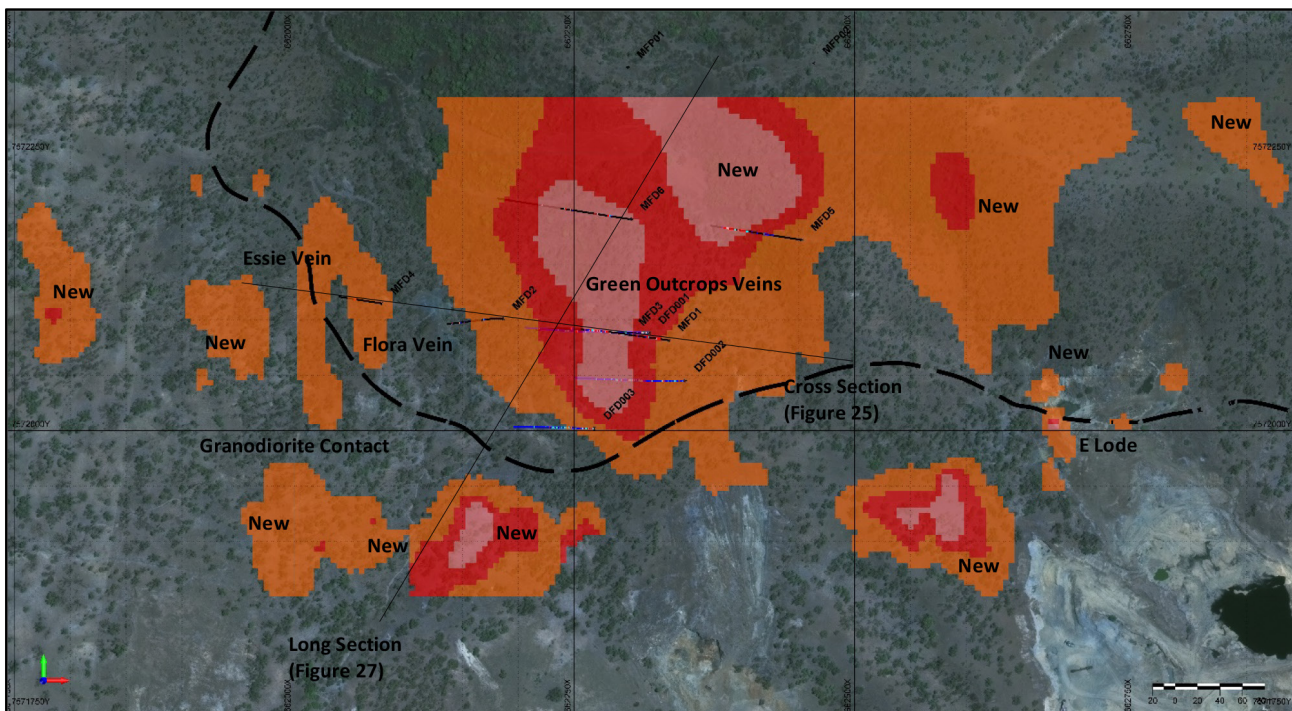


Figure 9. Plan of conductivity data from 3D IP survey compared to location of mapped lodes and recent and historic drilling. There are ten new targets for copper, silver and gold massive sulphide vein systems mapped by the conductivity data.

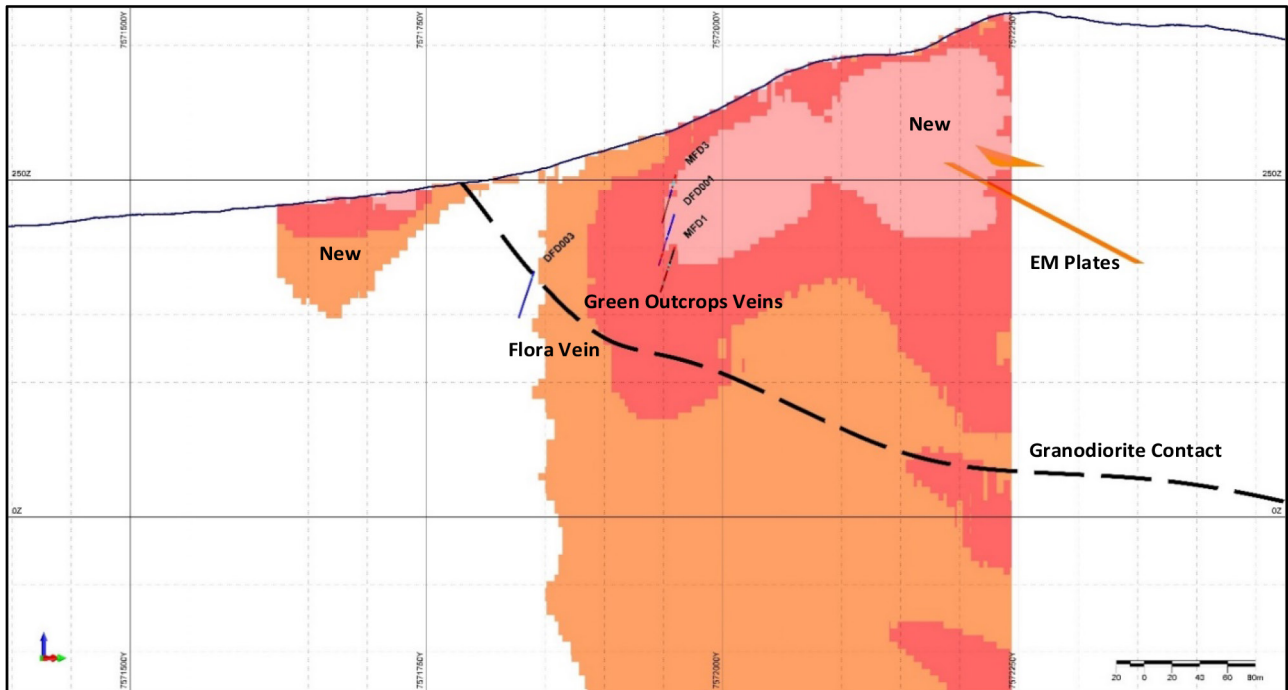


Figure 10. Long section of conductivity data (see Figure 5 for location) compared to location of mapped lodes, copper in recent and historic drilling and VTEM plate anomalies from the regional VTEM survey at Mt Flora. There are also conductivity anomalies in the granodiorite that were unexpected and the main zone of mineralisation at Mt Flora is open to the north and poorly drilled.

The 3D IP survey was constrained to the north due to high conductivity values from the area where the VTEM anomaly plates were mapped (Figure 10). This is because IP is more suited to mapping disseminated sulphide mineralisation rather than highly conductive massive sulphide mineralisation. A ground FLEM survey was consequently completed at Mt Flora, covering the same area as the recent 3D IP survey, with extensions 400m north of the last line of the 3D IP survey, where data quality was affected by high conductivity readings, and 250m south to test 3D IP anomalies in the granodiorite as detailed in **Section 7** and shown on Figure 11.

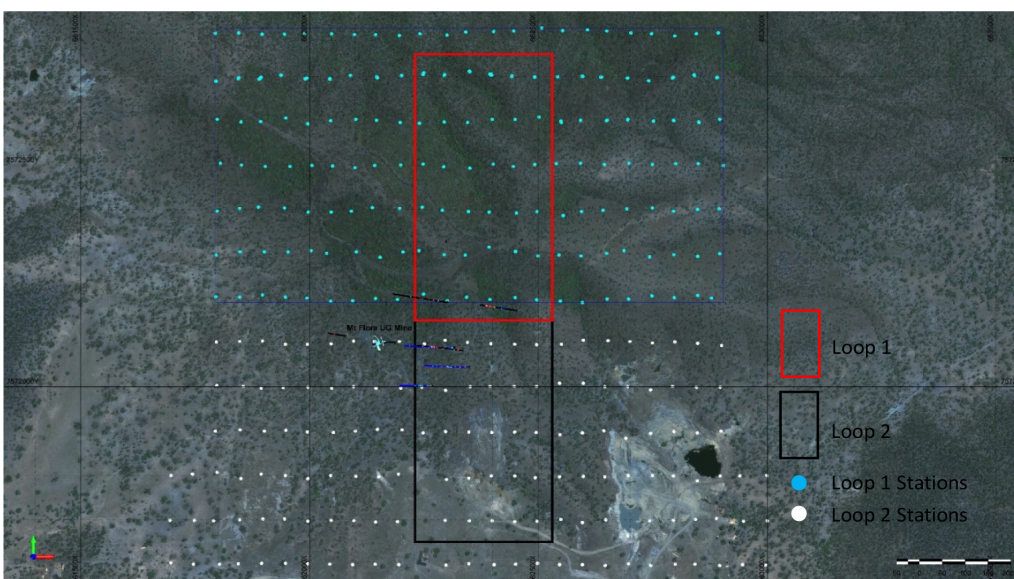


Figure 11. Detailed location of HaiTEM Ground FLEM survey at Mt Flora relative to drilling and Mt Flora Mine.

The aims of the FLEM survey were:

- To investigate and better define the northern VTEM and 3D IP anomalies.
- To see if the known mineralization can be mapped in 3D space by FLEM compared to the 3D IP data and assess the value of each technique for exploration for Mt Flora style of copper, silver and gold mineralisation elsewhere in the Bundarra Pluton.
- To compare the EM response to known copper mineralisation in drilling and underground mines.
- To see if the low order VTEM anomalies at Mt Flora are responsive and robust.
- To map extensions and repeats to the known mineralization.

The FLEM data maps the known copper, silver and gold mineralisation at Mt Flora, with the Green Outcrops veins located in the middle of a moderate conductive zone that covers all the historic drilling and known underground workings (Figure 12). The FLEM response over the known mineralization extends beyond the current envelope of mineralization, both north and south, and provides support for planning drilling in both these directions. The FLEM conductivity data suggest that the known zone of mineralisation at Mt Flora is potentially 520m long compared to the 440m defined by the drilling to date. The FLEM conductivity values also increase in intensity to the north, suggesting the copper, silver and gold grades may improve to the north (Figure 12).

There is a FLEM conductivity anomaly north of the current drilling, corresponding to the VTEM anomalies at Mt Flora, which is located in a similar position to where the 3D IP became less effective (Figure 12). This conductor is 460m long and has a similar width to the known mineralised area but is significantly more conductive (Figure 12). The replication of this anomaly in ground data is encouraging for targeting extensions of mineralisation to the south. While this anomaly models as a discrete body, it also may be the southern part of a new mineralised system, having a similar strike (460m, Figure 12) to the known mineralisation mapped to the south. The anomalies to the north are stronger and model with a higher conductance (conductivity multiplied by thickness) than those to the south. MFD 5 intersected copper, silver and gold mineralisation at the south-eastern edge of this anomaly, which is interpreted to mean the conductive values may be mapping extensions to the known mineralised massive sulphide mineralisation to the north. In addition, the anomaly identified in the VTEM survey is well detected and well modelled in the ground FLEM data and is a high priority for drill testing. There is a second conductive anomaly to the east and north, which is a new anomaly but appears to be geometrically and possibly structurally related to the other anomalous areas in the FLEM data (Figure 12).

The interpreted vein geometries based on the 3DIP and FLEM data appear to be a series of en-echelon vein systems stepping to the east and plunging to the north, down and parallel to, the granodiorite contact, with the 3D IP anomaly and the FLEM anomalies new vein systems, which have a total strike of 1,320m. This is three times longer than the strike used for the Mt Flora Exploration Target reported in **Section 7**. The geometry and geological interpretation are consistent with the mapped vein system that has been drilled and mined at Mt Flora, which provides additional confidence in the geological interpretation. There is also a deep anomaly in the north west of the survey area (Figure 12), which is difficult to model using plates, but is at a depth where it is close to the interpreted contact of the Bundarra granodiorite and may be a new Mt Flora-like vein system or a variably conductive sediment package. The depth of the anomaly makes it a lower priority drill target in the near term.

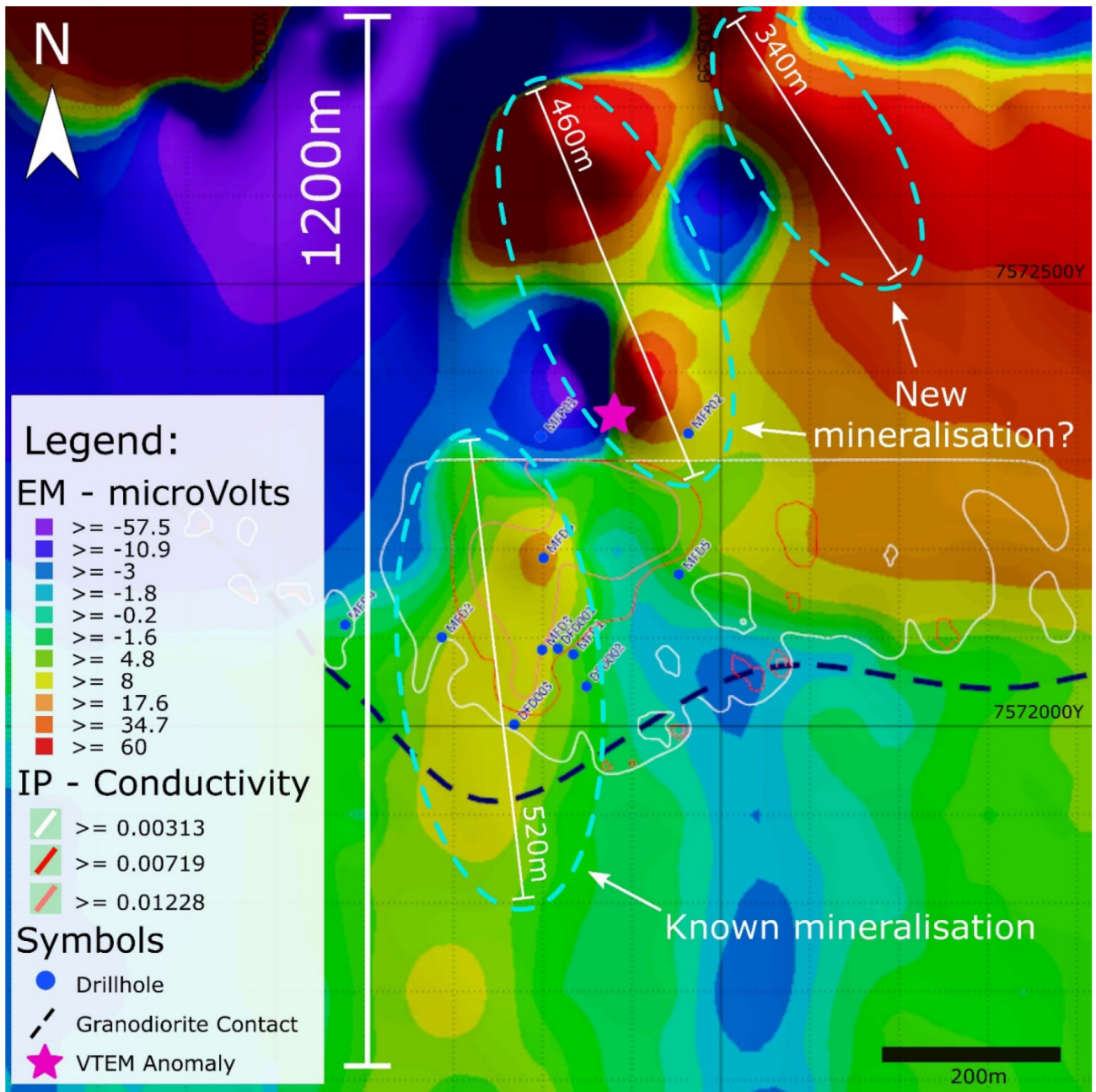


Figure 12. FLEM data measured in the X direction from channel 15 mapped in comparison to the 3D IP anomalous areas, drill locations and Bundarra granodiorite contact.

The statistical correlation of copper mineralisation at Mt Flora with conductivity data from the down hole drill data, 3D IP and ground EM surveys led to the reassessment of the regional VTEM data acquired in 2011, which also measures conductivity (Figure 13). Details of the regional VTEM survey are given in **Section 7**. There are a cluster of VTEM anomalies at Mt Flora that are robust, discrete late time conductors that are clearly spatially associated with the known copper, silver and gold mineralisation at Mt Flora (Figure 14). Six other clusters of VTEM anomalies have been mapped around the margin of the Bundarra Pluton that could represent similar massive copper, silver and gold bearing sulphide vein systems to those recently drilled at Mt Flora (Figure 14).

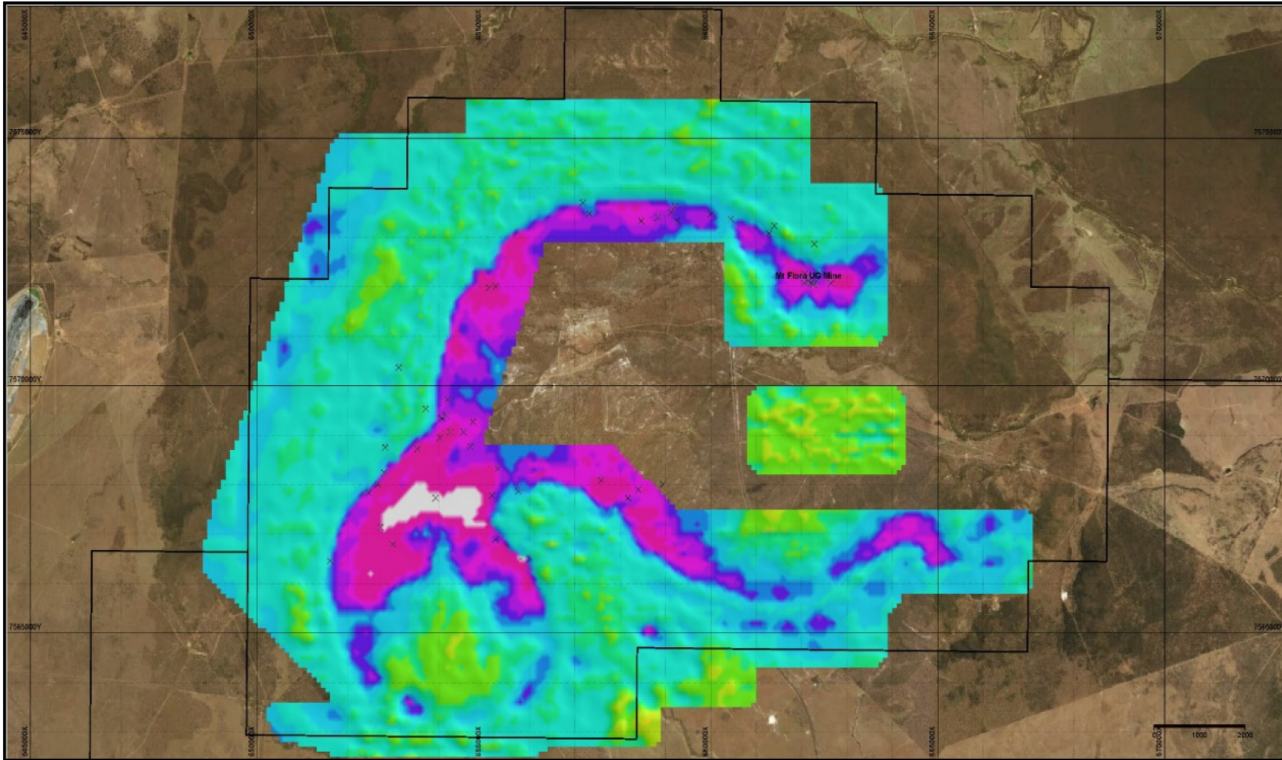


Figure 13. Regional VTEM data coverage over the Bundarra pluton mapping the areas with similar conductivity to the Mt Flora

A total of 40 individual late time conductors have been mapped in the VTEM profile data, which could relate to similar massive sulphide veins as at Mt Flora. The regional potential for additional copper, silver and gold mineralisation to Mt Flora is high based on this analysis, with eight of the VTEM anomalies also having high geological potential. There are 16 mapped VTEM anomalies that are close to known historic prospects and there are 24 VTEM targets that are new with no nearby historical mining activity. Based on the VETM results and prospectivity modelling the Quorn and Rogers prospects are high priority targets and it is planned that they will be targeted by gradient array IP, detailed 3D IP and ground EM data acquisition and diamond drilling, followed by the Isens and Absolon prospects (Figure 14).

There were 47 historic documented historic prospects in the Bundarra Project Area based on occurrence descriptions and previous mining activities before Duke started exploring the Bundarra Pluton. Detailed exploration targeting and prioritisation has been completed using the new understandings of the geology, geochemistry, controls on mineralisation and geophysics data for the wider region (Figure 15). The data used to map and prioritise the new targets around and within the Bundarra pluton include geological potential from prospectivity mapping, copper soil anomalies, anomalous copper in drilling, regional VTEM plate anomalies and historic mining and exploration activities. The number of exploration targets has increased to 103 targets that includes new targets from the recent exploration, with five of these target areas having a high priority for immediate exploration and resource development work in order of priority at Mt Flora, Quorn, Isens, Clooracorn Paddock and Rogers (Figure 15).

Of the five high priority prospects, Mt Flora has the best potential for establishing a resource of copper, silver and gold. This is because it is the most advanced in terms of work completed, including underground mine development and positive metallurgy studies in the early 70s. However, this does not necessarily mean it is the largest as Quorn appears to have potential for a larger disseminated style copper-gold deposit. Isens has similar potential as Mt Flora for higher-grade copper-gold mineralisation based on the underground mine development there.

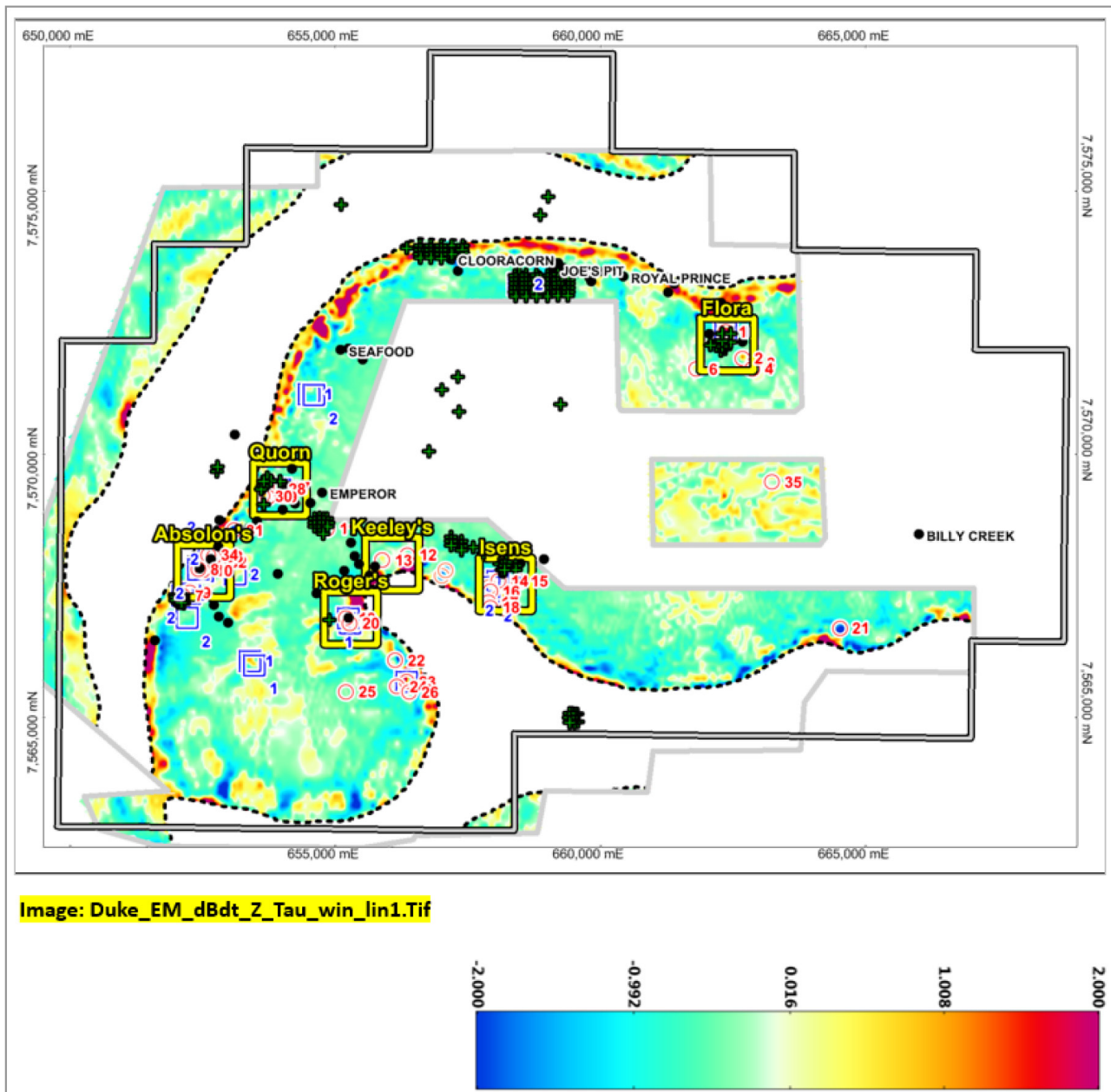


Figure 14. Bundarra VTEM late time conductors over a residual dBdt Tau image. The most significant clusters of EM anomalies are mapped by the yellow polygons in relation to existing drilling (red circles) and historic mineral occurrences and mines (black dots). The black dashed line maps the threshold applied to the deep residual Tau grid to remove the highly conductive coal measures from the data analysed.

Only 18 of the 103 mapped prospects have been drilled with 15 of the prospects intersecting anomalous copper greater than a 0.1% Cu. Modern exploration has been sporadic, and without comprehensive follow-up of positive results. The full extent of the historic intersections of copper, silver and gold mineralisation has never been followed up by pattern drilling and the remaining 85 prospects are undrilled. Modern advances in mining and processing technology means that lower grade copper, silver and gold mineralisation could be economic in the project area.

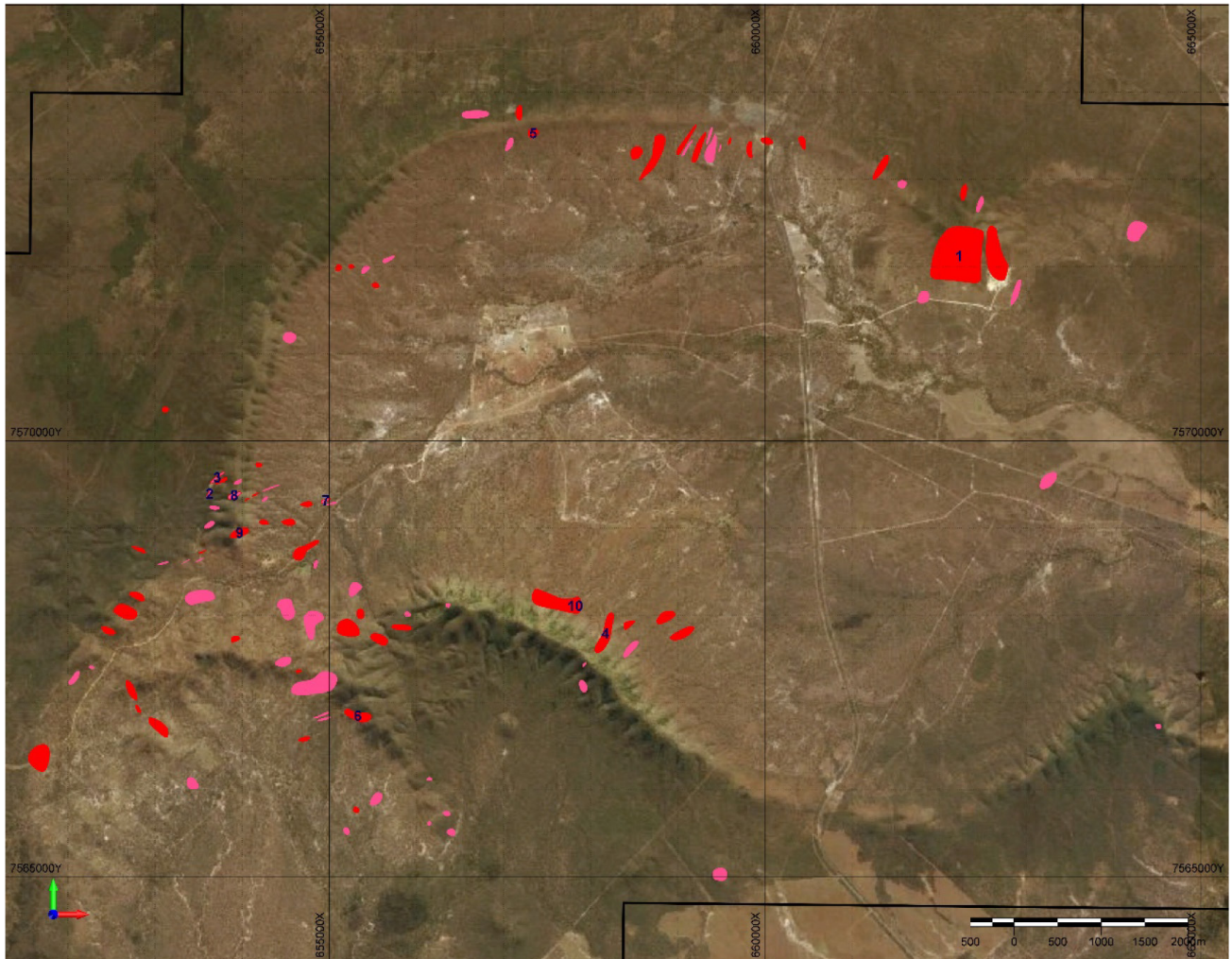


Figure 15. Exploration targets in and around the Bundarra pluton from historic mining, regional VTEM anomalies, copper soil anomalies, copper drill intersections and prospectivity modelling. The top ten priority targets are numbered.

The outcomes from the electrical geophysical surveys confirm that both the IP and EM techniques map the known mineralisation at Mt Flora at a high resolution and can be used for detailed resource development drill planning along strike and at depth. There are numerous new targets that also require drill testing. Future exploration to test the remaining mapped 102 targets at Bundarra will comprise:

- Ground truth all targets and consider the geological context, but not disregard any strong conductors based on geological interpretations.
- Do ground gradient array IP, ground 3D IP and ground FLEM over priority targets to better define the location of conductors to define preliminary drill targets.
- Drill diamond core into selected targets to collect geological data to assess the geochemistry and petrophysics of the conductor host rocks and any mineralisation intersected.
- Use down hole EM to map off-hole conductors and to verify the target conductor was intersected.
- Use the geophysical data to map the potential dimensions of any copper, silver and gold massive or disseminated sulphide vein systems discovered.
- Use the geophysical data to plan pattern resource drilling.

The ability to directly detect the massive sulphides that host the copper, silver and gold in the Bundarra mineral system using ground EM and 3DIP geophysics will not only speed up the exploration process and significantly reduce costs but also add value to the project more quickly than would happen in projects that require drilling to establish project valuations. The results from the 3D IP survey at Mt Flora are a significant step forward in the exploration and development of a mining operation at Bundarra. The scale of the mineral system and the number of new targets suggest that a near surface long life mining operation could be present at Bundarra.

Prairie Creek (EPM 26852)

The Prairie Creek Project is located 120 km southwest of Gladstone and 25 km southwest of Biloela, central Queensland, in the EPM 26852 tenement area (*Figure 2* and *Figure 16*). This portion of Central Queensland is prospective for porphyry related gold, copper and molybdenum mineralisation like the Cracow epithermal gold deposit 80 km to the south. Duke selected this project area based on targeting from proprietary mineral occurrence databases and targeting workflows. This analysis also confirmed the potential prospectivity of several target areas, which had been identified by previous explorers, as worthy of additional exploration.

There is a Heads of Agreement with Capgold under which Duke has a 91% joint venture interest in the tenement, with the balance joint venture interest held by Capgold Pty Ltd. The tenement has been granted for five years (see **Section 9**). The geology and historic exploration of the tenement area is described in more detail in **Section 7**.

The Prairie Creek prospect, which is the highest priority for follow up exploration, is associated with a NE trending elevated gold geochemical soil anomaly (0.5 – 5.0 g/t Au) extending over a strike length of 1.6 km and with a width of 200 m (*Figure 16* and *Figure 17*). A zone of outcropping epithermal veining associated with visible gold is spatially associated with the soil anomaly that is over 85 m wide and striking over 450 m with the southern end drilled, but the extent and continuity beyond this outcrop not tested.

Only the southernmost localised geochemical high soil anomaly was drilled at Prairie Creek, which resulted in several promising intersections of gold, for example:

- 52 m at 2.11 g/t Au from surface in RC93GW5, including
- 6 m at 6.5 g/t Au from 6 m and
- 10 m at 3.2 g/t Au from 42m

(see *Figure 18*; see **Section 7** for more details of drill intersections).

The advanced argillic alteration zones mapped in the project area may have formed by hydrothermal alteration by source intrusions at depth and enhances the prospectivity of the area to host a significant porphyry mineral system.

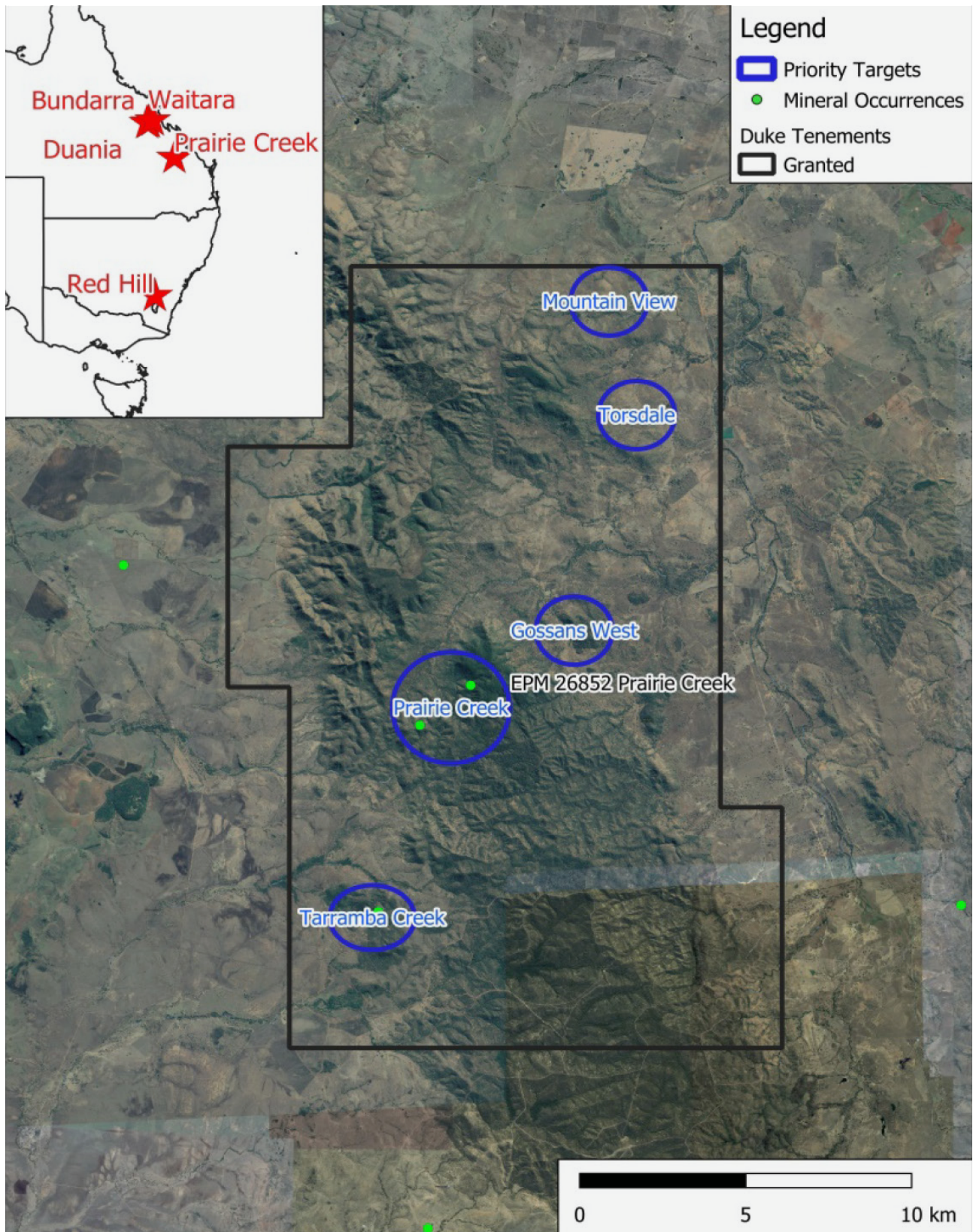


Figure 16. Location of Prairie Creek project.

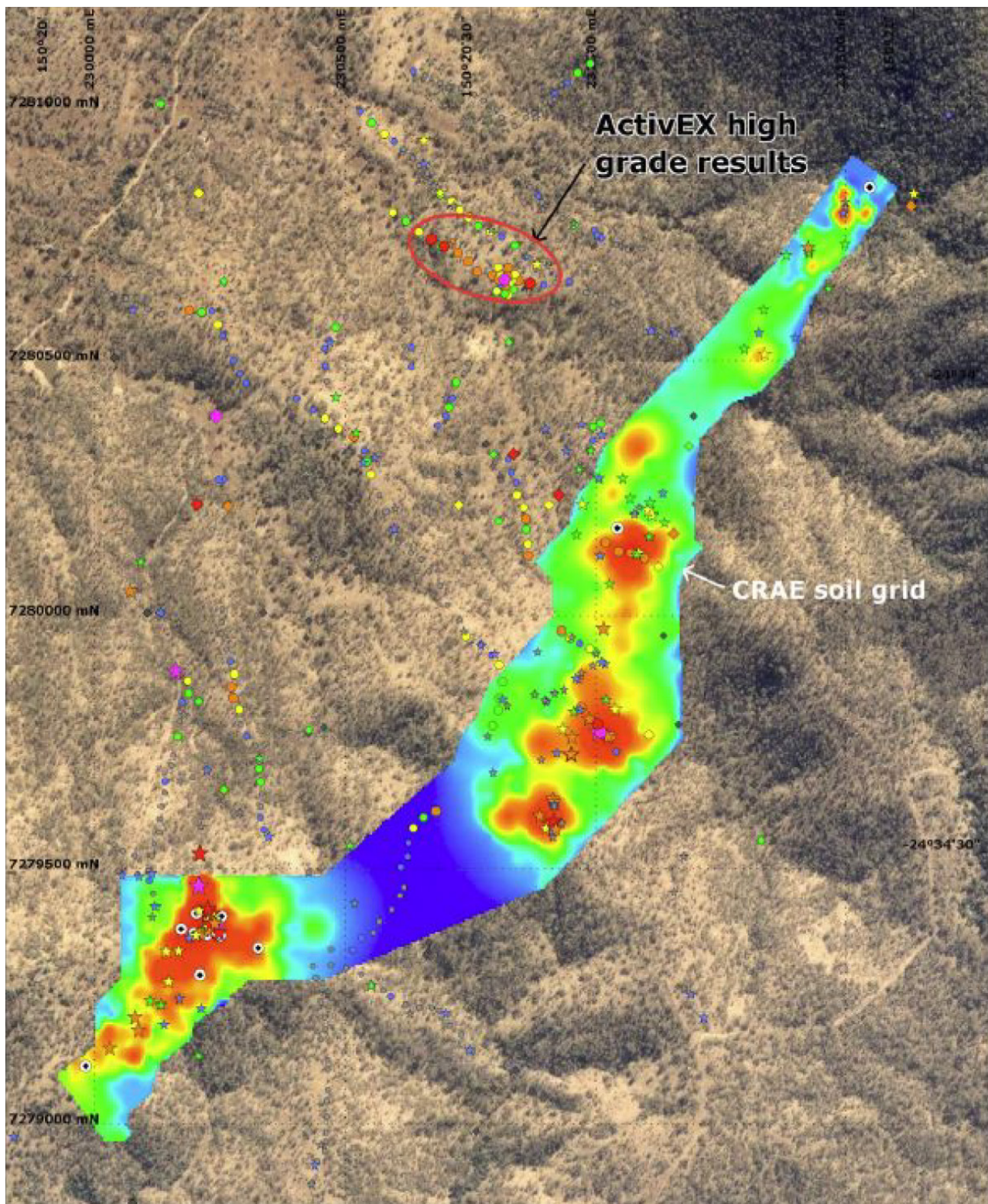


Figure 17. Soil gold geochemistry results at the Prairie Creek target.

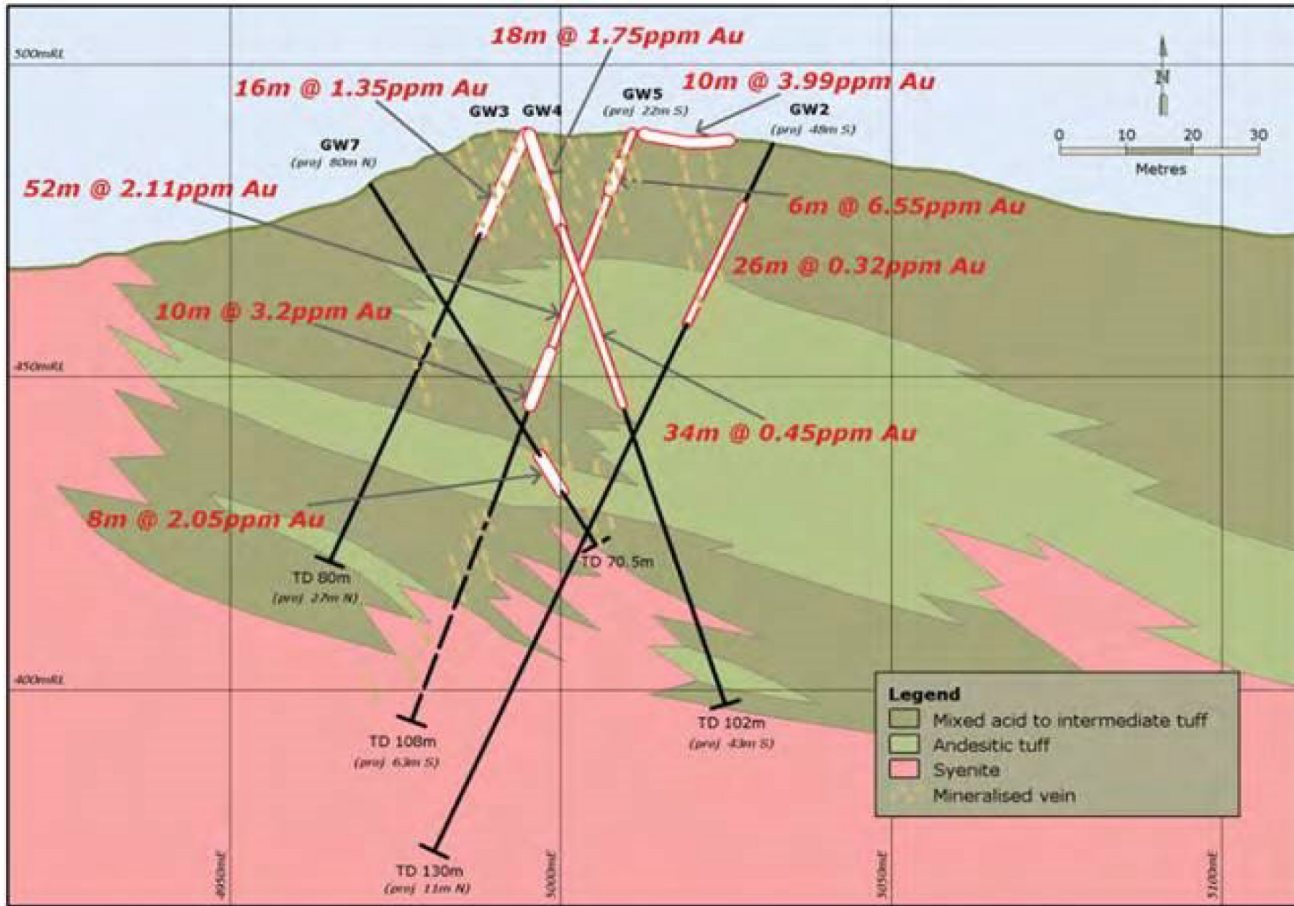


Figure 18. Historic drill results at Prairie Creek target.

3.2.3 Red Hill Project (EL 8568)

The Red Hill Project is located approximately 70 km north north-west of Canberra, north and east of Yass in New South Wales in EL 8568 (Figure 2 and 19). EL 8568 covers an area of approximately 180 km² within the prospective Lachlan Fold Belt, with Cu, Pb, Zn, Au and Ag mineralisation in the project area associated with an interpreted porphyry mineral system. The Lachlan Fold Belt hosts a number of porphyry Cu-Au deposits such as Cadia, Cowal and Northparkes and the recently discovered Boda porphyry system, providing the target style and scale for exploration at Red Hill.

The Red Hill Project was identified using mineral prospectivity analysis for porphyry copper-gold style of mineralisation over the entire Lachlan Fold Belt as described in more detail in **Section 7**. Importantly, several circular and sub-circular magnetic anomalies have been mapped that are spatially associated with the mineralisation discovered to date. These have signatures which may represent buried porphyry intrusions and could be the source of the metals mined in historic local workings (Figure 19). In addition, the mapping highlighted other coincident geological, geophysical and geochemical parameters common to large porphyry Cu-Au deposits. The analysis has enabled Duke to focus its exploration activity on identifying the mineral system drivers and most likely depositional sites, rather than targeting superficial and sporadic mineral occurrences which are the typical entry point for most classical exploration programmes.

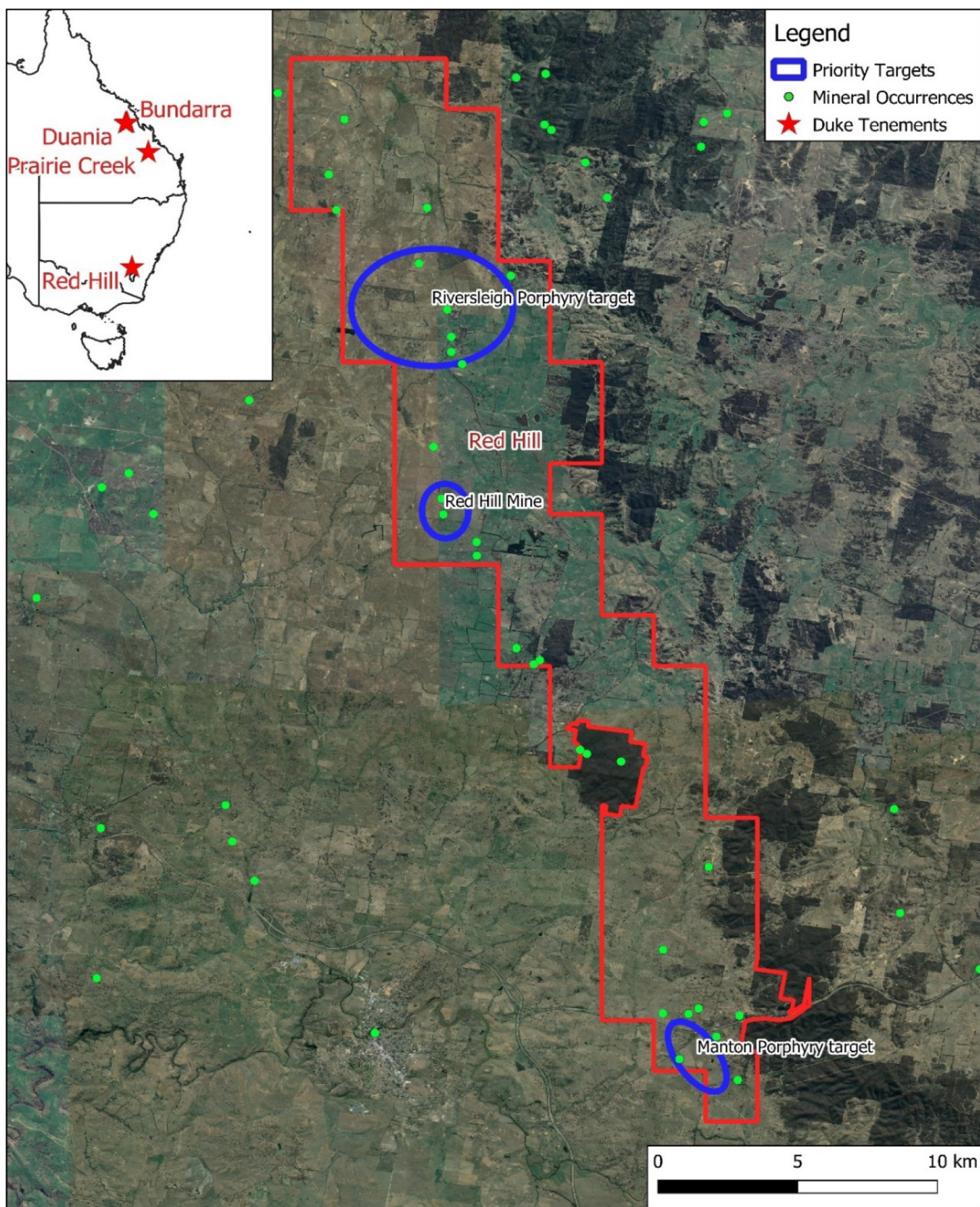


Figure 19. Location of Red Hill Project

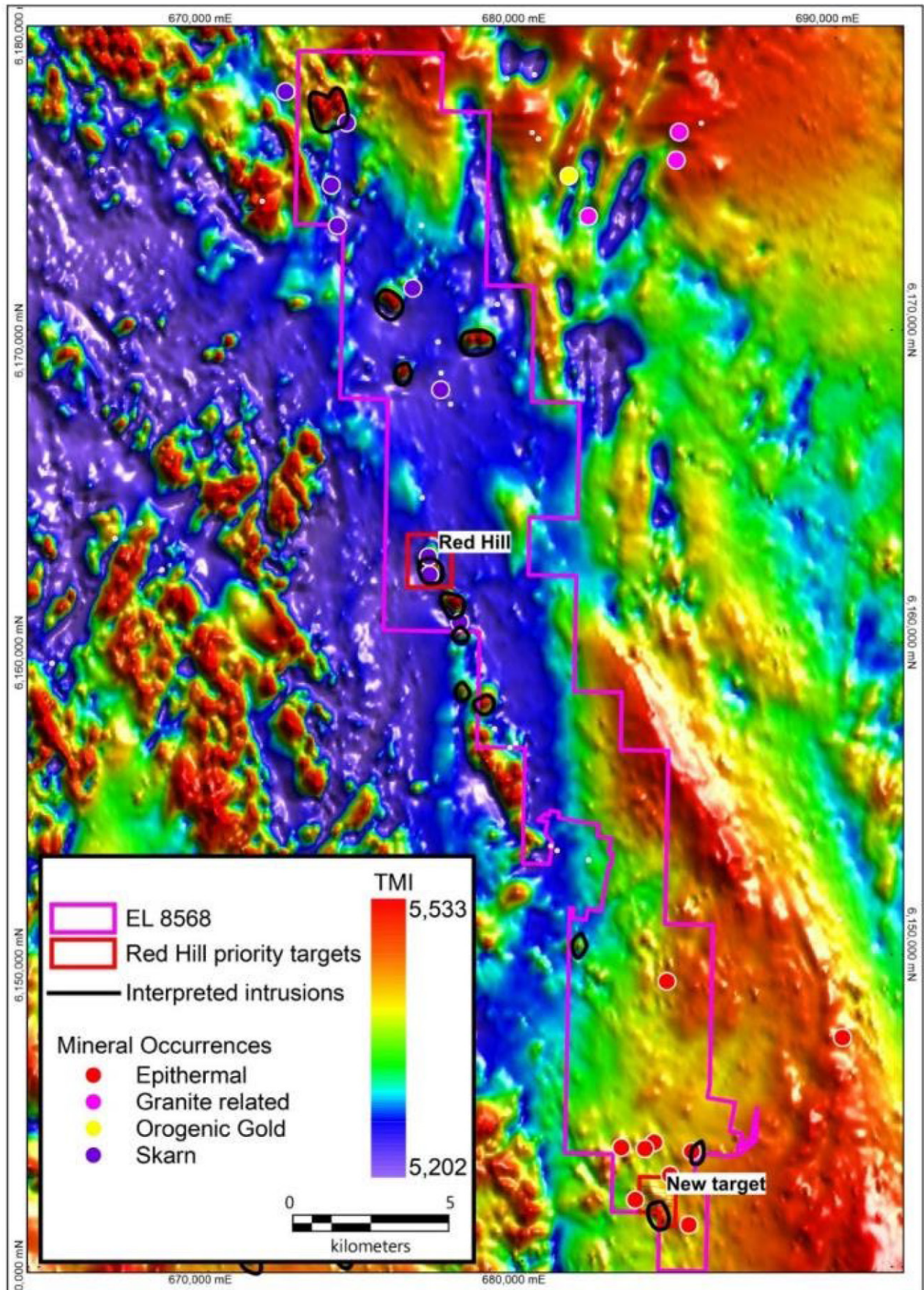


Figure 20. Red Hill interpreted intrusions and mineral occurrences on a TMI magnetic image

Three targets have been prioritised for immediate follow up exploration; Riversleigh, Red Hill Mine and Manton prospects (*Figure 21*). Of these, the Red Hill target, which is described in more detail in **Section 7**, has been the subject of most historic exploration activity (and historical mining), but this has been of limited scope.

Table 7: Red Hill Project priority targets

Target	Ranking	Characteristics	Drilled
Red Hill Mine	1	Skarn deposit, target resource 1.2 Mt @ 0.3% Cu and 3-4 Mt @ 0.25% Cu (Noranda 1969), soil Cu-Au anomalies, strong mag anomaly, best drill hole 13.7 m @ 4567 ppm Cu and 0.36 ppm Au	Yes
Manton Porphyry target	1	Magnetic anomaly, interpreted intrusion, elevated K around intrusion, epithermal occurrences around periphery	No
Riversleigh Porphyry target	2	Cluster of 3 strong mag anomalies similar to Red Hill anomaly, nearby skarn occurrences	No

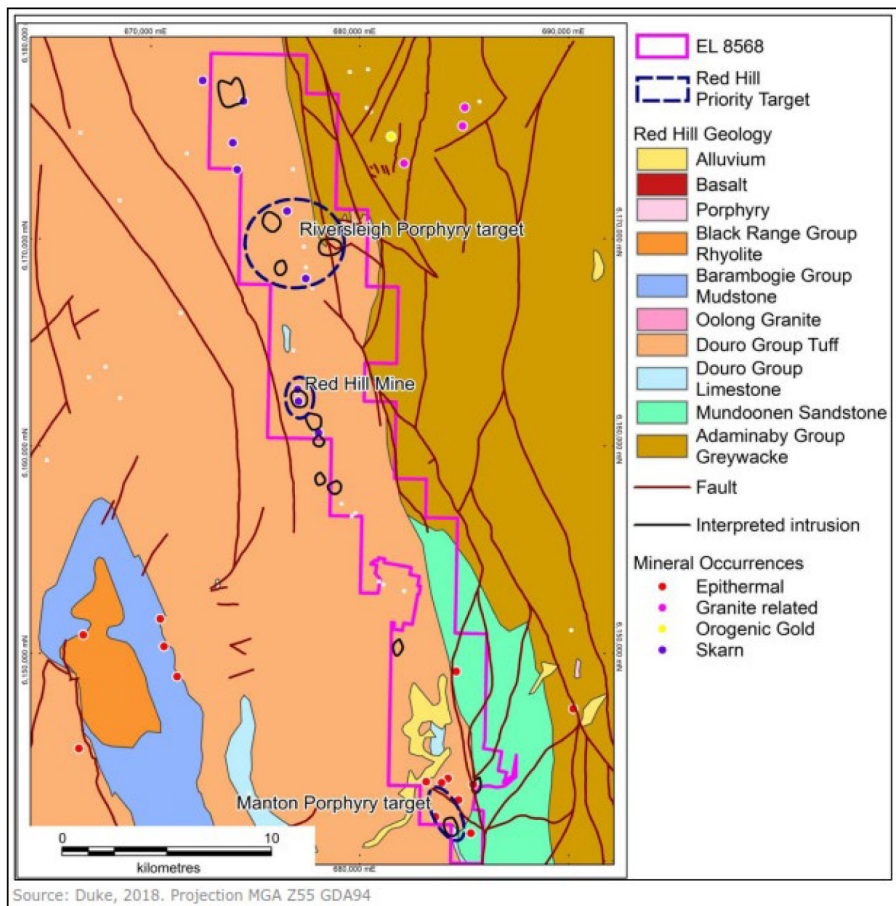


Figure 21. Primary porphyry targets at Red Hill project

3.2.4 Emmerson Resources Joint Ownership Projects

Duke has an interest in four exploration licences within the Lachlan Fold Belt (LFB) of New South Wales operated by Lachlan Resources Pty Ltd, a wholly owned subsidiary of ASX listed Emmerson Resources (ASX:ERM). Similar to other projects now held by Duke, these projects were acquired on the basis of mineral prospectivity modelling for porphyry Cu-Au and epithermal Au styles of mineralisation as discussed in more detail in **Section 7**. The four tenements (*Figure 22*) that form the joint venture are Wellington (EL 8463 – 390 km²); Fifield (EL8464 – 66 km²); Temora (EL 8652 – 178 km²); and Kiola (EL 8590 – 203 km²).

This joint venture provides Duke with exposure to porphyry Cu-Au potential over a larger area of the highly mineralised Lachlan Fold Belt, as well as management of these assets by the highly credentialed Emmerson Resources management and exploration team. For example, announcements by Emmerson Resources (June 2018) regarding the Fifield tenement describe that based on mapped intrusives, including rock chip and auger sampling indicating copper-gold anomalism, this EL has “the hallmarks of an early stage porphyry copper-gold discovery”. More details of each tenement area is contained in **Section 7**.

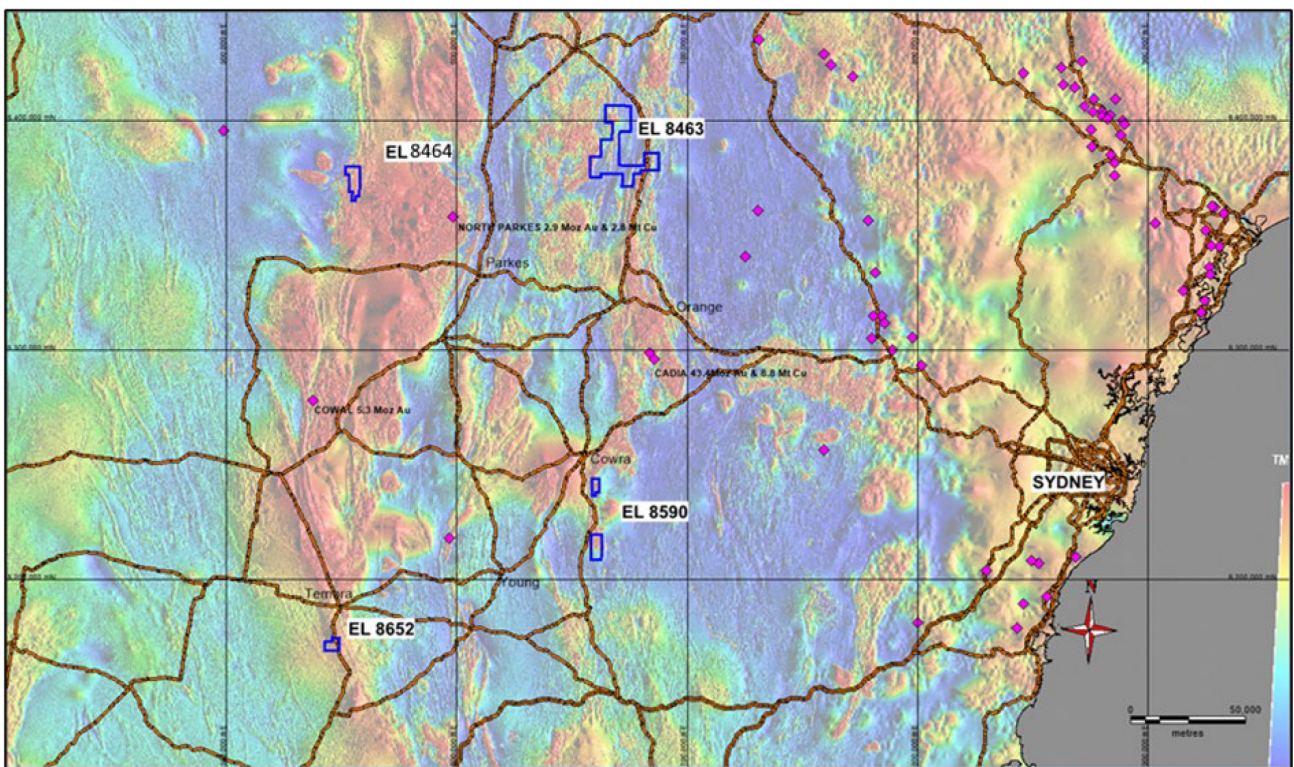


Figure 22. Emmerson Resources Heads of Agreement project locations

3.3 Proposed Exploration Program and Expenditure

The aim of the target two-year budget and work plan is to deliver a maiden JORC Inferred Mineral Resource for the Mt Flora mine area within six months (Table 8). To be followed by a JORC Indicated Mineral Resource that will allow a scoping study to be completed to assess the economic potential of developing a mining operation in the Bundarra project area. The work plan and budget also aim to test the other higher priority exploration targets from targets mapped at Bundarra, using geophysical and prospectivity mapping techniques that will lead to an increased resource base to allow the project to continue to grow into the future. The exploration strategy will be to target near surface copper, silver and gold mineralisation at the historic Mt Flora mine, Quorn prospect and the Rogers mine and assess the other prospective targets in the project area. With 103 exploration and development targets mapped in the Bundarra Project area, it is expected that resource drilling will continue, increasing the current resource base outside the three highest priority target areas. The budget also includes scout exploration drilling to collect geological and geochemical data at the Prairie Creek epithermal gold prospect in NQ and porphyry copper and gold porphyry mineralisation at the Red Hill Project in NSW.

Exploration and project development will use modern exploration techniques not used on the projects to date to understand and prioritise known and new exploration targets both geological and geophysical. New 3D geological maps and spatial data modelling techniques will also be used to develop and prioritise new regional targets, with the aim of having a pipeline of potential resource targets ready for development at all three project areas.

The main deliverables from the two-year work plan will include fully integrated drill, assay and geology databases that will allow accurate analysis and modelling work to be continued. 3D geology, structure and grade maps will also be available for constraining future development studies, including 3D maps that constrain the location and distribution of mineralisation in the project areas. Targets based on potential extensions to known copper, silver and gold mineralisation at depth and along strike or plunge will be mapped that will potentially add to the current resource potential at the Bundarra project. The potential epithermal gold mineralisation intersected at the Prairie Creek project will be assessed, with geological data collected and modelled to map the potential scale and grade of the gold mineralisation. The geophysical targets at Red Hill will be tested to collect geological information to map the prospectivity of the targeted intrusions for porphyry copper and gold mineralisation. Exploration and development work in the first two years for the target budget will include:

- Twenty-three diamond holes for 3,590m.
- Seventy-two RC holes for 15,045m.
- 3km² of 3D IP surveys.
- 3km² of ground EM surveys.
- Thirteen geological mapping projects.
- Six prospectivity modelling and targeting projects.
- Two resource studies.

Table 8: Exploration Budget

Expenditure (\$8M subscription)		
Item	Year 1	Year 2
Bundarra		
Mapping and Targeting	\$96,350	\$5,000
Drilling	\$3,094,311	\$1,255,188
Geophysics	\$766,040	
Resource Estimation	\$107,000	\$173,000
Access	\$84,800	\$62,000
Total	\$4,148,501	\$1,495,188
Prairie Creek		
Mapping and Targeting	\$5,000	\$35,000
Geochemical Sampling		\$66,220
Drilling	\$252,105	
Geophysics	\$66,250	
Resource Estimation		\$21,000
Equipment/Other	\$50,500	
Total	\$373,855	\$122,220
Red Hill		
Mapping and Targeting	\$7,000	\$35,000
Geochemical Sampling		\$65,000
Drilling	\$295,560	
Equipment/Other	\$35,000	
Total	\$337,560	\$100,000
Exploration Management	\$394,614	\$388,160
Corporate Management	\$311,067	\$228,833
Grand Total	\$5,565,596	\$2,334,401

Emmerson Resources Heads of Agreement

Pursuant to the heads of agreement with Emmerson Resources (summarised in **Section 11.1(a)**), historical exploration activity was compiled and evaluated prior to implementing the first stage of detailed work programmes over the Emmerson Joint Venture Projects in order to test the identified areas of interest. This work has recently included the acquisition of high-resolution magnetic data from an airborne geophysical survey, geological mapping and geochemical sampling. Funding is currently 100% by Emmerson Resources.

4.1 Introduction

The Shares offered under this Prospectus should be considered highly speculative. There are risks and uncertainties, both specific to Duke and of a general nature, which may affect the future operating, financial performance, financial position or prospects of Duke, its tenements, and the value of the Shares. Many of the circumstances giving rise to these risks are beyond the control of Duke, its Directors and management and cannot be mitigated.

This section describes certain specific areas that Duke believes to be the key risks associated with an investment in Duke. Investors should specifically consider the factors contained in this section in light of their own investment objectives and financial circumstances, and should consider seeking professional advice from their accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest in Shares. The Shares being offered under this Prospectus carry no guarantee with respect to the payment of dividends, the return of capital or the market value of those securities.

Prospective investors should note that this section is not an exhaustive list of the risks associated with an investment in Duke and it should be considered in conjunction with other information disclosed in this Prospectus. Additional risks and uncertainties that Duke is unaware of, or that it currently does not consider to be material, may also become important factors that may have an adverse effect on Duke's future financial performance, financial position and prospects.

There can be no guarantee that Duke will achieve its stated objectives or that forward-looking statements will be realised. In addition, the price of Shares may rise or fall and the prices at which Shares are traded may be above or below the Offer price.

4.2 Specific risks relating to Duke and its operations

a) Access to advanced exploration techniques

Duke intends to use advanced exploration techniques that are proprietary know how of Kenex, a third party controlled by former directors of Duke. Duke has access to the use of such advanced exploration techniques through the services of Kenex under its services agreement. A summary of the material terms and conditions of that agreement is contained in **Section 11.1**. If Duke ceases to have access to the exploration techniques or the Kenex services agreement is terminated, expires, or is no longer in effect, that may have a materially adverse impact on the effectiveness of Duke's exploration activities, prospects of successfully identifying target minerals and overall business.

b) Future capital requirements

At the date of this Prospectus, Duke has no income producing assets and will generate losses for the foreseeable future. The funds raised under the Offer will fund the program of work set out in this document together with the working capital required by Duke to conduct that work. After those funds are used, Duke will be required to raise further capital to continue its activities. There is no guarantee that Duke will be able to raise the additional funds either at all or on commercial terms and conditions or on conditions that do not result in material dilution of the interests of the then existing shareholders. If Duke is unable to raise adequate funds, it may need to suspend or terminate its operations and may not be able to continue as a going concern.

c) Major Shareholder

Upon completion of the Offer, Kenex Pty Ltd (**Kenex**) and associates will hold a relevant interest of approximately 9.8% of the Shares on issue and will be Duke's major Shareholder. Kenex could have a significant influence on Duke, and its interests may not be aligned with other Shareholders' interests.

Kenex is controlled by Dr Gregor Partington and Michelle Stokes (both former directors of Duke) and they initiated the establishment of Duke by acquiring the tenements over time in their own company which then changed its name to Duke Exploration Limited and converted to a public company.

d) Joint venture heads of agreement

Duke is a party to two joint venture heads of agreement with:

- Capgold – in respect of the Prairie Creek Project; and
- Emmerson Resources and Lachlan Resources Pty Ltd – in respect of 4 tenements held in the Lachlan Fold Belt in New South Wales.

A summary of these agreements is contained in **Section 11.1**. The Directors are unable to predict the risk of financial or managerial failure or default by either of its existing joint venture heads of agreement participants, or any future joint venture participants.

4.3 Specific risks related to the industry

a) Exploration risk

The exploration for mineral deposits is speculative and involves significant inherent risk that is present despite careful evaluation, experience and knowledge. There is no assurance that any discovery will be made and even if made that it will be economic or can be commercially exploited.

The current and future operations of Duke, including exploration, appraisal, development and possible production activities may be affected by a range of exploration and operating factors, including:

- geological conditions including the particular attributes of the deposit, such as size, quality and proximity to infrastructure;
- limitations on activities due to seasonal or adverse weather patterns;
- alterations to program and budgets;
- unanticipated operational and technical difficulties encountered in geophysical surveys, drilling, metallurgical laboratory work and production activities;
- quality of geological data collected and recognition of quality of data;
- mechanical failure of operating plant and equipment, industrial and environmental accidents, acts of terrorism or political or civil unrest and other force majeure events;
- industrial action, disputation or disruptions;
- unavailability of transport or drilling equipment to allow access and geological and geophysical investigations;
- unavailability of suitable laboratory facilities to complete metallurgical test work investigations;
- failure of metallurgical testing to determine a commercially viable product;
- shortages or unavailability of manpower or appropriately skilled manpower;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment;
- prevention or restriction of access by reason of inability to obtain consents or approvals;
- commodity prices which are highly cyclical;
- government regulations, including regulations relating to prices, taxes, royalties, land tenure, ability to explore, land use, importing and exporting of minerals and environmental protection; and
- a pandemic that restricts economic activity and travel.

The exact effect of these factors cannot be accurately predicted, but one or more or a combination of these factors may result in Duke not receiving an adequate, or any, return on invested capital for any exploration activities that may be undertaken in the future.

Duke's exploration costs are also based on certain assumptions with respect to the method and timing of exploration. These estimates and assumptions are subject to uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

There is no guarantee that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the prospects of Duke's business and operations.

b) Early stage exploration

The prospects that Duke is focussing on are in the early stages of exploration and do not contain any resources that are consistent with the JORC Code. Further exploration and evaluation of data is required to determine whether historical mineralisation estimates within Duke's tenements can be upgraded to be consistent with the JORC Code. There can be no assurance that Duke will be able to establish a resource or reserve in accordance with the JORC Code.

c) Estimation of mineral resources

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Accordingly, resource estimates are inherently imprecise and depend to some extent on interpretations and geological assumptions, the application of sampling techniques, estimates of commodity prices, cost assumptions, and statistical inferences which may ultimately prove to have been unreliable.

Resource estimates are subject to change based on new information. Furthermore, should Duke encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted in a way that could adversely affect Duke's operations.

d) Development risk

If Duke proceeds with developing any of its tenements to the production stage, the process of developing and constructing the mine will be subject to additional risks.

While Duke would make a decision to proceed to production only after completing feasibility studies, there will remain a risk that economic and technical estimates and assumptions will prove to be inaccurate, and unforeseen factors will result in outcomes that are materially less favourable than those estimated or assumed in any feasibility study.

There are many uncertainties that are inherent in developing a mining project, including:

- availability of capital to finance feasibility studies, construction and development activities;
- timing and cost of constructing mining and processing facilities and related infrastructure;
- availability and cost of skilled labour, power, water and transport; and
- obtaining necessary governmental permits and the timing of those permits.

As with any mining project, Duke may experience unexpected problems and delays during development, construction and mine start-up.

e) Tenement risk

Title to exploration rights and mineral property rights held by Duke is one of the core assets of the business. Mineral exploration licences are subject to periodic renewal.

Duke has applied for two tenements, the Duania Application and the Waitara Application. There is no guarantee that the current applications, or current or future mineral exploration licences or future applications for production licences will be granted. If a tenement is not granted or renewed for any reason, Duke may suffer significant damage through loss of opportunity to discover and develop any material resources on the tenement.

Duke may also be required at a future date to encumber part or all of its tenure to expedite future commercial transactions.

f) Licences and permits

Duke is required under applicable laws and regulations to seek governmental concessions, permits, authorisations, licenses and other approvals, including in connection with its exploration and development activities. Obtaining, retaining or renewing the necessary governmental concessions, permits, authorisations, licenses and approvals can be a complex and time-consuming process and may involve substantial costs or the imposition of unfavourable conditions.

There can be considerable delay in obtaining the necessary permits and other authorisations, including as a result of third party objections or litigation and in certain cases the relevant government agency may be unable to issue a required permit or other authorisation in a timely manner.

The duration and success of permit applications are contingent on many factors that are outside Duke's control. Accordingly, there is no assurance that such permit applications or renewals will be given at all, or without being subject to onerous conditions.

g) Local communities and landowners

Gaining the support of the community and landowners is critical to the ongoing viability and success of Duke's activities. Stakeholder engagement will be important. Assessing the relevant interests, issues and concerns of the community and landowners will be important. How Duke manages, and acts on, any feedback will be critical.

h) Native title and Aboriginal heritage

In relation to tenements which Duke has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, Duke's ability to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

Please refer to the Independent Tenement Report in **Section 9** of this Prospectus for further details. Duke will closely monitor the potential effect of native title claims involving tenements in which Duke has or may have an interest.

Exploration for mineral activities also carries with it the potential for unintended damage to cultural heritage sites.

i) Insurance

The Company has insured its operations in accordance with industry practice. However, insurance of all risks associated with exploration and mining operations is not always available and, where it is available, the cost may be high. The Company will have insurance in place considered appropriate for the Company's needs.

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as extreme weather conditions, cyclones, floods and earthquakes. Such occurrences could result in damage to mineral properties, buildings, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms.

The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

j) Commodity prices

Commodity prices fluctuate and are affected by numerous factors beyond the control of Duke. These factors include worldwide and regional supply, physical and investment demand for the specific commodity, prevailing commodity trading terms general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on Duke's exploration or project development plans and activities, together with the ability to fund those plans and activities.

k) Currency volatility

International prices of various commodities, including gold and silver, are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken to account in Australia dollars, consequently exposing the Company to fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined by the international markets.

l) Environmental matters

There is a risk that owners' rights and environmental requirements may restrict or prevent Duke from carrying out its exploration and development activities. Duke intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. However, there are certain risks inherent in Duke's activities which could subject Duke to environmental liability.

m) Climate change

There are a number of climate-related factors that may affect the operations and proposed activities of Duke including new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation, changes to local or international compliance regulations related to climate change, increased severity and incidence of weather patterns and extreme weather events, longer-term physical risks such as shifting climate patterns, and adverse weather events which may disrupt field work and exploration activities. While Duke will endeavour to manage these risks where possible and limit any impacts, there can be no guarantee that Duke will not be impacted by these occurrences.

n) Health and safety

Duke's operations have inherent risks and liabilities associated with the health and safety of employees and contractors including, for example, working in remote and isolated environments, on uneven ground, the risk of dehydration and fatigue from exposure to heat, mental health issues arising from working from extended periods of time away from home and exposure to native wildlife. The occurrence of any industrial accidents, workplace injuries or fatalities may result in workers' compensation claims, related common law claims and potential occupational health and safety prosecutions particularly with the operation of drill rigs.

o) Regulatory and legislative changes

Laws and government policies are subject to review and changes from time to time. Such changes may be beyond the control of Duke and have an effect on industry profitability and Duke's capacity to explore, mine and engage in production activities.

4.4 General risks

a) **Stock market fluctuations and economic conditions**

The Shares are to be quoted on ASX, where their price may rise or fall in relation to the Offer Price. The Shares issued under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital, or the price at which they may trade on ASX. The value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of Duke, and Duke's Directors and officers. Such factors include but are not limited to: the demand for and availability of Shares, movements in domestic interest rates, exchange rates, fluctuations in the Australian and international stock markets and general domestic and economic activity. Returns from an investment in the Shares may also depend on general stock market conditions as well as Duke's performance. There can be no guarantee that an active market in the Shares will develop or that the market price of the Shares will not decline below the Offer Price.

Changes in economic and business conditions or government policies in Australia or internationally may affect the fundamentals which underpin commodity prices, and Duke's cost structure and profitability. Adverse changes in such things as the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), consumer spending and employment rates, among others, are out of Duke's control and may result in material adverse impacts on the business or its operating results.

b) **Macroeconomic risks**

Changes in the general economic outlook in Australia and globally may impact the performance of the Company and its projects.

c) **Liquidity risk and concentration of Shareholdings**

On completion of the Offer, and assuming the Offer is fully subscribed, the existing Shareholders of the Company will hold a significant proportion of the total issued Share capital of the Company. Under Chapter 9 of the Listing Rules, a number of the Shares held by these existing Shareholders will be subject escrow which may cause a liquidity risk, as some of these shares may not be traded on ASX for up to a period of 24 months. Furthermore and regardless of the number of Shares subject to escrow (and the duration of the applicable escrow period), there is no guarantee that there will be an ongoing liquid market for Shares. If illiquidity arises, there is a risk that Shareholders will be unable to realise their investment in the Company.

d) **Dilution risk**

Future equity offerings by the Company may dilute the percentage ownership of the Company by existing Shareholders. In certain circumstances, additional securities issued by the Company in the future may have rights, preferences or privileges attached to them that are senior to, or otherwise adversely affect, those attached to the Shares.

e) **Dependence on key personnel**

Duke's future success depends, in part, on its ability to attract and retain key personnel. Duke has entered into agreements with its key executives whose expertise and experience are important to Duke. The loss of key personnel and the failure to replace them could have a material adverse effect on Duke's future performance.

f) **Legal proceedings**

Legal proceedings may arise from time to time in the course of the business of the Company. Legal proceedings brought by third parties including but not limited to customers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

g) Pandemic and other public health risks

The ongoing COVID-19 pandemic and any other possible future outbreaks of viruses may have a significant adverse effect on the Company. The spread of such diseases amongst the Company's employees, contractors, suppliers and logistic networks, as well as any quarantine and isolation requirements, may reduce the company's ability to operate and have detrimental financial implications.

More broadly the Company may be affected by the macroeconomic effects and ensuing financial volatility resulting from the pandemic and any other possible outbreaks. While the final effects of the COVID-19 pandemic or other possible disease outbreaks are difficult to assess, it is possible that it will have a substantial negative effect on the economies where the Company operates in and could have an adverse effect on the Company's financial position.

h) Tax

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Duke are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint.

To the extent permitted by law, Duke, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

i) Wars, terrorism, political and environmental events

Events may occur within or outside Australia that could impact upon the world economy, commodity prices, the operations of Duke and the price of the Shares. These events include war, acts of terrorism, civil disturbance, political intervention and natural events such as earthquakes, cyclones, floods, landslides, fires and poor weather affecting roadways, mining and processing of minerals. Duke has only a limited ability to insure against some of these risks.

j) Limited liquidity

There can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few potential buyers or sellers of the Shares on ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less than the price that Shareholders paid to acquire their Shares.

k) Speculative investment

Potential investors should consider that the investment in Duke is highly speculative and should consult their professional advisers before deciding whether to apply for Shares under this Prospectus.

The risks set out in this **Section 4** are not to be taken as an exhaustive list of the risks faced by Duke. There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on Duke and its operations, and on the valuation and performance of Duke's Shares.

05 Directors, Key Personnel and Corporate Governance

5.1 Directors

Duke's Board consists of the following members:



Toko Kapea (Chairman)
BA, LLB

Mr Toko Kapea is a Wellington (New Zealand) based director, commercial lawyer and consultant. Toko is a director of Tuia Group Limited and a partner in Tuia Legal. He is chairman of Bathurst Resources Limited (NZ's largest coal mining company and also ASX listed) and is a director of Television New Zealand (the state-owned broadcaster). He has held legal roles in-house at Meridian Energy, Bank of New Zealand, St. George Bank NZ and ANZ. Mr Kapea was also an independent committee member of the Banjima Direct Benefits Trust in Perth, Western Australia.

Mr Kapea is considered an independent director by the Board.



Eugene Iliescu (Managing Director)
Grad Dip.Soc Sci. Eng Surveying Cer, MACID

Eugene is an Engineer Surveyor holding a Graduate Diploma in Social Science with over 35 years' experience in the resources sector. He has extensive experience across a broad industry spectrum including exploration, mine development and operations in Australia, USA, the Middle East, North Africa, Eastern Europe and the Pacific Region, including Wiarrlie, Yandan and Mt Coolon gold mines in north Queensland. He was Country Manager for the feasibility and development of Ross Mining NL, the million-ounce Gold Ridge gold mine development. He was Managing Director for Gentor Resources in Oman, for Auzex Resources in Australia, and Ronphos (Nauru Government), as well as a number of non-executive directorships.

Mr Iliescu as Managing Director is not considered an independent director by the Board.



**Paul Frederiks (Executive Director/
Company Secretary)**

B.Bus, Acc. FCPA, FGIA, FCIS, FAICD

Paul Frederiks has extensive experience in public company financial and secretarial management following more than 30 years' involvement as a finance and corporate governance executive in the Australian resources sector. Paul has strong current knowledge base in listed public company reporting and compliance. He has been CFO of ASX 200 companies in the past including Ross Mining NL, and Discovery Metals Limited and was CFO and Company Secretary of ASX 300 company Geodynamics Limited. He was most recently CFO and Company Secretary of Explaurum Limited.

Mr Frederiks is not considered an independent director by the Board.



**Mr Ian McAleese (Non-Executive
Director)**

B.Sc, GAICD, MAusIMM

Ian McAleese is an investor relations specialist with a geological background and professional investment experience. He has a broad range of experience in the mining industry having recently worked for Whitehaven Coal as GM Investor Relations for over six years. Previously he worked for Queensland Investment Corporation as a Portfolio Manager responsible for the mining section of the portfolio.

Mr McAleese is considered an independent director by the Board.

5.2 Directors' interests

Other than as set out in this Prospectus, no Director has, or had within two years before lodging of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of Duke;
- (b) any property acquired or proposed to be acquired by Duke in connection with its formation or promotion, or the Offer; or
- (c) the Offer,

and Duke has not paid any amount or provided any benefit, or agreed to do so, to any Director, either to induce that Director to become, or to qualify them as a Director of Duke, or otherwise, for services rendered by them in connection with the formation or promotion of Duke or the Offer.

5.3 Directors' holdings

Set out in the table below are details of the existing relevant interests of the Directors in securities at the date of this Prospectus and the anticipated relevant interests of the Directors in securities upon completion of the Offer based upon the Minimum Subscription:

(a) Securities at the date of this Prospectus

Director	Number of Shares	% total shares	Number of Unlisted Options	Number of performance rights
Toko Kapea	2,886,000	6.62	494,505	62,500
Paul Frederiks	1,460,000	3.41	989,011	125,000
Eugene Iliescu	3,400,000	7.93	1,648,352	250,000
Ian McAleese	nil	nil	247,253	3,125

(b) Securities on completion of the Offer

Director	Number of Shares	% total shares	Number of Unlisted Options	Number of Performance Rights
Toko Kapea	2,886,000	3.79	494,505	62,500
Paul Frederiks	1,460,000	1.95	989,011	125,000
Eugene Iliescu	3,400,000	4.54	1,648,352	250,000
Ian McAleese	nil	nil	247,253	3,125

The above tables include securities held by entities controlled by the Directors. The terms and conditions of the options are set out in **Section 11.5** and the performance rights in **Section 11.6**.

5.4 Remuneration of Directors

The Board has resolved that the Non-Executive Chairman's fees will be \$75,000 per annum, and \$37,500 per annum for the other Non-Executive Directors (inclusive of statutory superannuation). Mr Kapea is Non-Executive Chairman and Mr McAleese is a Non-Executive Director. Summaries of the material terms of their appointments are set out in **Section 5.6**.

The remuneration of Executive Directors will be agreed from time to time. A summary of the material terms of the agreement between Duke and Mr Eugene Iliescu (Managing Director) and Paul Frederiks (Company Secretary) are set out in **Section 5.6**.

Upon listing the remuneration to be paid to Directors will be as follows:

Director	Annual Director's fee \$	Wages, salaries and/or bonuses \$	Benefits paid in the previous two years \$
Toko Kapea	75,000	-	16,666
Paul Frederiks	-	150,000	34,166
Eugene Iliescu	-	200,000	85,267
Ian McAleese	37,500	-	3,180

5.5 Management Team and key consultant

Key management

Eugene Iliescu (Managing Director) – see above for further details.

Paul Frederiks (Director and Company Secretary) – see above for further details.



Thomas Dwight (Exploration Manager) acquired his BSc (Hons) in Geology while at the University of Otago. He worked in the Western Australian mineral exploration sector for several years spanning multiple projects, including the development of the Tampia Hill Resource with Explaurum Operations. During his time in the industry his main focus has been in exploration drilling, project development and database management.

Key consultant

Kenex

Kenex Pty Ltd is a geological consulting and business development services company based in New Zealand, that utilises their specialised intellectual property to identify opportunities for business development. The projects within its portfolio were identified and acquired based on Kenex's prospectivity analysis and targeting workflows, and Duke has access to these tools and expertise pursuant to the services agreement summarised in **Section 11.1**.

Kenex is a leader in this type of work and the services agreement the Company has with Kenex will take advantage of this expertise, experience and credibility to ensure the exploration effort is targeted, focussed and collects new data which will add value to the projects and ensure that exploration funds are spent in the most efficient and effective manner. Kenex is controlled by Gregor Partington and Michelle Stokes, who are both former directors of Duke. Upon completion of the Offer, Kenex and associates will hold a relevant interest of approximately 9.8% of the Shares on issue and will be Duke's major Shareholder.

Kenex has agreed to provide the services of key staff in the following roles:



Dr Gregor Partington (Operations Manager)
Ph.D. MAusImm, MAIG

Dr Gregor (Greg) Partington is Managing Director of Kenex and was a founding director of the Auzex Group of companies 2005 – 2012. Greg has over 35 years' experience in the exploration industry in Australia, Pacific Islands and Melanesia where he worked as the exploration manager for Northern Gold, General Manager, Exploration, for Ross Mining NL and Operations Director for Auzex Resources Limited and Explaurum Limited – where he has been responsible for the discovery and feasibility studies for the development of more than 10 million ounces of gold for the three companies. Dr Partington is a former director of Duke and resigned on 31 August 2020.

5.6 Key terms of agreements with Directors, management and related parties

(a) Executive Service Agreement – Eugene Iliescu, Managing Director

Duke and Eugene Iliescu have entered into an executive service agreement under which Mr Iliescu was appointed as Managing Director. Mr Iliescu will be paid a salary package of \$200,000 per annum (inclusive of statutory superannuation).

A cash incentive is offered if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the listing price. This cash incentive is equal to 12 months' salary.

No additional fee is payable with respect to Mr Iliescu's role as an Executive Director of Duke.

Mr Iliescu has been granted 1,648,352 unlisted options under the terms set out in **Section 11.5**.

Mr Iliescu has also been granted 250,000 performance rights on the terms set out in **Section 11.6**.

(b) Services Contract – Paul Frederiks, Company Secretary

Duke and Blanckensee Consulting Pty Ltd have entered into a services contract under which the services of Mr Frederiks will be provided at act as Company Secretary and CFO of Duke. Mr Frederiks is the sole Director of Blanckensee Consulting Pty Ltd which will be paid a fee of \$150,000 per annum.

A cash incentive is offered if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the listing price. This cash incentive is equal to 12 months' fees.

No additional fee is payable with respect to Mr Frederiks's role as an Executive Director of Duke.

Mr Frederiks has been granted 989,011 unlisted options under terms set out in **Section 11.5**.

Mr Frederiks has also been granted 125,000 performance rights on the terms set out in **Section 11.6**.

(c) Non-Executive Director Appointment – Mr Toko Kapea, Non-Executive Chairman

Duke has entered into an agreement with Mr Kapea in respect of his appointment as the Non-Executive Chairman.

Mr Kapea will be paid a fee of \$75,000 per annum (inclusive of statutory superannuation) for

his services as Non-Executive Director and Chairman and will be reimbursed for all reasonable expenses incurred in performing his duties.

The appointment of Mr Kapea as Non-Executive Chairman is otherwise in terms that are customary for an appointment of this nature.

Mr Kapea has been granted 495,505 unlisted options under the terms and conditions set out in **Section 11.5**.

Mr Kapea has also been granted 62,500 performance rights on the terms set out in **Section 11.6**.

(d) Non-Executive Director Appointment – Ian McAleese

Duke has entered into an agreement with Mr McAleese in respect of his appointment as the Non-Executive Director

Mr McAleese will be paid a fee of \$37,500 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director and will be reimbursed for all reasonable expenses incurred in performing his duties.

The appointment of Mr McAleese as Non-Executive Director is otherwise in terms that are customary for an appointment of this nature.

Mr McAleese has been granted 247,253 unlisted options under the terms and conditions set out in **Section 11.5**.

Mr McAleese has also been granted 3,125 performance rights on the terms set out in **Section 11.6**.

(e) Deeds of indemnity, insurance and access

Duke is party to deeds of indemnity, insurance and access with each of the Directors. Under these deeds, Duke indemnifies each Director to the extent permitted by the Corporations Act against any liability arising because of the Director acting as a Director of Duke. Duke is also required to maintain insurance policies for the benefit of the relevant Director and must also allow the Directors to inspect Board papers in certain circumstances once the relevant Director ceases to be a director.

(f) Kenex Services Agreement

Kenex is controlled by Dr Gregor Partington and his spouse, Michelle Stokes, both former directors of Duke. Kenex is a related party of Duke as Dr Gregor Partington was a director of Duke until 31 August 2020. Ms Stokes was a director of Duke until 1 July 2019. They will receive financial benefits through the Kenex services agreement summarised in **Section 11.1**.

The Directors consider that the financial benefits conferred by the Kenex services agreement are on reasonable commercial arm's length terms.

5.7 ASX Corporate Governance Council Principles and Recommendations

Duke has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with Duke's needs.

To the extent applicable, Duke has adopted the Corporate Governance Principles and Recommendations (4th Edition) as published by the ASX Corporate Governance Council (**Recommendations**).

Duke's compliance with the Recommendations as at the date of this Prospectus are set out in Appendix 2, which also contains an overview of Duke's main corporate governance policies and practices as against each Recommendation. The various corporate governance policies referred to in Appendix 2 are available at Duke's website (www.duke-exploration.com.au).

Following admission to the Official List of ASX, Duke will be required to report any departures from the Recommendations in (or at the time of lodging) its annual financial report.

Historical and Pro-Forma Financial Information

6.1 Introduction

Duke was incorporated on 26 April 2006. The financial information set out in this Section 6 contains the following financial information in relation to Duke:

- summary audited historical statements of profit or loss and other comprehensive income for the years ended 30 June 2018, 2019 and 2020;
- summary audited historical statement of cash flows for the years ended 30 June 2018, 2019 and 2020; and
- reviewed historical statement of financial position as at 30 June 2020; and
- a pro-forma statement of financial position as at 30 June 2020 together with details of the pro-forma adjustments,

(together, the **Historical Financial Information**).

The Historical Financial Information should be read together with the other information contained in this Prospectus, including:

- (a) the risk factors described in Section 4;
- (b) the description of the use of the proceeds of the Offer described in Section 10.13;
- (c) the Investigating Accountant's Report, set out in Section 8; and
- (d) the indicative capital structure described in Section 10.14.

Please note that past performance is not an indication of future performance.

6.2 Basis of preparation of the Historical Financial Information

The Historical Financial Information included in this Section has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act.

The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation, disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act. Significant accounting policies applied to the Historical Financial Information are noted at the end of this section under the heading 'Significant accounting policies'.

The Historical Financial Information has been reviewed and reported on by BDO Audit Pty Ltd as set out in the Investigating Accountants Report in Section 8. Investors should note the scope and limitations of the Investigating Accountant's Report. The Historical Financial Information has been prepared for the purpose of the Offer. The Historical Financial Information of Duke has been extracted from the audited financial statements for the financial years ended 30 June 2018 and 30 June 2019 which were audited by Advanced Accountants RTM Pty Ltd, and the financial year ended 30 June 2020 which were audited by BDO Audit Pty Ltd. The audited financial statements of Duke for the financial year ended 30 June 2020 are included in Appendix 1.

6.3 General factors affecting the operating results of Duke

Below is a discussion of the main factors which affected Duke's operations and relative financial performance for the year ended 30 June 2020 which Duke expects may continue to affect it in the future.

The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected Duke's historical operating and financial performance, nor everything which may affect Duke's operations and financial performance in the future.

6.4 Historical Statement of Profit or Loss

The table below presents the summary historical statement of profit or loss and other comprehensive income for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

Table 9: Historical Statement of Profit or Loss for years ended 30 June 2018, 30 June 2019 and 30 June 2020

	Year ended 30 June 2018 (audited) \$	Year ended 30 June 2019 (audited) \$	Year ended 30 June 2020 (audited) \$
Interest Income	1,691	1,850	967
Total Income	1,691	1,850	967
Exploration cost expenses	-	(26,110)	(38,040)
Share based payment expense – Directors Fees in equity	(25,000)	(20,250)	(177,725)
Directors Fees	-	-	(12,500)
Insurance	-	-	(15,553)
Marketing expense	(1,997)	(7,700)	(4,607)
Accountancy expense	(600)	(200)	(25,000)
Auditor’s remuneration	(4,000)	(16,750)	(9,770)
Legal fees	(5,000)	(151,549)	(36,957)
Salaries and oncosts	-	-	(50,869)
Covid 19 Paye tax rebate	-	-	13,346
Travel costs	(5,218)	(20,075)	(31,783)
Consulting fees	(20,089)	(46,720)	(23,855)
Corporate Advisory	-	(66,000)	-
Tenement due diligence	(1,688)	(12,175)	-
Other expenses	(3,564)	(23,279)	(18,178)
Loss before and after income tax	(65,465)	(388,958)	(430,524)

Discussion and analysis

The following sets out the main contributors that influenced Duke’s operations and relative financial performance in the year ended 30 June 2020

Exploration Costs

Exploration costs expensed totalling \$38,040 relate to expenditure on the Company’s Cloncurry and Coomerange tenements which were relinquished during the year.

Share based payment expense – Directors fees in equity

For the period 1 January 2020 to 30 June 2020, the directors resolved that during this period half of executive remuneration and director’s fees would be paid in cash and half would be paid in equity so as to conserve cash. The equity had not been granted prior to 30 June 2020 so at 30 June 2020 an accrual of \$138,125 was recognised for executive remuneration and director’s fees owing. At the annual general meeting it was approved to issue 690,625 performance rights to settle these accrued

costs. The performance rights have been valued at 24.9 cents per right using a Black Scholes model based on a share price volatility of 100%, risk free interest rate of 0.9% and expected life of 1.5 years. The Performance Right will vest if the Company issues an announcement of an inferred resource at the Mt Flora Prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver. Each Performance Right once exercised will result in the issue of one fully paid ordinary share in the Company. All performance rights will expire 3 years from their date of grant.

Consulting fees

These costs of \$23,855 comprised fees of \$4,504 paid to Eugene Iliescu as a consultant before he became a salaried employee on 1 January 2020 as well as fees paid to Kenex for the services of Greg Partington totalling \$12,350 and fees paid and \$7,000 of costs to preparing the Independent Geologist Report and supporting services.

Other expenses

Other expenses of \$18,178 comprise primarily web site development, bank charges, ASIC fees and printing.

6.5 Historical Statement of Cash Flows

The table below presents the summary historical statement of cash flows for the years ended 30 June 2018, 30 June 2019 and 30 June 2020.

Table 10: Historical Statement of Cash Flows

	Year ended 30 June 2018	Year ended 30 June 2019	Year ended 30 June 2020
	\$	\$	\$
Cash Flows from Operating Activities			
Receipts from Customers & GST	69,846	35,724	93,914
Payments to suppliers and employees	(99,415)	(196,264)	(261,215)
Interest received/(paid)	1,691	1,850	967
Net Cash Used in Operating Activities	(27,878)	(158,690)	(166,334)
Cash Flow From Investing Activities			
Payments for exploration & development	(170,539)	(248,984)	(945,781)
Net Cash Flow Used in by Investing Act	(170,539)	(248,984)	(945,781)
Cash Flow from Financing Activities			
Net proceeds from issue of shares	475,185	620,000	2,054,000
Repayment of Borrowings	(30,398)	-	-
Net Cash Flow from Financing Act	444,787	620,000	2,054,000
Net increase/(decrease) in cash held	246,370	212,326	942,185
Cash at the beginning of the financial year	243,508	489,878	702,204
Cash at the end of the financial year	489,878	702,204	1,644,389

Discussion and analysis

Operating cash flows

Operating cash flows were negative as Duke has not generated any operating revenue. Duke was focussed on identifying, securing and commencing exploration on its exploration projects. Costs have primarily consisted of consulting fees, legal fees and other administration and operation expenses.

Investing cash flows

Duke's focus has been on identifying, securing and commencing exploration on its projects therefore investing cash flows have been negative as Duke has undertaken desktop studies and field work including drilling on its exploration tenements.

Financing activities

Duke's activities have been financed mainly through the funds raised from the issue of Shares in Duke, less costs associated with those share issues.

6.6 Historical and Pro-forma Statement of Financial Position

The table below sets out the summary historical statement of financial position as at 30 June 2020 and the pro forma adjustments that have been made to the statement of financial position as at 30 June 2020. The pro forma statement of financial position below is provided for illustrative purposes only and is not represented as being necessarily indicative of Duke's view of its future financial position.

Table 11: Historical and Pro-forma Statement of Financial Position

	30 June 2020 (Audited)	Subsequent Events	IPO Adjustments	IPO Pro-forma
Current Assets				
Cash and cash equivalents	1,644,389	(366,236)	7,150,000	8,428,153
Trade and other receivables	64,944	193	-	65,137
Total Current Assets	1,709,333	(366,043)	7,150,000	8,493,290
Non-Current Assets				
Exploration and development	1,301,154	129,573	-	1,430,727
Property, Plant & Equipment	-	56,478	-	56,478
Other assets	20,500	-	-	20,500
Total Non-Current Assets	1,321,654	186,051	-	1,507,705
Total Assets	3,030,987	(179,992)	7,150,000	10,000,995
Current Liabilities				
Trade and other payables	339,688	(211,910)	-	127,778
Provision for employee benefits	11,207	-	-	11,207
Total Current Liabilities	350,895	(211,910)	-	138,985

Total Liabilities	350,895	(211,910)	-	138,985
Net Assets	2,680,092	31,918	7,150,000	9,862,010
Shareholders equity				
Share capital	3,565,039	-	7,362,656	10,927,395
Reserves	-	172,656	157,644	330,300
Accumulated Losses	(884,947)	(140,738)	(370,000)	(1,395,685)
Total Equity	2,680,092	31,918	7,150,000	9,862,010

Discussion and analysis

Description of Pro Forma Adjustments

The Pro-forma Historical Statement of Financial Position comprises:

- Material transactions undertaken that have occurred since 30 June 2020 as if they had occurred as at 30 June 2020 – this represents trading activity for the 2 months to 31 August 2020 and the granting of 690,625 performance rights approved at the annual general meeting (**Subsequent Events**); and
- Transactions that will be undertaken on completion of Duke's Initial Public Offering (**IPO Adjustments**).

Subsequent Events

Set out below are the material transactions that have occurred since 30 June 2020 and the impact on the Statement of Financial Position as if they had occurred as at 30 June 2020.

- A total of \$129,573 was spent on exploration activities in the 2 months to 31 August and \$56,478 was spent on the purchase of fixed assets, principally a portable X-ray Fluorescence device that enables the measurement of elements from very low concentrations – an accurate geochemical analysis in the field.
- A total of \$106,207 was spent on Administration and IPO costs including legal expenses.
- Total cash consumed in the two months was \$366,236 comprising the above costs and a reduction in trade creditors of \$73,785.
- The issue of 690,625 performance rights to directors for services provided to the Company between 1 January 2020 and 30 June 2020, for which \$138,125 had been accrued at 30 June 2020.

IPO Adjustments

Set out below are the transactions that will be undertaken on completion of Duke's Initial Public Offering as if they had occurred as at 30 June 2020.

- A capital raising of 32,000,000 Shares at \$0.25 each to raise \$8,000,000 (cash) before costs in accordance with this Prospectus.
- Cash costs of the capital raising comprising fees of \$850,000. This includes broker fees of \$480,000 as well as ASX listing fees, legal fees, registry, printing and typesetting costs and various independent reports. In addition to the cash costs, options valued at \$157,644 to be issued as part of the broker fees, being 2% of the issued capital at IPO, exercisable at 100% premium to the IPO price, and exercisable within 2 years from grant date.

Reconciliation of share capital

Set out below is a reconciliation showing the number of shares on issue from 30 June 2020 and on completion of Duke's Initial Public Offering:

	Minimum Subscription	
	Number of shares	Subscription \$
Reconciliation of movements in Pro-Forma issued capital		
Shares on issue at 30 June 2020	42,854,861	3,565,039
Issue of shares for services		
Issue of shares pursuant to this Prospectus	32,000,000	8,000,000
Capital raising costs pursuant to this Prospectus	-	(\$637,644)
Pro-Forma shares on issue	74,854,861	10,927,395

6.7 Notes to and Forming Part of the Financial Information

The following is a summary of the material accounting policies adopted by Duke in the preparation of the Historical and Pro-forma Financial Information contained in this section. The accounting policies have been consistently applied unless otherwise stated.

6.8 Significant Accounting Policies

The Historical and Pro Forma Financial Information is for Duke Exploration Limited (Duke or Company).

Historical Cost Convention

The Historical Financial Information has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

The Historical and Pro-forma Financial Information has been prepared for the Company. The Company is a public company, incorporated and domiciled in Australia. The Historical and Pro-forma Financial Information has been prepared on an accruals basis and are based on historical cost, modified by the measurement at fair value of selected non-current assets, financial assets and liabilities.

(a) Going Concern

The Historical and Pro-forma Financial Information has been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is principally dependent upon the following conditions:

- the ability of the Company to successfully raise capital, as and when necessary; and
- the ability to complete successful exploration and subsequent exploitation of the areas of interest.

The directors believe that the going concern basis of preparation is appropriate due to the planned IPO during which is planned to raise approximately \$8,000,000 before costs.

Should Duke be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the Historical and Pro-forma Financial Information. The Historical and Pro-forma Financial Information does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should Duke be unable to continue as a going concern.

(b) Income Tax

The income tax expense/(income) for the period comprises current income tax expense/(income) and deferred tax expense/(income). Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority. Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses. Current and deferred income tax expense/(income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(c) Exploration and Evaluation Assets

Exploration and evaluation expenditure in relation to each separate area of interest is recognised as an exploration and evaluation asset in the year in which it is incurred where the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration

and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. Management have performed an assessment for triggers of impairment and have not identified any significant indicators of impairment of exploration and evaluation assets. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

(d) Impairment of Assets

The Company assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or companies of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(e) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

(f) *Financial assets at fair value through profit or loss*

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

(g) *Impairment of financial assets*

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Derecognition

- A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is derecognised when:
 - the rights to receive cash flows from the asset have expired;
 - the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or
 - the Company has transferred its rights to receive cash flows from the asset and either:
 - (a) has transferred substantially all the risks and rewards of the asset, or
 - (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration received that the Company could be required to repay.

When continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Company's continuing involvement is the amount of the transferred asset that the Company may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Company's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of less than 3 months.

(i) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(j) Trade and other Payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

(k) Issued Capital

Ordinary shares are classified as equity. Transaction costs (net of tax where the deduction can be utilised) arising on the issue of ordinary shares are recognised in equity as a reduction of the share proceeds received.

(l) Share Based Payments

The Company can provide benefits to employees and consultants of the Company in the form of share-based payments, whereby the recipients render services in exchange for shares or rights over shares (equity-settled transactions).

There is a formal Employee Option Plan in place at present and options are issued when necessary in order to provide these benefits to employees.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Duke Exploration Limited (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Company's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition. If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings / loss per share.

(m) Critical Accounting Estimates and Judgements

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Exploration and evaluation expenditure

The Company's accounting policy for exploration and evaluation expenditure is set out in paragraph (c) above. The application of this policy necessarily requires the Board to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under this policy, it is concluded that the expenditures are unlikely to be recoverable by future exploitation or sale, then the relevant capitalised amount will be written off to the statement of comprehensive income.

6.9 Dividend Policy

Duke does not intend to declare a dividend in the coming financial year or the foreseeable future as it is an exploration company and shareholders can make a return via capital growth should Duke be successful in its exploration activities.

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Report

Independent Geologist Report Duke Exploration Limited

AMC Consultants Pty Ltd in accordance with the Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets, The VALMIN Code, 2015 Edition

Specialist:

R. Carlson BSc, MSc, MAIG RPGeo (Mining and Exploration) MAusIMM, Principal Geologist

AMC Project 320017
16 September 2020

Unearth a smarter way

Executive summary

Duke Exploration Limited (ABN 28 119 421 868) (Duke) engaged AMC Consultants Pty Ltd (AMC) to prepare an Independent Geologists Report (IGR) for its exploration assets in Queensland (QLD) and New South Wales (NSW), Australia (Assets). The IGR will be included in the Duke prospectus for an initial public offering (IPO) for listing on the Australian Securities Exchange (ASX).

AMC has prepared this IGR in accordance with the Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets, the VALMIN Code, 2015 Edition¹ (VALMIN) and the JORC Code, 2012 Edition² (JORC Code).

The Assets consist of two Queensland projects, the Bundarra Project, and the Prairie Creek Project. There is one project in New South Wales, the Red Hill Project. In addition, there are four exploration licences in New South Wales that form part of the Emmerson Resources Joint Venture between Emmerson Resource Pty Ltd (ERM) and Duke Exploration Pty Ltd. A total of 4 project areas constitute Duke Assets.

The Bundarra Project is located 130 km southwest of Mackay and 50 km east of Moranbah, in Central Queensland and covers the Bundarra Intrusive Complex. The intrusion hosts numerous small historic copper and gold workings within hornfelsed sediments and brecciated porphyritic granite proximal to the sediment/granite contact zone. Mineralisation consists of copper (Cu), silver (Ag), and gold (Au) in primary sulphides (chalcopyrite, pyrrhotite, pyrite) and secondary carbonates (malachite and azurite). Duke is targeting the Bundarra Project for a porphyry mineral system with copper, silver and gold mineralisation. All available data including surface geochemistry, drilling, 3D induced polarisation (3DIP) and electromagnetic (EM) surveys has been used to develop detailed prospect scale two dimensional (2D) and three dimensional (3D) prospectivity maps, targeting porphyry related copper and gold mineralisation. Mt Flora a historic copper mining area on the northern part of the intrusion has had recent 3DIP, EM and diamond drilling programs. The recent diamond drilling at Mt Flora included intersections including 16.65 m at 1.14% Cu and 16.1 g/t Ag in DFD001 from 58.35 m, and 4.50 m at 1.30 % Cu and 14.14 g/t confirming historic drilling grades and intercepts. Ground EM surveys have highlighted a highly conductive anomaly just north of the existing drilling and provides an immediate drill target to follow-up the existing drilling. The work to date by Duke has confirmed mineralisation styles, geological interpretation, and grades of copper, silver and gold with sufficient confidence for the statement of an Exploration Target in accordance with the JORC Code.

The Prairie Creek area is located 120 km southwest of Gladstone and 25 km southwest of Biloela, towns in central Queensland and is prospective for porphyry copper- gold- molybdenum (Mo) and epithermal Au mineralisation. Past exploration highlighted gold in drilling at Prairie Creek (e.g. 52 m at 2.11 grams per tonne (g/t) Au), anomalous gold in soil anomalies and outcropping epithermal veins some which remain untested by drilling. The zone of known veining is over 85 m wide with a strike of over 450 m in the area drilled.

¹ The Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets. The VALMIN Code 2015 Edition. The VALMIN Code has been prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. The VALMIN Code is a companion to the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). The VALMIN Code provides guidance on matters that may be subject to Australian regulations, other provisions of law and published policies and guidance of the Australian Securities and Investment Commission (ASIC) and the Listing Rules of the Australian Securities Exchange (ASX) or of other relevant exchanges.

² Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, The JORC Code 2012 Edition, sets out minimum standards, recommendations, and guidelines for public reporting in Australasia of Exploration Results, Mineral Resources and Ore Reserves. Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and the Minerals Council of Australia.

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The extent and continuity outside of this drilling has not been tested to date. Potential for porphyry or epithermal mineralisation associated with extensive areas of alteration at the Gossans West prospect at Prairie Creek also requires follow up exploration. The prospect lacks recent geophysical data which could potentially be used to target future drilling. All historic data, including geology, geochemistry and geophysics, has been digitised to allow 2D and 3D prospect scale spatial data modelling to be carried out. Targeting includes follow up exploration drilling of epithermal and, or related porphyry copper and gold mineralisation.

The Red Hill Project (EL 8568) is located approximately 70 km north north-west of Canberra, north and east of Yass in NSW and targets the potential for porphyry copper-gold mineralisation. Copper-lead-zinc (gold-silver) mineralisation associated with discrete veins hosted within sheared and / or fractured Middle Silurian Hawkins Volcanics, and copper-magnetite-lead-zinc (gold-silver) mineralisation associated with fault zones stratabound within limestone units in Middle Silurian Hawkins Volcanics, have been the focus for historic exploration. The main deposit of this type is the Red Hill Mine. The project area has many of the key indicators for porphyry style mineralisation that may be spatially associated with the mineralisation discovered to date. Duke will be using spatial data modelling techniques to target areas that may be prospective for porphyry mineral systems that are the source of the known mineralisation.

The ERM Joint Venture is an arrangement where Duke holds 5% to 10% of four Emmerson tenements within the Lachlan Fold Belt in NSW. The tenure is prospective for porphyry copper-gold mineralisation with announcements by ERM in June 2018 (Emmerson Resources, 2018) quoting "hallmarks of an early stage porphyry copper-gold discovery" based on mapped intrusives with rock chip and auger sampling indicating copper-gold anomalism. In May 2020 ERM announced drilling had commenced at Kiola (Emmerson Resources, 2020).

Quality control

The signing of this statement confirms this report has been prepared and checked in accordance with the AMC Peer Review Process.

Project Manager


Rod Carlson

16 September 2020

Date

Peer Reviewer


Peter Stoker

16 September 2020

Date

Author


Rod Carlson

16 September 2020

Date

Important information about this report

Confidentiality

This document and its contents are confidential and may not be disclosed, copied, quoted or published unless AMC Consultants Pty Ltd (AMC) has given its prior written consent.

No liability

AMC accepts no liability for any loss or damage arising as a result of any person other than the named client acting in reliance on any information, opinion or advice contained in this document.

Reliance

This document may not be relied upon by any person other than the client, its officers and employees.

Information

AMC accepts no liability and gives no warranty as to the accuracy or completeness of information provided to it by or on behalf of the client or its representatives and takes no account of matters that existed when the document was transmitted to the client but which were not known to AMC until subsequently.

Precedence

This document supersedes any prior documents (whether interim or otherwise) dealing with any matter that is the subject of this document.

Recommendations

AMC accepts no liability for any matters arising if any recommendations contained in this document are not carried out, or are partially carried out, without further advice being obtained from AMC.

Outstanding fees

No person (including the client) is entitled to use or rely on this document and its contents at any time if any fees (or reimbursement of expenses) due to AMC by its client are outstanding. In those circumstances, AMC may require the return of all copies of this document.

Public reporting requirements

If a Client wishes to publish a Mineral Resource or Ore / Mineral Reserve estimate prepared by AMC, it must first obtain the Competent / Qualified Person's written consent, not only to the estimate being published but also to the form and context of the published statement. The published statement must include a statement that the Competent / Qualified Person's written consent has been obtained.

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Appendices

Appendix A JORC 2012 Table 1

Appendix B Historic and 2019 exploration drill results

Distribution list

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Glossary of technical terms and abbreviations

Item	Description
°	Degrees.
%	Percent.
2D	Two dimensional.
3D	Three dimensional.
Ag	Chemical symbol for silver.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
Chargeability	One of several units of induced polarization in the time domain. Chargeability is used to characterize the formation and strength of the induced polarization within a rock, under the influence of an electric field and describes how conductivity changes with electrical frequency.
Co	Chemical symbol for cobalt.
Conductivity	Conductivity is a diagnostic physical property that quantifies how easily electrical charges move through a given material when subjected to an applied electric field. For most electrical geophysical surveys electrical conductivity is the primary diagnostic physical property. Conductivity = 1/Resistivity.
Cu	Chemical symbol for copper.
dB/dt	An electromagnetic survey measurement. The ratio between the amount of change in amplitude of the magnetic field (dB) and the time it takes to make that change (dt)
Dipole/dipole	Relates to the magnetic field created when an electrical charge is applied to the ground. A dipole is a pair of oppositely charged electrodes that are so close together that the electric field seems to form a single electric field rather than a field from two different electric poles. The dipole-dipole array offers a way to plot raw IP data in order to get an idea of a cross-section of the earth. Today, modern inversion software can recalculate these apparent data to true data, so that a realistic image of the earth can be created.
EM	The electromagnetic (EM) induction method is based on the measurement of the change in mutual impedance between a pair of coils on or above the earth's surface. These coils are electrically connected and are separated by a fixed distance. The transmitter coil is used to generate an electromagnetic field at a specific frequency. This is known as the primary field. The primary field causes electrical currents to flow in conductive materials in the subsurface. The flow of currents in the subsurface, called eddy currents, generate a secondary magnetic field, which is sensed by the receiver coil. The magnitude of the secondary field sensed by the receiver depends upon the type and distribution of conductive material in the subsurface.
g/t	Grams per tonne, a standard ratio for demonstrating the concentration of metals in a rock, equivalent to parts per million (ppm).
GDA	Geocentric datum of Australia as established in 1 January 1994.
ha	Hectare, standard metric unit area 100m by 100m.
IP (2DIP and 3D IP)	Induced polarization (IP) is a geophysical imaging technique used to identify the electrical resistivity and chargeability of subsurface materials, such as ore. An electric current is transmitted into the subsurface through two electrodes, and voltage is monitored through two other electrodes. IP surveys provide additional information about the spatial variation in lithology and grain-surface chemistry. The IP survey can be made in time-domain and frequency-domain mode. The IP method is one of the most widely used techniques in mineral exploration and mining industry. IP surveys until recently have been carried out on 2D sections using linear arrays along single sections but recently the development of 3D resistivity and IP survey techniques and inversion software has revolutionised the way surveys are carried out and interpreted. Recent developments in field equipment design, interpretation software and microcomputer technology, 3D surveys are now practical geophysical exploration tools for mineral, environmental and engineering investigations.
kg	Kilogram, a standard metric unit for weight.
km	Kilometre, a standard metric unit measure of distance.
km ²	Square kilometre, a standard metric unit measure of area.
koz	Thousand troy ounces.
kt	Thousand tonnes, a standard metric unit measure of mass.
m	Metre, a standard metric unit measure of distance.
Ma	Million years ago.
Mn	Chemical symbol for manganese.

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Mo	Chemical symbol for molybdenum.
oz	Troy ounces, common imperial weight measure applied to precious metals; equivalent to 31.1034807 grams.
Pb	Chemical symbol for lead.
ppb	An abbreviation for parts per billion.
ppm	Parts per million, quantitative equivalent of grams per tonne (g/t), applied to define the concentration of trace elements.
RAB	Rotary Air Blast (drilling)
RC	Reverse Circulation (drilling)
t	Tonne, a standard metric unit of weight.
t/m ³	Tonnes per cubic metre, a unit of density.
Time-domain	Time-domain geophysical electrical methods represent an alternative approach to detecting weak electrical fields that works by simply switching the primary field off and measuring the decay of secondary electrical fields. This method is often referred to as transient electromagnetic exploration (TEM) or time-domain electromagnetic (TDEM) exploration. In the time-domain induced polarization method, the voltage response is observed as a function of time after the injected current is switched off or on. In the frequency-domain induced polarization mode, an alternating current is injected into the ground with variable frequencies. Voltage phase-shifts are measured to evaluate the impedance spectrum at different injection frequencies
U	Chemical symbol for uranium.
Zn	Chemical symbol for zinc.

1 Introduction

This IGR will be included in the Duke prospectus for an IPO for listing on the Australian Securities Exchange (ASX). The details in the following chapter on tenure are sourced from the Solicitor's Tenement Report by GRT Lawyers (GRT Lawyers, 2020).

1.1 Tenure - Queensland

The Queensland Assets held by Duke and included in the IGR are listed in Table 1.1.

Table 1.1 Duke Queensland Mineral Assets

Tenement	Name	Company	Area	Date Applied	Date Granted	Expiry	Area (km ²)
EPM 26499	Bundarra	Duke Exploration Limited 100%	65 sub-block		29/01/2018	28/01/2023	207.0
EPMA 27474	Duania	Duke Exploration Limited 100%	26 sub-block	11/02/2020			82.8
EPMA 27609	Waitara	Duke Exploration Limited 100%	6 sub-block	03/08/2020			19.1
EPM 26852	Prairie Creek	Duke Exploration Limited 100%	96 sub-block		22/10/2019	21/10/2024	299.9

Note: EPM 26852 is subject to a head of agreement to enter into a Joint Venture arrangement with CapGold Pty Ltd (Capgold) that Capgold maintain a 9% interest with free carry to completion of a Feasibility Study.

1.1.1 Bundarra Project

There are no production or infrastructure permits within the EPM 26499 permit or the application areas of EPMA 27474 or EPMA 27609, however there are overlapping coal and petroleum leases at the periphery of the tenure. GRT Lawyers advise there are no known restrictions on the activities that can be conducted on the tenure (GRT Lawyers, 2020).

The Permit is partially covered by the Barada Barna People Native Title Claim QCD2016/007.

EPM 26499 is partially covered by several constrained and unavailable land parcels, including several Forest Management areas, a quarry and a Mining Policy Decision area known as Valkyrie (Figure 1.1). This area is a biodiversity offset area to compensate for unavoidable impacts to threatened species in major projects.

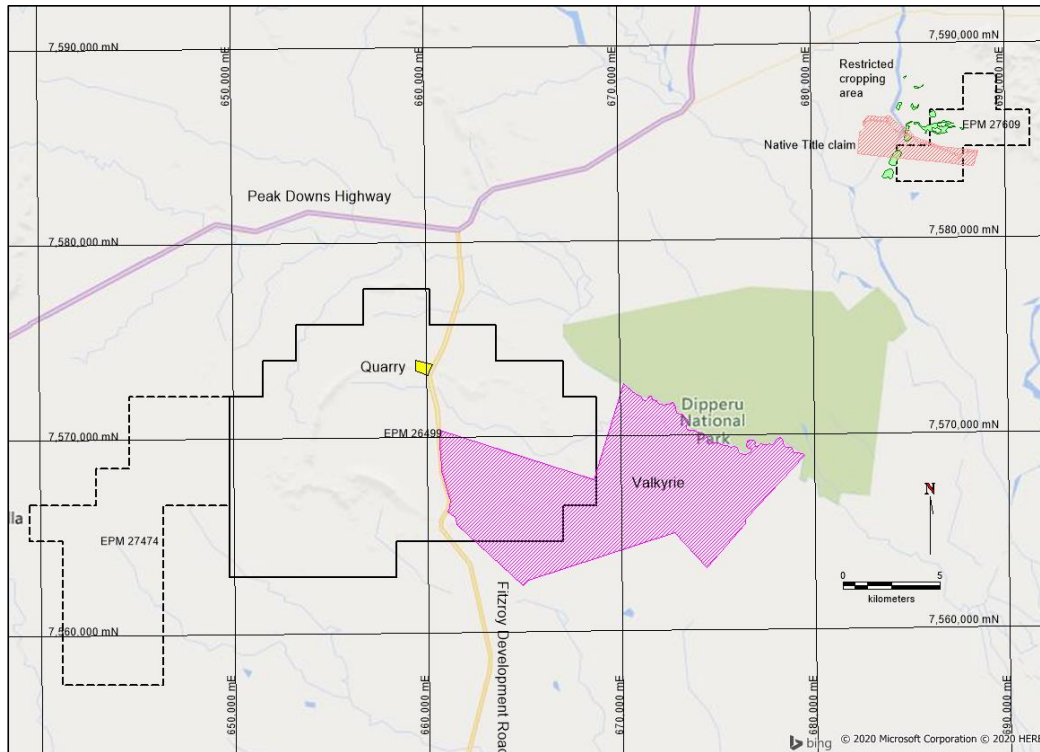
Application area EPMA 27609 Waitara has some constrained areas set aside for restricted cropping, and a Native Title claim area covers the western part of the lease (Figure 1.1).

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Figure 1.1 Bundarra Project tenements and constrained areas



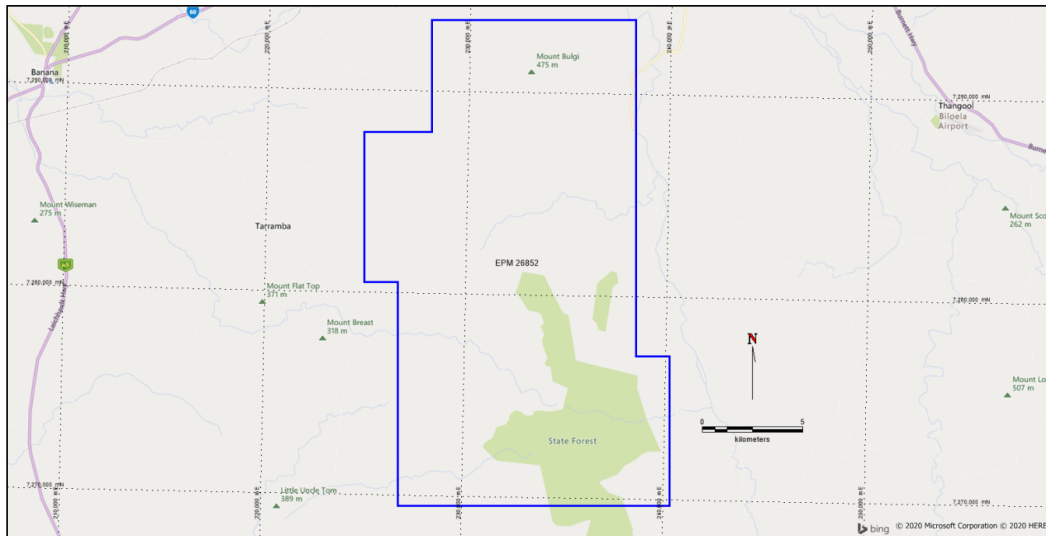
Source: AMC. Projection: MGA Z55 GDA94.

1.1.2 Prairie Creek Project

There are no production or infrastructure permits within the EPM 26852 permit area. There is a head of agreement to enter into a joint venture arrangement with CapGold Pty Ltd (Capgold) that Capgold maintain a 9% interest with free carry to completion of a Feasibility Study.

EPM 26852 is partially covered by several constrained and unavailable land parcels, including State Forest (Belmont) (Figure 1.2).

Figure 1.2 Prairie Creek Project tenement



Source: AMC. Projection: MGA Z56 GDA94

1.2 Tenure – New South Wales

The New South Wales Assets held by Duke Exploration and included in the IGR are listed in Table 1.2 and shown in Figure 1.3.

Table 1.2 Duke Exploration New South Wales Mineral Assets

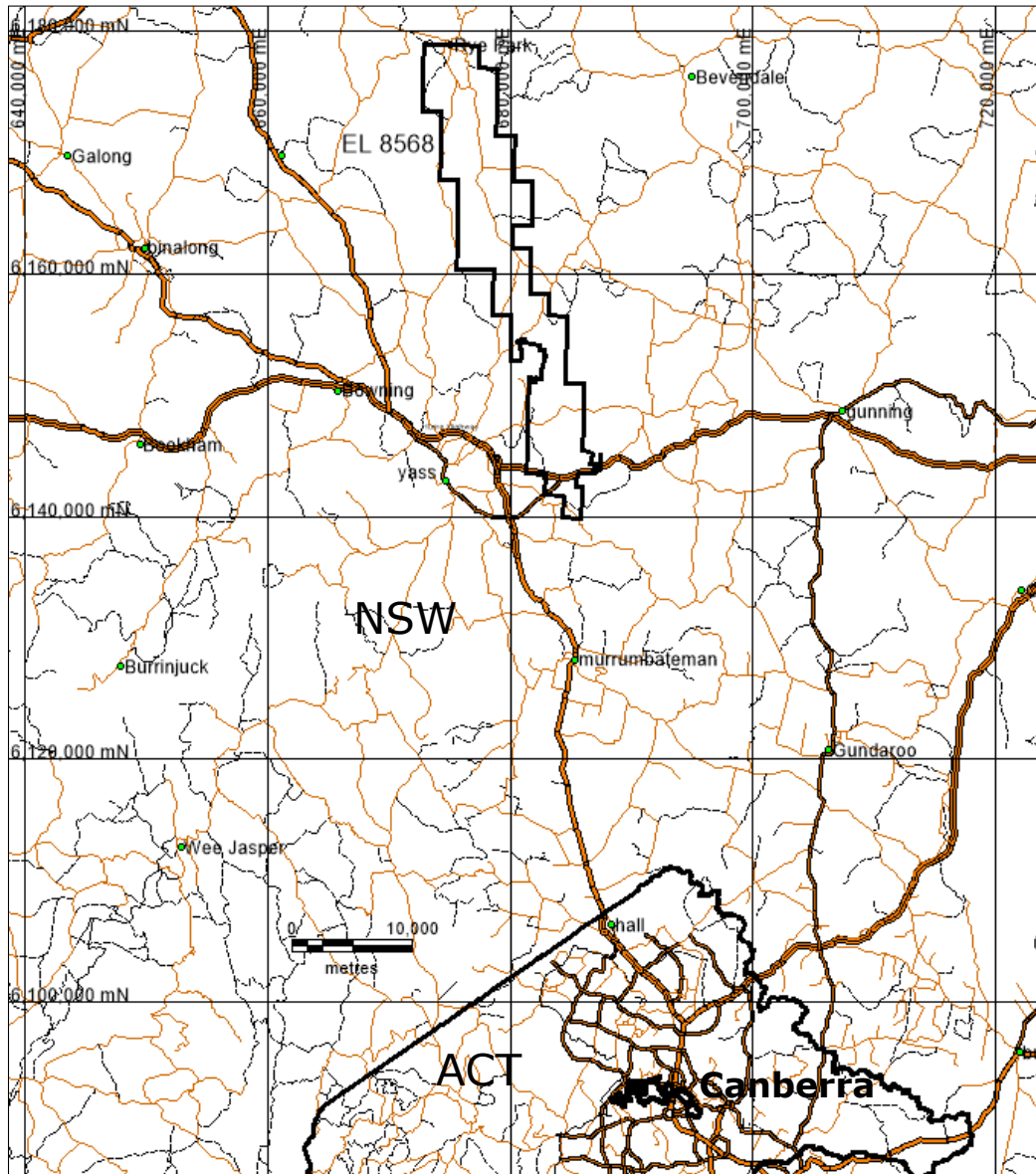
Tenement	Name	Company	Area	Date Granted	Expiry	Area (km ²)
EL 8568	Red Hill	Duke Exploration Pty Ltd 100%	66 units	22/05/2017	22/05/2022	180.4

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Figure 1.3 New South Wales tenement location map – Duke Exploration



Source: AMC. Projection: MGA Z55 GDA94

1.2.1 Red Hill Project

There are no other mining permits within the EL8568 Red Hill permit area. The Bango Nature Reserve is excluded from the application. The Main Southern railway easement crosses the southern portion of the tenement. The Moomba to Sydney gas pipeline crosses the northern portion of the tenement. This infrastructure will need to be considered in undertaking exploration activities.

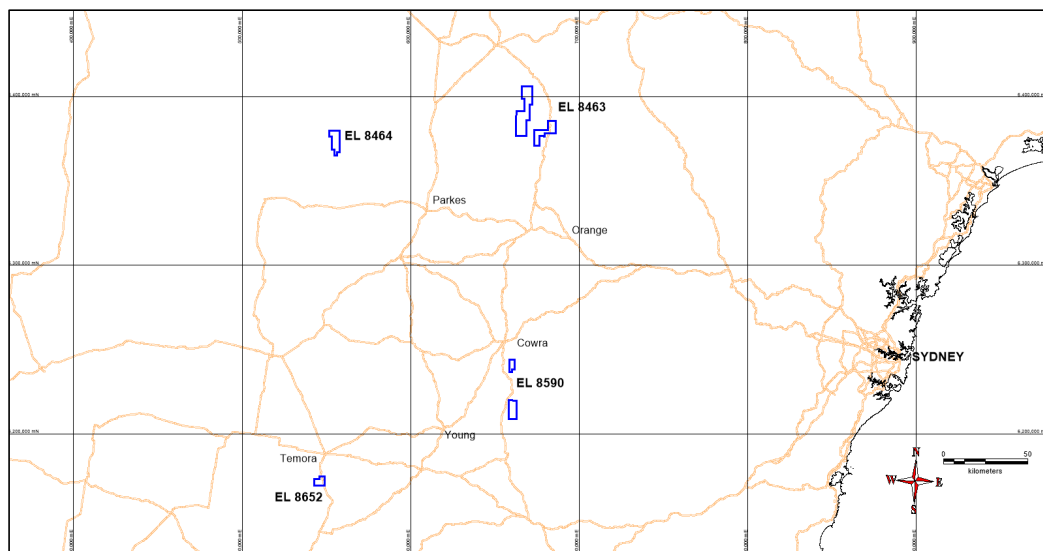
1.3 Tenure – Emmerson Resources joint venture

Emmerson Resources Pty Ltd (ERM) formed a strategic alliance with Kenex Pty Ltd to undertake mineral prospectivity mapping and targeting to support exploration licence acquisition in the Lachlan Fold Belt within NSW, in relation to porphyry copper-gold potential. The licences represented a joint venture (JV) agreement between Kenex Pty Ltd and ERM. The agreement provided for a 5% ownership by Kenex Pty Ltd on all tenure applied for following the study, and up to 10% ownership subject to ERM drilling within the granted leases free carried through to a Feasibility Study. Kenex Pty Ltd ceded the ownership rights to Iron Duke Exploration Pty Ltd, and subsequently following a name change to Duke Exploration Pty Ltd. ERM applied for the tenure under a wholly owned subsidiary called Lachlan Resources Pty Ltd (ABN 39 610 889 882). Assets that form part of the ERM JV and are included in the IGR are listed in Table 1.3 and shown in Figure 1.4.

Table 1.3 ERM JV Mineral Assets

Tenement	Name	Company	Area (units)	Date Granted	Expiry	Area (km ²)	Duke %
EL 8463	Wellington	Lachlan Resources Pty Ltd Duke Exploration Pty Ltd	88	09/09/2016	09/09/2020 Renewal sought	254.5	5%
EL 8464	Fifield	Lachlan Resources Pty Ltd Duke Exploration Pty Ltd	23	12/09/2016	12/09/2020 Renewal sought	66.4	10%
EL 8590	Kiola	Lachlan Resources Pty Ltd Duke Exploration Pty Ltd	25	05/06/2017	05/06/2021	71.1	10%
EL 8652	Sebastopol	Lachlan Resources Pty Ltd Duke Exploration Pty Ltd	10	29/09/2017	29/09/2021	28.3	5%

Figure 1.4 ERM JV - New South Wales tenement location map



Source: AMC Projection: MGA Z55 GDA94

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1.4 Site visit

AMC conducted a site visit to the Bundarra project on 6 and 7 July 2020. The Mt Flora site was visited, and drill collars located from recent drilling. Historic underground workings were located and outcropping veins confirmed the interpretations currently in place for the various vein sets (Figure 1.5). Core from DFD001, DFD002 and DFD003 was examined, and lithology and significant intercepts located in the cores and confirmed. Other areas examined included Isens, and Quorn.

Figure 1.5 Site visit photographs – Mt Flora shaft, copper strained sediments and copper bearing quartz-veining



Source: Rod Carlson

A site visit was not conducted for the other projects. AMC considers a site visit to the other Queensland and NSW projects would not be likely reveal any information that is material to the assessment of the projects for the following reasons:

- AMC would not have access to historical drill samples collected on the Projects. The locations of the historical drillholes are difficult to confirm.
- All information on the prospectivity of the tenements is provided in historic exploration reports.
- All exploration to date is at an early stage such that a site visit would not clarify the prospectivity.

2 Exploration Licences reviewed

The following sections describe the geological, geochemical, geophysical and drilling information available through historical exploration reports. All verifiable data from original reports is included where relevant.

2.1 Bundarra Project

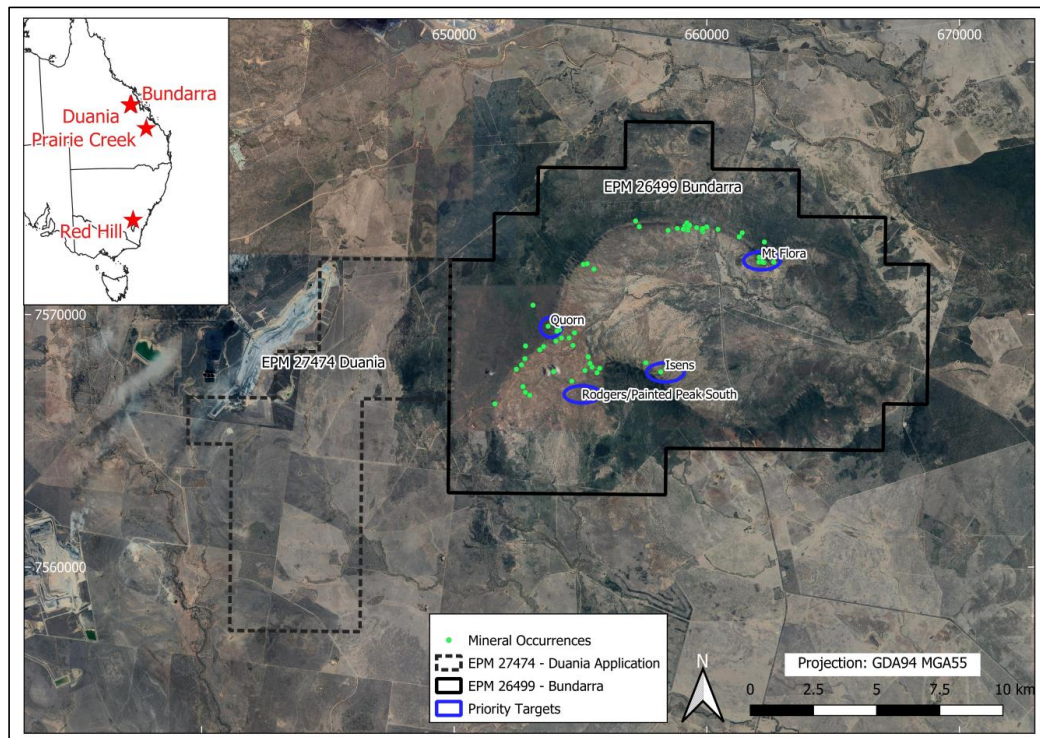
2.1.1 Project description

The Bundarra Project (EPM 26499, EPMA 27474, EPMA 27609) is located 130 km southwest of Mackay and 50 km east of Moranbah, in Central Queensland (Figure 2.1).

The project covers an area of 289.79 km² and covers the entire exposed area of the Bundarra Intrusive Complex.

Access via the Peak Downs Highway, and the Fitzroy Development road through the middle of the area. A rail line from the Bowen Basin coalfield and the coast passes less than 10 km to the north. Station tracks provide access within the area.

Figure 2.1 Bundarra Project – EPM26499 location and prospects, QLD



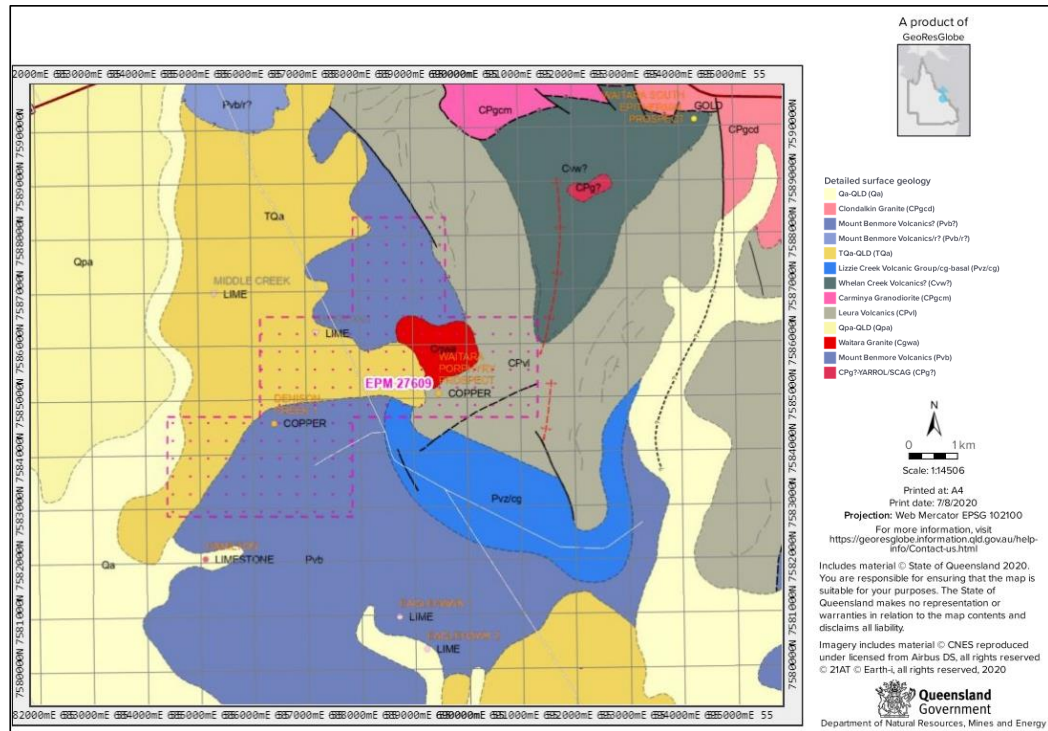
Source: Duke Projection MGA Zone 55 (GDA94)

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Figure 2.2 Bundarra Project – EPMA 27609 (Waitara) location and geology



Source: AMC from GeoResGlobe. Projection MGA Zone 55 (GDA 2020)

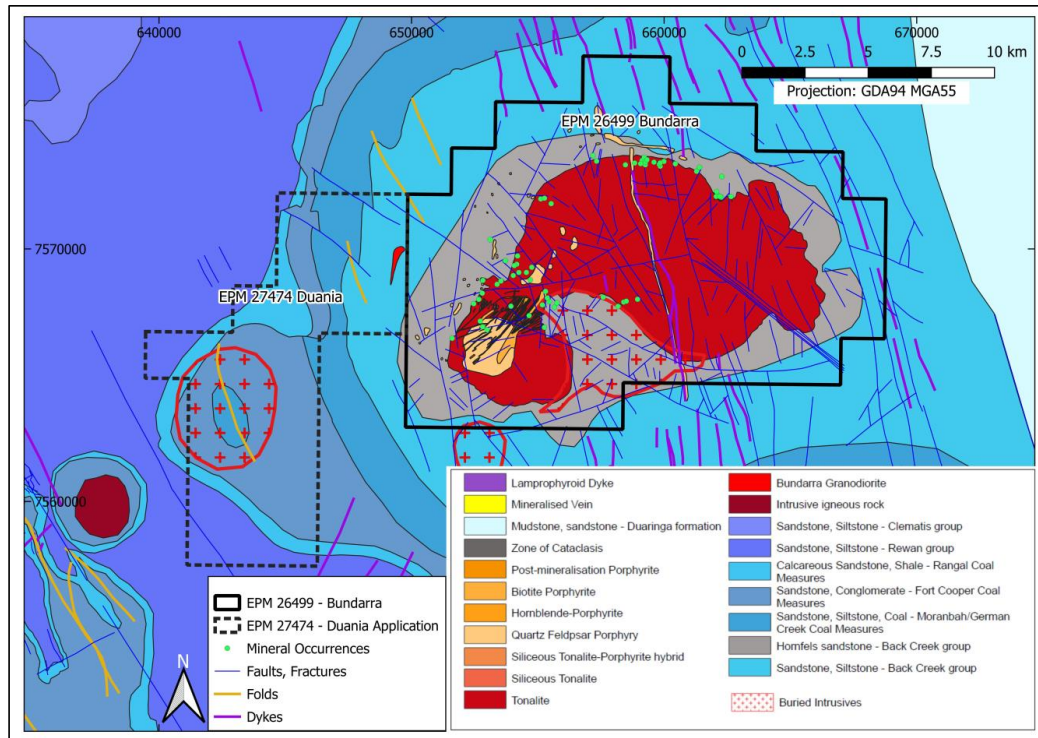
2.1.2 Regional and local geology

The Bundarra tenement lies within the Permian Bowen Basin of Eastern Queensland, specifically covering carbonaceous shale, lithic sandstone and siltstone of the Black Creek Group. In the Bundarra project area, these sediments have been intruded, metamorphosed and locally domed by a multiphase calc-alkaline intrusion of Cretaceous age collectively termed the Bundarra Granodiorite. (Figure 2.3).

Tectonically, the Bundarra intrusion may be related to the inversion phase of the Bowen Basin. A range of compositions have been described from the intrusion, from granodiorite, quartz monzodiorite, quartz diorite, to adamellite and quartz monzonite. Tonalite and syenite have also been reported.

The intrusion crops out poorly to form an area of low relief surrounded by a ring of hills of contact metamorphosed sediments. The Painted Peak pluton stands out topographically within the complex. Eupene found the latter to contain 30% porphyritic rocks (Eupene, 1968). The presence of numerous porphyries, breccia pipes and occasionally pebble dykes support the high-level nature of the Bundarra pluton.

Figure 2.3 Geology of the Bundarra project



Source: Duke. Projection MGA Zone 55 (GDA94)

The pluton occurs at the intersection of two large regional linear cross cutting trends namely the Marion Creek Trend and a northwest-southeast line of plutons extending over 150 km from Collinsville to Mt Flora. The east-northeast Marion Creek Trend contains the Bundarra Mineral Field and the Hamilton Park Porphyry system. Hamilton Park occurs 20 km east-northeast of Mt Flora and includes the Waitara and Denison Creek porphyry stockwork mineralisation, related to a high-level intrusive centre suggested from prominent arcuate aeromagnetic features.

The country rock sediments have been domed by the Bundarra Intrusive Complex with the contact between them dipping outwards from the complex at angles of 20° to 50°.

Surrounding the Bundarra Intrusive Complex is a metamorphic contact aureole up to 800 m wide of upper albite-epidote hornfels locally containing andalusite (Eupene, 1968). Shale detritus often covers the contact between the intrusion and the sediments. Outside the Bundarra Granodiorite to the west and southwest there are numerous intrusive outcrops, which are thought to be generally dykes or sills (Warren, 1963).

The Waitara tenement application (EPMA 26709) is pending detailed geological assessment. The tenement contains potential for porphyry copper style mineralisation.

2.1.3 Historic Mining

The Mt Flora (Bundarra) gold and mineral field is described in Ball (1910) as being about 115 km south-west of Mackay and covering an area of 137 km² and was gazetted on 19 September 1907. A township was built on Billy Creek and a smelter was erected 5.5 km north of Billy Creek.

Historic small-scale mining centres targeted fracture-hosted, copper-gold lodes around the contact of the Bundarra Granodiorite.

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The history of copper discovery at Mt Flora is limited, with the earliest recorded production in 1869. By the beginning of 1900, at least 24 separate mines had been worked. Cameron (Cameron, 1903) and Ball (Ball, 1910) described the main area of mining at Mt Flora in McFadzen's Mineral Selection No. 1749 where four copper-bearing lodes were mined. A smelter was built in 1879 but closed in 1909 due to falling grades and reduced production. For the period 1900-1918 total production is estimated as 1,930 tonne (t) of ore from which 0.7 kg gold, 288 kg silver and 319 t copper of metal were won.

Low copper prices after the First World War probably made reopening the Mt Flora lodes uneconomic, and very little record of mining is known for the subsequent fifty years. In 1965, prospecting for copper was again undertaken at the Isen and Mt Flora deposits, and high-grade ores were mined at Isen, about 3 km north-northwest of Mt Flora. In 1972, the McFadzen lode was re-opened and small high-grade ore parcels were treated off the field. From 1974 and 1977, heap leaching tested 40 t of ore from the Sachnowsky reef, but there is no record of production (Syvret, 1993).

Up to the 1970s, about 1,300 t of ore was mined from the Isen lode (Carter & Baird, 1970). The workings expose a 3 m to 4.5 m wide fractured zone with a well-defined massive ore vein along the granite-slate contact. Ore grades vary from 6% to 8% Cu in the central, to 2% to 3% Cu in the outer part of the lode (Carter & Baird, 1970).

At the Mt Flora lode, two lots of ore were produced: a 250 t lot averaging 28.3% Cu was mined in the 1880s and a 70 t lot with 25% Cu in the 1900s. Minor production also occurred in 1972 when 12 t of ore averaging 19.3% Cu and in 1973 when 10.5 t averaging 19.3% Cu, 253 g/t Ag and 0.30 g/t Au were produced (Lam & von Gnielinski, 2004).

2.1.4 Mineralisation and previous exploration

Mineralisation identified to date is spatially associated with the sediment and granite contact zone and is typically hosted by hornfelsed sediments and brecciated porphyritic granite. Mineralisation generally consists of copper, silver and, or gold hosted by primary sulphides (chalcopyrite, pyrrhotite, pyrite) and secondary carbonates (malachite and azurite) in the oxidised zone. Almost all the historical production came from workings on veins and lodes located in fracture zones within 500 m of the granite contact. The mineralisation is commonly associated with a combination of albitisation, hematite, quartz, sericite and chlorite alteration. Typically, the historical workings are situated within 2 m to 6 m wide fracture zones.

Historic exploration in the project area is summarised in Lam & von Gnielinski (2004).

Enterprise Exploration Company Pty Ltd (EPM 205, 1962) mapped a low order gold anomaly from drainage samples at Painted Peak. Planet Metals Ltd (EPM 419, 1969) conducted an airborne magnetic, electromagnetic and radiometric survey and stream sediment, ridge and spur soil and rock chip sampling surveys over the Southern Range area (Mount Orange to Isen) and identified an area adjacent to the Isen mine for further work under a new EPM 799. Eight diamond drill holes were drilled by Geopeko Ltd and Australasian Minerals NL which intersected low copper grades.

In 1971, ICI Exploration Pty Ltd undertook soil sampling in the Mount Flora area and reported the background content for both the slate and granite were less than 30 ppm copper.

From 1974-1976, Endeavour Oil Company N.L. undertook geological, geophysical, geochemical, and drilling surveys of the Mt Flora area. Promising results from diamond drilling of six core drill holes (Endeavour Oil Company N.L., 1975) into the old workings at Mt Flora including into the previous workings at the Flora lode and Douchang lode are included in Table 2.1. In 1975 metallurgical testwork on copper ore from Mt Flora was conducted by Minerals Industries Research and Testing Services of Department of Mining and Metallurgy, University of Queensland (Archbolt, 1975). A 102 kg sulphide copper sample was crushed and pulverised to minus 6 mesh (3.36 mm). Flotation testwork showed 89% to 91.5% copper recovery in 28% to 29% of the mass, with the concentrate assaying 27.5% to 28.1 % copper. Silver recovery was 60% of the contained silver and arsenic was below detection at <0.05%.

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In 1982 Chesterfield Mining and Exploration Pty Ltd (EPM 3284) completed 21 percussion drill holes and intersected low-grade copper grades at the Quorn Breccia and Joe's Pit areas. The area was explored under a new EPM 4246 but without success. In 1991, Marlborough Gold Mines Ltd drilled four shallow percussion holes in the Quorn prospect and intersected minor copper-gold mineralisation. Queensland Metals Corporation Limited / Normandy Exploration, as part of a joint venture agreement (EPM 9583, 1993) drilled seven percussion holes in the Quorn Breccia / Quorn Copper and Mount Flora area with intercepts of 46 m at 0.58% Cu as detailed in Table 2.1.

Xenolith Gold Ltd (EPM 5696, 1989) detected up to 0.9 g/t Au in drainage samples at the Mount Roger area. Dominion Gold Operations Pty Ltd (EPM 8215, 1991) followed up the Mount Roger anomaly and confirmed low gold assays in the rock chip and soil samples.

EPM 10404 and EPM 10571 were granted to Carpentaria Gold Pty Ltd (subsidiary of MIM Holdings Pty Ltd) in 1995 to explore a magnetic anomaly around the northern margin of the Mount Flora pluton. Three holes were drilled but did not intersect skarn type mineralisation at depth.

The companies that explored the Bundarra area completed geological maps, geochemical surveys (streams, soils, rock chips), geophysical surveys (ground magnetics, IP, airborne VTEM), trenching and rotary air blast (RAB), reverse circulation (RC) and diamond drilling. A summary of exploration coverage is given in Figure 2.4, which shows geology, main prospects, copper in soils and rock chips, and drill collars. Selected drill intersections (>0.5% Cu or >10 g/t Ag) are shown in Table 2.1. The highest grade intersection from drill hole QBP-03 (2 m at 1.48% Cu) is in a malachite-rich black shale hornfels sample (Montes, 1994) in (Clifford B. , 1995).

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Table 2.1 Bundarra significant drilling results

Prospect	Operator and Year	Drill Hole ID	Depth From (m)	Depth To (m)	Inter-section (m)	Copper (% Cu)	Gold (g/t Au)	Silver (g/t Ag)
Flora Lode, Douchang Lode	Endeavour Oil, 1975	MFD1	14.98	22.32	7.34	0.88	-	-
			54.87	56.21	1.34	0.92	-	-
			71.00	89.29	18.29	1.22	-	-
			101.73	104.29	2.56	2.33	-	-
			120.79	126.19	5.40	0.64	-	-
			205.80	212.04	6.24	0.52	-	-
		MFD2	104.42	106.45	2.03	0.89	-	-
		MFD3	38.45	44.45	6.00	1.05	-	-
			52.45	71.62	19.17	1.00	-	-
			101.10	105.16	4.06	1.40	-	-
			45.95	49.95	4.00	0.54	-	-
		MFD5	74.58	86.58	12.00	0.48	-	-
		MFD6	89.21	106.07	15.56	0.69	-	-
			60.17	64.80	4.63	0.68	-	-
			77.97	78.38	0.41	7.67	-	-
			107.52	108.44	0.92	3.18	-	-
			109.10	111.81	2.71	5.59	-	-
			160.86	162.50	1.64	2.39	-	-
Quorn Breccia	Chesterfield Mining and Exploration, 1984	D002	27.00	33.00	6.00	1.40	0.64	38
Joe's Pit		D007	36.00	39.00	3.00	<0.01	7.25	-
Quorn Breccia	Marlborough Gold Mines Limited, 1991	MFP1	0.00	46.00	46.00	0.58	0.13	11
		Including	26.00	28.00	2.00	0.44	2.31	49
		MFP2	0.00	44.00	44.00	0.46	0.02	12
Mt Flora	Normandy/QMC, 1994	MFP01	32.00	34.00	2.00	0.72	-	-
Quorn Breccia	Normandy/QMC, 1994	QBP03	18.00	36.00	18.00	0.57	-	15
		Including	30.00	32.00	2.00	1.48	-	33
Mt Flora summit	MIM, 1995	MFP-01	32.00	34.00	2.00	0.72	-	23
Flora Range	Regency, 2006	FR031	2.00	5.00	3.00	0.64	0.28	3.4
		FR039	29.00	30.00	1.00	1.38	0.17	7.7
		FR078	14.00	15.00	1.00	0.50	0.08	8.9
		FR114	23.00	24.00	1.00	1.37	0.10	4.6

Sources: Endeavour Oil (1975), Chesterfield Mining and Exploration (1985), Marlborough Gold Mines Limited (1991), Normandy Exploration Limited (1995), (MIM Exploration Pty Ltd, 1996), Regency Resources Ltd (2006)

Resource Services Group Pty Ltd (RSG) completed an IGR for Central Queensland Resources Limited (CQR) in 2002 (Grivas, 2002). RSG surmise that previous drilling and mining stopes are mostly associated with near surface contact zones, but that the mineralised zones do extend in some cases into the underlying granodiorite however copper grades are less than one percent. Surface supergene enrichment of copper and silver around the intrusive/sediment contact has produced the grades present during the historic mining.

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In 2001, CQR drilled six reverse circulation drill holes at Mt Flora to test the depth extensions to the mineralised zone drilled by Endeavour in 1975, but no data has been able to be verified. CQR became Midas Resources Ltd (Midas) in 2002. Midas later became Hammer Metals in 2014.

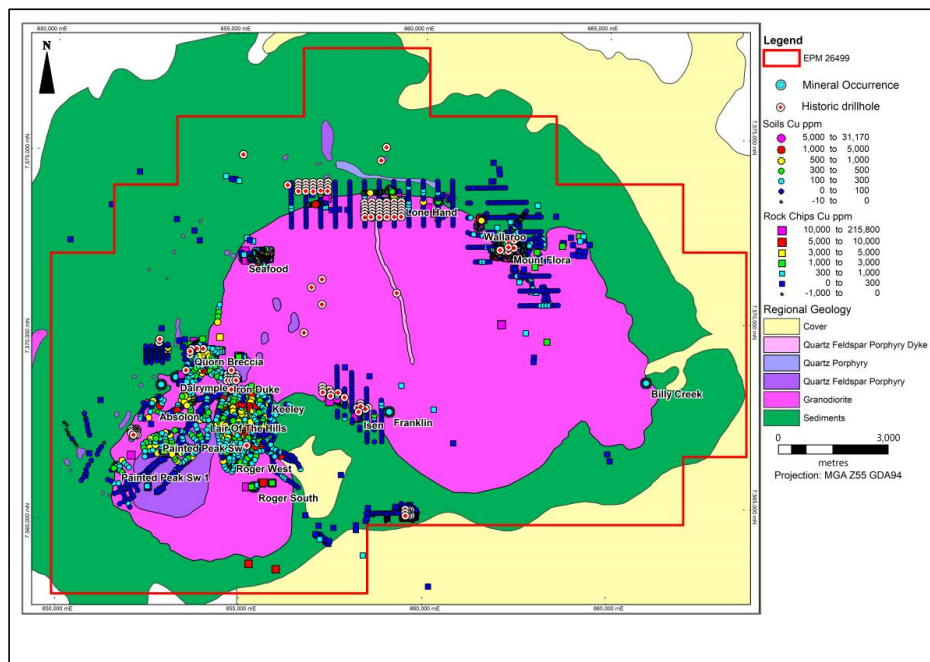
During 2000-2009 Regency Resources Ltd (Regency) acquired Landsat imagery, aerial photography, and processed aeromagnetic/radiometric survey data for the Bundarra area. The acquired data were reprocessed with the airborne geophysical data reimagined and an extensive review of all the available historical exploration data was conducted. Following on from this work, Isens, Flora Range and Mt Flora areas were selected for further work. On each of these targets geological mapping and grid soil sampling was undertaken.

A subsequent RAB drilling programme was conducted by Terra Search Pty Ltd in 2006 on behalf of Regency, whereby 107 drill holes for a total of 3,036 m drilled from six areas within the tenement. Significant intersections included 1 m at 1.38% Cu from 29 m at Flora Range and 1 m at 1.37% Cu from 23 m at Iron Duke (Kastellorizos, 2006).

At Mt Flora, because the immediate area of historic workings has been subject to considerable previous sampling, the soil sampling focused upon possible southern and northern strike extensions to the known mineralisation. Peak values returned were 254 parts per million (ppm) Cu and 7 parts per billion (ppb) Au. Results confirmed mineralisation continues to the northwest of the historic workings for 2,500 m and to the southeast for 1,800 m (Salmon, 2009).

A summary of all the historic rock chip, soil and drilling locations is shown in Figure 2.4.

Figure 2.4 Summary of historic exploration over EPM 26499, showing geology, main prospects, copper in soils and rock chips, and drill collars



Source: Duke, 2018. Projection MGA Zone 55 (GDA94).

During 2010-2015 Red Rock Australasia Pty Ltd (Red Rock) completed geophysical reviews and a versatile time domain electromagnetic (VTM) survey (in 2011). The VTM survey outlined priority targets for further work. Duke has recently re-processed the data (see 2.1.6.3)

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The merged aeromagnetics and VTEM dataset indicates a multi-phase, variable composition intrusive history within the Bundarra Intrusive Complex. The data also indicates that the Complex and the associated alteration halo are significantly more extensive than suggested by the mapped intrusive to Back Creek Group contact. Intrusives, including large ring-dyke like phases, are likely to be relatively common at depth within the Back Creek Group for up to 2 km or more beyond the mapped or interpreted intrusive-sediment contact. This raises the possibility of buried porphyry style mineralisation below parts of the Back Creek Group and resulted in the application for the Duania EPM by Duke.

Historical estimates of mineral resources do not meet all aspects of the reporting guidelines of the JORC Code (2012). Historical resource estimates by Endeavour Oil Company NL (1975) suggest a resource for Mt Flora based on some drilling and underground development data, and a 100 m strike extent of development in three lodes. Elliott Exploration (1987) estimated a potential tonnage in the Isen Mine Area, based on surface expression and rock chip results, but this was subsequently discounted due to poor results.

The Waitara application area is pending detailed data review and compilation.

2.1.5 Prospectivity analysis and discovery potential

The Bundarra project area was originally identified through the use of the Kenex mineral occurrence database and targeting workflows. Following closer inspection and preliminary analysis of historical exploration data, it was identified that potential existed for porphyry copper, silver and gold style of mineralisation over a significant area surrounding the Bundarra pluton. This was evidenced by areas of historical mining.

Subsequent to application and granting of the licence, spatial data analysis for porphyry mineral systems covering the central Queensland area in which the Bundarra tenement is located was conducted. This involved a review of porphyry-epithermal Cu-Au systems, preparation of available data, testing of predictor maps, and generating a prospectivity map with subsequent targets.

The targeting criteria were provisionally examined using weights of evidence to assess the spatial association with selected training points (other known porphyry-epithermal Cu-Au deposits in the region). All maps and training points chosen are considered provisional and can be modified based on expert input.

Based on the weights of evidence statistics the following parameters were identified as being important and were integrated to produce a prospectivity map for porphyry-epithermal Cu-Au mineralisation:

- Distance to Devonian-Cretaceous age intrusions (within 4600 m);
- Distance to all orientations of fault-lineament (within 4000 m);
- An association with high competency rocks;
- Strong associations with Cu, Pb, and Au anomaly maps produced from the drill hole and rock data.

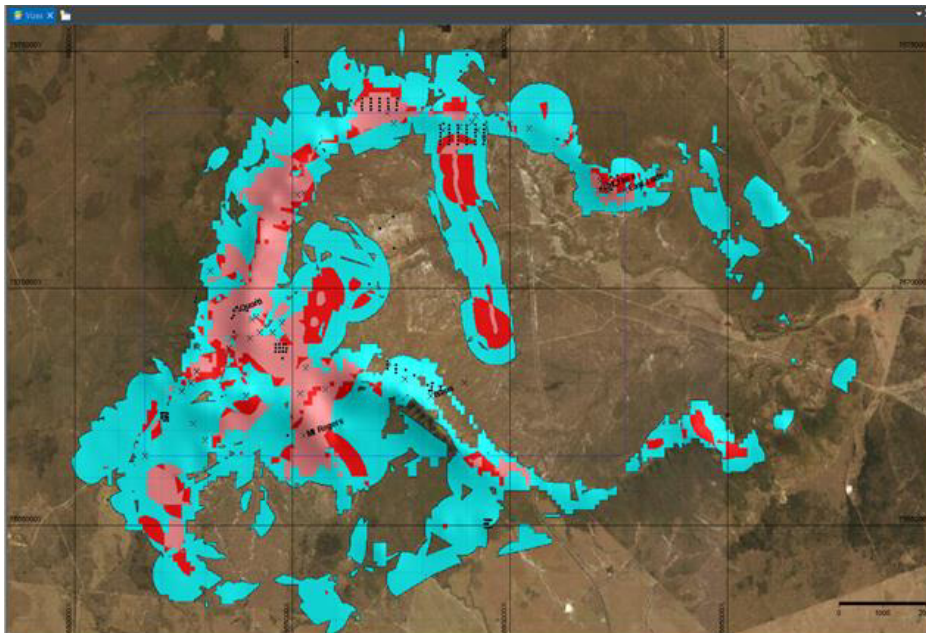
The modelling results are presented in Figure 2.5, with areas of highest geological potential for the study area highlighted in red.

Prospectivity analysis and mineral occurrence targeting for porphyry copper-gold mineral systems highlight the Bundarra Intrusive Complex as a prospective site. It is the site of multiple old copper mines, high-grade copper surface soil and rock samples, and high-grade drill intersections, as well as gold anomalies. This indicates the potential for a mineralised porphyry copper-gold system. Previous exploration has not assessed the entire area in this context and several specific targets are identified based on historical exploration within the Bundarra Complex.

Drilling has been sporadic and has not tested the full extents of many of the prospects. In addition, multiple soil anomalies highly anomalous in copper and gold have not been drill tested. In 2014, Regency outlined high priority targets from their VTEM survey (Duke Exploration Limited, 2020b), which were never followed up due to internal company issues. With a focussed exploration programme, the potential to discover a porphyry related copper and gold resource appears high.

The potential for large, lower-grade porphyry copper-gold should also be considered. Intersections such as 46 m at 0.58% Cu (see Table 2.1) which were considered disappointing at the time (early 1990s), provide encouragement for this style of mineralisation.

Figure 2.5 Prospectivity map of the geological potential of the Bundarra pluton



Source: (Duke Exploration Limited, 2020b): Projection MGA Z55 GDA94. Note: Pink and red areas are the most geologically like the Mt Flora mineralised system

2.1.6 Recent exploration

Duke has completed exploration programmes in 2019 and 2020 that are discussed in the following sections.

2.1.6.1 Regional VTEM re-processing

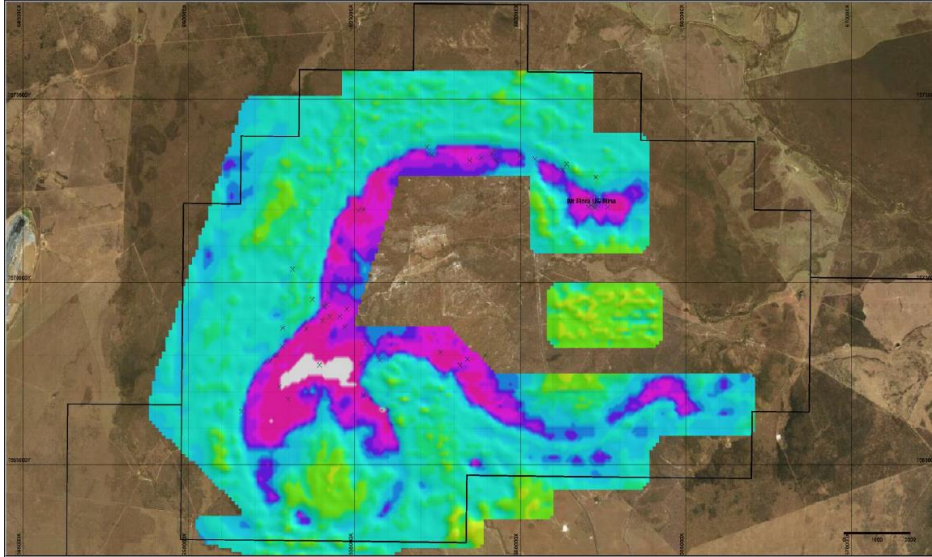
The 2011 VTEM survey was re-processed and re-interpreted by Duke (Duke Exploration Limited, 2020b). The EM anomaly at Mt Flora is a robust, discrete late time conductor and the data review confirmed that there are multiple conductors of a similar character around the Bundarra intrusion (Figure 2.6).

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Figure 2.6 Regional EM data coverage over the Bundarra pluton mapping the areas with similar conductivity to the Mt Flora Mine area in magenta.

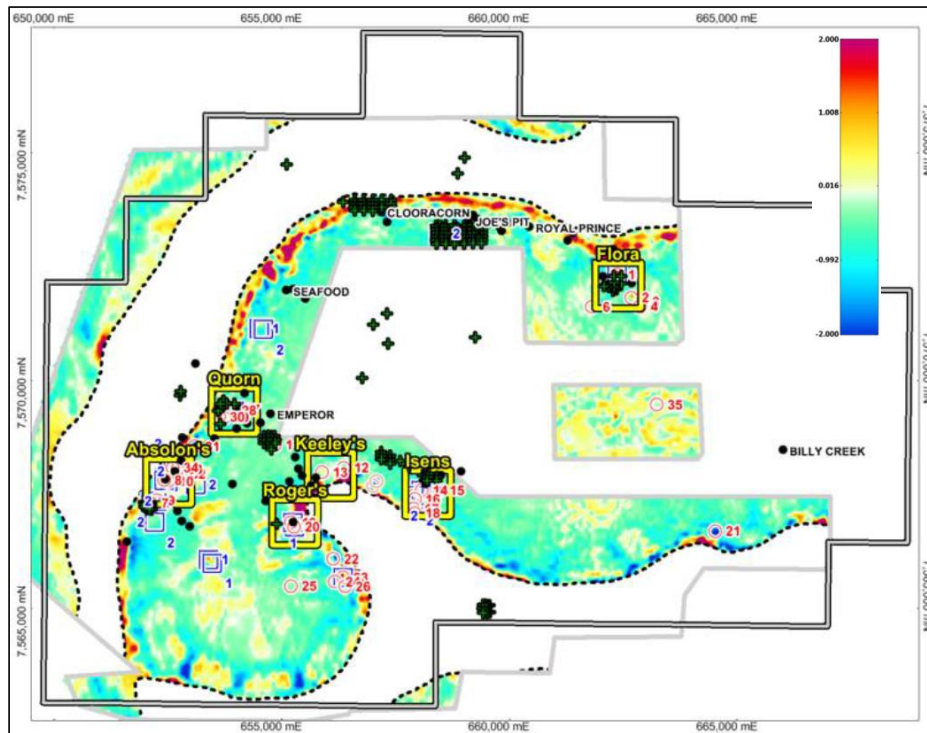


Source: (Duke Exploration Limited, 2020b). Projection MGA Zone 55 (GDA94).

dB/dt (the ratio between the amount of change in amplitude of the magnetic field (dB) and the time it takes to make that change (dt)) data were collected using the VTEM system working at a base frequency of 25 Hz and B-Field data were calculated from the dB/dt data. Total field magnetic data were also collected in conjunction with the EM data. The presence of conductive coal measures within the Back Creek Group sediments in the survey area makes it difficult to map discrete, conductive massive-sulphide mineralisation responses away from the main intrusive sediment contact. The EM data were filtered and assessed by Fathom Geophysics Pty Ltd to separate out the highly conductive coal measures and map conductivity anomalies similar to Mt Flora around the 50 km perimeter of the Bundarra Intrusion. The main aim of the review was to identify all significant late time bedrock conductors like those at Mt Flora.

Prior to analysing the EM profile data line by line, the data was processed to enhance feature responses in mid and late time channel data for possible bedrock conductors. Each conductor identified was flagged in the database at its mid-point along the flight line and coordinates mapped (Figure 2.7).

Figure 2.7 Bundarra VTEM late time conductors over a residual dB/dt Z time-constant (Tau) ratio image



Source: (Duke Exploration Limited, 2020b). Projection MGA Zone 55 (GDA94).

The most significant clusters of EM anomalies are mapped by the yellow polygons in relation to existing drilling (red circles) and historic mineral occurrences and mines (black dots). The black dashed line maps the threshold applied to the deep residual Tau grid to remove the highly conductive coal measures from the data analysed. A total of 40 individual late time conductors have been mapped in the VTEM profile data. The identification of conductors was carried out without using supporting data such as magnetic data, radiometric data, geology, or historic mining activity to provide an objective baseline dataset of late time EM conductors.

The main conclusions reached by Fathom Geophysics Pty Ltd from the review are that:

- The main conductor at Mt Flora potentially extends the mineralisation drilled to date to the north and has not been adequately drill tested.
- The conductors at Absolon's, Quorn, Roger's, Keeley's and Isen's have not been drill tested.

2.1.6.2 Induced polarisation

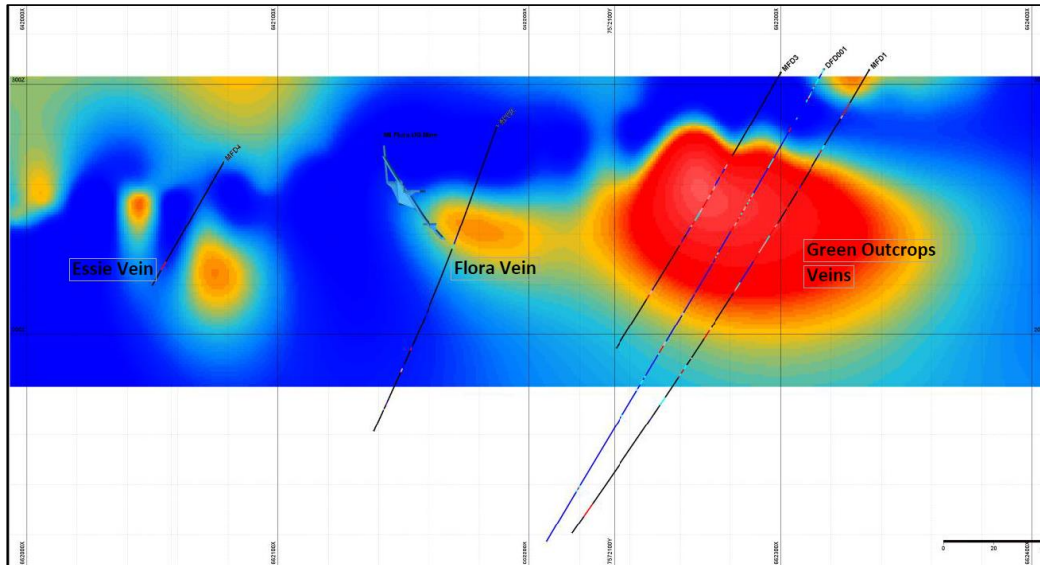
Historic IP data collected in the early 1970s (Endeavour Oil Company N.L., 1976) was reassessed and the historic hard copy sectional data converted into digital data that was remodelled and inverted using modern analytical techniques. Drilling by Duke (Section 2.1.6.4) allowed collection of conductivity and chargeability data that when factored into the IP inversions confirmed that IP was able to detect the massive and vein sulphides associated with copper grades in the drilling at Mt Flora (Figure 2.8).

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Figure 2.8 Cross-section through DFD001 with 3D IP (conductivity) showing the correlation of IP response with chalcopyrite and pyrite veins to a depth of 140m.



Source: (Duke Exploration Limited, 2020a)

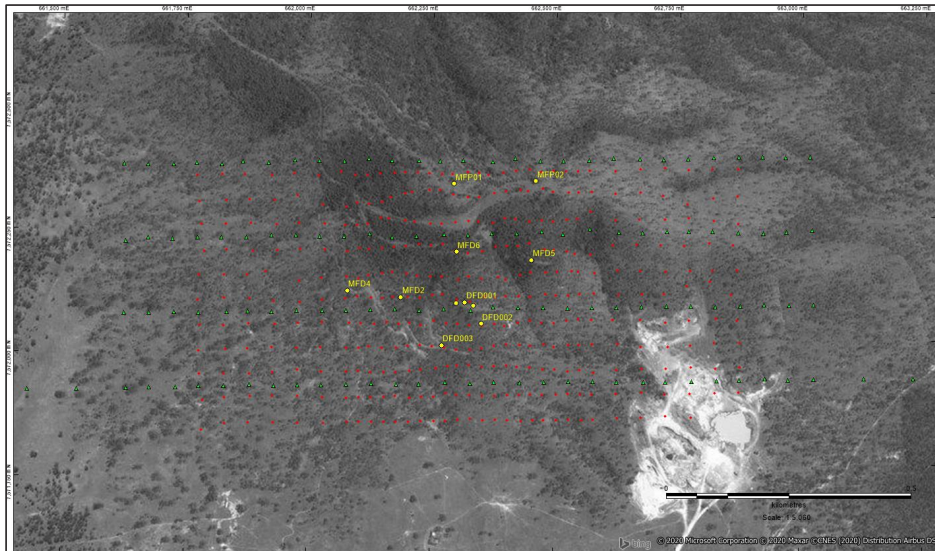
As a result of the historic IP conductivity result giving a good response to the mineralisation (sulphides) at Mt. Flora, a 3D IP Survey was conducted by Duke in February 2020.

Data were collected from a total of 8.45 line km and 161 stations. The survey commenced in the south on line 7,571,850mN, moving north along east-west lines spaced 50 m apart (Figure 2.9). A total of four offset IP and resistivity setups, consisting of two receiver lines either side of a central transmission line were read, resulting in a total coverage of 14 receiver lines and four transmitting lines. Receiver lines were read at 50 m line spacing with 25 m and 50 m dipoles to improve depth penetration. Electrode spacing on the transmitter lines was set at 100 m.

The plan of conductivity data from 3D IP survey is shown in Figure 2.10, the long section is shown in Figure 2.11. The 3D IP survey confirms the conductivity anomalies increase in intensity to the north and that all anomalies have been poorly drilled to date. There are ten other smaller anomalies that are lower priority but that are worthy of follow-up testing. The survey needs to be extended to the north as the high conductivity zone is not closed off in that direction. A new zone of IP conductivity has been mapped to the east, with similar dimensions but higher conductivity values than the Green Outcrop veins. This conductivity anomaly appears to be a new en-echelon vein system that is separate to, and 80 m east of, the Green Outcrop veins.

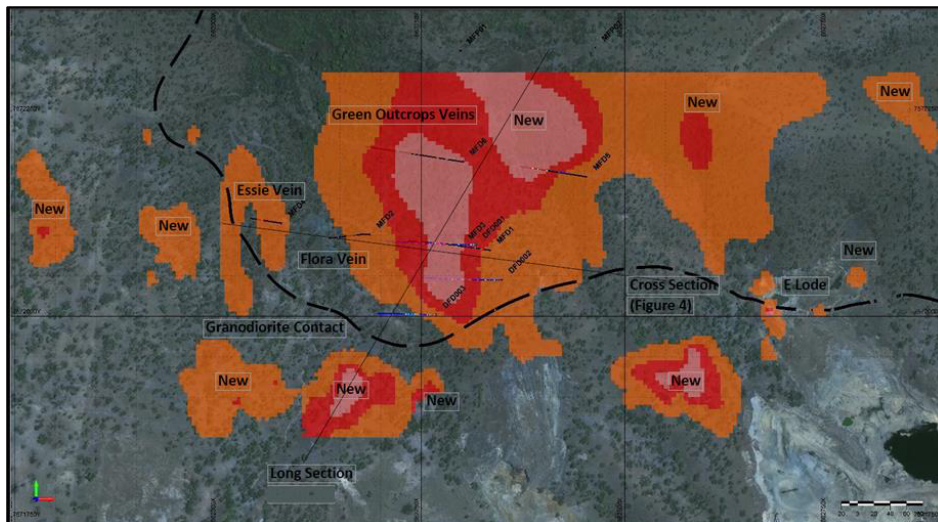
The 3D IP method has shown that anomalies exist outside of the known prospects, and that whilst of generally lower levels of conductivity, they have sufficient anomalism to warrant follow-up testing.

Figure 2.9 Location of 3D IP transmitting (green triangles) and receiver stations (red triangles) in relation to drill hole locations



Source: AMC from Duke data. Projection MGA Zone 55 (GDA94).

Figure 2.10 3D IP survey - conductivity data plan view



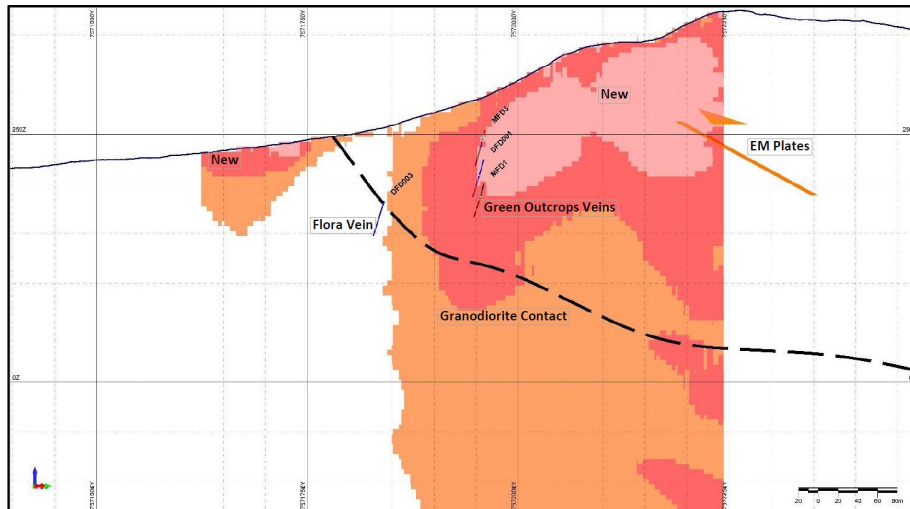
Source: (Duke Exploration Limited, 2020c). Note Pink and red areas have a strong IP response. Orange areas have a moderate IP response. Projection MGA Zone 55 (GDA94).

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Figure 2.11 3D IP survey - conductivity data long section



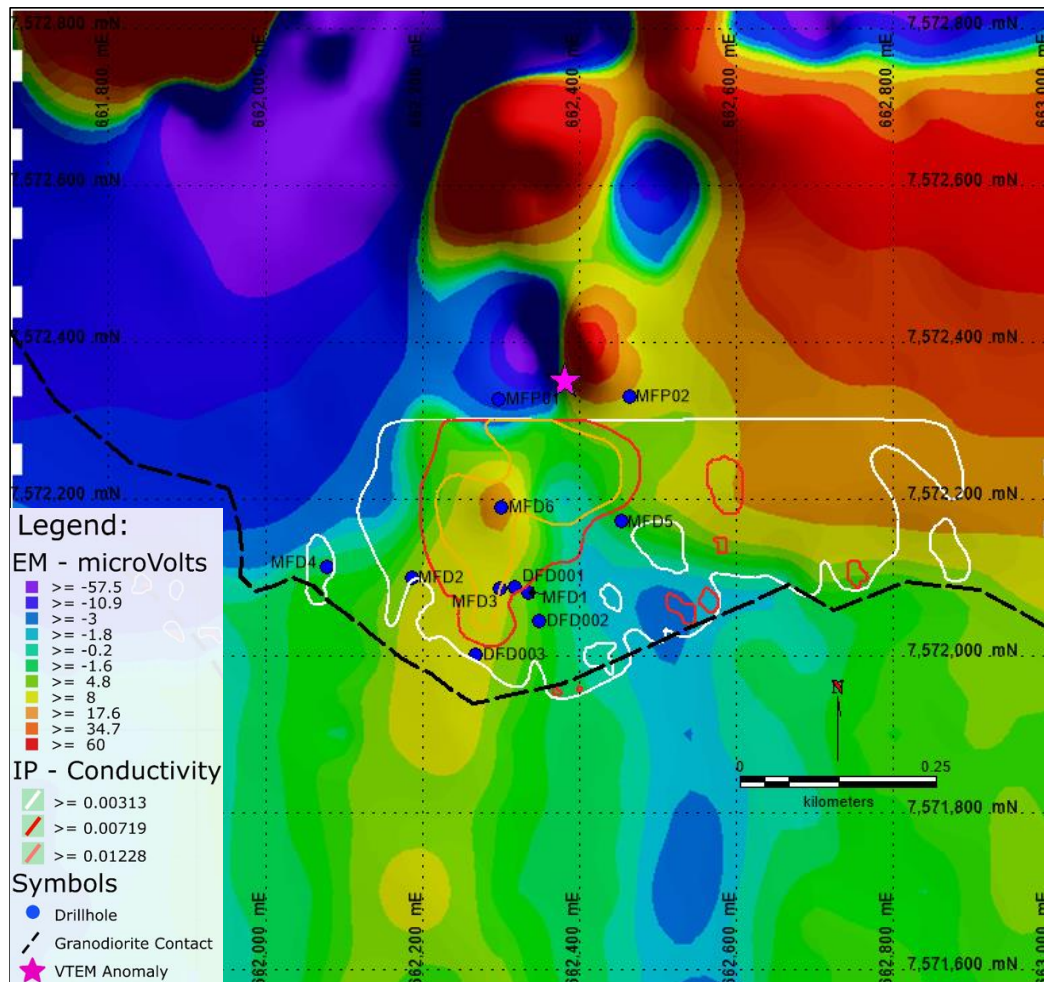
Source: (Duke Exploration Limited, 2020c). Note Pink and red areas have a strong IP response. Orange areas have a moderate IP response. Also note the EM plates denoted are modelled from regional VTEM data.

2.1.6.3 Ground EM survey

The results from the 3D IP survey at Mt Flora mapped a strong conductor at the northern end of the survey area at Mt Flora; near the location of an anomaly identified in the previously flown VTEM survey. To better constrain the location and geometry of this conductor, Duke completed a detailed ground fixed loop electromagnetic (FLEM) survey. The survey was designed to map massive sulphide mineralisation across the wider Mt Flora area. The copper, silver and gold grades at Mt Flora increase with the amount of massive sulphide and conductivity meaning the electromagnetic survey could help to target future drill targets.

The FLEM conductivity data has successfully mapped the known historic underground workings and copper drill intersections at Mt Flora as a mid-range conductivity anomaly. There are one to three higher conductivity anomalies mapped to the north along the strike of the known mineralisation (Figure 2.12). The first anomaly lies just north of the strongest IP response at the northern extent of that survey. It is directly adjacent but between the two vertical holes MFP01 and MFP02 that had limited copper anomalism up to 0.72% Cu. AMC considers the coincident IP, VTEM and ground EM anomaly to be a significant target worthy of drill testing. The ground to the north of this anomaly may be prospective depending on drill testing and further geophysical assessments.

Figure 2.12 Mt Flora ground EM image



Source: AMC derived from Duke data. Projection MGA Zone 55 (GDA94).

2.1.6.4 Drilling

Three diamond drill holes were completed in October 2019, for a total of 545 m to confirm the historic mining and exploration data at Mt Flora, provide a sample of the geology and geochemistry between as many of the mapped veins at Mt Flora as possible and intersect the bounding Bundarra tonalite contact at depth. The holes tested the veins from the surface to a vertical depth of 150 m and over a 100 m strike (compared to a mapped combined vein strike of 500 m and width of 250 m). Details of the drilling locations are included in Table 2.2 and Figure 2.13.

Table 2.2 Duke 2019 drill collar information

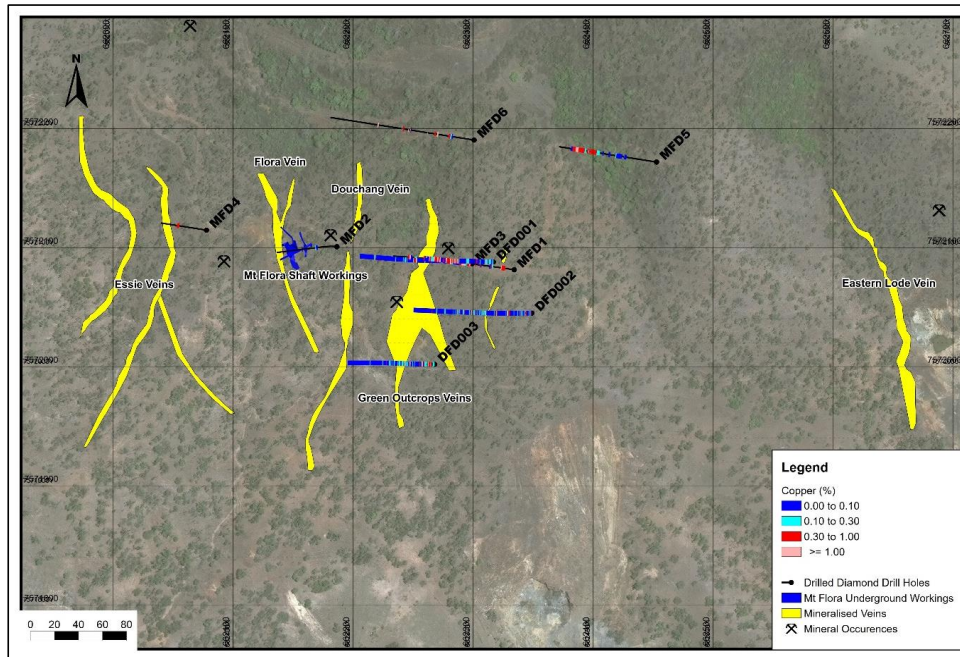
Hole Name	North (m)	East (m)	Reduced Level (m)	Dip	Azimuth	Total Depth (m)
DFD001	7572088	662317	306	-60	270	219.2
DFD002	7572045	662349	290	-60	270	189.5
DFD003	7572002	662268	269	-60	270	141.3

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Figure 2.13 Drillhole location plan in relation to mapped mineralised veins, historic diamond drill holes and underground mine at Mt Flora



Source: Duke

The composite assay results for the Duke 2019 diamond holes are included in Table 2.3. AMC notes that no external quality assurance samples were included in analytical testing.

Table 2.3 Significant intersections from DFD001, DFD002 and DFD003 based on a 0.3% Cu cut-off

Hole Name	From (m)	To (m)	Length (m)	Cu (%)	Ag (ppm)	Au (ppm)
DFD001	12.20	13.84	1.64	3.18	69.41	0.42
DFD001	27.00	29.00	2.00	0.49	9.10	0.01
DFD001	58.35	75.00	16.65	1.14	16.14	0.03
DFD001	85.20	86.50	1.30	1.46	27.04	0.03
DFD001	103.00	104.00	1.00	0.53	11.30	0.01
DFD001	112.00	113.10	1.10	1.46	17.00	0.03
DFD001	126.55	131.50	4.95	0.95	15.26	0.03
DFD001	143.00	144.20	1.20	1.96	49.64	0.03
DFD001	194.00	195.00	1.00	0.41	2.60	0.04
DFD002	1.00	2.10	1.10	0.38	0.80	0.02
DFD002	8.60	10.20	1.60	0.68	0.36	0.01
DFD002	18.00	19.00	1.00	0.45	4.70	0.03
DFD002	36.50	43.40	6.90	0.70	9.55	0.02
DFD002	58.90	60.35	1.45	0.77	11.13	0.04
DFD002	75.90	81.40	5.50	0.50	5.18	0.04
DFD002	95.85	100.35	4.50	1.30	14.14	0.08
DFD002	110.00	111.00	1.00	0.31	3.50	0.03
DFD002	120.00	121.00	1.00	0.37	3.10	0.03
DFD002	160.00	161.40	1.40	0.49	6.03	0.01
DFD003	4.40	11.90	7.50	0.38	5.91	0.00

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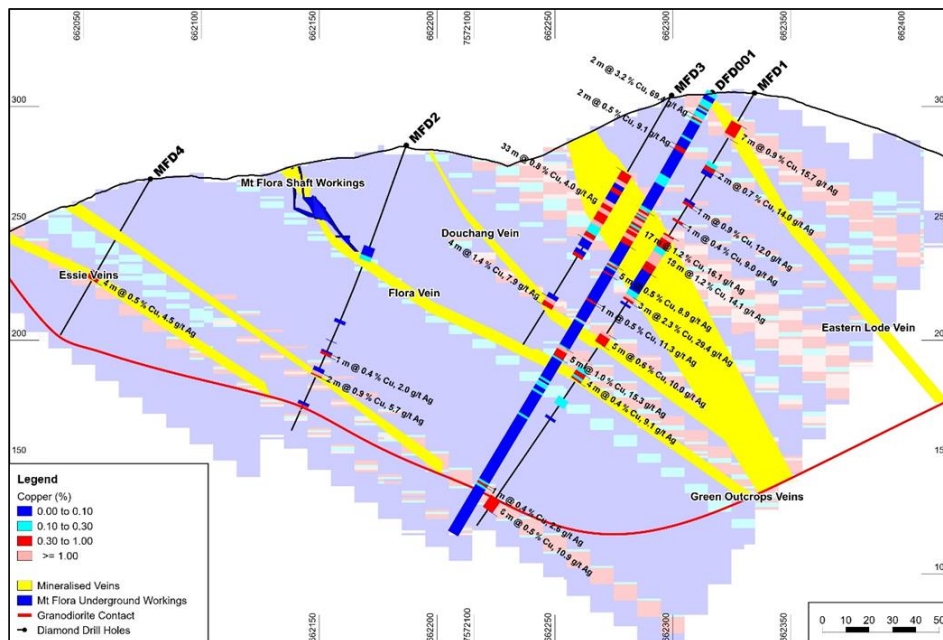
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Hole Name	From (m)	To (m)	Length (m)	Cu (%)	Ag (ppm)	Au (ppm)
DFD003	17.00	25.15	8.15	0.92	20.78	0.04
DFD003	42.00	43.00	1.00	0.54	5.60	0.05
DFD003	51.00	52.00	1.00	0.50	9.10	0.01
DFD003	79.00	80.35	1.35	0.36	9.33	0.01

Note: Using Cu>0.3 and a minimum intersection of 1.0 m and including up to 4 m of mineralised waste

The drilling intersected vein, sheeted vein and breccia mineralisation containing chalcopyrite, with thickness and grade confirming previous interpretations and drilling results. The copper mineralisation intersected in the holes corresponds to the mapped location of the Green Outcrops, Douchang, Mt Flora and Essie veins (Figure 2.14). The veins are hosted within highly altered hornfelsed siltstone.

Figure 2.14 Cross section of drillhole DFD001 in relation to historic drilling and Mt Flora workings and interpreted vein orientations



Source: Duke

The grade distribution in the drilling suggests that the copper veins are 0.5 m to 2.5 m thick and pinch and swell along strike and down dip. The three holes all contain a wide halo of lower grade copper as thin sheeted veins around the massive chalcopyrite veins (Figure 2.15). The thin sheeted vein sets do not appear to have been sampled in previous drilling. The larger veins appear in section to show trend continuity between the historic workings, historic drilling and recent drilling suggesting that whilst the thickness may vary locally the structure hosting the vein is quite continuous. The alteration haloes around with veins within the hornfelsed siltstone is distinctive.

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Figure 2.15 Photograph of chalcopyrite rich veins in DFD001

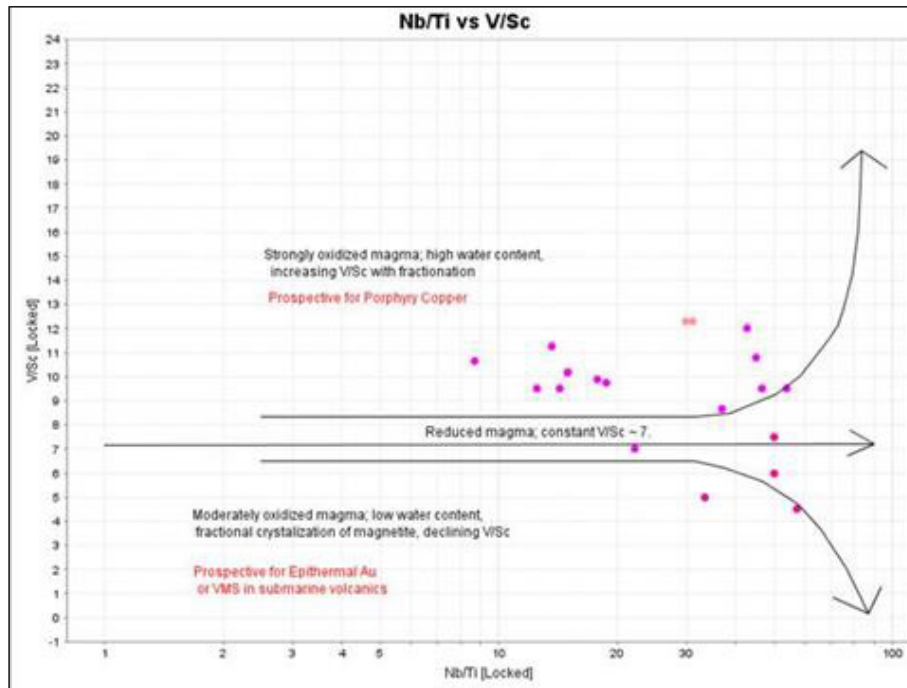


Source: Duke

The geochemistry of the main intrusive rocks intersected in recent diamond drilling by Duke are plotted on geochemical prospectivity potential diagrams that compare some element ratios of the Bundarra Pluton complex with porphyry deposits of South and North America (Figure 2.16 and Figure 2.17). This technique uses the elements that differentiate in magmas as they crystallise to determine if the source magma has undergone differentiation.

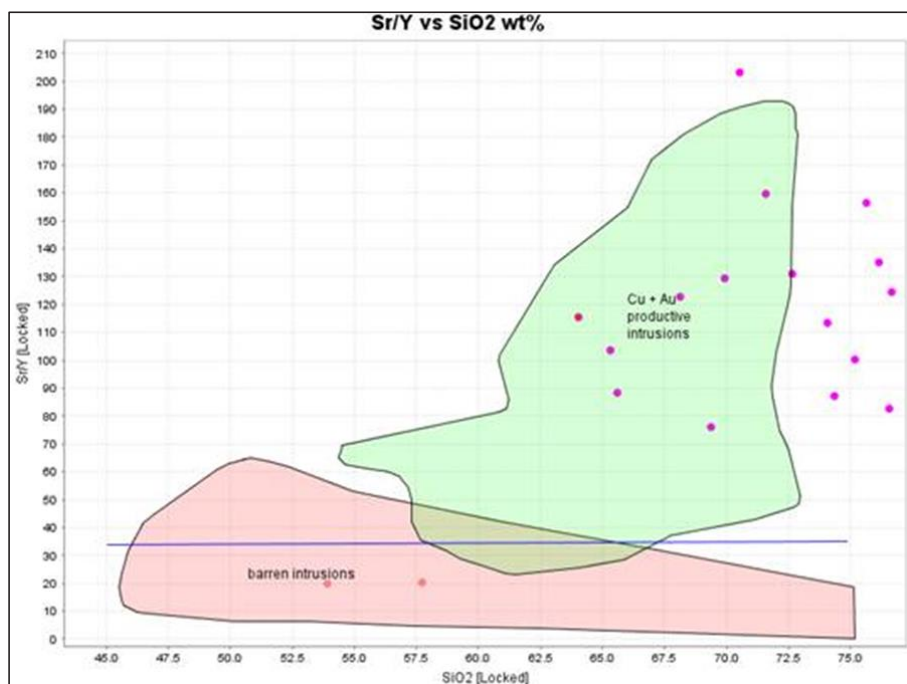
The geochemistry of source intrusive rocks at Bundarra sit in the prospective fields for porphyry copper deposits of the Andes. All geochemical plots give the same trends and the alteration plots suggest classic porphyry style alteration at Mt Flora. This provides additional geological confidence in the regional potential for the discovery of new porphyry mineral systems.

Figure 2.16 Nb/Ti vs V/Sc porphyry geochemistry prospectivity map with Bundarra samples



Source: Duke

Figure 2.17 Sr/Y vs SiO₂ porphyry geochemistry prospectivity map with Bundarra samples



Source: Duke

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2.1.6.5 Metallurgical testwork

Historic metallurgical testwork by Endeavour Oil Company N.L. (Archbolt, 1975) and Chesterfield Mining & Exploration Pty Ltd (Chesterfield Mining & Exploration Pty Ltd, 1983) are described in Section 2.1.4. Results showed that +90% copper recoveries from flotation of the chalcopryite sulphide materials were achievable.

A study by Core Metallurgy Pty Ltd (Core Metallurgy Pty Ltd, 2019) on the processing options and potential operating and capital costs for a mine at Mt Flora has been completed. The scoping test work to assess metallurgical processing options was completed by Core in May and June 2019 and these data were used to constrain the review. The scoping test work considered both leaching and flotation as means of copper recovery for various mineralogical domain samples but did not seek to fully optimise processing conditions and only assess the amenability of the samples to these processes.

Four samples were received, prepared, characterised, and tested. Three samples were collected from old shaft surface dumps at the Mt Flora deposit and were nominally classified as having oxide, transition, and sulphide mineralisation: MF1, MF2 and MF3 respectively. A single sample was collected from surface working dumps at the Quorn deposit (QN1) nominally classified as oxide mineralisation. Scoping testwork determined that:

- Oxide sample MF1 contained 3.56% copper and 138 ppm cobalt with malachite (2.97%) as the predominant copper mineral. The sample was very amenable to acid leaching, achieving 93.8% copper extraction and 66.8% cobalt extraction, with moderate to high acid consumption.
- Transition sample MF2 contained 3.33% copper and 72 ppm cobalt with chalcopryite (3.38%) as the predominant copper mineral. The sample was moderately amenable to acid leaching, achieving 60.7% copper extraction and 46.6% cobalt extraction, recovering all the oxide copper mineralisation identified by sequential copper analysis. The sample was more amenable to ferric leaching than acid leaching, achieving 64.8% copper extraction and 64.1% cobalt extraction, with moderate to high acid consumption.
- Transition sample MF2 was moderately amenable to flotation under the conditions tested, achieving 41% copper recovery to a concentrate grading 11.27% copper and 17.7% cobalt recovery at 130 ppm cobalt. This accounted for all the sulphide copper mineralisation identified by sequential copper analysis.
- Sulphide sample MF3 contained 3.96% copper and 59 ppm cobalt with chalcopryite (11.23%) as the predominant copper mineral. The sample was not amenable to acid leaching as expected, achieving a mere 3.1% copper extraction and 14.7% cobalt extraction. The sample was more amenable to ferric leaching than acid leaching, achieving 2.4% copper extraction and 46.3% cobalt extraction, with moderate to high acid consumption.
- Sulphide sample MF3 was most amenable to flotation, achieving 97.8% copper recovery to a concentrate grading 21.99% copper and 38.7% cobalt recovery at 160 ppm cobalt. This accounted for all the sulphide copper mineralisation identified by sequential copper analysis.
- Oxide sample QN1 contained 1.49% copper and 10 ppm cobalt with malachite (2.44%) as the predominant copper mineral. The sample was very amenable to acid leaching, achieving 94.9% copper extraction and 77.4% cobalt extraction, with low acid consumption.
- Gold was below detection limit for three of the four samples and where it was present, there was only 0.05 g/t in the sulphide (MF3) sample.

2.1.7 Exploration Target

The Bundarra Project has an Exploration Target³ statement estimated for the significant prospects in the Bundarra area based on the recent drilling at Mt Flora, and from recorded historic exploration (underground workings, mapping and drilling). The potential quantity and grade are conceptual in nature, there has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

The inputs to the Exploration Target for five prospects in the Bundarra Project are shown in Table 2.4. The Exploration Target tonnes and grade ranges are shown in Table 2.5.

The Mt Flora Exploration Target is based on historic mining, surface outcrop mapping, diamond drilling, 3D IP and EM results. The historic mining, mapping and drilling (12 holes) has shown vein sets with sufficient continuity of strike, dip, thickness and grade to support the definition of an Exploration Target. The results from the 3D IP and EM has shown the extension potential of 500 m to the north and up to 400 m down dip. Individual veins with massive sulphide intercepts are recognised to have variable width, however the larger vein set alteration haloes support a wider but lower grade potential. The Exploration Target uses the range of strike, thickness and plunge extents to estimate the tonnage and grade ranges stated.

The Mt Flora East Exploration Target utilises historic mining, trenching and surface outcrop mapping, and surface sampling results. The historic mining and mapping have shown a consistently oriented vein that cross-cuts the granodiorite contact in a north-westerly direction. The surface sampling and mapping show sufficient thickness and grade to support an Exploration Target. The results from the 3D IP and EM has shown evidence of structural dislocations trending in the same direction as the vein. A small tonnage based on current evidence is supported.

Isens Prospect lies on the southern rim of the intrusion and has multiple historic workings with recorded copper production. The Exploration Target is supported by historic mining, mapping, soil geochemistry, and regional EM anomalies. The mineralisation underground at Isens consists of a 3 m to 4.5 m wide fractured zone with stringers of massive sulphide and a 1 m wide massive sulphide ore vein in the centre. A conservative strike length is included, and grades are based on underground sampling. Dip extent at this stage is limited by the granodiorite contact dipping in under the area.

Quorn Prospect lies on the western rim of the intrusion. The Exploration Target is supported by mapping, trenching, soil geochemistry, drilling and regional EM anomalies. The Quorn mineralisation consists of a 45 m wide malachite bearing breccia zone with porphyry and slate clasts. A 100 m long pit face exposes breccia intruded by quartz – potassium feldspar porphyry dykes. Costean C20 recorded 22 m at 0.57% Cu with the highest value over a 2 m interval of 1.5% Cu (Elliot Exploration, 1987). Drilling includes ten holes with Table 2.1 showing the significant intercepts. The mapping and drilling data suggests this is a high priority target for low grade copper and gold breccia mineralisation.

Mt Rogers in the southern part of the project has sulphide veins tested by historic mining, trenching and sampling within the intrusives. Mineralisation occurs as a 1 m wide vein containing magnetite and pyrrhotite with about 5% chalcopyrite. Elliot Exploration (1987) described the mineralised zone as a brecciated zone which varies in width from 6-12 m. The vein was tested by a single drillhole with low grade copper and gold present at 150 m downhole. Mapping extends a strike length up to 100 m.

³ As defined by the JORC Code
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Table 2.4 Inputs to Bundarra Exploration Target

Prospect	Geometry	Width (m)		Length (m)		Depth (m)		Density (g/cm ³)	
		Min	Max	Min	Max	Min	Max	Min	Max
Mt Flora Mine	7 Lodes	1	5	300	600	200	400	2.7	2.9
Mt Flora E Lode	1 Lode	0.9	1.5	200	350	50	200	2.7	2.9
Isens	1 Lode	1.5	5	100	200	100	140	2.7	2.9
Quorn	Sub vertical pipe	25	50	150	300	100	200	2.7	2.9
Mt Rogers	1 Lode	1	2	50	100	100	200	2.7	2.9

The assessments of tonnes are based on an examination of the ranges of results based on the number of lodes, the minimum and maximum ranges for widths, lengths, depths and density. The tonnages are not calculations, but rounded estimates based on the spread of realisations depending on the application of the ranges as specified as a note to Table 2.5. The Exploration Target range estimates do not multiply all the minimums or all the maximums to establish the tonnes range as that range is larger than likely in the opinion of the Competent Person.

The grade ranges are based minimum and maximum grades seen in the mineralisation intervals (adjusted to potentially achievable mining widths using open pit methods).

Table 2.5 Bundarra Exploration Target

Prospect	Tonnes		Grade Ranges			
	Minimum	Maximum	Cu %	Ag g/t	Au g/t	
Mt Flora Mine	5,500,000	12,000,000	0.5 to 0.8	5 to 15	0.1 to 0.1	
Mt Flora E Lode	40,000	80,000	0.8 to 2.6	20 to 30	0.1 to 0.2	
Isens	140,000	300,000	1.4 to 4.5	30 to 60	0.1 to 0.2	
Quorn	2,000,000	4,300,000	0.3 to 0.6	10 to 15	0.2 to 0.3	
Mt Rogers	30,000	60,000	0.7 to 2.4	8 to 12	0.2 to 0.5	
Total	8,000,000	17,000,000	0.5 to 0.8	0.5 to 60	0.1 to 0.5	

Note: The minimum tonnes in this table are estimated from the number of lodes * max width * min length * min depth * min density. The maximum tonnes in this table are estimated from the number of lodes * max width * max length * max depth * max density. The estimate is then rounded appropriately.

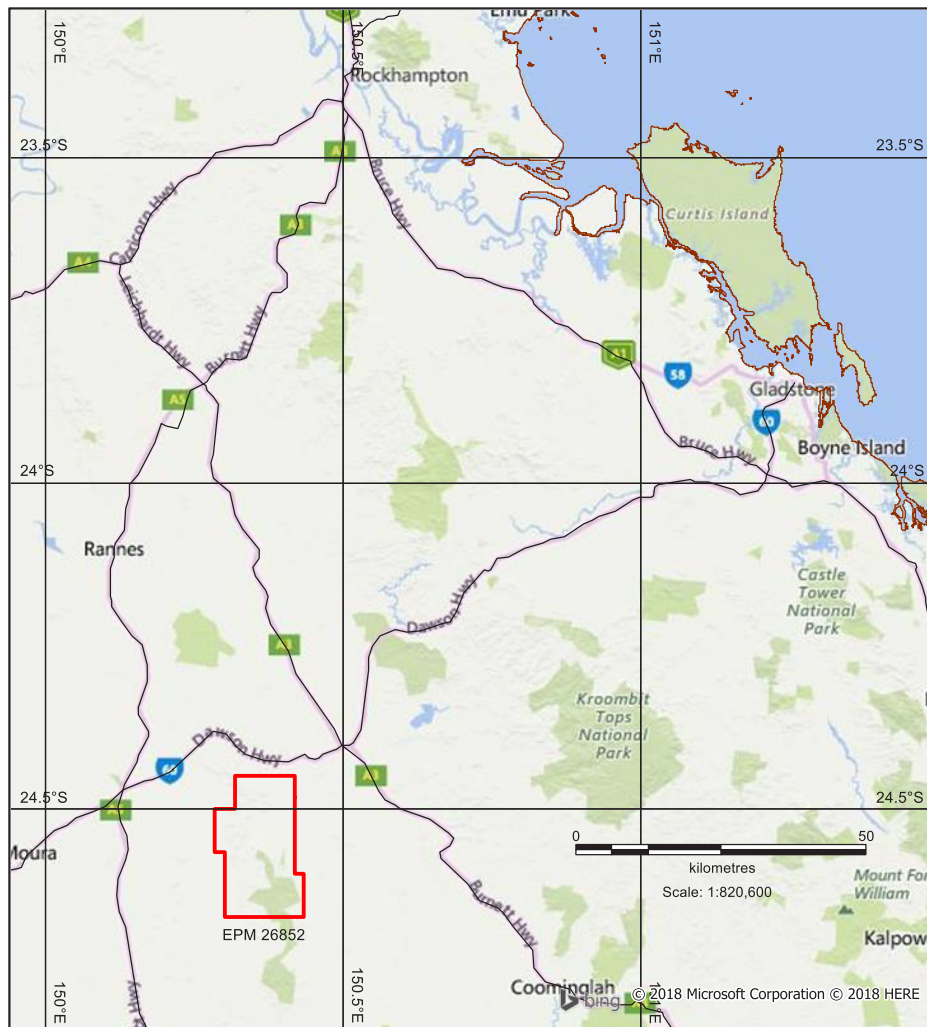
The planned work programmes to examine and advance the Exploration Targets are included in Section 4.

2.2 Prairie Creek Project

2.2.1 Project description

Prairie Creek Project (EPM 26852) is located 120 km southwest of Gladstone and 25 km southwest of Biloela, in central Queensland (Figure 2.18). The area is pastoral land and forest, used predominantly for cattle grazing, and is accessed by secondary bitumen roads and station tracks.

Figure 2.18 Location of Prairie Creek project, QLD



Source: AMC. Projection Lat/Long

2.2.2 Regional and local geology

The geological units within the application area are part of the Permian-Carboniferous Auburn Arch surrounded by early Bowen Basin extensional rift zone and later sag phase, sedimentary Permian sequences, which have been termed the Gogango Overfolded Zone (Figure 2.19).

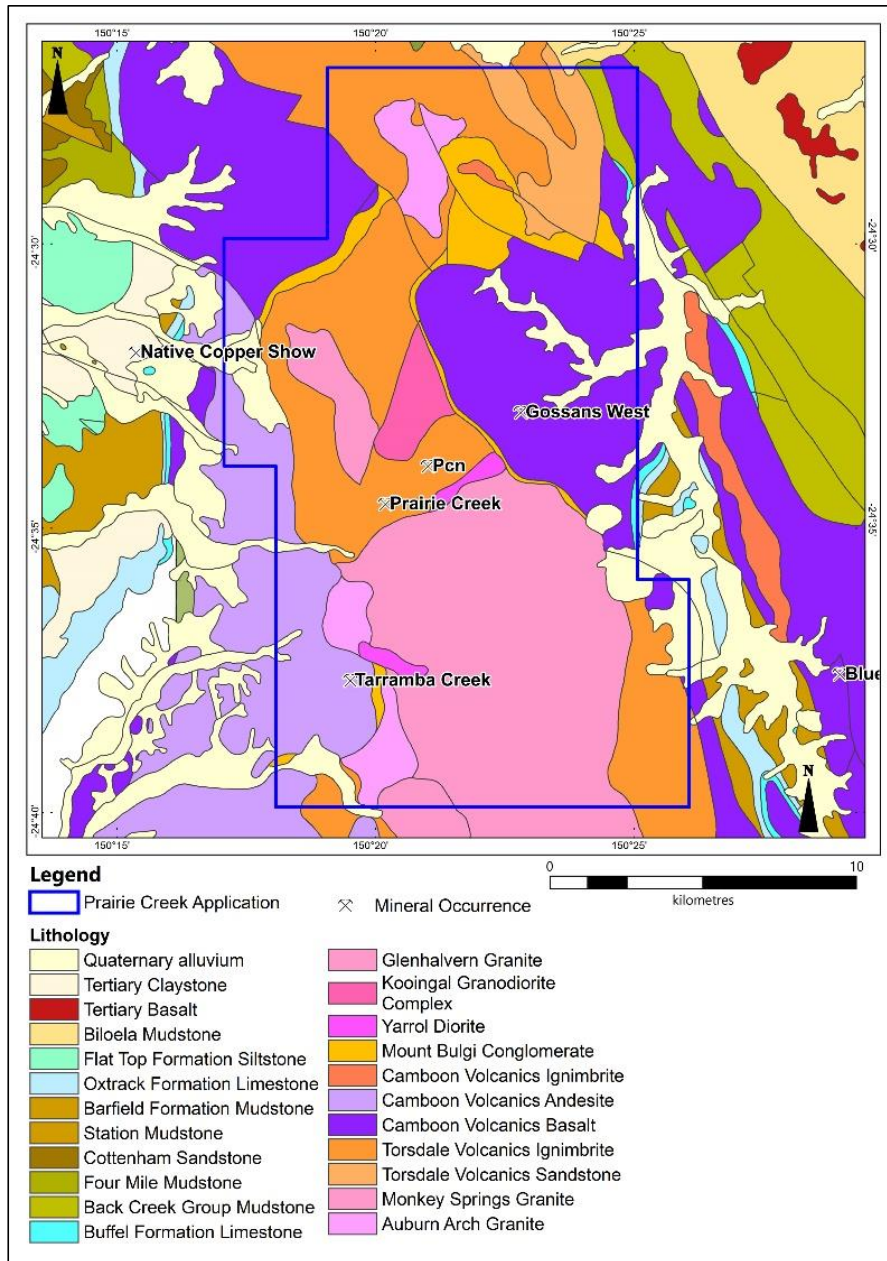
The Auburn Arch forms resistant hills of the Banana Range mainly due to the silicic nature of the dacitic and rhyolitic Torsdale Volcanics, which form a broad, faulted anticlinal structure.

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Figure 2.19 Prairie Creek project geology



Source: Duke, 2018. Projection Lat/Long

The Glenhalvern Granite intrudes the Torsdale Volcanics occupying the axial portion of the structure. The arch is flanked by Camboon Volcanics, which form subdued topography. The unit progresses easterly from terrestrial to marine and is made up of a sequence of andesitic and basaltic lavas, agglomerates and tuffs, with minor trachyte, sandstone, mudstone, siltstone and volcanic conglomerate. On the western flank, the Camboon Volcanics unconformably overlie the Torsdale Volcanics. The eastern flank contact of the Camboon Volcanics is not clearly defined in most areas, although a significant topographic change suggests faulting. Major faults trend

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northwest to north-northwest through the project area. Northeast trending cross faults are also evident in the area, particularly near the Prairie Creek prospect.

Gold and copper mineralisation in the area has been found by modern exploration methods, principally stream sediment, soil sampling and geological mapping.

2.2.3 Mineralisation and previous exploration

There is no known historic mining activity in the project area, but exploration activity has occurred since the 1970s. Only three companies, ActivEX Limited (ActivEX), ACM Gold Ltd and CRAE Exploration Pty Ltd completed drilling. Four key prospects were identified by previous explorers at Gossans West (weak copper, gold and arsenic); Tarramba Creek (copper and gold); and Prairie Creek (gold). Alteration zones have also been identified in two locations on the Banana Range – pyritic rhyolite (north of Tarramba Creek) and altered granite (east of Tarramba Creek). Details are summarised in Table 2.6.

Table 2.6 Summary of historic exploration activity

Company	Tenement	Year	Area	Program
Noranda; CRAE; Kennecott; AO Australia	A to P 748M, A to P 1148M, A to P 1320M	1971-1974	Regional, targeting copper, Tarramba Creek, Drumburle, Mt Tam, Glenhalvern	Mapping, stream sampling and rock chip sampling
Newmont; CRAE; CSR	A to P 4299M/ A to P 4300M	1986	Regional, targeting gold, Mountain View, Torsdale and Tarramba Creek	Mapping, stream (BCL) and rock chip sampling, XRD
Burmine	A to P 5360M	1988	Gossans West	Detailed rock chip sampling
ACM	EPM 5762	1989-1990	Tarramba Creek, Gossans West, Prairie Creek	Aeromagnetics, mapping, BCL stream sampling, petrology, XRD, diamond drilling
CRAE	EPM 8972	1992-1996	Prairie Creek, Gossans West	Soil and rock chip sampling, mapping, petrology, preliminary metallurgy, drilling, aeromagnetics and radiometrics
ActivEx Limited	EPM 14121	2006-2017	Prospect (Prairie) Creek	Review of prospective areas and identifying priorities and exploration strategies; Compilation and assessment of the large amount of exploration data available for the project area; Field activities involving reconnaissance geological traversing, with limited rock chip sampling, incorporating familiarisation of known prospects; Geological mapping and sampling of the known prospect areas; Soil sampling (2,869 samples) over both the Prairie Creek and Gossans West prospect areas, particularly utilising low element detection methodology and portable XRF techniques; Drilling of initial targets areas (Prairie Creek and Gossans West); Interpretation and modelling of geochemical data; An honours thesis by University of Queensland student Rhys Lennings was completed in 2010 with the assistance of ActivEX Limited

Significant drill intersections from drilling at the Prairie Creek prospects are summarised in Table 2.7.

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Table 2.7 Significant drill intersections - Prairie Creek prospect

Drill Hole ID	From (m)	To (m)	Interval (m)	Gold (ppm Au)
RC93GW3	0.0	16.0	16.0	1.35
RC93GW4	0.0	18.0	18.0	1.75
RC93GW5	0.0	52.0	52.0	2.11
0 - 52 m inclusive of	6.0	12.0	6.0	6.55
	42.0	52.0	10.0	3.20
RC93GW7	52.0	60.0	8.0	2.05
RC93GW8(abd)	0.0	4.0	4.0	1.29
DD93GW9	2.9	3.8	0.9	2.05
	31.7	34.0	2.3	1.02
	42.0	55.3	13.3	2.78

Source: (Marinelli, 1994)

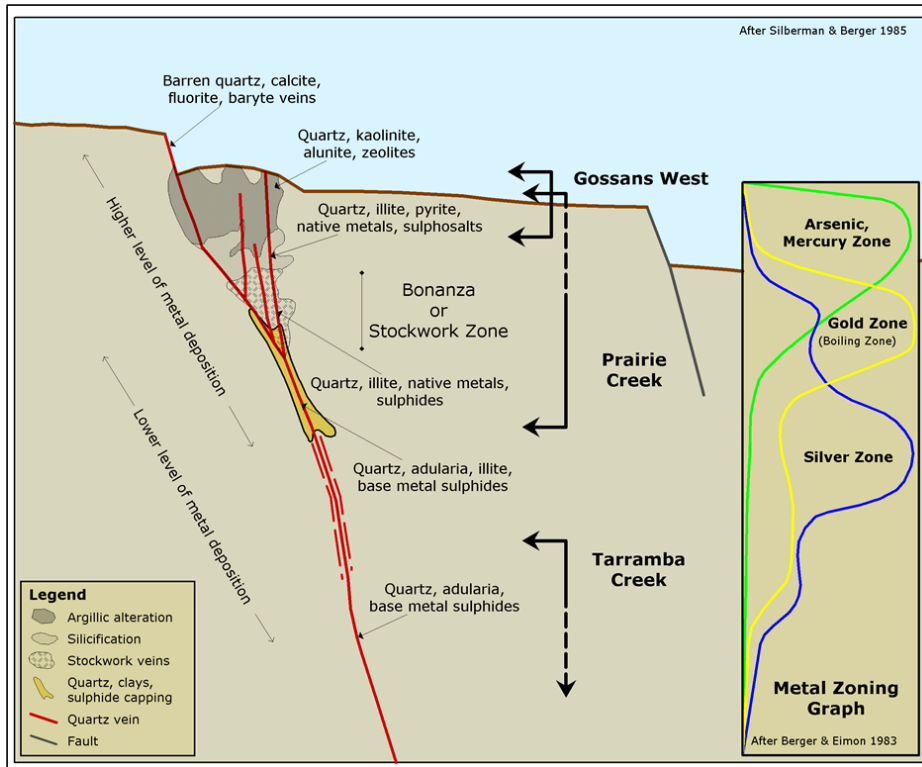
ActivEx completed two drill holes at Prairie Creek that were considered disappointing and did not explain a targeted 5.3 g/t Au rock chip sample at the surface. Drilling at Gossans West showed some potential for gold, but with limited strike extent to date. Anomalous molybdenum values from both drilling and previous soil geochemistry at Cockatoo Ridge and Oasis Ridge suggest potential for a deeper Cu – Mo porphyry system. Advanced argillic alteration zones can also be derived by the degassing of intrusions at depth so may point towards buried porphyries.

2.2.4 Prospectivity analysis and discovery potential

The Prairie Creek project is prospective for porphyry Cu – Au - Mo and epithermal Au targets. Past exploration highlighted gold in drilling at Prairie Creek prospect (e.g. 52 m at 2.11 g/t Au in drillhole RC93GW5 from surface), anomalous gold in soil anomalies and outcropping epithermal veins some that remain untested by drilling. The zone of known veining is over 85 m wide with a strike of over 450 m in the drilled area. The extent and continuity outside of this drilling has not been tested to date.

Potential for porphyry or epithermal mineralisation associated with extensive areas of alteration at the Gossans West prospect has been noted. The prospect lacks recent geophysical data that could potentially be used to target future drilling.

Figure 2.20 Simplified mineralisation model showing interpreted position of prospects by previous explorers



Source: ActivEX Limited, 2006

2.3 Red Hill Project

2.3.1 Project description

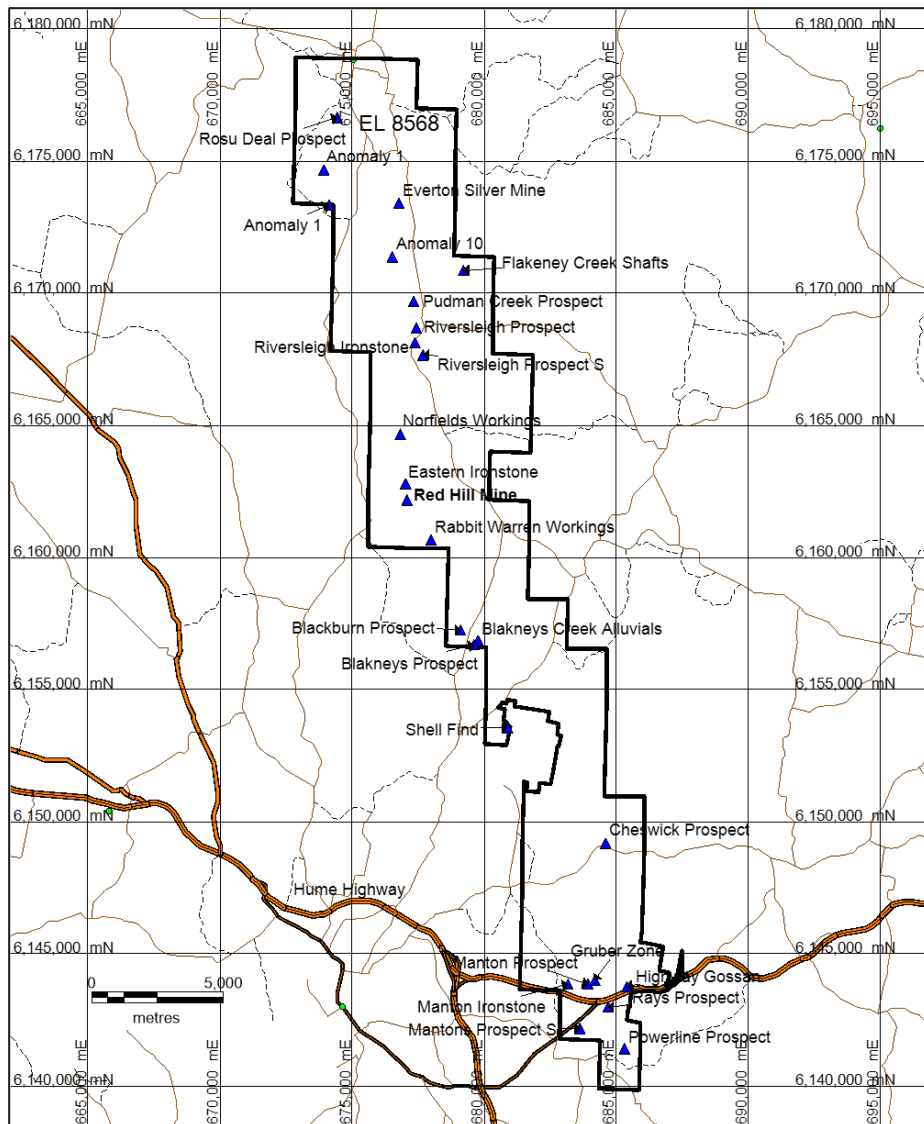
The Red Hill Project (EL 8568) is centred approximately 70 km north north-west of Canberra, north and east of Yass (Figure 2.21). The tenement covers an area of approximately 180 km² and has good access by sealed roads. The Red Hill Project covers an area of the Lachlan Fold Belt, a geological province that hosts a range of mineralisation styles and significant world class ore bodies (e.g. Cadia, Cowal and Northparkes).

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Figure 2.21 Red Hill Project (E5869) location and prospects, NSW



Source: AMC. Projection MGA Z55 GDA94

The Red Hill Project area contains multiple mineralisation sites and prospects described as skarn, epithermal and volcanogenic massive sulphide (VMS) mineralisation. Regional geophysical surveys map circular bodies that may be caused by porphyries not exposed at the surface (Figure 2.22).

2.3.2 Regional and local geology

The Red Hill project area in NSW is located in a portion of the Goulburn 1:250,000 Geological Series Sheet SI/55-12 (1974) and the Yass 1:100,000 Geological Series Sheet 8628 (2013).

The Red Hill project area is situated within the central portion of the Eastern Lachlan Fold Belt, referred to as the Canberra-Buchan Zone, a lithostratigraphic terrane defined by Glen (1992). Within the Canberra-Buchan Zone, two litho-tectonic associations are recognised, the Cowra

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Trough to the north and the Canberra-Yass Shelf to the south (Glen, 1992). The Red Hill area represents part of the northern section of the Canberra-Yass Shelf. The Eastern belt is bounded to the west by the Gilmore Suture (Gilmore Fault - Indi Fault).

The tenement and surrounding area consist of lithologies ranging in age from Late Ordovician to Middle-Late Silurian. These are intruded by the Early Devonian Rye Park Granite.

Elephant Mines Pty Ltd (Hughes & Baglin, 2015) described the principal lithologies in the tenement area as representatives of the upper part of the Middle-Late Silurian, post Benambran Douro Group. The area is dominated by the Hawkins Volcanics member of the Douro Group. This formation consists of successions of fine to coarse grained, generally crystal rich, rhyolitic to dacitic ignimbrites and lavas and minor andesite, locally intruded within the volcanic pile and elsewhere by minor, coeval, coarsely porphyritic dacite and granodiorite dykes (e.g. Larson's Find/Shell Find). These rocks have been interpreted to be deposited in a shallow marine to terrestrial environment under an extensional tectonic regime as part of a silicic magmatic province that was widespread in the LFB at this time (Cas, 1983). Episodes of volcanic quiescence and marine transgression and regression within the overall sequence are evidenced by various interbedded volcanoclastic rocks and fossiliferous limestone (Bango Limestone Member). Volcanoclastic units include variably altered, volcanic derived and tuffaceous shales, siltstones and sandstones.

The area covers a north-north-westerly trending belt, generally prominent on regional aeromagnetics as a chain of medium level magnetic features. This belt is frequently sheared, locally discontinuous, variably silicified, altered and gossanous and extends through the length of the licence. The belt is generally enclosed by crystal rich volcanics and comprises fossiliferous limestone, tuffaceous limestone, other calcareous sediments and minor jaspilite. Local discontinuities within this unit are explained by extensive strike slip faulting and along strike facies changes. Mineralisation is associated with the Bango Limestone at Red Hill and on Blackburn Station in the south.

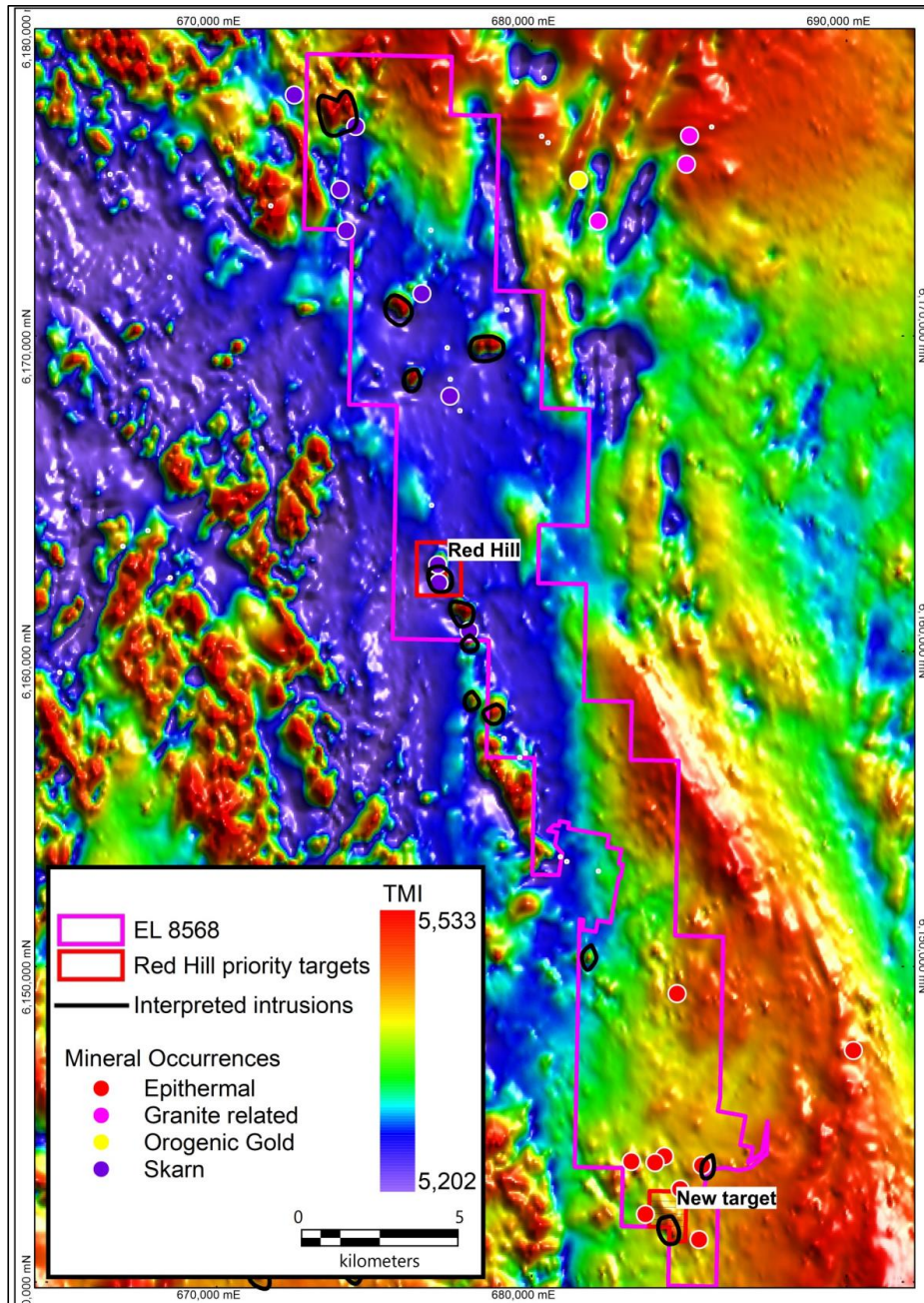
At the end of the Silurian and into the Early Devonian, the Douro Group rocks were subjected to compressional deformation by the Bowring Orogeny. This is evident in the licence area as faulting and open folding with north-south trending fold axes variably developed in Douro Group lithologies. The Ordovician-Silurian contact and rheologically contrasting lithological contacts between calcareous and volcanic units within the Hawkins Volcanics was locally sheared and faulted at this time.

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Figure 2.22 Red Hill interpreted intrusions and mineral occurrences on a TMI magnetic image



Source: Duke, 2018. Projection MGA Z55 GDA94

The Rye Park Granite intrudes the Silurian stratigraphy as several small bodies in the licence area near Rye Park. This granite is a locally greisenous, fractionated, coarse grained, muscovite-biotite granite associated with tin, tungsten and base metal mineralisation hosted in surrounding Ordovician and Silurian rocks in the northern licence area (Felton, 1977) & (Cramsie, Pogson, & Baker, 1978). Intrusion of the granite has produced contact metamorphic effects in the adjacent Douro Group with development of actinolite and epidote in tuffaceous rocks and pyroxene

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(garnet) hornfels in calcareous beds (Felton, 1977). The granite is relatively undeformed suggestive of Early Devonian, post or late tectonic emplacement related to late stage intrusion of the Wyangala Batholith, the main phases of which are located further north.

2.3.3 Mineralisation and previous exploration

Since the mid-1960s the project area has been the subject of exploration by several companies. The Red Hill mine was first worked from 1881-1889 for gold and copper. No systematic exploration targeting large scale porphyry systems has been conducted. The following table summarises the history of some relevant exploration for the Red Hill area (Table 2.8) based on public file reports available on the New South Wales Department of Planning and Environment, Resources and Geoscience – Digital Imaging of Geological System (DIGS) website (<https://search.geoscience.nsw.gov.au/>).

Table 2.8 Red Hill exploration summary

Year	Tenure Number	Owner	Description	NSW DIGS Report No.
1966-1967	A to E 3096	Atlas Explorations (Australia) Ltd	Completed ground magnetic, IP and seismic surveys over two areas of gossanous outcrops referred to as the Southern Area and the Northern Area. Rock chip sampling of siliceous and vein quartz dump material collected at the site assayed up to 6.60% Cu and approximately 1.5 g/t Au. Six diamond drill holes (DDH-1 to DDH-6) completed at Red Hill. A best result of 19.5 m @ 0.73% Cu (132.9-152.4 m) including 1.5m @ 2.15% Cu (135.6-137.1 m) from DDH-4 in magnetic-talc rock apparently drilling down dip.	GS1967/141 and GS1971/379
1968-1969	A to E 8948	Noranda Australia Ltd	Noranda carried out detailed geological mapping at the Red Hill Mine and immediate area (Red Hill Copper Prospect) followed by the drilling of 19 percussion drill holes for a total of 1,092.7m. Best result from the main mineralised zone intersected in magnetite-talc rock was 3.7 m @ 0.95% Cu (139.3-143.0 m) from RD-6. A structural interpretation concluded that the main mineralised zone was hosted in an irregularly shaped lens of magnetite-talc rock, disrupted by faulting into three distinct blocks.	GS1971/379
1980-1984	EL 1350	Shell Company of Australia	Shell carried out regional geological mapping, airborne magnetics/radiometrics survey and an airborne DIGHEM survey. This was followed-up by orientation stream sediment and soil geochemistry over the Red Hill deposit. From the geophysical and geological work, a magnetically intense ridge containing discrete bullseye and ovoid highs was delineated broadly corresponding to the mapped prospective, volcano-sedimentary horizon. Anomalies were tested with soil sampling followed up by RAB drilling (691 drill holes for 3,764 m). End of drill hole sampling resulted in follow-up at the Rabbit Warren anomaly where bedrock samples recorded values up to 100 ppm Cu, 1100 ppm Pb, 4800 ppm Zn and 0.10 ppm Au, the Andesite anomaly with values up to 450 ppm Pb and 3200 ppm Zn, and the Blackburn ironstones which returned assays to 350 ppm Cu, 850 ppm Pb and 900 ppm Zn. Follow-up with three percussion drill holes for 312 m and two diamond drillholes for a total of 323.3 m was completed. No significant assays were returned.	GS1980/409 GS1981/581 GS1982/480 GS1983/187 GS1984/217
1982-1984	PL806 PL843	CRA Exploration Pty Ltd	At Red Hill Mine area completed geological mapping at 1:5000 scale, petrographic studies, rock chip sampling, auger soil sampling, ground magnetics, SIROTEM and EM 37 surveys and percussion drilling and re-sampling of previous core drilling. Eleven percussion drill holes for a total of 652 m were drilled. These drill holes were targeted on the lead-zinc anomalous, arcuate gossan trend north of the Red Hill Mine (referred to by CRA as the eastern ironstone). Results from the drilling were considered disappointing with the best intersection being from drill hole 82RH6 recording 50 m @ 0.78% Pb and 0.11% Zn (10-60 m) including 4 m @ 3.55% Pb, 0.31% Zn and 4 ppm Ag (14-18 m).	GS1984/216
1992	EL4218	Newcrest Mining Ltd	Limited regional traversing and rock chip sampling for gold and base metal occurrences.	GS1992/347

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Year	Tenure Number	Owner	Description	NSW DIGS Report No.
1996-1998	EL5142	Michelago Resources NL	Reviewed, rock chip samples, soil sampling a zone associated with the Red Hill workings and to the south of a significant magnetic anomaly. Maximum values of 0.15 g/tAu, 1610 ppmCu, 821 ppm Pb and 1580 ppm Zn were reported	GS1999/193
2005-2007	EL6382	Broken Hill Cobalt Limited	Previous work compilation	GS2009/0038
2007-2009	EL6896	Southern Gold Ltd	Previous work compilation reprocessing magnetics	GS2009/1049
2009-2011	EL7427	Oakland Resources Pty Ltd	Rock chip and soil sampling	GS2012/0792
2008-2015	EL6873	Elephant Mines Pty Limited/ WCB Resources Limited	2010 – 900 soil samples. 2011 IP survey. 1 diamond drill hole (WRH001). 2015 1 diamond drillhole (WRH002 to 249 m) no significant results.	GS2016/0135

Source: All reports available on <https://search.geoscience.nsw.gov.au/>

Hughes & Baglin (2015) stated there are principally three styles of mineralisation known within the Red Hill project area. These are:

1. Copper-lead-zinc (gold-silver) mineralisation associated with discrete veins hosted within sheared and/or fractured Middle Silurian Hawkins Volcanics.
2. Copper-magnetite-lead-zinc (gold-silver) mineralisation associated with fault zones and essentially stratabound within limestone units in Middle Silurian Hawkins Volcanics. The main deposit of this type is the Red Hill Mine. Poorly documented base metal mineralisation noted from Blackburn, Rabbit Warren and Red Hill South (Burkes Find) prospects is similar and is considered as hosted in highly prospective, stratigraphically equivalent limestone and calcareous sediments.
3. Quartz veins with minor gold associated with faults.

These styles of mineralisation are interpreted to be sourced from Early Devonian fractionated intrusions genetically related to the major outcropping phases of the Wyangala Batholith. It is thought that mineralising fluids have emanated from these bodies and permeated the fracture zones in the metasediments with some of the intrusive bodies possibly underlying the deposits at shallow depth.

Placer gold has been documented from Blakney Creek, but the source for this is not resolved.

Copper rich mineralisation at the Red Hill Mine is contained within structurally complex, variably silicified, magnetite-chlorite-talc-pyrite bodies containing disseminated chalcopyrite. Mineralisation is structurally controlled and/or modified by regionally extensive strike slip faulting and is essentially stratabound within limestones and dolomites of the Red Hill Limestone.

Surface expression of base metal sulphides at depth is manifest as rubbly outcrops of gossanous ironstone capping, probably mostly over limestone and calcareous sediments that extend firstly northwards for approximately 200 m beyond the Red Hill Mine area then a second belt is found displaced northeast of the mine in a partly en-echelon, locally arcuate, overall north-westerly trending belt over a strike length of about 1,500 m.

Sub-parallel to the west of these ferruginous rocks adjacent to and up to 700 m away a narrow, arcuate belt of siliceous gossan (including vein quartz) locally containing specularite appears to define fault and shear zones and/or siliceous capping over limestone (similar siliceous material observed at the Rabbit Warren prospect to the south has retained remnants of crinoidal fossils). Gossanous ironstone like that found at Red Hill is also recorded within the same structural corridor in places more obviously over limestone, close to old workings and crusher site at Blackburn and as isolated float at the Rabbit Warren and Red Hill South (Burkes Find) prospects.

The gossanous ironstone found at Red Hill and elsewhere is variable in appearance ranging from dense, hard, siliceous and hematite rich, through variegated types containing goethite and hematite with variable manganese oxide content and occasional boxwork textures to earthier, limonitic, more porous types generally with appreciable manganese oxide content and variable development of boxwork textures.

The genesis of the mineralisation at Red Hill and surrounding area is enigmatic. Previous authors (e.g. (Patterson, 1969), (Felton, 1977)) have noted the skarn like affinities of the mineralisation while providing little or no evidence regarding timing of mineralisation or source of the metals (e.g. a buried granitoid). The coincidence of the location of the mineralisation in a major fault zone, where precise structural relationships are unclear associated with limestone and other calcareous rocks, however, allows for several plausible interpretations as to the origins of the mineralisation.

The Red Hill Cu-Au prospect is interpreted to be a zoned intrusive related hydrothermal system with a central zone of Cu-Au enriched magnetite-garnet-talc-chlorite associated skarn surrounded by an outflow zone of Pb-Zn-Ag replacement mineralisation associated with high pyrite content to the eastern zones or ironstones. The western component of the system is juxtaposed adjacent to a major fault hence the loss of any concentric pattern. Significant intercepts are shown in Table 2.9.

A set of targets were created from the highly prospective areas highlighted by the model, and Duke selected the Red Hill project area for acquisition as they displayed an association with many of these characteristics tested and which were subsequently validated through detailed data interrogation at project scale.

Three top priority targets have been identified, in addition to existing known prospects, for potential large-scale mineralisation relating to a buried porphyry (Figure 2.23).

Table 2.9 Significant intersections for Red Hill prospects

Prospect	Company	Drill Hole ID	Drill Hole Type	From (m)	To (m)	Interval (m)	Copper (% Cu)	Gold (g/t Au)
Red Hill	CRAE	DDH 1	DD	96.10	100.70	4.60	0.20	1.20
	Shell	PDH M2	Percussion	10.00	12.00	2.00	-	16.10
	Shell	PDH M3	Percussion	48.00	50.00	2.00	-	2.10
	WCB Resources	WRH001	Percussion	219.95	221.50	1.55	0.54	0.37

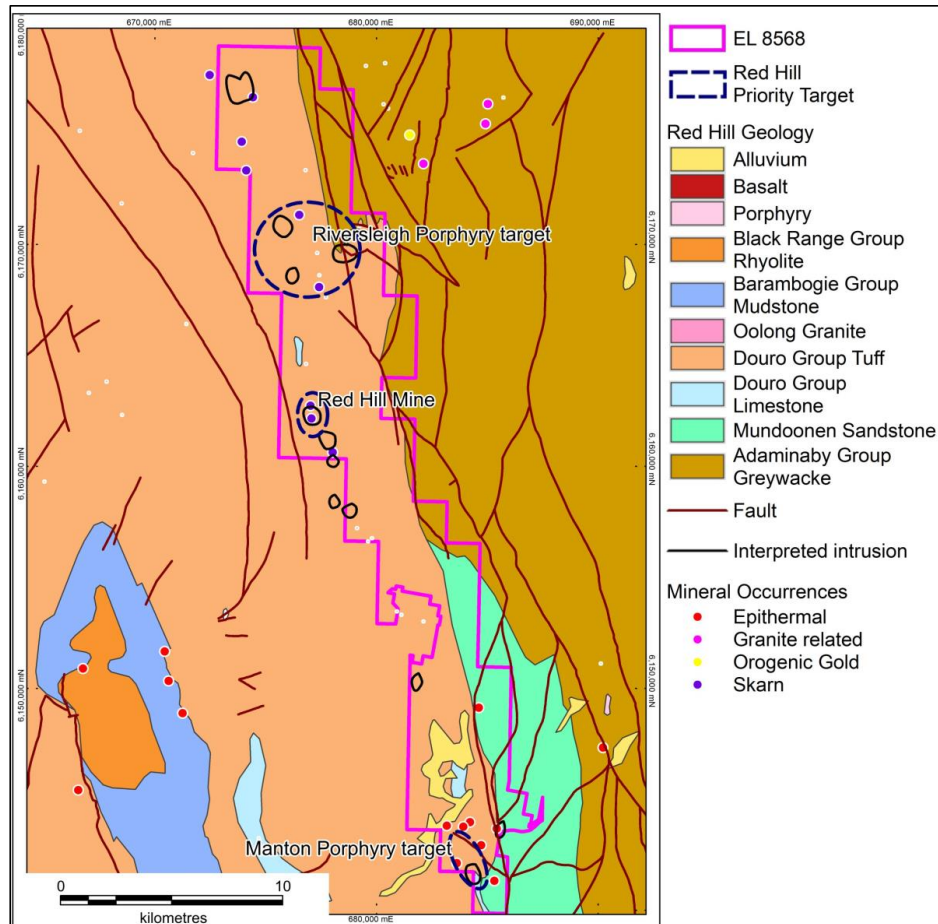
Source: AMC from (WCB Resources, 2012), (D. Borton, 1984), (A.G.Connor, 1984)

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Figure 2.23 Duke priority targets at Red Hill, on regional geology



Source: Duke, 2018. Projection MGA Z55 GDA94

2.3.4 Prospectivity analysis and discovery potential

Mineral prospectivity analysis for porphyry copper – gold style of mineralisation was conducted by Kenex for the Lachlan Fold Belt area of New South Wales.

Through the modelling process, Kenex identified several key geological characteristics important with regard to similar deposits of porphyry Cu - Au style in the district (e.g. Cadia, Lake Cowal, Northparkes) and used these to statistically test the geological potential of the entire Lachlan Fold Belt. The aim was to highlight areas that had significant geological potential, but which were also available for licencing and had the opportunity to add value through consolidation of existing data, application of new ideas to previous exploration efforts and future collection of new data.

Based on the general model for porphyry formation the main geological features that were assessed to determine the prospectivity of the Lachlan Fold Belt region for porphyry style mineralisation include:

- Presence of calc-alkaline (early less important) or alkaline shoshonitic (later and more important) intrusions, with monzodiorite to monzonite (particularly) important for the alkaline related porphyries and diorite to granodiorite related to the early calc-alkaline porphyry systems.
- Relationship to intrusion reduction-oxidation state with fertile intrusive strongly oxidised and magnetite bearing, even to the point of containing hematite.
- Relationship to fertile intrusions as defined by petrochemistry (K/Rb).
- Relationship to intrusives that are weakly fractionated.
- Relationship to intrusives with porphyritic textures.
- Presence of hornblende+/-biotite (evidence for hydrothermal activity).
- Presence of titanite.
- Presence of miarolitic cavities, pegmatites (evidence for hydrothermal/water activity).
- Relationship to intrusives aged between 466 Ma to 437 Ma (Needs confirming).
- Relationship to polyphase intrusions.
- Relationship to intrusion shape.
- Relationship to intrusions size.
- Presence of co-magmatic calc-alkaline or alkaline magmatism and volcanism.
- Presence of co-magmatic bi-modal volcanic rocks.
- Relationship to intrusives intruded at depths less than 3 km.
- Relationship to areas of uplift and exhumation (1 km - 3 km).
- Relationship to granite roofs zones.
- Relationship to sheets, stocks and dykes.
- Porphyry clusters or linear belts.
- Relationship to intrusive contacts (500 m - 1,000 m).
- Presence of regional scale faults.
- Presence of transform faults.
- Relationship to secondary faults.
- Relationship to fault type (strike slip faults).
- Relationship to transcurrent faults.
- Relationship to fault intersections.
- Vein density.
- Competency contrasts.
- Relationship to low-stress extensional volumes caused by transpressional strain.
- Presence of propylitic alteration.
- Presence of argillic alteration.
- Relationship to silica alteration.
- Relationship to potassium alteration.
- Relationship to magnetite alteration.
- Association with sulphides.
- Chemical contrasts.
- Association with skarns.
- Association with breccia.
- Association with sheeted veins and stockworks.
- Au (0.1 g/t+).
- Mo (0.02%+).
- Cu (0.1%+).
- Metal zonation (distal Pb, Zn, arsenic (As) and Ag mineralisation). Can we develop metal maps, including rock geochemistry and alluvial systems?
- Negative association with tin and tungsten.
- Relationship to gravity anomalies.
- Relationship to magnetic anomalies either anomalous circular lows or highs (Calderas/diatremes).
- Relationship to various magnetic features as developed by geophysics automapping systems.
- Relationship to radiometrics.

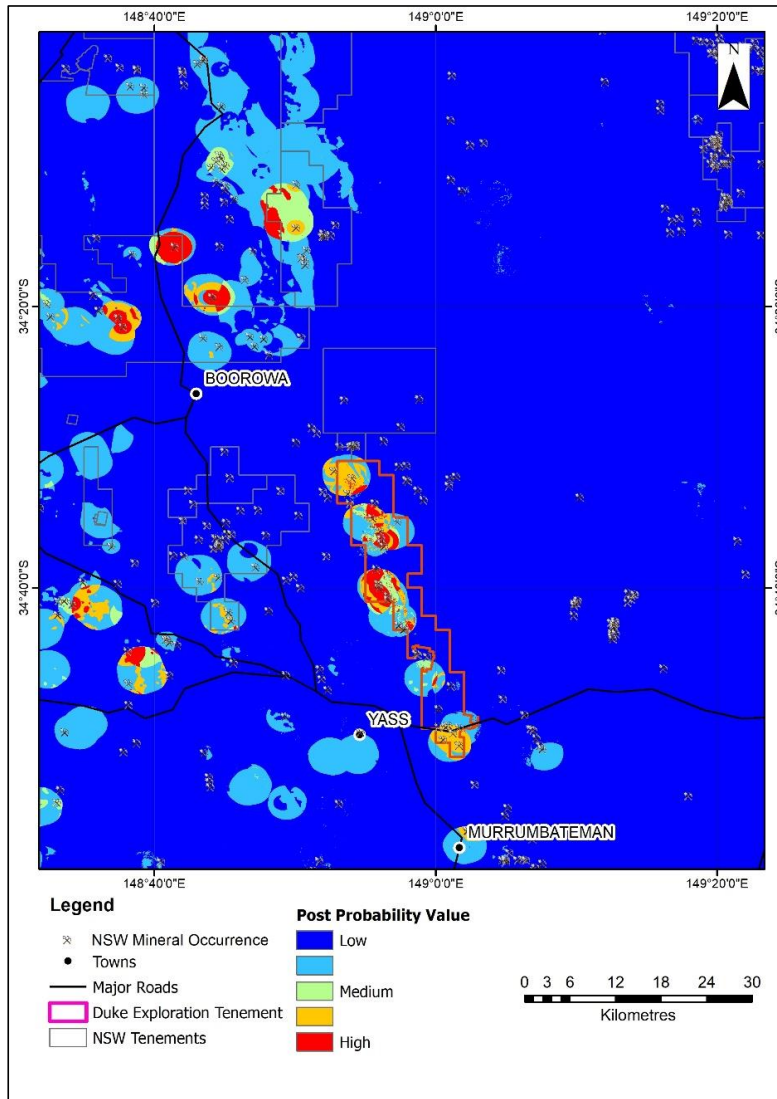
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The summary prospectivity map for Red Hill is shown in Figure 2.24.

Figure 2.24 Porphyry Cu - Au prospectivity modelling results over Red Hill project



Source: Duke, 2018; areas of highest geological potential highlighted in red. Projection Lat/Long

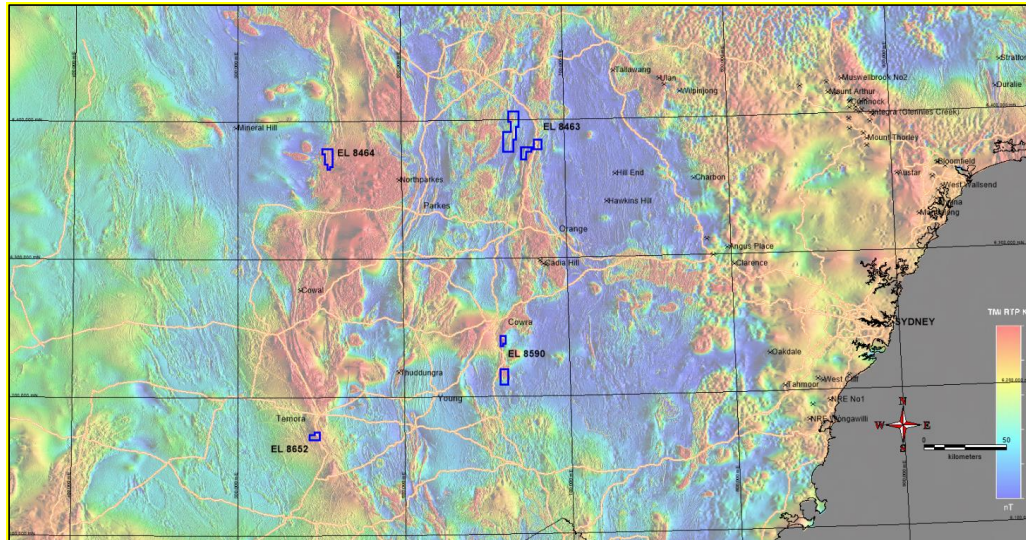
2.4 Emmerson JV Project

2.4.1 Project description

The Emmerson JV Project (Figure 2.25) consists of four tenements located in the Lachlan Orogen in NSW. The exploration licences encompass parts of the Ordovician-Early Silurian Macquarie Volcanic Arc.

EL 8463 (Wellington) covers an area of 390 km², EL 8464 (Fifield) an area of 66.4 km², EL 8652 (Sebastopol) an area of 28.3 km², and EL 8590 (Kiola) an area of 71.1 km².

Figure 2.25 Emmerson JV Project location, prospects (blue outline) on regional magnetics, NSW.



Source: AMC. Projection MGA Z55 (GDA94)

The background is the regional magnetic image, with red indicating the various segments of the Macquarie Volcanic Arc. Red diamonds are mines in NSW from the Mindat database.

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2.4.2 Regional and local geology

The Lachlan Orogen is a turbidite-dominated fold belt that forms the central part of the Palaeozoic Tasman Orogen along the eastern margin of Australia. The Lachlan Orogen consists of deep-marine sediments with basic volcanics; trough-type sediments and associated felsic to basic volcanics; as well as shelf and continental sediments. Sedimentation extended from the Cambrian to Middle Devonian Periods with major breaks at the close of the Ordovician and Silurian Periods, and in the Middle Devonian Period. There are several phases of felsic and lesser intermediate to mafic intrusives of Ordovician to Carboniferous Period ages with widespread felsic to mafic volcanism and minor ultramafic intrusions. Metamorphism is mostly low-grade, with isolated areas that are moderate to high-grade (Gray & Foster, 2004).

2.4.3 Mineralisation and previous exploration

2.4.3.1 EL 8463 (Wellington)

EL 8463 (Wellington) lies north of Orange (Figure 2.25). The high priority Ponto area (Ponto East, Ponto West, and Whites Prospects) has historic copper workings within chalcopyrite-bearing quartz veins in sheared volcanics, sediments, conglomerate and tuff sequence (Figure 2.26).

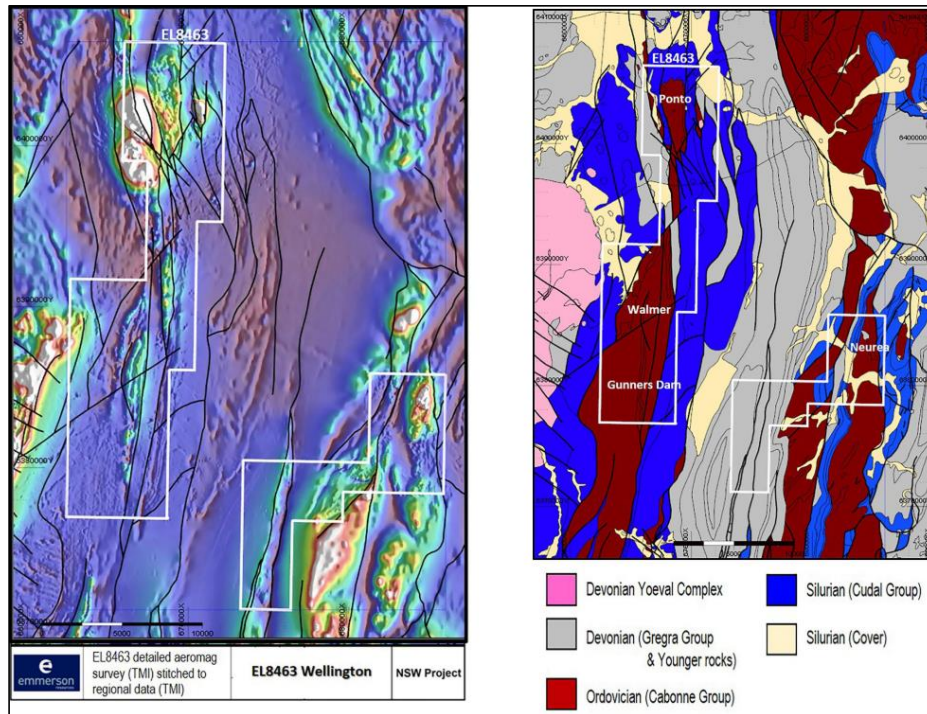
The Ordovician Oakdale Formation (within the Cabonne Group) crops out as north-south trending bodies through the central and eastern section of EL 8463 (Wellington) and is host to several small gold and copper occurrences in the area.

Alkalic porphyry gold-copper mineralisation has been the main target and is centred in and around quartz monzonite porphyry complexes. Other mineralisation styles investigated include epithermal, skarn, shear and intrusion hosted mineralisation.

Since the 1970s, the Ponto area (Figure 2.26) inside EL 8463 (Wellington) has been actively explored by various mining companies. Exploration activities have been limited to surface geological mapping, surface geochemical sampling, rock chipping, an airborne magnetics survey and very shallow RAB and RC drilling. This historical work identified areas of anomalous geochemistry with standout rock chip samples returning grades up to 7.12% Cu, 11.3% Zn and 10% Pb. A summary of the exploration history is listed below:

- Anglo American (Australia) Inc. (in Joint Venture with Metals Exploration Ltd) explored the Ponto area from 1973 – 1976.
- Mines Exploration Pty Ltd and Electrolytic Zinc Company explored the Ponto area from 1977 – 1981.
- Newcrest Mining Ltd explored the Ponto East and West areas from 1990 – 1992.
- CRA Exploration Pty Ltd explored the Ponto area from 1993 – 1998, targeting porphyry copper-gold mineralisation.
- Newcrest Mining Ltd returned to investigate magnetic anomalies from 1998 – 2000 and were encouraged by hydrothermal alteration in monzonite.
- Mount Isa Mines Ltd explored the Ponto area from 2001 – 2002, targeting bulk tonnage porphyry mineralisation.
- Rimfire Resources explored the Ponto area from 2007 – 2011, targeting the monzonite along a regional shear structure.
- Newmont Mining Ltd explored the Ponto area from 2012 – 2014.
- Minotaur Exploration Ltd explored the west section of the Ponto area from 2010 – 2015.

Figure 2.26 Emmerson EL8463 Wellington aeromagnetics and geological interpretation



Source: <https://www.emmersonresources.com.au/nsw> accessed 18 June 2020. The tenement outline shown in this image is not that validated in the NSW Department of Planning, Industry and Environment or the Tenement Report by GRT Lawyers (GRT Lawyers, 2020).

2.4.3.2 EL 8464 (Fifield)

EL 8464 (Fifield) is located within an inlier of Ordovician arc, which is interpreted to have been rifted west off the Northparkes Volcanic Group. The main arc is dominated by the Raggatt Volcanics, which consists of andesitic to trachyandesitic lavas and volcanoclastic rocks. The Devonian Gobondery Granite outcrops as a prominent hill in the western part of the tenement.

The Raggatt Volcanics have been tentatively correlated with the Wombin Volcanics and the Goonumbra Volcanics of the Northparkes Volcanic Group. Age dating of two intrusive samples collected by Emmerson Resources confirmed this correlation, with dates ranging from Middle to Late Ordovician to Early Silurian.

Since the 1960s, the area inside EL 8464 (Fifield) has been actively explored for a variety of metals including copper, gold, lead, zinc, platinum, nickel, tin, and tungsten. Several historical small mining operations, such as Allandale and Gobondery, have been conducted in the area. The Allandale Mine was a vein associated copper occurrence. The Gobondery Mine was a small high-grade hematite deposit on the eastern contact of the Devonian Gobondery Granite. Further exploration history is listed below:

- North Broken Hill Ltd explored the area in 1978 for tungsten and skarn.
- Shell Company of Australia explored the area from 1981 - 1983 for tin-tungsten skarn deposits associated with the Gobondery Granite; porphyry copper and base metal mineralisation associated with monzonite-diorite; tin-quartz-tourmaline mineralisation hosted by Girilambone Group sediments; and gold-base metal stockwork mineralisation hosted in Ordovician sediments.
- North Mining Ltd explored the area from 1992 - 1995 for porphyry copper-gold deposits within the Ordovician mafic volcanics.

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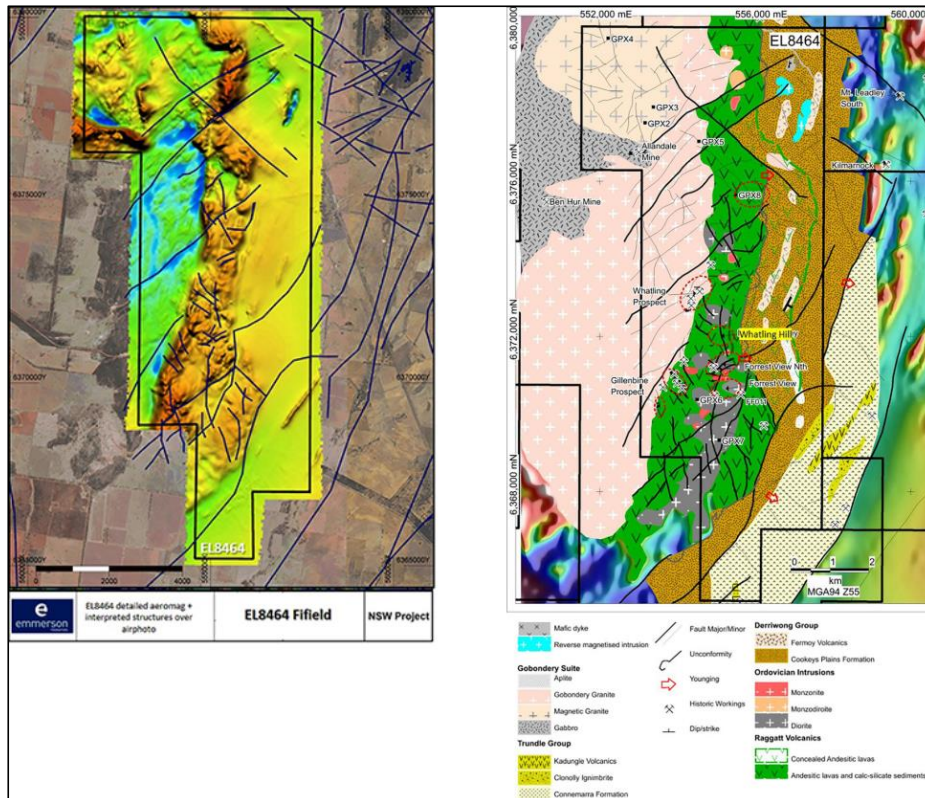
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- Clancy Exploration Ltd explored the area EL 6534 from 2006 – 2014, targeting Ordovician porphyry gold-copper mineralisation.

The detailed aeromagnetics and interpreted geological map of the area are shown in Figure 2.27.

Figure 2.27 Emmerson EL8464 Fifield detailed aeromagnetics also showing interpreted structures, and geology map showing mineral occurrences.



Source: <https://www.emmersonresources.com.au/nsw> accessed 18 June 2020

2.4.3.3 EL 8652 (Sebastopol)

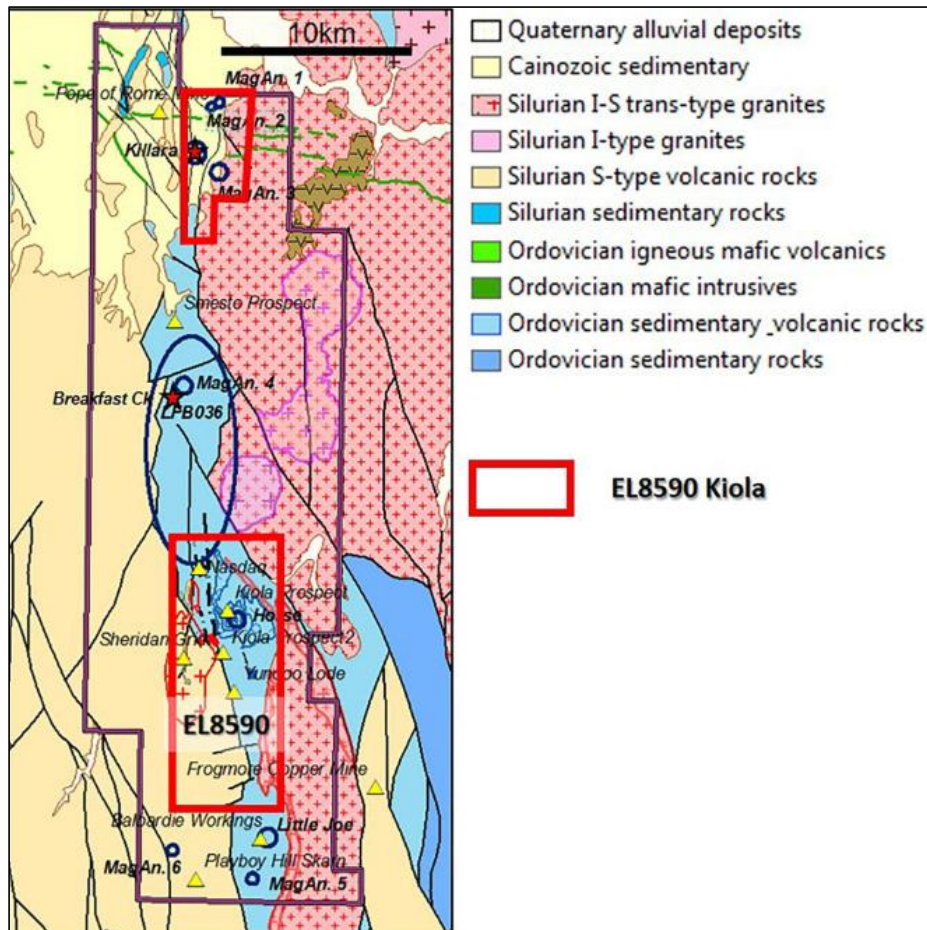
No work is documented on this tenement to date.

2.4.3.4 EL 8590 (Kiola)

EL8590 Kiola occurs beneath the Benambran unconformity and within 5 km to 10 km of the Lyndhurst-Neville Fault (locally termed the Frogmore Fault zone). Where the Bega terrane is juxtaposed against the Macquarie Arc. The dominant host rocks belong to the late Ordovician Kenyu Formation and comprise volcanoclastic sediments, andesites/basalts and lesser felsic pyroclastics (low- medium K) with minor black shale and limestone. The Kenyu Fm is bounded to the west by the Silurian Hawkins volcanics (rhyolite, rhyodacite and ignimbrites with volcanoclastic sediments and minor limestone) of the Cowra Trough. Bounded to the east by granites of the Silurian Hovells Suite (Wyangala and Licking Gully Granites), which in turn are intruded by the Devonian Boggy Plains (Wyoming) Granite and Cainozoic basalt (Fig.2).

The Frogmore Fault Zone, a key controlling structure, has a long history of intense faulting, folding and thrusting, having formed during the Benambran orogeny and then reactivated during the Tabberabberan and Kanimblan deformational events (Thomas & Pogson 2012). Historic exploration has been for vein hosted gold, skarn and porphyry copper-gold.

Figure 2.28 Emmerson EL8590 Kiola showing generalized geology and location of mineral occurrences



Source: <https://www.emmersonresources.com.au/nsw> accessed 18 June 2020

At Nasdaq Skarn (Figure 2.29) shallow historic drilling intersected copper, gold and base metals within calc-silicates (i.e. skarn mineralisation). Some of the better results include:

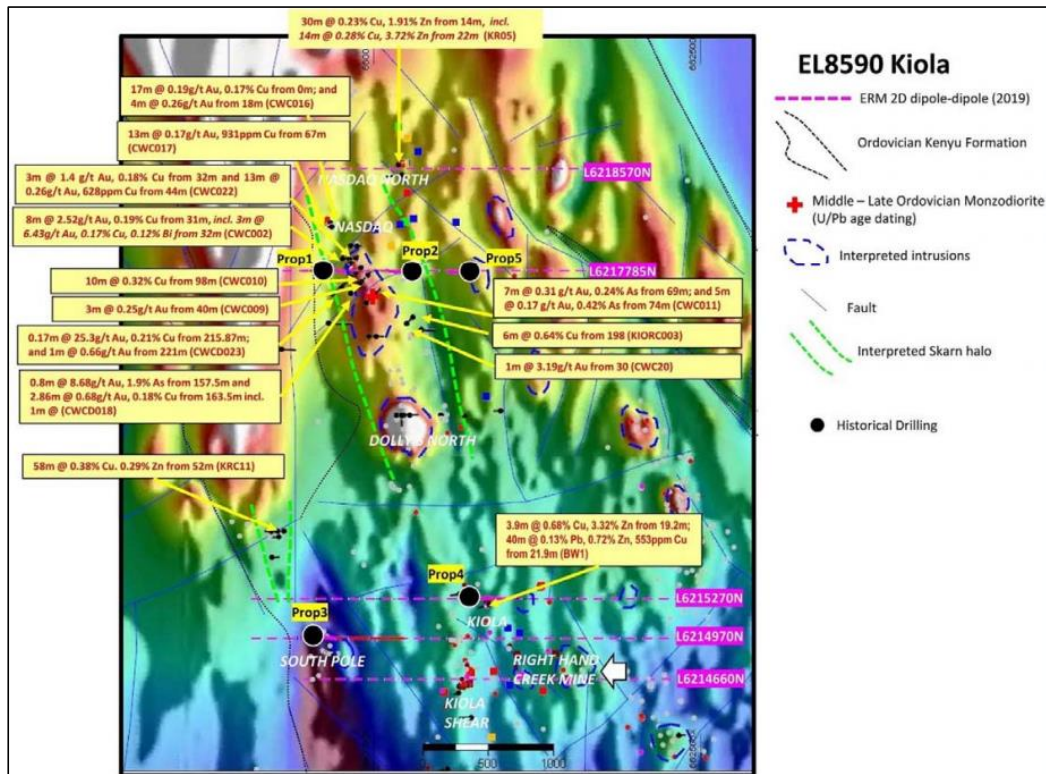
- 8m at 2.52 g/t gold and 0.19% copper including 3m at 6.43 g/t gold from 32m (drill hole CWC002)
- 13m at 0.26 g/t gold from 44 m (CWC022)
- 17m at 0.19 g/t gold and 0.17% copper from the surface (CWC016)
- 13m at 0.17 g/t gold from the surface (CWC017)

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Figure 2.29 Emmerson EL8590 Kiola plan view showing historic drill results at the Nasdaq skarn



Source: <https://www.emmersonresources.com.au/nsw> accessed 18 June 2020. Note: the background image is the Reduced to Pole Magnetics, with red-white colour outlining interpreted Ordovician age intrusives

2.4.4 Exploration and discovery potential

2.4.4.1 EL 8463 (Wellington)

Auger soil sampling across the Ponto area (Figure 2.30) within EL 8463 (Wellington) has revealed moderate copper anomalism, corresponding to outcrops/float of copper-altered intrusive rocks. The most consistent geochemical result came from Ponto East, with a 500 m² area of >200 ppm copper and combined gold-copper-molybdenum anomalism. A new area was identified in the far north that has strong copper-gold anomalism associated with a gabbro/diorite intrusive.

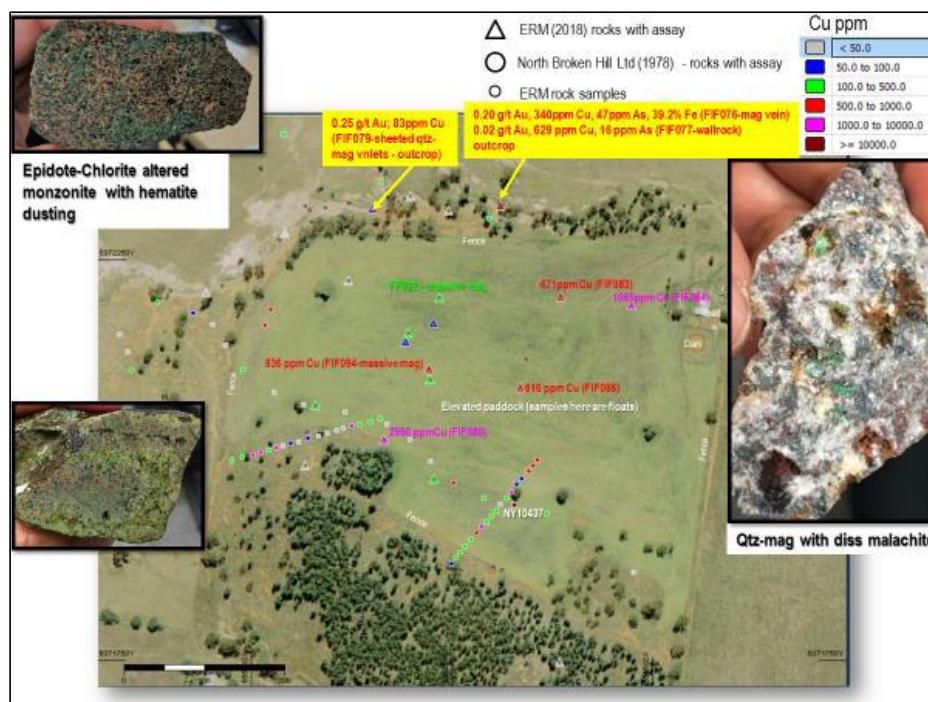
Further work is underway to better understand the significance of these results.

2.4.4.2 EL 8464 (Fifield)

The Whatling Hill Prospect lies within the Macquarie Volcanic Arc, which hosts a number of emerging platinum, cobalt, gold and copper projects. The prospect consists of a discrete magnetic anomaly bounded by WNW trending faults with minimal surface expression. There has been no historical drilling or soil sampling in the area. The results to date consist of rock chip samples across an area of about 1 km², which is the extent of outcrop/float (Figure 2.30).

The rock chip values are elevated in gold (up to 0.25 g/t) and copper (up to 2%), mainly from sheeted quartz-magnetite veins locally hosted in monzonite intrusions. The alteration assemblage of epidote, chlorite with quartz, magnetite, chalcopyrite and malachite veins may indicate proximity to a porphyry gold- copper system, but within the outer "green rock" halo. Further field work is currently underway, complimented by the latest scientific analysis as part

Figure 2.30 Emmerson EL8464 Fifield Whatling Hill Prospect rock chip samples.



Source: Emmerson Resources Limited, 2018. Projection MGA Z55 GDA94.

Field-based activities at the Sebastopol gold project include rock chip sampling within the Morning Star project. This cluster of historic workings is associated with a series of sub parallel quartz veins that contain gold, galena, chalcopyrite and pyrite hosted by the Wagga group turbidites. Rock chip results range from below detection to 27.8 g/t Au.

First phase reconnaissance field work was completed in April 2018, aimed at verifying elements of the predictive targeting model. The work included sampling, mapping, and various geoscientific studies to assist in pinpointing the most prospective drill targets. It also included the reprocessing of historical geophysics and structural interpretation of the data.

Field based exploration has been complemented by cutting edge science which has included analysis of the alteration (trace and rare earth elements within the outer green rock or epidote/chlorite zone) where initial findings suggests geochemical footprints of a porphyry system. Moreover, age dating of the intrusions inside the “Kiola Geochemical Zone” yielded a Late Ordovician age – all part of the University of Tasmania CODES ARC Linkage project.

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A diamond drill program of 5 holes for a minimum 2,000 metres is expected to be completed in late June 2020 with assay results in August 2020.

3 Adjacent properties

3.1 Bundarra

There are no adjacent properties with any significant mineral discoveries. The area is surrounded by the Bowen Basin coal sequences.

3.2 Prairie Creek

There are no adjacent properties with any significant mineral discoveries.

3.3 Red Hill Project

The Red Hill tenement surrounds the historic mining areas of Larsons Find (copper-lead-zinc (gold-silver) mineralisation associated with discrete veins hosted within sheared and/or fractured Middle Silurian Hawkins Volcanics).

3.4 Emmerson JV projects

There are no immediately adjacent properties with any significant mineral discoveries, however the tenure is regionally in ground prospective for major porphyry copper mineralisation such as Northparkes and Cadia.

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4 Planned work programmes

4.1 Overall budget

Duke's proposed budgets for years one and two are presented in Table 4.1. These budgets represent a case which is dependent on the capital raised in the listing. In AMC's view, the planned expenditure appears reasonable and consistent with the aims of the programme. Exploration and development work in the first two years for the target budget is planned to include:

- Twenty-three diamond holes for 3,590m.
- Seventy-two RC holes for 15,045m.
- 3km² of 3D IP surveys.
- 3km² of ground EM surveys.
- Thirteen geological mapping projects.
- Six prospectivity modelling and targeting projects.
- Three resource studies.

The summary of proposed expenditure is shown in Table 4.1.

Table 4.1 Summary of proposed expenditure

Item	Year 1	Year 2	Total
Bundarra			
Mapping and Targeting	\$96,350	\$5,000	\$101,350
Drilling	\$3,094,311	\$1,255,188	\$4,349,499
Geophysics	\$766,040		\$766,040
Resource Estimation	\$107,000	\$173,000	\$280,000
Access	\$84,800	\$62,000	\$146,800
Total	\$4,148,501	\$1,495,188	\$5,643,689
Prairie Creek			
Mapping and Targeting	\$5,000	\$35,000	\$40,000
Geochemical Sampling		\$66,220	\$66,220
Drilling	\$252,105		\$252,105
Geophysics	\$66,250		\$66,250
Resource Estimation		\$21,000	\$21,000
Equipment/Other	\$50,500		\$50,500
Total	\$373,855	\$122,220	\$496,075
Red Hill			
Mapping and Targeting	\$7,000	\$35,000	\$42,000
Geochemical Sampling		\$65,000	\$65,000
Drilling	\$295,560		\$295,560
Equipment/Other	\$35,000		\$35,000
Total	\$337,560	\$100,000	\$437,560
Exploration Management	\$394,614	\$388,160	\$782,774
Corporate Management	\$311,067	\$228,833	\$539,900
Grand Total	\$5,565,596	\$2,334,401	\$7,899,998

4.2 Bundarra

The budget as presented will allow the identification of the best Bundarra prospect to be drilled with an aim to develop a Mineral Resource in accordance with the JORC Code. Duke is aiming to develop a Mineral Resource with an Indicated classification and conduct a Pre-Feasibility Study. This will allow the economic potential of Bundarra to be assessed. The work plan and budget also aim to test the other higher priority exploration targets from the 103 targets mapped at Bundarra using geophysical and prospectivity mapping techniques. The drilling strategy will be to target near surface copper, silver and gold mineralisation at the historic Mt Flora mine, Quorn

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prospect and the Rogers mine and assess the other prospective targets in the project area based on results of ground 3DIP and EM surveys. Preliminary data compilation is planned for the Waitara tenement once approved.

4.3 Prairie Creek

The project area in general has several zones of anomalous stream and soil geochemistry that require follow up. The project area is largely under explored and the opportunity to use prospectivity modelling analysis for porphyry Cu – Au and epithermal Au would provide targets to assess through mapping and drilling. A data compilation and review of the local mineral system is planned, which will allow prospect scale 2D prospectivity mapping to be carried out which will provide prioritised areas for more detailed data acquisition. The spatial analysis of the mineral system will identify the data that best predict mineralisation at the prospect scale and these data will be collected where required. This will be followed by 3D prospectivity mapping and drill targeting.

4.4 Red Hill

Exploration by Duke will be focused on developing a more comprehensive picture of the porphyry related mineral potential using detailed 3D geology mapping and prospectivity modelling analysis to drive exploration fieldwork to focus on generating and maturing immediate targets of which three are prioritised.

Duke will map and model the regional geology from the perspective that mineralisation is being driven by a buried porphyry copper-gold mineral system. The development of 3D inversions of the local geology of the target areas will be critical to mapping the porphyry mineral systems and providing information on the likely depth of any drill targets.

After modelling the geology in 2D and 3D, predictive analysis to develop individual targets will be run with output ranked by the highest chance of locating a Cadia-style deposit. Field visits to confirm critical results and confirmation mapping will be carried out, and drill programmes developed.

4.5 Emmerson JV

EMR is currently undertaking drilling at Kiola. Future programmes of work at this and the other properties are uncertain.

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5 JORC compliance statement

5.1 Independent Geologists Report

The information in this IGR has been compiled by Mr Roderick Carlson, a Competent Person who is a Member of The Australian Institute of Geoscientists. Mr Carlson is employed by AMC Consultants Pty Ltd. AMC Consultants Pty Ltd has been engaged by Duke Exploration Limited under a services agreement. Mr Carlson has no relationship with Duke Exploration Limited, or any employees or directors of Duke Exploration Limited. Mr Carlson is not a shareholder of Duke Exploration Limited. Mr Carlson has no beneficial interest in any of the claims or agreements related to the claims, the subject of this IGR. Mr Carlson has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Carlson consents to the inclusion of this IGR in the IPO prospectus in its entirety.

The information in this IGR that relates to Exploration Targets for the Bundarra Project has been compiled by, and is based on and fairly represents information and supporting documentation prepared by Roderick Carlson, a Competent Person who is a Member of The Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Carlson is employed by AMC. AMC was engaged by Duke Exploration Limited. Mr Carlson has no relationship with Duke Exploration Limited, or any employees or directors of Duke Exploration Limited. Mr Carlson is not a shareholder of Duke Exploration Limited. Mr Carlson has no beneficial interest in any of the tenements or agreements related to the tenements, the subject of this IGR. Mr Carlson has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Carlson consents to the form and context on which the Exploration Targets and the supporting documentation are presented in this IGR.

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7 Qualifications

7.1 Introduction

AMC is a firm of mineral industry consultants whose activities include the preparation of due diligence reports and reviews on mining and exploration projects for equity and debt funding and for public reports.

The contributors to this IGR are:

- Roderick Carlson – Principal Geologist BSc, MSc, MAIG RPGeo (mining and exploration). Rod is a principal geologist with extensive management and consulting experience. Rod is highly experienced in areas including resource evaluation and audit, mine to mill reconciliation, geochemistry, drilling interpretation, and regolith mapping. Currently a registered professional geoscientist with the Australian Institute of Geoscientists. With significant project management and peer review experience, Rod has worked across numerous commodities including gold, copper, bauxite, platinum, and coal. He has extensive international experience, having worked on projects in Australia, Indonesia, Malaysia, China, Colombia, Botswana, Burkina Faso, and Oman. Rod has also conducted industry-training programmes in areas including geology for non-geologists, practical sampling, quality assurance and control (QAQC), grade control, geostatistics, and reconciliation. He has generated resource reports to JORC Code and NI 43-101 standards.
- Peter Stoker, Principal Geologist. BSc, Dip(Ed), HonFAusIMM(CP) Peter is a geologist with more than 45 years' experience in mine geology, mineral resource and ore reserve estimation, feasibility studies, project evaluation, and mineral exploration. Peter is the Deputy Chair and immediate past Chairman of the Joint Ore Reserves Committee (JORC) and was Secretary from late 1999 to 2005. He is also a JORC representative on the Committee for Mineral Reserves International Reporting Standards (CRIRSCO). He was a member of the steering committee and a contributor for Monograph 23 "Mineral Resources and Ore Reserves Estimation – The AusIMM Guide to Good Practice", a contributor and peer reviewer for Monograph 30 "Mineral Resource and Ore Reserve Estimation – The AusIMM Guide to Good Practice - Second Edition. Peter has authored or co-authored several papers on mineral resource and ore reserve estimation, classification, and exploration research and practice.

7.2 Independence

AMC acted as an independent party. Neither AMC nor the contributors to this IGR have any interests in Duke Exploration Limited or in the proposed transaction subject of this IGR that could be reasonably construed to affect their independence.

Neither AMC nor the contributors to this IGR or members of their immediate families hold shares in Duke Exploration Limited.

AMC is being paid a fee according to its normal per diem rates and out of pocket expenses in the preparation of this IGR. Its fee is not contingent on the outcome of the transaction subject to this IGR. AMC has no other pecuniary interest, association or employment relationship with Duke Exploration Limited. AMC's fee for completing the Report is based on its normal professional daily rates plus reimbursement of incidental expenses. The fees are agreed based on the complexity of the assignment, AMC's knowledge of the assets and availability of data. The fee payable to AMC for this engagement is A\$22,000 (inclusive of GST). The payment of this professional fee is not contingent upon the outcome of this Report.

7.3 Reliance on information

In AMC's letter of engagement, Duke Exploration Limited agreed to comply with the obligations of the commissioning entity under the VALMIN Code, including that to the best of its knowledge and understanding, complete, accurate and true disclosure of all relevant material information has been made.

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In preparing this IGR, to the extent that it is based on information and reports provided by Duke Exploration Limited, AMC has relied on information and reports provided to it by Duke Exploration Limited, and AMC has no reason to believe that information is materially misleading or incomplete or contains any material errors. AMC has not audited the information provided by Duke Exploration Limited but has exercised reasonable care as set below, in the use of such data and information. AMC makes no representation and gives no warranty as to the accuracy or completeness of the data or information contained in any information or reports that it has relied on.

Duke Exploration Limited has been provided with drafts of this IGR to enable correction of any factual errors and notation of any material omissions. The views, statements, opinions and conclusions expressed by AMC are based on the assumption, that all data provided to it by Duke Exploration Limited are complete, factual and correct to the best of Duke Exploration Limited's knowledge.

7.4 Effective date

The conclusions in this IGR are effective as at the date of the report, however those conclusions could change in the future depending on changes in commodity prices and/or results and technical changes at the proposed operations and/or results of exploration and/or status of tenements. AMC disclaims responsibility for any changes that may have occurred after the date of this IGR.

7.5 Standard of work

AMC warrants that in the preparation of this IGR it has taken reasonable care in accordance with standards ordinarily exercised by members of the profession generally who practice in the same locality and under similar conditions. AMC accepts no liability whatsoever in respect of any failure to exercise a degree or level of care beyond such reasonable care. No other warranty, express or implied, is given, save where necessarily incorporated by statute. The IGR has been prepared in accordance with the scope of work and for the purpose outlined in the engagement letter dated 1 June 2020 and should be read in full. No responsibility is accepted for the use of any part of this IGR in any other context or for any other purpose or by third parties. This IGR does not purport to give to legal advice.

7.6 Consent

AMC consents to the inclusion of this IGR in listing documents to accompany an Initial Public Offering for a listing by Duke Exploration Limited on the Australian Securities Exchange in 2020. Neither AMC's IGR nor any part of it, nor any reference to it, may be used for any other purpose without AMC's prior written consent. AMC may, at its discretion, withdraw consent for the client to use or rely on this IGR and its contents, including circumstances in which its fees remain outstanding.

7.7 Indemnity

Duke Exploration Limited has indemnified AMC in regard to damages, losses and liabilities related to or arising out of AMC's engagement other than those arising from wilful default, negligence or unlawful act on our part.

7.8 Signatories

The signatories of this IGR are corporate members of The AusIMM and are bound by its code of ethics.



R Carlson
BSc, MSc, MAIG (RPGGeo), MAusIMM
Principal Geologist

Appendix A JORC 2012 Table 1

Section 1 Sampling techniques and data

Criteria	JORC Code explanation	Commentary
Sampling techniques	<ul style="list-style-type: none"> Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling. Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used. Aspects of the determination of mineralisation that are Material to the Public Report. In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases, more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information. 	<p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> There are approximately 631 rock chip samples, 970 trench sample, 1469 stream sediment samples in data from historical open file documents. There are 107 rotary air blast (RAB) with 3,036 m of samples, 20 percussion drillholes (PD) with 2,009.5 m of samples, 10 diamond drillholes (DDH) with 1,716.57 m of samples and 5 water bore drillholes (WB) with 216.6 m samples in data from historical open file documents. RAB and some percussion drilling used spear sampling methods, some percussion was rifle split. Diamond core was half core sampled. Several drill campaigns were conducted, and samples submitted for assay as follows: <ul style="list-style-type: none"> Pre-1991 drilling is not detailed due to lack of sufficient confidence in data. 1991 Chesterfield/Marlborough drillholes MFP1-MFP4 were rifle split and sampled on 2 m intervals. Assays were submitted to ALS Laboratory in Stafford, Brisbane 1994 Normandy drillholes (QBP01-QBP03, MFP01-MFP04, EAP01-EAP02) were spear sampled on 2 m composites. Assays were submitted to ALS Laboratory (Townsville and Stafford) 1995-96 MIM drillholes were percussion/diamond tail (MFPD-1 to MFP-4 - same name as 1991). Assays were submitted to ALS Laboratory (Townsville) 2009 Regency drillholes (FR001-FR117) were spear sampled on 3 m infilled to 1 m intervals. Assays were submitted to ALS Laboratory (Townsville and Stafford) <p>DUKE 2019 Drilling</p> <ul style="list-style-type: none"> Triple-tube, HQ sized diamond core samples were collected via diamond drill rig. The recovery of core was measured and recorded by the driller and checked and corroborated by the logging geologist. Core recovery was excellent throughout the programme and the quality of sample is deemed high and fit-for-purpose. Recovery was measured and recorded by the drillers on the rig and corroborated by the geologist when metre marked. pXRF analysis was conducted to provide indicative lithochemical data by taking 3 analyses per sample interval. These analyses were taken using an Olympus Vanta VMR XRF Analyser with all beams enabled for 10 seconds

Criteria	JORC Code explanation	Commentary
		<p>each.</p> <ul style="list-style-type: none"> Core was cut in half with half retained and half assayed. Core was crushed and pulverised. Gold was assayed by 50g fire assay and AAS (ALS code Au-AA24) and 33 other elements by four acid digestion with ICP-AES (ALS code ME-ICP61). Ore grade samples were reanalysed by ME-OG62 (for copper above 1% and Ag above 100 ppm). <p>DUKE 2019 IP and 2020 EM</p> <ul style="list-style-type: none"> A 3D IP technique was used to better map electrical anomalies in the 3D space to a depth of around 400m. The instruments used for the survey consisted of a two GDD RX8/32 receivers and a GDD 5000W 20amp transmitter. All IP measurements were made in the time-domain using a two second half-duty cycle. An integration window of 0.500 to 1.100 seconds was used for the final chargeability calculation. A total of four offset IP and resistivity setups were read, consisting of two receiver lines either side of a central transmission line. Resulting in a total coverage of 14 receiver lines and 4 transmitting lines The EM survey used the Fixed Loop Time Domain EM technique, which comprised 13 lines for a total of 14.9-line kilometres. Stations read with 3 component coil in 'X, Y & Z' configuration, with multiple repeats as required. Equipment used includes a portable battery powered HaiTEM transmitter, HaiTEM receiver and coil. <p>Prairie Creek</p> <ul style="list-style-type: none"> There are approximately 1,110 rock chip samples, 460 stream sediment samples, and 4,075 soils in data from historical open file documents. There were two phases of drilling at Prairie Creek <ul style="list-style-type: none"> CRA 1993. 11 RC drill holes for 1113 m and 2 DDH holes for 131.1 m and a total of 662 samples ActivEx 2005-2018. Eight RC drill holes for 1189 m in reverse circulation drill holes with 680 - 2 m composites. <p>Red Hill</p> <ul style="list-style-type: none"> There are approximately 1,118 rock chip samples, 1,562 stream sediment samples, and 4,575 soils in data from historical open file documents. Several drill campaigns were conducted, and samples submitted for assay as follows: <ul style="list-style-type: none"> 1967 Tungsten Consolidated, White Rock Mine. 39 diamond drill holes. Not reviewed as assaying not defined or reliable. 1967 Atlas Explorations (Aust) Ltd. 6 diamond drill holes 348m. Re-assayed by CRAE in 1984. 1969-1971 Longreach Metals NL. 9 holes, 1435m (diamond and unknown). 1971 Noranda Australia. 19 Percussion holes, 1097.5 m, 230 samples. 1976 Occidental Minerals Corporation. 6 Diamond drillholes, 1014 m, No

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Criteria	JORC Code explanation	Commentary
		<p>significant assays. Not reviewed as assaying methods not defined or reliable.</p> <ul style="list-style-type: none"> 1979 Utah Development Company. Two auger holes Not reviewed as assaying methods not defined or reliable. 1980 Utah Development Company, Rye Park. 9 holes, 540 m, 258 assays. 1982 CRA Exploration Ltd, Red Hill. Re-assayed 1967 holes. 1983-1984 Shell Co. of Australia Ltd, 5 Percussion (gold) 254m, 127 samples; 2 Percussion (tin) 400m, 200 samples; 3 percussion, 312m, 205 samples; 2 diamond holes, 323.3m, 151 samples. 1984 CRAE re-assayed 1967 Atlas holes. 2011 Oakland Resources Pty Ltd, Red Hill. One diamond drillhole reassayed 15 samples. 2013-2015 WCB Resources, Red Hill. Two drillholes (RC precollared diamond drill holes). 608.7 m, 118 samples.
Drilling techniques	<ul style="list-style-type: none"> Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc). 	<p>Bundarra</p> <p>HISTORIC</p> <ul style="list-style-type: none"> Historical drilling is predominantly percussion, with the remainder RAB or diamond. Percussion drillholes were drilled with various Airtrac rigs. MIM in 1995 was a UDR650 4½" percussion with diamond tail (NQ2 size). <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> An AED Alton track mounted diamond rig was used to recover HQ sized core. 3 m rods were used, and triple tube methods were used to ensure sample recovery, especially through clay zones. Core was oriented using a reflex tool. <p>Prairie Creek</p> <ul style="list-style-type: none"> CRA 1993. RC drill holes using Rockdrill Pty Ltd RC rig with a RC face sampling bit and Drilltorque Pty Ltd with a RC rig with face sampling hammer. Diamond holes by Leanda Drilling using a Hydrill 1000 and HQ ore. ActivEx 2005-2018. Eight RC drill holes for 1189 m in reverse circulation drill holes with 680 – 1 or 2 m composites drilled by Labmark Drilling. <p>Red Hill</p> <ul style="list-style-type: none"> 1967 Atlas Explorations (Aust) Ltd. 6 diamond drill holes ~641m. Quarter core sampling by CRAE in 1984 1969-1971 Longreach Metals NL. 10 holes (diamond and unknown). Not reviewed as assaying not described or reliable. 1971 Noranda Australia. 19 Percussion holes, not reviewed as assaying not described or reliable. 1976 Occidental Minerals Corporation. 6 angled diamond drillholes by Longyear Drilling (Collar in NQ & BQ core for rest of hole). 1980 Utah Development Company, Rye Park. 9 percussion holes with Ingersoll

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<i>Drill sample recovery</i>	<ul style="list-style-type: none"> Method of recording and assessing core and chip sample recoveries and results assessed. Measures taken to maximise sample recovery and ensure representative nature of the samples. Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material. 	<p>Rand T4 6 1/2" hammer vertical holes.</p> <ul style="list-style-type: none"> 1982 CRA Exploration Ltd, Red Hill. Resampling of 1967 DDH Atlas holes. 1983-1984 Shell Co. of Australia Ltd, 10 open hole percussion 6 1/2" hammer; 2 diamond holes NQ core. 2011 Oakland Resources Pty Ltd, Red Hill. One diamond drillhole reassayed. 2013-2015 WCB Resources, Red Hill. Two drillholes (1 x RC precollar/Diamond and 1 x Diamond (PQ, HQ, NQ)). Core oriented. <p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> No direct recovery measurements of RAB, PD or DDH samples were reported. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> The drilling crew measured each run and recorded the amount of core recovered. This was double checked by the geologist when the core was metre marked. Due to the competent nature of the rocks at Mt Flora there was minimal core loss, only occasionally recorded in the shallow clay zone. Recovery was recorded as a percentage per metre. The average recovery for the total programme was 99.34%. Triple tubing was used to ensure maximum sample recovery. Due to the high level of recovery, an assessment of the relationship between recovery and grade was not required. <p>Prairie Creek</p> <ul style="list-style-type: none"> Recovery measurements of RC samples were noted where poor. ActivEx noted clayey conditions and poor drilling in some holes. Diamond core logging included recovery with no issues reported. <p>Red Hill</p> <ul style="list-style-type: none"> No direct recovery measurements of RAB, PD or RECV samples were reported. Diamond core logging included recovery with no issues reported.
<i>Logging</i>	<ul style="list-style-type: none"> Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies. Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography. The total length and percentage of the relevant intersections logged. 	<p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> All chip and core logs included geological logging of varying standards. The information has not been used for a Mineral Resource estimate. Logging was qualitative. All logging is recorded and reported in the relevant historical reports. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> All core was logged by a geologist at a centimetre resolution. Features of interest that were logged include: lithology, alteration, structure and chemical composition (acquired through pXRF analysis). Downhole Optical Televiwer, Acoustic Televiwer and petrophysical logging, including magnetic susceptibility, resistivity, natural gamma and density measurements, were also conducted and paired with geological and geotechnical logging. This logging provides information on structure, contacts, veining etc. in the form of dip and dip

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Criteria	JORC Code explanation	Commentary
Sub-sampling techniques and sample preparation	<ul style="list-style-type: none"> If core, whether cut or sawn and whether quarter, half or all core taken. If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry. For all sample types, the nature, quality and appropriateness of the sample preparation technique. Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples. Measures taken to ensure that the sampling is representative of the in-situ material collected, including for instance results for field duplicate/second-half sampling. Whether sample sizes are appropriate to the grain size of the material being sampled. 	<p>direction measurements at a 10 cm resolution.</p> <ul style="list-style-type: none"> Geological logging is considered qualitative while structural, geochemical and geotechnical logging via pXRF geochemical analysis, downhole Televiewers and petrophysical logging is considered quantitative. All core trays were photographed, as well as lithologies of interest in the core. 100% of the core from the drilling was geologically logged and the geological data recorded in the drill database. The total length of core logged from the programme was 550 m. <p>Prairie Creek</p> <ul style="list-style-type: none"> All chip and core logs included geological logging of good quality. The information has not been used for a Mineral Resource estimate. Logging was qualitative. All logging is recorded and reported in the relevant historical reports. <p>Red Hill</p> <ul style="list-style-type: none"> Logging is generally recorded and reported in the relevant historical reports. Where unavailable information is not used. <p>Bundarra</p> <p>HISTORIC</p> <ul style="list-style-type: none"> Several drill campaigns were conducted, and samples prepared as follows: <ul style="list-style-type: none"> Pre-1991 drilling is not reported due to lack of sufficient confidence in data. 1991 Chesterfield/Marlborough drillholes MFP1-MFP4 were riffle split and sampled on 2 m intervals. 1994 Normandy drillholes (QBP01-QBP03, MFP01-MFP04, EAP01-EAP02) were spear sampled on 2 m composites. 1995-96 MIM drillholes were percussion/diamond tail (MFPD-1 to MFPD-4 - same name as 1991). 2009 Regency drillholes (FR001-FR117) RAB holes were spear sampled on 3 m composites infilled to 1 m intervals. QAQC is not discussed in the reports as having been collected or analysed. No duplicates or certified reference materials reported. Sample sizes are not known or reported. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Core was sawn in half, with half retained in trays, and the other half assayed. Sampling is considered representative of the in-situ lithologies collected, due to drilling near-perpendicular to the main mineralised vein direction, and the consistent half-core sampling. Duplicates were not taken. Sample sizes are considered appropriate to the grain size of the material sampled. <p>Prairie Creek</p> <ul style="list-style-type: none"> Several drill campaigns were conducted, and samples prepared as follows:

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Criteria	JORC Code explanation	Commentary
		<ul style="list-style-type: none"> 1993 CRAE drillholes RC (RC93*) 2m interval riffle split. Diamond (DD93*) ~1 m intervals of half HQ core 2008 ActivEx drillholes (GOWH* and PCKH*) various 3m, 2m and 1m composites collected as spear samples from the RC rig cyclone. <p>Red Hill</p> <ul style="list-style-type: none"> Several drill campaigns were conducted, and samples prepared as follows: <ul style="list-style-type: none"> 1967 (Atlas) -1984 (CRAE) re-assayed original holes by quarter core. 1969-1971 Longreach Metals NL. 10 holes (diamond and unknown). Not reviewed as assaying not described or reliable. 1971 Noranda Australia. 19 Percussion holes, not reviewed as assaying not described or reliable. 1976 Occidental Minerals Corporation. 6 Diamond drillholes (WY1-6) sampling not discussed. 1980 Utah Development Company, Rye Park. 9 percussion holes split to 16% and then a grab sample at 2 m intervals. 1982 CRA Exploration Ltd, Red Hill. Resampling of 1967 DDH Atlas holes. 1983-1984 Shell Co. of Australia Ltd. 5 percussion holes (MDH M*) assayed for Au by Fire Assay/AAS at Amdel. 3 percussion (PDH RH-*) assayed for Cu, Pb and Zn (AAS) and Sn, as (XRF) at Comlabs, 2 diamond (DDH RH-*) assayed for Cu, Pb, Zn at Comlabs. 2011 Oakland Resources Pty Ltd, Red Hill. One diamond drillhole re-assayed from 1971 Longreach drilling. 2013-2015 WCB Resources, Red Hill. RC riffle split. Core (PQ, HQ, NQ) half core sampled
Quality of assay data and laboratory tests	<ul style="list-style-type: none"> The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total. For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc. Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established. 	<p>Bundarra</p> <p>HISTORIC</p> <ul style="list-style-type: none"> Marlborough assay methods: <ul style="list-style-type: none"> Holes in 1991 were assayed for Cu, Ag by ALS G001 Perchloric digest/AAS, Au by PM209 50g fire assay/AAS. Normandy assay methods <ul style="list-style-type: none"> Holes drilled 1994 were assayed for Cu, Pb, Zn, Ag, As, Mo, Mn, S, Fe by IC581 Aqua Regia and inductively coupled plasma atomic emission spectroscopy (ICP-AES) analytical technique. Au by PM202 Aqua Regia 20g / AAS. MIM assay methods <ul style="list-style-type: none"> Holes drilled 1995 were assayed for Cu, Pb, Zn, Ag, As, Fe, Mn, Bi, Sb by IC581 Aqua Regia and inductively coupled plasma atomic emission spectroscopy (ICP-AES) analytical technique. Au by PM209 Fire Assay 50g / AAS. Regency assay methods <ul style="list-style-type: none"> Holes drilled 1996 were assayed for Cu, Pb, Zn, Ag, As, Fe by ME-ICP41 Aqua

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Appendix A - 6

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Criteria	JORC Code explanation	Commentary
		<p>Regia and ICP-AES analytical technique. Au by Au-AA22 50 g fire assay/AAS - preconcentration.</p> <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Gold was assayed by 50g fire assay and AAS (ALS code Au-AA24) and 33 other elements by four acid digestion with ICP-AES (ALS code ME-ICP61). ME-ICP61 is a near total method, with only the most resistive minerals partially dissolved. Ore grade samples were re-analysed by ME-OG62 (for copper above 1% and Ag above 100 ppm). pXRF analyses were taken using an Olympus Vanta VMR XRF Analyser with all beams enabled for 10 seconds each, with no calibration factors applied. The provided standard and blank were analysed at the start and finish of each session. XRF readings were taken at a rate of three per sample interval on the core. It is recognised this is an imperfect method and was only used to give an indication of grade while waiting for laboratory assay results. Internal ALS laboratory standards, blanks and duplicates were all within target range. No external laboratory checks were made. <p>Prairie Creek</p> <ul style="list-style-type: none"> CRAE assay methods <ul style="list-style-type: none"> Holes drilled 1993 were assayed for Au by Au-50g fire assay/AAS and for Cu, Pb, Zn, Ag, As, Mo by ICP. ActivEx assay methods <ul style="list-style-type: none"> Holes drilled 2008 were assayed for Au, Cu, Pb, Zn, Ag, As, Bi, Mo, Fe, S, Mn, Se, Ti, Hg, Sb, Te, and W by ICP at ALS Brisbane <p>Red Hill</p> <ul style="list-style-type: none"> Several drill campaigns were conducted, and samples prepared as follows: <ul style="list-style-type: none"> 1967 (Atlas) -1984 (CRAE) re-assayed original holes for Au (Fire Assay/AAS), Cu, Pb, Zn, Ag, Co, Mn by AAS and Sn W by XRF. 1976 (Occidental) Assays described for Cu, Pb & Zn. No methods or lab described. No significant assays 1980 Occidental Minerals Corporation assayed for W, As, Cu, Pb, Zn. Method not described. No significant assays 1980 Utah Development Company. Assays described for W, Cu, Pb, Zn and As (no lab reported). 1982 CRA Exploration Ltd. Red Hill. Resampling of 1967 DDH Atlas holes. 1983-1984 Shell Co. of Australia Ltd. 10 percussion holes riffle spilt, 2 diamond drill holes half NQ core 2011 Oakland reassay core hole Half BQ core pulverise at ALS Chemex Au-AA24 (Fire assay/AAS) and 32 element ME-ICP61 (4-acid digest/ICP-AES) 2013-2015 WCB Resources. WRH001 assays by ALS Orange for Au by Au-AA25 (Fire assay/AAS) and Cu, Pb, Zn, Ag, As, Bi by ME-ICP41 (4 acid digest ICP-AES).

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Criteria	JORC Code explanation	Commentary
Verification of sampling and assaying	<ul style="list-style-type: none"> The verification of significant intersections by either independent or alternative company personnel. The use of twinned holes. Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols. Discuss any adjustment to assay data. 	<p>WRH002 at ALS Orange for Au by Au-AA25 (Fire assay/AAS) and 14 elements by ME-ICP41 (4 acid digest ICP-AES)</p> <p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> AMC has independently compiled data based on the original reported data as recorded in the historical open file data for reporting. No historic drilling has any QAQC samples. No twinned holes are known Documentation of primary data is all paper logs, with post 1995 data compiled on various computer systems, but independently validated and verified by Kenex. Regency in 2006 utilised an Explorer database to store information. No adjustments made to assay data <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Verification of significant intersections has been made by comparing logging notes, XRF intervals and laboratory results. No external QAQC samples (blanks or CRM's were included in sample submissions). No twinned holes have been drilled but the data from the drilling correlate well with historic drilling. The data from the historic drilling are stored in a digital database and were verified against hard copy assay sheets in various annual reports where available. The current data are collected via an auto-validated access database and are tested for errors. The data are then loaded into Micromine and validated using tools in Micromine and visual checks conducted. One database administrator conducts all data merging and storage into the database to ensure the integrity of the data. No assay data has been adjusted. <p>Prairie Creek</p> <ul style="list-style-type: none"> AMC has independently compiled data based on the original reported data as recorded in the historical open file data for reporting. No twinned holes are known Documentation of primary data is paper and digital logging, on various computer systems, but independently validated and verified by Kenex. No adjustments made to assay data <p>Red Hill</p> <ul style="list-style-type: none"> AMC has independently compiled data based on the original reported data as recorded in the historical open file data for reporting. No twinned holes are known Documentation of primary data is dominantly paper logging, but the data is independently validated and verified by Kenex. No adjustments made to assay data

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Criteria	JORC Code explanation	Commentary
Location of data points	<ul style="list-style-type: none"> Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation. Specification of the grid system used. Quality and adequacy of topographic control. 	<p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> Accuracy and quality of trench and collar surveys are not high. RAB and PD holes are dominant located by local grid co-ordinates with later estimates of locations based on transformation of local grids to regional grids. The 2006 Regency RAB drilling appears to have AMG co-ordinates stored in the database. The grid systems are a mixture of mostly local grid orientations converted to GDA94 MGAZ55. Topographic control is not used in reporting <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> The drillholes reported were located using a Garmin GPSMAP 60CSx GPS unit. The holes will be located by a surveyor at the end of the programme. Downhole surveys were taken by the drillers at 50 m intervals using a reflex tool, and a downhole gyro was used in DFD001 and part of DFD003. The grid system is MGA94 Zone 55 Topographical control is by satellite DTM, and accurate to ~5 m vertically, as compared to surveyed points. <p>DUKE 2019 IP and 2020 EM</p> <ul style="list-style-type: none"> Lines were gridded by Planetary using a Garmin Map 64s series GPS. Waypoints were measured at every station using the GDA 94 zone 55 datum. The HaITEM receiver was GPS synchronised and recorded the location of each survey station. Geophysical crew members also carried two Garmin GPS units. <p>Prairie Creek</p> <ul style="list-style-type: none"> Accuracy and quality of collar surveys are high. RC and DDH holes are local grid with conversions to AMG co-ordinates checked by handheld GPS. All drilling has been converted from original grid to GDA94 MGA Z54 Topographic control is not used in reporting <p>Red Hill</p> <ul style="list-style-type: none"> Accuracy and quality of collar surveys is variable. Pre-1990 drilling is located from paper copies of collar locations, commonly only registered by topographic features. Post 1990 drilling accuracy and confidence is high with collars picked up by GPS. Topographic control is not used in reporting <p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> The data spacing is irregular for most drilling except the 2006 Regency RAB drilling that is 80 m spaced on lines 80 m or 200 m apart. Drilling spacing is insufficient to support a Mineral Resource estimate
Data spacing and distribution	<ul style="list-style-type: none"> Data spacing for reporting of Exploration Results. Whether the data spacing, and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied. Whether sample compositing has been applied. 	

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Criteria	JORC Code explanation	Commentary
		<ul style="list-style-type: none"> Sample compositing is described under sub-sampling techniques <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Data spacing is not yet sufficient for resource estimation. No sample compositing has been applied. <p>DUKE 2019 IP and 2020 EM</p> <ul style="list-style-type: none"> The IP Receiver lines were read at 50m line spacing with 25m and 50m dipoles to improve depth penetration. Electrode spacing on the transmitter lines was set at 100m. A spacing of 100m between survey lines was deemed sufficient to collect the required EM data <p>Prairie Creek</p> <ul style="list-style-type: none"> The data spacing is irregular for the drilling in the range of 30 m to 500 m apart. Drilling spacing is insufficient to support a Mineral Resource estimate Sample compositing is described under sub-sampling techniques <p>Red Hill</p> <ul style="list-style-type: none"> The data spacing is irregular for the drilling in the range of 30 m to 500 m apart. Drilling spacing is insufficient to support a Mineral Resource estimate Sample compositing is described under sub-sampling techniques
Orientation of data in relation to geological structure	<ul style="list-style-type: none"> Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type. If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material. 	<p>Bundarra</p> <p>HISTORIC</p> <ul style="list-style-type: none"> The drilling is variably oriented but is dominantly based on the testing of structures mapped to host mineralisation at surface, or to be vertical on a grid parallel with the edge of the intrusion. The orientation of individual holes is variable and is not necessarily intersecting the mineralisation at a high angle. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> The drilling is near-perpendicular to the dominant mineralised vein orientation. There is no apparent bias in the drilling orientations used. <p>DUKE 2019 IP and 2020 EM</p> <ul style="list-style-type: none"> The IP and EM survey lines were run east – west and extended further north – south to cover the strike extent of the mineralised zone. <p>Prairie Creek</p> <ul style="list-style-type: none"> The drilling is variably oriented but is dominantly based on the testing of structures mapped to host mineralisation trends. The orientation of individual holes is variable and is not necessarily intersecting the mineralisation at a high angle. <p>Red Hill</p> <ul style="list-style-type: none"> The drilling is variably oriented but is dominantly based on the testing of structures

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Criteria	JORC Code explanation	Commentary
Sample security	<ul style="list-style-type: none"> The measures taken to ensure sample security. 	<p>mapped to host mineralisation at surface, or to be vertical on a grid parallel with the edge of the intrusion.</p> <ul style="list-style-type: none"> The orientation of individual holes is variable and is not necessarily intersecting the mineralisation at a high angle. <p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> There is no information regarding the sample security in any of the programs. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Core trays were removed daily from the drill site and locked in a shed. The samples were transported by a professional freight company to the laboratory in Townsville, and remain in secure storage there. <p>Red Hill</p> <ul style="list-style-type: none"> There is no information regarding the sample security in any of the programs. <p>Prairie Creek</p> <ul style="list-style-type: none"> Sampling conducted by CRAE and ActivEx have had modern approaches to sample security with bagging and transfer to assay laboratories.
Audits or reviews	<ul style="list-style-type: none"> The results of any audits or reviews of sampling techniques and data. 	<p>Bundarra HISTORIC</p> <ul style="list-style-type: none"> An IGR was compiled by RSG in 2002. No other assessments are documented. <p>DUKE 2019 DRILLING</p> <ul style="list-style-type: none"> Internal review by various company personnel has occurred <p>Red Hill</p> <ul style="list-style-type: none"> No audits have been undertaken on the Red Hill property other than the current collation of information by Duke. <p>Prairie Creek</p> <ul style="list-style-type: none"> No audits have been undertaken on the Prairie Creek property. ActivEx completed comprehensive data collation and reporting of historical and their own data in statutory reports.

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Section 2 Reporting of exploration results

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	<ul style="list-style-type: none"> Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings. The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area. 	<p>Bundarra</p> <ul style="list-style-type: none"> QLD Exploration Permit for Minerals (EPM) 26499 is a granted tenement owned 100% by Duke Exploration Limited. EPM26499 is subject to Native Title conditions. Parts of the tenement have native title interests with the Barada Barna people. QLD Exploration Permit for Minerals (EPM) 27575 and 27609 are applications by Duke Exploration Limited. <p>Prairie Creek</p> <ul style="list-style-type: none"> QLD Exploration Permit for Minerals (EPM) 26852 is a granted tenement owned 100% by Duke Exploration Limited. There is a heads of agreement to form a joint venture arrangement with CapGold Pty Ltd (Capgold) that Capgold maintain a 9% interest with free carry to completion of a Feasibility Study. <p>Red Hill</p> <ul style="list-style-type: none"> NSW Exploration Licence EL8568 is owned 100% by Duke Exploration Pty Ltd. The Moomba-Sydney gas pipeline crosses the north part of the tenement. The Main Southern railway easement crosses the southern portion of the tenement. There are no known impediments to obtaining a licence to operate in the area. <p>Emmerson JV</p> <ul style="list-style-type: none"> EL8463, EL8652 are owned 95% by Lachlan Resources Pty Ltd (100% subsidiary of Emmerson Exploration Limited) and 5% by Duke Exploration Pty Ltd. Duke can gain a 10% ownership when Lachlan drill test any targets within the tenement holding. Duke are free carry to commencement of a Feasibility Study. EL8464, EL8590 are owned 90% by Lachlan Resources Pty Ltd (100% subsidiary of Emmerson Exploration Limited) and 10% by Duke Exploration Pty Ltd
Exploration done by other parties	<ul style="list-style-type: none"> Acknowledgment and appraisal of exploration by other parties. 	<p>Bundarra</p> <ul style="list-style-type: none"> This report summarises the extensive exploration history at Bundarra <p>Prairie Creek</p> <ul style="list-style-type: none"> This report summarises the exploration history at Prairie Creek <p>Red Hill</p> <ul style="list-style-type: none"> This report summarises the extensive exploration history at Red Hill
Geology	<ul style="list-style-type: none"> Deposit type, geological setting and style of mineralisation. 	<p>Bundarra</p> <ul style="list-style-type: none"> The tenement lies within the Permian Bowen Basin of Eastern Queensland, specifically covering carbonaceous shale, lithic sandstone and siltstone ascribed to the Black Creek Group. In the Bundarra project area, these sediments have been intruded and locally domed by a multiphase calc-alkaline intrusion of Cretaceous age termed the Bundarra Granodiorite. Mineralisation identified to date is proximal to a sediment/granite contact zone and is typically hosted by hornfelsed sediments and brecciated porphyritic granite. Mineralisation generally consists of copper and/or gold in primary sulphides

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Criteria	JORC Code explanation	Commentary
		(chalcopyrite, pyrrhotite, pyrite) and secondary carbonates (malachite and azurite).
		<p><u>Prairie Creek</u></p> <ul style="list-style-type: none"> The geological units within the application area are part of the Permian-Carboniferous Auburn Arch surrounded by early Bowen Basin extensional rift zone and later sag phase, sedimentary Permian sequences which have been termed the Gogango Overfolded Zone. The Auburn Arch forms resistant hills of the Banana Range mainly due to the silicic nature of the dacitic and rhyolitic Torsdale Volcanics which form a broad, faulted anticlinal structure. The Glandore Granodiorite intrudes the Torsdale Volcanics occupying the axial portion of the structure. The arch is flanked by Camboon Volcanics which form subdued topography. The unit progresses easterly from terrestrial to marine and is made up of a sequence of andesitic and basaltic lavas, agglomerates and tuffs, with minor trachyte, sandstone, mudstone, siltstone and volcanic conglomerate. On the western flank, the Camboon Volcanics unconformably overlie the Torsdale Volcanics. The eastern flank contact of the Camboon Volcanics is not clearly defined in most areas, although a significant topographic change suggests faulting and has previously been mapped as the Mt Bertha Fault The Prairie Creek area is prospective for porphyry Cu – Au – Mo and epithermal Au targets
		<p><u>Red Hill</u></p> <ul style="list-style-type: none"> The area is situated within the eastern portion of the Lachlan Fold Belt which forms part of the Phanerozoic Tasman orogenic zone of eastern Australia. The Red Hill area represents part of the northern section of the Canberra-Yass Shelf. The Eastern belt is bounded to the west by the Gilmore Suture (Gilmore Fault - Indi Fault). The tenement and surrounding area consists of lithologies ranging in age from Late Ordovician to Middle-Late Silurian. These are intruded by the Early Devonian Rye Park Granite which intrudes the Silurian stratigraphy as a number of small bodies in the licence area near Rye Park. This granite is a locally greisenous, fractionated, coarse grained, muscovite-biotite granite associated with tin, tungsten and base metal mineralisation hosted in surrounding Ordovician and Silurian rocks in the northern licence area.
Drill hole Information	<ul style="list-style-type: none"> A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes: <ul style="list-style-type: none"> eastings and northing of the drill hole collar elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar dip and azimuth of the hole down hole length and interception depth hole length. If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent 	<p><u>Bundarra</u></p> <ul style="list-style-type: none"> Details of all location and drillhole data are included as Appendices in this report. A summary of significant intercepts is included in the text <p><u>Prairie Creek</u></p> <ul style="list-style-type: none"> Details of all location and drillhole data are included as Appendices in this report. A summary of significant intercepts is included in the text <p><u>Red Hill</u></p> <ul style="list-style-type: none"> Details of all location and drillhole data are included as Appendices in this report. A summary of significant intercepts is included in the text

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Criteria	JORC Code explanation	Commentary
Data aggregation methods	<p>Person should clearly explain why this is the case.</p> <ul style="list-style-type: none"> In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated. Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail. The assumptions used for any reporting of metal equivalent values should be clearly stated. 	<p>The Exploration Results are reported on a length weighted basis with no cutting of high grades. Intervals were composited using a weighted average technique at a 0.3% Cu cut off, allowing 4 m of internal dilution and a 1 m minimum width</p> <ul style="list-style-type: none"> No metal equivalents are used <p><u>Prairie Creek</u></p> <ul style="list-style-type: none"> The Exploration Results are reported on a length weighted basis with no cutting of high grades. Appendices included in the report show the detail. No metal equivalents are used <p><u>Red Hill</u></p> <ul style="list-style-type: none"> The Exploration Results are reported on a length weighted basis with no cutting of high grades. Appendices included in the report show the detail. No metal equivalents are used
Relationship between mineralisation widths and intercept lengths	<ul style="list-style-type: none"> These relationships are particularly important in the reporting of Exploration Results. If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported. If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known'). 	<p>All drilling is early stage and no assumptions are made as to the relationship between drilling and mineralisation orientation.</p> <ul style="list-style-type: none"> The down hole length true width is not known <p><u>DUKE 2019 DRILLING</u></p> <ul style="list-style-type: none"> The mean copper-mineralised vein direction is 40/099, while the drillholes were 60/270. This means the drillholes are close to perpendicular to the mean vein direction, and true widths are close to intercept lengths. This will vary on an individual basis, and further geological modelling is required before reporting true widths of individual veins. <p><u>Prairie Creek</u></p> <ul style="list-style-type: none"> All drilling is early stage and no assumptions are made as to the relationship between drilling and mineralisation orientation. The down hole length true width is not known <p><u>Red Hill</u></p> <ul style="list-style-type: none"> All drilling is early stage and no assumptions are made as to the relationship between drilling and mineralisation orientation. The down hole length true width is not known
Diagrams	<ul style="list-style-type: none"> Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported. These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views. 	<p>Appropriate summary plans are included in the document.</p> <p><u>Cloncurry</u></p> <ul style="list-style-type: none"> Appropriate summary plans are included in the document. <p><u>Prairie Creek</u></p> <ul style="list-style-type: none"> Appropriate summary plans are included in the document. <p><u>Red Hill</u></p>

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Criteria	JORC Code explanation	Commentary
Balanced reporting	<ul style="list-style-type: none"> Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results. 	<ul style="list-style-type: none"> Appropriate summary plans are included in the document. <p>Bundarra</p> <ul style="list-style-type: none"> Representative reporting of results is included in the report. Misleading reporting is avoided. All recent drill holes with assays have been included and significant intercepts have been fairly represented. <p>Prairie Creek</p> <ul style="list-style-type: none"> Representative reporting of results is included in the report. Misleading reporting is avoided. <p>Red Hill</p> <ul style="list-style-type: none"> Representative reporting of results is included in the report. Misleading reporting is avoided.
Other substantive exploration data	<ul style="list-style-type: none"> Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances. 	<p>Bundarra</p> <ul style="list-style-type: none"> Geological and geophysical data are described in the document. Aeromagnetics and VTEM geophysical survey data provided new targeting options. 3D IP provided drill targeting options A desktop study was completed by Core Metallurgy Pty Ltd, using the most recent drill data and flotation test work results to perform an order-of magnitude assessment of processing and operating options for a mine at Mt Flora. The goal of the study was to produce indicative flowsheets and the associated capital and operating costs to subsequently evaluate the feasibility and economic viability of producing a copper concentrate via conventional open pit mining and processing methods from deposits in the Bundarra project area. The cost estimates provided within the review are of a preliminary nature and should have an expected accuracy range of 25% to 45%. Scoping test work to assess metallurgical processing options was conducted by Core in May and June 2019 and these data were used to constrain the review. Key assumptions include all mining will be from an open-pit, throughput rate will be 500,000 tonnes per annum of sulphide ore, a concentrate grade for copper of 24% and silver of 398 g/t Ag, concentrate filter cake delivered to Mt Isa by road transport and a locally based drive in/out workforce is available at Mackay or in the surrounding area. The study considered twelve processing options with the Base Case capital cost estimate for the supply and construction of a concentrator with a nominal capacity of 500,000 dry tonnes per annum to produce a saleable rougher copper concentrate is estimated at approximately A\$56.3 million. Order of magnitude operating costs for a greenfield EPCM and second-hand process plant, at A\$31-34 per tonne, were significantly lower compared to Builder Owner Operator (A\$47-51 per tonne) and Contract Crushing / Direct Shipped Ore (A\$65-89 per tonne) options.

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Criteria	JORC Code explanation	Commentary
		<p>Prairie Creek</p> <ul style="list-style-type: none"> The Prairie Creek area is prospective for porphyry Cu – Au - Mo and epithermal Au targets. Past exploration highlighted gold in drilling at Prairie Creek (e.g. 52 m at 2.11 g/t Au in RC93GW5 from surface), anomalous gold in soil anomalies and outcropping epithermal veins some which remain untested by drilling <p>Red Hill</p> <ul style="list-style-type: none"> Geological and geophysical data are described in the document. Aeromagnetics and EM geophysical survey data and combined geochemistry has been merged and assessed to provide the recognition for potential for porphyry copper-gold mineralisation.
Further work	<ul style="list-style-type: none"> <i>The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).</i> <i>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</i> 	<p>Bundarra</p> <ul style="list-style-type: none"> Exploration work programmes for Bundarra include drill testing priority historic anomalies and VTEM/IP and EM targets Geological mapping Infill soil and rock chip sampling <p>Prairie Creek</p> <ul style="list-style-type: none"> The project area in general has several zones of anomalous stream and soil geochemistry that require follow up. The project area is largely under explored and the opportunity to use prospectivity modelling analysis for porphyry Cu – Au and epithermal Au would provide targets to assess through mapping and drilling. <p>Red Hill</p> <ul style="list-style-type: none"> Exploration by Duke will be focused on developing a more comprehensive picture of the porphyry related mineral potential using detailed 3D geology mapping and prospectivity modelling analysis to drive exploration fieldwork to focus on generating and maturing immediate targets of which three are prioritized. Duke will map and model the regional geology from the perspective that mineralisation is being driven by a buried porphyry copper-gold mineral system. After modelling the geology in 2D and 3D, predictive analysis to develop individual targets will be run with output ranked by the highest chance of locating a Cadia-style deposit. Field visits to confirm critical results and confirmation mapping will be carried out, and drill programmes developed

Appendix B Historic and 2019 exploration drill results

(NSA=No Significant Assay)

Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SRTM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (% Cu)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Bundarra	FR001	Regency	GDA94	MGA55	656601	7574000	-	281	RAB	30	258	-60	NSA						
Bundarra	FR002	Regency	GDA94	MGA55	656800	7573997	-	281	RAB	30	266	-60	NSA						
Bundarra	FR003	Regency	GDA94	MGA55	657000	7574000	-	280	RAB	30	264	-60	NSA						
Bundarra	FR004	Regency	GDA94	MGA55	657195	7574000	-	282	RAB	30	265	-60	NSA						
Bundarra	FR005	Regency	GDA94	MGA55	657410	7574000	-	287	RAB	30	262	-60	NSA						
Bundarra	FR006	Regency	GDA94	MGA55	656600	7573913	-	285	RAB	30	261	-60	NSA						
Bundarra	FR007	Regency	GDA94	MGA55	656802	7573917	-	284	RAB	30	261	-60	NSA						
Bundarra	FR008	Regency	GDA94	MGA55	657000	7573921	-	283	RAB	30	261	-60	NSA						
Bundarra	FR009	Regency	GDA94	MGA55	657202	7573918	-	285	RAB	30	261	-60	NSA						
Bundarra	FR010	Regency	GDA94	MGA55	657395	7573919	-	292	RAB	30	260	-60	NSA						
Bundarra	FR011	Regency	GDA94	MGA55	656591	7573840	-	288	RAB	30	258	-60	NSA						
Bundarra	FR012	Regency	GDA94	MGA55	656800	7573840	-	287	RAB	30	262	-60	NSA						
Bundarra	FR013	Regency	GDA94	MGA55	657000	7573837	-	285	RAB	30	261	-60	NSA						
Bundarra	FR014	Regency	GDA94	MGA55	657200	7573841	-	287	RAB	30	264	-60	NSA						
Bundarra	FR015	Regency	GDA94	MGA55	657400	7573855	-	292	RAB	30	265	-60	NSA						
Bundarra	FR016	Regency	GDA94	MGA55	656600	7573769	-	288	RAB	30	261	-60	NSA						
Bundarra	FR017	Regency	GDA94	MGA55	656800	7573770	-	287	RAB	30	262	-60	NSA						
Bundarra	FR018	Regency	GDA94	MGA55	657000	7573755	-	285	RAB	30	263	-60	NSA						
Bundarra	FR019	Regency	GDA94	MGA55	657206	7573780	-	287	RAB	22	255	-60	NSA						
Bundarra	FR020	Regency	GDA94	MGA55	657391	7573765	-	295	RAB	30	272	-60	NSA						
Bundarra	FR021	Regency	GDA94	MGA55	658393	7573435	-	281	RAB	25	265	-60	NSA						
Bundarra	FR022	Regency	GDA94	MGA55	658594	7573459	-	278	RAB	24	263	-60	NSA						
Bundarra	FR023	Regency	GDA94	MGA55	658797	7573442	-	269	RAB	30	262	-60	NSA						
Bundarra	FR024	Regency	GDA94	MGA55	659000	7573450	-	272	RAB	30	261	-60	NSA						
Bundarra	FR025	Regency	GDA94	MGA55	659205	7573450	-	262	RAB	30	262	-60	NSA						
Bundarra	FR026	Regency	GDA94	MGA55	659401	7573447	-	257	RAB	30	258	-60	NSA						
Bundarra	FR027	Regency	GDA94	MGA55	658403	7573359	-	281	RAB	30	263	-60	NSA						

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SRTM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (%) Cu	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Bundarra	FR028	Regency	GDA94	MGA55	658599	7573358	-	273	RAB	25	265	-60	NSA						
Bundarra	FR029	Regency	GDA94	MGA55	658806	7573364	-	269	RAB	30	265	-60	NSA						
Bundarra	FR030	Regency	GDA94	MGA55	659001	7573356	-	267	RAB	30	259	-60	NSA						
Bundarra	FR031	Regency	GDA94	MGA55	659207	7573357	-	262	RAB	30	262	-60	2.00	3.00	1.00	0.64	0.28		3.4
Bundarra	FR032	Regency	GDA94	MGA55	659403	7573354	-	257	RAB	30	256	-60	NSA						
Bundarra	FR033	Regency	GDA94	MGA55	658406	7573277	-	273	RAB	30	262	-60	NSA						
Bundarra	FR034	Regency	GDA94	MGA55	658602	7573277	-	267	RAB	30	264	-60	NSA						
Bundarra	FR035	Regency	GDA94	MGA55	658801	7573282	-	264	RAB	30	263	-60	NSA						
Bundarra	FR036	Regency	GDA94	MGA55	659000	7573278	-	263	RAB	30	263	-60	NSA						
Bundarra	FR037	Regency	GDA94	MGA55	659201	7573283	-	259	RAB	30	263	-60	NSA						
Bundarra	FR038	Regency	GDA94	MGA55	659401	7573280	-	254	RAB	30	265	-60	NSA						
Bundarra	FR039	Regency	GDA94	MGA55	658401	7573199	-	267	RAB	30	261	-60	29.00	30.00	1.00	1.38	0.17		7.7
Bundarra	FR040	Regency	GDA94	MGA55	658600	7573200	-	264	RAB	30	262	-60	NSA						
Bundarra	FR041	Regency	GDA94	MGA55	658802	7573200	-	261	RAB	30	264	-60	NSA						
Bundarra	FR042	Regency	GDA94	MGA55	659000	7573198	-	259	RAB	30	262	-60	NSA						
Bundarra	FR043	Regency	GDA94	MGA55	659208	7573207	-	255	RAB	30	261	-60	NSA						
Bundarra	FR044	Regency	GDA94	MGA55	659403	7573204	-	252	RAB	30	266	-60	NSA						
Bundarra	FR045	Regency	GDA94	MGA55	658395	7573119	-	263	RAB	30	265	-60	NSA						
Bundarra	FR046	Regency	GDA94	MGA55	658601	7573121	-	261	RAB	30	260	-60	NSA						
Bundarra	FR047	Regency	GDA94	MGA55	658800	7573123	-	258	RAB	30	261	-60	NSA						
Bundarra	FR048	Regency	GDA94	MGA55	659004	7573120	-	255	RAB	30	263	-60	NSA						
Bundarra	FR049	Regency	GDA94	MGA55	659202	7573117	-	252	RAB	30	263	-60	NSA						
Bundarra	FR050	Regency	GDA94	MGA55	659391	7573126	-	249	RAB	30	260	-60	NSA						
Bundarra	FR051	Regency	GDA94	MGA55	658400	7573036	-	260	RAB	25	259	-60	NSA						
Bundarra	FR052	Regency	GDA94	MGA55	658596	7573040	-	259	RAB	30	261	-60	NSA						
Bundarra	FR053	Regency	GDA94	MGA55	658795	7573038	-	256	RAB	30	261	-60	NSA						
Bundarra	FR054	Regency	GDA94	MGA55	659000	7573042	-	253	RAB	30	260	-60	NSA						
Bundarra	FR055	Regency	GDA94	MGA55	659202	7573043	-	250	RAB	30	259	-60	NSA						
Bundarra	FR056	Regency	GDA94	MGA55	659390	7573043	-	247	RAB	30	265	-60	NSA						
Bundarra	FR057	Regency	GDA94	MGA55	652137	7567360	-	313	RAB	19	260	-60	NSA						
Bundarra	FR058	Regency	GDA94	MGA55	652094	7567369	-	313	RAB	24	263	-60	NSA						
Bundarra	FR059	Regency	GDA94	MGA55	652037	7567372	-	311	RAB	30	261	-60	NSA						
Bundarra	FR060	Regency	GDA94	MGA55	651986	7567367	-	311	RAB	24	260	-60	NSA						

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SKM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (%)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Bundarra	FR061	Regency	GDA94	MGA55	652128	7567310	-	309	RAB	24	261	-60	NSA						
Bundarra	FR062	Regency	GDA94	MGA55	652085	7567322	-	309	RAB	20	263	-60	NSA						
Bundarra	FR063	Regency	GDA94	MGA55	652044	7567321	-	307	RAB	27	262	-60	NSA						
Bundarra	FR064	Regency	GDA94	MGA55	651993	7567318	-	307	RAB	19	261	-60	NSA						
Bundarra	FR065	Regency	GDA94	MGA55	652135	7567268	-	309	RAB	20	261	-60	NSA						
Bundarra	FR066	Regency	GDA94	MGA55	652087	7567271	-	309	RAB	24	255	-60	NSA						
Bundarra	FR067	Regency	GDA94	MGA55	652039	7567269	-	307	RAB	30	263	-60	NSA						
Bundarra	FR068	Regency	GDA94	MGA55	651990	7567268	-	307	RAB	30	261	-60	NSA						
Bundarra	FR069	Regency	GDA94	MGA55	652141	7567211	-	305	RAB	20	261	-60	NSA						
Bundarra	FR070	Regency	GDA94	MGA55	652092	7567216	-	305	RAB	20	261	-60	NSA						
Bundarra	FR071	Regency	GDA94	MGA55	652043	7567213	-	303	RAB	24	264	-60	NSA						
Bundarra	FR072	Regency	GDA94	MGA55	658440	7567890	-	335	RAB	64	262	-60	NSA						
Bundarra	FR073	Regency	GDA94	MGA55	658363	7567851	-	335	RAB	22	262	-60	NSA						
Bundarra	FR076	Regency	GDA94	MGA55	658230	7568000	-	348	RAB	30	264	-60	NSA						
Bundarra	FR077	Regency	GDA94	MGA55	658200	7567921	-	369	RAB	30	264	-60	NSA						
Bundarra	FR078	Regency	GDA94	MGA55	658175	7567837	-	392	RAB	21	263	-60	14.00	15.00	1.00	0.50	0.08		8.9
Bundarra	FR080	Regency	GDA94	MGA55	657798	7568169	-	349	RAB	23	259	-60	NSA						
Bundarra	FR083	Regency	GDA94	MGA55	657621	7568299	-	345	RAB	30	261	-60	NSA						
Bundarra	FR086	Regency	GDA94	MGA55	657382	7568386	-	342	RAB	30	261	-60	NSA						
Bundarra	FR087	Regency	GDA94	MGA55	657431	7568299	-	362	RAB	30	262	-60	NSA						
Bundarra	FR088	Regency	GDA94	MGA55	657419	7568212	-	385	RAB	30	260	-60	NSA						
Bundarra	FR090	Regency	GDA94	MGA55	657200	7568470	-	343	RAB	24	280	-60	NSA						
Bundarra	FR091	Regency	GDA94	MGA55	657207	7568391	-	363	RAB	24	263	-60	NSA						
Bundarra	FR092	Regency	GDA94	MGA55	657208	7568313	-	385	RAB	24	240	-60	NSA						
Bundarra	FR094	Regency	GDA94	MGA55	659564	7565111	-	281	RAB	30	262	-60	NSA						
Bundarra	FR096	Regency	GDA94	MGA55	659572	7564958	-	283	RAB	30	260	-60	NSA						
Bundarra	FR097	Regency	GDA94	MGA55	659517	7565113	-	283	RAB	30	261	-60	NSA						
Bundarra	FR098	Regency	GDA94	MGA55	659491	7565035	-	287	RAB	30	85	-60	NSA						
Bundarra	FR099	Regency	GDA94	MGA55	659517	7564950	-	287	RAB	30	263	-60	NSA						
Bundarra	FR100	Regency	GDA94	MGA55	659467	7565115	-	283	RAB	30	264	-60	NSA						
Bundarra	FR101	Regency	GDA94	MGA55	659466	7565035	-	287	RAB	30	265	-60	NSA						
Bundarra	FR102	Regency	GDA94	MGA55	659462	7564953	-	287	RAB	30	269	-60	NSA						
Bundarra	FR103	Regency	GDA94	MGA55	659420	7565120	-	278	RAB	30	258	-60	NSA						

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SRTM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (%) Cu	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Bundarra	FR104	Regency	GDA94	MGA55	659415	7565034	-	278	RAB	30	265	-60	NSA						
Bundarra	FR105	Regency	GDA94	MGA55	659419	7564951	-	278	RAB	30	270	-60	NSA						
Bundarra	FR106	Regency	GDA94	MGA55	654614	7568818	-	296	RAB	22	261	-60	NSA						
Bundarra	FR107	Regency	GDA94	MGA55	654701	7568827	-	292	RAB	27	265	-60	NSA						
Bundarra	FR108	Regency	GDA94	MGA55	654788	7568820	-	291	RAB	30	263	-60	NSA						
Bundarra	FR109	Regency	GDA94	MGA55	654847	7568820	-	291	RAB	26	256	-60	NSA						
Bundarra	FR110	Regency	GDA94	MGA55	654615	7568742	-	296	RAB	27	261	-60	NSA						
Bundarra	FR111	Regency	GDA94	MGA55	654704	7568744	-	293	RAB	30	262	-60	NSA						
Bundarra	FR112	Regency	GDA94	MGA55	654783	7568744	-	292	RAB	30	260	-60	NSA						
Bundarra	FR113	Regency	GDA94	MGA55	654865	7568733	-	294	RAB	23	261	-60	NSA						
Bundarra	FR114	Regency	GDA94	MGA55	654607	7568662	-	296	RAB	30	260	-60	23.00	24.00	1.00	1.37	0.10		4.6
Bundarra	FR115	Regency	GDA94	MGA55	654699	7568662	-	293	RAB	24	263	-60	NSA						
Bundarra	FR116	Regency	GDA94	MGA55	654778	7568665	-	292	RAB	27	261	-60	NSA						
Bundarra	FR117	Regency	GDA94	MGA55	654850	7568662	-	294	RAB	22	261	-60	NSA						
Bundarra	MFP01	QMC	AGD66	AMG55	662200	7572175	375	356	PERC	236	0	-90	32.00	34.00	2.00	0.72			
Bundarra	MFP02	QMC	AGD66	AMG55	662350	7572200	366	350	PERC	183	0	-90	NSA						
Bundarra	EAP01	QMC	AGD66	AMG55	652655	7569535	-	333	PERC	49	0	-90	NSA						
Bundarra	EAP02	QMC	AGD66	AMG55	652675	7569620	-	331	PERC	73	0	-90	NSA						
Bundarra	QB001	QMC	AGD66	AMG55	653850	7569350	-	418	PERC	134	0	-90	NSA						
Bundarra	QB002	QMC	AGD66	AMG55	653680	7569355	-	395	PERC	205	0	-90	NSA						
Bundarra	QB003	QMC	AGD66	AMG55	653535	7569350	-	356	PERC	103	0	-90	18.00	36.00	18.00	0.57	-		15
Bundarra	DDH01	Planet	AGD66	AMG55	655011	7566716	-	333	DIAM	190.81	165	-55	Incl. 30	32.00	2.00	1.48	-		33
Bundarra	MFP1	Marlborough	AGD66	AMG55	653507	7569197	-	356	PERC	67	92	-64	0.00	46.00	46.00	0.58	0.13		11
													Incl. 26	28.00	2.00	0.44	2.31		49
														44.00	44.00	0.46	0.02		12
Bundarra	MFP2	Marlborough	AGD66	AMG55	653542	7569248	-	373	PERC	52	102	-59	0.00	44.00					
Bundarra	MFP3	Marlborough	AGD66	AMG55	653522	7569251	-	356	PERC	44	0	-90	NSA						
Bundarra	MFP4	Marlborough	AGD66	AMG55	653490	7569191	-	356	PERC	36	0	-90	NSA						
Bundarra	D002	Chesterfield	AGD66	AMG55	653495	7569280	-	356	PERC	51	0	-90	27.00	33.00	6.00	1.40	0.64		38
Bundarra	D004	Chesterfield	AGD66	AMG55	658032	7567714	-	385	PERC	30	0	-90	NSA						
Bundarra	D005	Chesterfield	AGD66	AMG55	658126	7567744	-	369	PERC	30	0	-90	NSA						
Bundarra	D006	Chesterfield	AGD66	AMG55	658065	7567599	-	392	PERC	30	0	-90	NSA						
Bundarra	D007	Chesterfield	AGD66	AMG55	658453	7572871	-	259	PERC	48.5	0	-90	36.00	39.00	3.00	<0.01	7.25		

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SRM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (%)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Bundarra	PDH001	Chesterfield	AGD66	AMG55	653380.5	7568770.9	-	327	PERC	60	0	-90	NSA						
Bundarra	PDH002	Chesterfield	AGD66	AMG55	657098.5	7570518.2	-	261	PERC	140	0	-90	NSA						
Bundarra	PDH003	Chesterfield	AGD66	AMG55	659138.4	7570805.4	-	241	PERC	306	0	-90	NSA						
Bundarra	QWB001	Chesterfield	AGD66	AMG55	654613.9	7568758.9	-	291	WB	45	0	-90	NSA						
Bundarra	WB001	Chesterfield	AGD66	AMG55	656603.2	7569754.2	-	271	WB	60	0	-90	NSA						
Bundarra	WB002	Chesterfield	AGD66	AMG55	657105.2	7571194.8	-	259	WB	39.4	65	-60	NSA						
Bundarra	WB003	Chesterfield	AGD66	AMG55	656816.1	7570982.4	-	263	WB	39.4	0	-90	NSA						
Bundarra	WB004	Chesterfield	AGD66	AMG55	654608.7	7568236.1	-	298	WB	32.8	0	-90	NSA						
Bundarra	MFD1	Endeavour	AGD66	AMG55	662224	7571905	303	335	DIAM	220.22	270	-60	14.98	22.32	7.34	0.88			
													54.87	56.21	1.34	0.92			
													71.00	89.29	18.29	1.22			
													101.73	104.29	2.56	2.33			
													120.79	126.19	5.40	0.64			
													205.80	212.04	6.24	0.52			
Bundarra	MFD2	Endeavour	AGD66	AMG55	662070	7571920	279	329	DIAM	132.22	270	-70	104.42	106.45	2.03	0.89			
Bundarra	MFD3	Endeavour	AGD66	AMG55	662190	7571906	302	335	DIAM	128.47	270	-60	38.45	44.45	6.00	1.05			
													52.45	71.62	19.17	1.00			
													101.10	105.16	4.06	1.40			
Bundarra	MFD4	Endeavour	AGD66	AMG55	661966	7571934	265	317	DIAM	77.17	270	-60	45.95	49.95	4.00	0.54			
Bundarra	MFD5	Endeavour	AGD66	AMG55	662342	7571990	307	341	DIAM	128	270	-50	74.58	86.58	12.00	0.48			
													89.21	106.07	15.56	0.69			
Bundarra	MFD6	Endeavour	AGD66	AMG55	662190	7572011	338	353	DIAM	242.28	270	-60	60.17	64.80	4.63	0.68			
													77.97	78.38	0.41	7.67			
													107.52	108.44	0.92	3.18			
													109.10	111.81	2.71	5.59			
													160.86	162.50	1.64	2.39			
Bundarra	MFP-1	MIM	AGD66	AMG55	658900	7574750	-	241	DIAM	177	0	-90	NSA						
Bundarra	MFP-2	MIM	AGD66	AMG55	658750	7574400	-	245	DIAM	216.4	0	-90	NSA						
Bundarra	MFP-3	MIM	AGD66	AMG55	656200	7573760	-	288	DIAM	249	0	-90	NSA						
Bundarra	MFP-4	MIM	AGD66	AMG55	655000	7574600	-	264	PERC	132	0	-90	NSA						
Bundarra	DFD001	Duke Exploration Ltd	MGA94	MGA55	662317	7572088	306		DIAM	219.2	270	-60	4.20	10.00	5.80	0.98	0.03		9.04
													47.00	79.00	32.00	0.80	0.02		8.58

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Project	Drill Hole ID	Company	Datum	Grid	East- ing (m)	North- ing (m)	Elev- ation (m)	Elev- ation SRTM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (% Cu)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
													88.50	92.00	3.50	0.65	0.01		1.48
													108.00	115.10	7.10	0.69	0.01		2.98
													194.00	202.00	8.00	0.52	0.01		0.76
													217.00	219.20	2.20	0.44	<0.01		0.25
Bundarra	DFD002	Duke Exploration Ltd			662349	7572045	290		DIAM	189.5	270	-60	8.00	21.00	13.00	0.75	0.01		1.36
													28.00	29.40	1.40	0.69	<0.01		0.25
													48.00	49.00	1.00	0.65	0.01		0.25
													58.90	59.90	1.00	0.39	0.04		10.20
													67.00	86.50	19.50	1.04	0.02		1.95
													95.90	100.40	4.50	1.87	0.08		14.14
													115.40	123.00	7.60	0.66	0.01		1.41
													128.50	141.90	13.40	0.33	<0.01		0.71
Bundarra	DFD003	Duke Exploration Ltd			662268	7572002	269		DIAM	141.3	270	-60	1.00	21.20	20.20	0.80	0.02		11.24
													34.00	35.00	1.00	0.30	<0.01		0.25
Prairie Ck	GOWH01	ActiveEX	GDA94		236158	7283517	-		RC	157	180	-60	NSA						
Prairie Ck	GOWH02	ActiveEX	GDA94		236132	7283204	-		RC	120	0	-60	NSA						
Prairie Ck	GOWH03	ActiveEX	GDA94		232905	7283056	-		RC	175	225	-60	NSA						
Prairie Ck	GOWH04	ActiveEX	GDA94		235326	7283102	-		RC	127	170	-60	NSA						
Prairie Ck	GOWH05	ActiveEX	GDA94		235306	7280993	-		RC	193	70	-60	NSA						
Prairie Ck	GOWH06	ActiveEX	GDA94		235365	7280955	-		RC	133	35	-60	NSA						
Prairie Ck	PCKH01	ActiveEX	GDA94		231053	7280186	-		RC	175	170	-60	NSA						
Prairie Ck	PCKH02	ActiveEX	GDA94		230831	7280672	-		RC	109	220	-60	NSA						
Prairie Ck	RC93GW1	CRAE	AGD66		230148	7279229	481		RC	102	255	-60	NSA						
Prairie Ck	RC93GW2	CRAE	AGD66		230141	7279193	482		RC	130	261	-60	NSA						
Prairie Ck	RC93GW3	CRAE	AGD66		230085	7279197	484		RC	102	81	-60	0.00	16.00	16.00		1.35		
Prairie Ck	RC93GW4	CRAE	AGD66		230094	7279198	484		RC	80	261	-60	0.00	18.00	18.00		1.75		
Prairie Ck	RC93GW5	CRAE	AGD66		230111	7279195	483		RC	108	5	-60	0.00	52.00	52.00		2.11		
													incl. 6	12.00	6.00		6.55		
													and 42	52.00	10.00		3.20		
Prairie Ck	RC93GW6	CRAE	AGD66		230098	7279255	474		RC	93	71	-60	NSA						
Prairie Ck	RC93GW7	CRAE	AGD66		230058	7279215	478		RC	104	104	-59	52.00	60.00	8.00		2.05		

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SKM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (% Cu)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Prairie Ck	DD93GW8	CRAE	AGD66	AMG56	230138	7279187	480		DIAM	24.7	310	-55	0.00	4.00	4.00		1.29		
Prairie Ck	DD93GW9	CRAE	AGD66	AMG56	230138	7279188	480		DIAM	106.1	310	-55	2.90	3.80	0.90		2.05		
													31.70	34.00	2.30		1.02		
													42.00	55.30	13.30		2.78		
Prairie Ck	RC94GW10	CRAE	AGD66	AMG56	230214	7275157	472		RC	76	283	-60	NSA						
Prairie Ck	RC94GW11	CRAE	AGD66	AMG56	230098	7279107	460		RC	120	271	-60	NSA						
Prairie Ck	RC94GW12	CRAE	AGD66	AMG56	229870	7278934	460		RC	118	91	-60	NSA						
Prairie Ck	RC94GW13	CRAE	AGD66	AMG56	231405	7280608	380		RC	80	280	-60	NSA						
Red Hill	DDH 1	CRAE	GDA94	MGA55	677225	6162176	-		DIAM	0	0	-90	NSA						
Red Hill	DDH 2	CRAE	GDA94	MGA55	677225	6162176	-		DIAM	0	0	-90	NSA						
Red Hill	DDH 3	CRAE	GDA94	MGA55	677200	6162211	-		DIAM	0	0	-90	NSA						
Red Hill	DDH 4	Atlas	GDA94	MGA55	677260	6162143	-		DIAM	164	0	-90	NSA						
Red Hill	DDH 5	Atlas	GDA94	MGA55	677269	6162210	-		DIAM	102	0	-90	NSA						
Red Hill	DDH 6	Atlas	GDA94	MGA55	677009	6162089	-		DIAM	82	0	-90	NSA						
Red Hill	DDH RH-1	Shell	GDA94	MGA55	677600	6160450	668		DIAM	190.3	0	-90	NSA						
Red Hill	DDH RH-2	Shell	GDA94	MGA55	678400	6161500	680		DIAM	133	0	-90	NSA						
Red Hill	DDHKT1	Shell	GDA94	MGA55	684946	6175905	-		DIAM	313	204	-65	NSA						
Red Hill	DDHY1	Oakland	GDA94	55	684994	6142528	-		DD	178.8	0	-90	NSA						
Red Hill	DDHY-1	Oakland	GDA94	MGA55	684881	6142344	-		DIAM	178.8	0	-90	NSA						
Red Hill	DDH-Y10	Longreach	GDA94	MGA55	685195	6142841	-		UNK	147	0	-90	NSA						
Red Hill	DDH-Y11	Longreach	GDA94	MGA55	685195	6142841	-		UNK	155	0	-90	NSA						
Red Hill	DDH-Y2	Longreach	GDA94	MGA55	684956	6142329	-		DIAM	94	0	-90	NSA						
Red Hill	DDH-Y3	Longreach	GDA94	MGA55	685413	6143004	-		DIAM	166	270	-45	NSA						
Red Hill	DDH-Y4	Longreach	GDA94	MGA55	685316	6142942	-		DIAM	169	0	-45	NSA						
Red Hill	DDH-Y5	Longreach	GDA94	MGA55	685573	6143265	-		DIAM	248	90	-45	NSA						
Red Hill	DDH-Y6	Longreach	GDA94	MGA55	685195	6142841	-		UNK	216	0	-90	NSA						
Red Hill	DDH-Y7	Longreach	GDA94	MGA55	685195	6142841	-		UNK	150	0	-90	NSA						
Red Hill	DDH-Y8	Longreach	GDA94	MGA55	685195	6142841	-		UNK	161	0	-90	NSA						
Red Hill	DDH-Y9	Longreach	GDA94	MGA55	685195	6142841	-		UNK	177	0	-90	NSA						
Red Hill	PDH M1	Shell	GDA94	MGA55	684085	6143970	-		PERC	52	0	-90	NSA						
Red Hill	PDH M2	Shell	GDA94	MGA55	684084	6142495	-		PERC	48	0	-90	NSA	10.00	12.00	2.00			16.10

Independent Geologist Report

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Project	Drill Hole ID	Company	Datum	Grid	East-ing (m)	North-ing (m)	Elev-ation (m)	Elev-ation SRTM (m)	Drill Hole Type	Drill Hole Length (m)	Bearing (mag netic) (°)	Dip (°)	From (m)	To (m)	Thick (m)	Copper (% Cu)	Gold (g/t Au)	Cobalt (ppm Co)	Silver (g/t Ag)
Red Hill	PDH M3	Shell	GDA94	MGA55	684174	6142520	-	-	PERC	52	0	-90	48.00	50.00	2.00		2.10		
Red Hill	PDH M4	Shell	GDA94	MGA55	684530	6142590	-	-	PERC	50	0	-90	NSA	NSA					
Red Hill	PDH M5	Shell	GDA94	MGA55	684660	6142627	-	-	PERC	54	0	-90	NSA	NSA					
Red Hill	PDH RH-1	Shell	GDA94	MGA55	677570	6161100	676		PERC	96	0	-90	NSA	NSA					
Red Hill	PDH RH-2	Shell	GDA94	MGA55	677300	6161750	-		PERC	103	0	-90	NSA	NSA					
Red Hill	PDH RH-3	Shell	GDA94	MGA55	678375	6159450	683		PERC	113	0	-90	NSA	NSA					
Red Hill	PDH WW1	Shell	GDA94	MGA55	679350	6177835	651		PERC	200	0	-90	NSA	NSA					
Red Hill	PDH WW2	Shell	GDA94	MGA55	680190	6177990	662		PERC	200	0	-90	NSA	NSA					
Red Hill	RH01	Utah	GDA94	MGA55	673424	6178028	-		PERC	0	0	-90	NSA	NSA					
Red Hill	RH02	Utah	GDA94	MGA55	673483	6178067	-		PERC	50	0	-90	NSA	NSA					
Red Hill	RH03	Utah	GDA94	MGA55	673840	6177071	-		PERC	80	0	-90	NSA	NSA					
Red Hill	RH04	Utah	GDA94	MGA55	673553	6176835	-		PERC	100	0	-90	NSA	NSA					
Red Hill	RH06	Utah	GDA94	MGA55	673612	6177840	-		PERC	50	0	-90	NSA	NSA					
Red Hill	RH07	Utah	GDA94	MGA55	673701	6177703	-		PERC	44	0	-90	NSA	NSA					
Red Hill	RH09	Utah	GDA94	MGA55	673506	6178072	-		PERC	50	0	-90	NSA	NSA					
Red Hill	SH01	Utah	GDA94	MGA55	673805	6174310	-		PERC	100	0	-90	NSA	NSA					
Red Hill	WG01	Utah	GDA94	MGA55	675800	6170640	-		PERC	40	0	-90	NSA	NSA					
Red Hill	WRH001	WCB	GDA94	MGA55	677175	6162200	-		PERC/ DIAM	358.7	0	-90	219.95	221.50	1.55	0.54	0.37		
Red Hill	WRH002	WCB	GDA94	MGA55	677162	6162275	-		DIAM	250	0	-60	NSA	NSA					
Red Hill	WY1	Occidental	GDA94	MGA55	693640	6141652	-		DIAM	195	58	-50	NSA	NSA					
Red Hill	WY2	Occidental	GDA94	MGA55	694280	6140455	-		DIAM	160	239	-50	NSA	NSA					
Red Hill	WY3	Occidental	GDA94	MGA55	694187	6140415	-		DIAM	115	239	-50	NSA	NSA					
Red Hill	WY4	Occidental	GDA94	MGA55	694075	6140372	-		DIAM	167	59	-50	NSA	NSA					
Red Hill	WY5	Occidental	GDA94	MGA55	693105	6143080	-		DIAM	200	29	-50	NSA	NSA					
Red Hill	WY6	Occidental	GDA94	MGA55	693225	6143317	-		DIAM	177	58	-50	NSA	NSA					

Independent Geologist Report

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The Directors
Duke Exploration Limited
Level 28, Waterfront Place
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BRISBANE QLD 4000

18 September 2020

Dear Directors,

INDEPENDENT LIMITED ASSURANCE REPORT

Introduction

BDO Audit Pty Ltd ('BDO') has been engaged by Duke Exploration Limited ('Duke' or 'the Company') to prepare this Independent Limited Assurance Report ('this Report') for inclusion in a prospectus proposed to be issued, in relation to the initial public offering of shares in Duke, on or about 22 September 2020 ('Prospectus') and listing on the Australian Securities Exchange ('ASX') ('the Offer').

Unless stated otherwise in this Report, expressions defined in the Prospectus have the same meaning in this Report.

Our limited assurance engagement has been carried out in accordance with auditing or other standards and practices generally accepted within Australia. This Report cannot be assumed to have been compiled with practices or standards applicable in other jurisdictions.

Scope

Statutory Historical Financial Information

BDO has been engaged to review the following statutory historical financial information ('the Statutory Historical Financial Information') included in the Prospectus, being:

- ▶ The statutory historical statements of profit or loss for the financial years ended 30 June 2018 ('FY18'), 30 June 2019 ('FY19'), and 30 June 2020 ('FY20');
- ▶ The statutory historical statements of cash flows for FY18, FY19, and FY20; and
- ▶ The statutory historical statement of financial position as at 30 June 2020.

The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and Duke's adopted accounting policies.

The Statutory Historical Financial Information has been extracted from the financial reports of Duke for FY18 and FY19 which were audited by Advanced Accountants RTM Pty Ltd, and FY20 which was audited by BDO Audit Pty Ltd. The audits were conducted in accordance with Australian Auditing Standards.

The Statutory Historical Financial Information is presented in the public document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.



Pro Forma Historical Financial Information

BDO has been engaged to review the following pro forma historical financial information ('the Pro Forma Historical Financial Information') included in the Prospectus, being:

- ▶ The pro forma historical statement of financial position as at 30 June 2020.

The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information of Duke, after adjusting for the effects of pro forma adjustments described in Section 6.6 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and Duke's adopted accounting policies, applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in Section 6.6 of the Prospectus, as if those event(s) or transaction(s) had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the company's actual or prospective financial position, financial performance, and/or cash flows.

Directors' Responsibility

The directors of Duke are responsible for:

- ▶ The preparation and presentation of the Statutory Historical Financial Information and the Pro forma Historical Financial Information, including the selection and determination of the pro forma adjustments made to the Statutory Historical Financial Information and included in the Pro forma Historical Financial Information; and
- ▶ The information contained within the Prospectus.

This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of the Statutory Historical Financial Information and Pro Forma Historical Financial Information to be free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on whether anything has come to our attention that the Statutory Historical Financial Information and Pro Forma Historical Financial Information, based on the procedures performed, and the evidence we have obtained, has not been properly compiled in all material respects by Duke, in accordance with the stated basis of preparation.

We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*, issued by the Auditing and Assurance Standards Board.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, observation of processes performed, inspection of documents, analytical procedures, evaluating the appropriateness of supporting documentation and agreeing or reconciling with underlying records and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit on any financial information used as a source of the Financial Information.

Conclusions

Statutory Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information, as described in Section 6 of the Prospectus, and comprising:

- ▶ The statutory historical statements of profit or loss for FY18, FY19, and FY20;
- ▶ The statutory historical statements of cash flows for FY18, FY19, and FY20; and
- ▶ The statutory historical statement of financial position as at 30 June 2020,

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 6 of the Prospectus.



Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in Section 6 of the Prospectus, and comprising:

- ▶ The pro forma historical statement of financial position as at 30 June 2020,

is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in Section 6 of the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to Section 6 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, the Financial Information may not be suitable for use for another purpose. We disclaim any liability for use of this Report, or reliance on the Financial Information by any other persons or for any other purpose than that set out in Section 6 of the Prospectus.

Consent

We have consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report, our consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. BDO makes no representation regarding, or responsibility for, any other statements, material in (or omissions from) the Prospectus.

Liability

The liability of BDO is limited to the inclusion of this Report in the Prospectus. BDO makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the Prospectus.

General Advice Warning

This Report has been prepared, and included the document to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on information contained in this Report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Declaration of Interest

BDO does not have any interest in the outcome of proposed listing, or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. BDO will receive normal professional fees for the preparation of this Report.

If you require any additional information and/or clarification on any matter please contact us.

BDO Audit Pty Ltd

BDO

Anthony Whyte
Director

GRT LAWYERS

17 September 2020

Board of Directors
Duke Exploration Limited
Level 2, 400 Queen Street
Brisbane QLD 4000

SOLICITOR'S TENEMENT REPORT

1 THE REPORT

This report has been prepared in response to instructions from Duke Exploration Limited (**Company**). The report will be included in a Prospectus for the Company for an initial public offer of shares in the Company.

1.1 The Aim

The aim of this report is to collate, summarise and interpret available information to ascertain the location, standing, validity, registered ownership and any material qualification regarding the status of tenements located in Queensland and New South Wales respectively.

1.2 Scope

The scope of the report has been restricted to compliance with the following legislation:

- (a) *Mineral Resources Act 1989* (Qld);
- (b) *Mineral Resources Regulations 2013* (Qld);
- (c) *Aboriginal Cultural Heritage Act 2003* (Qld);
- (d) *Local Government Act 2009* (Qld);
- (e) *Native Title Act 1993* (Cth);
- (f) *Mining Act 1992* (NSW);
- (g) *Mining Regulations 2016* (NSW); and
- (h) *National Parks and Wildlife Act 1974* (NSW).

1.3 Source of Information

For the purposes of this Report, we have relied on searches and made enquiries in respect of all the tenements as follows:

- (a) Department of Natural Resources, Mines and Energy (Qld) (**DNRME**) on 27 July 2020;
- (b) Department of Aboriginal and Torres Strait Islander and Multicultural Affairs (QLD) (**DATSIP**) Cultural Heritage Register of Aboriginal cultural heritage sites on 9 July 2020;
- (c) National Native Title Tribunal Register on 17 September 2020;

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- (d) Department of Regional NSW, Division of Mining, Exploration and Geoscience (**DMEG**) on 10 July 2020; and
- (e) Office of Environment and Heritage (NSW) Aboriginal Heritage Information Management System (**AHIMS**) Cultural Heritage Register of Aboriginal cultural heritage sites on 10 July 2020.

We have relied on information from the tenement holders for some aspects of this Report including:

- (a) EL 8568 Grant Documents;
- (b) EPM 26499 & EPM 25852 Grant Documents;
- (c) EPM 26499 Bill Wall Conduct & Compensation Agreement;
- (d) EPM 26499 Sharon Atkinson Conduct & Compensation Agreement;
- (e) EPM 26852 Wulli Wulli People & G & P Native Title Agreements;
- (f) EPMA 27609 & Application documents – Department of Natural Resources Mines & Energy; and
- (g) EPMA 27474A & Application documents – Department of Natural Resources Mines & Energy.

1.4 Tenement Schedule

This report has been prepared for the following tenements in Queensland and New South Wales listed below.

TENEMENT	HOLDER	PROJECT NAME	AREA	LOCATION	DATE GRANTED	EXPIRY DATE
EPM 26499	Duke Exploration Limited	Bundarra Project	65 sub-blocks	100 km SW of Mackay	29-01-2018	28-01-2023
EPM 26852	Duke Exploration Limited	Prairie Creek Project	96 sub-blocks	20 km SW of Biloela	22-10-2019	21-10-2024
EPMA 27474	Duke Exploration Limited	Duania Application	26 sub-blocks	120 km SW of Mackay	Dated applied: 11-02-2020	Application pending
EPMA 27609	Duke Exploration Limited	Waitara Application	6 sub-blocks	85 km s w of Mackay	Dated applied: 03-08-2020	Application pending

TENEMENT	HOLDER	PROJECT NAME	AREA	LOCATION	DATE GRANTED	EXPIRY DATE
EL 8568	Duke Exploration Limited	Red Hill Project	66 units	20 km NNE of Yass	22/05/2017	22/05/2022
EL 8590	Lachlan Resources Pty Ltd Duke Exploration Limited	Emmerson Joint Venture Projects	Kiola	29.16 km SSE of Cowra	05/06/2017	05/06/2021
EL 8463	Lachlan Resources Pty Ltd Duke Exploration Limited		Wellington	15.92 km WSW of Wellington	09/09/2016	09/09/2020 with renewal sought
EL 8464	Lachlan Resources Pty Ltd Duke Exploration Limited		Fifield	13.43 km ENE of Fifield	12/09/2016	12/09/2020 with renewal sought
EL 8652	Lachlan Resources Pty Ltd Duke Exploration Limited	Sebastopol	10 units	16.32 km SSW of Temora	29/09/2017	29/09/2021

2 BACKGROUND LEGISLATION

2.1 Queensland Minerals and permits generally

Ownership of minerals located on or below the surface of the land, excepting certain limited circumstances (relating to limited categories of historic land parcels), is vested in the Crown.

As owner of the minerals, the Crown is entitled to confer rights on lessees or licensees to explore for and mine one or more minerals, collectively referred to as mining tenements.

The *Mineral Resources Act 1989* (QLD) (**MRA**) is the principal legislation regulating mining, exploration, extraction, and processing of minerals within Queensland.

In Queensland, mining tenements may be granted for defined minerals, coal and solid hydrocarbons, and infrastructure. The Company's Exploration Permits for Minerals (**EPMs**) in Queensland are detailed in the table below (**Queensland Tenements**).

An EPM pursuant to the MRA allows for the holder to:

- (a) carry out exploration for mineral within the boundaries of the licence by all approved methods permitted under a mineral authority in accordance with a lodged and approved plan;
- (b) test for, and evaluate the feasibility of, mineral production.
- (c) may be granted for a period of up to 15 years, and may be renewed; and
- (d) must not exceed 100 sub-blocks in area.

The holder of an EPM must, immediately upon discovery of any mineral of commercial value in what appears to be significant quantities within the boundaries of the EPM, report to the Minister the fact of that discovery and such other particulars as the Minister may subsequently require. An EPM does not authorise the production of minerals.

A mining lease differs from an EPM in that a mining lease allows you to conduct mining operations. Mining leases can be issued for any specified mineral and allows you to machine-mine for specified minerals and conduct other activities associated with mining or promoting the activity of mining. A mining lease allows for the extraction and sale of ore.

Details of the Queensland EPMs subject to this report are as follows:

TENEMENT	PROJECT NAME	STATUS	AGE	HOLDER	GRANT	EXPIRY
EPM 26499	Bundarra Project	Current	3rd year	Duke Exploration Limited	29-01-2018	28-01-2023
EPM 26852	Prairie Creek Project	Current	1st Year	Duke Exploration Limited	22-10-2019	21-10-2024
EPMA 27474	Duania Application	Application	0 Years	Duke Exploration Limited		
EPMA 27609	Waitara Application	Application	0 Years	Duke Exploration Limited		

2.2 Access Rights to Land

During the term of an EPM, the holder may enter onto any part of land comprised in the EPM with all vehicles, vessels, machinery or equipment as necessary provided the land is not a restricted reserve (for example, a national park) or private (freehold) land where regulatory access procedures have not been undertaken and completed.

Where agreement for access cannot be reached with underlying landowners and stakeholders as required by law, recourse may be had to the Land Court of Queensland to determine disputes.

In addition, the *Regional Planning Interests Act 2014* (Qld) governs the interaction and balance between competing land uses. A Regional Interests Development Approval (RIDA) may be required where a resource or regulated activity is proposed to be located in an area of regional interest.

There is no evidence that a RIDA is required at this time as the permits are not located within an area of regional interest, priority living area or priority agricultural area.

There are conduct and compensation agreements in place, as follows:

TENEMENT	PROJECT NAME	CONDUCT AND COMPENSATION AGREEMENTS	EXPIRY OF CCA
EPM 26499	Bundarra Project	Yes	20-01-2023
			20-01-2023
EPM 26852	Prairie Creek Project	No	
EPMA 27474	Duania Application	No	
EPMA 27609	Waitara Application	No	

2.3 Conditions of an EPM

Conditions are imposed on granted licences, and generally include conditions relating to the environment, payment of rates, fees and charges, minimum expenditure or work provisions, and exclusions. Where licence conditions are not complied with, the holder may be subject to disciplinary action or the EPM may not be renewed at the expiry of current term.

Each EPM is subject to conditions, inter alia, that the holder:

- carry out such programs of exploration works as are approved from time to time and in accordance with the MRA;
- pay rental as prescribed;
- deposit any bond from environmental rehabilitation as required by the Minister from time to time;
- must when, and in the form required, give to the Minister annual progress, and final technical and expenditure reports, (accompanied by documents and materials as prescribed) detailing the EPM holder's activities;

- (e) carry out environmental restoration of the damage caused on the EPM (such as repairing and capping drill holes to acceptable norms) pursuant to a relevant Environmental Authority issued by the Department of Environment and Heritage Protection;
- (f) where the lease is reduced in area, remove, and make good all plant and equipment;
- (g) not obstruct or interfere with any right of access by any authorised persons in respect of the land;
- (h) prior to termination of the EPM, remove all equipment and plant on all in the land comprised in the
- (i) EPM unless otherwise authorised;
- (j) comply with the mandatory provisions of the land access code;
- (k) comply with the MRA and any other relevant legislation and regulations; and
- (l) comply with such other conditions as may be imposed.

3 NATIVE TITLE & CULTURAL HERITAGE

3.1 Native Title

Australian law recognises that Indigenous people have rights and interests in the land under their traditional laws and customs.

The *Native Title Act 1993* (Cth) (**Native Title Act**) sets out specified processes that must be followed for any 'future act' on land or waters that would affect native title rights and interests. Applications for most resource authorities are considered future acts and are subject to these native title processes.

Most resource authority applications will require a native title process, except in cases where native title has been extinguished or if the land subject to native title is less than 10% of the tenement area. The following Native Title interests have been identified in relation to the Queensland Tenements:

TENEMENT	PROJECT NAME	NATIVE TITLE PROCESS	NATIVE TITLE PARTY
EPM 26499	Bundarra Project	Native Title Protection Conditions apply	Barada Barna People
EPM 26852	Prairie Creek Project	Native Title Ancillary Agreement	Gaangalu Nation People & Wulli People #3 & Wulli People
EPMA 27474	Duania Application	Expedited	Barada Barna People
EPMA 27609	Waitara Application	Expedited	Barada Barna People

EPM 26499 has been granted subject to Native Title Protection Conditions that contain specific requirements around notification of exploration activities and timeframes for responses by native title parties. The Native Title Protections Conditions establish a regime for the holder of the tenement to manage its legislative Aboriginal cultural heritage obligations.

There are standard form Native Title Ancillary Agreements between the Gaangalu Nation People and also the Wulli People #3 & Wulli People.

In relation to EPMA 27474 and EPMA 27609, the expedited process is where the Company can address any Native Title rights faster when the State anticipates the activities will have minimal effect on Native Title rights and interests.

3.2 Cultural Heritage

Conditions may be imposed requiring aboriginal cultural heritage surveys to be conducted and areas of aboriginal cultural significance to be identified and isolated. In some cases, pursuant to relevant agreements, monitoring mineral activities may be required by relevant aboriginal groups. The *Aboriginal Cultural Heritage Act 2003* (Qld) and *Torres Strait Islander Cultural Heritage Act 2003* (Qld) require anyone who carries out a land - use activity to exercise a duty of care. Land users must take all reasonable and practicable measures to ensure their activity does not harm Aboriginal or Torres Strait Islander cultural heritage.

The duty of care applies to any activity where Aboriginal or Torres Strait Islander cultural heritage is located. This includes cultural heritage located on freehold land and regardless of whether or not it has been identified or recorded in a database. Consultation with the Aboriginal or Torres Strait Islander party for an area may be necessary if there is a high risk that the activity may harm Aboriginal or Torres Strait Islander cultural heritage. Cultural heritage would only be required to be addressed when exploration is about to commence. Searches have been conducted and identified the Cultural Heritage right:

TENEMENT	PROJECT NAME	CULTURAL HERITAGE PARTY
EPM 26499	Bundarra Project	Barada Barna People
EPM 26852	Prairie Creek Project	Gaangalu Nation People & Wulli People #3 & Wulli People
EPMA 27474	Duania Application	Barada Barna People
EPMA 27609	Waitara Application	Barada Barna People

We have conducted searches with a 50 metre buffer around the permits. The following Aboriginal or Torres Strait Islander cultural heritage site points are recorded within the permit areas:

TENEMENT	PROJECT NAME	RECORDED CULTURAL HERITAGE SITES
EPM 26499	Bundarra Project	There are currently no recorded sites in the area
EPM 26852	Prairie Creek Project	There are currently no recorded sites in the area
EPMA 27474	Duania Application	Sites are shown on the map
EPMA 27609	Waitara Application	Unknown as application is new

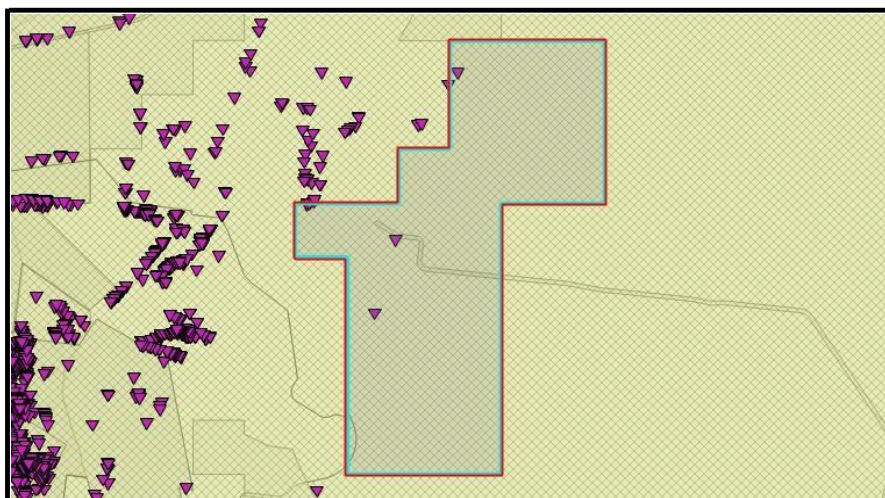


FIGURE 1 EPMA 27474 CULTURAL HERITAGE SITE MAP

4 ENCUMBRANCES

4.1 Mortgages & Caveats & Third-Party Interests

DNRME maintains a register of encumbrances and third-party interests on mining tenements in Queensland. An agreement, arrangement, dealing or interest in respect of any tenements can be recorded on the DNRME register pursuant to section 158 of the MRA including any mortgages and caveats. The table below shows that no dealings have been recorded:

TENEMENT	PROJECT NAME	DEALING TYPE	DEALING START DATE	DEALING END DATE
EPM 26499	Bundarra Project	N/A	N/A	N/A
EPM 26852	Prairie Creek Project	N/A	N/A	N/A
EPMA 27474	Duania Application	N/A	N/A	N/A
EPMA 27609	Waitara Application	N/A	N/A	N/A

5 RENTAL FOR EXPLORATION PERMIT FOR MINERALS

Pursuant to section 138(1) of MRA rent is payable on an EPM. The rent on each of the Queensland Tenements is as follows:

TENEMENT	PROJECT NAME	AREA (SUB-BLOCKS)	RENT DUE	CURRENT RENT	CURRENT RENT RATE PER S/B
EPM 26499	Bundarra Project	65	28-02-2021	\$10,718.50	\$164.90
EPM 26852	Prairie Creek Project	96	21-10-2020	\$15,830.40	\$164.90

EPMA 27474	Duania Application	26	N/A	N/A	\$164.90
EPMA 27609	Waitara Application	6	N/A	N/A	\$164.90

6 RENEWAL OF EXPLORATION PERMIT FOR MINERALS

6.1 Application for renewal

Pursuant to section 147(1) of the MRA application for renewal of an EPM, the holder of an exploration permit may, within the renewal period, apply to the chief executive for a renewal of the permit. Pursuant to section 147A(1) of the MRA, the Minister may renew an exploration permit if the Minister is satisfied of each of the following:

- (a) the holder of the permit has:
 - (i) observed and performed all the covenants and conditions applying to the permit and required to be observed and performed by the holder; and
 - (ii) complied with the MRA in relation to the permit;
- (b) the activities proposed to be carried out during the renewed term are appropriate and acceptable;
- (c) the financial and technical resources available to the holder to carry out the proposed activities during the renewed term are appropriate; and
- (d) the public interest will not be adversely affected by the renewal.

Renewals must be lodged no more than 6 months before the current term expires and no later than 3 months before the current term of the permit expires. A new work program must be provided together with justification to DNRME as to why the renewal should be granted with a statement of financial and technical capability and evidence of financial and technical capability. If the holder has complied with the work program; expenditure conditions and relinquishment schedule or submitted variations to the work programs when the conditions have not been complied with, then the renewal will be approved.

TENEMENT	PROJECT NAME	GRANT	EXPIRY	NEXT RENEWAL DUE
EPM 26499	Bundarra Project	29-01-2018	28-01-2023	28-10-2022
EPM 26852	Prairie Creek Project	22-10-2019	21-10-2024	21-07-2024
EPMA 27474	Duania Application	N/A	N/A	N/A
EPMA 27609	Waitara Application	N/A	N/A	N/A

The holder Duke Exploration Limited has complied with the terms and conditions of grant to date having regard to reporting requirements; annual rent payments; bond and compliance with work programs and other matters considered material.

6.2 Security

Pursuant to section 144 of the MRA and policy 01/2018, security is required to be paid on grant of a permit or licence or on renewal or on application for a variation as follows:

TENEMENT	PROJECT NAME	REASON	AMOUNT	DATE PAID
EPM 26499	Bundarra Project	No reason to request	N/A	N/A
EPM 26852	Prairie Creek Project	On grant	\$500	16-08-2019
EPMA 27474	Duania Application	Will be due on grant	\$500	N/A
EPMA 27609	Waitara Application	Will be due on grant	\$500	N/A

6.3 Environmental Authority

Pursuant to the *Environmental Protection Act 1994* (Qld), you are required to hold a current Environmental Authority (EA) and lodge annual environmental authority fees by the due date and lodge the annual returns for the previous year by the due date.

Standard conditions pursuant to sections 276 of the MRA, and sections 101, 103, 104 and 311 of the *Environmental Protection Act 1994* (Qld), have been imposed in relation to any Crown land portions underlying the licence, which has been granted predominantly for private land. Each EA is subject to the standard conditions contained in the Eligibility Criteria for Exploration and Mineral Development Projects Code. These conditions must be complied with in carrying out activities on the Tenements. The standard conditions are the minimum operating requirements an environmental authority holder must comply with:

- (a) The mining activity does not, or will not, at any one time, cause more than 10ha of land to be significantly disturbed;
- (b) the mining activity is not, or will not be, carried out in a category A environmentally sensitive area or a category B environmentally sensitive area;
- (c) the mining activity is not, or will not be, carried out under an environmental authority under which either of the following is, or is to be, authorised:
 - (i) an environmentally relevant activity to which a section of schedule 2 of the Environmental Protection Regulation 2008 (Qld) applies and for which there is an aggregate environmental score; or
 - (ii) a resource activity, other than a mining activity, that is an ineligible ERA;
- (d) the mining activity is not, or will not be, carried out in a strategic environmental area, unless:
 - (i) the mining activity is authorised under an environmental authority for a mining activity relating to a mining claim, an environmental authority for a mining activity relating to an exploration permit or an environmental authority for a mining activity relating to a mineral development licence; or
 - (ii) the mining activity involves alluvial mining and is, or will be, carried out at a place that is not in a designated precinct in a strategic environmental area; or

- (iii) the mining activity involves clay pit mining, dimension stone mining, hard rock mining, opal mining or shallow pit mining and is, or will be, carried out at a place that is not in a designated precinct in a strategic environmental area.
- (e) the mining activity does not, or will not, at any one time, cause more than 5000m² of land to be disturbed at a camp site; and
- (f) no more than 20m³ of any substance is, or will be, extracted from each kilometre of a riverine area affected by the mining activity in a year.

TENEMENT	PROJECT NAME	EA NUMBER	EA FEE DUE DATE	EA FEE AMOUNT	EA TYPE
EPM 26499	Bundarra Project	EA0000836	29-01 each year	\$701.00	Standard
EPM 26852	Prairie Creek Project	EA0001409	22-10 each year	\$701.00	Standard
EPMA 27474	Duania Application	EA0002156	On grant	\$701.00	Standard
EPMA 27609	Waitara Application	EA0002438	On grant	\$701	Standard

No non-standard environmental conditions have been imposed on the tenements, and no additional bond has been either requested or lodged. There is no evidence that any bond issues remain outstanding. We note, however, that no guarantee can be given that further bonds will not be sought for additional works, or that any holder (whilst solvent) will not be called upon for additional environmental works.

All Environmental Authorities are current and paid up to date.

6.4 Surety

Rehabilitation cost estimate must be submitted to the Department of Environment & Science for assessment and approval and then the Queensland Treasury will issue an invoice for surety. The following surety is held by the Queensland Treasury:

TENEMENT	PROJECT NAME	STATUS	HOLDER	SURETY
EPM 26499	Bundarra Project	Current	Duke Exploration Limited	\$2,500
EPM 26852	Prairie Creek Project	Current	Duke Exploration Limited	\$2,500
EPMA 27474	Duania Application	Application	Duke Exploration Limited	Due when granted
EPMA 27609	Waitara Application	Application	Duke Exploration Limited	Due when granted

There are some environmentally sensitive areas within the permits that have a 500m buffer zone. Pursuant to the *Environmental Protection Act* (1994) (Qld), the holder of the environmental authority must not carry out activities in a category A or B environmentally sensitive area. Activities involving machinery must not be carried out within 1km of a Category A environmentally sensitive area or within 500m of category B environmentally sensitive area. Prior to carrying out activities in a Category C environmentally sensitive area, a holder must consult with the relevant administering authority and the Environmental Protection Agency. If it is determined through the consultation that additional conditions are necessary, the holder must comply with those conditions. If you want to conduct exploration activities

within these buffer zones, then an application to amend the existing standard EA to a variation Environmental Authority can be submitted to work within the buffer zones.

The following maps show the Category B (purple) environmentally sensitive areas within each permit area:

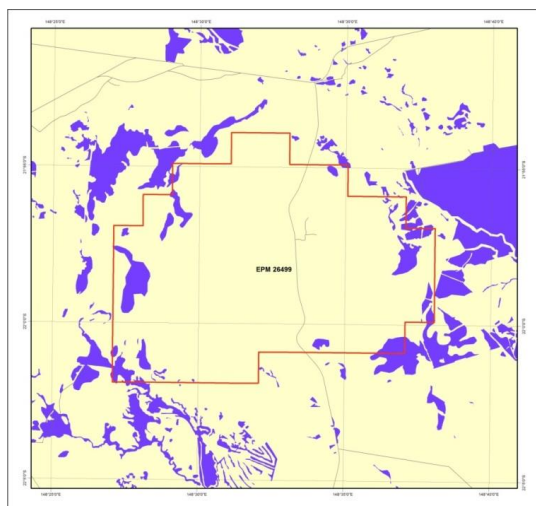


FIGURE 2 - EPM 26499

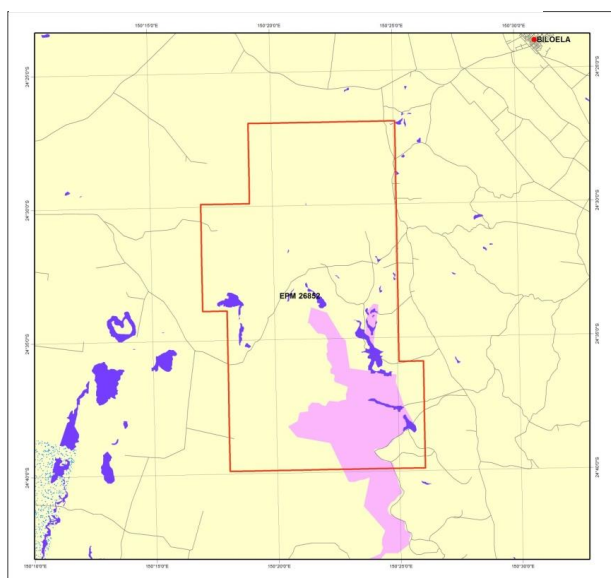


FIGURE 3 - EPM 26852

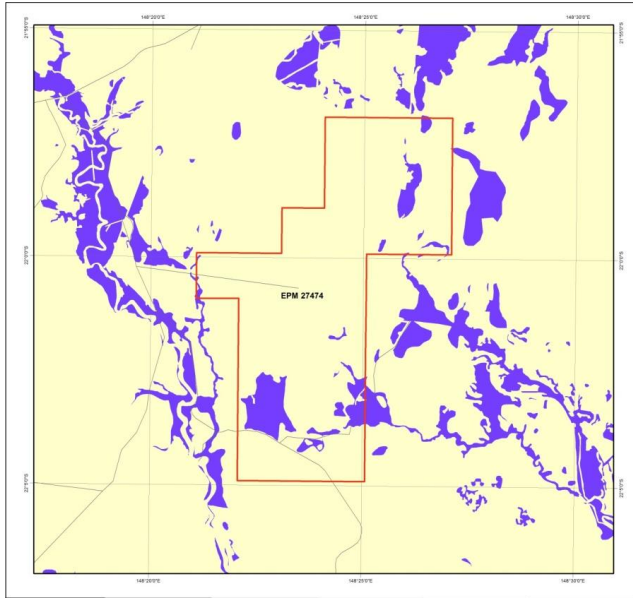


FIGURE 4 - EPM 27474

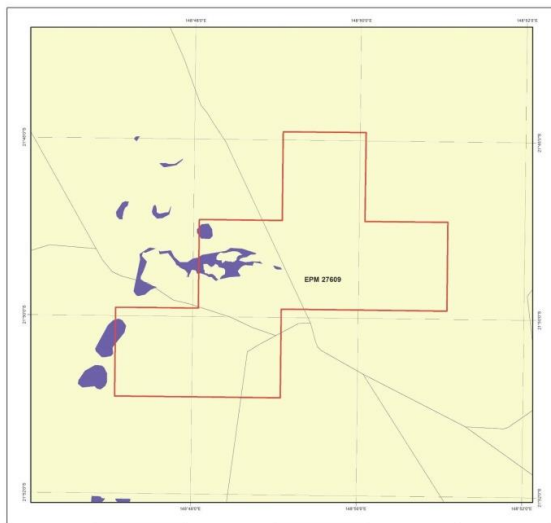


FIGURE 5 – EPM 27609

7 ENVIRONMENTAL ISSUES

7.1 Commonwealth government approval

Commonwealth government approval under the *Environment Protection and Biodiversity Conservation Act 1999* (Cth) (**EPBC Act**) will be required where proposed activities constitute a 'controlled action'. This is applicable whether or not the activities are likely to have a significant impact on Matters of National Environmental Significance (**MNES**). We have not been provided with any environmental reports, impact assessments, or ecology reports regarding the potential impact of activities under the Tenements on MNES. To our knowledge, there has been no assessment as to whether development within the area of the Tenements may trigger the need for EPBC Act approval.

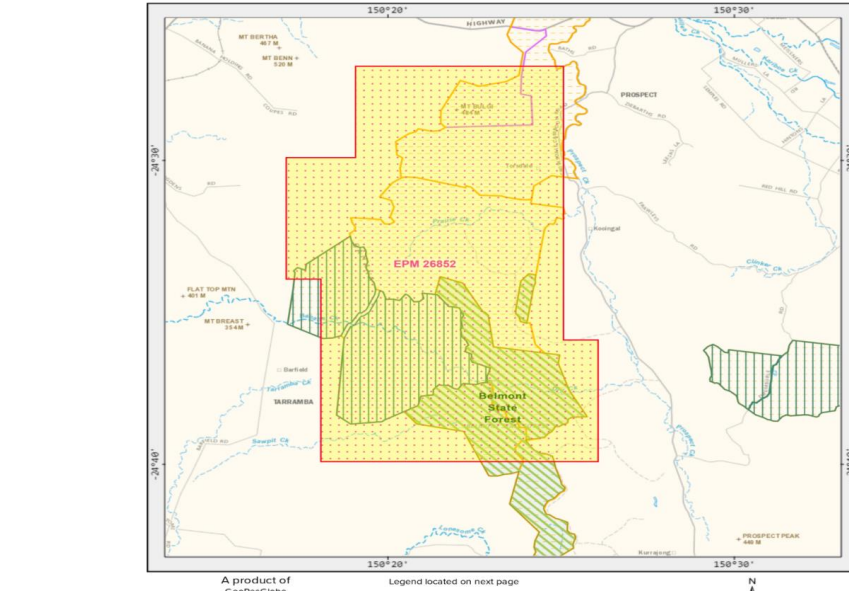
7.2 Constrained Land

Some areas of Queensland are not available for exploration, mining, or production. Others may be available but have a range of conditions and or restrictions placed on them. Generally, all land except the following can be subject to a resource authority:

- (a) national parks;
- (b) conservation parks;
- (c) restricted areas where an exploration permit application may be prohibited;
- (d) Commonwealth land where an act excludes mining; and
- (e) high preservation areas and nominated waterways including declared wild rivers.

Exploration in a State Forest is allowed pursuant to the *Nature Conservation Act 1992* (QLD) unless the area has been excluded from the grant of the Permit. State Forest areas are specific to land parcels. The underlying landholder will be the Department of Environment & Science and a conduct and compensation agreement will be required prior to the commencement of high impact exploration activities.

TENEMENT	PROJECT NAME	CONSTRAINED LAND	BLOCK & SUB-BLOCKS AFFECTED
EPM 26499	Bundarra Project	N/A	N/A
EPM 26852	Prairie Creek Project	Belmont State Forrest	BRIS 437 U W X Y Z BRIS 509 H J K M N O
EPMA 27474	Duania Application	N/A	N/A
EPMA 27609	Waitara Application	N/A	N/A



actual expenditure have been downloaded from the Department of Natural Resources Mines & Energy MyMinesOnline site:

Expenditure Commitments & Annual Reports

EPM 26499 (Bundarra Project)	COMMITMENT	ACTUAL	STATUS	REPORTS
Year 1 2018 -19	\$101,500	\$110,313	Good	Lodged
Year 2 2019 - 20	\$99,200	\$509,745	Good	Lodged
Year 3 2020 - 21	\$144,000			
Year 4 2021 - 22	\$107,500			
Year 5 2022 - 23	\$70,000			
TENEMENT TOTAL	\$522,200	\$620,058		
EPM 26852 (Prairie Creek Project)	COMMITMENT	ACTUAL	STATUS	REPORTS
Year 1 2019 - 20	\$101,500			Not due yet
Year 2 2020 - 21	\$99,200			
Year 3 2021 - 22	\$144,000			
Year 4 2022 - 23	\$107,500			
Year 5 2023 - 24	\$70,000			
TENEMENT TOTAL	\$522,200			
EPMA 27474A (Duania Application)	COMMITMENT	ACTUAL	STATUS	REPORTS
Year 1	\$43,000			Not due yet
Year 2	\$60,000			
Year 3	\$100,000			
Year 4	\$210,000			
Year 5	\$90,000			
TENEMENT TOTAL	\$503,000			

8.2 EPMA 27609

An application for this EPMA 27609 was submitted on 3 August 2020 and the Expenditure Commitments are still being assessed.

9 WORK PROGRAM COMMITMENTS

Pursuant to operational policy 5/2012, all work programs must be adhered to and your work program performance will be assessed against each component for the work program for the period.

From the records provided, the Company has been compliant with the work program commitments on the granted tenure in that they have completed the approved work programs as required:

9.1 EPM 26499 (Bundarra Project)

Year 1 Activity
Desktop Studies - Consultancy Studies, 60 Days Desktop Studies - Technical Review of historical data, 15 Days Mapping - Reconnaissance, 4 Days Mapping - Structural, 4 Days Site Technical - Staff Cost, 20 Days
Year 2 Activity
Desktop Studies - Technical Review, 6 Days Mapping - Geological, 20 Days Sample Analysis - Rock Chips, 100 samples Sample Collection - Rock Chips, 100 Samples Site Logistics – Camp, Vehicle, 110 Days Site Technical - Program Supervision, Staff costs, 23 Days
Year 3 Activity
Desktop Studies - Consultancy Studies, 10 Days Drilling - Diamond, 2 Holes, 300m Sample Analysis - Drill Sample Assays, 300 samples Site Logistics – Access/Drill Site Preparation, Camp, Vehicle, 22 Days Site Technical - Staff Cost, 30 Days
Year 4 Activity
Drilling - Reverse Circulation, 5 Holes, 750m Sample Analysis - Drill Sample Assays, 750 samples Site Logistics - Access/Drill Site Preparation, Camp, Vehicle, 8 Days Site Technical - Internal Project Staff Cost, 30 Days
Year 5 Activity
Feasibility Studies - Scoping Study, 30 Days Resource Evaluation - Geological Modelling, 20 Days Site Technical - Internal Project Staff Cost, 10 Days

9.2 EPM 26852 (Prairie Creek Project)

Year 1 Activity
Desktop studies, review of historical work & data. Reconnaissance & structural mapping.
Year 2 Activity
Geological mapping. Rock chip sampling & analysis (~100 samples). Desktop studies, data review.
Year 3 Activity
Diamond drilling, 2 holes ~300m each. Drill sampling & analysis.
Year 4 Activity
RC drilling, 5 holes for ~750m Drill sampling & analysis.
Year 5 Activity
Feasibility studies, scoping study. Resource / geological modelling.

9.3 EPM 27474A (Duania Application)

Year 1 Activity
Consultancy Studies - 15 days Geophysical Data Reprocessing - 15 days Reconnaissance Mapping - 2 days
Year 2 Activity
Electromagnetic Geophysical Survey 10 lines Geophysical Data Reprocessing - 5 days Consultancy Studies - 5 days
Year 3 Activity
Diamond Drilling 1 hole for 500m Drill Sample Assays Soil Sampling 500 samples Soil sample assays Studies - 10 days
Year 4 Activity
Consultancy Studies - 10 days Diamond Drilling 3 holes for 1000m
Year 5 Activity
Scoping Study - 30 days Metallurgical studies - 10 days

9.4 EPMA 27609 (Waitara Application)

An application for this EPMA 27609 was submitted on 3 August 2020 and the work program is still being assessed.

10 PARTIAL RELINQUISHMENT REQUIREMENTS

Pursuant to Section 139 of the MRA (periodic reduction in land), it is a condition that each permit holder must reduce the permit area by 50% after the commencement of NROLA on 25 May 2020. This means that the first renewal after commencement of NROLA will not require a reduction in area, however, on the second renewal term, the company must drop 50% of the permit area. The following relinquishment schedules now apply:

TENEMENT	PROJECT NAME	RENEWAL AFTER NROLA	REDUCTION OF 50% DUE
EPM 26499	Bundarra Project	28 October 2022	2028
EPM 26852	Prairie Creek Project	21 July 2024	2029
EPMA 27474	Duania Application	N/A	N/A
EPMA 27609	Waitara Application	N/A	N/A

11 NEW SOUTH WALES MINERALS AND PERMITS GENERALLY

11.1 Overview

Section 3 of the *Mining Act 1992* (NSW) (**Mining Act**) provides that all minerals located on, within or below the surface of any onshore land in NSW are owned by the State. As owner of the minerals, the State is entitled pursuant to section 5 to confer rights on lessees or licensees to explore for and mine one or more minerals, collectively referred to as mining tenements over all land and waters in NSW.

In NSW, mining tenements may be granted for groups of minerals, coal and solid hydrocarbons, and infrastructure. The material mining tenements are Exploration Licences (ELs) as detailed in the table below and have been granted for all mineral groups.

An EL pursuant to the Mining Act:

- (a) allows the holder to carry out exploration for mineral within the boundaries of the licence by all approved methods in accordance with a lodged and approved activity plan;
- (b) test for approved mineral groups;
- (c) may be granted for a period of up to 6 years and may be renewed; and
- (d) must not exceed 100 sub-blocks in area unless demonstrable extenuating circumstances are approved.

An approved programme must be submitted with any application for initial grant of, or further renewal of, an EL, and must provide for a substantial increase in the acquisition and interpretation of exploration data from the area of the exploration licence, or the conduct of related laboratory or feasibility work.

In addition, any approved programme must meet the prescribed minimum expenditure requirements, and the holder must demonstrate on a continuing basis at each application that they have the technical and financial resources available to effectively carry out the programme. However, it should be noted that in certain circumstances, a programme variation may be approved that does not meet these strict criteria

The holder of an EL must, immediately upon discovery of any mineral of commercial value in what appears to be significant quantities within the boundaries of the EL, report to the Minister the fact of that discovery and such other particulars as the Minister may subsequently require.

An EL does not authorise the production of minerals. The grant of an EL does not in itself authorise the carrying out of exploration activities other than those identified as having minimal environmental impact (Exempt Development). Any activities that are not Exempt Development (Assessable Prospecting Activities) require further environmental approval, and work health and safety notification before they can occur. The conditions of any activity approval must be complied with.

Approval of mandatory rehabilitation objectives and criteria is also required as part of an activity approval. In all cases, the subject ELs are restricted to exploration for Group 1 (Metallic) minerals, and specifically exclude uranium. Details of the ELs are as follows:

TENEMENT	HOLDER	PROJECT NAME	AREA	LOCATION	GRANTED	EXPIRY
EL 8568	Duke Exploration Limited	Red Hill Project	66 units	20KM NNE of Yass	22/05/2017	22/05/2022
EL 8590	Lachlan Resources Pty Ltd Duke Exploration Limited	Emmerson Joint Venture: Kiola	25 units	29.16KM SSE of Cowra	05/06/2017	05/06/2021

EL 8463	Lachlan Resources Pty Ltd Duke Exploration Limited	Emmerson Joint Venture: Wellington	88 units	15.92KM WSW of Wellington	09/09/2016	09/09/2020 (renewal sought)
EL 8464	Lachlan Resources Pty Ltd Duke Exploration Limited	Emmerson Joint Venture: Fifield	23 units	13.43KM ENE of Fifield	12/09/2016	12/09/2020 (renewal sought)
EL 8652	Lachlan Resources Pty Ltd Duke Exploration Limited	Emmerson Joint Venture: Sebastopol	10 units	16.32KM SSW of Temora	29/09/2017	29/09/2021

11.2 Access Rights to Land

During the term of a EL, the holder may, with all vehicles, vessels, machinery or equipment as necessary enter onto any part of land comprised in the EL, providing that where private land is affected, compensation and access procedures have been undertaken and completed.

Compensation may be paid for deprivation, damage or severance of land, any loss of access or improvements or earnings, and disruption of agricultural and social activities. It is not payable for the value of minerals, or compensation for access to those minerals.

Where agreement for access cannot be reached with underlying landowners and stakeholders as required by law, recourse may be had to the *Mining and Petroleum Legislation Amendment (Land Access Arbitration) Act 2015* (NSW) for arbitration or the Land and Environment Court to determine disputes.

We are advised by Duke Exploration Limited that all relevant compensation has been paid, and that no disputes are currently before the Land and Environment Court.

11.3 Conditions of an Exploration Licence (EL)

Conditions are imposed on granted licences, and generally include conditions relating to the environment, payment of fees and charges, minimum expenditure, and exclusions. Where licence conditions are not complied with, the holder may be subject to disciplinary action or the EL may not be renewed at the expiry of current term. Each EL is subject to conditions, inter alia, that the holder:

- (a) as previously noted, carry out such programs of exploration works as are approved from time to time and in accordance with the Mining Act;
- (b) pay rental as prescribed;
- (c) deposit any security for environmental rehabilitation, and unpaid fees, rents, royalties, compensation, penalties or other money or costs incurred by the Department in ensuring that any liabilities are met;
- (d) when, and in the form required, give to the Minister annual progress, and final technical and expenditure reports, (accompanied by documents and materials as prescribed) detailing the EL holder's activities;
- (e) carry out environmental restoration of the damage caused on the EL (such as repairing and capping drill holes to acceptable norms);
- (f) where the tenement is reduced in area, remove, and make good all plant and equipment;

- (g) not obstruct or interfere with any right of access by any authorised persons in respect of the land;
- (h) prior to termination of the EL, remove all equipment and plant on all in the land comprised in the EL unless otherwise authorised;
- (i) comply with the requirement to pay compensation;
- (j) comply with the Mining Act and any other relevant legislation and regulations; and
- (k) comply with such other conditions as may be imposed.

TENEMENT	PROJECT NAME	RENT	ADMIN LEVY	SECURITY BOND HELD	CONDITIONS
EL 8568	Red Hill Project	\$3,960	\$100	\$10,000	No prospecting on crown land
EL 8590	Emmerson Joint Venture: Kiola	\$1,500	\$100	\$10,000	No prospecting on crown land
EL 8463	Emmerson Joint Venture: Wellington	\$8,100	\$100	\$10,000	No prospecting on crown land
EL 8464	Emmerson Joint Venture: Fifield	\$1,380	\$100	\$10,000	No prospecting on crown land
EL 8652	Emmerson Joint Venture: Sebastopol	\$600	\$100	\$10,000	No prospecting on crown land

Standard conditions pursuant to section 258(1) of the Mining Act have been imposed in relation to the land underlying the licence. No non-standard environmental conditions have been imposed on the tenements, and no additional bond has been either requested or lodged. There is no evidence that any bond issues remain outstanding. We note, however, that no guarantee can be given that further bonds will not be sought for additional works. The security bonds are recalculated on the provision of an exploration activity notice and rehabilitation cost estimate where the rehabilitation requires the bond to be increased.

12 ENVIRONMENTAL PROTECTION AND REHABILITATION

The holder of a granted tenement must complete further environmental assessments under the *Environmental Planning and Assessment Act 1979* (NSW) prior to commencement of activities and follow up rehabilitation upon completion of activities.

Pursuant to section 308 of the *Protection of the Environment Operations Act 1997* (NSW) (**PEOA**) contains a register of Enforceable undertaking - the administrative power of the EPA to accept a written undertaking by a company or individual in relation to an actual or potential breach of the PEOA, which is enforceable in the Land and Environment Court. A search of this register was conducted to ascertain if there have been any enforceable undertakings on the NSW tenure. There were no enforceable undertakings on the tenure.

The Bango National Park and the Mungah Scrub National Park fall within the boundary of the EL 8568 (Red Hill Project); however, these areas have been excluded from the grant of the EL 8568 and cannot be explored.

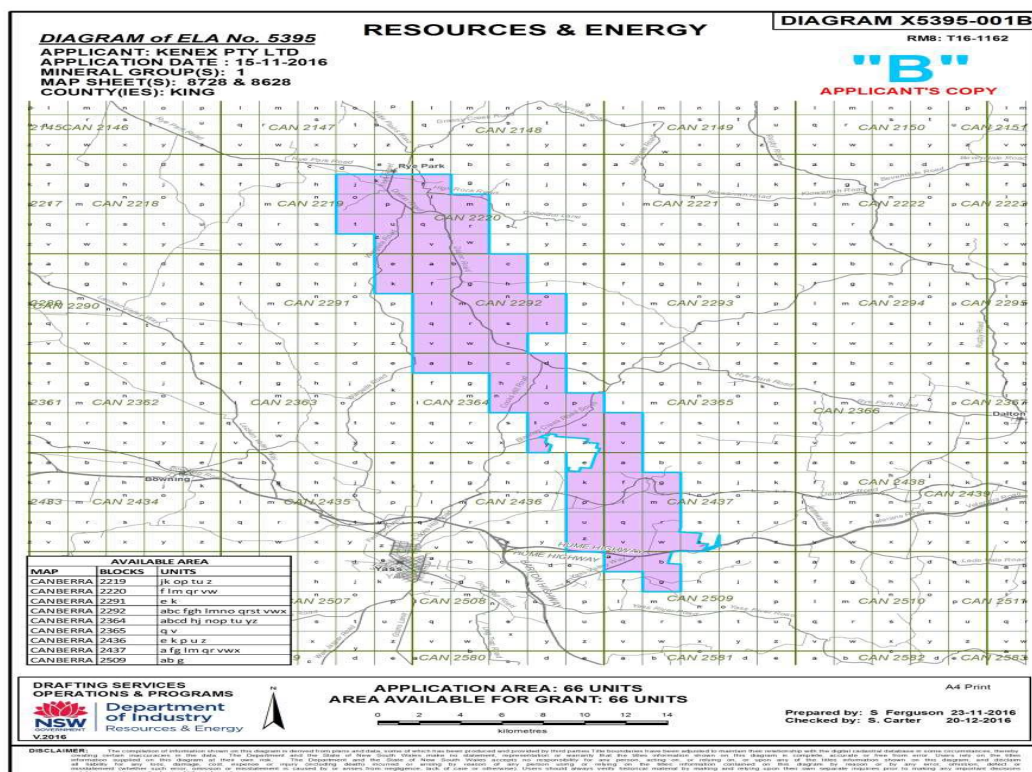


FIGURE 7 EL 8568 MAP EXCLUDING BANGO NATIONAL PARK AND THE MUNDOONEN NATIONAL PARK

12.1 Licences & Documents

We note that licence documents (in the relevant approved form) have been issued for all the subject tenure, and that all such documents are in the possession of the registered holder, or (at the time of renewal) with the relevant department.

12.2 Encumbrances & Interests

Registration of documents evidencing interests of third parties is not compulsory in New South Wales

However, lack of registration is significant in NSW where, pursuant to section 161(8) of the Mining Act, any registered interest has priority over an unregistered interest, and any earlier registered interest has priority over any later registered interest.

Other than those material encumbrances listed in the report, the tenure has, from the information available, no other charges, liens, or encumbrances extant, and warranties should be sought of the tenement holders as to the existence of any other unregistered interests.

12.3 Royalties

All of the subject tenements are exploration or prospecting tenure only, and therefore state royalty regimes are not applicable, as production from these tenures is not permitted.

However, as registration of documents evidencing royalty interests of third parties is not compulsory in Queensland or New South Wales, warranties should be sought of the tenement holders as to the existence of any other royalties.

12.4 Annual Mineral Exploration Reports

A search of the Departments reporting system, EROL indicates that no reporting is currently outstanding.

12.5 Aboriginal Heritage

The Aboriginal and Torres Strait Islander Heritage Protection Act 1984 (Cth) (Commonwealth Heritage Act) is aimed at the preservation and protection of any Aboriginal areas and objects that may be located within tenements.

Under the Commonwealth Heritage Act, the responsible Minister may make declarations of preservation in relation to significant Aboriginal areas or objects, which can affect exploration activities. Compensation is payable by the Minister to a person who is, or is likely to be, affected by a permanent declaration of preservation.

Under the *National Parks and Wildlife Act 1974 (NSW) (NPW Act)*, land containing Aboriginal objects or sites may be reserved as an Aboriginal area for the purpose of identifying, protecting and conserving objects or sites. It is unlawful to explore or mine for minerals in an Aboriginal area unless expressly authorised.

The NPW Act also authorises the Minister to declare a place that is or was of special significance to Aboriginal culture to be an Aboriginal place and makes it an offence to knowingly destroy, deface or damage, or knowingly permit the destruction, defacement of or damage to, an Aboriginal object or Aboriginal place without the consent of the Director-General.

To satisfy obligations in relation to Aboriginal heritage, tenement holders commonly undertake Aboriginal heritage surveys, which involve the relevant traditional owners and as necessary, an archaeologist or anthropologist walking the land, identifying sites, and discussing the impact of proposed exploration activity. The costs of a heritage survey are met by the tenement holder.

It should be noted that the NSW Government is in the process of developing a new legal framework to change the way Aboriginal cultural heritage is currently protected and managed in NSW.

12.6 Aboriginal Heritage and the mineral tenements

Searches have been carried out in relation to the mineral tenements and the results indicate there are no listed heritage sites on the departmental record affecting ELs.

The absence of any objects or sites of cultural heritage on the registers does not preclude the possible existence of unregistered objects or sites within the boundaries of the material mineral tenements, but that searching the registers is a relevant consideration in determining whether a corporation or individual has complied with the cultural heritage duty of care.

However, as such information is privileged and is only available where precise delineation of areas of interest is made, we recommend that further research in this respect should be carried out as more detailed exploration programs, including specified geographic areas of interest, are identified.

13 TENEMENT STATUS

As a result of, and based upon, the information derived we confirm that the information and particulars included in the report is an accurate statement of the tenure particulars and the

Queensland and New South Wales Tenements are in good standing giving regard to reporting requirements; annual rent payments; bond and compliance with work programs and other matters considered material.

14 CONSENT

This report is given for the benefit of Duke Exploration Limited and the directors of Duke Exploration Limited in connection with the issue of the Prospectus and is not to be disclosed to any other person or used for any other purpose or quotes or referred to in any public document or filed with any government body without our prior written consent.

Yours sincerely,



Scott Standen
Director

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Details Of The Offer

10.1 Offer

Under this Prospectus, Duke offers for subscription 32,000,000 New Shares at an issue price of \$0.25 per Share to raise \$8,000,000 (before Offer costs).

10.2 Offer structure

The Offer structure comprises:

- (a) the Broker Firm Offer, which is open to investors that have received a firm allocation from their broker; and
- (b) the Chairman's List Offer, which is open to selected investors who have received an invitation from the Chairman to participate.

The allocation of Shares between the Broker Firm Offer and the Chairman's List Offer will be determined by agreement between the Company and the Lead Manager in accordance with the allocation policy in **Section 10.7**.

There will be no general public offer of Shares made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through a broker. The Offer is not underwritten.

The New Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

10.3 Minimum Subscription and other conditions

The Minimum Subscription in respect of the Offer is \$8,000,000. Duke will not issue any New Shares under this Prospectus until the Minimum Subscription is satisfied.

Duke will apply to ASX no later than 7 days from the date of this Prospectus for official quotation of all Shares on ASX. No issue of New Shares will be made until permission is granted for quotation of the New Shares on the ASX subject only to customary conditions. If the New Shares are not admitted for quotation within 3 months after the date of this Prospectus, no funds will be raised pursuant to this Prospectus.

10.4 Offer period

The opening date of the Offer will be 30 September 2020 and the Closing Date for the Offer will be 5:00pm AEST on 4 November 2020 unless otherwise extended.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

10.5 How to apply for New Shares

Broker Firm Offer

The Broker Firm Offer is open to persons who have received a firm allocation of Shares from their broker and who have a registered address in Australia or New Zealand. If you have received a firm allocation of Shares from your broker, you will be treated as a Broker Firm Offer applicant in respect of that allocation. There will be no general public offer of Shares made under the Offer.

Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your broker and the instructions set out on the reverse of the relevant Application Form. Applicants under the Broker Firm Offer must not send their Application Forms or payment to the Share Registry. The Company takes no responsibility for any acts or omissions committed by your broker in connection with your Application.

Chairman's List Offer

The Chairman's List Offer is open to selected investors who have received an invitation from the Chairman to participate and who have a registered address in Australia. The Chairman's List Offer is not a general public offer. If you have received an invitation from the Chairman and you wish to apply for Shares, you should follow the instructions in your personalised invitation.

All Applications

Applications for New Shares must be made by completing the relevant Application Form accompanying this Prospectus.

Payment for New Shares must be made in full at the issue price of \$0.25 per Share. The minimum investment is \$2,000 (8,000 Shares), with additional investments to be made in increments of \$500 (2,000 Shares).

Completed Application Forms and accompanying cheques must be mailed to the address set out on the Application Form so that it is received by no later than 5.00pm AEST on the Closing Date.

BPAY is available for electronic payment. Follow the instructions on the relevant Application Form which accompanies this Prospectus.

10.6 Applicants outside Australia and New Zealand

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia or New Zealand. If you are outside Australia or New Zealand it is your responsibility to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by Duke to constitute a representation and warranty by you that all relevant approvals have been obtained.

10.7 Allocation policy under the Offer

The allocation of Shares between the Broker Firm Offer and the Chairman's List Offer will be determined by the Company in agreement with the Lead Manager. The Company, in agreement with the Lead Manager, has absolute discretion regarding the basis of allocation of Shares under the Offer.

No applicant under the Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (in conjunction with the Lead Manager) will be influenced by the following factors:

- (a) the number of Shares applied for;
- (b) the overall level of demand for the Offer;
- (c) the desire for a spread of investors; and
- (d) the desire for an informed and active market for trading Shares following completion of the Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

10.8 Issue of New Shares

The issue or transfer of securities under this Prospectus will take place as soon as practicable after the Closing Date. Application Monies will be held in a separate subscription account until the Shares are issued. This account will be established, and Application Monies kept by Duke in trust for each Applicant. Any interest earned on the Application Monies will be for the benefit of Duke and will be retained by Duke irrespective of whether any Shares are issued, and each Applicant waives the right to claim any interest.

Duke reserves the right to reject any Application or to allocate to any Applicant fewer Shares than the number applied for. Duke also reserves the right to reject or aggregate multiple applications in determining final allocations.

In the event an Application is not accepted or accepted in part only, the relevant portion of the Application Monies will be returned to Applicant, without interest.

Duke reserves the right not to proceed with the Offer or any part of it at any time before the allocation of the Shares to Applicants. If the Offer or any part of it is cancelled, all Application Monies, or the relevant Application Monies will be refunded.

Duke also reserves the right to close the Offer or any part of it early, or extend the Offer or any part of it, or accept late Applications either generally or particular cases.

10.9 Restricted securities

The Company anticipates that approximately 14,517,850 Shares distributed to Directors, other related parties and promoters will be subject to ASX imposed mandatory escrow for a period of 24 months from the date of quotation of the Shares on ASX. The number of Shares that are subject to ASX imposed escrow are at ASX's discretion in accordance with the Listing Rules and underlying policy. Duke will enter into escrow agreements with shareholders who are subject to mandatory escrow as set out above in accordance with Chapter 9 of the Listing Rules.

None of the Shares offered under this Prospectus will be treated as restricted securities and will be freely transferable from their date of allotment.

10.10 Brokerage, stamp duty or commissions payable

No brokerage or stamp duty is payable by Applicants on acquisition of New Shares under the Offer. Any commissions on capital subscribed will be at the discretion of the Lead Manager.

10.11 Rights and liabilities attaching to Shares

Full details of the rights attaching to Shares offered under the Offer are set out in Duke's Constitution, a copy of which is available at Duke's registered office. A copy of the Constitution can also be sent to Shareholders upon request to Duke's Company Secretary, Paul Frederiks – p.frederiks@duke-exploration.com.au.

The following is a summary of the principal rights which are proposed to attach to Shares and are primarily set:

Voting rights

Subject to any right or restrictions for the time being attached to any class or classes of Shares (at present there are none), at a general meeting, every holder of Shares present in person or by proxy, attorney or corporate representative has one vote on a show of hands and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled to a fraction of a vote equal to the amount paid up (but not credited as paid up) on the Share divided by the total amount paid and payable on the Share (excluding amounts credited).

Dividend rights

The Board may declare or pay dividends as it sees fit and determine that a dividend is payable and fix the amount, the time for payment and the method of payment.

Subject to the rights of holders of Shares issued with any special or preferential rights (at present there are none), holders of fully paid Shares on which any dividend is declared or paid are entitled to participate in that dividend equally.

Each Share which is not fully paid is entitled to a fraction of the dividend declared or paid on a fully paid Share equivalent to the proportion which the amount paid (not credited) on the Share bears to the total amounts paid and payable (excluding amounts credited) on the Share.

Rights on winding-up

Subject to the rights of holders of Shares issued upon special terms and conditions (at present there are none), a liquidator may with a sanction of a special resolution of Duke, divide among the holders of Shares any surplus assets on a winding-up of Duke in proportion to the number of Shares held by them respectively (irrespective of the amounts paid or credited as paid on the Shares) or vest all of Duke's assets in a trustee on trusts determined by the liquidator for the benefit of the Shareholders.

Transfer of Shares

Subject to the constitution, the Corporations Act and any other applicable laws of Australia and rules of the ASX, Shares are freely transferable. The Board may refuse to register a transfer of shares if permitted by the Corporations Act or the Listing Rules. The Listing Rules also require the Board to refuse to register a transfer if it relates to Shares which are subject to escrow requirements.

Future increases in capital

The allotment and issue of any Shares or other securities is under the control of the Directors. Subject to Duke's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of Shares or other securities on such terms and conditions as they think fit.

Variation of rights

At present, Duke has on issue one class of shares only, namely ordinary shares. The rights attaching to the Shares and other securities may be varied by the written consent of holders of such Shares or other securities with at least 75% of the votes in the class or with the sanction of a special resolution passed at a meeting of the class of holders holding Shares or other securities in the relevant class.

Meetings and notice

A Director may call a meeting of Duke's shareholders. Annual meetings and meetings requested by Duke's shareholders are called and arranged in accordance with the Corporations Act (including requirements as to notice).

Listing Rules

If Duke is admitted to the Official List of ASX, then despite anything in Duke's Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

10.12 CHESS

Duke will apply to participate in the Clearing House Electronic Sub-Register System (CHESS), operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the ASX Settlement Operating Rules. On admission to CHESS, Duke will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. These two sub-registers together will make up Duke's principal register of securities.

Under CHESS, Duke will not issue certificates to Shareholders. Instead, Shareholders will receive holding statements that set out the number of Shares each Shareholder owns. If a Shareholder is broker sponsored, ASX Settlement will send the shareholder a CHESS statement. This statement will also advise investors of either their Holder Identification Number (HIN) in the case of a holding on the CHESS sub-register or Securityholder Reference Number (SRN) in the case of a holding on the issuer-sponsored sub-register.

A CHESS statement or issuer-sponsored statement will routinely be sent to Shareholders at the end of every calendar month during which the balance of their holding changes. A Shareholder may request a statement at any other time; however, a charge may be imposed for additional statements.

10.13 Use of funds

Duke intends to apply funds raised from the Offer over the first 2 years following Duke's admission to the Official List as follows:

Table 12. Use of Funds

Funds available	Minimum Subscription (\$8,000,000)	% of funds
Existing cash reserves	1,200,000	14.4
Funds raised from the Offer	7,150,000	85.6
Total (\$)	8,350,000	100.0
Mapping and Targeting	183,350	2.3
Geochemical Sampling	131,220	1.7
Drilling	4,897,164	62.0
Geophysics	832,290	10.5
Resource Estimation	301,000	3.8
Access	146,800	1.9
Equipment Other	85,500	1.1
Exploration Management	782,774	9.9
Corporate Management	539,902	6.8
Grand Total (\$)	~7,900,000	100.0

This table is a statement of Duke's current intentions as at the date of this Prospectus. As with any budget, intervening events (including exploration success, delays or failure) and new circumstances have the potential to affect the way in which funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

No assurance can be provided that Duke will not, in the future, be required to raise additional funds to maintain mining operations or conduct additional exploration activities.

On completion of the Offer, the Board believes Duke will have sufficient working capital to achieve these objectives.

10.14 Capital structure

Duke's capital structure following completion of the Offer is summarised below:

Table 13. Capital Structure post completion of Offer

	Minimum Subscription (\$8,000,000)	
	Number of securities	% Interest
Shares		
Shares currently on issue	42,854,861	57.25
New Shares to be issued under the Offer	32,000,000	42.75
Total Shares following completion of the Offer	74,854,861	100%

Options		
Total Options following completion of the Offer*	5,554,946	100%
Performance Rights		
Total performance rights following completion of the Offer	690,625	100%
Totals		
Total securities following completion of the Offer (on a fully diluted basis)	81,100,432	100%

* In addition to these Options, the Company has agreed to issue Options to the Lead Manager comprising 2.0% of the issued Share capital of the Company at listing – this is expected to be a total of 1,497,097 Options. The Options are proposed to be granted within one month of listing (see **Section 11.7**).

10.15 Expenses of the Offer

The total estimated expenses of the Offer (excluding GST) are estimated to be approximately \$850,000 for the Minimum Subscription, consisting of the following:

Table 14. Offer Expenses

Item of Expenditure	Minimum Subscription
	Amount (\$000)
Legal fees	150
Investigating Accountant	8
ASIC	3
Independent Geologist Report	20
Lead Arranging Fee	480
Tenement Manager Consulting	3
ASX fees	87
Share Registry, prospectus design and printing	24
Contingency	77
Total	850

10.16 Withdrawal of Offer

The Offer may be withdrawn at any time. In this event, the Company will return all application monies (without interest) in accordance with applicable laws.

11.1 Material contracts

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material (or potentially material) and which investors and their professional advisers would reasonably expect to find disclosed in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer. This section contains a general summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in the Prospectus.

Duke is party to the following material contracts:

(a) Emmerson Resources Heads of Agreement

On 20 December 2018, Duke entered into a heads of agreement with Emmerson Resources and its wholly-owned subsidiary Lachlan Resources Pty Ltd. Duke currently holds two 5% free carried interests, and two 10% free carried interests, in four New South Wales Cu-Au porphyry tenements, the Emmerson Joint Venture Projects. The 5% interests are subject to increase to 10% if, among other things, an approved work program and work budget to conduct drill testing is adopted.

Under the heads of agreement, Emmerson Resources assumes all costs and management of exploration and development of the tenements. If the exploration management committee approves commencement of a feasibility study then the parties must enter into a formal joint venture agreement.

The agreement otherwise contains terms and conditions customarily found in agreements of this nature, size and type.

(b) Capgold Heads of Agreement

On 3 July 2018, Duke entered into a heads of agreement with Capgold in respect of the Prairie Creek Project. Under the heads of agreement, the parties form an unincorporated joint venture which will continue until a formal joint venture agreement is put in place after granting of the Prairie Creek Project. Duke anticipates the formal joint venture agreement will occur following the listing.

The material terms of the agreement are set out below:

- (i) **(initial participating interests)** Duke holds a 91% interest, and Capgold holds a 9% interest, in the Prairie Creek Project. Duke is obliged to transfer Capgold's interest in the tenement to Capgold following grant of the tenement, which has not to date occurred;
- (ii) **(free carry)** Duke is responsible for all capital and operational expenditure, cost and expenses in relation to the tenement until completion of a bankable feasibility study;
- (iii) **(termination)** either party may terminate if the other party breaches the agreement and does not rectify the breach within 14 days of receiving a request to do so by the other party.

The agreement otherwise contains terms and conditions customarily found in agreements of this nature, size and type.

(c) Kenex Services Agreement

On 1 July 2020, Duke entered into a services agreement with Kenex. The agreement provides technical services to Duke so that Duke can carry out exploration and development activities.

The services to be provided by Kenex include:

- Technical management and assistance in the preparation and operation of regional and project scale Geographic Information Systems (GIS), databases, 3D maps and other project files.

- Development of 3D maps, GIS and databases including digital capture and data formatting. Maintenance and updating of 3D maps, GIS, and all relevant files.
- Overview and liaison where required for resource estimates.
- Monitoring of the Duke tenements and overview of tenement activity in areas around the Duke tenements.
- Assisting Duke with geological, exploration and business management, including input to various technical meetings and board meetings as requested.
- Providing support with the technical management of Duke's tenements.
- Providing administration support as required and requested.

The agreement has an initial term of 1 year commencing July 2020, unless terminated earlier on its terms. After the initial term, the agreement continues until terminated on its terms. The agreement also provides Duke with a 10% discount for expenditure over \$10,000 (excluding GST) per month.

The agreement otherwise contains terms and conditions customarily found in agreements of this nature, size and type.

(d) Executive Service Agreements

See section 5.6 for a summary of the Executive Service Agreements entered into with Eugene Iliescu (Managing Director), Paul Frederiks (Company Secretary), and the Non-Executive Directors.

11.2 Competent person statement

The information in the Investment Overview Section of the Prospectus, included at Section 2, the Company and Project Overview, included at Section 3, and the Independent Geologist Report, included at Section 7 of the Prospectus, which relate to exploration targets, exploration results, mineral resources or ore reserves is based on information compiled by Roderick Carlson, who is a Member and Chartered Professional of The Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Roderick Carlson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code).

Roderick Carlson is a full time employee of AMC Consultants Pty Ltd. Roderick Carlson consents to the inclusion of the information in these Sections of the Prospectus in the form and context in which it appears, and has not withdrawn his consent prior to lodgement of this Prospectus with ASIC.

11.3 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in Duke are urged to take independent financial advice about the taxation and any other consequences of investing in Duke. To the maximum extent permitted by law, Duke, its officers and each of their respective advisers accept no liability or responsibility with respect to taxation and any other consequences of investing in Duke.

11.4 Duke tax status and financial year

Duke is an Australian resident public company for taxation purposes with a 30 June financial year end.

11.5 Duke Exploration Share and Option Plan

(a) Background

Duke has established the Duke Exploration Share and Option Plan (**DESOP**) to assist in the recruitment, reward, retention and motivation of Directors, employees and key consultants to Duke.

(b) Grant of Options

A total of 5,554,946 Options have been granted under the DESOP, as follows:

3,379,121 Options have been granted to the Directors (see **Section 5.6**);

- 1,318,682 Options have been granted to operations manager Dr Gregor Partington (a former director of Duke); and

- 857,143 Options have been granted to exploration manager Thomas Dwight, or to their nominees.

Each Option has an exercise price of \$0.25. The first exercise date is the date on which the relevant options vest (refer table below). The Options expire 7 years from the date of grant.

Each grant of Options has been made in 3 equal tranches (subject to rounding), with the following exercise conditions applicable to each tranche:

	Exercise conditions
Tranche 1	The announcement of an inferred resource at the Mt Flora prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver. 15% per annum compound share price increase from date of grant (Share Price Hurdle)
Tranche 2	The announcement of a completed Scoping Study for the Bundarra Project (which includes the Mt Flora prospect) demonstrating the economics of the project can justify proceeding toward a prefeasibility study in accordance with listing rule requirements and the JORC Code OR the announcement of an inferred resource at the Prairie Creek prospect as defined under JORC 2012 that is equal to or better than 4 million tonnes @1.5 g/t Au that equates to 200,000 oz of gold. Share Price Hurdle met
Tranche 3	The announcement of a completed Feasibility Study for the Bundarra Project demonstrating that developing an open pit mine is economically viable for the project OR a completed Scoping Study for the Prairie Creek prospect demonstrating the economics of the prospect can justify proceeding toward a pre-feasibility study in accordance with listing rule requirements and the JORC Code. Share Price Hurdle met

The Options are otherwise granted on the terms and conditions of the DESOP – see **Section 11.5(c)**.

(c) Material terms of the DESOP

The material terms of the DESOP are as follows:

Table 15. Material Terms of the DESOP

Eligible Persons	A person is eligible to participate in the Plan if he or she is a Director, officer, employee or contractor of a group company (Executive), or a nominee.
Share and Option issues	<p>The Board may at any time make invitations to Eligible Persons to participate in the Plan specifying the total number of shares or options being made available or the manner for determining that number, the closing date for applications, in the case of options, the exercise period, exercise price and Vesting Conditions and in the case of shares, the issue price and any other specific terms and conditions of issue.</p> <p>The Company must not issue any Shares or grant any Option to a Participant if the Participant would legally or beneficially own or control the exercise of voting power attached to 10% or more of all Shares then on issue.</p>
Vesting Conditions	The Vesting Conditions are any condition determined by the Board and set out in the invitation which must be satisfied before an Option can be exercised, which may include vesting dates for one or more tranches of Options and performance targets, hurdles or key performance indicators in relation to each of those tranches.
Options	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each option is an option to subscribe for one Share. Upon the exercise of an option by a participant in the Plan (Participant), each Share issued will rank equally with other Shares of the Company.</p> <p>Options issued under the Plan are personal to the Participant and may not be transferred unless to a legal personal representative following the death of the Participant, or with the consent of the Board. The Company will not apply for quotation of the options on ASX. However, the Company must apply to ASX for official quotation of Shares issued on the exercise of the options.</p> <p>A Participant is not entitled to exercise any option if the exercise of that option would require the Company to be in breach of this rule or if to do so could contravene the Constitution, Listing Rules or the Corporations Act.</p> <p>A Participant must not enter into a scheme of arrangement that protects the value of the Option granted under the Plan prior to the vesting of the Option under the Plan.</p>
Capital Events	<p>If there is a variation in the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation, or reduction of share capital, the Board, may, subject to the applicable Listing Rules and any other relevant stock exchange (if any), make such adjustments to the following matters as it considers appropriate:</p> <ul style="list-style-type: none"> • the number of Shares comprised in an option; • the exercise price for an option; or • where an option has been exercised but no Shares have been issued following the exercise, the number of Shares which may be issued.

Permitted Vesting	<p>The Board may determine that the Options will become vested and/or exercisable whether or not any or all applicable Vesting Conditions have been satisfied if one of the following events has occurred or is likely to occur:</p> <ul style="list-style-type: none"> • merger or consolidation of the Company into another company; • a takeover bid is made in respect of the Company and the Board recommends acceptance to shareholders; • a scheme of arrangement is made or undertaken in respect of the Company and the Board in its absolute discretion determines the exercise to be appropriate; • an event involving a change of ownership or control or all or substantial part of the assets of the Company similar to those described above; • an event as determined by the Board in its absolute discretion.
Lapse of options	<p>Subject to the Board's discretion and the specific terms and conditions of grant, an option not exercised will lapse on the earliest of:</p> <ul style="list-style-type: none"> • if the person is a Bad Leaver, which is where the Participant or if the Participant is a Nominee of an Executive, then then related Executive (Relevant Executive) ceases of be an employee of the Company other than, the Participant or Relevant Executive's death; the Participant or Relevant Executive's total and permanent disablement; the Participant or Relevant Executive's redundancy; or any other circumstances determined by the Board in writing, the dates that the Participant ceases of be engaged by the company; • the date that the Board determines any applicable Vesting Conditions have not been met or cannot be met by the relevant date; • the date 7 years from the date the option was granted (the Last Exercise Date); • a determination of the Board that the Participant has acted fraudulently or dishonestly or in breach of their obligations to any Group Company; • the date that the Board determines the Participant has become insolvent; • the date a resolution is passed to wind up the Company; and • the receipt by the Company of notice from the Participant that the Participant has elected to surrender the option.

Lapse of options <i>(cont.)</i>	<p>The Board, may, in its absolute discretion, allow a Participant to exercise all or any of their options, whether or not the exercise conditions have been satisfied, and whether or not the options would otherwise have lapsed, provided that no options will be capable of exercise later than the Last Exercise Date.</p> <p>The Board may exercise its discretion in favour of vesting some or all of the options if the Participant ceases to be an Eligible Person as a result of:</p> <ul style="list-style-type: none"> • the Participant or Relevant Executive's death; • the Participant or Relevant Executive's total and permanent disablement; or • the Participant or Relevant Executive's redundancy; or • any other circumstances determined by the Board in writing. <p>Factors to be considered by the Board in whether or not to exercise its discretion to allow a participant to exercise their Options include:</p> <ul style="list-style-type: none"> • the reason of the cessation of engagement; • the length of time between the date of cessation and the Last Exercise Date; • the total length of service of the person as a Director, officer, employee within or contractor to the Company • if the cessation of engagement is related to the person's performance, then the extent to which the person has been given warning of their performance inadequacies; • information provided by the person to the Board to support any claim to exercise the discretion in the person's favour; and • applicable law.
Administration	<p>The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan, resolve conclusively all question of fact or interpretation, may terminate or suspend the operation of the Plan at its discretion and may delegate to any persons for such period and on such terms as they see fit the exercise of any of their powers or discretions under the Plan. All discretion exercised by the Board is in its absolute discretion.</p>
Disposal Restrictions	<p>If the Participant's invitation provides that the Shares or Options are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it determines appropriate to ensure the company, including but not limited to a holding lock.</p>

Amendment	<p>Subject to the Listing Rules, the Board may amend, add to, delete, revoke or otherwise vary any or all of the exercise conditions, the Vesting Conditions, the terms of issue of an option or share, or the Rules at any time in any manner it thinks fit in its absolute discretion.</p> <p>However, no amendment to the provisions of the Rules may be made which reduces the rights of Participants in respect of Options acquired by them prior to the date of the amendment, other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> • for the purpose of complying with or conforming to present or future State, Territory or Commonwealth legislation or the Listing Rules; • to correct any manifest error or mistake; or • to take into consideration possible adverse tax implications in respect of the Plan arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to taxation laws (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of taxation laws by a Court.
Termination	<p>The Board may suspend or terminate the Plan at any time, at its absolute discretion.</p> <p>Termination does not affect the rights under the Plan of Participants in respect of applications to participate which have been accepted by the Company and notified to the Participant.</p>

11.6 Grant of Performance Rights

A total of 690,625 performance rights have been granted by the Company, as follows:

- 440,625 performance rights to the Directors (see **Section 5.6**); and
- 250,000 performance rights to operations manager Dr Gregor Partington (a former director of Duke).

The performance rights relate to services provided to the Company between 1 January 2020 and 30 June 2020. The Board of the Company had previously resolved that, for this period, half of executive remuneration and directors fees would be paid in cash and half would be paid in equity (performance rights) so as to conserve cash.

The performance rights will vest if the Company issues an announcement of an inferred resource at the Mt Flora prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver (**Performance Milestone**).

The performance rights have nil exercise price. Each performance right once exercised will result in the issue of one Share. All performance rights expire 3 years from their date of grant.

The following additional information is provided in relation to the performance rights:

- the performance rights were granted following the Board resolving to remunerate directors fees for the period between 1 January 2020 and 30 June 2020 partly in equity so as to conserve cash. Dr Gregor Partington was a director of Duke during this period;
- the Directors and Dr Partington will each be involved in meeting the Performance Milestone as part of their role as managers and executives of the Company. In the case of Dr Gregor Partington, he may provide services to Duke in relation to the Performance Milestone via the Kenex services agreement summarised in **Section 11.1(c)**;
- the existing total remuneration package of each Director is contained in **Section 5.4**. In the case of Dr Gregor Partington, he will be indirectly remunerated via the Kenex services agreement summarised in **Section 11.1(c)**;

- the following table details the securities held in Duke by the Directors, Dr Partington or any of their associates and the consideration paid or provided for those securities:

	Fully paid ordinary Shares	Total consideration paid or provided \$
Eugene Iliescu	3,400,000	57,500
Toko Kapea	2,866,000	167,100
Paul Frederiks	1,460,000	23,600
Ian McAleese	-	-
Greg Partington	7,357,050	60,058

- the grant of performance rights was to compensate the Directors and Dr Partington for prior services rendered, while also incentivising them to achieve the Performance Milestone post-listing; and
- Duke determined the number of performance rights modelled on a share price of 20 cents consistent with a placement made by Duke in February 2020, and then applied that price to 50% of the remuneration applicable to each Director for the period 1 January 2020 to 30 June 2020. It considers that number to be appropriate and equitable as it is based on the respective proportion of the individual's remuneration and the price per share of a placement conducted by Duke during the relevant period.

In-principle waiver

An in-principle waiver from ASX listing rule 1.1, condition 12 in respect of the performance rights has been granted by ASX. Condition 12 requires that the exercise price for each performance right must be at least 20 cents in cash. The in-principle waiver has been granted on the condition that the material terms and conditions of the performance rights are clearly disclosed in the prospectus. On formal application for listing Duke will request that ASX formalise the in-principle waiver.

11.7 Lead Manager Options

The Company has agreed to issue the Lead Manager, in consideration for providing services to the Company related to the listing, options comprising 2.0% of the issued capital of the Company at listing. The options are anticipated to have an exercise price at a 100% premium to the share price at listing (i.e. 50 cents per share, if the shares are listed at 25 cents per share) and be exercisable within 2 years of the date on which Shares of the Company are admitted to quotation on ASX. The options are proposed to be granted within 1 month of listing.

11.8 Interests of Experts and Advisers

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

the formation or promotion of Duke;

- property acquired or proposed to be acquired by Duke in connection with its formation or
- promotion or the Offer; or
- the Offer.

GRT Lawyers has acted as legal adviser to Duke in connection with the Offer and its application to list on ASX and has prepared the Independent Tenement Report. Duke has paid or will pay an aggregate of approximately \$150,000 (excluding GST) to GRT Lawyers for these services. During the 2 years preceding lodgement of this Prospectus with ASIC, GRT Lawyers has received or will receive \$3,124 (excluding GST) in fees from Duke for other professional services.

AMC Consultants Pty Ltd has prepared the Independent Geologist Report for Duke in relation to Duke's Prospectus. In respect of this work, Duke has paid or will pay a sum of approximately \$20,000 (excluding GST) to it for these services. AMC Consultants Pty Ltd has not provided other professional services to the Group during the last two years.

BDO Audit Pty Ltd (**BDO**) has acted as Investigating Accountant to Duke in connection with its application to list on ASX. Duke has paid or will pay an aggregate of approximately \$8,000 (excluding GST) to BDO for these services. BDO also audited the FY19/20 financial accounts for \$10,000 (excluding GST) and provided an investigating accountants report in March 2019 for a cost of \$9,750 (excluding GST).

Morgans Corporate Limited has acted as Lead Manager to Duke in connection with its application to list on ASX. Duke has paid or will pay to Morgans an aggregate of approximately \$480,000 (excluding GST), based on 2% of the gross proceeds of the Offer as a "Management Fee" and 4% of the gross proceeds of the Offer as a "Selling Fee". In addition, Duke has agreed to grant the options set out at **Section 11.7**. Morgans has not provided other professional services to the Group during the last two years.

Automic Pty Ltd acts as Duke's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus and will be paid for these services on standard industry terms and conditions.

11.9 Dividend Policy

Duke does not intend to pay dividends on securities for the financial year ending 30 June 2020.

As Duke is a mineral exploration company and is not currently mining, generating revenue or making profits, the Directors do not anticipate that Duke will declare or distribute dividends in the period the subject of the program and budget proposed in this Prospectus.

Any future determination as to the payment of dividends by Duke will be at the discretion of the Directors and the rules of the relevant securities exchange, taking into account factors such as the availability of distributable earnings, Duke's operating results and financial conditions, future capital requirements, general business and other factors considered relevant by the Directors.

11.10 Litigation

As at the date of this Prospectus, Duke, its subsidiaries and its controlled entities are not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against Duke.

11.11 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which they are named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role	Statement/Report
GRT Lawyers Pty Ltd	Solicitors to the Offer Independent Tenement Report	Independent Tenement Report (section 9)
AMC Consultants Pty Ltd	Independent Geologist	Independent Geologist Report (section 7)
BDO Audit Pty Ltd	Investigating Accountant	Independent Limited Assurance Report (section 8) Audited financial statements for the year ended 30 June 2020
Morgans Corporate Limited	Lead Manager	Nil
Automic Pty Ltd	Share registry	Nil

In addition, ActiveEX Limited has consented to the inclusion of Figures 17 and 18 in **Section 3**, and Advanced Accountants RTM Pty Ltd has consented to being named as having audited the Company's accounts for the financial years ended 30 June 2018 and 30 June 2019 (and inclusion of extracts thereof) in **Section 6**.

11.12 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that Duke's operations are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Directors' Responsibility and Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of the Shares pursuant to this Prospectus.

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

13 Commercial Glossary

Where the following terms are used in this Prospectus, they have the following meanings:

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

Applicant means a person who submits a valid Application Form pursuant to this Prospectus.

Application means a valid application for New Shares pursuant to an Application Form.

Application Form means an application form accompanying this Prospectus to apply to subscribe for Shares pursuant to this Prospectus.

Application Monies means the monies payable to subscribe for Shares under this document.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange operated by ASX Limited (as the context requires).

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

ASX Settlement Operating Rules means the operating rules of ASX Settlement.

Board means the board of Directors of Duke as constituted from time to time.

Broker Firm Offer means that offer summarised in **Section 10.1** which forms part of the Offer.

Bundarra Project means EPM 26499.

Capgold means Capgold Pty Ltd ACN 621 931 011.

Chairman's List Offer means that offer summarised in **Section 10.1** which forms part of the Offer.

Closing Date means 4 November 2020 unless otherwise extended.

Company means Duke Exploration Limited ABN 28 119 421 868.

Constitution means Duke's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

DESOP means the Duke Exploration Share and Option Plan summarised in **Section 11.5**.

Director means a director of Duke and, where the context requires, any proposed director.

Duania Application means EPMA 27474.

Duke means Duke Exploration Limited ACN 119 421 868.

Emmerson Joint Venture Projects means EL 8463, EL 8464, EL 8652 and EL 8590.

Emmerson Resources means Emmerson Resources Limited ACN 117 086 745.

Exploration Target has the meaning given in the JORC Code.

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act after lodgement of this Prospectus with ASIC during which the Company must not process Applications.

Independent Geologist Report means the independent geologist report prepared by AMC Consultants Pty Ltd in **Section 7**.

Independent Tenement Report means the Independent Tenement Report on mining tenements set out in **Section 9** of this Prospectus, prepared by GRT Lawyers.

Indicated Mineral Resource has the meaning given to it in the JORC Code.

Inferred Mineral Resource has the meaning given to it in the JORC Code.

Investigating Accountant's Report means the Independent Limited Assurance Report in **Section 8**.

Issue Price means the issue price of New Shares under this Prospectus, being \$0.25.

JORC Code means the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' by the Joint Ore Reserves Committee.

Kenex means Kenex Pty Ltd ACN 619 978 497.

Lead Manager means Morgans Corporate Limited ABN 32 010 539 607.

Listing Rules means the official listing rules of ASX.

Management Team means the management team set out at **Section 5.5**.

Minimum Subscription means the issue of 32,000,000 New Shares for the Issue Price to raise \$8,000,000 (before Offer costs).

Mt Flora Prospect means the Mount Flora prospect within the Bundarra Project.

New Shares means the Shares offered under the Offer.

Offer means the offer to issue 32,000,000 New Shares at the Issue Price to raise a minimum of \$8 million (before Offer costs), as outlined in **Section 10.1**.

Official List means the official list of ASX.

Official Quotation means official quotation of the Shares by ASX in accordance with the Listing Rules.

Opening Date means the first date for receipt of completed Application Forms which is 30 September 2020.

Option means an option to acquire an unissued Share.

Prairie Creek Project means EPM 26852.

Prospectus means this prospectus dated 22 September 2020.

Red Hill Project means EL 8568.

Restricted Securities has the meaning given to that term in the Listing Rules.

Share means a fully paid ordinary share in the capital of Duke.

Shareholder means a holder of Shares.

Share Registry means Automic Pty Ltd.

Waitara Application means EPMA 27609.

14 Technical Glossary

Term	Explanation
Chargeability	One of several units of induced polarization in the time domain. Chargeability is used to characterize the formation and strength of the induced polarization within a rock, under the influence of an electric field and describes how conductivity changes with electrical frequency.
Conductivity	Conductivity is a diagnostic physical property that quantifies how easily electrical charges move through a given material when subjected to an applied electric field. For most electrical geophysical surveys electrical conductivity is the primary diagnostic physical property. Conductivity = $1/\text{Resistivity}$.
Datum	A datum is a system which allows the location of linear grids (and heights) to be mapped onto the surface of the (round object). The GDA 94 zone 55 datum is used for mapping features in the Bundarra Project in north Queensland.
Dip	The dip gives the steepest angle of descent of a tilted geological feature relative to a horizontal plane, and is given by the number (0° - 90°) as well as a letter (N,S,E,W) with rough direction in which the structure is dipping downwards. The map symbol is a short line attached and at right angles to the strike symbol pointing in the direction which the planar surface is dipping down.
Dipole/pole	Relates to the magnetic field created when an electrical charge is applied to the ground. A dipole is a pair of oppositely charged electrodes that are so close together that the electric field seems to form a single electric field rather than a field from two different electric poles. The dipole-dipole array offers a way to plot raw IP data in order to get an idea of a cross-section of the earth. Today, modern inversion software can recalculate these apparent data to true data, so that a realistic image of the earth can be created.
Electrical geophysical surveying	Electrical geophysical prospecting methods detect the surface effects produced by electric current flow in the ground. Using electrical methods, one may measure potentials, currents, and electromagnetic fields that occur naturally or are introduced artificially in the ground. In addition, the measurements can be made in a variety of ways to determine a variety of results.
EM	The electromagnetic (EM) induction method is based on the measurement of the change in mutual impedance between a pair of coils on or above the earth's surface. These coils are electrically connected and are separated by a fixed distance. The transmitter coil is used to generate an electromagnetic field at a specific frequency. This is known as the primary field. The primary field causes electrical currents to flow in conductive materials in the subsurface. The flow of currents in the subsurface, called eddy currents, generate a secondary magnetic field, which is sensed by the receiver coil. The magnitude of the secondary field sensed by the receiver depends upon the type and distribution of conductive material in the subsurface.

Term	Explanation
EM plate anomaly	Most EM surveys conducted for mineral exploration are focused on locating discrete anomalies that might be indicative for zones of economic mineralisation. In order to derive information from these anomalies about the location, geometry and conductance of the corresponding conductors, EM anomalies are commonly modelled with a plate-shaped conductor in free-space from the generated EM data.
En-echelon	The term en-echelon refers to closely-spaced, parallel or subparallel, overlapping or step-like minor structural features or veins in rock (faults, tension fractures), which lie oblique to the overall structural trend but step in a direction parallel to the trend.
Granodiorite	Granodiorite is a phaneritic-textured intrusive igneous rock similar to granite but containing more plagioclase feldspar than orthoclase feldspar. A greater amount of plagioclase would designate the rock as tonalite. Granodiorite is felsic to intermediate in composition. It contains a large amount of sodium (Na) and calcium (Ca) rich plagioclase, potassium feldspar, quartz, and minor amounts of muscovite mica as the lighter colored mineral components. Biotite and amphiboles often in the form of hornblende are more abundant in granodiorite than in granite, giving it a more distinct two-toned or overall darker appearance.
Inversion (software)	Geophysical inversion refers to the mathematical and statistical techniques for recovering information on subsurface physical properties (magnetic susceptibility, density, electrical conductivity etc) from measured geophysical data. In IP, it is used to calculate the resistivity of different formations in the ground from a set of readings taken at the surface or between boreholes. In IP, the inversion process is used to calculate the true resistivity distribution under the electrodes as accurately as possible.
IP (2D IP and 3D IP)	Induced polarization (IP) is a geophysical imaging technique used to identify the electrical resistivity and chargeability of subsurface materials, such as ore. An electric current is transmitted into the subsurface through two electrodes, and voltage is monitored through two other electrodes. IP surveys provide additional information about the spatial variation in lithology and grain-surface chemistry. The IP survey can be made in time-domain and frequency-domain mode. The IP method is one of the most widely used techniques in mineral exploration and mining industry. IP surveys until recently have been carried out on 2D sections using linear arrays along single sections but recently the development of 3D resistivity and IP survey techniques and inversion software has revolutionised the way surveys are carried out and interpreted. Recent developments in field equipment design, interpretation software and microcomputer technology, 3D surveys are now practical geophysical exploration tools for mineral, environmental and engineering investigations.
Isovalue	Values produced by inversion modelling.
Resistivity	Resistivity is fundamentally related to Ohm's Law measuring Resistance. Resistance is defined as the voltage divided by the current ($R = V/I$) and the value of a material's resistance depends on the resistivity of that material. Resistivity is the value of resisting power of a certain material to the flow of a moving current.

Term	Explanation
Strike	The strike line of a bed, fault, or other planar feature, is a line representing the intersection of that feature with a horizontal plane. On a geologic map, this is represented with a short straight-line segment oriented parallel to the strike line. Strike (or strike angle) can be given as either a quadrant compass bearing of the strike line or in terms of east or west of true north or south, a single three-digit number representing the azimuth.
Time-domain	Time-domain geophysical electrical methods represent an alternative approach to detecting weak electrical fields that works by simply switching the primary field off and measuring the decay of secondary electrical fields. This method is often referred to as transient electromagnetic exploration (TEM) or time-domain electromagnetic (TDEM) exploration. In the time-domain induced polarization method, the voltage response is observed as a function of time after the injected current is switched off or on. In the frequency-domain induced polarization mode, an alternating current is injected into the ground with variable frequencies. Voltage phase-shifts are measured to evaluate the impedance spectrum at different injection frequencies.
Vein	A vein is a distinct sheetlike body of crystallized minerals within a rock. Veins form when mineral constituents carried by an aqueous solution within the rock mass are deposited through precipitation. The hydraulic flow involved is usually due to hydrothermal circulation. Veins are classically thought of as being the result of growth of crystals on the walls of planar fractures in rocks, with the crystal growth occurring normal to the walls of the cavity.

Appendix 1 - Financial Statements

Duke Exploration Limited

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME For the year ended 30 June 2020

	NOTE	30 June 2020 \$	30 June 2019 \$
REVENUES			
Interest income		967	1,850
Total revenue		967	1,850
EXPENSES			
Other corporate overheads		(160,474)	(344,384)
Employee benefits expense		(55,207)	-
Share based payment expense		(177,725)	(20,250)
Foreign exchange gain / (loss)		(45)	(64)
Exploration written off		(38,040)	(26,110)
Loss before income tax		(430,524)	(388,958)
Income tax benefit / (expense)	2	-	-
Net loss for the year		(430,524)	(388,958)
Other Comprehensive income/(loss)			
Other Comprehensive income/(loss) for the year, net of tax		-	-
Total Comprehensive Loss for the year		(430,524)	(388,958)
Loss attributable to:			
Owners of the Entity		(430,524)	(388,958)
		(430,524)	(388,958)
Total comprehensive gain / (loss) attributable to:			
Owners of the Entity		(430,524)	(388,958)
		(430,524)	(388,958)
Basic and Diluted loss per share (cents per share)	14	(1.19)	(1.77)

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
As at 30 June 2020

	NOTE	30 June 2020 \$	30 June 2019 \$
CURRENT ASSETS			
Cash and cash equivalents	4	1,644,389	702,204
Trade and other receivables	5	64,944	20,914
TOTAL CURRENT ASSETS		1,709,333	723,118
NON CURRENT ASSETS			
Other assets	6	20,500	21,000
Deferred exploration & evaluation costs	7	1,301,154	393,413
TOTAL NON CURRENT ASSETS		1,321,654	414,413
TOTAL ASSETS		3,030,987	1,137,531
CURRENT LIABILITIES			
Trade and other payables	8	339,688	126,515
Provision for employee benefits	9	11,207	-
TOTAL CURRENT LIABILITIES		350,895	126,515
TOTAL LIABILITIES		350,895	126,515
NET ASSETS		2,680,092	1,011,016
EQUITY			
Issued capital	10	3,565,039	1,465,439
Accumulated losses	11	(884,947)	(454,423)
TOTAL EQUITY		2,680,092	1,011,016

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS
For the year ended 30 June 2020

	NOTE	30 June 2020 \$	30 June 2019 \$
Cash flows from operating activities			
Payments to suppliers and employees		(261,215)	(196,264)
GST Received		93,914	35,724
Interest received		967	1,850
Net cash flows used in operating activities	12	(166,334)	(158,690)
Cash flows from investing activities			
Payments for exploration expenditure		(945,781)	(248,984)
Net cash flows used in investing activities		(945,781)	(248,984)
Cash flows from financing activities			
Proceeds from issue of shares		2,054,000	620,000
Issue costs - shares		-	-
Net cash flows from financing activities		2,054,000	620,000
Net increase / (decrease) in cash and cash equivalents		942,185	212,326
Cash and cash equivalents at beginning of year		702,204	489,878
Effects of exchange rate fluctuations on cash held		-	-
Cash and cash equivalents at end of year	4	1,644,389	702,204

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2020

	Issued Capital	Accumulated Losses	Share based payment Reserve	Total
	\$	\$	\$	\$
Balance as at 1 July 2019	1,465,439	(454,423)	-	1,011,016
Loss for the year	-	(430,524)	-	(430,524)
Other comprehensive income / (loss)	-	-	-	-
Total comprehensive loss for the year				
Shares issued during the year (net)	2,099,600	-	-	2,099,600
Balance at 30 June 2020	3,565,039	(884,947)	-	2,680,092

	Issued Capital	Accumulated Losses	Share based payment Reserve	Total
	\$	\$	\$	\$
Balance as at 1 July 2018	732,894	(65,465)		667,429
Loss for the year	-	(388,958)		(388,958)
Other comprehensive income / (loss)	-	-	-	-
Total comprehensive loss for the year				
Shares issued during the year (net)	732,545	-	-	732,545
Balance at 30 June 2019	1,465,439	(454,423)	-	1,011,016

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

These financial statements are general purpose financial statements, which have been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and comply with other requirements of the law.

The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated. The financial statements are for the Company consisting of Duke Exploration Limited.

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments and available for-sale financial assets that have been measured at fair value. Historical cost is based on the fair values of the consideration given in exchange for assets.

The financial statements are presented in Australian dollars.

The Company is an un-listed public company, incorporated in Australia and operated in Australia during the year ended 30 June 2020. The entity's principal activity is mineral exploration. The Company is a for-profit entity.

Going concern

The 30 June 2020 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and discharge of its liabilities as and when they fall due, in the ordinary course of business.

The Company incurred an operating loss after income tax of \$430,524 for the year ended 30 June 2020, whilst cash balances as at 30 June 2020 were \$1,644,389. In addition, the net cash outflows from operating and investing activities was \$1,112,115 while net cash inflows from financing activities was \$2,054,000.

The ability of the company to continue as a going concern is principally dependent upon one or more of the following:

- the ability of the Company to raise capital as and when necessary; and / or
- the successful exploration and subsequent exploitation of the company's tenements.

These conditions give rise to material uncertainty which may cast significant doubt over the company's ability to continue as a going concern.

The Directors believe that the going concern basis of preparation is appropriate due to the following reasons:

- The Directors believe there is sufficient cash available for the company to continue operating until it can raise sufficient further capital to fund its ongoing activities.

Should the company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report. This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the company be unable to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Adoption of new and revised standards

Certain Australian Accounting Standards and interpretations became effective during the period. These has an immaterial effect on the Company for the annual reporting period ended 30 June 2020. Certain new accounting standards and interpretations have been published that are not mandatory for the 30 June 2020 reporting period.

The following accounting standards and interpretations will apply to future periods. Due to the operations of the Company it is not expected these standards will have a material impact on the Company however management make the following observations:

AASB 16 Leases became effective for the current reporting period however there were no retrospective adjustments or current period adjustments resulting from adopting the standard as there are no material leases in place.

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2020 reporting periods and have not been early adopted by the company. The Company has assessed that none of the new accounting standards and interpretations are likely to have a material impact on the Company.

(c) Statement of compliance

The financial report was authorised for issue in accordance with a resolution of the directors on 26 August 2020.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards ('AIFRS'). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards ('IFRS').

(d) Income Tax

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither that accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity, not in the statement of comprehensive income.

(e) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure in relation to each separate area of interest is recognised as an exploration and evaluation asset in the year in which it is incurred where the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. Management have performed an assessment for triggers of impairment and have not identified any significant indicators of impairment of exploration and evaluation assets. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

(f) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(h) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(i) Trade and other Payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

(j) Employee Benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year together with entitlements arising from wages and salaries and annual leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the Company to employee superannuation funds and are charged as expenses when incurred.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of assets

The Company assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(l) Earnings per share

Basic earnings per share is calculated as net profit / loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ("ATO"). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(o) Foreign Currency Translation

Both the functional and presentation currency of Duke Exploration Limited is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date.

All exchange differences in the financial report are taken to profit or loss with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

These are taken directly to equity until the disposal of the net investment, at which time they are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Plant and Equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a diminishing value basis over the estimated useful life of the assets as follows:

Plant and equipment – 3 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(q) Issued Capital

Ordinary shares and options are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(r) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Duke Exploration Limited.

(s) Business Combinations

The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Company recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Company's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified as either equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Derecognition of financial assets and financial liabilities

(i) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either:
 - (a) has transferred substantially all the risks and rewards of the asset, or
 - (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration received that the Company could be required to repay.

When continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Company's continuing involvement is the amount of the transferred asset that the Company may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Company's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

(ii) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(u) Share-based payment transactions

Equity settled transactions

The Company can provide benefits to employees and consultants of the Company in the form of share-based payments, whereby the recipients render services in exchange for shares or rights over shares (equity-settled transactions).

There is a formal Employee Option Plan in place at present and options are issued when necessary in order to provide these benefits to employees.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Duke Exploration Limited (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Company's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition. If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings / loss per share.

(v) Critical accounting estimates and judgement

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Exploration and evaluation expenditure

The Company's accounting policy for exploration and evaluation expenditure is set out in Note 1 (e). The application of this policy necessarily requires the Board to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under this policy, it is concluded that the expenditures are unlikely to be recoverable by future exploitation or sale, then the relevant capitalised amount will be written off to the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Board of Directors determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. The Directors' decision is made after considering the likelihood of finding commercially viable reserves.

(w) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is offset against the underlying asset being constructed.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

2. INCOME TAX

	30 June 2020 \$	30 June 2019 \$
(a) The components of tax expense comprise:		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:		
Accounting loss before tax	430,524	388,958
Prima facie tax benefit on loss from ordinary activities before income tax at 27.5% (2019: 27.5%)	118,394	106,963
Less tax effect of:		
- Other non-allowable items	(6,959)	(1,100)
Less tax effect of:		
- Other deferred tax balances	(111,435)	(105,863)
Income tax benefit	-	-
(c) Deferred tax assets at 27.5% (2019 – 27.5%):		
- Carry forward revenue losses ¹	518,181	147,515
- Carry forward capital losses	-	-
- Offset deferred tax liabilities	(379,406)	-
Deferred tax assets not recognised	138,775	
The tax benefits of the above deferred tax assets will only be obtained if:		
• the company and its subsidiaries derive future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;		
• the company and its subsidiaries continues to comply with the conditions for deductibility imposed by law; and		
• no changes in income tax legislation adversely affect the company and its subsidiaries in utilising benefits.		
(d) Deferred tax liabilities:		
Deferred exploration and evaluation expenditure and other assets	379,406	108,188

- ¹ Deferred tax assets arising from tax losses and temporary differences are only brought to account to the extent that it offsets the Company's deferred tax liabilities arising from temporary differences. As the Company does not have a history of taxable profits and is not revenue generating, the deferred tax assets associated with tax losses and temporary differences, in excess of the Company's deferred tax liabilities arising from temporary differences, is not yet regarded as probable of recovery at 30 June 2020.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

3. DIRECTORS AND EXECUTIVES DISCLOSURE

(a) Details of Key Management Personnel in office at any time during the financial year are:

Directors

Toko Kapea	Non-Executive Chairman
Eugene Iliescu	Managing Director
Paul Frederiks	CFO & Company Secretary
Greg Partington	Operations Manager
Ian McAleese	Non-Executive Director

Executives

Thomas Dwight	Exploration Manager
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(b) Remuneration Practices

Remuneration Policy

The Board of Directors is responsible for determining and reviewing compensation arrangements for the executive team. The Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team. The aggregate remuneration of Specified Directors and Executives is set out below.

(c) Key Management Personnel Compensation

	30 June 2020	30 June 2019
	\$	\$
Short-term employee benefits	191,336	3,000
Equity Compensation value of performance rights	-	-
Post-employment benefits	8,097	-
	199,433	3,000

4. CASH AND CASH EQUIVALENTS

Deposits at call	-	-
Cash at bank and on hand	1,644,389	702,204
	1,644,389	702,204

Cash at bank earns interest at floating rates based on a daily bank deposit rates. Bank deposit rates are currently 0.05%.

Deposits at call are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective deposits at call rates.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

	30 June 2020 \$	30 June 2019 \$
5. TRADE AND OTHER RECEIVABLES		
CURRENT		
GST receivable	26,150	20,914
Term Deposits (secured)	10,000	-
Prepayments	28,782	-
Other Receivables	12	-
	64,944	20,914

No expected credit loss was noted on trade and other receivables at 30 June 2020 or 30 June 2019.

6. OTHER ASSETS

Security deposits on tenements	20,500	21,000
	20,500	21,000

	30 June 2020 \$	30 June 2019 \$
7. DEFERRED EXPLORATION EXPENDITURE		
NON –CURRENT		
Exploration and evaluation costs carried forward in respect of exploration areas of interest		
Exploration and evaluation phases	1,301,154	393,413
Movement in carrying amounts		
Opening balance	393,413	170,539
Expenditure incurred	945,781	248,984
Expenditure written off	(38,040)	(26,110)
Closing balance	1,301,154	393,413

At 30 June 2020, the balance of deferred exploration expenditure is in respect of the Company's Bundarra and Prairie Creek projects in Qld and the Red Hill Project in NSW. The recoupment of costs carried forward in relation to this area of interest is dependent on the successful development and commercial exploitation or sale of the area.

8. TRADE AND OTHER PAYABLES

Trade creditors and accruals	339,688	126,515
	339,688	126,515

Terms and conditions relating to the above financial instruments

Trade payables are non-interest bearing and are normally settled on 30 day terms.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

9. PROVISION FOR EMPLOYEE BENEFITS

At 1 July 2019	-	-
Arising during the year	11,207	-
Utilised during the year	-	-
At 30 June 2020	<u>11,207</u>	<u>-</u>

All provision for employee benefits relates to the provision for annual leave.

10. ISSUED CAPITAL

	As at 30 June 2020 \$	As at 30 June 2019 \$
42,854,861 (30 June 2019 – 28,594,861) fully paid ordinary shares	<u>3,565,039</u>	<u>1,465,439</u>

	Number of Shares	\$
Movement in ordinary share capital:		
30/06/18 Balance end of period	18,939,000	732,894
Share Placement – Equity issued for Services	3,455,861	112,545
Share Placement	6,200,000	620,000
30/06/19 Balance end of period	28,594,861	1,465,439
Share Placement – Equity issued for Services	3,960,000	39,600
Share Placement	10,270,000	2,054,000
Shares to be issued – Equity for Services	30,000	6,000
30/06/20 Balance end of period	42,854,861	3,565,039

In March 2020 the Company issued 10,270,000 shares at \$0.20 per share raising \$2,054,000 – there were no share capital raising costs associated with this placement.

Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

11. ACCUMULATED LOSSES

	30 June 2020	30 June 2019
	\$	\$
Balance at the beginning of the year	(454,423)	(65,465)
Net loss attributable to members of Duke Exploration Limited	(430,524)	(388,958)
Balance at the end of the year	(884,947)	(454,423)

12. STATEMENT OF CASH FLOWS
(a) Reconciliation of the operating loss after tax to the net cash flows from operations:

Net loss	(430,524)	(388,958)
Non-cash flows in operating loss		
Exploration written off	38,040	26,110
Increase in provision for employee benefits	11,207	-
Share based payment expense	177,725	112,545
Changes in operating assets and liabilities		
(Increase)/decrease in receivables	(43,531)	(10,075)
Increase/(decrease) in payables	80,749	101,688
Net cash flows (used in) operating activities	(166,334)	(158,690)

(b) Non cash financing activities

During the year ended 30 June 2020, there were services provided by directors or their related parties totalling \$45,600 that were settled via the issue of shares in the Company.

(c) Non cash investing activities

During the year ended 30 June 2020, there were no non-cash financing activities

13. SEGMENT INFORMATION

The operating segments are identified by management based on the nature of activity undertaken by the Company. The Company operates in one operating business segment being the activity of multi metal exploration and development. Discreet financial information about the operating business is reported to the executive management team on a monthly basis.

14. LOSS PER SHARE

The following reflects the income and share data used in the calculation of basic and diluted loss per share:

	30 June 2020	30 June 2019
	\$	\$
Loss used in calculation of diluted earnings per share	(430,524)	(388,958)
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted loss per share	34,306,286	22,034,733

Effect of Dilutive Securities
Share Options

The Company has no share options on issue at 30 June 2020. Options are considered to be potential ordinary shares. However, in periods of a net loss, share options are anti-dilutive, as their exercise will not result in lower earnings per share.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

15. RELATED PARTY DISCLOSURES

During the year, services were provided by Kenex Limited (Kenex) which provides technical assistance to the Company to carry out its work program. Dr Greg Partington, who is the General Manager Operations of Duke Exploration, controls Kenex. The Board considers that the Kenex agreement is a commercial arrangement entered into on favourable terms to Duke Exploration. There is no obligation for the Company to acquire services exclusively from Kenex or for Kenex to exclusively provide services to the Company. However, Kenex has agreed to give priority to the Company over Kenex's other clients in the provision of services and all services provided under the agreement are for the exclusive benefit and advantage of Duke Exploration. As the Company is not required to acquire any minimum amount of services from Kenex, there is no minimum payment required under the agreement.

Total amounts paid to Kenex during the year including the provision of services provided by Dr Partington were \$319,912 (excluding GST) (2019 \$141,860). The balance outstanding at 30 June 2020 was \$5,104.

During the year, accounting and certain corporate advisory services were provided by Blanckensee Consulting Pty Ltd (BLC). Mr Paul Frederiks, who is the Company Secretary, controls BLC. The Board considers that the BLC agreement is a commercial arrangement entered into on reasonable arm's length terms. There is no obligation for the Company to acquire services exclusively from BLC or for BLC to exclusively provide services to the Company. Directors note that P. Frederiks provides these services due to his extensive expertise in secretarial and financial administration. Directors believe this arrangement enhances the corporate governance of the Company.

Total amounts paid to BLC during the year including the provision of services and expenses provided by Mr Paul Frederiks was \$25,641 (excluding GST) (2019 - nil). The balance outstanding at 30 June 2020 was \$4,583.

16. AUDITORS' REMUNERATION

Amounts received or due and receivable by BDO Audit Pty Ltd for:

- Audit and review of the financial report of the Company
- Other assurance services

30 June 2020 \$	30 June 2019 \$
10,000	-
-	9,750
10,000	9,750

Amounts received or due and receivable by Advance Accountants RTM Pty Ltd for:

- Audit and review of the financial report of the Company
- Other assurance services

-	7,000
-	-
-	7,000

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risks. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the business. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk. Risk management is carried out by the Board of Directors.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis as appropriate. The Australian dollar is the reporting currency for the Company and the functional currency for the parent company. At 30 June 2020, the Company did not have any exposure to foreign exchange risk.

(ii) Interest rate risk

The Company is exposed to movements in market interest rates on short term deposits.

The Company's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

2020

	Floating interest rate \$	Fixed interest maturing in			Non- Interest bearing \$	Total \$
		1 year or less \$	over 1 year less than 5 \$	more than 5 years \$		
Financial Assets						
Cash at bank	1,644,887		-	-	-	1,644,887
Term Deposit (Secured)	-	10,000	-	-	-	10,000
Security deposits	-	-	-	-	20,500	20,500
Trade & other receivables	-	-	-	-	54,944	54,944
	<u>1,644,887</u>	<u>10,000</u>	<u>-</u>	<u>-</u>	<u>75,444</u>	<u>1,730,331</u>
Weighted Average Interest Rate	0.2%	-	-	-	-	
Financial Liabilities						
Trade & other creditors	-	-	-	-	(201,563)	(201,563)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(201,563)</u>	<u>(201,563)</u>
Weighted Average Interest Rate	-	-	-	-	-	
Net financial assets (liabilities)	<u>1,644,887</u>	<u>10,000</u>	<u>-</u>	<u>-</u>	<u>(126,119)</u>	<u>1,528,768</u>

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

2019

	Floating interest rate \$	Fixed interest maturing in			Non- Interest bearing \$	Total \$
		1 year or less \$	over 1 year less than 5 \$	more than 5 years \$		
Financial Assets						
Cash at bank	702,204	-	-	-	-	702,204
Security deposits	-	-	-	-	21,000	21,000
Trade & other receivables	-	-	-	-	20,914	20,914
	702,204	-	-	-	41,914	744,118
Weighted Average Interest Rate	0.2%	-	-	-	-	-
Financial Liabilities						
Trade & other creditors	-	-	-	-	(126,515)	(126,515)
	-	-	-	-	(126,515)	(126,515)
Weighted Average Interest Rate	-	-	-	-	-	-
Net financial assets (liabilities)	702,204	-	-	-	(84,601)	617,603

Financial assets and Liabilities

Financial assets and liabilities carried at amortised cost are measured by taking into account any discount or premium on acquisition, and fees or costs associated with the asset or liability. Due to the short-term nature of these assets and liabilities, their carrying value is assumed to approximate their fair value.

Trade receivables from other entities are carried at nominal amounts less any allowance for doubtful debts. Other receivables are carried at nominal amounts due. Interest is recorded as income on an accruals basis. Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company. The carrying amounts of these assets and liabilities approximate their fair value.

Net fair value of financial assets and liabilities

The carrying amount of cash and cash equivalents approximates fair value because of their short-term maturity.

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

(c) Liquidity and capital risk

The Company's total capital is defined as the shareholders' net equity plus any net debt. The objectives when managing the Company's capital is to safeguard the business as a going concern, to maximise returns to shareholders and to maintain an optimal capital structure in order to reduce the cost of capital.

The Company does not have a target debt /equity ratio, but has a policy of maintaining a flexible financing structure so as to be able to take advantage of investment opportunities when they arise. There are no externally imposed capital requirements.

There have been no changes in the strategy adopted by management to control the capital of the Company since the prior year.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

If the Company anticipates a need to raise additional capital in the next 12 months to meet forecasted operational activities, then the decision on how the Company will raise future capital will depend on market conditions existing at that time.

Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

18. EVENTS AFTER REPORTING DATE

There were no other matters or circumstances which have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2020

19. CONTINGENT LIABILITIES

There are no contingent liabilities as at 30 June 2020.

20. COMMITMENTS

The Company is required to fund exploration expenditures in order to maintain current rights of tenure. These commitments are minimum expenditure requirements, determined by the relevant Government body on an individual tenement basis for each year of tenure from the date of grant, to maintain the tenements in good standing. The commitment remains only for as long as the tenement is held, and may be subject to negotiation or renegotiation before the end of the annual period based on merit. The expenditure commitments listed below and which are not provided for in the financial report represent an estimate of the sum of all Qld and NSW annual expenditure requirements of tenements. At 30 June 2020 the Company had the following commitments with respect to the licences:

Project	Tenement Reference	Commitment \$	Comment
Bundarra Project	EPM 26499 and EPM 27474	321,200	Annual commitment
Prairie Creek	EPM 26852	420,700	Annual commitment
Red Hill	EI 8568	250,000	Annual commitment

21. COVID-19 IMPACTS

COVID has impacted the Company to the extent that the Company's Operations Manager and Exploration Manager are based in WA which has made travel to our Bundarra project site in Queensland extremely difficult. Project supervision has therefore had to be done remotely. Our exploration manager will be relocating to Queensland as soon as practical.

Appendix 2 - Corporate Governance Statements

Duke Exploration Limited

Corporate Governance Statement



DUKE EXPLORATION LIMITED

ABN 28 119 421 868

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of Duke Exploration Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Duke Exploration Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. The Company's governance approach aims to achieve exploration, development and financial success while meeting stakeholders' expectations of sound corporate governance practices by proactively determining and adopting the most appropriate corporate governance arrangements.

ASX Listing Rule 4.10.3 requires listed companies to disclose in their Annual Report the extent to which they have complied with the ASX Best Practice Recommendations of the ASX Corporate Governance Council in the reporting period. A description of the Company's main corporate governance practices is set out below. The Corporate Governance Statement is current as at 30 June 2020, and has been approved by the Board of Directors. All these practices, unless otherwise stated, were in place for the entire year. They comply with the ASX *Corporate Governance Principles and Recommendations (4th edition – February 2019)*.

The Company's website at www.duke-exploration.com.au contains a corporate governance section that includes copies of the Company's corporate governance policies.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1:

AA listed entity should have and disclose a board charter setting out:

- (a) the respective roles and responsibilities of its board and management; and*
- (b) those matters expressly reserved to the board and those delegated to management*

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of the senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board is responsible for:

- Determining the vision and objectives of the Company;
- Overseeing and fostering an appropriate culture for the Company that is directly aligned to its values, strategies and objectives;
- Reviewing and approving the Company's financial position, systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Identifying all areas where written board policy is required, detailing the policies, and overseeing the implementation and monitoring of compliance;
- Formulating short term and long term strategies to enable the Company to achieve its objectives, and ensuring adequate resources are available to meet strategic objectives;
- Approving and monitoring the progress of major expenditure and acquisitions and divestments;
- Approving the annual budgets, and ensuring these are aligned with the Company's strategic objectives;
- Being responsible for the Company's senior management and personnel including appointing and, where appropriate, removing the Chairman;
- Ratifying the appointment, and where appropriate, the removal of the Executive Directors and the Company Secretary;
- Evaluating the performance of the senior management team and determining their remuneration;
- Delegating appropriate powers to senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;

- Ensuring that policies and procedures are in place consistent with the Company's objectives, and that the Company and its officers act legally, ethically and responsibly in all matters.
- Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy.

The Managing Director is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

The Managing Director's specific responsibilities include:

- Responsibility for the achievement of corporate goals and objectives;
- Development of short, medium and long term corporate strategies and planning to achieve the Company's vision and overall business objectives;
- Implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- Assessment of business opportunities of potential benefit to the Company;
- Establish and maintain effective and positive relationships with Board members, shareholders, the investment community and other government and business liaisons;
- Undertake the role of key company spokesperson;
- Ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- Ensure appropriate risk management practices and policies are in place; and
- Select and appoint staff.

This statement of matters reserved for the Board and areas of delegated authority to the Managing Director and senior executives is contained in the Board Charter posted on the Company's website.

Recommendation 1.2:

A listed entity should:

- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and*
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Company undertakes checks on any person who is being considered as a director. These checks may include character, experience, education and financial history and background.

All security holder releases will contain material information about any candidate to enable an informed decision to be made on whether or not to elect or re-elect a director.

Recommendation 1.3:

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Managing Director has a formal employment contract and the non-executive directors have a letter of appointment including a director's interest agreement with respect to disclosure of security interests. The other senior executives also have formal written agreements setting out their terms of appointment.

Recommendation 1.4:

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board

The Company Secretary has a direct reporting line to the Board, through the Chair.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 1.5:

A listed entity should

- (a) *have and disclose a diversity policy;*
- (b) *through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- (c) *disclose in relation to each reporting period:*
 - 1. *the measurable objectives set for that period to achieve gender diversity;*
 - 2. *the entity's progress towards achieving those objectives; and*
 - 3. *either:*
 - A. *the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
 - B. *if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act*

The Company recognises that a talented and diverse workforce is a key competitive advantage. The Company is committed to developing a workplace that promotes diversity. The Company's policy is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. The Diversity Policy can be viewed on the Company's website.

The Company has two staff (excluding the Non-executive directors), none of which are woman. There are no women in senior executive positions or on the board but a number of women are used to technical consultants.

Recommendation 1.6:

A listed entity should:

- a) *have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- b) *disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

Due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individuals. The Chairman conducts an informal review during the financial year whereby the performance of the Board as a whole and the individual contributions of each Director are discussed. The board considers that at this stage of the Company's development an informal process is appropriate.

Recommendation 1.7:

A listed entity should:

- a) *have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and*
- b) *disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

The Board undertakes a review of the senior executives' performance, at least annually, including setting the goals for the coming year and reviewing the achievement of these goals.

Performance has been measured to date by the efficiency and effectiveness of the enhancement of the Company's mineral interest portfolio, the designing and implementation of the exploration and development programme and the securing of ongoing funding so as to continue its exploration and development activities. This performance evaluation is not based on specific financial indicators such as earnings or dividends as the Company is at the exploration stage and during this period is expected to incur operating losses.

Due to the size of the Company and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of senior executives. The Chairman conducts an informal review process whereby he discusses with the Managing Director and Exploration Manager the approach toward meeting the short and long term objectives of the Company. The board considers that at this stage of the Company's development an informal process is appropriate.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 2: Structure the board to be effective and add value

Recommendation 2.1:

The board of a listed entity should:

- a) *have a nomination committee which:*
 1. *has at least three members, a majority of whom are independent directors; and*
 2. *is chaired by an independent director,**and disclose:*
 3. *the charter of the committee;*
 4. *the members of the committee; and*
 5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- b) *if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*

The Company does not have a nomination committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Directors are appointed under the terms of the Company's Constitution. Appointments to the Board are based upon merit and against criteria that serves to maintain an appropriate balance of skills, expertise, and experience of the board. The categories considered necessary for this purpose are a blend of accounting and finance, business, technical and administration skills. Casual appointments must stand for election at the next annual general meeting of the Company.

Retirement and rotation of Directors are governed by the Corporations Act 2001 and the Constitution of the Company. All Directors, with the exception of the Managing Director (if appointed), serve for a period of three years before they are requested to retire and if eligible offer themselves for re-election.

Recommendation 2.2:

A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.

	E. Iliescu	T Kapea	P. Frederiks	I. McAleese
Strategy	X	X	X	X
Communication	X	X	X	X
Fundraising	X		X	X
Mining Industry	X	X	X	X
Risk	X	X	X	X
Governance	X	X	X	
OH&S	X			
Environmental	X	X		
Accounting & Legal		X	X	

Each director has the right of access to all relevant company information and to the Company's employees and, subject to prior consultation with the Chairperson, may seek independent professional advice from a suitably qualified adviser at the Company's expense. The director must consult with an advisor suitably qualified in the relevant field and obtain the Chairperson's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the board.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 2.3:

A listed entity should disclose:

- a) *the names of the directors considered by the board to be independent directors;*
- b) *if a director has an interest, position or relationship of the type described in Box 2.3 of the Principles (factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and*
- c) *the length of service of each director.*

The names, experience and responsibilities of Directors of the Company in office at the date of this statement are set out in the Prospectus (including names of the directors considered to be independent directors and length of service of each director).

Recommendation 2.4:

A majority of the Board of a listed entity should be independent directors.

In assessing whether a director is classified as independent, the Board considers the independence criteria set out in the ASX Corporate Governance Council Recommendation 2.3 and other facts, information and circumstances deemed by the Board to be relevant. Using the ASX Best Practice Recommendations on the assessment of the independence of Directors, the Board considers that of a total of four Directors, Mr Kapea and Mr McAleese are independent and therefore the Company does not have a majority of independent directors. The Company considers that each of the directors possesses the skills and experience suitable for building the Company and that the current composition of the Board is appropriate for the Company's current size and operations.

The Board takes the responsibilities of best practice in corporate governance seriously. It is the Board's intention to review its composition on a continual basis as the Company's expands its activities and greater demands and skills amongst Directors become necessary.

Recommendation 2.5:

The Chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Chairman is considered the "lead" Director and utilises his experience, skills and leadership abilities to facilitate the governance processes. The Board considers that the Chairman, Mr Toko Kapea, is an independent Director.

Recommendation 2.6:

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

A new Director is provided an induction pack that outlines the expectation of the director and provides a portfolio of the Company's significant policies and procedures. The Company encourages appropriate professional development of its directors and will pay for relevant courses and seminars that enable the director to develop and maintain the skills and knowledge needed to perform their role.

The Managing Director is currently undertaking the Australian Institute of Directors Company Directors Course and Mr Paul Frederiks has previously completed the same course and is a fellow of the AICD. Mr McAleese has also completed the AICD course and is a GAICD.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)**Principle 3: Instil a culture of acting lawfully, ethically and responsibly****Recommendation 3.1:**

A listed entity should articulate and disclose its values.

The Company has developed a Statement of Values which has been endorsed by the Board and applies to all employees, Directors and officers. New employees are trained on these values which are continually reinforced by senior management. A copy of the Statement of Values is available on the Company's website.

Recommendation 3.2:

A listed entity should:

- (a) have and disclose a code of conduct for its directors, senior executives and employees; and*
- (b) ensure that the board or a committee of the board is informed of any material breaches of that code.*

The Company has developed a Code of Conduct (the Code) which has been endorsed by the Board and applies to all employees, Directors and officers. The Code may be amended from time to time as necessary to ensure it reflects the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders. The Code outlines the responsibility and accountability of Company personnel to report and investigate reports of unethical practices. A copy of the Code is available on the Company's website.

Trading in Company securities is regulated by the Corporations Act and the ASX Listing Rules. The Board makes all Directors, officers and employees aware on appointment that it is prohibited to trade in the Company's securities whilst that Director, officer or employee is in the possession of price sensitive information.

For details of shares held by Directors and officers please refer to the Prospectus. Directors are required to report to the Company Secretary any movements in their holdings of Company securities, which are reported to ASX in the required timeframe prescribed by the ASX Listing Rules.

Recommendation 3.3:

A listed entity should:

- (a) have and disclose a whistle-blower policy; and*
- (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

The Company has a Whistle-blower policy in place which has been endorsed by the Board and applies to all employees, Directors and officers. The induction process for new employees and directors encompasses an overview of this policy. A copy of the Whistle-blower policy is available on the Company's website.

Recommendation 3.4:

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and*
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.*

The Company has an Anti-bribery and Corruption policy in place which has been endorsed by the Board and applies to all employees, Directors and officers. The induction process for new employees and directors encompasses an overview of this policy. A copy of the Anti-bribery and Corruption policy is available on the Company's website.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 4: Safeguard the Integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

- (a) *have an audit committee which:*
 - 1. *Has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and*
 - 2. *Is chaired by an independent director, who is not the chair of the board,*
- and disclose:*
 - 3. *the charter of the committee;*
 - 4. *the relevant qualifications and experience of the members of the committee; and*
 - 5. *in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (b) *if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Company does not have an audit committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of an audit committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate audit committee.

The Company requires external auditors to demonstrate quality and independence. The performance of the external auditor is reviewed and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

It is auditor's policy to rotate audit engagement partners on listed companies at least every 5 years.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Managing Director and the Company Secretary have declared in writing to the Board that the Company's financial statements for the year ended 30 June 2020 present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards, that this is founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control system is operating efficiently and effectively. This representation is made by the Managing Director and Company Secretary prior to the Director's approval of the release of the annual and half yearly accounts. This representation is made after enquiry of, and representation by, appropriate levels of management.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company has a stringent check off procedure for all periodic corporate reports released to market which involves signoff by at least three officers including the Managing Director and Company Secretary.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)**Principle 5 – Make timely and balanced disclosure****Recommendation 5.1:**

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1

The Company has developed a Continuous Disclosure Policy which has been endorsed by the Board. The Continuous Disclosure Policy ensures compliance with ASX Listing Rules and Corporations Act obligations to keep the market fully informed of information which may have a material effect on the price or value of its securities and outlines accountability at a senior executive level for that compliance. All ASX announcements are automatically posted to the Company's website immediately after confirmation of receipt is received from ASX, including all financial reports.

Recommendation 5.2:

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

All Directors receive a copy of all announcements immediately they are made – this is achieved by adding their names to the ASX Online platform to automatically receive all announcements.

Recommendation 5.3:

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company always releases new and substantive investor or analyst presentations to market ahead of making the presentation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 6 – Respect the rights of security holders

Recommendation 6.1:

A listed entity should provide information about itself and its governance to investors via its website.

The Company is committed to maintaining a Company website with general information about the Company and its operations, information about governance and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by the ASX, the following are posted to the Company's website:

- relevant announcements made to the market via the ASX;
- notices of meetings;
- investment updates;
- company presentations and media releases;
- copies of press releases and announcements for (at least) the preceding three years; and
- copies of annual, half-yearly and quarterly reports including financial statements for (at least) the preceding three years.

Recommendations 6.2 and 6.3:

A listed entity should have an investor relations program that facilitates effective two-way communication with investors

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Managing Director makes himself available to meet shareholders and regularly responds to enquiries made via telephone or email. The Managing Director also completes periodic investor presentations to facilitate engagement with investors and other financial market participants.

The Board encourages full participation of shareholders at the Annual General Meeting. In preparing for general meetings of the Company, the Company drafts the notice of meeting and related explanatory information so that shareholders are provided with all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. The Company allows shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting. The external auditor of the Company is asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. Important issues are presented to the shareholders as single resolutions. The shareholders are also responsible for voting on the appointment of Directors.

Recommendations 6.4:

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

It is the Company's policy to have all substantive resolutions at a meeting of security holders decided by poll.

Recommendation 6.5:

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically

Information about the Company is regularly emailed to all shareholders who lodge their email contact details with the Company. Information on lodging email addresses and on submitting information requests with the Company is available on the Company's website. Shareholders can receive communications from, and send communications to, the Company's security registry electronically.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)**Principle 7 – Recognise and manage risk****Recommendation 7.1:**

The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

- 1. has at least three members, a majority of whom are independent directors; and*
- 2. is chaired by an independent director,*

and disclose:

- 3. the charter of the committee;*
- 4. the members of the committee; and*
- 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company is not currently of a size to require the formation of committees to oversee risk. The full Board has the responsibility for the risk management, compliance and internal controls systems of the Company.

The Board is responsible for identifying, monitoring and reducing the significant areas of potential business and legal risk of the Company. The Board continually reviews the risks associated with its exploration activities and also reviews and monitors the parameters under which such risks will be managed.

Management, through the Managing Director, is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. Management reports to the Board on the Company's key risks and the extent to which it believes these risks are being managed. This is performed on an annual basis or more frequently as required by the Board.

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. It reviews strategic, operational and technical risks in conjunction with, and as a key input to an annual corporate strategy workshop attended by the Board and senior management. This workshop reviews the Company's strategic direction in detail and includes specific focus on the identification of business risks which could prevent the Company from achieving its objectives. Management are required to ensure that appropriate controls and mitigation strategies are in place to effectively manage those risks. Compliance and reporting risks and reviewed on an ongoing basis. The Board oversees the adequacy and comprehensiveness of risk reporting from management.

Recommendation 7.2:

The board or a committee of the board should:

- a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and*
- b) disclose, in relation to each reporting period, whether such a review has taken place.*

The Board considers risks and discusses risk management at each Board meeting. As outlined above, management reports to the Board on the Company's key risks and the extent to which it believes these risks are being managed. This is performed on an annual basis or more frequently as required by the Board. A review has taken place in the reporting period.

The Company's main areas of risk include:

- Geological and technical risk posed to exploration and commercial exploitation success;
- Sovereign risk, change in government policy, change in mining and fiscal legislation;
- Prevention of access by reason of inability to obtain regulatory or landowner consents or approvals, or native title issues;
- Retention of key staff;
- Change in metal market conditions;
- Mineral title tenure and renewal risks; and
- Capital requirement and lack of future funding.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 7.3:

A listed entity should disclose:

- a) if it has an internal audit function, how the function is structured and what role it performs; or*
- b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.*

The Company does not have an internal audit function. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its risk management (refer above) and internal control processes.

Recommendation 7.4:

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The Company is of the view that it has adequately disclosed the nature of its operations and relevant information on exposure to economic, environmental and social sustainability risks. Other than general risks associated with the mineral exploration industry, the Company does not currently have material exposure to environmental and social sustainability risks.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)**Principle 8 – Remunerate fairly and responsibly****Recommendation 8.1:**

The board of a listed entity should:

(a) have a remuneration committee which:

- 1. has at least three members, a majority of whom are independent directors; and*
- 2. is chaired by an independent director, and disclose:*
- 3. the charter of the committee;*
- 4. the members of the committee; and*
- 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Company does not have a remuneration committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a remuneration committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate remuneration committee.

Recommendation 8.2:

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company provides disclosure of all Directors and executives remuneration in its annual report.

The remuneration policy of Duke Exploration has been designed to align Director's objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. The Board of Duke Exploration believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the Company. Directors remuneration is approved by resolutions of the Board. The Board's policy for determining the nature and amount of remuneration for Board members is as follows:

Non-Executive Directors

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Payments to the Non-Executive Directors are reviewed annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Non-Executive Directors are entitled to receive incentive options and or performance rights (subject to shareholder approval) as it is considered an appropriate method of providing sufficient reward whilst maintaining cash reserves. There is no scheme to provide retirement benefits, other than statutory superannuation, to Non-Executive Directors.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Executives

The senior executives of the Company are the Managing Director, the Exploration Manager and Company Secretary/CFO. The Company is committed to remunerating its senior executives in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, the remuneration of senior executives may be comprised of the following:

- fixed salary or fee that is determined from a review of the market and reflects core performance requirements and expectations;
- participation in any equity incentive scheme with thresholds approved by shareholders;
- statutory superannuation.

By remunerating senior executives through performance and long-term incentive plans in addition to their fixed remuneration, the Company aims to align the interests of senior executives with those of shareholders and increase performance. The value of shares and incentive options were they to be granted to senior executives would be calculated using the Black-Scholes-Merton option pricing model.

The objective behind using this remuneration structure is to drive improved performance and thereby increase shareholder value as well as aligning the interests of executives and shareholders.

The Board may use its discretion with respect to the payment of bonuses, incentive share options and other incentive payments.

For details of remuneration paid to Directors and officers for the financial year please refer to the Annual Report of the Company.

Recommendation 8.3:

A listed entity which has an equity-based remuneration scheme should:

- a) *have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- b) *disclose that policy or a summary of it.*

The Company does not have an equity based remuneration scheme which is affected by this recommendation. Recipients of equity-based remuneration (e.g. incentives options) are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.



Broker Code

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Adviser Code

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Applicants who received this Offer from their broker must return their Application Form and Application Monies back to their broker

Enter your details below (clearly in capital letters using pen), attach cheque and return in accordance with the instructions on page 2 of the form.

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Application payment (multiply box 1 by \$0.25 per Share)

A\$, , .

Applications under the Offer must be for a minimum of \$2,000 worth of New Shares in aggregate (8,000 New Shares) and thereafter in multiples of \$500 worth of New Shares (2,000 New Shares)

[illegible]

Telephone Number

()

Contact Name (PLEASE PRINT)

--

Email Address

By providing your email address, you elect to receive all communications despatched by the Company.

[illegible]

Note: if the name and address details in section 2 does not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.

Applicant #1

[illegible]

Applicant #2

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Applicant #3

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If NOT an individual TFN/ABN, please note the type in the box
C = Company; P = Partnership; T = Trust; S = Super Fund

1

Cheque or Bank Draft Number

[illegible]

BSB

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Account Number

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Total Amount A\$, , .

YOUR PRIVACY

Automatic Pty Ltd (ACN 152 260 814) trading as Automatic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au

ATOMIC GROUP

CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETING THE FORM

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

This is an Application Form for Fully Paid Ordinary Shares in Duke Exploration Limited (ACN 119 421 868) (the "Company") made under the terms set out in the Prospectus dated 22 September 2020.

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Shares Applied For & Payment Amount** - Enter the number of Shares you wish to apply for. Your Application must be a minimum of A\$2,000 of Shares and in multiples of \$500 thereafter, there is no maximum Application amount. Next, enter the amount of the Application Monies payable. To calculate this amount, multiply the number of Shares applied for by the Offer Price, which is A\$0.25 per Share.
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEST) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/home>
- CHESSE Holders** - If you are sponsored by a stockbroker or other participant and you wish to hold Shares allotted to you under this Application on the CHESSE subregister, enter your CHESSE HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" ('SRN') will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section 1.

If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with your instructions.

DECLARATIONS

BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus)
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of ages;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

LODGEMENT INSTRUCTIONS

You must return your Application so it is received by your Broker by the deadline set out in their offer to you.





duke-exploration.com.au