

13 May 2018

Queensland Government
 C/- Executive Director, Mining and Petroleum Operations
 Department of Natural Resources and Mines
 Po Box 15216,
 Brisbane Qld 4001

I/we the undersigned, being the applicants/holders of the relevant application/permit below, nominate the following Authorised Holder Representative to complete application and permit transactions and request and receive information and statutory documents on my/our behalf.

Details of authorised holder representative

Name - individual or chief executive officer if applicant is an organisation Blair Richardson	Date of birth if an individual 15/05/1962
Position Development Manager	
Organisation name Pembroke Olive Downs Pty Ltd	Organisation number (e.g. ACN/ARBN etc.) 611 674 376
Residential or registered business address (not a post office box) Level 19 Gateway Building, 1 Macquarie Place, Sydney NSW 2000	Phone +61292311400
Postal address (if different from above)	
Email blair.richardson@pembrokeresources.com.au	

This authorisation is in relation to the following permit/s or application/s, and future submissions of applications. If an application listed below is granted the authorisation extends to the resulting permit while the permit remains current.

Permit and or application numbers	Type
MDL3012	Permit
MDL3013	Permit
MDL3014	Permit
MDL3025	Application
	Application/Permit
	Application/Permit

I/we agree if there are changes to this authority, or there are changes in the ownership of the application/s, or resulting permit/s, I/we will complete a new letter of authority

and submit it to the Queensland Government, C/- Executive Director, Mining and Petroleum Operations. Unless and until such notification is received, the Queensland Government will be entitled to continue to rely on this authority.

The Authorised Holder Representative nominated above has my/our explicit authority to undertake all activities and transactions under the Mineral Resources Act, Petroleum and Gas (Production and Safety) Act, Petroleum Act, Geothermal Energy Act, Greenhouse Gas Storage Act, Mineral and Energy Resources (Common Provisions) Act or any other mining associated legislation or the Environmental Protection Act or any corresponding Regulations with the Queensland Government in relation to the application/s or permit/s listed above. Examples of these activities and transactions are:

1. Completing and lodging the permit related applications.
2. Responding to requests for information from any Queensland Government department relating to the permit application, or if granted, the permit.
3. Being the point of contact for application and permit notices, letters or other interactions and transactions.
4. Completion and submission of notices, reports, returns, letters and other information or communication required to be completed by any Queensland Government department
5. Completion and submission of transactions throughout the active life of the permit (if granted), including the payment of annual fees and completion of annual returns for environmental authorities.
6. Granting access to the MyMinesOnline computer system to other people to have the ability to perform authorised holder representative responsibilities, but not the ability to grant additional access.
7. Requesting and obtaining access to confidential information (as defined in the Mineral Resources Act or the Petroleum and Gas (Production and Safety) Act) concerning royalty obligations in relation to the permit/s or application/s listed above.

I/we acknowledge that it is our responsibility to be informed of any actions undertaken by the Authorised Holder Representative and to inform the Authorised Holder Representative of any actions undertaken by me/us. I/we also acknowledge that in regard to the above activities and transactions, any legislative notification provision that refers to notifying either the applicant or the holder of a permit or authorisation may be met by notifying the Authorised Holder Representative, except where legislatively provided to the contrary, whether expressly or impliedly.

I/we acknowledge that the Authorised Holder Representative and I/we am/are jointly and severally liable for knowingly or having reasonably ought to have known and/or intentionally giving the administering authority under the Environmental Protection Act false, misleading or incomplete statements or documents in relation to the above permits/applications.

Details of all applicants/permit holders making this authorisation

Name - individual or director / company secretary if the applicant is an organisation Mark Andrew Sheldon	Date of birth if an individual 06 May 1960
Position Chief Operating Office / Director	




PEMBROKE

Organisation name Pembroke Resources South Pty Ltd	Organisation number (e.g. ACN/ARBN etc.) 611 674 376
Residential or registered business address (not a post office box) Level 19 Gateway Building, 1 Macquarie Place, Sydney NSW 2000	Phone +61292311400
Postal address (if different from above)	
Email mark.sheldon@pembrokeresources.com.au	
Signature 	Date 13 May 2018

Authorised Holder Representative

I understand and accept the responsibilities of the authorised holder representative as defined in this letter.

Signature of Authorised Holder Representative named above

Name - individual or chief executive officer if applicant is an Organisation Blair Richardson	Date of birth if an individual 15/05/1962
Position Development Manager	
Organisation name Pembroke Resources South Pty Ltd	Organisation number (e.g. ACN/ARBN etc.) 611 674 376
Signature 	Date 13/05/2018

Yours Sincerely



Mark Sheldon
Chief Operating Officer / Director

LICENCE NO.
025 038 823

Heavy Vehicle Driver Licence

Australia

RICHARDSON
BLAIR LAWRENCE

DOB 15 May 1962 Sex M

Height 185

Class Type - Effective

HR O 11.08.15 10.08.20

R O 11.08.15 10.08.20

UD O 11.08.15 10.08.20



Conditions

Queensland, Australia Drive safely



Marine Licence Indicator Information

Type
RMDL 01.10.99

Effective
01.10.99

Conditions
N

9194320415

14 WYBELENNA STREET
BROOKFIELD 4069

View terms of use and update your information at:
www.tmr.qld.gov.au

Card number

9660 792E 77



ASIC Data Extracted 12/03/2018 at 13:33

This extract contains information derived from the Australian Securities and Investment Commission's (ASIC) database under section 1274A of the Corporations Act 2001. Please advise ASIC of any error or omission which you may identify.

- 611 674 376 PEMBROKE OLIVE DOWNS PTY LTD -

ACN (Australian Company Number):	611 674 376	Document No.
ABN:	53 611 674 376	
Current Name:	PEMBROKE OLIVE DOWNS PTY LTD	
Registered in:	Victoria	
Registration Date:	05/04/2016	
Review Date:	05/04/2018	
Company Bounded By:		

- Current Organisation Details -

Name:	PEMBROKE OLIVE DOWNS PTY LTD	5E5140444
Name Start Date:	02/03/2018	
Status:	Registered	
Type:	Australian Proprietary Company	
Class:	Limited By Shares	
Sub Class:	Proprietary Company	

- Company Addresses -

- Registered Office		7E9650179
Address:	'GATEWAY BUILDING' LEVEL 19 1 MACQUARIE PLACE SYDNEY NSW 2000	
Start Date:	22/11/2017	

- Principal Place of Business		7E9650179
Address:	'GATEWAY BUILDING' LEVEL 19 1 MACQUARIE PLACE SYDNEY NSW 2000	
Start Date:	13/11/2017	

- Company Officers -

Note:

A date or address shown as UNKNOWN has not been updated since ASIC took over the records in 1991. For details, order the appropriate historical state or territory documents, available in microfiche or paper format.

* Check documents listed under ASIC Documents Received for recent changes.

Directors

Name: MARK ANDREW SHELDON 2E3443046
Address: 11A CORYULE STREET BOAT HARBOUR NSW 2316
Birth Details: 06/05/1960 WARATAH NSW
Appointment Date: 05/04/2016

Name: BARRY RALPH TUDOR 2E3443046
Address: 17 WALPOLE PLACE WAHROONGA NSW 2076
Birth Details: 07/07/1964 SYDNEY NSW
Appointment Date: 05/04/2016

Secretaries

Name: NEIL STUART MCKENZIE 7E8975783
Address: UNIT 40 15A HERBERT STREET ST LEONARDS NSW 2065
Birth Details: 07/11/1957 FREMANTLE WA
Appointment Date: 13/03/2017

- Share Structure -

Current

Class: ORDINARY 029818366
Number of Shares Issued: 100000001
Total Amount Paid / Taken to be Paid: \$100,000,001.00
Total Amount Due and Payable: \$0.00

Note:

For each class of shares issued by a company, ASIC records the details of the twenty members of the class (based on shareholdings). The details of any other members holding the same number of shares as the twentieth ranked member will also be recorded by ASIC on the database. Where available, historical records show that a member has ceased to be ranked amongst the twenty members. This may, but does not necessarily mean, that they have ceased to be a member of the company.

- Share/Interest Holding -

Current

- Holding -

Class: ORD **Number Held:** 100000001 029818366
Beneficially Owned: No **Fully Paid:** Yes

- Members -

Name: 169 037 236 PEMBROKE RESOURCES NOMINEE PTY LTD
Address: LEVEL 21 50 BRIDGE STREET SYDNEY NSW 2000

Joint Holding: No
Abn: 40 169 037 236

- External Administration Documents -

[There are no external administration documents held for this organisation.](#)

- Charges -

[There are no charges held for this organisation.](#)

Notes:

On 30 January 2012, the Personal Property Securities Register (PPS Register) commenced. At that time ASIC transferred all details of current charges to the PPS Registrar. ASIC can only provide details of satisfied charges prior to that date. Details of current charges, or charge satisfied since 30 January 2012 can be found on the PPS Register, www.ppsr.gov.au

- Document List -

Notes:

- * Documents already listed under Registered Charges are not repeated here.
- * Data from Documents with no Date Processed are not included in this Extract.
- * Documents with '0' pages have not yet been imaged and are not available via DOCIMAGE. Imaging takes approximately 2 weeks from date of lodgement.
- * The document list for a current/historical extract will be limited unless you requested ALL documents for this extract.

Form Type	Date Received	Date Processed	No. Pages	Effective Date	Document No.
205	02/03/2018	02/03/2018	2	02/03/2018	5E5140444
205A	Notification of Resolution Changing Company Name Alters 7E9 925 179				
410	21/02/2018	21/02/2018	1	21/02/2018	7E9925179
410B	Application For Reservation of a New Name Upon Change Of Name Altered by 5E5 140 444				
384	22/12/2017	05/01/2018	2	22/12/2017	030233228
384	Notification of Resol. By Directors of a Small Pty Company Controlled By a Foreign Coy Which Is Not Part of Large Group				
484	15/11/2017	15/11/2017	2	15/11/2017	7E9650179
484	Change to Company Details				
484B	Change of Registered Address				
484C	Change of Principal Place of Business (Address)				
484	18/04/2017	18/04/2017	2	18/04/2017	7E8975989
484E	Change to Company Details Appointment or Cessation of A Company Officeholder				

484	18/04/2017	18/04/2017	2	18/04/2017	7E8975783
484E	Change to Company Details Appointment or Cessation of A Company Officeholder				
484	01/12/2016	02/12/2016	4	02/12/2016	029818366
484	Change to Company Details				
484G	Notification of Share Issue				
484O	Changes to Share Structure				
484N	Changes to (Members) Share Holdings				
201	05/04/2016	05/04/2016	3	05/04/2016	2E3443046
201C	Application For Registration as a Proprietary Company				

- Company Contact Addresses -

*** End of Document ***

Risk Data

Summary

Court Actions:	0
Payment Defaults:	0
Insolvency Notices:	0
Mercantile Enquiries:	0
Credit Enquiries:	8
Critical ASIC Documents:	0
Credit Score:	657

Credit Report

Court Actions

Plaintiff	Action	Action Amount	Action Date	Nature of claim	Proceeding #	Location
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There are currently no court actions registered.

Court action information is supplied to CreditorWatch by the courts. We rely on the courts to provide up to date and accurate information and therefore CreditorWatch cannot guarantee that all actions are included. This report includes action information from the Magistrates courts in NSW, QLD, SA, VIC, and WA.

Payment Defaults

Default Posted By	Document Type	Amount Outstanding	Date Added	Payment Due Date	Part Payment Made	Default Settled
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There are currently no defaults registered.

Insolvency Notices

Date	Title
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There are currently no insolvency notices registered.

Registered Mercantile Enquiries

Enquiry Date	Mercantile Agent	Phone #
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There are no mercantile enquiries registered.

Credit Score

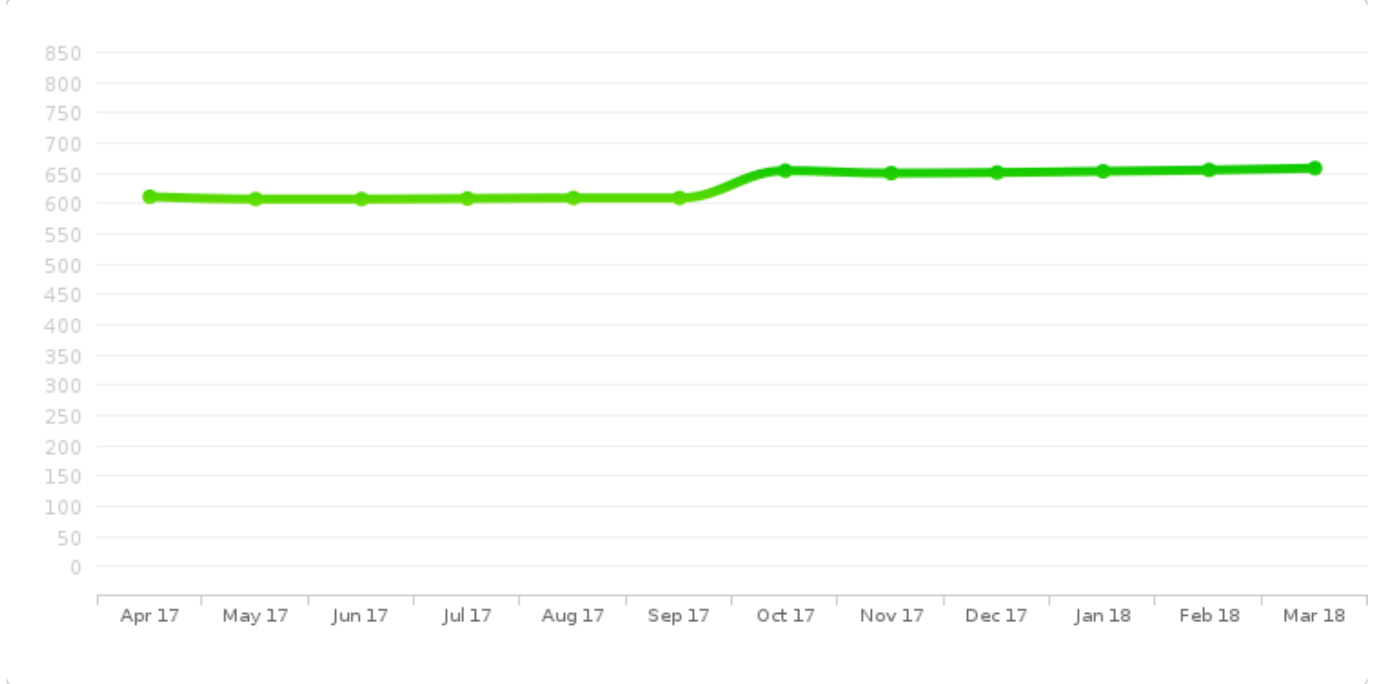
The score is a statistically based score indicating an entity's credit worthiness. The score ultimately ranks entities based on their riskiness and is designed to assist you in making more informed and consistent credit decisions.

The score is based between 0 and 850 index points with a higher score considered lower risk while lower scores are deemed to be riskier entities. It should be used in partnership with your internal credit procedures and policies.

Entity has acceptable creditworthiness. Extend terms within consideration.
 Entity has a 1.20% chance of failure within the next 12 months.



Historical Credit Scores



Recommendations

Range	Risk level	Recommendation
0	Critical	ACN deregistered or ABN cancelled.
1 - 125	Critical	Entity has a critical status and significant adverse information present. Trading eligibility must be considered.
126 - 250	Very High	Entity has multiple pieces of adverse information present. COD trading highly recommended.
251 - 450	High	Entity has a below average creditworthiness score and some adverse information may be present. Trade with caution, monitor closely and consider your payment terms.
451 - 550	Moderate	Entity has moderate creditworthiness with or without adverse information. Monitor ongoing payment behaviour.
551 - 850	Low	Entity has acceptable creditworthiness. Extend terms within consideration.

score v.20150123a

Please note that the score and recommendation should be used in partnership with your company's internal credit procedures and policies. The score should not be used as the sole reason in making a decision about the entity.

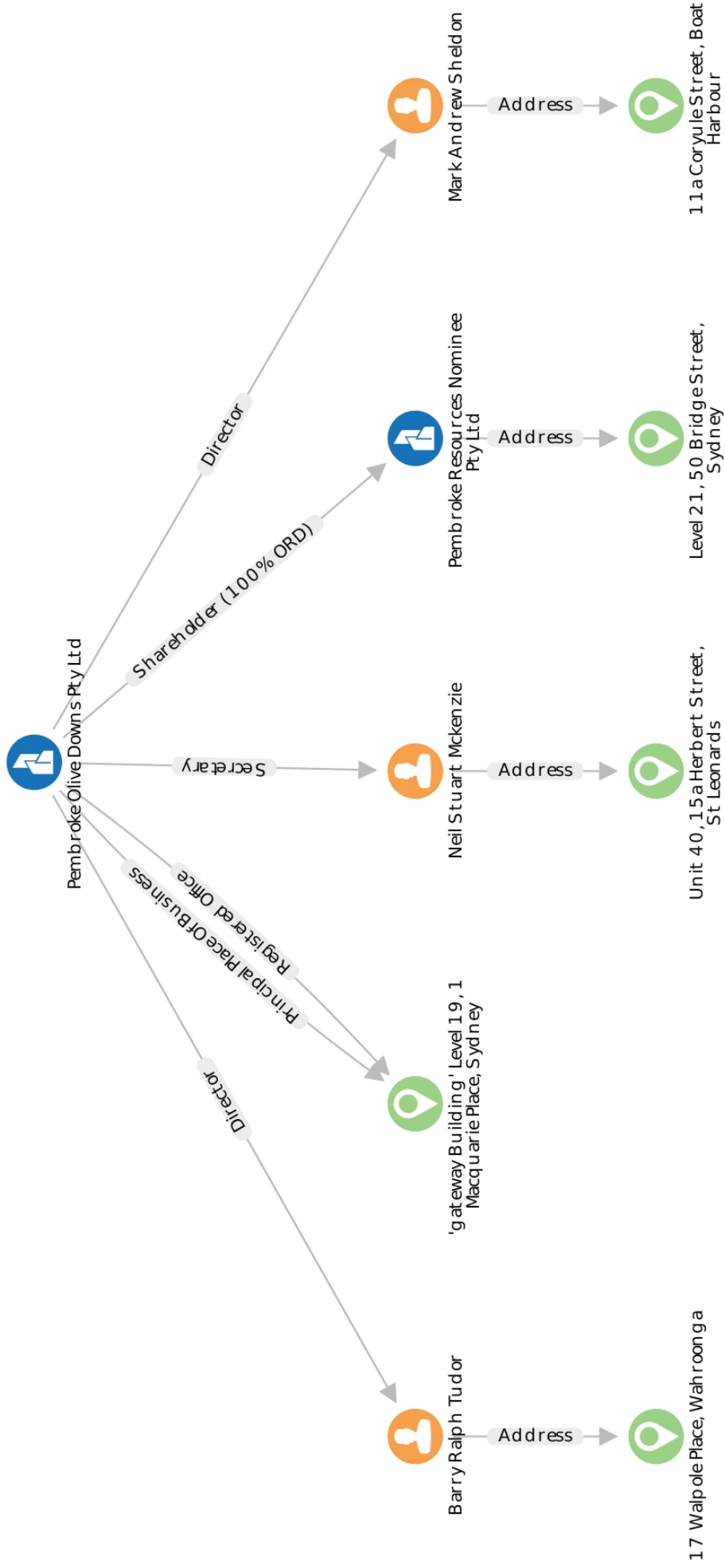
Historical Timeline

Date	Type	Notes
03-03-2018	Main Name	The Main Name was changed to PEMBROKE OLIVE DOWNS PTY LTD from PEMBROKE RESOURCES SOUTH PTY LTD
02-03-2018	ASIC Document	#5E5140444 Form 205 Notification of Resolution Changing Company Name Alters 7E9 925 179
21-02-2018	ASIC Document	#7E9925179 Form 410 Application For Reservation of a New Name Upon Change Of Name Altered by 5E5 140 444
22-12-2017	ASIC Document	#030233228 Form 384 Notification of Resol. By Directors of a Small Pty Company Controlled By a Foreign Coy Which Is Not Part of Large Group
15-11-2017	ASIC Document	#7E9650179 Form 484 Change to Company Details Change of Registered Address Change of Principal Place of Business (Address)
14-11-2017	Main Business Physical Address	The Main Business Physical Address was changed to NSW 2000 from NSW 2000
18-04-2017	ASIC Document	#7E8975989 Form 484 Change to Company Details Appointment or Cessation of A Company Officeholder #7E8975783 Form 484 Change to Company Details Appointment or Cessation of A Company Officeholder
02-12-2016	ASIC Document	#029818366 Form 484 Change to Company Details Notification of Share Issue Changes to Share Structure Changes to (Members) Share Holdings
05-04-2016	Entity Status	The Entity Status was changed to Active
05-04-2016	Goods And Services Tax	The Goods and Services Tax was changed to Currently registered for GST
05-04-2016	Main Name	The Main Name was changed to PEMBROKE RESOURCES SOUTH PTY LTD
05-04-2016	Main Business Physical Address	The Main Business Physical Address was changed to NSW 2000
05-04-2016	ASIC Document	#2E3443046 Form 201 Application For Registration as a Proprietary Company

Disclaimer

CreditorWatch is committed to ensuring that the information provided is accurate and comprehensive however due to data being received from sources not controlled by CreditorWatch we cannot guarantee that it is complete, verified or free of errors. The information should therefore be used in conjunction with your own investigations and you should not rely solely on this information when making credit or financial decisions. To the extent permitted by law, CreditorWatch will not be held responsible for any errors or omissions therein concerning the information sourced and published in its publications, websites, API or emails.

Appendix





MMOL activity reference: 241634

15 May 2018

Dear Sir/Madam

RE: change of holder name

I refer to a request dated 15 May 2018 to change holder name from PEMBROKE RESOURCES SOUTH PTY LTD to PEMBROKE OLIVE DOWNS PTY LTD.

I advise that this request has been accepted and recorded on the register.

Please refer over for a list of permits affected.

For more information, visit www.business.qld.gov.au/industry/mining

We recommend this letter be kept as a record that this registration has been endorsed and recorded on the register.

Yours sincerely

Chief Executive's delegate
Department of Natural Resources, Mines and Energy

Attachment A

List of permits

MDL 3012	MDL 3013	MDL 3014	MDL 3025	
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Certificate of Registration on Change of Name

This is to certify that

PEMBROKE RESOURCES SOUTH PTY LTD

Australian Company Number 611 674 376

did on the second day of March 2018 change its name to

PEMBROKE OLIVE DOWNS PTY LTD

Australian Company Number 611 674 376

The company is a proprietary company.

The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the fifth day of April, 2016.

Issued by the
Australian Securities and Investments Commission
on this second day of March 2018.

James Shipton
Chair

CERTIFICATE