



**Government
of South Australia**

Mining Act 1971

TENEMENT DOCUMENT

MINERAL LEASE

TENEMENT HOLDER Australian Graphite Pty Limited (ACN 160 628 295)

CLASS OF LEASE Mineral Lease (ML)

ML NUMBER 6460

COMMENCEMENT DATE 3 June 2016

TERM OF LEASE 21 years

EXPIRY DATE 2 June 2037

MINERAL(S) Minerals (Graphite)

AREA OF LEASE 300.76 hectares

DATE BY WHICH THE PROPOSED PEPR MUST BE SUBMITTED: 2 June 2017

RevenueSA - Stamp Duty - ABN 19 040 349 865 ©	
RevNetID/PRA Bundle No.:	EX 135042178
Orig/Copy	1 of/with 1 copies
Consideration/Value/Security:	\$ 0
SA Proportion (if applicable):	\$ 0
SD:	\$ 0 LFO Fees: \$ 0
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Details of Grant of a Mining Tenement

1. On 2 June 2016, pursuant to Part 6 of the Act, the Minister made a statutory grant of a mineral lease (the Mining Tenement) described in this Tenement Document.

2. The Mining Tenement is granted:
 - 2.1. To Australian Graphite Pty Limited (ACN 160 628 295);
 - 2.2. For the purpose of recovering the Mineral(s) described in the First Schedule of this Tenement Document.

3. The Mining Tenement is numbered ML6460.

4. The Mining Tenement is:
 - 4.1. Subject to the Terms and Conditions prescribed by the Act and Regulations and specified in this Tenement Document; and
 - 4.2. Subject to the Additional Terms and Conditions specified in the First and Second Schedules (respectively) of this Tenement Document.

Terms and conditions required by the Act to be specified in the Tenement Document

Description of the Land

5. The Mining Tenement is granted over an area of 300.76 hectares and is located approximately 35 km north of Port Lincoln and 20 km west-south-west of Tumby Bay, South Australia.

6. The location of the Mining Tenement is more specifically defined in the map and coordinates specified in the Third Schedule of this Tenement Document.

Term, Commencement and Expiration

7. The Mining Tenement is granted for the term of twenty one years. The term of the Mining Tenement commenced on 3 June 2016, and, unless it is earlier renewed, surrendered or cancelled, the Mining Tenement will cease on 2 June 2037.

Rental

8. The Tenement Holder shall pay, by way of rental, such sums as may be prescribed and in accordance with section 40 of the Act and regulation 42 of the Regulations.

Compensation

9. The Minister may, at any time, require the Tenement Holder to pay to any person an amount of compensation stipulated by the Minister, to which that person is, in the opinion of the Minister, entitled in consequence of mining operations in pursuance of the rights granted and the obligations imposed by the grant of the Mining Tenement.

Suspension and Cancellation: Stipulation of Process

10. Pursuant to subsection 41(1) of the Act, the Minister may suspend or cancel the Mining Tenement if the Tenement Holder contravenes or fails to comply with a term or condition of this Tenement Document or a provision of the Act (which includes the Regulations).
11. Pursuant to subsection 41(2) of the Act, the Minister may stipulate in the tenement document a process for suspension or cancellation that must be followed before the powers in subsection 41(1) may be exercised.
12. The process for suspension of the Mining Tenement shall be as stipulated in the Fourth Schedule of this Tenement Document.
13. The process for cancellation of the Mining Tenement shall be as stipulated in the Fifth Schedule of this Tenement Document.

Environmental outcomes specified pursuant to Regulation 65 of the Regulations

14. The Sixth Schedule of this Tenement Document sets out outcomes contemplated in regulation 65(2) of the Regulations, that the Tenement Holder is required to address in any program submitted in accordance with Part 10A of the Act.

Explanatory note: The Sixth Schedule may also contain strategies and criteria which the Department has formed the view would address the outcomes set out in that Schedule.

Restatement of selected provisions from the Act

Explanation of Restatements

15. All of the restatements in this portion of this Tenement Document are included for guidance only and do not replace the substantive provisions of the Act or the Regulations.

16. 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.

17. The Tenement Holder is still required to comply with any provision of the Act or Regulations that is not restated in this Mineral Lease.

Restatement of rights conferred on Tenement Holder

18. The grant of the Mining Tenement confers an exclusive right upon the Tenement Holder including officers, employee(s), contractor(s) or duly authorised agent(s) of the Tenement Holder, to conduct mining operations on the Land, for the Mineral(s), subject to the provisions of the Act and the Regulations, and the terms and conditions of this Tenement Document.

19. The grant of the Mining Tenement authorises the Tenement Holder, including officers, employee(s), contractor(s) or duly authorised agent(s) of the Tenement Holder, to sell, or dispose of, the Mineral(s) recovered in the course of mining operations conducted in pursuance of the grant or to utilise any such mineral(s) for any commercial or industrial purpose, subject to the payment of royalty.

Restatement of rights and powers not conferred on the Tenement Holder

20. The grant of the Mining Tenement does not confer any right on the Tenement Holder:
 - 20.1. To use the Land for any purpose other than the authorised mining operations.
 - 20.2. To confer any rights on any other person in relation to the Mining Tenement.

Explanatory note: For example, the Tenement Holder cannot grant rights to a party under a Joint Venture Agreement (or other agreement however described), to conduct mining operations on the Land in that party's own right. The Tenement Holder may engage employees, contractors or agents to perform work on the tenement on the Tenement Holder's behalf).

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

21. The Tenement Holder must not carry out mining operations unless there is an approved program for environment protection and rehabilitation (an APPROVED PEPR).
22. A PROPOSED PEPR will only be approved when it complies with the requirements of Part 10A of the Act and the Regulations.
23. To comply with Part 10 A of the Act, the PROPOSED PEPR must:
 - 23.1. 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 (if any);
 - 23.2. Comply with any applicable conditions specified in this Tenement Document (if any);
 - 23.3. Address any relevant environmental outcomes listed in the Sixth Schedule of this Tenement Document.

Explanatory note: At the date of grant, the determinations are available at:
www.minerals.statedevelopment.sa.gov.au/publications_and_information/ministerial_determinations

24. In accordance with regulation 65(10) of the Regulations, the Tenement Holder must submit to the Department of State Development for ministerial approval a PROPOSED PEPR that fully complies with the Act and Regulations within twelve (12) months after the grant of the Mining Tenement unless the Tenement Holder has been granted an extension of time for such submission.

Explanatory note: Until otherwise notified, the Tenement Holder may apply for an extension of time in writing 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.

Restatement of obligations imposed on Tenement Holder: Working conditions

25. In accordance with regulation 35 of the Regulations, unless otherwise determined or agreed by the Minister, the Tenement Holder must:
 - 25.1. Commence mining operations in accordance with the APPROVED PEPR within twelve (12) months after its approval; and

- 25.2. Thereafter continue mining operations in accordance with the requirements of the program in the APPROVED PEPR.

Explanatory note: Until otherwise notified, the Tenement Holder may apply for an extension of time in writing 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.

Restatement of obligations imposed on Tenement Holder: Other

26. 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:

- 26.1. Comply with Part 3 of the Act (royalties).
- 26.2. Comply with the applicable provisions of Part 9 of the Act (entry onto land and use of declared equipment).
- 26.3. Comply with the applicable provisions of Part 9B of the Act (native title).
- 26.4. Comply with the provisions of section 76 of the Act (mining returns) to the extent relevant to a mineral lease.
- 26.5. Comply with section 77 of the Act (records and geological samples) and regulation 84 of the Regulations.
- 26.6. Comply, as necessary, with section 83 of the Act (ministerial consent for dealings in relation to the Tenement) and regulations 44 and 70 of the Regulations.
- 26.7. Comply, insofar as applicable to a mineral lease, with regulation 86 of the Regulations (compliance reports).
- 26.8. Comply with the requirement in regulation 43 of the Regulations to maintain all posts, boundary indicator markers and notices in the positions required by the Regulations as applicable.
- 26.9. 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.

Restatement of Exempt Land

27. In accordance with section 9 of the Act, the grant of the Mining Tenement does not authorise prospecting, exploring or mining upon any exempt land unless or until the benefit of the exemption is waived under section 9AA.

Restatement of Bond

28. 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:

- 28.1. Any civil or statutory liability likely to be incurred by the Tenement Holder in the course of carrying out mining operations;
- 28.2. 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 rehabilitation liability or increases the cost of civil or statutory liability.

Restatement of Fees

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

Restatement of Renewal

30. This Mineral Lease shall be renewed in accordance with the Act.

Restatement of Surrender

31. The Tenement Holder may apply to surrender the Mining Tenement during its term in accordance with the Act and the Regulations.

Restatement of Forfeiture

32. The Mining Tenement is subject to the forfeiture provision of the Act being sections 70 and 85.

Restatement of Notices

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

Restatement of Mining Register

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

Restatement of Mining Operations

35. As defined by section 6 of the Act "mining operations" means:

- 35.1. Operations carried out in the course of prospecting, exploring or mining for minerals; or
- 35.2. Without limiting paragraph 35.1, any operations by which minerals are recovered from any place or situation, including by recovering minerals from the sea or a natural water supply; or
- 35.3. On-site operations undertaken to make minerals recovered from the site a commercially viable product, other operations involving such minerals, or other operations involving minerals brought on to the site of a mine for processing; or
- 35.4. Operations for the rehabilitation of land on account of the impact of any operations under a preceding paragraph; or
- 35.5. Operations that are directly related to any operations under a preceding paragraph;
but does not include –
- 35.6. An investigation or survey under section 15 of the Act ; or
- 35.7. Fossicking; or
- 35.8. The surface removal of loose rock material disturbed by agricultural operations.

36. This definition applies to operations that occur during all phases of the mine's life.

Restatement of Declaration of Insolvency

37. Comply with regulation 98(1)(c), which concerns bankruptcy, insolvency and liquidation.

Restatement of Public Liability Insurance

38. Comply with regulation 90, which concerns public liability insurance.

Definitions

39. In this Tenement Document, the following words have the following meanings:

- 39.1 “**acoustic engineer**” means a person eligible for membership of both the Institution of Engineers Australia and the Australian Acoustical Society;
- 39.2 “**Act**” means the Mining Act 1971 of South Australia;
- 39.3 “**Additional Terms and Conditions**” means the Additional Terms and Conditions authorised by section 34(4) of the Act and set out in the First and Second Schedule of this Tenement Document respectively;
- 39.4 “**ANCOLD**” means Australian National Committee on Large Dams;
- 39.5 “**Applicant**” means the person or persons who applied for the Mining Tenement;
- 39.6 “**APPROVED PEPR**” means the document contemplated by section 70B(5) of the Act i.e. a PROPOSED PEPR that has received ministerial approval;
- 39.7 “**basement fractured rock aquifer**” means the confined and unconfined fractured rock aquifer within Proterozoic age basement rocks;
- 39.8 “**business Day**” means any day that is not a Saturday, Sunday or a public holiday in South Australia;
- 39.9 “**CEP**” means Community Engagement Plan;
- 39.10 “**Class 2 groundwater model**” means a groundwater model that meets the definition contained in the Australian Groundwater Modelling Guidelines (Australian Government National Water Commission, 2012);
- 39.11 “**contamination**” and “**contaminated**” mean the presence of chemical substances in concentrations greater than the background concentrations (if any), where the presence of the chemical substances in the greater concentrations has resulted in
 - 39.11.1 Actual or potential harm to the health or safety of human beings that is not trivial, or
 - 39.11.2 Actual or potential harm to water that is not trivial, or
 - 39.11.3 Other actual or potential environmental harm that is not trivial;
- 39.12 “**DCTB**” means District Council of Tumby Bay;
- 39.13 “**DRP**” means Decommissioning and Rehabilitation Plan;
- 39.14 “**EPA**” means the Environment Protection Authority under the Environment Protection Act 1993 of South Australia;

- 39.15 **“environmental values (ground and surface water)”** means the environmental values recognized in the ‘Australian and New Zealand Guidelines for Fresh and Marine Water Quality, October 2000, Paper No 4’.

Explanatory Note: This Paper is available on line or can be obtained from Australian Government Info Shops in capital cities.

http://www.dofa.gov.au/infoaccess/general_purchase_products.html

- 39.16 **“freeboard”** means the difference in height between the level of the supernatant pond and the lowest point of the tailings dam embankment.

- 39.17 **“GDE”** means ecological communities which are dependent on groundwater for their survival for some, or all, of the time;

- 39.18 **“insolvency event”** means:

39.18.1. Where an administrator is appointed; or

39.18.2. Action is taken to make such an appointment;

39.18.3. The Tenement Holder resolves to be wound up; or

39.18.4. Where the Tenement Holder ceases to carry on business;

39.18.5. A receiver or a receiver and manager is appointed or an application is made to a court for an order appointing a liquidator or provisional liquidator;

39.18.6. The Tenement Holder enters into a compromise or arrangement with its creditors or a class of them; or

39.18.7. The Tenement Holder states that it is, or is likely to become, unable to pay its debts when they fall due; or

39.18.8. Where the Tenement Holder is a natural person,

39.18.8.1. The Tenement Holder has committed an act of bankruptcy as contemplated by the Bankruptcy Act 1966 (Cth);

39.18.8.2. The Tenement Holder is unable to pay his or her debts as and when they become due and payable;

39.18.8.3. A court has made a sequestration order against the Tenement Holder's estate;

39.18.8.4. A creditors' petition has been presented against the Tenement Holder;

39.18.8.5. The Tenement has presented to the Official Receiver a declaration of intention to present a debtor's petition;

39.18.8.6. The Tenement Holder becomes a bankrupt;

39.18.8.7. A meeting of creditors of the grantee is convened; or

- 39.18.8.8. The Tenement Holder lodges with his or her trustee a proposal to his or her creditors for a composition in satisfaction of his or her debts or a scheme of arrangement of his or her affairs;
- 39.19. **"the Land"** means the land over which the Mining Tenement is granted and which is described in paragraphs 5 and 6 and in the Third Schedule of this Tenement Document;
- 39.20. **"MAR"** means Managed Aquifer Recharge and for the purpose of the Mining Tenement is the intentional recharge of water into an aquifer either by injection or infiltration;
- 39.21. **"mine completion"** means the Land has been rehabilitated to an extent that the Minister could approve an application for surrender of the Mining Tenement on the basis that the Tenement Holder has complied with sub-regulation 45(1) of the Regulations and there is no obstacle under sub-regulation 45(3) of the Regulations;
- 39.22. **"mineral lease"** means the Mining Tenement granted to the Tenement Holder as referred to in paragraph 1 of this Tenement Document;
- 39.23. **"mineral(s)"** means the Mineral(s) referred to on the front page of this Mineral Lease and in the First Schedule;
- 39.24. **"Mining Tenement"** means the mineral lease granted to the Tenement Holder, as referred to in paragraph 1 and 2 of this Tenement Document and all of the rights and obligations encompassed in the grant;
- 39.25. **"the Minister"** means the Minister for Mineral Resources and Energy (or any substituted Minister);
- 39.26. **"NAF"** means non-acid forming waste rock;
- 39.27. **"PAF"** means potentially acid forming waste rock;
- 39.28. **"PEPR"** means Program for Environment Protection and Rehabilitation;
- 39.29. **"PM 2.5"** means the fraction of particulates in air 2.5 micrometres or less in aerodynamic diameter;
- 39.30. **"PM 10"** means the fraction of particulates in air 10 micrometres or less in aerodynamic diameter;
- 39.31. **"the Program"** means the APPROVED PEPR as defined above;

- 39.32. "**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 the Mining Tenement;
- 39.33. "**real time monitoring**" means the system for making monitored environmental parameters, acquired by the Tenement Holder, available immediately to stakeholders in an easily understood format;
- 39.34. "**Regulations**" means the *Mining Regulations 2011* of South Australia;
- 39.35. "**site**" means the Land;
- 39.36. "**SMP**" means Social Management Plan;
- 39.37. "**TDD**" means the Total Dust Deposition (including both ambient and mine related dust);
- 39.38. "**TRH**" means Total Recoverable Hydrocarbons;
- 39.39. "**TSF**" means the Tailings Storage Facility;
- 39.40. "**TSP**" means Total Suspended Particulate matter;
- 39.41. "**TSS**" means Total Suspended Solids;
- 39.42. "**Tenement Document**" means this document;
- 39.43. "**Tenement Holder**" means the person, or persons to whom the mining tenement was granted and includes:
- 39.43.1. If the Tenement Holder is a natural person the executors, administrators and assigns of that person;
- 39.43.2. If the Tenement Holder is a body corporate the successors, administrators or permitted assigns thereof.
- Explanatory Note: "The Tenement Holder" has the same meaning as "the mining operator" as defined by section 6 of the Act.*
- 39.44. "**third party land users**" means the owner of land (as defined by the Act) and any persons lawfully occupying land with the licence of the owner, or the consent of the owner and "**third party land use**" has a corresponding meaning;
- 39.45. "**WDE**" means ecological communities which are dependent on groundwater and/or surface water flows for their survival for some, or all, of the time;
- 39.46. "**Weeds**" means any invasive plant that threatens native vegetation in the local area or any species recognized as invasive in South Australia;
- 39.47. "**WRSF**" means the Waste Rock Storage facility.

Interpretation

40. For the purposes of interpreting this Tenement Document the following will apply:

40.1. Unless otherwise stated, any term which is used in this Tenement Document which has a specific meaning in the Act or the Regulations, has that same meaning in this Tenement Document;

40.2. 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 –

40.2.1. “amendment” includes an addition, excision or substitution;

40.2.2. “the Land” includes any part thereof; and

40.2.3. “the term” includes any renewal or extension thereof.

40.3. If the Mining Tenement is granted to more than one person, all of the persons to whom it is granted are all jointly and severally liable for compliance with the Act, the Regulations and this Tenement Document, including the Additional Terms and Conditions in the First and Second Schedules of this Tenement Document respectively;

40.4. If, by virtue of a dealing under section 83 of the Act, the Mining Tenement comes to be held by more than one person, they will all be jointly and severally liable for compliance with the Act, the Regulations and this Tenement Document including the Additional Terms and Conditions in the First and Second Schedules of this Tenement Document respectively;

40.5. If any act pursuant to Tenement Document 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;

40.6. To the extent that there is any inconsistency, on the one hand, between a term of this Tenement Document or any Additional Term or Condition, and, on the other hand, the Act or Regulations, the Act or Regulations shall prevail;

40.7. Subject to the transitional provisions in any amendment to the Act or the Regulations, all provisions referred to in this Tenement Document shall be taken to include any such amendment;

40.8. 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 Tenement Document or any Additional Term or

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Condition, and, on the other hand, any amendments to the Act or Regulations, the amended Act or Regulations shall prevail;

40.9. Footnotes and Explanatory notes do not form part of this Tenement Document;

40.10. The contents page does not form part of this Tenement Document;

40.11. The front page and all of the Schedules form part of this Tenement Document.

Executed by the Tenement Holder(s) in accordance with regulation 41

SIGNED by Australian Graphite Limited (ACN 160 628 295))
in accordance with section 127 of the)
Corporations Act 2001 and its Constitution)


.....
Signature of Director


.....
Signature of Director/Secretary

Dr A. John PARKER.....
Print Name of Director

JAROSLAW KOPIAS.....
Print Name of Director/Secretary

20 June 2016.....
Date

20 JUNE 2016.....
Date

Entered in the Mining Register on 6 June 2016
In accordance with section 15A(1)(c) of the Act.

Signed by
Junesse Martin
Mining Registrar



27 June 2016.....
Date

FIRST SCHEDULE
ADDITIONAL TERMS

Authorised Mining Operations

1. The grant of the Mining Tenement authorises mining operations (only) for the recovery of Graphite.
2. The grant of the Mining Tenement authorises mining operations (only) that are consistent with the mining operations described in the Mining Lease Proposal document dated 7 September 2015 and subsequent Response Document dated 2 February 2016.

Ore from other tenements

3. The grant of the Mining Tenement authorises mining operations (only) in relation to ore recovered from the Land.

SECOND SCHEDULE
ADDITIONAL CONDITIONS

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Groundwater

1. The Tenement Holder must ensure that there is no adverse impact to the quantity of groundwater available to existing users and groundwater dependent ecosystems as a result of mining operations during construction, operations and post-mine completion.
2. The Tenement Holder must ensure that there is no adverse impact to Groundwater Dependent Ecosystems (GDEs) or adverse change to the environmental values of water within the aquifers outside of the Land as a result of mining operations.
3. The Tenement Holder must ensure that there is no adverse impact to GDEs or adverse change to the environmental values of water within the aquifers inside or outside of the Land as a result of mining operations post-mine completion.
4. The separate extraction of NAF and PAF from the mine, and separate placement of NAF and PAF must be verified by a suitably qualified independent expert approved by the Director of Mines (or other Authorised Officer) on a 3 monthly basis, or at a frequency as the Director of Mines (or other Authorised Officer) may specify by notice

in writing. The expert must prepare a report of the findings of the verification and this report must be provided to the Director of Mines (or other Authorised Officer) within 1 month of completion of the verification.

Surface Water

5. The Tenement Holder must:
 - 5.1. ensure no contaminated surface water leaves the Land as a result of mining operations; and
 - 5.2. ensure that, apart from water contained in the pit void:
 - 5.2.1. no contaminated surface water as a result of mining operations remains within the Land post-mine completion; and
 - 5.2.2. no contamination of surface water occurs post-mine completion as a result of mining operations within the Land.

Land Use, Third Party Property and Safety

6. The Tenement Holder must ensure that no flyrock encroaches on third party property unless the Tenement Holder obtains a registered Waiver of Exemption under the Act to undertake mining activities that would include such an encroachment.

Matters of National Environmental Significance

7. The Tenement Holder must comply with the Commonwealth Department of Environment conditions set out in the document entitled "REFERRAL DECISION - not controlled action if undertaken in a particular manner Kookaburra Gully Graphite Project, Eyre Peninsula, South Australia (EPBC 2015/7470; 23 December 2015)".

Additional Information in the Program

8. In accordance with section 70B(2)(d) of the Act it is a condition of this lease that a proposed PEPR submitted in accordance with Part 10A of the Act must include reports from suitably qualified independent experts on the following matters:
 - 8.1. The effectiveness of the proposed strategies in the proposed PEPR achieving the environmental outcomes identified in the proposed PEPR, including but not limited to reports from:

- 8.1.1. an Independent Environmental Geochemist Expert (ie: for PAF material and metalliferous drainage management);
- 8.1.2. an Independent Geotechnical Engineering Expert (ie: for WRD and TSF design and construction methodology);
- 8.1.3. an Independent Mine Waste Cover System Expert (ie: for mine waste cover systems design);
- 8.1.4. an Independent Hydrology Expert (ie: for Surface water management);
- 8.1.5. an Independent Hydrogeology Expert (ie: for verification of predictive ground water models, ground water management and the extent of ground water mounding underneath the TSF); and
- 8.1.6. an Independent Chemical, Process or Metallurgical Engineering Expert (ie: for tailings densities necessary for timely construction of the TSF cover system upon cessation of tailings deposition).

These reports must include identification of any risks, assumptions and uncertainties associated with the relevant strategies.

- 8.2. The capacity of the tenement holder to achieve compliance with the Act and the Program in light of its management systems, personnel, policies, procedures, practices and resources.

Transparency

9. The Tenement Holder agrees to the approved PEPR and any compliance reports and reportable incident reports, submitted in accordance with the Regulations, being made available for public inspection.

Notification of cessation of operations

10. Within 30 days of becoming aware of any event or decision which is likely to give rise to the cessation of mining operations for a period of more than 7 days and prior to the cessation of mining operations, the tenement holder must notify the Director of Mines (or other Authorised Officer) in writing of the event or decision. The notice must specify the date upon which the mining operations are expected to cease, or have ceased and an estimate of the period of cessation.

Decommissioning and Rehabilitation Plan

11. The Tenement Holder must comply with a DRP approved in accordance with Condition 12 or 13 when decommissioning or rehabilitating the tenement.
12. Unless the Director of Mines (or other Authorised Officer) otherwise directs, a Decommissioning and Rehabilitation Plan ("DRP") must be submitted to the Director of Mines (or other Authorised Officer) for approval within 30 days of any decision or event that is likely to give rise to the permanent cessation of mining operations, and that DRP must:
 - 12.1. set out the activities and scheduling required for the carrying out of the rehabilitation works specified in the approved PEPR;
 - 12.2. be prepared in accordance with any guidelines provided by the Director of Mines (or other Authorised Officer).
13. If, in the opinion of the Director of Mines (or other Authorised Officer), mining operations on the tenement have substantially ceased for 2 years or more, the Director of Mines (or other Authorised Officer) may:
 - 13.1. require that the Tenement Holder submits a DRP for approval dealing with the requirements set out in Condition 12; and/or
 - 13.2. direct the Tenement Holder to rehabilitate the tenement in accordance with the approved PEPR and/or any DRP.

Community Engagement

14. The tenement holder must prepare, implement and maintain (to the satisfaction of the Director of Mines or other Authorised Officer) a Community Engagement Plan ("CEP") that:
 - 14.1. Sets out the purpose, objectives and parameters of engagement with the Community;
 - 14.2. Identifies all community stakeholders likely to be affected by mining operations;
 - 14.3. Sets out the tools and techniques that the tenement holder intends to use for:
 - 14.3.1. identifying community attitudes and expectations;
 - 14.3.2. providing information to the community;
 - 14.3.3. receiving feedback from the community;
 - 14.3.4. analysing community feedback and considering community concerns or expectations; and
 - 14.3.5. registering, documenting and responding to communications from members of the community;

- 14.4. Outlines an action plan to commence the proposed engagement activities; and
 - 14.5. Addresses any further matters that the Director of Mines (or other Authorised Officer) advises in writing.
15. The CEP must be submitted to the Director of Mines (or other Authorised Officer) for approval within three months of the grant of the Lease.

Communications Protocol

16. The Tenement Holder must develop (to the satisfaction of the Director of Mines (or other Authorised Officer) a communication and operating protocol between itself and owners of land adjacent to and on the Land (subject to the agreement of the owners of land) prior to the commencement of mining operations that includes the following matters:
- 16.1. Interaction with landholder operations;
 - 16.2. Emergency procedures;
 - 16.3. Communications and issue management processes;
 - 16.4. Land management;
 - 16.5. Dispute resolution;
 - 16.6. Ongoing communication about the Tenement Holder's operations;
 - 16.7. Receiving and considering feedback;
 - 16.8. Safety procedures;
 - 16.9. Access protocols; and
 - 16.10. Any matters identified by the Director of Mines (or other Authorised Officer) in writing.
17. The Tenement Holder must maintain and adhere to the protocol to the satisfaction of the Director of Mines (or other Authorised Officer) for the term of the Lease.

Complaints Register

18. The Tenement Holder must operate a 24 hour per day, 7 day per week, telephone complaints line for the purpose of receiving complaints from members of the public in relation to mining operations.
19. The Tenement Holder must take reasonable measures to notify the public of the complaints line telephone number and the fact that it is a complaints line.
20. The Tenement Holder must establish and maintain a public complaints register. The public complaints register must, as a minimum, record the following detail in relation to each complaint received in which it is alleged that environmental harm (including an environmental nuisance) has been caused by the mining operations:

- 20.1. the date and time at which the complaint was received;
 - 20.2. all personal details of the complainant which were provided by the complainant or, if no such details were provided, a note to that effect;
 - 20.3. the subject-matter of the complaint;
 - 20.4. the action taken by the Tenement Holder in relation to the complaint, including any follow-up contact with the complainant; and
 - 20.5. if no action was taken by the Tenement Holder, the reasons why no action was taken.
21. All records in respect of the public complaints must be maintained for a period of at least 7 years.
22. The Tenement Holder must make the public complaints register publically available except for the name and contact details of each complainant.

Notification of Insolvency Events

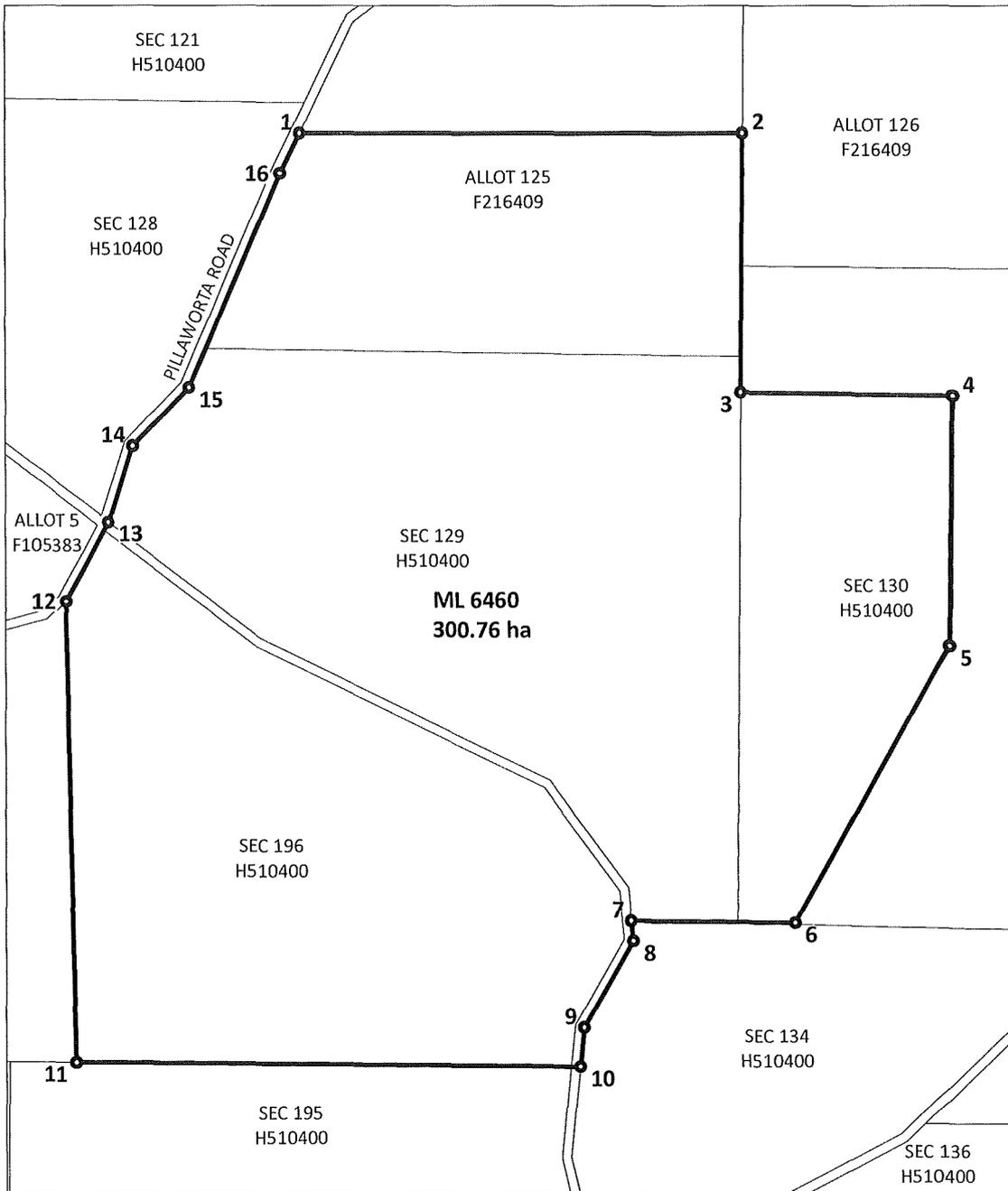
23. The Tenement Holder shall notify the Minister immediately after becoming aware of the Tenement Holder being placed into Administration.

Other Legislation

24. The Tenement Holder must comply with all State and Commonwealth legislation and regulations applicable to the activities undertaken pursuant to this Lease including (but not limited to) the:
- 24.1. *Environment Protection and Biodiversity Conservation Act 1999*;
 - 24.2. *Development Act 1993*;
 - 24.3. *Dangerous Substances Act 1979*;
 - 24.4. *National Parks and Wildlife Act 1972*;
 - 24.5. *Natural Resources Management Act 2004*;
 - 24.6. *Public and Environmental Health Act 1987*;
 - 24.7. *Aboriginal Heritage Act 1988*;
 - 24.8. *Heritage Places Act 1993*;
 - 24.9. *Work Health and Safety Act 2012*;
 - 24.10. *Environment Protection Act 1993*;
 - 24.11. *Native Vegetation Act 1991*;
 - 24.12. *Mines and Works Inspection Act 1920*; and
 - 24.13. *Road Traffic Act 1961*.

THIRD SCHEDULE

MAP



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: 6/06/2016

THIRD SCHEDULE**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 53

Point	Easting	Northing
1	583182 mE	6193410 Mn
2	584171 mE	6193410 mN
3	584164 mE	6192846 mN
4	584608 mE	6192839 mN
5	584602 mE	6192298 mN
6	584267 mE	6191699 mN
7	583906 mE	6191703 mN
8	583910 mE	6191652 mN
9	583798 mE	6191470 mN
10	583789 mE	6191389 mN
11	582703 mE	6191401 mN
12	582683 mE	6192383 mN
13	582783 mE	6192570 mN
14	582834 mE	6192721 mN
15	582962 mE	6192828 mN
16	583153 mE	6193350 mN

Area: 300.76 ha

Based on information provided by the applicant.

FOURTH 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 the grant of the Mining Tenement, the Minister shall give written notice to the Tenement Holder, which shall:
 - 1.1. Specify the provision of the Act or the Regulations, or the term or condition of the grant of the Mining Tenement, that the Minister believes the Tenement Holder has contravened or failed to comply with; and
 - 1.2. Give the Tenement Holder thirty (30) Business Days from the date of the written notice to show cause why the grant of the Mining Tenement 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 the grant of the Mining Tenement 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 the grant of the Mining Tenement (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;
 - 4.1. if the decision is to suspend the grant of the Mining Tenement, the written notice shall be called "Notice of Decision: Suspended".
 - 4.2. if the decision is to not to suspend the grant of the Mining Tenement, the written notice shall be called "Notice of Decision: Not Suspended".
 - 4.3. A Notice of Decision: Not Suspended, may contain any information that the Minister considers relevant.

- 4.4. A Notice of Decision: Suspended, shall:
- 4.4.1. Specify the reason for suspension;
 - 4.4.2. specify the period of suspension;
 - 4.4.3. 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;
 - 4.4.4. 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

5. 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

6. If the Tenement Holder takes the action specified by the Minister under paragraph 4.4.3, the Minister will consider revoking the suspension.
7. If the Minister revokes the suspension, the Minister will, within a reasonable time:
- 7.1. Write to the Tenement Holder informing the Tenement Holder of the revocation.
 - 7.2. Cause the revocation to 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 the discretion under section 41(4) of the Act, to stay the operation of the suspension 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 suspension, and so orders, the Minister will:
- 9.1. Cause the Court's order to be placed on the Mining Register; and
 - 9.2. reinstate the grant of the Mining Tenement in accordance with section 41(5) of the Act.

FIFTH 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 the grant of the Mining Tenement, the Minister shall give written notice to the Tenement Holder, which shall:
 - 1.1. Specify the provision of the Act or the Regulations, or the term or condition of the grant of the Mining Tenement, that the Minister believes the Tenement Holder has contravened or failed to comply with; and
 - 1.2. give the Tenement Holder sixty (60) Business Days from the date of written notice to show cause why the grant of the Mining Tenement 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 the grant of the Mining Tenement 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 the grant of the Mining Tenement (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. If the decision is not to cancel the grant of the Mining Tenement, the written notice shall be called "the Notice of Decision: Not Cancelled".
 - 4.1. If the decision is to cancel the grant of the Mining Tenement, the written notice shall be called "the Notice of Decision: Cancelled".
 - 4.2. A Notice of Decision: Not Cancelled may contain any information that the Minister considers relevant.

5. A Notice of Decision: Cancelled shall:

- 5.1. Specify the reason for cancellation;
- 5.2. specify the date from which cancellation is effective; and
- 5.3. 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

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

Minister's action if Tenement Holder appeals

7. If the Tenement Holder appeals to the Environment, Resources and Development Court the Minister will consider exercising his discretion under section 41(4) of the Act, to stay the operation of the cancellation until the appeal is finally disposed of.
8. If the Environment, Resources and Development Court is satisfied that there is no proper ground for the cancellation, and so orders, the Minister will:
 - 8.1. Cause the Court's order to be placed on the Mining Register; and
 - 8.2. reinstate the grant of the Mining Tenement in accordance with section 41(5) of the Act.

SIXTH SCHEDULE**ENVIRONMENTAL OUTCOMES****AND ASSOCIATED CRITERIA AND STRATEGIES PURSUANT TO
REGULATION 65 OF THE MINING REGULATIONS 2011**

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Vegetation and Weeds Outcomes

1. The Tenement Holder must, during construction, operation and post-mine completion, ensure no loss of abundance or diversity of native vegetation on or off the Land through;
 - 1.1. Clearance;
 - 1.2. Dust;
 - 1.3. Salt/contaminant deposition;
 - 1.4. Sedimentation;
 - 1.5. Fire;
 - 1.6. Reduction in water availability; or
 - 1.7. Other damage;

unless prior approval under the relevant legislation is obtained. Clearance of native vegetation is defined under the Native Vegetation Act 1991 as including all of: the killing, burning, removal or destruction of native vegetation; the severing of branches, limbs, stems or trunks of native vegetation; or any other substantial damage to native vegetation.

2. The Tenement Holder must, during construction, operation and post-mine completion, ensure no introduction of new species of weeds or plant pathogens, nor sustained increase in abundance of existing weeds on the Land compared to adjoining land. Weeds are defined in this outcome as any invasive plant that

- threatens native vegetation in the local area or any species recognised as invasive in South Australia.
3. The Tenement Holder must, during construction, operation and post-mine completion, ensure no impacts to agricultural productivity for third party land users on or off the Land as a result of mining operations, including:
 - 3.1. no reduction in crop yield;
 - 3.2. no reduction in crop quality; and
 - 3.3. no adverse health impacts to livestock.

Vegetation and Weeds Criteria

4. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 1:
 - 4.1. Collect representative baseline data for native vegetation prior to commencement of mine operations. The baseline data must include (but not limited to):
 - 4.1.1. the condition, abundance and diversity of native vegetation within the Land;
 - 4.1.2. an assessment of the presence and abundance of EPBC Act listed species within and adjacent to the Land within Pillaworta Creek (including permanent pools); and
 - 4.1.3. presence, structure and condition of groundwater dependent ecosystems sufficient to characterise these communities in Pillaworta creek (including permanent pools).
5. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 2:
 - 5.1. Collect representative baseline data on the presence and abundance of weeds, pests and plant pathogens within the Land prior to commencement of mine operations.

Fauna Outcome

6. The Tenement Holder must ensure that there are no native fauna injuries or deaths due to mining operations that could have been reasonably prevented.

7. The Tenement Holder must, during construction, operation and post-mine completion, ensure no introduction of new species of pests (including feral animals), nor sustained increase in abundance of pest species on the Land.

Fauna Strategies

8. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 6:
 - 8.1. Ensure fauna access to the TSF is restricted through implementation of appropriate strategies.
 - 8.2. Monitoring of the TSF and process water dams for fauna deaths is conducted as part of regular inspections.

Fauna Criteria

9. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 7:
 - 9.1. Representative baseline data of the presence and abundance of pests on the Land prior to commencement of mine operations.

Groundwater Outcomes

10. The Tenement Holder must ensure that there is no adverse impact to the quantity of groundwater available to existing users and groundwater dependent ecosystems as a result of mining operations during construction, operation and post-mine completion.
11. The Tenement Holder must ensure that there is no adverse impact to GDEs and no adverse change to the environmental values of water within the aquifers outside of the Land as a result of mining operations.
12. The Tenement Holder must ensure that there is no adverse impact to GDEs and no adverse change to the environmental values of water within the aquifers inside or outside of the Land post-mine completion as a result of mining operations.

Groundwater Strategies

13. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 10:
 - 13.1. Control and management strategies for the protection of groundwater and GDEs must be provided in the proposed PEPR.
 - 13.2. The Tenement Holder must provide a calibrated groundwater model with a minimum class 2 confidence level (as defined in the Australian Groundwater Modelling Guidelines Australian Government National Water Commission, 2012) classification in the proposed PEPR.
 - 13.3. The Tenement Holder must establish a program for the establishment and ongoing calibration of the transient groundwater model using data obtained from groundwater monitoring within the proposed PEPR.
 - 13.4. The Tenement Holder must provide a calibrated transient groundwater model within 1 year from the approval of the proposed PEPR.
 - 13.5. The Tenement Holder must establish a program for the ongoing calibration of the pit lake geochemistry and hydrogeological models using data obtained from operational monitoring to address any assumptions and uncertainty within the models.
14. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clauses 11 and 12:
 - 14.1. The separate extraction of NAF and PAF from the mine, and separate placement of NAF and PAF must be verified by a suitably qualified independent expert approved by the Director of Mines (or other Authorised Officer) on a 3 monthly basis, or at a frequency as the Director of Mines (or other Authorised Officer) may specify by notice in writing. The expert must prepare a report of the findings of the verification and this report must be provided to the Director of Mines (or other Authorised Officer) within 1 month of completion of the verification.
15. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clauses 11 and 12:
 - 15.1. Provide control and management strategies to prevent impacts to receptors from TSF overflow.
 - 15.2. Determine a sulphur cut-off grade for PAF material through further testing for each waste rock unit.

- 15.3. Provide block modelling the sulphur distribution of all waste and ore to be mined for the purpose of determining the distribution and estimating the volume of NAF and PAF using the sulphur cut-off grade.
- 15.4. Integrate the sulphur model with the geological model to provide confidence in the definition of PAF boundaries, potential zones of high neutralising capacity and potential geological controls on mineralisation.
- 15.5. Provide procedures for regularly updating the models with new geological and sulphur assay data collected in the course of mine operations.
- 15.6. Provide procedures for ensuring PAF and NAF boundaries derived from the sulphur cut-off and the sulphur block model are included in open pit bench plans.
- 15.7. Provide procedures for assaying the sulphur content of waste and ore, produced during the course of mining, for verifying PAF and NAF information plotted on open pit bench plans to provide a final check that all PAF and NAF materials have been correctly identified.
- 15.8. Provide procedures and recording systems for selective mining of the identified PAF and NAF materials and their separate placement.
- 15.9. Provide strategies as directed by any guidelines provided by the Director of Mines (or other Authorised Officer).

Groundwater Criteria

16. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clauses 10, 11 and 12:
 - 16.1. Establish an appropriate measurement that demonstrates no adverse impacts to GDEs.
 - 16.2. Establish compliance groundwater monitoring bores either on the Land or at sensitive receptors that are of sufficient density and depth to detect movement of groundwater off the Land.
 - 16.3. Establish representative baseline water quality and quantity for groundwater within the Land and at sensitive receptors, with consideration of existing groundwater users and GDEs.
17. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clauses 11 and 12:

- 17.1. Quarterly monitoring records demonstrate that pH, EC, major ions, Total Recoverable Hydrocarbons (TRH) and heavy metals (including but not limited to As, Cd, Cr, Cu, Ni, Pb, Zn) are not greater than 10% above baseline values at third party extraction wells and monitoring bores within or adjacent to Pillaworta Creek.
 - 17.2. Establish representative baseline water quality data for the aquifers underlying and adjacent to the Land.
 - 17.3. Establish compliance groundwater monitoring bores either on the Land or at sensitive receptors that are of sufficient depth to detect movement of groundwater off the Land.
18. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clauses 11 and 12:
- 18.1. An independent audit prior to mine completion demonstrates that:
 - 18.1.1. all mine waste materials, infrastructure and landforms have been established in accordance with the approved PEPR and are geotechnically stable;
 - 18.1.2. all domains have been rehabilitated in accordance with the design and closure strategies;
 - 18.1.3. the Land is chemically stable; and
 - 18.1.4. a report certifies that no industrial or domestic waste are left on the Land unless approved through other legislation.

Surface Water Outcomes

19. The Tenement Holder must ensure that no adverse impact on surface water quality and water dependent ecosystems as a result of contamination and sedimentation from mining operations including construction, operation and post-mine completion.
20. The Tenement Holder must ensure that no adverse impact to the quantity of surface water available to water dependent ecosystems (including permanent pools) and existing users, on and off the Land, caused by mining operations during construction, operation and post-mine completion.

Surface Water Strategies

21. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 19:

- 21.1. The Tenement Holder must ensure no contaminated surface water leaves the Land as a result of mining operations; and
- 21.2. The Tenement Holder must ensure that, apart from water contained in the pit void:
 - 21.2.1. no contaminated surface water remains within the Land post-mine completion; and
 - 21.2.2. no contamination of surface water occurs post-mine completion as a result of mining operations within the Land.
22. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 19:
 - 22.1. An audit prior to mine completion indicates that:
 - 22.1.1. all mine waste materials, infrastructure and landforms have been established in accordance with the approved PEPR and are geotechnically stable;
 - 22.1.2. prior to surrender of the Lease all domains have been rehabilitated in accordance with the design and closure strategies;
 - 22.1.3. a site contamination report shows that the Land is chemically stable; and
 - 22.2. a report certifies that no industrial or domestic waste are left on the Land unless approved through other legislation.

Surface Water Criteria

23. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 19:
 - 23.1. Establish representative baseline surface water quality data including, but not limited to, TSS, pH, heavy metals, TRH at appropriate locations.
 - 23.2. Establish any other surface water baseline through data collection where required for measurement criteria prior to commencement of operations (including construction).
24. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clauses 19 and 20:

- 24.1. Establish any other surface water baseline through data collection where required for measurement criteria prior to commencement of operations (including construction).

Air Quality Outcomes

25. The Tenement Holder must, during construction, operation and post-mine completion, ensure that there are no impacts to:
 - 25.1. public health,
 - 25.2. public amenity, and/or
 - 25.3. surface waters (including Pillaworta Creek),from air emissions and/or dust generated by mining operations.

Air Quality Strategies

26. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 25:
 - 26.1. Undertake continuous dust and meteorological monitoring to inform decisions for operational response and contingency measures to be implemented to prevent exceedance of compliance criteria.
 - 26.2. Demonstrate progressive rehabilitation and stabilisation of disturbed areas undertaken throughout the life of mine to control dust emissions generated by wind erosion.
 - 26.3. A Dust Trigger and Response Plan to manage and monitor air quality pollutant emissions.
 - 26.4. Include strategies that address commitments made in the Response Document in relation to rain water tank testing.

Air Quality Criteria

27. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 25:
 - 27.1. Undertake meteorological monitoring in accordance with relevant Australian Standards to measure and record meteorological data including (but not

limited to) wind speed and direction, temperature, humidity, atmospheric pressure, rainfall and evaporation.

27.2. Criteria for human health must include:

27.2.1. Measurement of PM₁₀ dust concentration using monitoring methodology, equipment and instruments that adhere to Australian Standard AS/NZS 3580.9.11, and any future updates or variants to that Standard.

27.2.2. the total PM10 dust concentration (including both ambient and mine related dust) leaving the site is less than 50µg/m³ as a 24 hour (midnight to midnight) average of measurements taken at intervals of not more than 10 minutes; or

27.2.3. where the total PM10 dust concentration entering the site exceeds 50µg/m³ as a 24 hour (midnight to midnight) average of measurements taken at intervals of not more than 10 minutes, the total PM10 dust leaving the site does not exceed the measured level entering the site during that period.

27.3. Investigate and determine the appropriateness of including PM_{2.5} measurements as a criterion for the human health aspect of the outcome.

27.4. Criteria for amenity must include:

27.4.1. Measurement of Total Dust Deposition (including both ambient and mine related dust) (TDD) using monitoring methodology, equipment and instruments that are recognised by a relevant International or Australian Standard.

27.4.2. TDD leaving the site does not exceed 4g/m²/month.

27.4.3. Measurement of TSP using monitoring equipment and instruments that are recognised by a relevant International or Australian Standard.

27.4.4. Total Suspended Particulate matter (TSP) leaving the site does not exceed an average of 90 µg/m³ for any 12 month period.

27.4.5. An appropriate 24 hour TSP average is developed and applied to amenity criteria.

27.4.6. Directional Dust Deposition (including both ambient and mine related dust) (DDD) is to be measured using monitoring equipment

and instruments that are recognised by a relevant International or Australian Standard.

Noise Outcome

28. The Tenement Holder must, during construction and operation, ensure noise emanating from mining operations is in accordance with the current amenity as defined by the District Council of Tumby Bay (DCTB) Development Plan at the time of grant of the Lease.

Noise Strategies

29. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 28:
- 29.1. Undertake continuous noise and meteorological monitoring to inform decisions for operational response and contingency measures to be implemented to prevent exceedance of compliance criteria.
- 29.2. Limit the mining activities to:
- 29.2.1. Restrict construction activities to between 7.00 a.m. and 7.00 p.m. Monday to Saturday with no construction activities on Sunday or Public Holidays.
- 29.2.2. Restrict mining activities (other than processing) to 7.00 a.m. to 10.00 p.m.

Noise Criteria

30. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 28:
- 30.1. Measurement Criteria must include:
- 30.1.1. monitoring for, or at, all sensitive receivers in accordance with the *Environment Protection (Noise) Policy 2007*; and
- 30.1.2. the following noise limits, at those sensitive receivers:
- 30.1.2.1. 57 dB(A) between the hours of 7am and 10pm and 50 dB(A) between the hours of 10pm and 7am within a Primary Production Zone (as delineated in the District

Council of Tumby Bay Development Plan at the time of Lease grant).

- 30.2. Continuous monitoring of noise levels on the Land. The monitoring data must be retained for the life of the mine.

Topsoil and Subsoil Outcomes

31. The Tenement Holder must, during construction, operation and post-mine completion ensure that the existing (pre-mining) soil quality is maintained.
32. The Tenement Holder must, during construction, operation and post-mine completion ensure that the existing (pre-mining) soil quantity is maintained.

Topsoil and Subsoil Strategies

33. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clauses 31 and 32:
- 33.1. Strategies to achieve recovery of topsoil and subsoil from areas to be disturbed by mining operations.
- 33.2. Strategies for maintaining the quantity of stockpiled soil until such time that it is used for rehabilitation purposes.
- 33.3. Strategies that take into consideration the optimal soil stockpile heights.
- 33.4. Strategies for reinstatement of these soils so as to maximise the likelihood of achieving the outcome.
- 33.5. An auditable record of soil movement including recovery, stockpiling and reinstatement.
- 33.6. Strategies for the establishment of post-mine completion land uses and areas, including the re-establishment of land for agriculture.
- 33.7. Progressive rehabilitation would be implemented for all domains as soon as practicable.
- 33.8. Trials conducted during operations:
- 33.8.1. to determine the optimum thickness and material properties and slope profiles (e.g. stepped or concave) for the WRSFs and TSF,
- 33.8.2. of alternative store-release covers using available site materials.

34. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 31:
 - 34.1. The Tenement Holder must ensure that all industrial or domestic waste (which does not include tailings and waste rock) is disposed of in an EPA licensed facility.

Topsoil and Subsoil Criteria

35. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 31:
 - 35.1. Baseline data to characterise the pre-mining condition of all soils within the Land. This survey must ensure that acid sulphate soils are identified and mapped at a sufficient resolution for effective management.

Topsoil and Subsoil Outcomes – TSF and WRSF

36. The Tenement Holder must, during construction, operation and post-mine completion, ensure that the TSF, WRSF's, acid sulphate soils and ore stockpiles do not result in adverse impacts to soil quality on and off the Land.

Topsoil and Subsoil Strategies – TSF and WRSF

37. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 31:
 - 37.1. Cover trials and erosion studies commenced during operations to determine appropriateness of the cover design for the WRSFs and TSF.
38. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 31:
 - 38.1. The design, construction, operation and closure of the Tailings Storage Facility must be prepared in accordance with, but not limited to, the most recent ANCOLD Tailings Dam Guidelines.
 - 38.2. Quality control arrangements for all stages of construction of the TSF including supervision by appropriately qualified and experienced persons, documented procedures, quality control testing and record keeping.
 - 38.3. The TSF construction, operation and closure must be verified by a suitably qualified independent expert, against the design and plans that have been adopted for the TSF construction, operation and closure;

- 38.3.1. for all stages of TSF construction;
- 38.3.2. at an appropriate frequency for operations, and
- 38.3.3. for closure of the TSF including the cover system.
- 38.4. The expert must prepare reports of the findings of the verifications for provision to the Director of Mines (or other Authorised Officer).
- 38.5. The TSF embankment must be designed and constructed using the downstream construction method.
- 38.6. The expert must prepare reports of the findings of the verifications and the initial report for construction verification must be provided to the Director of Mines (or other Authorised Officer) prior to the initial placement of tailings in the TSF. Subsequent reports must be provided to the Director of Mines (or other Authorised Officer) within 1 month of completion of the verification and all reports will be made publically available.
- 38.7. The minimum freeboard height and maximum supernatant pond dimensions for the TSF must be specified.
- 38.8. The maximum dimensions of the supernatant pond must be consistent with the method of tailings deposition.
- 38.9. Cease deposition of tailings to the TSF if the specified limits for freeboard height or supernatant pond dimensions are exceeded and report this exceedance to the Director of Mines (or other Authorised Officer) within 24 hours. Freeboard is defined as the difference in height between the level of the supernatant pond and the lowest point of the tailings dam embankment.
- 38.10. Strategies for the control of seepage through the TSF base, embankment and walls.
- 38.11. Strategies for achieving and maintaining design tailings discharge densities and tailings consolidation rates to ensure timely construction of the cover system post cessation of tailings deposition.
- 38.12. Tailings discharge density trigger limits and remedial actions to ensure design densities are achieved.
- 38.13. A leak detection program for monitoring seepage through the embankment and the base of the TSF.
- 38.14. The design, construction and maintenance of mine waste cover systems including, but not limited to, a detailed cover system design, construction methodology, cover system modelling and provision of a program of works

for field trials and collection of site specific data to validate/calibrate the model(s).

- 38.15. Ensure that the WRSF and TSF final landforms will be chemically and physically stable post mine completion.
- 38.16. Acid sulphate soils must be handled and stored appropriately once disturbed to manage environmental impacts from potential acid generation.
- 38.17. Acid sulphate soils are not to be used for rehabilitation purposes.
- 38.18. Management of acid sulphate soils is to be included in documents governing management of PAF materials.

Topsoil and Subsoil Leading Indicator Criteria – TSF and WRSF

- 39. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(e) in relation to the outcome in Sixth Schedule Clause 31:
 - 39.1. Monitoring at a frequency of at least weekly with analysis of tailings solutions at an appropriate frequency for the following analytes: TRH, TDS, pH at appropriate designated locations such as exiting the plant, in the TSF supernatant, in the seepage pond and/or other appropriate locations depending on the final design of the TSF and associated infrastructure.

Traffic Outcomes

- 40. The Tenement Holder must, during construction and operation, ensure that there are no traffic accidents involving the public at mine access points that could have been reasonably prevented by the Tenement Holder.

Aboriginal, European and Geological Heritage Outcome

- 41. The Tenement Holder must during construction and operation of the Lease, ensure that there is no disturbance to Aboriginal or European heritage sites, objects or remains unless prior approval under the relevant legislation is obtained.

Visual Amenity and Landscape Outcomes

- 42. The Tenement Holder must, during operation and post-mine completion ensure that the form, contrasting aspects and reflective aspects of mining operations are visually softened to blend in with the surrounding landscape.

43. The Tenement Holder must during construction and operation ensure that there are no public nuisance impacts from light spill generated by mining operations.

Visual Amenity and Landscape Strategies

44. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 42:
- 44.1. Unless the Director of Mines (or other Authorised Officer) has approved (in writing) an alternative agreement between the Tenement Holder and a land owner relating to the removal of infrastructure, the Tenement Holder must ensure that all infrastructure is decommissioned and removed from the Land at mine completion.
- 44.2. Develop and implement strategies in consultation with affected parties for the management of visual amenity which should include (but not limited to):
- 44.2.1. Screening of prominent built structures and use of non-reflective, natural coloured materials.
- 44.2.2. Establishing vegetation to screen built infrastructure and minimise views into the Land.
- 44.2.3. Positioning and design of permanent mine landforms or other earthen bunds to screen activities.
- 44.2.4. Sculpture permanent mine landforms to soften the visual impact and reflect surrounding landscape.
- 44.2.5. Prompt rehabilitation of disturbed areas once no longer required for mining operations, utilising every available opportunity provided by the mine plan.
- 44.2.6. Rehabilitation of the final batters immediately following the completion of each WRSF lift.
- 44.3. Vegetate external faces of permanent mine landforms to reduce the impact of changes in landscape colour.

Asbestiform Minerals Outcome

45. The Tenement Holder must during construction, operation and post-mine completion ensure that there is no impact to public health from asbestiform minerals.

Land Use, Third Party Property and Safety Outcomes

46. The Tenement Holder must during construction, operation and post-mine completion ensure that there are no adverse impacts to third party property and adjacent land use as a result of mining operations, other than those agreed between the Tenement Holder and the affected user.
47. The Tenement Holder must, during construction and operation, ensure that unauthorised entry to the site does not result in public injuries and or deaths that could have been reasonably prevented.
48. The Tenement Holder must ensure that the Land is rehabilitated to support the future land use.
49. The Tenement Holder must demonstrate that post-mine completion, the risks to the health and safety of the public so far as it may be affected by mining operations are as low as reasonably practicable.

Land Use, Third Party Property and Safety Strategies

50. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 49:
 - 50.1. Develop strategies to ensure final landform design for the open pit void meets the outcome for protection of public safety post-mine completion and in the long term to address the following potential hazards (but not limited to):
 - 50.1.1. The risk of falling;
 - 50.1.2. The risk of drowning;
 - 50.1.3. The risk of vehicle incidents/accidents; and
 - 50.1.4. Ground instability.
51. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clauses 46 and 48:
 - 51.1. The Tenement Holder must ensure that the WRSFs and TSF final landforms will be chemically and physically stable post-mine completion.
 - 51.2. The TSF construction, operation and closure must be verified by a suitably qualified independent expert, against the design and plans that have been adopted for the TSF construction, operation and closure;
 - 51.2.1. for all stages of TSF construction;

- 51.2.2. at an appropriate frequency for operations, and
 - 51.2.3. for closure of the TSF including the cover system.
 - 51.3. The expert must prepare reports of the findings of the verifications for provision to the Director of Mines (or other Authorised Officer).
52. The Tenement Holder is required to address the following matter for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clauses 46, 47, 48 and 49:
- 52.1. The Tenement Holder must ensure that the WRSFs and TSF final landforms will be chemically and physically stable post-mine completion.

Land Use, Third Party Property and Safety Outcomes - Blasting

53. The Tenement Holder must, during construction and operation, ensure that there are no adverse impacts to:
- 53.1. Public safety;
 - 53.2. Human Comfort;
 - 53.3. Third party property (including livestock);
 - 53.4. Adjacent land use; or
 - 53.5. Other receptors
- from airblast, flyrock and vibration caused by blasting.

Land Use, Third Party Property and Safety Strategies - Blasting

54. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(c) in relation to the outcome in Sixth Schedule Clause 53:
- 54.1. The Tenement Holder must ensure that no flyrock encroaches on third party property unless the Tenement Holder obtains a registered Waiver of Exemption under the Act to undertake mining activities that would include such an encroachment.
 - 54.2. The Tenement Holder must:
 - 54.2.1. Notify property owners adjacent to and within the area of the Lease, subject to their consent, of all blasts no less than forty eight hours in advance of those blasts.

- 54.2.2. Develop strategies for the management of impacts from blasting, including the determination of blast exclusion zones, in accordance with relevant standards including the Australian Standard AS2187.2.
- 54.2.3. Develop strategies for establishing and implementing a blast exclusion zone between any third party property, and the designated blast area, for all blasting events during mining operations;
- 54.2.4. Develop strategies to ensure that the blast exclusion zone is maintained between the public and the designated blast area, for all blasting events during mining operations;
- 54.2.5. A blasting protocol and blasting schedule will be developed in consultation with residents of land within and adjoining the Lease to reflect the needs of the neighbouring land use practices.

Land Use, Third Party Property and Safety Criteria - Blasting

- 55. The Tenement Holder is required to address the following matters for the purpose of Regulation 65(2)(d) in relation to the outcome in Sixth Schedule Clause 53:
 - 55.1. Blasting criteria is set in accordance with the Australian Standard AS2187.2,
 - 55.2. Measurements taken to demonstrate achievement of the outcome must be taken in accordance with Australian Standard AS2187.2.