



Government  
of South Australia

## Mining Act 1971

### MISCELLANEOUS PURPOSES LICENCE DOCUMENT

**LICENCE HOLDER** Exco Operations (SA) Ltd (75%) (ACN 105 161 564) and  
Polymetals (White Dam) Pty Ltd (25%) (ACN 130 423 684)

**LICENCE NUMBER** MPL 139

**COMMENCEMENT DATE** 8 December 2011

**TERM OF LICENCE** Five (5) years

**EXPIRY DATE** 7 December 2016

**AREA OF LICENCE** 249.77 hectares

RevenueSA - Stamp Duty - ABN 19 040 349 865 ©	
RevNetID/PRA Bundle No.:	EX 130908884
Orig/Copy _____ of/with _____ copies	1
Consideration/Value/Security:	\$ 0
SA Proportion (if applicable):	\$ 0
SD: \$ 0	LTO Fees: \$ 0
Int: \$ 0	Pen/Add Tax: \$ 0
Signature: <u>TC</u>	Date: 25/7/14

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## 1 Details of Grant of Miscellaneous Purposes Licence

On 8 December 2011 the Minister granted this Miscellaneous Purposes Licence:

- (a) Under section 52(1) of the Act;
- (b) To Exco Operations (SA) Ltd (75%) (ACN 105 161 564) and Polymetals (White Dam) Pty Ltd (25%) (ACN 130 423 684);
- (c) For the purpose of development and operation of a groundwater borefield and associated infrastructure including headworks, power generation, pipelines and access tracks for use in association with the mining operation known as the "White Dam Gold Project";
- (d) This Miscellaneous Purposes Licence is granted over an area of 249.77, is located approximately 29 km northeast of Olary, and is more specifically defined in the map and co-ordinates specified in the Annexure;
- (e) Pursuant to the terms and conditions prescribed by the *Mining Act 1971* and the *Mining Regulations 2011*;
- (f) Subject to the Additional Terms and Conditions which are specified in the First and Second Schedules.

This Miscellaneous Purposes Licence is numbered MPL 139.

## 2 Terms and conditions required by the Act to be specified in the Miscellaneous Purposes Licence

### 2.1 Term, Commencement and Expiration

This Miscellaneous Purposes Licence is granted for the term of five (5) years.

The term of this Miscellaneous Purposes Licence commenced on 8 December 2011, and, unless it is earlier renewed, surrendered or cancelled, this Miscellaneous Purposes Licence will cease on 7 December 2016.

### 2.2 Rental

The Tenement Holder shall pay, by way of rental, such sums as may be prescribed and in accordance with subsection 52(6) of the Act and regulation 54 of the Regulations.

### 2.3 Suspension and Cancellation: Stipulation of Process

Pursuant to subsection 56(1) of the Act, the Minister may suspend or cancel this Miscellaneous Purposes Licence if the Tenement Holder contravenes or fails to comply with a term or condition of this Miscellaneous Purposes Licence or a provision of the Act (which includes the Regulations).

Pursuant to subsection 56(2) of the Act, the Minister may stipulate in the Miscellaneous Purposes Licence a process for suspension or cancellation that must be followed before the powers in subsection 56(1) may be exercised.

- (a) The process for suspension of this Miscellaneous Purposes Licence shall be as stipulated in the Third Schedule of this Miscellaneous Purposes Licence.
- (b) The process for cancellation of this Miscellaneous Purposes Licence shall be as stipulated in the Fourth Schedule of this Miscellaneous Purposes Licence.

### **3 Restatement of selected provisions from the Act**

#### **3.1 Explanation of Restatements**

All of the restatements in this portion of this Miscellaneous Purposes Licence are included for guidance only and do not replace the substantive provisions of the Act or the Regulations.

If any restatement is inconsistent with the substantive provisions of the Act or the Regulations, the restatement will be invalid and the substantive provision of the Act or the Regulations will prevail and the Tenement Holder is required to comply with the substantive provision of the Act or the Regulations.

The Tenement Holder is still required to comply with any provision of the Act or Regulations that is not restated in this Miscellaneous Purposes Licence.

#### **3.2 Restatement of obligations imposed on Tenement Holder: Program for environment protection and rehabilitation**

The Tenement Holder must not carry out mining operations unless there is an approved program for environment protection and rehabilitation (an APPROVED PEPR).

A PROPOSED PEPR will only be approved when it complies with the requirements of Part 10A of the Act and the Regulations.

To comply with Part 10 A of the Act, the PROPOSED PEPR must:

- (a) Contain the information specified in section 70B(2) of the Act and regulation 65(2), (5), (6) of the Regulations and determinations made by the Minister under regulation 65(7) of the Regulations;
- (b) Comply with any applicable conditions attached to this Miscellaneous Purposes Licence.

*EXPLANATORY NOTE: As at the time of granting this Miscellaneous Purposes Licence, the determinations are available at:*

*[www.pir.sa.gov.au/minerals/publications\\_and\\_information/ministerial\\_determinations](http://www.pir.sa.gov.au/minerals/publications_and_information/ministerial_determinations).*

In accordance with regulation 65(10) of the Regulations, the Tenement Holder must submit to DMITRE for ministerial approval a PROPOSED PEPR that fully complies with the Act and Regulations within twelve (12) months after the grant of this

Miscellaneous Purposes Licence unless the Tenement Holder has been granted an extension of time for such submission.

*EXPLANATORY NOTE: At the time of commencement of this Miscellaneous Purposes Licence, DMITRE has not developed a policy as to the exercise of the Minister's discretion to grant an extension of time for submission of a Proposed PEPR. Until otherwise notified, if the Tenement Holder wishes to apply for an extension of time, please write to the Director of Mines, Level 7, 101 Grenfell Street, Adelaide, SA 5000, setting out the reasons why the Tenement Holder seeks an extension and the date when the Tenement Holder estimates that the document will be ready for submission to the Minister.*

### 3.3 Restatement of obligations imposed on Tenement Holder: Other

In addition to obligations about the conduct of mining operations and rehabilitation, the Act and Regulations impose other obligations on the Tenement Holder including obligations to:

- (a) If applicable, comply with section 9 of the Act (Exempt Land)
- (b) Comply with the applicable provisions of Part 9 of the Act (entry onto land and use of declared equipment).
- (c) Comply with the applicable provisions of Part 9B of the Act (native title).
- (d) Comply with the provisions of section 76 of the Act (mining returns) to the extent relevant to a Miscellaneous Purposes Licence.
- (e) Comply with section 77 of the Act (records and geological samples) and regulation 84 of the Regulations.
- (f) Comply, as necessary, with section 83 of the Act (ministerial consent for dealings in relation to the Tenement) and regulations 58 and 70 of the Regulations.
- (g) Comply, insofar as applicable to a miscellaneous purposes licence, with regulation 86 of the Regulations (compliance reports).
- (h) Comply with the requirement in regulation 53 of the Regulations to display the licence number and the removal of notices relating to the intention to apply for a miscellaneous purposes licence.
- (i) Comply with the requirement in regulation 55 of the Regulations to maintain all posts, boundary indicator markers and notices in the positions required by the Regulations as applicable.
- (i) Permit the pastoral lessee (if any) of the land to have free access and use at all times for domestic purposes, and for the purposes of watering stock from any surface water on the land which shall not have been provided or stored by artificial means by the Tenement Holder.

#### 3.4 Restatement of obligation to pay landowner compensation

The owner of any land in respect of which a miscellaneous purposes licence is granted shall be entitled to compensation in accordance with section 54 of the Act.

#### 3.5 Restatement of Bond

In accordance with section 62 of the Act, the Minister may by written notice require the Tenement Holder to pay a bond in such sum and subject to such terms and conditions as ensure, in the opinion of the Minister, that the following will be satisfied:

- (a) any civil or statutory liability likely to be incurred by the Tenement Holder in the course of carrying out mining operations;
- (b) the present and future obligations of the Tenement Holder in relation to the rehabilitation of land disturbed by mining operations.

*EXPLANATORY NOTE: The terms and conditions referred to in this paragraph will be imposed in the written notice given by the Minister. The Minister may include a term or condition that the bond may be increased if circumstances arise during the term of this Mineral Lease which increases the cost of rehabilitation or increases the cost of civil or statutory liability.*

#### 3.6 Restatement of Fees

The Tenement Holder shall pay all fees imposed by the Act and Regulations from time to time.

#### 3.7 Restatement of Renewal

This Miscellaneous Purposes Licence shall be renewed in accordance with the Act and regulation 56 of the Regulations.

#### 3.8 Restatement of Surrender

The Tenement Holder may apply to surrender this Miscellaneous Purposes Licence during its term in accordance with the Act and regulation 59 of the Regulations.

#### 3.9 Restatement of Forfeiture

This Miscellaneous Purposes Licence is subject to the forfeiture provisions of the Act being section 70 and 85.

#### 3.10 Restatement of Notices

Notices under the Act will be served in accordance with Regulation 106 of the Regulations.

### 3.11 Restatement of Mining Register

Section 15A of the Act requires the Mining Registrar to keep a register of, amongst other things, miscellaneous purposes licences. Upon payment of the prescribed fee, the public may inspect the Mining Register.



#### 4 Definitions

In this Miscellaneous Purposes Licence, the following words have the following meanings:

- (a) "Additional Terms and Conditions" means the Additional Terms and Conditions authorised by section 52(2)(3) of the Act and set out in the First and Second Schedules;
- (b) "Business Day" means any day that is not a Saturday, Sunday or a public holiday in Adelaide;
- (c) "DMITRE" means the Department for Manufacturing, Innovation, Trade, Resources and Energy and includes any substituted Department;
- (d) "Joint Tenement Holder" means a Tenement Holder where this Miscellaneous Purposes Licence is held by more than one person or company;
- (e) "the Act" means the South Australian *Mining Act 1971*;
- (f) "the Applicant" means the person or persons who, or company or companies that, applied for this Miscellaneous Purposes Licence;
- (g) "the APPROVED PEPR" means the PEPR that has received ministerial approval;
- (h) "the Land" means the land over which this Miscellaneous Purposes Licence is granted;
- (i) "the Minister" means the Minister for Mineral Resources and Energy (or any substituted Minister);
- (j) "the PROPOSED PEPR" means the document required by regulation 65(10) to be submitted for ministerial approval within twelve (12) months of the date of grant of this Miscellaneous Purposes Licence;
- (k) "the Regulations" means the South Australian *Mining Regulations 2011*;
- (l) "the Tenement Holder" means the person to whom or company to which, this Miscellaneous Purposes Licence was granted and includes:
  - (i) in the case of a natural person the executors, administrators and assigns of that person;
  - (ii) in the case of a body corporate the successors, administrators or permitted assigns thereof;
  - (iii) where applicable, Joint Tenement Holders.

## 5 Interpretation

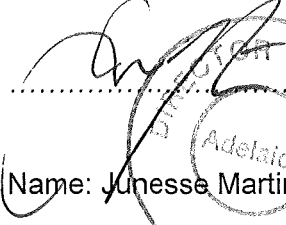
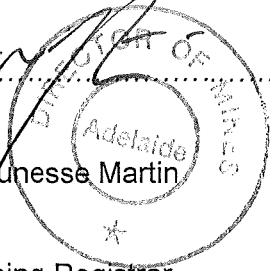
For the purposes of interpreting this Miscellaneous Purposes Licence the following will apply:

- (a) Unless otherwise stated, any term which is used in this Miscellaneous Purposes Licence which has a specific meaning in the Act or the Regulations, has that same meaning in this Miscellaneous Purposes Licence;
- (b) The masculine shall include the feminine, words importing persons shall include corporations, and the singular shall include the plural when the context or circumstances require and unless inconsistent with or repugnant to the context the following words shall have the meanings set opposite to them respectively –
  - (i) “amendment” includes an addition, excision or substitution;
  - (ii) “the Land” includes any part thereof;
  - (iii) “the term” includes any renewal or extension thereof;
- (c) If this Miscellaneous Purposes Licence is granted to Joint Tenement Holders, they are all jointly and severally liable for compliance with the Act, the Regulations and this Miscellaneous Purposes Licence, including the Additional Terms and Conditions in the First and Second Schedules;
- (d) If, by virtue of a dealing under section 83 of the Act, this Miscellaneous Purposes Licence comes to be held by Joint Tenement Holders, they will all be jointly and severally liable for compliance with the Act, the Regulations and this Miscellaneous Purposes Licence including the Additional Terms and Conditions in the First and Second Schedules;
- (e) If any act pursuant to this Miscellaneous Purposes Licence would otherwise be required to be done on a day which is not a Business Day then that act may be done on the next Business Day;
- (f) To the extent that there is any inconsistency, on the one hand, between a term of this Miscellaneous Purposes Licence or any Additional Term or Condition, and, on the other hand, the Act or Regulations, the Act or Regulations shall prevail;
- (g) Subject to the transitional provisions in any amendment to the Act or the Regulations, all provisions referred to in this Miscellaneous Purposes Licence shall be taken to include any such amendment;
- (h) Subject to the transitional provisions in any amendment to the Act or the Regulations, to the extent that there is any inconsistency, on the one hand, between a term of this Miscellaneous Purposes Licence or any Additional Term or Condition, and, on the other hand, any amendments to the Act or Regulations, the amended Act or Regulations shall prevail;

- (i) Footnotes and Explanatory notes do not form part of this Miscellaneous Purposes Licence;
- (k) The title page and the contents page do not form part of this Miscellaneous Purposes Licence;
- (l) The Annexure and all of the Schedules form part of this Miscellaneous Purposes Licence.

6 Execution

EXECUTED this 22 day of July 2014

  
Name: Junesse Martin  


Title: Mining Registrar

Delegation: Power delegated on 14 February 2014 date by the Minister for Mineral Resources and Energy

SIGNED this 7<sup>th</sup> day of July 2014

by Exco Operations (SA) Ltd (75%) (ACN 105 161 564)

in accordance with section 127 of the

Corporations Act 2001 and its Constitution

  
.....  
Signature of Director

.....  
Signature of Director/Secretary

..... BRENDA JAMES .....


.....  
Print Name of Director/Secretary

SIGNED this 7<sup>th</sup> day of July, 2014

by Polymetals (White Dam) Pty Ltd (25%) (ACN 130 423 684)

in accordance with section 127 of the

Corporations Act 2001 and its Constitution

  
.....

Signature of Director

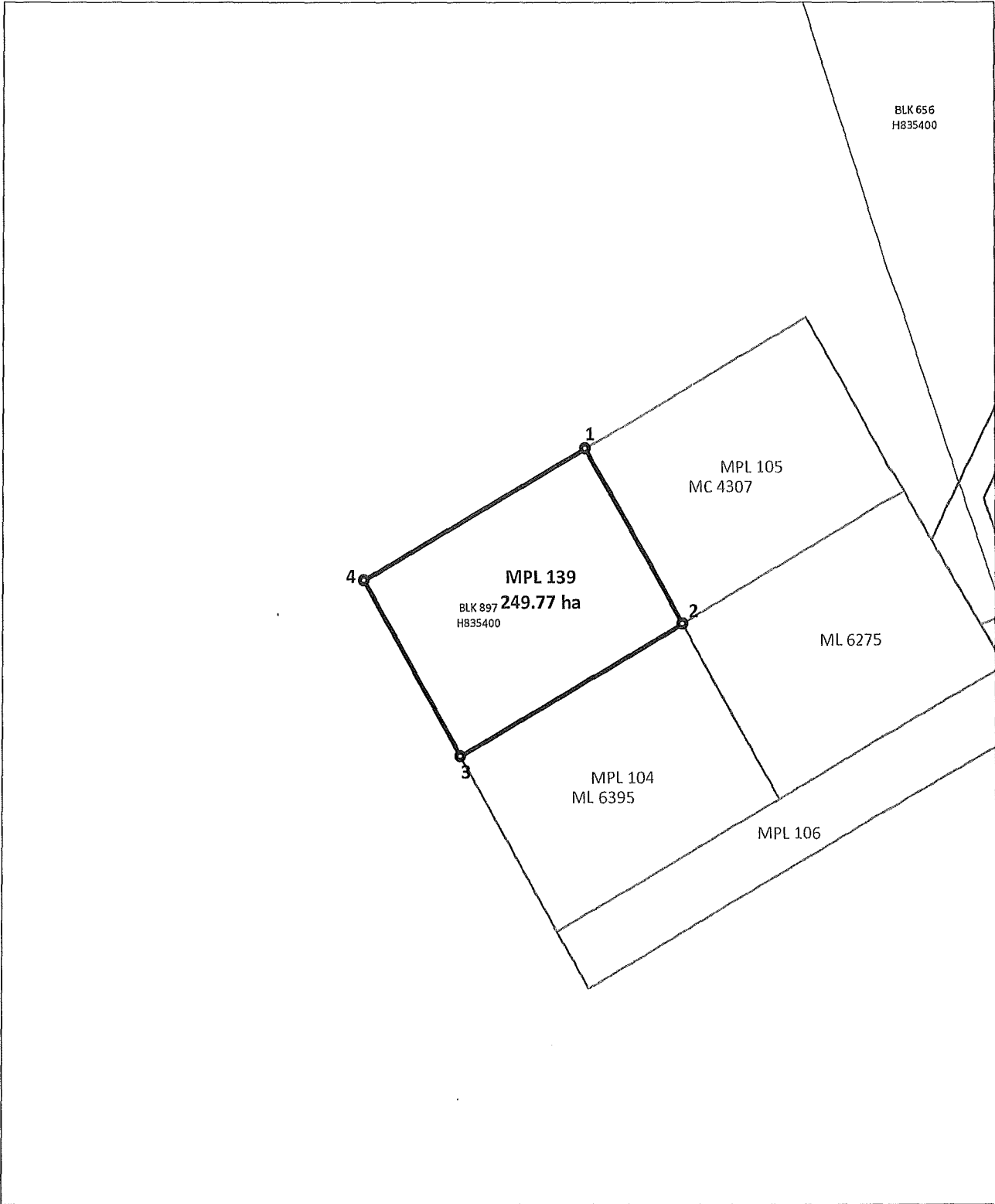
.....

Signature of Director/Secretary

BRENDAN JAMES  
.....

Print Name of Director

Print Name of Director/Secretary



NOTE: The boundary of this lease is depicted so as to best represent the relationship to the surrounding cadastral parcels. The legal boundary is to be ascertained by the coordinates specified.

DATE PRODUCED: 20/03/2014

# ANNEXURE

## MISCELLANEOUS PURPOSES LICENCE 139

### DESCRIPTION OF AREA

All that part of the State of South Australia, bounded by a line joining the points of coordinates set out in the following table:

Map Grid of Australia 1994 Zone 54

Point	Easting		Northing	
1	458642	mE	6450369	mN
2	459332	mE	6449173	mN
3	457764	mE	6448269	mN
4	457075	mE	6449465	mN

Area: 249.77 ha

Based on information provided by the applicant.

## FIRST SCHEDULE

1. The Miscellaneous Purposes Licence (MPL) is granted for any purpose directly related to the conduct of mining operations in association with the mining operation known as White Dam Gold Mine Project authorised under mining tenements Mineral Lease (ML) 6275 and Miscellaneous Purposes Licences (MPLs) 95, 104, 105, 106 and 107, in accordance with the miscellaneous purposes licence proposal document dated 23 November 2010 and subsequent response document dated 22 March 2011.
2. In accordance with Regulation 86(1)(a) the Licensee must provide a Compliance report every year, within 2 months after the anniversary of the date the Licence was granted, or at some other time agreed with the Minister.
3. In accordance with Regulation 90(1) the Licensee must, prior to commencing operations under this Licence and for the duration of the licence maintain public liability insurance to cover all operations under the Licence (including sudden and accidental pollution) in the name of the Licensee for a sum not less than \$20 million or such greater sum as specified by the Minister, and make such amendments to the terms and conditions of the insurance as the Minister may require.
4. In requesting a review of the bond required under the *Mining Act 1971* the Minister may request that written quotes from an independent third party approved by the Minister are obtained by the Licensee for the cost of rehabilitating the site to the requirements specified in the approved Program under Regulation 65(2).
5. The Licensee must meet all the charges and costs in obtaining and maintaining the Bond.



## SECOND SCHEDULE

### **Aboriginal and European Heritage**

1. The Licensee must, in constructing and operating the Licence, ensure that there is no disturbance to Aboriginal or European artefacts or sites of significance unless prior approval under the relevant legislation is obtained.

### **Weeds and Pests (feral animals)**

2. The Licensee must, in constructing and operating the Licence, ensure no introduction of new species of weeds, plant pathogens or pests (including feral animals), nor increase in abundance of existing weed or pest species in the Licence area compared to adjoining land.

Weeds are defined in this condition as any invasive plant that threatens native vegetation in the local area or any species recognised as invasive in South Australia.

### **Groundwater and Hydrology**

3. The Licensee must, in constructing and operating the Licence, ensure that there is no adverse impact to the quality and quantity of ground and or surface water caused by mining operations to existing users.

### **Landholder Liaison**

4. The Licensee must ensure that the occupier of the land is fully advised of their program of activities, particularly in regard to the impact of operations on the land and rehabilitation progress.

### **Rehabilitation**

5. The Licensee must demonstrate to the satisfaction of the Director of Mines that the following mine closure outcomes (in so far as they may be affected by mining operations) are expected to be achieved and sustained after mine closure:

- All infrastructure is removed.
- The risks to the health and safety of the public and fauna are as low as reasonably practical
- No compromise of the quality and quantity of ground and surface water to existing users
- The site is physically stable
- Where practical, pre mining land use is re-established.

**THIRD SCHEDULE**  
**Process for suspension**

Issuance of Suspension Show Cause Notice

1. Where the Minister is of the view that there may be grounds to consider whether to suspend this Miscellaneous Purposes Licence, the Minister shall give written notice to the Tenement Holder, which shall:
  - a. Specify the provision of the Act or the Regulations, or the term or condition of this Miscellaneous Purposes Licence, that the Minister believes the Tenement Holder has contravened or failed to comply with; and
  - b. Give the Tenement Holder thirty (30) Business Days from the date of the written notice to show cause why this Miscellaneous Purposes Licence should not be suspended (“the Suspension Show Cause Notice”).

Minister’s action if Tenement Holder does not respond

2. If the Tenement Holder does not respond to the Suspension Show Cause Notice within thirty (30) Business Days, the Minister may suspend this Miscellaneous Purposes Licence without further notice (in accordance with the process outlined below).

Minister’s action if Tenement Holder does respond

3. If the Tenement Holder responds to the Suspension Show Cause Notice within thirty (30) Business Days, the Minister will consider the Tenement Holder’s submission and decide whether to suspend this Miscellaneous Purposes Licence (in accordance with the process outlined below).

Written Notice of Minister’s decision

4. The Minister shall give written notice to the Tenement Holder of the Minister’s decision.
  - a. If the decision is not to suspend this Miscellaneous Purposes Licence, the written notice shall be called “Notice of Decision: Not Suspended”.
  - b. If the decision is to suspend this Miscellaneous Purposes Licence, the written notice shall be called “Notice of Decision: Suspended”.
5. A Notice of Decision: Not Suspended, may contain any information that the Minister considers relevant.

6. A Notice of Decision: Suspended, shall:
  - a. Specify the reason for suspension;
  - b. Specify the period of suspension;
  - c. Specify the action (if any) the Tenement Holder may be required to take for the Minister to consider revoking the suspension, and the time frame for taking that action;
  - d. Inform the Tenement Holder of their right of appeal to the Environment, Resources and Development Court in accordance with subsection 56(3) of the Act.

#### The Mining Register

7. Notice of Decision: Suspended, shall be placed on the Mining Register.

#### Minister's action if Tenement Holder takes action as specified in Notice of Decision

8. If the Tenement Holder takes the action specified by the Minister under paragraph 6 c, the Minister will consider revoking the suspension.
9. If the Minister revokes the suspension, the Minister will, within a reasonable time:
  - a. Write to the Tenement Holder informing the Tenement Holder of the revocation.
  - b. Cause the revocation to be placed on the Mining Register.

#### Minister's action if Tenement Holder appeals

10. If the Tenement Holder appeals to the Environment Resources and Development Court the Minister will consider exercising the discretion under section 56(4) of the Act, to stay the operation of the suspension until the appeal is finally disposed of.
11. If the Environment Resources and Development Court is satisfied that there is no proper ground for the suspension, and so orders, the Minister will:
  - a. Cause the Court's order to be placed on the Mining Register; and
  - b. Reinstate the Miscellaneous Purposes Licence in accordance with section 56(5) of the Act.

**FOURTH SCHEDULE**  
**Process for cancellation**

Issuance of Cancellation Show Cause Notice

1. Where the Minister is of the view that there may be grounds to consider whether to cancel this Miscellaneous Purposes Licence, the Minister shall give written notice to the Tenement Holder, which shall:
  - a. Specify the provision of the Act or the Regulations, or the term or condition of this Miscellaneous Purposes Licence, that the Minister believes the Tenement Holder has contravened or failed to comply with; and
  - b. Give the Tenement Holder sixty (60) Business Days from the date of written notice to show cause why this Miscellaneous Purposes Licence should not be cancelled (“the Cancellation Show Cause Notice”).

Minister’s action if the Tenement Holder does not respond

2. If the Tenement Holder does not respond to the Cancellation Show Cause Notice within sixty (60) Business Days, the Minister may cancel this Miscellaneous Purposes Licence without further notice (in accordance with the process outlined below).

Minister’s action if the Tenement Holder does respond

3. If the Tenement Holder responds to the Cancellation Show Cause Notice within sixty (60) Business Days, the Minister will consider the Tenement Holder’s submission and decide whether to cancel this Miscellaneous Purposes Licence (in accordance with the process outlined below).

Written notice of Minister’s decision

4. The Minister shall give written notice to the Tenement Holder of the decision.
  - a. If the decision is not to cancel this Miscellaneous Purposes Licence, the written notice shall be called “the Notice of Decision: Not Cancelled”.
  - b. If the decision is to cancel this Miscellaneous Purposes Licence, the written notice shall be called “the Notice of Decision: Cancelled”.
5. A Notice of Decision: Not Cancelled may contain any information that the Minister considers relevant.

6. A Notice of Decision: Cancelled shall:
  - a. Specify the reason for cancellation;
  - b. Specify the date from which cancellation is effective;
  - c. Inform the Tenement Holder of their right of appeal to the Environment, Resources and Development Court in accordance with subsection 41(3) of the Act.

#### The Mining Register

7. Notice of Decision: Cancelled, shall be placed on the Mining Register.

#### Minister's action if Tenement Holder appeals

8. If the Tenement Holder appeals to the Environment Resources and Development Court the Minister will consider exercising his discretion under section 56(4) of the Act, to stay the operation of the cancellation until the appeal is finally disposed of.
9. If the Environment Resources and Development Court is satisfied that there is no proper ground for the cancellation, and so orders, the Minister will:
  - a. Cause the Court's order to be placed on the Mining Register; and
  - b. Reinstate the Miscellaneous Purposes Licence in accordance with section 56(5) of the Act.