NI 43-101 Technical Report

North Kimberley Diamond Project
Western Australia

Prepared For:

Lithoquest Diamonds Inc.
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And

Consolidated Westview Resources Corp
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Prepared by:

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Effective Date: October 4, 2017

Certificate of Qualified Person

I, Thomas Henry Reddicliffe, BSc(Hons) Geol., MSc (Ore Deposit Geol.), FAUSIMM, do hereby certify that:

1. I am *Independant Consultant* with
   APEX Geoscience Ltd.
   Suite 200, 9797 – 45th Avenue
   Edmonton, Alberta T6E 5V8
   Phone: 780-439-5380
2. I graduated with a *BSc(Hons) Degree* in *Geology* from the *University of Queensland* in *1974* and with a *MSc degree* in *Ore Deposit Geology* from the *University of Western Australia* in *1999.*
3. I am and have been registered as a *Fellow* with the Australian Institute of Mining and Metallurgy since *2001*.
4. I have worked as a geologist for *40 years* since my graduation from university.
5. I have read the definition of "Qualified Person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education[(a)], affiliation with a professional association[(b)] (as defined in NI 43-101) and past relevant work experience[(c)], I fulfill the requirements to be a "Qualified Person" for the purposes of NI 43-101.
   a) I hold two relevant geological degrees from two Australian Universities.
   b) I am a current Fellow of the Australian Institute of Mining and Metallurgy (AUSIMM) and have been since 2001. I am also a Competent Person for the purposes of the reporting of exploration results, resources and reserves as they pertain to diamond exploration, evaluation and mining as per the JORC (2012) standard.
   c) I have relevant diamond exploration, evaluation and mining experience gained through 10 years as Australian Exploration Manager for Ashton Mining Ltd, 10 years as Exploration Manager/CEO for Striker Resources/North Australian Diamonds, 5 years as Technical Director for Geocrystal (an Australian focused diamond explorer) and 6 years as a diamond industry consultant. This work is inclusive of 5 years diamond exploration and evaluation work focused on the Ellendale and Argyle Diamond Fields, one year as Principal Diamond Consultant to the Ashton/RIO JV which was focused on the North Kimberley Diamond Province, including work within the area covered by the North Kimberley Diamond Project (the "Property). A further 5 years managing diamond exploration and evaluation in the North Kimberley Diamond Province with Striker Resources much of it focused within the area covered by the current Property. Although I have been involved and managed historic exploration activities within the areas now covered by the Property I have not undertaken work on the Property other than was necessary for the preparation of this Geological assessment.
6. I am responsible for and have supervised the preparation of the Technical Report titled *"North Kimberley Diamond Project"* having an effective date of October 4, 2017 (the "Technical Report"). I visited the Property *during the period 5th to 6th April, 2017*.

7. I am not aware of any scientific or technical information with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.
8. I am independent of the issuer[(i)], the vendor[(ii)] and the Property[(iii)] applying all of the tests in section 1.5 of NI 43-101.
    i. I have no prior or current association with Consolidated Westview Resource Corporation or any of its associates either as a consultant, contractor or employee, and I have no vested or beneficial interest in Consolidated Westview Resources Corporation or any of its associates.
    ii. I have no prior association with the Vendor, Primeform Investments, either as a consultant, contractor or employee, and I have no vested or beneficial interest in Primeform or any of its associates. I have been contracted by Primeform Investments to prepare an Independent Geological assessment of the Property.
    iii. I have no prior or current vested interest or beneficial rights to the Property, and apart from the Property visit pertaining to the preparation of this report I have not undertaken any exploration or related activity on the Property.
9. I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.
10. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files or their websites.

Dated this 4th *day of October, 2017*
Edmonton, Alberta, Canada

"Signed and Sealed"

Thomas Henry Reddicliffe, BSc Hons (Geol), MSc (Geol), FAUSIMM.

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1 Summary

In 2017, Lithoquest Diamonds Inc. ("Lithoquest") and wholly owned subsidiary Primeform Investments Pty Ltd. retained the services of Thomas Reddicliffe for the sole purpose of preparing an independent technical report for the North Kimberley Diamond Project, Western Australia (the "Property"). The report was commissioned and paid for by Lithoquest Diamonds Inc. in connection with a proposed transaction with Consolidated Westview Resource Corp ("CWS"). The transaction involves CWS acquiring 100% of the issued and outstanding common shares and warrants of Lithoquest in exchange for a combination of common shares and warrants of CWS, resulting in a reverse take-over of CWS by the shareholders of Lithoquest. In conjunction with the transaction, CWS has also agreed to raise a minimum of $2,430,000, by way of a non-brokered private placement. Completion of the transaction is subject to a number of conditions, one of which states that the closing must take place on or before October 31, 2017. It is anticipated that after completion of the transaction and the financing, the resulting issuer will qualify as a Tier 2 Mining Issuer pursuant to the requirements of the TSX Venture Exchange.

The effective date for the report is October 4, 2017. Note that sections 15-22 of the standard NI 43-101 table of contents have been omitted from the report since they are not relevant.

The Property is located within the Kimberley region of Western Australia, approximately 225 km northwest of the town of Kununurra. The Property comprises two exploration licenses covering an area of 100,803.77 ha. This technical report is based upon a review of all available data and a property visit conducted in April 2017 by Thomas Reddicliffe, an Independent and Qualified Person as defined in National Instrument 43-101. In this respect the author is the holder of two relevant geological degrees from two Australian Universities and is a current Fellow of the Australian Institute of Mining and Metallurgy (AUSIMM) having joined the Association in 2001. The author is also a Competent Person for the purposes of the reporting of exploration results, resources and reserves as they pertain to diamond exploration, evaluation and mining.

Thomas Reddicliffe has relevant diamond exploration, evaluation and mining experience gained through 10 years as Australian Exploration Manager for Ashton Mining Ltd, 10 years as Exploration Manager/CEO for Striker Resources/North Australian Diamonds, 5 years as the Technical Director for Geocrystal (an Australian focused diamond explorer) and 6 years as a diamond industry consultant. This work is inclusive of 5 years diamond exploration and evaluation work focused on the Ellendale and Argyle Diamond Fields, one year as the Principal Diamond Consultant to the Ashton/RIO JV which focused on the North Kimberley Diamond Province, including work within the Property. A further 5 years was spent on diamond exploration and evaluation in the North Kimberley Diamond Province for Striker Resources, much of it focused within the current Property area. Although the author has been involved and managed historic exploration activities within the areas now covered by the Property, he has not undertaken work on the current Property other than as part of the preparation of this geological assessment.

The North Kimberley Diamond Province, covering an estimated area of some 4,000 km^2, was the first kimberlite province to be discovered in Western Australia. Despite early encouragement from the discovery of diamondiferous kimberlite dykes in the mid 1970's, it was not until the 1990's during the second phase of exploration that significant diamondiferous kimberlite pipes were discovered. The diamondiferous discoveries proved not to be economically viable and exploration ceased by 2005.

The benefit of this historic exploration is that it has provided insights on the preferential regional structures influencing the emplacement of the known pipes, as well as the exploration challenges posed by deep weathering and the development of post emplacement 'infill' sediments. Bulk testing of alluvial deposits, kimberlites pipes and dykes has demonstrated that a variety of diamond populations are present in the Province. Although many of the explorers have reported the occurrence of alluvial diamonds, no potential placer deposits have been identified. Large diamonds were confirmed when +10 ct sized diamonds were reported from bulk testing of the Ashmore cluster of pipes. The largest pipe discovered in the region is the weakly diamondiferous Pteropus 2 pipe which has a surface area of 10 ha.

The Property covers the underexplored northwest portion of a prospective kimberlite corridor and is considered an early to intermediate stage exploration project. Very limited reconnaissance inspections and sampling of geomorphic features undertaken in this area in 2007, and again in 2017, have highlighted two targets which could potentially represent kimberlite bodies based on the recovery of high priority kimberlite indicator minerals and textures observed in hand specimens that are typical of weathered kimberlite in the area.

The size of the North Kimberley Diamond Province, the range in size of the kimberlite bodies, the demonstrated variability of the diamond populations and the occurrence of large diamonds, are characteristics when considered together support the potential for the region to host an economic diamond deposit.

A two phase program of work is proposed. A program of drill testing, ground geophysical surveying and prospecting on high priority targets is recommended for 2017. In addition to the 2017 field program, desktop studies of the available historic indicator mineral sampling results, airborne geophysical datasets and remote sensing imagery, should be undertaken. The results of the desktop work will be integrated with the targets identified by Lithoquest to date, to produce a ranked list of priority targets for follow up in 2018. The design of the 2018 exploration program will largely be dependent upon the results of the 2017 work.

The budget for the proposed program is $3.5M.

2 Introduction

Lithoquest Diamonds Inc. ("Lithoquest") and wholly owned subsidiary Primeform Investments Pty Ltd. ("Primeform") retained the services of Thomas Reddicliffe in 2017 to review all available data, perform a property visit and to prepare an independent technical report for the North Kimberley Diamond Project (the "Property"). Lithoquest is based in Edmonton, Alberta and their wholly owned subsidiary Primeform is based in Perth, Western Australia. The report was commissioned and paid for by Lithoquest in connection with a proposed transaction with Consolidated Westview Resource Corp ("CWS"), The transaction involves CWS acquiring 100% of the issued and outstanding common shares and warrants of Lithoquest in exchange for a combination of common shares and warrants of CWS, resulting in a reverse take-over of CWS by the shareholders of Lithoquest. In conjunction with the transaction, CWS has also agreed to raise a minimum of $2,430,000, by way of a non-brokered private. Completion of the transaction is subject to a number of conditions, one of which states that the closing must take place on or before October 31, 2017. It is anticipated that after completion of the transaction and the financing, the resulting issuer will qualify as a Tier 2 Mining Issuer pursuant to the requirements of the TSX Venture Exchange.

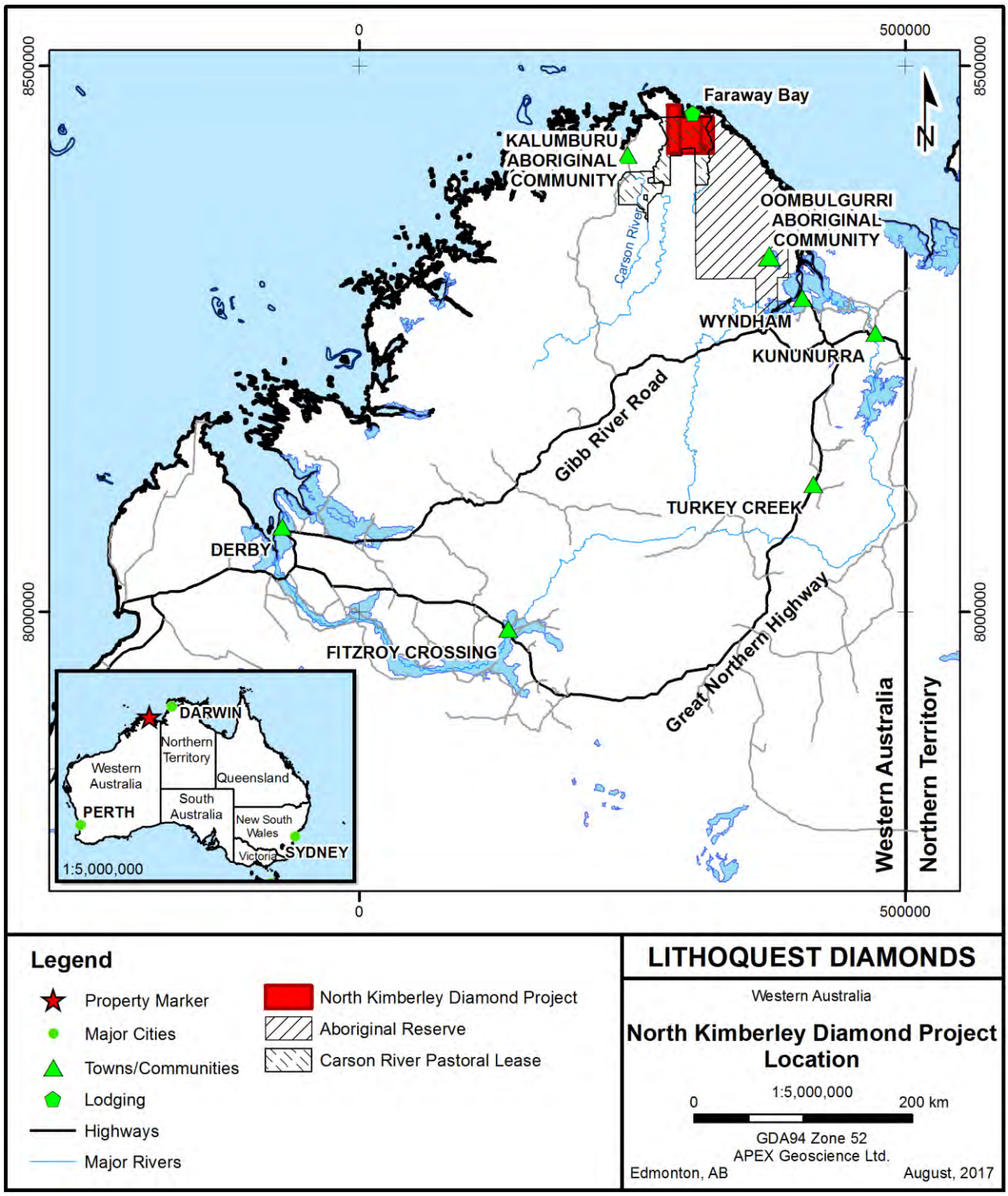
The Property is located within the Kimberley region of northern Western Australia, approximately 225 km northwest of the town of Kununurra and 430 km southwest of the city of Darwin, Northern Territory (Figure 1). The Property comprises two exploration licenses covering an area of 100,803.77 ha. The central geographical location for these tenements is 127.22° E and 14.13° S. The technical report was prepared by an independent Qualified Person and is compliant with the Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects.

The author of this document is Thomas Reddicliffe, who as a consultant to Primeform, has agreed to compile the information pertaining to the Property and to provide an opinion on the exploration potential of the tenements. As part of the author's mandate, a property visit was conducted on the 5th and 6th of April 2017. Mr T.H. Reddicliffe, BSc Hons (Geol), MSc, FAusIMM, has more than 35 years of almost exclusive experience in diamond exploration, evaluation and mining in Australia. Mr Reddicliffe's experience includes 10 years of diamond exploration in the Kimberley region, during which time he completed evaluations of the Ashmore and Seppelt kimberlite pipes. Mr Reddicliffe is an independent consultant and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration, and to the activities which are being recommended. Mr Reddicliffe is therefore an Independent and Qualified Person as defined in National Instrument 43-101.

The interpretations, conclusions and recommendations presented in this report are the opinions of the author based on his broad experience in the diamond exploration sector and his specific experience with regards to exploration and evaluation in the North Kimberley Diamond Province. The report is based on a compilation of proprietary and publicly available information, as well as information obtained during the property visit undertaken on 5th- 6th April 2017. The author, in writing this report, used sources of information as listed in the 'References' section. The government reports were prepared by a person or persons holding post-secondary geology, or related university degree(s), prior to the implementation of the standards relating to National Instrument 43-101. For those reports which were written by others whom are not qualified persons, the author

must rely upon the professional measures used by the employees of the companies who completed the work. The information in those reports is assumed to be accurate, based on the data review and property visits conducted by the author.

Figure 1: Location of the North Kimberley Diamond Property



A list of the abbreviations used in the report is included in Table 1.

Table 1: Abbreviations

$	Canadian Dollars
A$	Australian Dollars
US$	US Dollars
C	Degrees Celsius
cpht	Carats per hundred tonnes
ct	Carats
Ga	Billion years
ha	Hectares
JORC	Joint Ore Reserves Committee
kg	kilograms
km	Kilometers
km^2	Square kilometers
m	meters
m^3	Cubic meters
Ma	Million years
masl	Meters above sea level
mm	milimeters
Mt	Million tonnes
QP	Qualified Person
t	Metric Tonnes

3 Reliance on Other Experts

All Mining and Mineral Titles are maintained by the Department of Mines and Industry, Resources and Safety, pursuant to the Mining Act (1978) and Mining Regulations 1981 (WA Mining Act). The QP has not independently verified the legal status or ownership of the tenements comprising the Property, and therefore disclaims responsibility for the information on the tenements presented in Section 4.0 Property Description and Location. Primeform, a wholly owned subsidiary of Lithoquest, engaged law firm Mining Access Legal Pty to provide a title opinion on the tenements. According to the mining tenement register maintained by the Department of Mines and Industry, Resources and Safety, the sole titleholder of the tenements listed in Section 4.0 of this report is Primeform Investments Pty Ltd. The title opinion provided by Mining Access Legal Pty is dated August 17, 2017.

4 Property Description and Location

The North Kimberley Diamond Project (the "Property") is located within the Kimberley region of northern Western Australia (Figure 1) with centroids of approximately 14.13° S and 127.22° E (Universal Transvers Mercator coordinates 300000E and 8440000N, Zone 52L – Ellipsoid GDA94). It is approximately 225 km northwest of the town of Kununurra and 430 km southwest of the city of Darwin, Northern Territory. The Property comprises 2 exploration licenses (the "EL's") consisting of 306 graticular blocks covering an area of 100,803.77 ha (Figure 2, Table 2). The exploration licenses are 100% held by Primeform., a wholly owned subsidiary of Lithoquest. The exploration licenses were granted on January 17, 2017 and have an expiry date of January 18, 2022. A third exploration licence, consisting of 144 graticular blocks covering an area of 47,791.58 ha is an application pending grant. The tenements are managed by McMahons Mining Titles Service ("MMTS"), a Western Australia based professional tenement management company, on behalf of Primeform.

Consolidated Westview Resources proposes to acquire the Property through a transaction with Lithoquest, whereby CWS would acquire 100% of the issued and outstanding common shares and warrants of Lithoquest in exchange for a combination of common shares and warrants of CWS, resulting in a reverse take-over of CWS by the shareholders of Lithoquest. In conjunction with the transaction, CWS has also agreed to raise a minimum of $2,430,000, by way of a non-brokered private placement. It is anticipated that after completion of the transaction and the financing, the resulting issuer will qualify as a Tier 2 Mining Issuer pursuant to the requirements of the TSX Venture Exchange.

Under the transaction, the shareholders of Lithoquest will exchange all of their Lithoquest shares for a combination of CWS common shares and CWS warrants on the basis of one CWS share and one quarter (1/4) of one CWS warrant for each Lithoquest share. Each whole CWS warrant will entitle the holder to acquire one additional CWS share at a price of $0.30, or such higher minimum price acceptable to the TSX Venture Exchange, for a period of 24 months from closing of the transaction. Immediately prior to closing the transaction, and after giving effect to a proposed 2 for 1 split of the Lithoquest shares, there will be a total of 21,391,668 Lithoquest shares outstanding, which shares will be exchanged for a total of 21,391,668 CWS shares and 5,347,917 CWS warrants.

Upon closing the transaction, CWS will also acquire all outstanding warrants to purchase Lithoquest shares in exchange for warrants of CWS. It is anticipated that CWS will issue a total of 2,509,500 CWS warrants in exchange for 2,509,500 Lithoquest warrants (after giving effect to the Lithoquest stock split), each CWS warrant entitling the holder to purchase one CWS share for a period of 24 months at an exercise price of $0.30 (as to 2,362,500 Lithoquest warrants) and $0.20 (as to 147,000 Lithoquest warrants).

Concurrent with the closing, CWS will also complete a non-brokered private placement of a minimum of 9,000,000 units at a price of not less than $0.27 per unit for gross proceeds of not less than $2,430,000. Each unit will consist of one CWS share and one-half (1/2) share purchase warrant, each whole warrant entitling the holder thereof to purchase an additional CWS share at a price of not less than $0.40 for a period of 24 months from the closing.

Conditions to the transaction include the following:

- all necessary consents, approvals and other authorizations of any court, government, regulatory authorities and/or other third parties being obtained including, but not limited to, the conditional acceptance of the TSX Venture Exchange;
- Lithoquest having completed the planned stock split;
- Westview having completed the concurrent financing;
- the appointment of Lithoquest's nominees as the board of directors of the resulting issuer;
- Westview shall change its name to "Lithoquest Diamonds Inc." or such other name acceptable to Lithoquest and the TSX Venture Exchange;
- Lithoquest must provide audited financial statements for the last two fiscal years, an unaudited statement for the interim period, a NI 43-101 technical report on the Property and a title opinion of the EL's; and
- Closing of the transaction taking place on or before October 31, 2017.

Exploration licenses in Western Australia are acquired by paper staking, based on the graticular block system. An Exploration Licence is initially granted for 5 years, is extendable for a second 5 year term and thereafter for 2 year terms. Annual maintenance costs including rent fees and exploration expenditures increase over time (Table 3). Rents to the Government of Western Australia and local Shire are due on an annual basis. Rents and Rates, as well as 20% administration costs, are part of the allowable annual exploration expenditure. In general, Rents and Rates along with the allowable administration costs make up about 30% of the annual expenditure requirement in the case of EL's, thereby reducing the actual physical exploration expenditure required on an annual basis. At the end of the sixth year, the licensee is required to compulsory surrender 40% of the licence. The holder of an exploration licence may in accordance with the licence conditions, extract or disturb up to 1,000 tonnes of material from the ground, including overburden. Bulk testing and limited trial mining requiring the excavation of tonnages greater than 1000 tonnes may be conducted under an EL upon receiving written authority from the Mines Department. However, a granted mining licence is required before a project can proceed to the mining phase.

The Property lies partially within the Forrest River Aboriginal Reserve Area (areas east of the King George River), but a majority of the Property is located on the Carson River Pastoral Lease which is subject to Native Title. In both instances the affected peoples are the Balanggarra Indigenous Community. However, land access negotiations are conducted through the Kimberley Land Council (the "KLC") that has administrative oversight for the majority of the Kimberley Aboriginal communities. Primeform has signed a Native Title and Heritage Protection Agreement titled "Native Title, Heritage Protection and Mineral Exploration Agreement for Balanggarra Lands" dated December 12, 2016 (the "HPA") with the KCL governing access to and exploration on the Property. In addition to managing the tenements, MMTS assisted Primeform with the KLC negotiations to obtain the HPA. Additional work permits for geophysical surveys and drilling will need to be obtained once specific target areas are identified. Under the terms of the HPA, all sites selected for such exploration work require an archaeological survey to be completed before work can proceed.

There are no registered environmentally sensitive areas within the Property tenements, however ground disturbing activities require approval through the Program of Work approvals process managed by the Western Australian Department of Mines and Petroleum. Areas planned to be disturbed attract a rehabilitation bond if rehabilitation costs are estimated to be greater than A$50,000 for all areas disturbed by the company.

The property has not been legally surveyed and is considered an early to intermediate stage exploration property.

Table 2: Tenement Summary

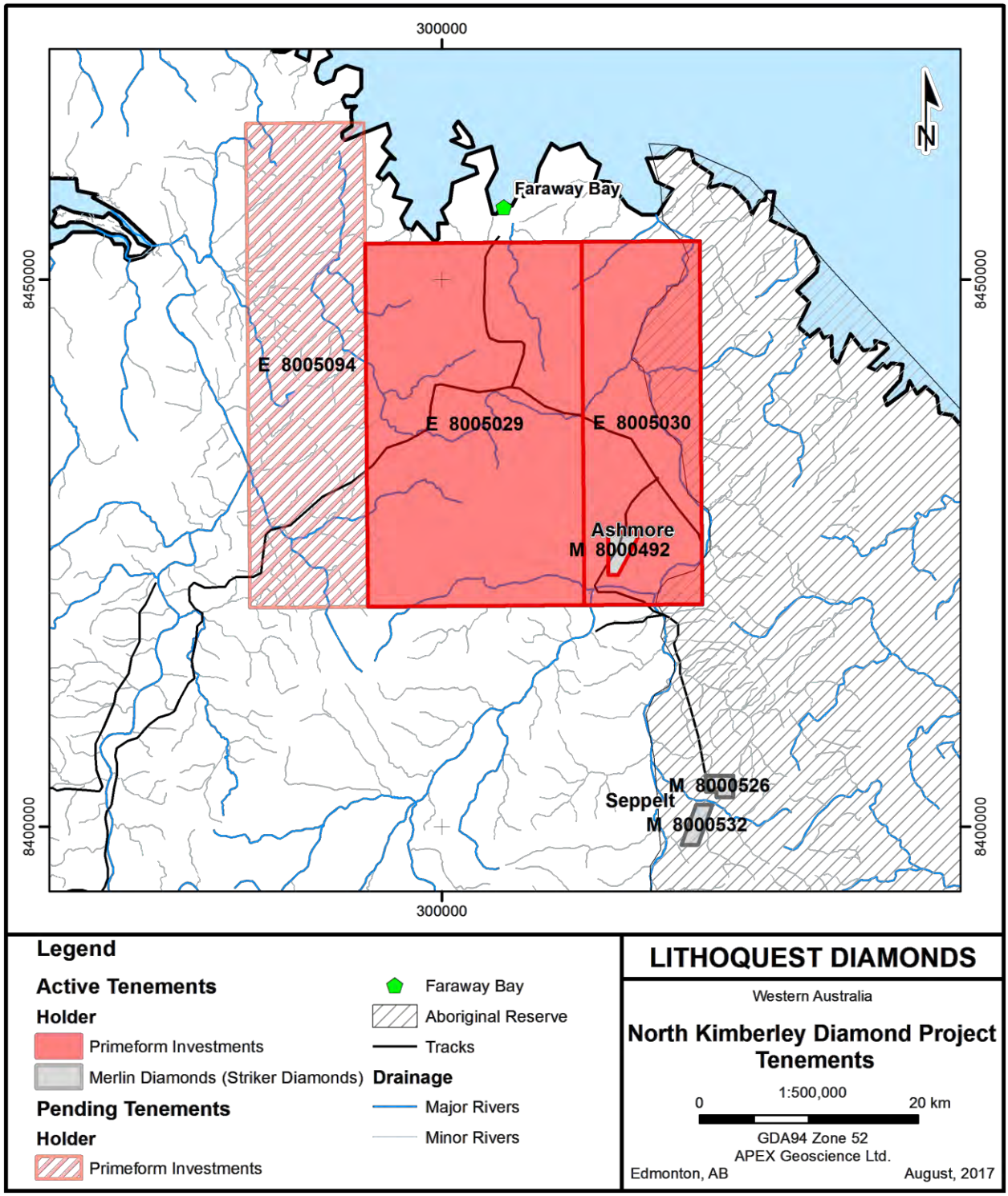
Tenement Number	Registered Holder	Approx. Area (Ha)	Blocks	Grant Date	Expiry Date
E 8005029	Primeform Investments Pty Ltd.	65,713.57	198	1/17/2017	1/18/2022
E 8005030	Primeform Investments Pty Ltd.	35,090.20	108	1/17/2017	1/18/2022
E 8005094	Primeform Investments Pty Ltd.	47,791.58	144	Pending	
	Total Area:	**148,595.357**	**450**		

Table 3: Exploration License Expenditure Requirements.

Term (years)	Year of Term	Rent (per Block)	Minimum Annual Expenditure (per block)
5 years, may extend for one period of 5 years and by further period(s) of 2 years	1 to 3	A$125.25	A$1000
	4 and 5	A$194.85	A$1500
	6 and 7	A$264.35	A$2000
	8 onwards	A$500.60	A$3000

Royalty rates in Western Australia are prescribed under the *Mining Regulations 1981* or individual State Agreement Acts. The *Mining Regulations 1981* specify an ad valorem royalty rate of 7.5% for diamonds, however royalty rates for both the Argyle diamond mine and Ellendale diamond mine are administered under individual State Agreements whose ad valorem rates are set at 5%. Company tax in Australia is charged at a rate of 30% of profits. Payroll tax is charged by the State of Western Australia at a rate of 5.5% to companies whose annual wages exceed A$750,000.

Figure 2: North Kimberley Project Tenements



5 Accessibility, Climate, Local Resources, Infrastructure and Physiography

The North Kimberley Diamond Project (the "Property") is centred on the geographic location coordinate 127.22° E and 14.13° S in the remote Kimberley region of northern Western Australia (Figures 1 and 2) and is accessed by four wheel drive vehicle or aircraft. The nearest airport with a regular passenger air service is the East Kimberley Regional Airport in Kununurra located 225 km to the east. Scattered airstrips, mostly associated with pastoral lease homesteads and outstations, can be found throughout the region and with permission are accessible by light aircraft. The nearest maintained airstrip is approximately 3.5 km north of the Property boundary at the wilderness tourist resort of Faraway Bay (Figure 2).

The Property can be accessed by four wheel drive vehicle from either Derby or Kununurra via the unsealed Gibb River and Kalumburu roads which service the Kalumburu Aboriginal Community during the dry season (April to November). Beginning from the Carson River Homestead turn-off, located 20 km short of the Kalumburu Community, the access continues for a distance of approximately 100 km along an unsealed exploration road to the area of the Ashmore Kimberlite Field which is located on mining lease M80/0492. Lithoquest has no rights or entitlements to M80/0492 which is wholly owned by Merlin Diamonds Ltd, and encompassed by the Property. Ground access within the Property area is restricted to exploration tracks maintained by companies on an as needed basis. Roads and tracks are generally impassable during the monsoonal wet season (November to March). Due to the limited local access, helicopter utilization is necessary to facilitate more extensive access to the Property.

Towns in the area are mainly located around the perimeter of the Kimberley region and include Derby, Kununurra, Fitzroy Crossing, Halls Creek and Wyndham. The Kalumburu Aboriginal Community is the nearest settlement to the Property (Figure 1). There is a maintained airstrip at the Kalumburu Aboriginal Community which also has limited serviced accommodation and can provide some provisions. Supplies are usually sourced from Derby and can be coordinated with scheduled supply runs to various homesteads and the Kalumburu Aboriginal Community.

The climate over the Kimberley area varies from semi-arid monsoonal in the south to monsoonal in the north, with distinct wet and dry seasons throughout. The field season is largely restricted to the dry season (April to November). Vegetation is of the tropical savannah type including grassy woodland areas and open forests. Day temperatures are high year round with the highest temperatures recorded between October and November (average 38°C) and the coldest months being from June to August (average 25°C). Average rainfall throughout the area is ~700 mm of which ~90% falls between November and March; July to Sept are commonly rainless (Ruddock, 2003; Hassan, 2004).

Physiologically, the Kimberley area is quite diverse but a close correlation between the exposed bedrock formations and topography has been noted. The area is dominated by the Kimberley Plateau, which consists of flat structural peneplains that have an average altitude of 500 masl, sloping gradually from 600 masl in the south to 200 masl in the north. Fairly good drainage is provided by incised river valleys. The valleys become steeper or develop into narrow canyons near the coast. The plateau is surrounded by escarpments to the east and southwest which give way to the East and West Kimberley

plains (Thom, 1975). The North Kimberley region is part of the Kimberley Plateau; more specifically it forms part of the Karunjie Plateau and lies at elevations between 100 masl and 200 masl. Erosion and weathering of siltstone and volcanic formations, interbedded with the more resistant sandstone formations, has resulted in the development of numerous escarpments, cuestas and isolated mesas (Gellatly and Sofoulis, 1969).

No mining rights attach to the Project Exploration Licences, but should the exploration result in the discovery of a diamond deposit then application can be made for a Mining Lease. Currently there are no restrictions to surface mining rights other than those that may arise in the future after completing detailed Aboriginal Heritage and Environmental Impact studies with respect to a Mining Lease. These surveys are part of the broader approvals process when seeking government permission to develop and mine a mineral resource. The establishment of mine infrastructure including, camps, tailings dams, coarse tailings and waste rock heaps, plant site and airstrip are also subject to the approvals process which may result in the areas selected for this infrastructure being modified or moved. The approval process is part of the regulatory framework within which mining operations are developed and operated and in normal circumstances does not prevent the development of a mine.

Because of the remoteness of the Property there is no government provided electricity grid from which to source power for a mine, hence all power must be generated onsite. Equally there is no government sponsored water supply, however due to the Property being in a high rainfall region there are numerous options to harvest the surface runoff water. This would be done in consultation with the local Aboriginal group and the government, and would be part of the approval and permitting process to develop a mine.

The labour required for a mining development/operation would be sourced in the first instance from the local regional settlement, that being the Kalumburu Aboriginal Community, and the regional township of Kununurra. The balance of the workforce requirements would need to be sourced from Perth and Darwin. In all instances personnel would likely be scheduled on a fly-in/fly-out rotation.

6 History

6.1 Overview

Exploration for diamonds in Australia was initiated following the fortuitous discovery of diamonds in stream gravels at Nullagine (Western Australia) by gold prospectors in 1895. Over the next 50 years, thousands of carats of diamonds were recovered from this and other alluvial deposits in various parts of the country. Of particular note are the numerous deep lead diamond deposits of the Copeton-Bingara region in Eastern Australia which were discovered in 1896 and are believed to have produced some 500,000 carats from the alluvial workings. However, despite significant exploration efforts the primary source rocks for these diamonds has remained elusive. In the 1960's, the introduction of modern geological exploration concepts and techniques led to the discovery of the first diamond-bearing pipes (primary sources) (Janse, 1992).

In 1969, the recovery of several alluvial diamonds in the West Kimberley region along the Lennard River (Ellendale area) motivated further diamond exploration in the area in the 1970's. A consortium of mining companies, collectively known as the Kalumburu Joint Venture (succeeded by the Ashton Exploration Joint Venture), began systematic diamond exploration throughout the entire Kimberley region with regional stream sediment sampling and interpretation of aerial photography (Smith, 1977). In early 1976, diamond indicator minerals (i.e. ilmenite, chromite, chrome diopside, and pyrope garnet) were found in stream-gravel concentrates collected from the Lennard Shelf which indicated the presence of diamond-bearing host rocks. Subsequently, numerous diamondiferous olivine lamproite pipes were found in the area; these along with the spatially associated non-diamondiferous leucite lamproite pipes comprise the Ellendale Lamproite Field which currently comprises 50 known intrusions. The evaluation of this field was undertaken from 1977 to 1979.

In August 1979, two diamonds were found in a small reconnaissance gravel sample collected from Smoke Creek, in the East Kimberley, resulting in the discovery of alluvial diamond deposits. Shortly afterwards, in October 1979, a large, high-grade diamondiferous olivine lamproite (the AK1 pipe) was discovered at the headwaters of Smoke Creek (Atkinson et al., 1984). Currently the Argyle (AK1 pipe) deposit is the only producing diamond mine in Western Australia. Several kimberlite pipes in the North Kimberley region, including the Seppelt and Ashmore kimberlite pipes (Figure 2) which were discovered in the 1990's, have been bulk sampled with significant grade recovered however these continue to be uneconomic at current diamond prices. Careful geological fieldwork, including the collection of over 15,000 stream and loam samples, thousands of line kilometers of airborne and ground magnetic and electromagnetic surveys and subsequent testing of geophysical targets for the presence of diamondiferous host rocks (including over 500 drill holes), has led to the discovery of more than 100 kimberlite and lamproite occurrences within and around the Kimberley Craton. The Kimberley Craton has proved to be the most fertile of the cratons in Australia for diamondiferous kimberlite/lamproite occurrences.

6.2 Historical Work on the North Kimberley Diamond Project

Diamond exploration in the North Kimberley region began in the early 1970's and was essentially continuous until the early 2000's. Historically, numerous companies have been involved in diamond exploration in this region with the major players including CRA Exploration (CRAE/Rio Tinto) as manager of the Ashton Exploration Joint Venture (AEJV), BHP Minerals (BHP), Stockdale Prospecting (the Australian arm of De Beers), Jade Creek Resources, Dioro Exploration, Finders Gold, AKD and Striker Resources (subsequently known as North Australian Diamonds/Merlin Diamonds).

The first kimberlite discoveries in the region were made in the mid 1970's by the Kalumburu Joint Venture, the area having been initially identified from reconnaissance stream sampling results. The identification of numerous areas containing indicator minerals often associated with diamonds recovered from stream sediment samples has stimulated continued exploration in the area for a period of some 30 years. During this period, numerous exploration programmes have resulted in the collection of over 3,500 stream sediment, loam, gravel and geochemical samples over the current Property tenement area. Historic exploration programmes have also included the acquisition and interpretation of aerial photography, airborne and ground geophysical surveying, trenching and drilling (225 holes). Follow-up sampling and trenching has resulted in the discovery of 15 kimberlite pipes and eight well defined kimberlite dykes in the North Kimberley area, and numerous smaller kimberlite dykes are inferred to be present. Six kimberlite pipes and eight kimberlite dykes have been identified on the Property. The mining lease containing the Ashmore kimberlite cluster, namely M80/0492, is owned by Merlin Diamonds Limited and is wholly encompassed by the Property. Lithoquest has no beneficial interest in or any rights to this mining title. Merlin Diamonds Limited has reported a JORC (2004) compliant Inferred Resource of 2.751 Mt at 5.1 cpht for the Ashmore cluster of pipes (Merlin Diamonds, 2017). The mineral resource estimate is historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimate. The QP is not treating the resource estimate as NI 43-101 defined resources verified by a QP, hence the historical resource should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration.

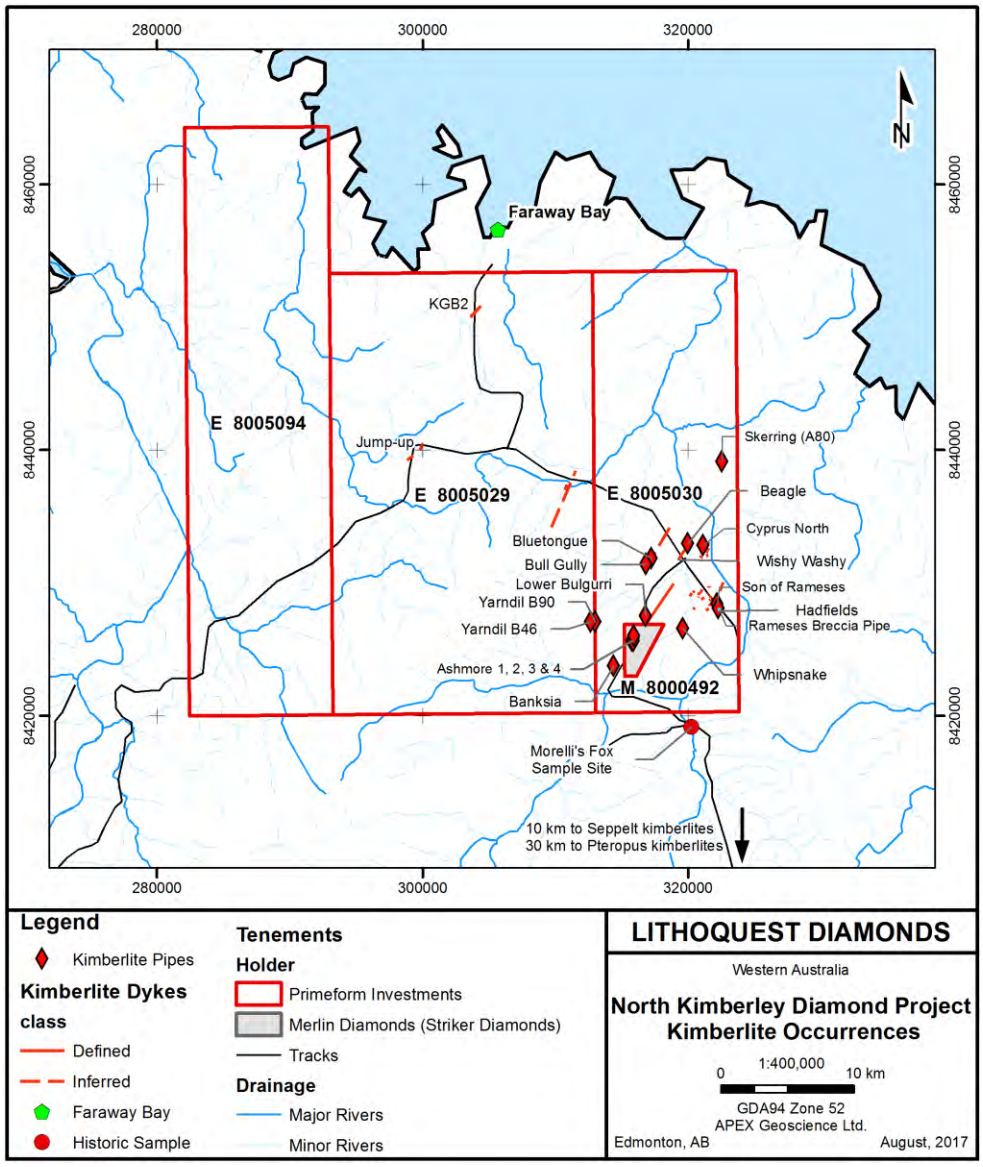
Historical exploration conducted over granted tenements is subject to annual statuary reporting requirements with reports available publically upon full relinquishment of the tenements. The exploration work undertaken both on the Property and within the general area of the Property is briefly summarized below.

6.2.1 Exploration by Kalumburu JV/AEJV (1972-2001)

The North Kimberley Diamond Province was first identified by the Kalumburu JV, a consortium of small exploration companies led by Tanganyika Holdings that had initiated diamond exploration on the Kimberley craton in the early 1970's. Their initial reconnaissance exploration in the area included regional stream sediment sampling and interpretation of aerial photography. By the mid 1970's the sampling programmes had led them to the discovery of the first kimberlite bodies in the North Kimberley including Jump-up (inferred), Skerring, Wishy Washy, KGB2 and Hadfields (Muggeridge and Smith, 1977) (Figure 3). All of these initial kimberlite discoveries were dykes. These discoveries were made by means of stream sampling, follow-up loam grid sampling and trenching, as the early attempts at ground and airborne geophysical surveying were not

effective at identifying/defining kimberlite targets (Paltridge and Smith, 1977). Specifically in the area around the Skerring kimberlite dyke, this was interpreted to be due to interference from the highly magnetic Carson Volcanics which is the surface host to the kimberlite occurrence (Muggeridge and Smith, 1977; Muggeridge et al., 1978). The Skerring kimberlite pipe, 1.75 ha in area, was subsequently discovered to be associated with the Skerring dyke through follow-up grid loam sampling (Muggeridge et al., 1978). The Skerring Kimberlite pipe is worthy of note in that it is rich in large clasts of picroilmenite and barren of diamond which makes it distinctly different than the diamondiferous kimberlite bodies in the nearby Ashmore kimberlite cluster and the associated Bulgurri Fissure. All of the aforementioned kimberlites were trenched and/or drilled and were found to be of no economic interest (Paltridge and Smith, 1977; Smith 1978).

Figure 3: Kimberlite Occurrences in the Project Area



In 1976, CRAE (now Rio Tinto) farmed-in to the Kalumburu JV and it was renamed the Ashton Exploration Joint Venture (AEJV). The Pteropus 1 kimberlite pipe, located about 45 km south of the Property, has an area of two ha and was discovered this same year (Ruddock, 2003). The discovery of Pteropus 1 provided the first evidence that the Province was host to larger pipes. Trench sampling of the Pteropus 1 kimberlite pipe resulted in the recovery of one microdiamond (Fitton, 1980). Also in 1976 the AEJV processed a bulk gravel sample of some 22 m^3 taken from the 'Morelli's Fox' site, located on the King George River 7 km south east of the then undiscovered Ashmore cluster of kimberlite pipes. The AEJV recovered 242 diamonds from the bulk gravel sample with no associated indicator minerals. This site is located just outside the south easterly Property tenement boundary. The source of these diamonds was interpreted by the AEJV to be outside of the King George River catchment due to the absence of any associated kimberlite indicator minerals (McMonnies, 1991) and hence no follow-up exploration was undertaken. Following the discovery of the Ellendale diamondiferous lamproite pipes in the south Kimberley in 1977, the AEJV ceased exploration activity in the north portion of the Province to focus on the evaluation of these new discoveries.

In 1997, after an absence of 20 years, the AEJV refocused their diamond exploration on the North Kimberley Diamond Province. Because a significant portion of the province was already under tenure by Striker Resources Limited, the AEJV entered into a Joint Venture with Striker in 1998 over their exploration tenements (excluding their Ashmore project area). The AEJV reinterpreted the 1997 Striker commissioned DIGHEM helicopter borne electromagnetic survey which resulted in the identification of numerous geophysical anomalies. A total of 42 anomalies were followed-up with a combination of ground electromagnetic, magnetic and gravity surveys, geochemical sampling and drilling. No kimberlite bodies were discovered (McCoy and Rogers, 2000). In 1999, two detailed helicopter electromagnetic and magnetic surveys were completed by the AEJV in the Property area. These were the Barton River and Beta Creek surveys. Numerous geophysical anomalies were followed-up with ground electromagnetic surveys, gravity surveys, magnetic surveys, loam sampling and drilling. Two kimberlite pipes, namely Yarndil B46 and B90, were discovered from the Beta Creek survey by the drilling of coincident gravity lows and anomalous loam samples (McCoy and Rogers, 2000). These two pipes are in close proximity to each other and are located approximately 3 km northwest of the Ashmore cluster of kimberlite pipes. The AEJV ceased on ground exploration in the area in 2000 and withdrew from the Joint Venture in 2001.

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although some of the exploration results pertain to areas that are within the Property they are not necessarily indicative of potential exploration results relating to any future exploration activities undertaken on the Property.

6.2.2 Exploration by BHP and Others (1982-1986)

Subsequent to the early exploration programmes undertaken by AEJV, much of the North Kimberley Diamond Province was explored by BHP Minerals by way of joint ventures with Swan Resources over the Beta Creek area, Swan Resources and Freeport Australia over the King George area and Dampier Mining over the North King George (Barton) area. BHP completed airborne magnetic and radiometric surveys, colored photography surveys, ground magnetic surveys, stream and loam sampling, bulk sampling and drilling to follow-up unexplained anomalous indicator mineral

occurrences. Although numerous anomalies were identified by BHP, the follow-up did not result in the discovery of any kimberlite pipes (Paterson, 1982; Paterson, 1983). After BHP withdrew from the joint venture agreements, Freeport continued for a brief period to follow-up the unexplained indicator mineral anomalies with further delineation of geophysical targets and stream and loam sampling. No kimberlite occurrences were discovered by Freeport (Marx, 1986).

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although some of the exploration results pertain to areas that are within the Property they are not necessarily indicative of potential exploration results relating to any future exploration activities undertaken on the Property.

6.2.3 Exploration by Stockdale (1985-1993)

Stockdale Prospecting (De Beers) entered into a Joint Venture with BHP Minerals (BHPM) over its Forrest River Reserve tenements with their initial verification sampling undertaken in 1985-1986 confirming the presence of indicator minerals and diamonds reported by BHPM. A brief hiatus in exploration ensued between 1987 and 1989 due to the lack of an entry permit to the Forrest River Aboriginal Reserve (McMonnies, 1991). The Property tenements impinge on the western margin of the Forrest River Reserve and the area explored by Stockdale.

In the early 1990's, Stockdale recommenced exploration in the Forrest River Reserve and completed loam and stream sampling, ground magnetic and electromagnetic surveys, remote sensing, air photo interpretation, airborne magnetic surveys and drilling (McMonnies, 1991; Scott, 1992; Smith, 1994; Smith, 1995). Follow-up sampling by Stockdale upstream from the AEJV bulk sample site known as 'Morelli's Fox' resulted in the discovery of the Seppelt 1 kimberlite pipe in 1990 (McMonnies, 1991) and the Seppelt 2 pipe in 1992 (Kerr, 1998). Stockdale collected a bulk sample from Seppelt 1 but did not persevere with Seppelt 2 as drill intersections had demonstrated it to be a small dyke like body. The Seppelt 1 and Seppelt 2 pipes are located 5 km apart along a northeast trending kimberlite bearing structure. Stockdale ceased their field activities in 1993. Although no resources were defined by Stockdale as a consequence of their work, subsequent work undertaken by Striker Resources (described in section 6.2.4) resulted in the definition of significant diamond grades and resources associated with both of these pipes. The Seppelt kimberlite pipes are located 20 km to the south of the Property within two mining titles currently owned by Merlin Diamonds Limited. Lithoquest has no beneficial interest in or any rights to these mining titles.

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although some of the exploration results pertain to areas that are within the Property they are not necessarily indicative of potential exploration results relating to any future exploration activities undertaken on the Property.

6.2.4 Exploration by Striker Resources (1992-2006)

Striker Resources NL (Striker) was active in the North Kimberley Diamond Province from 1992 onwards initially focusing exploration on areas where previous sampling (by the Ashton Exploration Joint Venture) had identified anomalous concentrations of diamonds and indicator minerals. Striker has undergone several name changes over the years, initially known as Gem Exploration and Minerals Ltd., then to become Striker Resources Limited, later North Australian Diamonds Limited, and currently Merlin Diamonds Limited. Striker has been the most enduring of the diamond explorers that worked in the North Kimberley Diamond Province with continuous exploration and evaluation programmes spanning some 15 years.

In 1993, Striker delineated the Lower Bulgurri diamondiferous fissure (dyke) through the use of ground-based geophysics and pitting (Robins et al., 1998). The Lower Bulgurri Fissure is an extensive northeast trending kimberlite dyke system that can be traced discontinuously along the northeast trending Bulgurri Lineament for up to 10 km (Reddicliffe, 2010). It is up to 5 m wide in places and appears to diminish in average width towards the north (Striker Resources, 1996; Sas, 2003). At least five en echelon zones were delineated within the lineament though drilling and trenching. The Bulgurri dyke is diamondiferous however it was deemed uneconomic due to the insufficient tonnage (Hissink, 2000). The Lower Bulgurri dyke is located on the southeast part of the Property.

In 1995 and 1996, exploration along the southwest extension of the Lower Bulgurri lineament led to the discovery of the diamondiferous Ashmore kimberlite pipes namely, Ashmore 1, 2, 3 and 4 (Field, 1995; Striker Resources, 1996). These pipes have a collective surface area of approximately 1 ha (Striker Resources, 2001b). Subsequently, Striker established a dense media separation processing plant at the Ashmore site and commenced bulk testing of the upper portions of the pipes. During the period 1999 to 2000, 35,000 t of material were processed resulting in the recovery of 2,792.25 cts of commercially sized diamonds (Striker Resources, 2001b).

In 2001, following the unexpected disappointing results from the initial bulk testing of the Ashmore pipes, bulk testing of the deeper fresh kimberlite was undertaken by means of large diameter RC drilling. This testing confirmed a consistent grade of <10 cpht for each of the pipes (Striker Resources, 2001b). Total Inferred Resources of 2.715 Mt at a grade of 5.1 cpht have been reported by Merlin Diamonds (Merlin Diamonds, 2017). Merlin Diamonds (2017) indicates that the resource was compliant under JORC 2004, however it has not been updated to comply with the JORC 2012 Code. The mineral resource estimate is historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimate. The QP is not treating the resource estimate as NI 43-101 defined resources verified by a QP, hence the historical resource should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration. The Ashmore kimberlite pipes are located within mining title M80/0492 to which Lithoquest has no rights or entitlements and which is wholly owned by Merlin Diamonds Ltd.

Also in 2001, Striker commenced delineation drilling and bulk testing by means of wide diameter ($8_{1/4}$") RC drilling of the Seppelt I kimberlite. The Seppelt 1 pipe comprises two lobes with a combined area of 0.7 ha (Striker Resources, 2003). Inferred Resources of 1.315 Mt at a grade of 25.9 cpht have been reported by Merlin Diamonds for the Seppelt 1 kimberlite pipe (Merlin Diamonds, 2017). During 2003 to 2005 Striker Resources undertook openpit bulk sampling of both the Seppelt 1 and Seppelt 2 pipes with grades of 44 cpht and 225 cpht being reported respectively (Striker Resources, 2001b). An Inferred Resource of 0.173 Mt at a grade of 225 cpht has been reported by Merlin Diamonds for the Seppelt 2 kimberlite pipe (Merlin Diamonds, 2017). Merlin Diamonds (2017) indicates that the resource was compliant under JORC 2004, however it has not been updated to comply with the JORC 2012 Code. The mineral resource estimate is historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimate. The QP is not treating the resource estimate as NI 43-101 defined resources verified by a QP, hence the historical resource should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration. The Seppelt kimberlite pipes are located 20 km to the south of the Property and are situated on two mining titles currently owned by Merlin Diamonds Limited. Lithoquest has no beneficial interest in or any entitlements pertaining to these two mining titles.

A summary of the historical Ashmore and Seppelt results is presented in Table 4.

Table 4: Ashmore and Seppelt Inferred Resources*

Pipe	'Infill'[1] (tonnes)	Kimberlite (tonnes)	Total Resource (tonnes)	Grade[2] (cpht)	Carats
Ashmore 1	305,000	868,000	1,173,000	3.67	43,000
Ashmore 2	262,000	771,000	1,033,000	6,0	62,000
Ashmore 3	108,000	243,000	351,000	3.42	12,000
Ashmore 4	58,000	100,000	158,000	13.29	21,000
Subtotal	733,000	1,982,000	2,715,000	5.1	138,000
Seppelt 1	214,000	1,101,000	1,315,000	25.9	341,000
Seppelt 2	27,000	146,000	173,000	225	390,000
Total	975,000	3,232,000	4,207,000	21	869,000

[1]Mix of kimberlite, sandstone, mudstone residing in upper portion of the pipe
[2]Resource grade based on a 0.75mm square lower screen
*Merlin Diamonds (2017) indicates that the Ashmore and Seppelt Inferred Resource statements were compliant under JORC 2004,however it has not been updated to comply with the JORC 2012 Code. These mineral resource estimates are historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimates. The QP is not treating the resource estimates as NI 43-101 defined resources verified by the QP, hence the historical resources should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration.

In addition to these evaluation programs, Striker Resources continued with wide ranging reconnaissance and follow-up exploration programmes aimed at tracking to source numerous indicator mineral and diamond occurrences. In 1997, Striker commissioned a DIGHEM helicopter borne electromagnetic survey which resulted in the identification of numerous geophysical anomalies. This area, along with Striker's tenement holding outside the immediate Ashmore Cluster, was subsequently farmed out to the AEJV.

In 2001, as part of a regionally focused bulk stream sampling programme, a 33 tonne bulk stream sample was taken downstream of the Pteropus kimberlite pipes. This sample reported five diamonds with a combined weight of 0.14 cts which was consistent with the low grades attributed to these two kimberlite pipes (Striker Resources, 2001b).

In 2003, North Australian Diamonds Ltd (formerly Striker Resources) and Diamond Mines of Australia commissioned an airborne survey using BHP Billiton's Falcon gravity gradiometer over a large area which included a large portion of the current Property (Thompson, 2006). Follow-up investigation and sampling of selected gravity targets in 2004 and 2005 recovered indicator minerals and diamonds but no kimberlite bodies were discovered. Reprocessing of the Falcon data with new techniques was undertaken in 2005 (NADL, 2005) but the follow-up of targets failed to identify any kimberlite bodies. However, several very strong indicator mineral anomalies remained unexplained.

With the exception of the three mining leases over the Ashmore and Seppelt Kimberlite pipes North Australian Diamonds Ltd relinquished all of their exploration tenements within the North Kimberley Diamond Province in 2006.

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although some of the exploration results pertain to areas that are within the Property they are not necessarily indicative of potential exploration results relating to any future exploration activities undertaken on the Property.

6.2.5 Exploration by Finders Gold and Others (1996-1999)

In 1996, Finders Gold NL (Finders) flew a closely spaced DIGHEM survey over the Seppelt Range (Small, 1997). Anomalies detected by the remote sensing techniques were followed-up by ground magnetometer surveys, ground gravity surveys and/or limited loam sampling over specific targets. Similar ground follow-up was also completed over photographical anomalies believed to be potentially related to the surface expression of kimberlite intrusions. Subsequent ground inspection and drilling were completed in areas where encouraging results were obtained but no kimberlite bodies were discovered (Sas, 1996). However, numerous anomalies remained unexplained. In 1998, Dioro Exploration NL (Dioro) and Finders conducted reconnaissance and scout drill testing of three DIGHEM anomalies. A total of 42 aircore drill holes were completed. At Anomaly 23, along the Bulgurri dyke, exploration delineated a much larger body instead of the narrow individual dyke structures with the dyke widening to at least 7 m in width and possibly up to 30 m. In 1999, systematic grid costeaning using a backhoe to follow-up geophysical and indicator mineral anomalies led to the discovery of several kimberlite bodies including the Rameses pipe, Rameses dyke, Son of Rameses, Geebung, Cyprus North and Cyprus South kimberlites in the area around the Geebung airstrip (Hissink, 2000). Finders ceased their field activities by 1999.

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although some of the exploration results pertain to areas that are within the Property they are not necessarily indicative of potential exploration results relating to any future exploration activities undertaken on the Property.

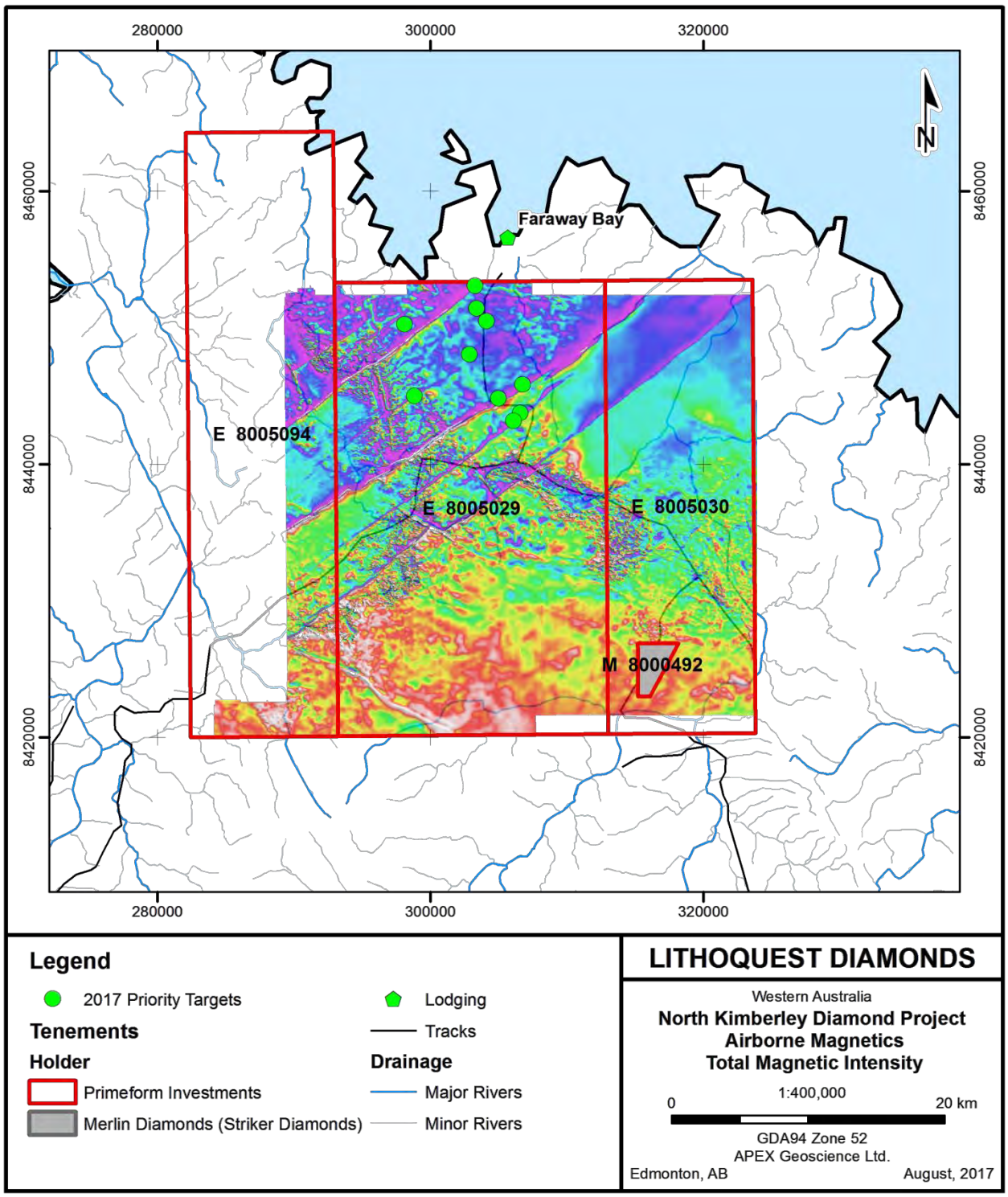
6.2.6 Recent Exploration (2007-2008)

Exploration conducted in 2007 by APEX Geosciences Ltd in the North Kimberley region comprised prospecting and sampling. In the King George River area, 12 rock grab samples were collected from surface outcrop kimberlite type material and from washed to loamy leftover trench material at a number of possible kimberlite locations.

Several of these samples contained high counts of indicator minerals with high interest mineral chemistry. Samples collected from the KGB2 kimberlite location area and a priority target in the northwest portion of the King George River area returned a high number of high interest pyrope garnet of G9D, G10 and G10D affinity. The composition of the chrome diopside recovered from the samples indicates an affinity with garnet peridotite mantle sources, with pressure-temperature estimates that fall within the diamond stability field. The recovery of these indicator minerals with high interest compositions indicates that there are kimberlites present in the area that are potentially diamondiferous. To aid in further exploration targeting, an airborne geophysical survey comprising 1,400 km^2 of magnetic data was commissioned in 2008 (Figure 4). However no further follow-up fieldwork was completed due to lack of funding as a consequence of the Global Financial Crisis. This survey covers a significant portion of the Property, including a section of the Exploration Licence currently pending approval.

The exploration data gathered by Primeform in 2007 is historic in nature and pertains to samples taken from areas now covered by the Property. A site visit undertaken by the author on the 5th and 6th of April 2017 enabled ground inspection of several of the historic sample sites and the collection of samples for validation analysis.

Figure 4: North Kimberley Property Airborne Geophysics



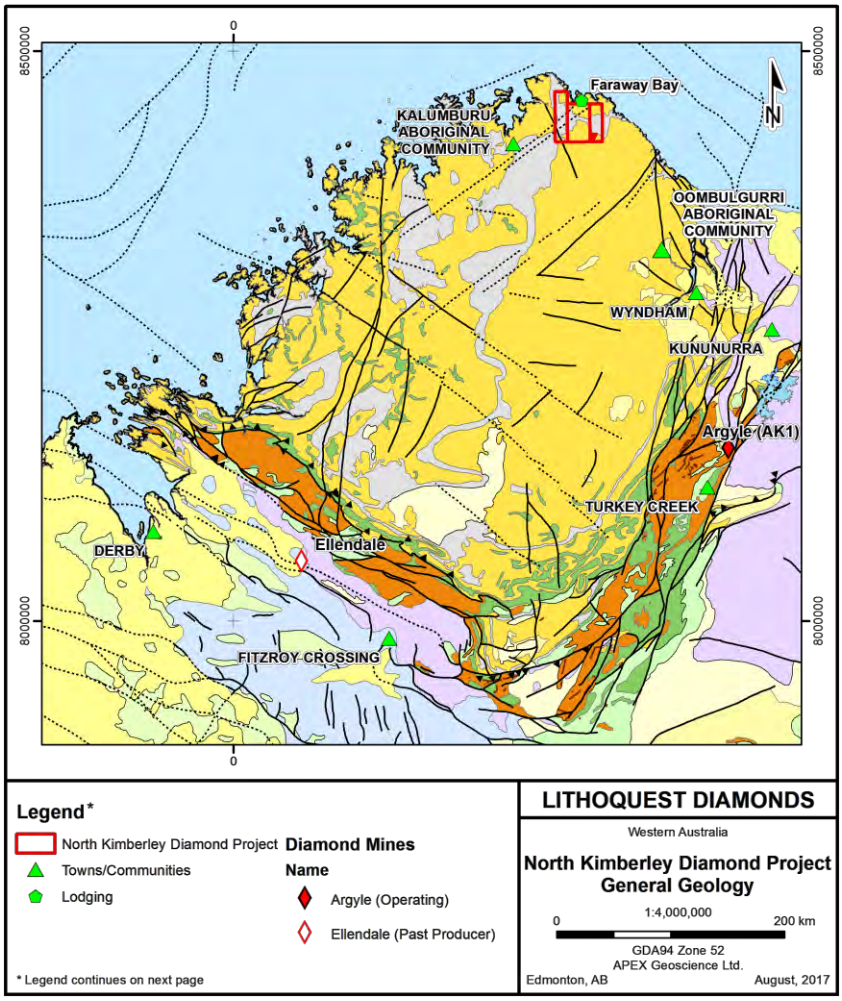
7 Geological Setting and Mineralization

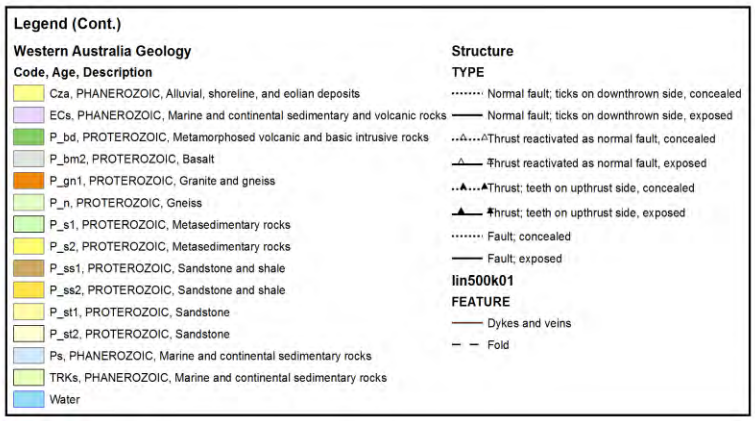
7.1 Regional Geology

Geologically the Property is located near the northeastern margin of the Kimberley Block which is comprised of platform unmetamorphosed sedimentary and mafic volcanic rocks belonging to the Kimberley Group. The Kimberley Group formations were deposited between 1.9 and 1.6 Ga ago (Thom, 1975) and are seen to outcrop throughout the Property area (Figure 5).

Physiologically the Property is located within the broad, dissected Kimberley Plateau which is characterized by escarpments and isolated mesas. The Kimberley Plateau has experienced at least three cycles of planation ranging in age from Cretaceous to Tertiary. The Tertiary planation events largely destroyed the effects of a widespread Tertiary aged intense weathering event which resulted in laterization of the landforms. Subsequent erosion of the landform has cumulated in the current sporadic cover of ferricrete, thin pisolitic soils, sands, muds and alluvium throughout the area.

Figure 5: Geology of the Kimberley Craton





7.1.1 Structural Setting

The Property lies within the confines of the Kimberley craton. The age of the Kimberley craton is not well constrained as the basement rocks are not exposed. Differing interpretations suggest either that the Kimberley craton has an Archean component (Graham et al., 1999; Griffin et al., 2000; Collins et al., 2003) or alternately that it is of Proterozoic age (Plumb and Gemuts, 1976; Gunn and Meixner, 1998; Downes et al., 2007). The Kimberley craton is surrounded by mobile belts that formed during a series of collision and accretion events in the Proterozoic. Most notable are the Halls Creek Mobile zone on the south eastern margin of the craton and the King Leopold Mobile zone on the southwest margin. The craton and surrounding mobile belts have remained tectonically stable since the Paleoproterozoic apart from regional uplift (Thom, 1975).

The structurally stable Kimberley block is dominated by shallow basins and domes produced by cross folding. The folds are gentle, broad and open. There are two prominent faults in the North Kimberley region: the Barton River and Seppelt Range faults. These faults trend north-northwest parallel to the margin of the Bonaparte Basin (Gellatly and Soufolis, 1969). Other structural lineaments in the area have northeast, northwest and east-west orientations. Kimberlite pipes and diamond bearing dykes occur on the Kimberley Craton while diamondiferous lamproite pipes are found within both the eastern and southerly bounding mobile belts. Intrusions including kimberlite pipes/dykes and dolerite dykes have largely northeast orientations which are sub-parallel to the Halls Creek Mobile Belt and the northwest Kimberley coastline (Jaques et al., 1986).

7.2 Property Geology

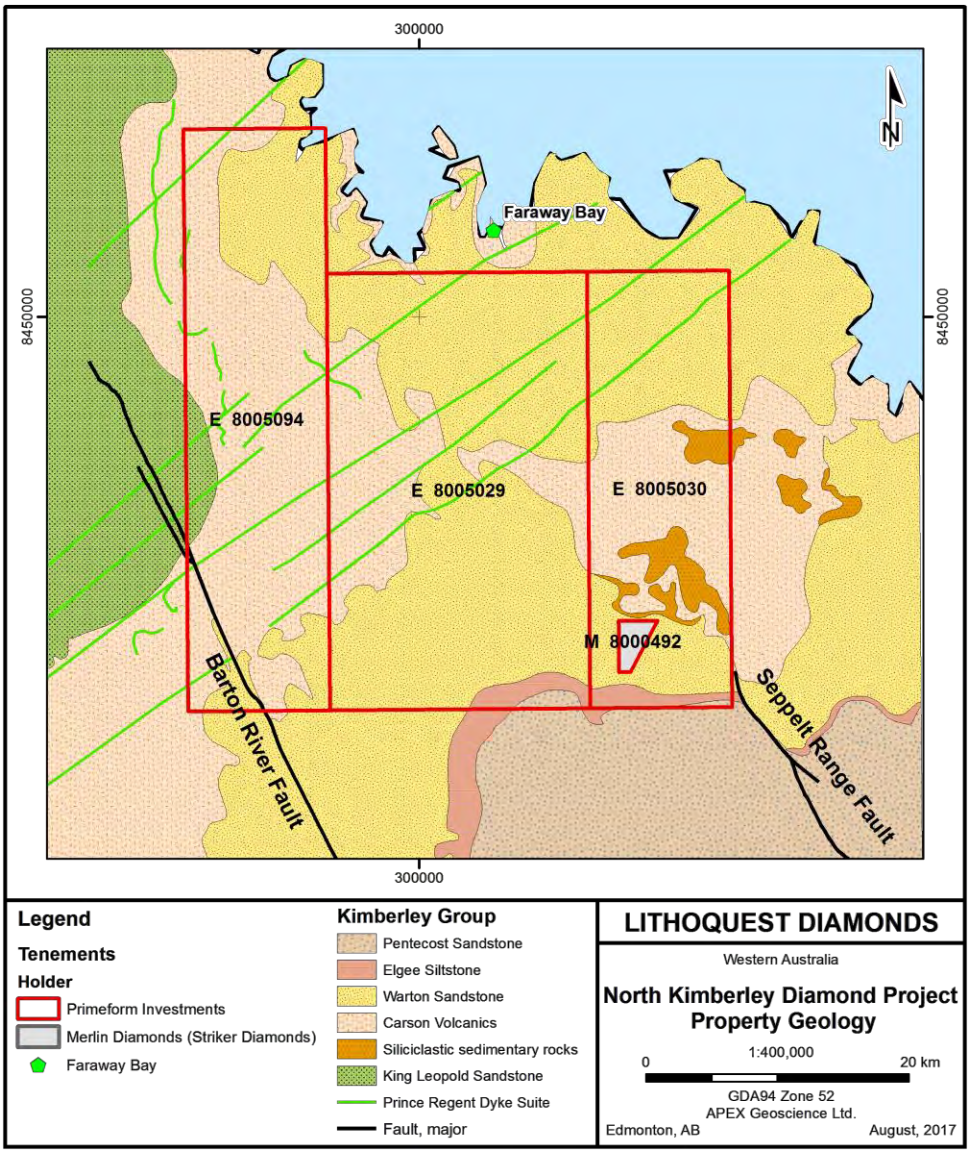
Exposed rocks within the Property are dominated by the Carson Volcanics and Warton Sandstone, which are both formations of the Proterozoic aged Kimberley Group. Minor occurrences of Tertiary and Quaternary aged cover have been recognized in low-lying areas and along water courses (Plumb and Perry, 1971) (Figure 6).

The Carson Volcanics consist predominantly of fine to medium grained tholeiitic basalt (commonly altered to spillite), feldspathic sandstone, siltstone and chert. Overlying the Carson Volcanics is the Warton Sandstone which forms a flat lying plateau and consists predominantly of white, cream and pale purple-grey, coarse to medium grained, well sorted, blocky to massive, quartz and feldspathic siltstone and sandstone (Griffin and Grey, 1990).

Remnants of a ferruginous Tertiary aged ferricrete cap occur sporadically throughout the area and sandy soils containing ferruginous and pisolite material are widespread. A variety of Quaternary aged soils, sands, muds and alluvium sporadically cover the area.

Two prominent faults, the Barton River and Seppelt Range Faults, are located on the Property and trend north northwest parallel to the margin of the Bonaparte Basin (Gellatly & Sofoulis, 1969). A belt of major lineaments with northeast trends, crosses the Property and hosts a major dolerite dyke swarm (Jaques et al., 1986) (Figure 6). A similar northeast orientation appears to be a major control on the emplacement of the known kimberlite occurrences in the area (Striker Resources, 1996).

Figure 6: Property Geology



7.3 Mineralization

The North Kimberley Kimberlite Province comprises 15 kimberlite pipes and numerous kimberlite dykes. A total of six kimberlite pipes, eight defined kimberlite dykes and numerous small inferred kimberlite dykes are located on the Property. The Ashmore kimberlite pipes are located on a mining lease that is wholly enclosed by the Property. The Seppelt and Pteropus kimberlite pipes are located 23 km and 45 km southeast of the Property, respectively. Both the Ashmore and Seppelt kimberlite pipe clusters are within mining titles currently owned by Merlin Diamonds Limited and in which Lithoquest has no beneficial interests or entitlements.

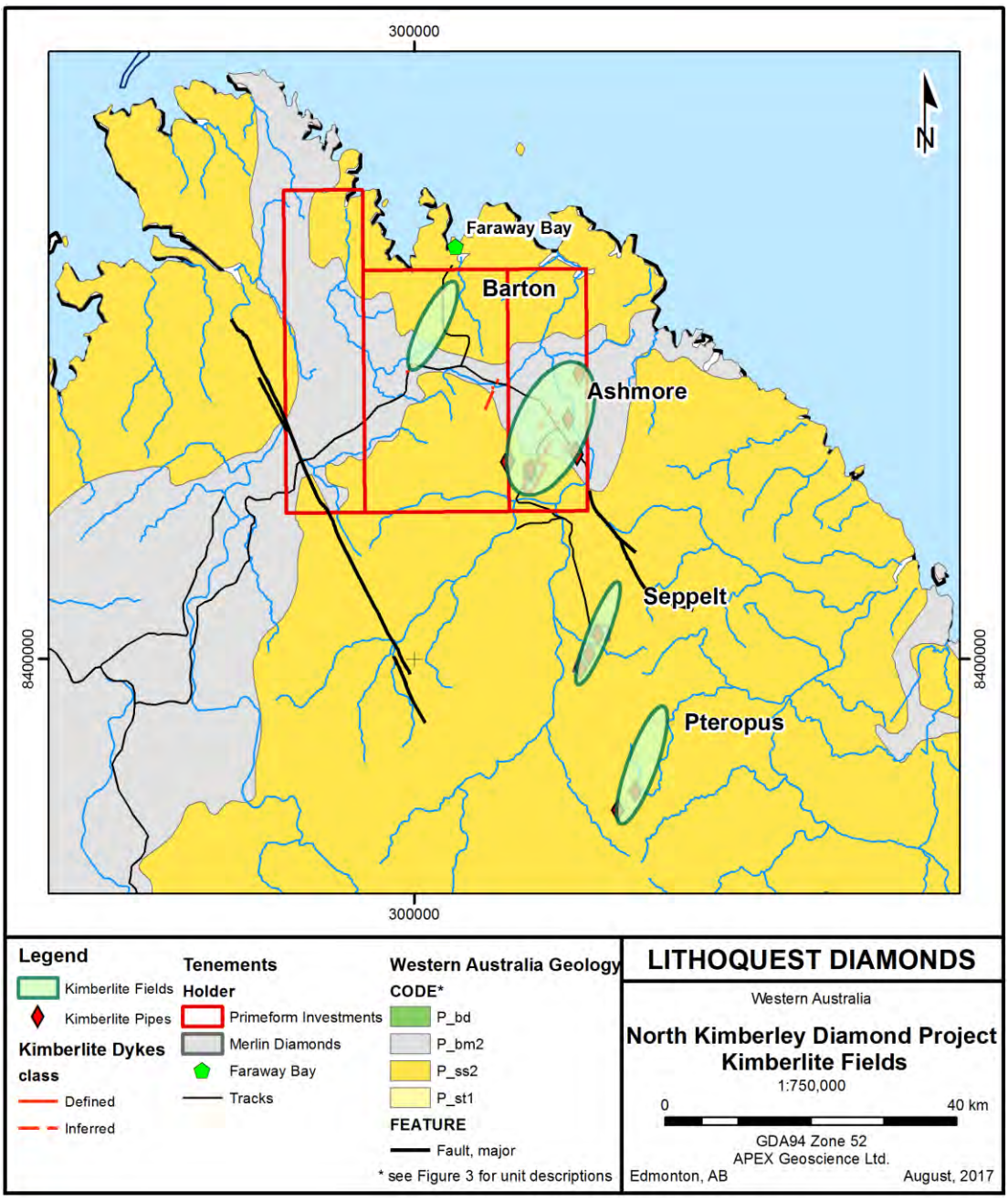
The Jump-up, Wishy Washy, KGB2, Skerring and Hadfields kimberlite dykes were discovered by the Kalumburu JV in the 1970's. However these initial kimberlite discoveries were predominantly non-diamondiferous, ilmenite-rich, narrow kimberlite dykes. The subsequent discovery of the diamondiferous Seppelt kimberlite pipes by Stockdale Prospecting (De Beers) in 1993, and the diamondiferous Ashmore kimberlite pipes in 1996 by Striker Resources, led to renewed exploration in the area.

As a consequence of both planation landform development and subsequent erosion, the significant kimberlite discoveries are found within different geological settings. The Skerring Pipe and Lower Bulgurri Fissure are exposed within the Carson Volcanics, Ashmore and Pteropus within the Warton Sandstone, and the Seppelt Pipes within the Pentecost Sandstone. Notwithstanding the different associated local stratigraphy, with the exception of the Skerring Pipe, the pipes display evidence of deep weathering and have associated mudstones and clay, sand and cobble gravels ('infill material') associated with the near surface portions of the pipes. Silicificied kimberlite cobbles can also be observed in most of the preserved upper portions of the pipes, as well as silicification of some portions of the associated kimberlite dykes, suggesting that these pipes have had associated silicified capping prior to the development of the 'infill material'. The sand and clay cobble gravels also report indicator minerals and occasional cobbles of silicified kimberlite material. The thickness of this infill material, which does not occur outside the bounds of the pipe, is usually in the order of 20 m to 30 m. The combined effects of differing local stratigraphy, the development of infill sedimentary material and silicification can diminish the surface expression of the pipes. For the known pipes, associated kimberlite dykes and unexplained surface indicator mineral dispersions are often the only physical evidence of a kimberlite occurrence. Historic exploration efforts have been severely impeded by the regolith development resulting in numerous indicator mineral occurrences remaining unresolved.

Structurally the various kimberlite occurrences present as an 'en echelon' style array within a north northwest regional trend (Figure 7). The northwest trending Barton Fault appears to form a boundary to the southwest and is arguably a controlling fault to the development of the en echelon array. The known individual kimberlite occurrences are all associated with northeast trending lineaments. The spatial periodicity of the kimberlite occurrences is in the order of 23 km. The trend remains open to both the north northwest and the south southeast with unsourced indicator minerals having reported to historic samples taken in both of these areas.

The Property tenements cover the Ashmore Field (outside of the Ashmore Pipes) and the KGB2 kimberlite dyke located 23 km to the north northwest, along with a number of reported indicator mineral anomalies in the area, suggests the potential presence of another kimberlite field. The Property tenements also extend beyond the KGB2 area along the north northwest projection of the kimberlite province. A brief description of the kimberlite occurrences located on the Property is included below.

Figure 7: North Kimberley Property Regional Structural Controls



7.3.1 KGB2

The northeast trending KGB2 dyke is located in the northwest part of the Property. The dyke consists of ferruginous kimberlite stringers that are a few centimeters in width (Jaques et al., 1986). It is dominated by large blocky grains of rutile and ilmenite with minor spinel (Vivian, 1996). The dyke was tested with trenching, diamond drilling and percussion drilling and is reported to be non-diamondiferous (Jaques et al., 1986; Garton, 2004).

7.3.2 Jump-up

The Jump-up dyke is found in the central part of the Property and is associated with a photo lineament marked on the ground by a line of eucalyptus trees. Concentrations of picroilmenite and pyrope have been recovered from surface samples collected in the area (Smith, 1978a). Shallow trenching and subsequent follow-up have repeatedly failed to expose recognizable kimberlite at this location. It is believed that the dyke consists of hairline stringers (Jaques et al., 1986). The Jump-up dyke would appear to be on the same lineament zone as the KGB2 kimberlite dyke.

7.3.3 Wishy-washy/Beagle

The Wishy-Washy kimberlite dyke is located in the southeast part of the Property some 7.5 km northeast of the Ashmore pipe cluster and within the Ashmore lineament corridor (Small, 1997). The dyke is approximately 1 m wide and described as a Mg-ilmenite rich kimberlite (Robins et al, 1998). It is traceable over a distance of 2.5 km in a north-easterly direction based on indicator minerals in loam samples (Paltridge and Smith, 1977; Sas, 2003). Subsequent work undertaken in the area in 2002 by Striker resulted in the discovery of the Beagle kimberlite dyke which appears to be the northeast extension of the Wishy-washy dyke. The Beagle kimberlite occurs as a 0.5-1 m wide, irregularly shaped, vertical to steeply dipping kimberlite dyke. Silicified kimberlite float occurs at surface. A 15.5 t bulk sample recovered 85 diamonds greater than +0.85 mm with a combined weight of 1.401 cts (Garton, 2003b). The approximate grade of 9 cpht is consistent with the low grades reported for the Ashmore cluster pipes.

7.3.4 Hadfields

The Hadfields kimberlite dyke is located in the southeast part of the Property. The dyke consists of an en echelon set of vertical kimberlite stringers averaging 2-3 cm in width that occur over a 1.5 m wide zone (Paltridge and Smith, 1977). The diamond content is unknown. Spatially, this kimberlite occurrence is regarded to be associated with the Geebung airstrip group of kimberlite occurrences discovered by Finders Gold.

7.3.5 Skerring

The Skerring kimberlite pipe is considered to be a blow associated with an unexposed portion of the northeast trending Skerring kimberlite dyke. The dyke extends for 3.5 km to the southwest and for an unknown distance to the northeast. The blow is approximately 1.75 Ha in area. Silicified kimberlite float and crustal and mantle xenoliths are found strewn across the surface of the kimberlite. Two texturally distinct types of ilmenite-rich kimberlite have been exposed in the surface pits. The kimberlite is considered to be non-diamondiferous based on bulk sampling test work (Muggeridge et al, 1978).

7.3.6 Lower Bulgurri

The Lower Bulgurri kimberlite dyke is located in the southeast part of the Property and was discovered in 1992 by Striker Resources. The dyke can be traced discontinuously along the northeast trending Bulgurri/Ashmore Lineament for up to 10 km (Reddicliffe, 2010). It is up to 5 m wide and appears to diminish in size towards the north (Striker Resources, 1996; Sas, 2003). At least 5 en echelon zones have been delineated though drilling. The Lower Bulgurri dyke is diamondiferous however it was deemed uneconomic (Hissink, 2000). Sampling along the southwest extension of the Bulgurri lineament led to the discovery of the diamondiferous Ashmore kimberlite pipe cluster (Field, 1995; Striker Resources, 1996). The Ashmore kimberlite pipes represent “blows” along one of the Bulgurri dykes (Reddicliffe, 2010). Subsequently, at anomaly A23 approximately 4.5 km north northeast of the Ashmore pipe cluster, another blow along the Bulgurri dyke was identified by Finders (Hissink, 2000). A 150 m^3 sample of material was treated by an onsite dense media separation plant resulting in the recovery of some 72 small diamonds (Hissink, 2000).

7.3.7 Geebung Airstrip Area

In addition to the Hadfields kimberlite, numerous small, short kimberlite dykes and small pipes have been discovered in the area surrounding the Geebung airstrip located in the southeast part of the Property. The Geebung kimberlite is associated with a 1 metre thick kimberlite sill (Sas, 2003). The Rameses Breccia pipe is approximately 17 m long by 7 m wide and is associated with a pyrope anomaly. No diamonds were recovered from this kimberlite (Sas, 2003). Nearby, the Son of Rameses kimberlite blow and southwest trending 1 metre wide Rameses dyke have been identified. This cluster of kimberlite occurrences is situated 6 km northeast of the Ashmore pipe cluster and is associated with structural lineaments east of and orientated parallel to the Ashmore/Bulgurri corridor lineaments. The Whipsnake kimberlite is located in the southeast part of the Property and is also associated with this northeast trending lineament that extends towards the Hadfields kimberlite. It is an ilmenite rich kimberlite that is non-diamondiferous (Striker Resources, 1996).

7.3.8 Cyprus Kimberlites

The Cyprus North kimberlite is a small pipe located south of Wishy-Washy creek and within the Ashmore/Bulgurri lineament. The Cyprus South kimberlite was identified from geophysical data and confirmed to be a thin kimberlite dyke. The diamond content of these kimberlite occurrences has not been determined (Sas, 2003).

7.3.9 Yarndil Kimberlites

The two Yarndil kimberlite pipes, namely B46 and B90, were discovered by drilling gravity lows that had coincident anomalous loam samples. The pipes are deeply weathered and contain infill sediments similar to those associated with the Ashmore kimberlite pipes. The sediments are overlain by a ferricrete cap rock. Indicator minerals recovered from the drill core samples were mainly chromite with minor proportions of pyrope and picroilmenite. One microdiamond was recovered (McCoy and Rogers, 2000).

8 Deposit Types

This section provides a general overview of kimberlite diamond deposits and outlines the geological and mineralisation models that form the basis for kimberlite exploration.

8.1 Kimberlites

The primary source rocks from which diamonds are mined are kimberlite and lamproite, both of which are found in the Kimberley region of Western Australia. Lamproite occurrences are found within the two mobile belts bounding the Kimberley craton and kimberlites are present on the Kimberley craton.

Diamonds form at great depth (>150 km) in the earth's mantle and are brought to the surface along with the mantle rocks they are sourced from (peridotite and eclogite) by kimberlite magmas. Kimberlite (and to a lesser degree olivine lamproite) is best described as a complex, hybrid igneous rock (Mitchell, 1986, 1989, 1991; Skinner, 1989; Scott Smith, 1995). Mitchell (1995) defines kimberlite as "*a group of volatile-rich (dominantly CO_2) potassic ultrabasic rocks commonly exhibiting a distinctive inequigranular texture resulting from the presence of macrocrysts set in a fine grained matrix"*. The macrocryst assemblage contains minerals crystallized from the kimberlite magma (phenocrysts) as well as minerals entrained in the magma during ascent (xenocrysts). The macrocryst assemblage is dominated by olivine, but also commonly comprises garnet, chrome diopside, ilmenite, phlogopite, enstatite and chromite (Mitchell 1995). Diamonds are considered a xenocryst within kimberlite. The mantle derived xenocryst component is important for kimberlite exploration and evaluation and is further discussed in Section 8.2. Only a small proportion of kimberlite intrusions carry sufficient quantities of diamonds to be considered economic.

At surface kimberlite intrusions can occur as dykes/sills or irregular shaped volcanic pipes. Both kimberlite pipes and dykes are found on the North Kimberley Diamond Property. Kimberlite dykes are characterized by hypabyssal facies rocks emplaced through an intrusive process which does not involve explosive volcanic activity. The orientation of kimberlite dykes is often controlled by structural trends in the area of emplacement. Kimberlite pipes are formed when kimberlite magma explosively erupts at the earth's surface as a result of magma degassing, an interaction between magma and water, or a combination thereof (Mitchell 1986; Lorenz et al., 1999, Sparks et al, 2006). The shape of kimberlite pipes varies widely from steep-sided, carrot-shaped pipes to broad champagne-glass style structures based on the emplacement environment and properties of the kimberlite magma (Field and Scott Smith, 1999, Scott Smith 2008). The pipes can be filled with a variety of rock types including pyroclastic kimberlite, bedded volcanoclastic deposits and country rocks.

8.2 Indicator Minerals

Kimberlite bodies contain a significant component (>25%) of mantle-derived minerals incorporated during ascent of the kimberlite magma (Russell et al, 2012). These include garnet, olivine, chrome-diopside, chromite and ilmenite. Because these minerals, known as kimberlite indicator minerals, occur in kimberlite at much higher abundance than diamonds their recovery and identification in regional exploration samples is used to assess the potential presence of kimberlite bodies. Additionally, kimberlite indicator minerals can provide an early indication as to the diamond carrying capacity of an undiscovered kimberlite body (Gurney et al, 1993; Nowicki et al, 2007).

To assess garnet recovered from exploration samples and kimberlite bodies, a simple yet robust classification scheme for mantle-derived garnet has been derived. Based on compositional variations garnet is classified into eight distinct classes relating to peridotitic (G9, G10, G12), megacrystic (G1), Ti-metsomatised (G11), pyroxenitic (G4, G5) and eclogitic (G3) lithologies (Grutter et al., 2004 and references therein). Additionally, certain categories can have a strong compositional and pressure-temperature association with diamond and thus are denoted by a “D” suffix including G10D (harzburgitic source rocks), G9D (lherzolitic source rocks), G4D, G5D (pyroxenitic source rocks) and G3D (eclogitic source rocks) (Grutter et al., 2004; Grutter and Menzies 2003).

Information pertaining to the diamond bearing potential of the host kimberlite can also be gained from chromite and chrome-diopside indicator minerals. Chromite indicator minerals that overlap compositions of chromite recovered as inclusions from within diamonds are referred to as “diamond inclusion field” chromite, indicating they would have formed at diamond stable conditions in the mantle (Creighton and Stachel, 2008). The composition of chrome diopside can be used to assess whether the minerals were formed within the diamond stability field. The presence of a high proportion of high interest compositions (i.e. “D” classes in garnets or diamond inclusion field chromites) indicates that the area has a high potential to be host to diamondiferous kimberlite intrusions.

Other indicator minerals that have crystallised from kimberlite magma provide information on the diamond preservation potential of a given kimberlite. For instance, the presence of low iron and high magnesium picroilmenite in a kimberlite is a positive indication that the oxidising conditions of a kimberlitic magma were favourable for the preservation of diamonds during their ascent to surface in the kimberlite magma.

Deep weathering and laterization processes are very destructive, not only of the host kimberlite rock but also of the entrained indicator minerals. In the North Kimberley the most resilient of the indicator minerals are chromite and picro-ilmenite with garnet and cr-diopside usually only being preserved within the deeper fresher kimberlite. However partial silicification of kimberlite cobbles occurring in the upper ‘infill’ portions of the pipes has enabled, in many instances, the full suite of indicator minerals to be preserved at and near surface.

8.3 Geophysical Signature

Due to the unique geometry of a kimberlite pipe and the manner in which the kimberlite magma has intruded a pre-existing host rock, there are often differences in the physical properties of a kimberlite and the host rock in which it is emplaced. These differences can often be detected by airborne or ground geophysical surveys. Two of the most commonly used geophysical techniques are airborne or ground magnetic surveys and airborne or ground electromagnetic (EM) surveys. These two techniques rely on the magnetic and conductive properties respectively of the kimberlite rocks relative to the country rocks. In some areas, kimberlite bodies have been successfully identified by the use of airborne or ground based gravity surveys. This technique relies on there being a measurable difference in rock density between kimberlite rock and the country rock.

The effectiveness of geophysical methods in kimberlite exploration is dependent on the assumption that the difference between the geophysical signature of the hosting rock unit and a potential kimberlite is significant enough to be recognised by the geophysical equipment being used. There are many examples of economic kimberlites that produce very subtle, unrecognisable geophysical responses as well as non-kimberlite geological features and man-made structures (referred to as “cultural interference”) such as fences, bridges, or buildings which can produce kimberlite like anomalies. For these reasons, it is extremely important that other information, such as indicator mineral surveys, be used in tandem with geophysical evidence to assess anomalous targets (Fipke et al., 1995).

The effect of deep weathering has a big influence on the geophysical characteristics of kimberlite compared to fresh kimberlite and hence must be taken into consideration when contemplating the use of a geophysical technique to identify kimberlite targets. Magnetic signatures can become very subtle or subdued due to the destruction of the contained magnetite above the base of weathering which is often 50 to 100 m below surface.

By contrast, the development of thick clays in the upper weathered portions of the kimberlites can enhance the electromagnetic and gravity responses particularly when contrasted with resistive and higher density sandstone host rocks.

9 Exploration

In 2016, Lithoquest recognized that the rock samples collected in 2007 yielding Kimberlite Indicator Minerals with high-interest chemical compositions were coincident with circular to ovoid topographic features located along the northeast-southwest structures that are predominant in the Property area. Based on this observation, Lithoquest considered the North Kimberley Diamond Province to be a high priority area for the discovery of additional diamondiferous kimberlites. In 2016 and 2017, Lithoquest acquired data, researched historical exploration data aimed at understanding the known kimberlite discoveries, developed a new exploration model for the region and completed a reconnaissance field visit. Total costs incurred by Lithoquest for the period August 2016 to June 2017 were $219,135, of which $120,839.91 are considered to be Approved Expenditures as per the TXS Venture Exchange definition for Initial Listing Requirements: Tier 2 Mining Issuer Policy 1.1 (costs such as land maintenance, property payments, public affairs, international fights, tax and general and administration are not included in the Approved Expenditure total). This work is outlined below.

During 2016 and 2017, historical data from assessment reports, government reports and other publically available datasets was compiled and reviewed. The compilation included digitizing and rectifying available data including sample locations, indicator mineral results, drill holes, and airborne and ground geophysical surveys. The compilation highlighted the presence of numerous unexplained anomalous concentrations of diamonds and indicator minerals that warrant follow-up, as well as anomalies detected by geophysical techniques and/or recognised on aerial photographs.

In late 2016, Lithoquest acquired high resolution satellite imagery including 15 m resolution Landsat and Aster imagery, 10 m resolution Sentinel 2 imagery and 50 cm resolution Worldview imagery. Lithoquest also purchased and reprocessed high-resolution airborne magnetic and radiometric data collected in 2008 that covers a majority of the current tenements (Figure 4).

A preliminary assessment of the airborne magnetic data and Worldview satellite imagery was conducted for the purposes of identifying kimberlite targets for follow-up in the field. The data review focused on the area of the property where high-interest rock grab samples were collected in 2007.

It was immediately noted that the topographic features coincident with the 2007 samples had little to no discernable magnetic response. As a result, emphasis was placed on identifying topographic features in the satellite imagery.

Ten targets characterised by anomalous topographic features were then identified for follow-up. The targets were coincident with or adjacent to one of the predominant northwest-southeast structures.

The primary objectives of the property visit conducted on the 5th and 6th of April, 2017 were:

1) Prospect and investigate for evidence of kimberlites on/near the Property; and
2) Confirm the presence of anomalous kimberlite indicator minerals in order to evaluate the overall diamond potential of the area.

The site visit was conducted from the nearby settlement of Kalumburu and utilized a helicopter to efficiently locate and assess the selected sites. The sites were initially located by use of GPS using predetermined AMG coordinate positions. Confirmation of the selected features was enabled by comparison with satellite imagery. A thorough ground inspection was made at each site, with the aim of identifying rock outcrop and rock float that could potentially represent weathered kimberlite. The ground inspections varied from 1 to 4 hours per site.

With the exception of site 1701, the location of the KGB2 kimberlite dyke, all of the sites are associated with very prominent northeast trending structural/magnetic lineaments (Figure 8). Rock grab samples were collected over these physiographical anomalies identified during the 2016/2017 compilation and satellite imagery interpretation exercise. The sampling was not systematic in that samples were taken of both rock float and outcrop (where possible). In addition, there was a conscious sampling bias towards rocks which were considered to have weathering and textural characteristics reminiscent of kimberlite. In all instances, the exposed areal extent of specific outcrop and float was limited so that it could not be confirmed if these rock occurrences were representative of the entire feature being inspected. The sporadic occurrence of like material within the bounds of the feature was the only evidence linking the outcrop to the feature itself. The six sites that were inspected are described in Table 5 and individual samples are described in Table 6.

Figure 8: 2017 Sample Locations

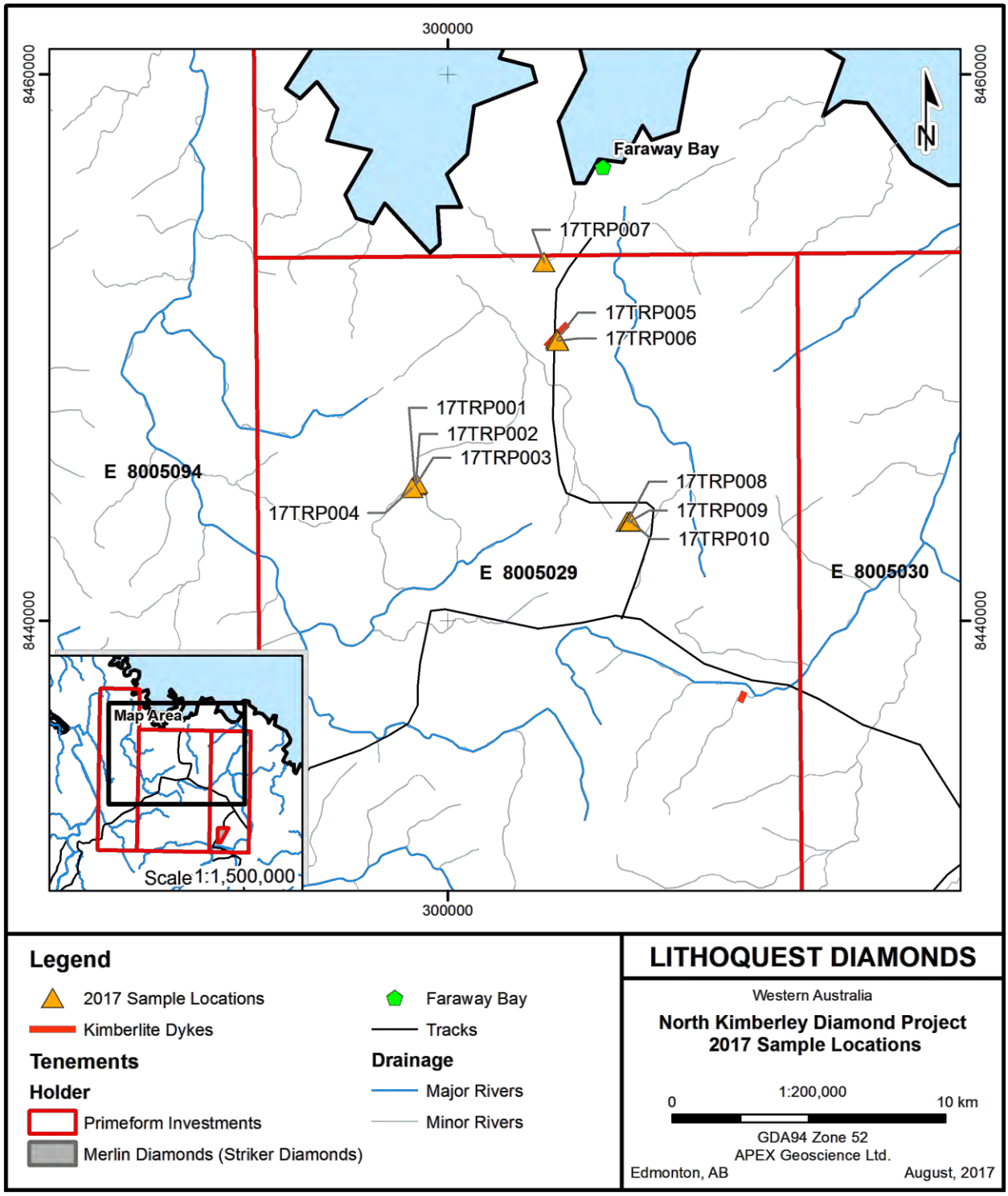
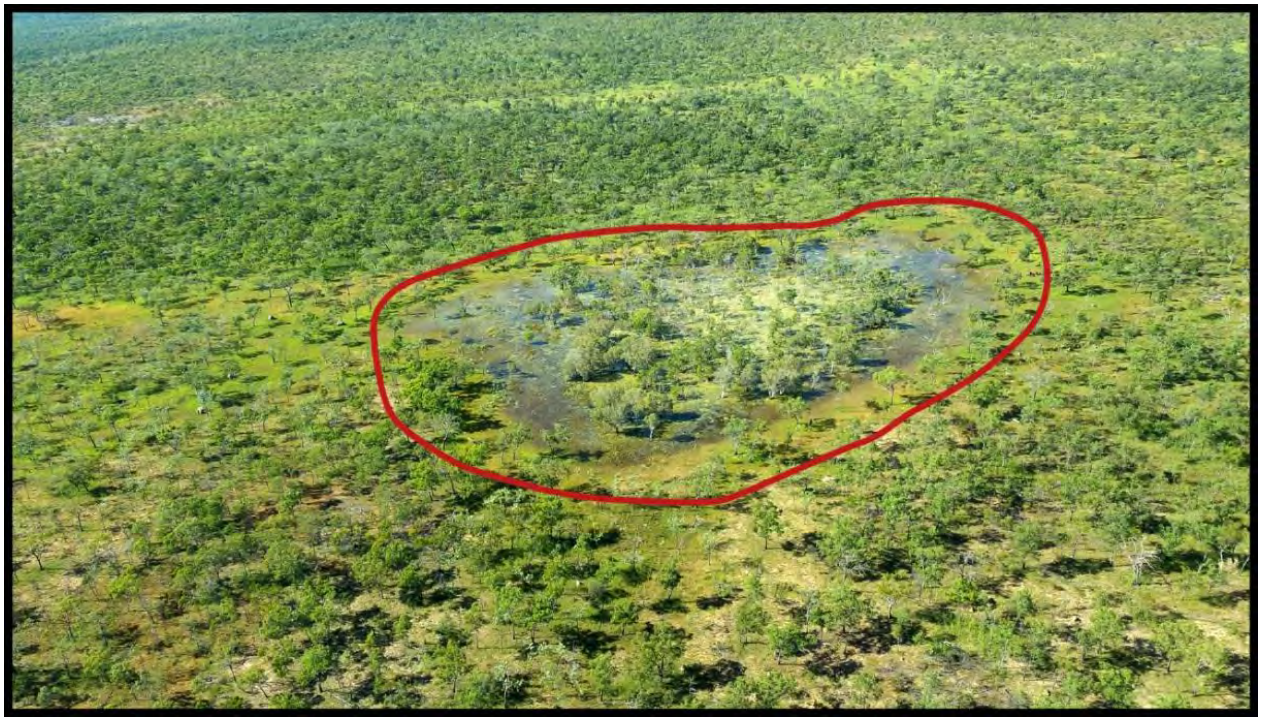


Table 5: Description of Inspected Sites

NKG TARGETS			
Target Id	**Easting**	**Northing**	**Description**
1701	304021	8450322	This is the reported location of the KGB2 kimberlite dyke which was discovered by the Kalumburu JV in the 1970's. Previous work in the area was evidenced by some surface scrapings and a drill hole collar. The drill hole is angled steeply to the NW presumably aimed to intersect the dyke. The site is on the flank of a moderate rise in the topography. Some deeply weathered and ferruginised kimberlite float was identified. More common was fragmental/porphyritic textured float that could not be definitively identified as kimberlite. No insitu evidence of the dyke or any obvious structures were observed. A sample of rock float collected from this site in 2007 reported 29 pyrope garnet, 3 cr-diopside, 34 picroilmenite and 21 chromite confirming the presence of weathered kimberlite. An established track is located on the eastern side of the site which continues to Faraway Bay. Some 50m south of the site and on the edge of the road are two piles of ferricrete/pisolitic gravels. These may be a road windrow or sample screenings from past sampling activities. A sample of this material reported 72 pyrope garnet, 13 cr-diopside and 15 chromite providing further confirmation of the presence of the KGB2 kimberlite. Two samples collected from these sites in 2017 reported >100 chromite, >100 picroilmenite and 2 pyrope garnets.
1702	298787	8445007	This is a light coloured oblate shaped photo-feature associated with a major NE trending structure. The feature is close to a breakaway margin of the Warton Sandstone Formation with a NE trending tongue of the underlying Carson Volcanics exposed. The feature has dimensions of 300m by 100m. Drainage within the feature has exposed a deeply weathered, leached, soft ultrabasic/ultramafic rock with a porphyritic texture in places very similar in appearance to olivine macrocrystic kimberlite. Abundant soft green clasts could be after olivine but may represent vesicles. Massive Carson Volcanics can be seen at some of the margin edges of the feature. Within the feature, float with skeletal silicified replacement textures is common as are rocks with fragmental textures. Warton Sandstone with fine veining of carbonate/silica? and some brecciation was observed on the northern margin of the feature. Two samples collected from this feature in 2007 reported 149 pyrope garnet, 18 cr-diopside, 1 picroilmenite and 3 chromite suggesting the feature may represent a weathered kimberlite. Four samples were collected from this site in 2017, two of which replicated the 2007 sample sites. These latter two samples collectively reported 3 picroilmenite and 2 pyrope garnet.
1603	306732	8445838	Water filled ti-tree swamp. Picked as a photo-feature in close proximity to a major NW trending structural feature. The feature is oval with dimensions 150m by 100m (Figure 9). This feature was not inspected on the ground and no samples were collected.
1604	303275	8453040	This is a large photo-feature associated with a major NE trending structure. The feature is oval in shape being 500m long and 350m wide. The structure bisects the photo-feature. The feature has sparse

			tree vegetation and little grass development. The surface is a flat ferricrete. On the eastern margin of the feature, and coincident with the associated structure, is a breakaway which exposed a profile of the ferricrete cap rock. In this area the cap is 1.5m thick. Apart from occasional ferricrete there is no outcrop in this area and no kimberlite outcrop or float was observed. One sample was collected from this site from which a single cr-diopside grain was recovered.
1607	304955	8444790	This feature is a subtle ti-tree swamp which is visually different than the surrounding area. It has the appearance of a circular feature with a diameter of 80m and is located in close proximity to a major NE trending structure. No outcrop or float was observed on or within the vicinity of the feature. No samples were collected from this site.
1605	306725	8443650	This target appears to be a more resistant island of sandstone that forms a roughly circular topographic high and lies adjacent to a major NE trending structure. Prospecting within this structure found it to be characterised by dark red-brown pisolitic soils, ferruginous rock float and common dark red-brown termite mounds. The feature is 200m long and 50m wide. The surrounding area is largely exposed Warton Sandstone Formation. The ferruginous float associated with the feature commonly has fragmental/porphyritic (?) style textures similar to that which was observed at the KGB2 site. However there is no outcrop and no definitive kimberlite was identified. Three samples of float rock were collected from this site. These rock samples have textures typical of that seen in deeply weathered macrocrystic olivine kimberlite and reported 1 picroilmenite and 2 pyrope garnet.

Figure 9: Target 1603 - Aerial View



Target 1702 (Figure 10) is a 3 ha sized, oblate geomorphic feature located within a window of the Warton Sandstone Formation. The feature is characterised by a variety of deeply weathered to silicified rock exposures (Figure 11), both as outcrop and surface float. The silicified rocks, often with skeletal textures, are in some instances very similar to those observed at Skerring and Seppelt 1.

Although the indicator mineral recoveries from the 2007 samples were not completely mirrored by the follow-up samples taken in 2017, there is sufficient overlap of the results for Target 1702 to be considered a high priority kimberlite target that warrants follow-up. The mineral chemistry plots for the indicator minerals recovered from Target 1702 in 2007 are shown in Figure 13 and Figure 14. The pressure and temperature estimates based on the cr-diopside mineral chemistry demonstrate that the grains have equilibrated within the theoretical diamond stability field (Figure 13). The garnet mineral chemistry shows grains represented in the G9D and the harzburgitic G10D fields (Figure 14). Both of these plots signify mantle conditions conducive to the occurrence of diamonds, making 1702 a high priority target.

Figure 10: Target 1702 - Aerial View

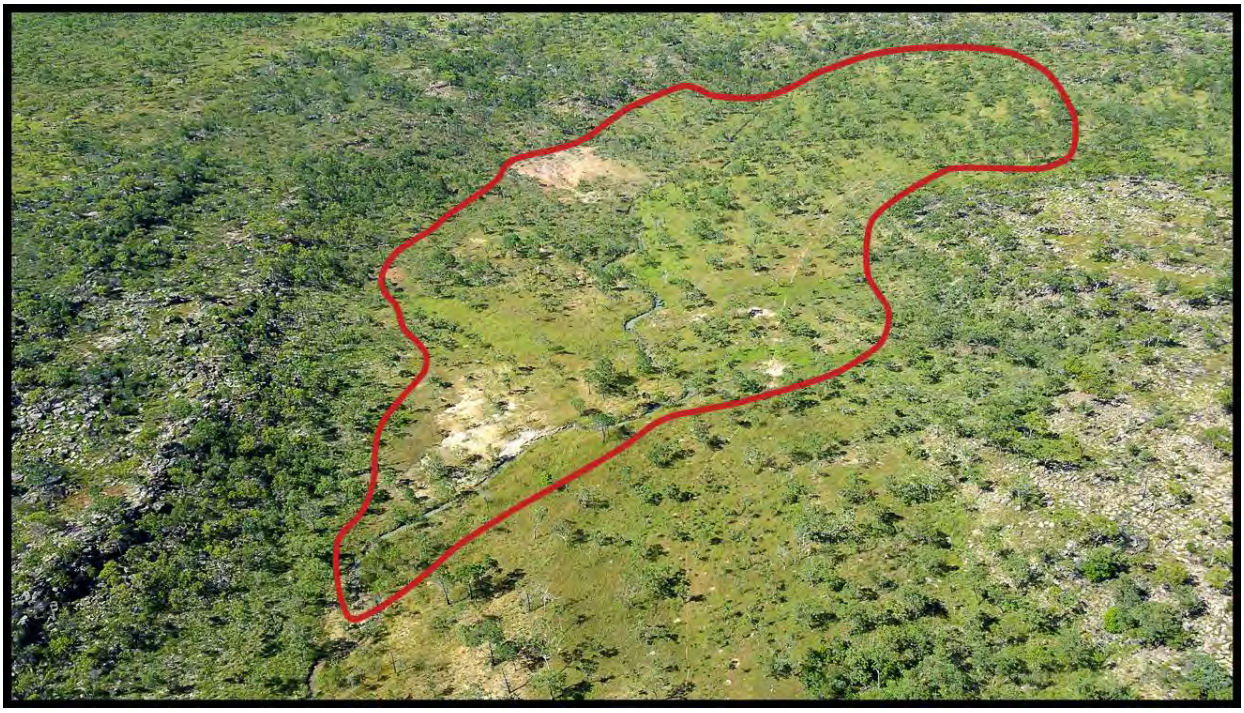


Figure 11: Leached, Weathered Volcanic Outcrop - Sample Site 17TRP002

Figure 12: Skeletal textures: Target 1702 (A), Skerring (B) and Seppelt 1 (C)

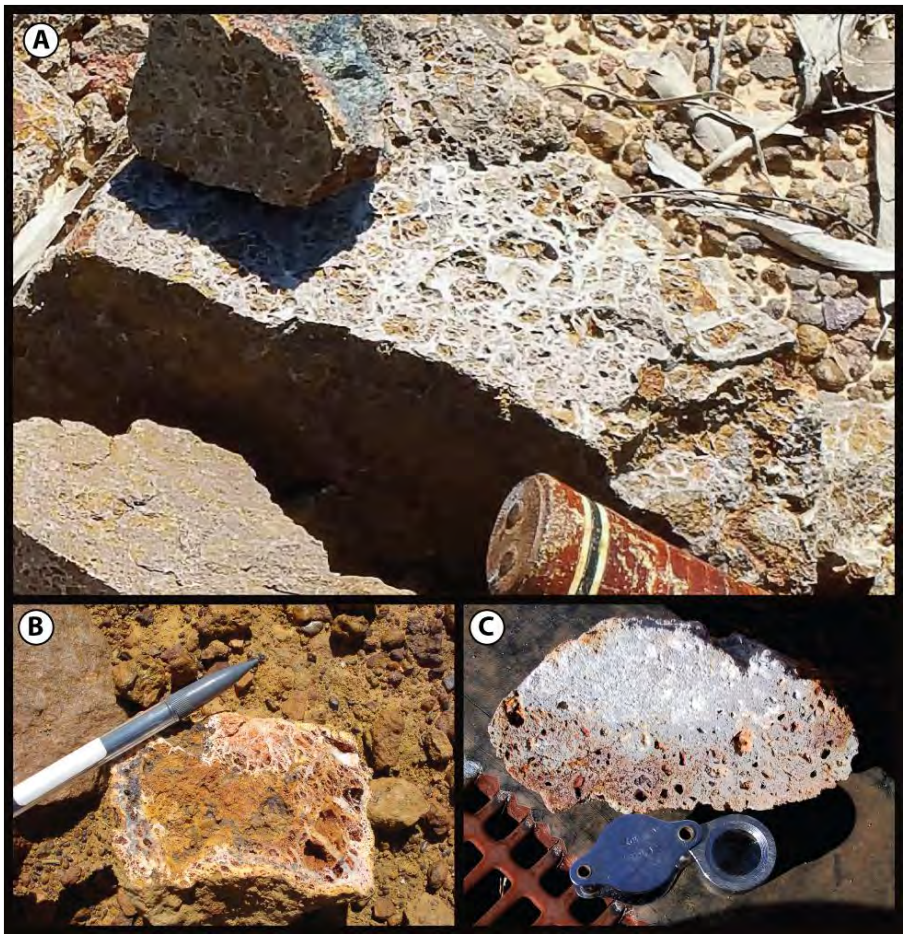


Figure 13: Cr-Diopside Geothermobarometry for Target 1702

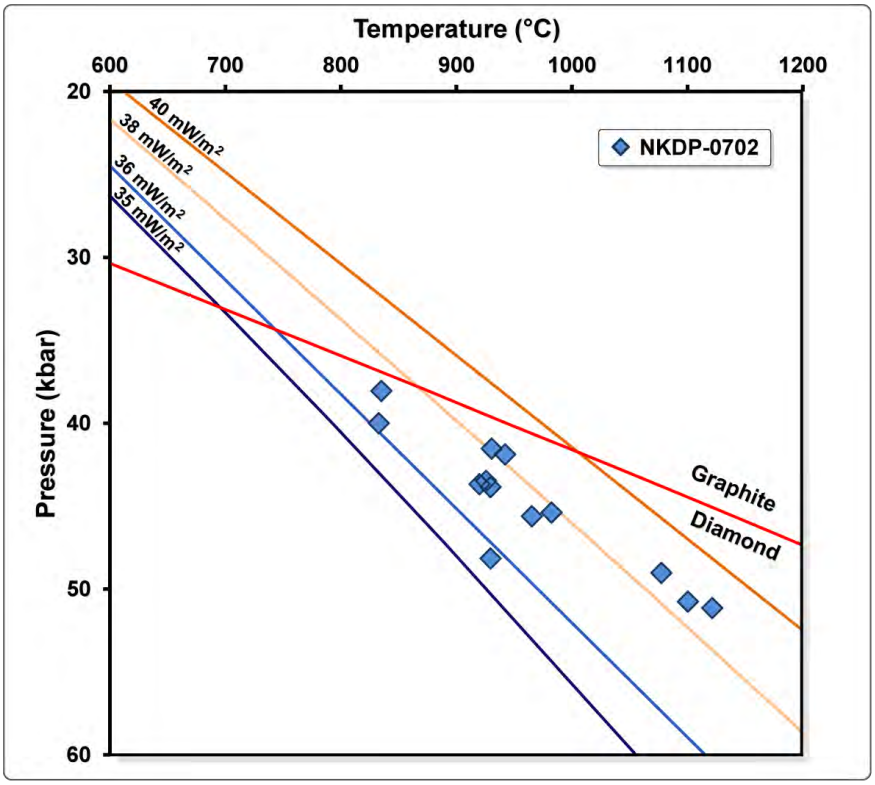
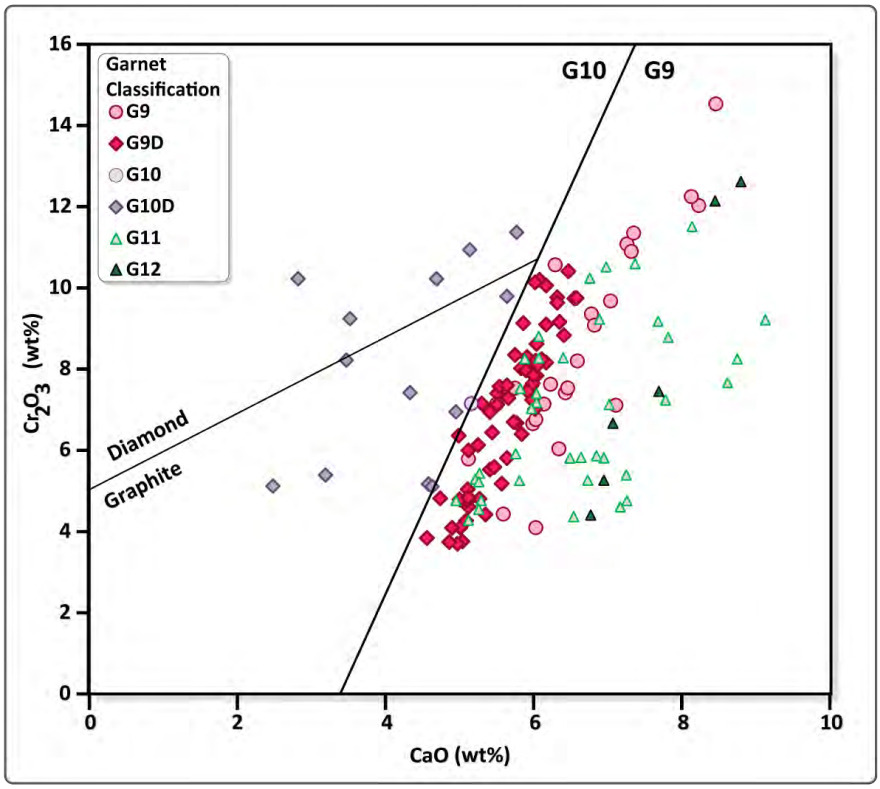


Figure 14: Garnet Mineral Chemistry for Target 1702



Target 1605 is a geomorphic feature (Figure 15) associated with a NE trending regional scale structure. The feature is characterised by heavily ferruginised dark red-brown pisolitic soils and float. The textures of rocks associated with this target have characteristics very similar to those observed in the deeply weathered KGB2 kimberlite (Figure 16). Rock samples collected from this site yielded a small number of kimberlite indicator minerals therefore this feature is considered to be a high priority kimberlite target that warrants further work.

Figure 15: Target 1605 - Aerial View

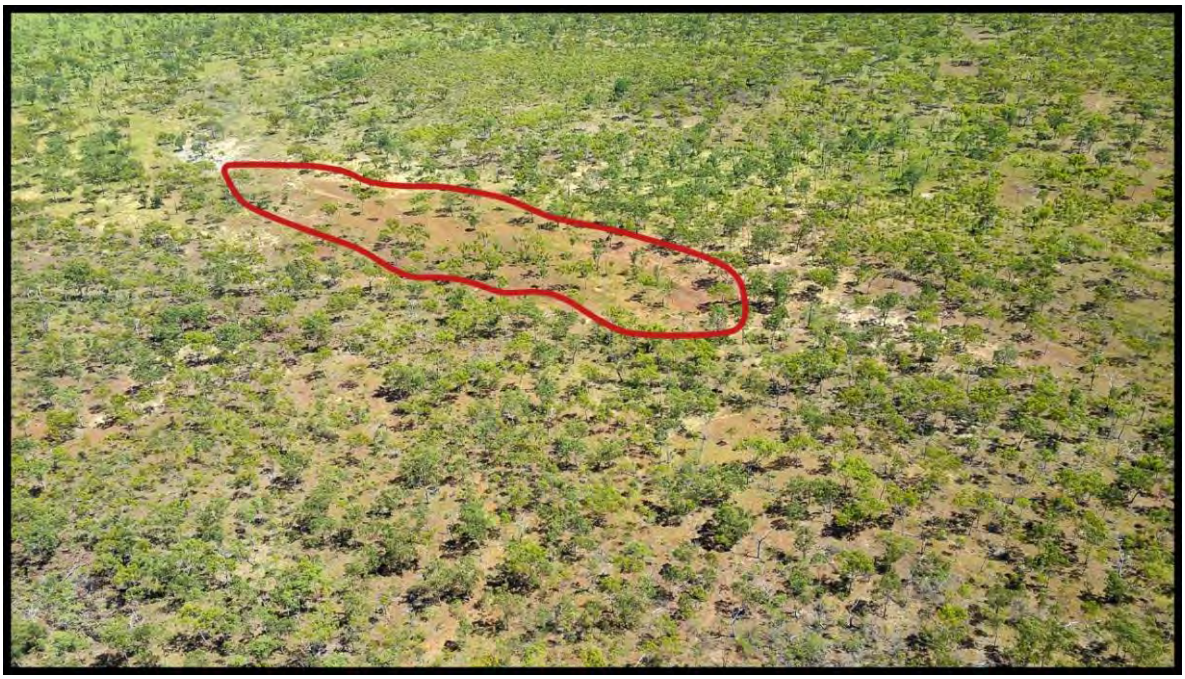


Figure 16: Samples from KGB2 (17TRP005 A) and Target 1605 (17TRP009 B)

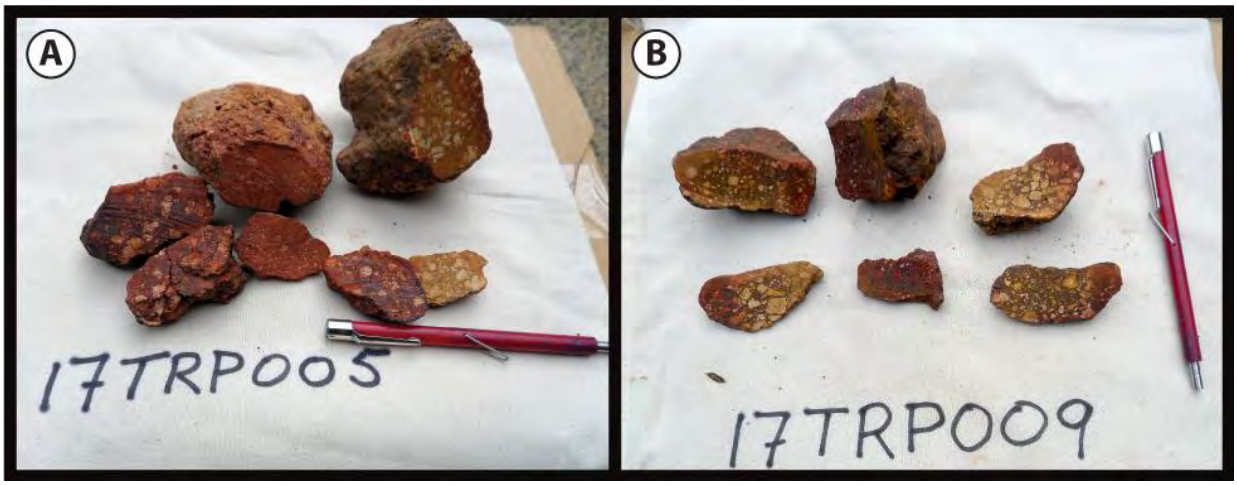


Table 6: Samples Taken for Heavy Mineral Analysis

Sample ID	Target	Easting	Northing	Description
17TRP001	1702	298801	8445004	Sample from scattered float in vegetation free area. White bleached rock, host rock is Warton sandstone/siltstone, superficial iron staining, minor fine fragmentation, some fine <1mm wide wispy silica/carb (?) veining. Some brecciation. Rock with skeletal textured weathered surface, fresh surfaces show fragmental textures with angular country rock clasts <4mm diameter, clasts are bleached white, soft, talc like. Groundmass is mildly ferruginous and siliceous.
17TRP002	1702	298819	8444955	Mostly bleached, soft, talc like rock with sub-rounded to lenticular, bright green clasts <4mm diameter, vesicles/olivine (?). Most of sample taken from bleached outcrop in creek bank. Some skeletal, weathered rocks with the vesicles void.
17TRP003	1702	298869	8445012	Hard siliceous rock, porphyritic appearance with abundant dark green, globular clasts, irregular shapes, <5mm diameter. Fine grained siliceous matrix. Minor siliceous veining. Sample from sporadic outcrop and float.
17TRP004	1702	298688	8444860	Hard volcanic rock, porphyritic/fragmental texture, ferruginous alteration, contains magnetite, silica filled vesicles. Sample from rocky outcrop on edge of creek.
17TRP005	1701	304003	8450321	Sample from scattered float. Heavily ferruginised, altered, fragmental texture. Fragments are angular <6mm dia, white and siliceous. Contains magnetite. Some euhedral shapes possibly after olivine.
17TRP006	1701	304028	8450246	Sample from screening mounds (?). Two small mounds of iron pisolites and ferricrete fragments.
17TRP007	1604	303528	8453129	Sample from base of ferricrete cap exposed in break away. Ferricrete cap is 1.5m thick. The sample site is on a structure that cuts across the photo feature target, Sample is of ferricrete fragments.
17TRP008	1605	306567	8443631	Heavily ferruginised, weathered and altered rock, finely porphyritic/fragmental texture with clasts <3mm diameter, clasts are rounded to sub-angular and siliceous.
17TRP009	1605	306663	8443626	Heavily ferruginised, altered rock, porphyritic like texture, common clasts of talc/serpentine after olivine/kimberlite? Occasional euhedral shapes <5mm diameter.
17TRP010	1605	306688	8443641	Heavily altered, ferruginised rock, porphyritic/fragmental like texture, sub-angular, siliceous clasts, <6mm diameter. Very fine grained siliceous matrix. No obvious olivine replacement.

10 Drilling

No drilling has been completed on the property by Lithoquest.

11 Sample Preparation, Analyses and Security

The samples collected in both 2007 and 2017 were processed by the Saskatchewan Research Council ("SRC") in Saskatoon, Saskatchewan. The SRC is an independent laboratory facility designed to meet the requirements of the diamond industry. The laboratory operates under ISO 9001:2008 certification and conforms with the requirements of ISO/IEC 17025:2005 laboratory standards (as per the conditions for accreditation established by the Standards Council of Canada). All areas are under 24-hour video surveillance and have restricted access with additional security personnel available to monitor sample processing. To ensure the integrity of the process, a chain of custody is established between the customer and the laboratory. Customer samples are processed in a controlled environment to ensure that confidentiality is maintained at all times. All samples are handled according to defined security protocols during processing stages. The author was responsible for the collection and transport security of the samples taken in 2017. The author accepts that the samples collected and transported by Primeform in 2007 were afforded similar care and diligence.

The rock sampling completed during a field visit undertaken on the 5th and 6th of April, 2017 was supervised by Mr. Thomas Reddicliffe, a Qualified Person. Ten composite rock grab samples were collected on the Property. Sample locations were determined by a hand-held global positioning system (GPS) instrument in UTM coordinates using the Geocentric Datum of Australia 1994 (GDA94) and UTM zone 52. The rock grab samples were approximately 2 to 5 kg in weight. All samples were collected in calico sample bags and sample identifiers were written on the outside of each bag. The samples were collectively put into clear plastic sample bags which were then closed with zip ties. The batched samples were placed in a plastic container that was secured with security tags and sent initially by road transport to Perth, then by air from Perth to the Saskatchewan Research Council ("SRC") in Saskatoon, Saskatchewan. The samples were inspected by the laboratory supervisor at the SRC once they were received. The supervisor noted that the security tags on the samples were intact and confirmed the tag numbers were consistent. The author did not have control over the samples at all times, however based on the chain of custody forms completed by the SRC the author has no reason to believe any of the rock samples were compromised.

At the SRC Laboratory, to recover heavy mineral concentrates, samples are disaggregated and weighed then wet sieved using vibrascreens into 2 fractions for processing: <1.0 mm to >0.5 mm and <0.5 mm to >0.25 mm. The minus 0.25 mm material and >1.0 mm material are stored. The two size fractions are then passed through a permaroll to separate non-magnetic from para-magnetic mineral grains. Heavy liquid separation using tetrabromoethane (specific gravity 2.96) and methylene iodide (targeting a specific gravity threshold of 3.3) is used to further concentrate the appropriate heavy minerals. The heavy mineral concentrate undergoes ferromagnetic separation using a hand magnet to obtain magnetic and nonmagnetic fractions. Samples are then passed through a Frantz separator to obtain the final concentrates for indicator mineral picking.

The SRC laboratory operates with strict Quality Assurance protocols which include an accredited management system, internal audit program, training program, supplier evaluations, facility and equipment inspections, and quality control processes. The quality control measures are monitored by the Quality Assurance Department and include sample preparation quality control checks, analysis of in-house reference materials and standards, traceable calibration standards for instrumentation, quality control monitoring and spiking samples to monitor process recoveries. The quality control measures specific to mineral processing are as follows:

- sieve are inspected using calibrated beads:
- the specific gravity of the micro-DMS medium is verified using tracers (2.4 – 3.1 SG) and;
- the specific gravity of the methylene iodide is checked prior to heavy liquid separation.

The SRC laboratory did not note any quality control aberrations during processing for the rock samples submitted by the author. The grains recovered from the samples will also undergo electron microprobe analysis to confirm the composition of the minerals. The results of the microprobe analysis are not available at this time. The author has reviewed the chain of custody documentation, analytical procedures and quality assurance and quality control processes employed by the SRC laboratory and has confidence in the veracity of the results.

12 Data Verification

The interpretations, conclusions and recommendations presented in this report are the opinions of the author based on his broad experience in the diamond exploration sector and his specific experience with regard to exploration and evaluation in the North Kimberley Diamond Province. The report is based on a compilation of proprietary and publicly available information, as well as information obtained during the property visit undertaken on the 5th and 6th of April 2017, during which time the samples described in Table 6 were collected.

The author, in writing this report, used sources of information as listed in the ‘References’ section. The government reports were prepared by a person or persons holding post-secondary geology, or related university degree(s), prior to the implementation of the standards relating to National Instrument 43-101. For those reports which were written by others who are not Qualified Persons, the author must rely upon the professional measures used by the employees of the companies who completed the work. The information in those reports is considered to be accurate, based on the data review and the property visit conducted by the author and the authors’ personal previous experience working in this area for both AEJV and Striker Resources.

For the purposes of preparing this report, there has been sufficient data of good quality to enable a fair and accurate assessment of the Property. Detailed regional digital data of good quality was available from the Geological Survey of Western Australia and Geoscience Australia. These data sets included geology, topography, aeromagnetics and land tenure which included mining, pastoral, national parks and aboriginal reserves.

Historic exploration data relating to past exploration by various companies was available in pdf format and usually included sample and geophysical survey locational data. This data was comprehensive and dated from the initial diamond exploration programs undertaken in the early 1970's through to the present. Where sampling data sets reported by different companies were found to overlap, the results were compared for general repeatability taking into account differing sample sizes, screen sizes and the vagaries related to sample site selection. Overall it was observed that there was reasonable similarity of overlapping datasets. This is testimony to the overall validity of the historic sampling data. There are very few mineral chemistry analyses provided in the historic exploration reports; hence the reporting of recovered kimberlite indicator minerals such as chromite, pyrope and picro-ilmenite has been generally based on visual recognition undertaken by the various mineral 'pickers' at various laboratories.

With respect to the existence and location of the numerous reported historic kimberlite occurrences, the author can confirm that he has ground inspected all the major occurrences and the vast majority of the less significant occurrences. The inspections were performed when the author was involved with exploration activities for both AEJV and Striker Resources. In addition, the author notes that the significant kimberlite occurrences and some of the minor occurrences have been discussed in technical papers by various authors (including this author). The locations of these kimberlite occurrences, albeit with minor discrepancies, are recorded in these technical papers.

Regarding the sampling undertaken in 2007 and 2017, there are some notable differences in the indicator minerals recovered, particularly with respect to samples collected from targets 1701 and 1702. However, despite these differences, when considered independently both sample sets have reported indicator minerals and hence the features remain valid targets. The author has reviewed the analytical techniques employed by the accredited SRC laboratory in both cases and has confidence in the results.

Analytical standards (one for each mineral type analyzed) were used to assess the precision and quality of the microprobe analyses. The results of the analytical standards indicate that the data is of high quality. The quality of the data is also apparent in that the elemental ratios very closely approximate the stoichiometric formulae of those mineral types and the analyses yield acceptable analytical totals for the anhydrous minerals analyzed.

13 Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing has been done.

14 Mineral Resource Estimates

No mineral Resource Estimates have been completed for the Property.

15 Adjacent Properties

The only competitor properties in the area at the time this report was prepared were three Mining Leases, all of which are held by Merlin Diamonds Ltd. Licence M80/0492 is located in the southeast corner of the Property and is over the Ashmore cluster of pipes. The other two Mining Leases, M80/0526 and M80/0532, are located 20 km south of the Property and are over the Seppelt 1 and Seppelt 2 kimberlites respectively. These three Mining Leases cover the most significant of the diamondiferous kimberlite pipes discovered to date within the North Kimberley Diamond Province.

15.1 Ashmore Kimberlites

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Although the exploration results pertain to areas that are within the current Property they are not necessarily indicative of mineralization on the Property that is the subject of the technical report.

The Ashmore kimberlite pipes comprise hypabyssal facies kimberlite and are found in a preserved planation surface comprised of the Proterozoic aged Warton Sandstone Formation. These pipes are the largest and most significant pipe cluster in the Ashmore Field and have a combined surface area of 1.17 ha. They are located on granted mining lease M80/0492 which is held by Merlin Diamonds Ltd and is in good standing until 2020. The entire lease is surrounded by Property tenement E80/05030. The Ashmore kimberlites comprise four kimberlite pipes; namely Ashmore 1, 2, 3 and 4. Initial bulk sampling of near surface material from these pipes was completed during the 1999 and 2000 field seasons and returned grades of 4.3 cpht for Ashmore 1 (from 6,262 wet tonnes), 2.95-26.54 cpht (average 7.78 cpht) for Ashmore 2 (from 15,131 wet tonnes), and 31 cpht for Ashmore 4 (from 423 dry tonnes) (Striker Resources,2001a). These grades, based on large bulk samples taken from the upper portion of the pipes, were at odds with predicted grades based on the interpretation of fine diamond recovery from RC drill spoils. Subsequent, deeper mini-bulk sampling completed in 2001 from pipes 1, 2 and 4 tested the deeper fresh hypabyssal facies kimberlite and returned a consistent lower grade of <10 cpht for each of the pipes (Striker Resources, 2001b). The results were based on the processing of 63 tonnes of fresh hypabyssal kimberlite obtained by wide diameter reverse circulation drilling. A total of 1,737 carats was recovered from the various bulk sampling programs, including two 10.5 ct diamonds and one 9 ct diamond. An Inferred Resource of 2.7 Mt at a grade of 5 cpht has been reported for the combined Ashmore pipes (Merlin Diamonds, 2017). Merlin Diamonds (2017) reports that the resource is compliant under JORC 2004, however it has not been updated to comply with the JORC 2012 Code. The mineral resource estimates presented in this section are historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimates. The QP is not treating the resource estimates as NI 43-101 defined resources verified by a QP, hence the historical resources should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration.

15.2 Seppelt Kimberlites

The exploration results reviewed in this section are historic in nature and have not been validated by the author. Althoug the exploration results pertain to areas that are in close proximity to the current Property they are not necessarily indicative of mineralization on the Property that is the subject of the technical report.

The Seppelt Kimberlite Field is located approximately 20 km south of the Property and lies on two mining leases held by Merlin Diamonds, namely M80/0526 and M80/0532, both of which are in good standing until 2024. The Seppelt Kimberlite Field comprises two kimberlite pipes (Seppelt 1 and 2) and one kimberlite dyke (Seppelt 5) constrained within a narrow north east trending corridor over a strike length of some 6 km. The field is found in a partially dissected land surface comprised of the Proterozoic aged Pentecoste Sandstone Formation.

Seppelt 1 comprises two lobes with a combined surface area of 0.7 ha. The upper portion of each lobe of the pipe contains bedded mudstones, siltstones and gravels as an upward coarsening sequence similar in character to those seen at Ashmore. In 2001, Seppelt 1 was subjected to mini-bulk sampling by means of large diameter reverse circulation drilling with three holes drilled into each lobe. These samples of fresh hypabyssal facies macrocrystic kimberlite reported a range of grades from 19.5 cpht to 48.3 cpht (Striker Resources, 2002). In 2002, the south lobe of the pipe was bulk sampled producing grades of 32 cpht (from 1,482 dry tonnes) for the infill sediments and 44 cpht (from 80 dry tonnes) for the hypabyssal macrocrystic kimberlite. An insitu Inferred Resource of 1.3 Mt at a grade of 26 cpht has been reported for the Seppelt 1 pipe (Merlin Diamonds, 2017). Merlin Diamonds (2017) indicates that the resource was compliant under JORC 2004, however it has not been updated to comply with the JORC 2012 Code. The mineral resource estimates are historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimates. The QP is not treating the resource estimates as NI 43-101 defined resources verified by a QP, hence the historical resources should not be relied upon. The QP believes the historical resources provide an indication of the potential of the Property and are relevant to ongoing exploration.

Seppelt 2 is a small pipe comprised of hypabyssal facies macrocrystic kimberlite. The upper portion of the pipe, like Seppelt 1, is comprised of infill sediments of mudstone and cobble gravels. Initial bulk testing of this pipe was completed in 2002 and 2003 with 3,570 cts recovered from 3,331 dry tonnes of both kimberlite and infill sediment. This included two kimberlite samples which gave grades of 225 cpht (from 183 dry tonnes) and 209 cpht from 799 dry tonnes. In 2004, trial mining was conducted at Seppelt 2 which resulted in the recovery of 6,126 cts from 12,488 tonnes of mixed kimberlite and infill sedimentary material (NADL, 2005b). Seppelt 2 has an Inferred Resource of 173,000 tonnes with a grade of 225 cpht (Merlin Diamonds, 2017). The largest diamond recovered from Seppelt 2 is an 8.5 ct gem quality diamond (Striker Resources, 2003). Merlin Diamonds (2017) indicates that the resource was compliant under JORC 2004, however it has not been updated to comply with the JORC 2012 Code. The mineral resource estimates are historic in nature and the QP has not completed the work necessary to verify the classification of the resource estimates. The QP is not treating the resource estimates as NI 43-101 defined resources verified by a QP, hence the historical resources should not be relied upon. The QP believes the historical resources

provide an indication of the potential of the Property and are relevant to ongoing exploration.

In 2004, a bulk sample of kimberlite was taken from the Seppelt 5 blow and associated dyke which is located 2.6 km north of Seppelt 2. The sample reported 82.21 cts from 293 dry tonnes.

The Seppelt pipes continue to have economic potential, but are not considered to be economic at the present time.

15.3 Historical Diamond Valuation Results

In 2005, the sale of a 7,921 carat diamond parcel recovered from the various evaluation programs at Ashmore, Seppelt 1, 2 and 5 garnered A$357,618. The average values per carat were: US$15/carat from Seppelt 1, US$35 per carat from Seppelt 2 and 5, and US$45 per carat from Ashmore (Striker Resources, 2005). This information is historic in nature and may not reflect the value of the diamonds with respect to current or future markets. These diamond parcels were not recovered from the Property and the results have not been validated by the author nor are the size-frequency compositions of the different diamond parcels known. Hence, the results are not necessarily indicative of the value of any diamonds potentially discovered and recovered from the Property in the future.

16 Other Relevant Data and Information

The author is not aware of any other relevant data or information.

17 Interpretation and Conclusions

The North Kimberley Diamond Province covers an area of some 4,000 km^2 and was first identified by the AEJV in the mid 1970's. It was the first kimberlite province to be discovered in Western Australia and set the scene for ongoing diamond exploration and the subsequent discoveries of Ellendale, Argyle, and Aries all of which are located in the broader Kimberley region.

Initially, the North Kimberley Diamond Province held great promise due to the relative abundance of both indicator minerals and unsourced occurrences of alluvial diamonds. However success proved to be slow with initial diamondiferous kimberlite discoveries all proving to be thin dykes or small blows. The largest pipes to be discovered namely Skerring and Pteropus 1 were barren and weakly diamondiferous respectively. Although commercially sized diamonds have been recovered from many of the drainages no significant alluvial accumulations have been reported by any of the explorers.

Following the discoveries of the Ellendale and Argyle diamond deposits the focus of diamond exploration moved away from the North Kimberley Diamond Province. It was not until 10 years later that some of the major diamond explorers initiated exploration programmes in the province. These second stage exploration efforts expanded the size of the province considerably and also led to the discovery of the first significantly diamondiferous kimberlite pipes located at Seppelt and Ashmore. The subsequent evaluation of these kimberlite pipes by bulk testing and trial mining was mostly undertaken by Striker Resources. This work greatly increased the understanding of the structural controls on kimberlite emplacement in the province as well as the

camouflaging effects of deep weathering and regolith development. Another significant discovery was that of Pteropus 2, which is only weakly diamondiferous but has a surface area of 10 ha. Pteropus 2 was not discovered until 1992, despite being only 500 metres distant from Pteropus 1 which was discovered in 1976. Neither pipe has an obvious magnetic signature which illustrates the difficulty of identifying non-magnetic pipes in areas where subtle indicator mineral dispersion trains from even large pipes become swamped by the more prolific dispersion trains that can emanate from persistent thin dykes that can reach 10 km in length.

The Ashmore pipes tell a similar story where thin dykes were more easily discovered than the associated larger pipes. The Ashmore pipes are embedded in the Bulgurri/Ashmore lineament zone which is characterised by numerous thin kimberlite dykes over a strike length of some 10 km. Some of the early discoveries, such as Wishy-washy and Hadfields, were found in early 1970's. The nearby, more extensive and diamondiferous Lower Bulgurri dyke was discovered in 1992 while the Ashmore cluster of pipes was not discovered until 1996 by the drill testing of a weak surface indicator mineral anomaly generated from loam sampling. The weakly diamondiferous Yarndil pipes, located only 3 km from the Ashmore cluster of pipes, were discovered much later in 1999 as a consequence of drill testing subtle geophysical anomalies.

The issues pertaining to subdued geophysical signatures, regolith development, infill sediments and the prevalence of indicator minerals shedding from thin dykes conflate to provide considerable practical and technical challenges to diamond exploration in the Kimberley region. Notwithstanding, the discoveries made to date exhibit a range of characteristics that are pertinent to exploration programs:

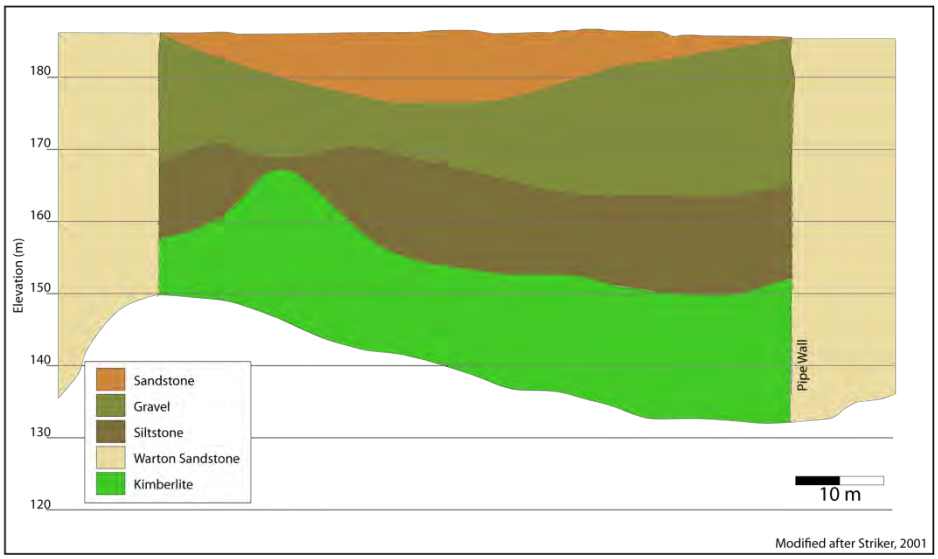
a) Structural Controls on Kimberlite Emplacement

   The discoveries to date provide insight into the regional structural architecture of the North Kimberley Diamond Province which appears to have controlled the emplacement of the kimberlite pipes and dykes. The known dykes and associated pipes all display an obvious preferential association with north northeast trending structures/lineaments. Collectively, the kimberlite fields sit within a northwest trending corridor which extends for some 100 km, and which is bounded in part by the Seppelt Range and Barton River faults. Within this corridor the individual fields/pipe clusters are located at intervals of approximately 20-30 kms, extending from the Pteropus pipes through to the KGB2 dyke (Figure 7). To the southeast, additional inferred kimberlite occurrences known as Berkeley 1 and Berkeley 3 have been reported by Stockdale Prospecting (De Beers), based on the recovery of kimberlite indicator minerals. This structural and spatial control to the observed occurrence of the kimberlite bodies, both at the local and regional scales, provides a focus for detailed exploration targeting.

b) Infill Sediment

Within the upper portions of the Ashmore Yarndil and Seppelt kimberlite pipes the weathered kimberlite is overlain by mudstones which in turn are overlain by sand and rounded cobbles of sandstone and partially silicified kimberlite (Figure 17) (Striker Resources, 2001). The depth of these infill sediments is 20 to 30 m. The Pteropus 1 pipe presents at surface as a low hill of sandstone and kimberlite cobbles (Sas, 2003) that is similar in character to the upper portions of the Ashmore pipes which were exposed during bulk sampling operations. These 'infill' sediments are a post emplacement feature which was likely due to deep weathering and subsidence of the underlying kimberlite. This common 'infill' sediment feature proved to be a major impediment to the discovery of kimberlite pipes when exploration was conducted in the 1970's and 1980's. This was due in part to the muting of both the indicator mineral dispersion trains and the associated geophysical signatures.

Figure 17: Ashmore 2 Section Showing Infill Sediments



c) Range of Pipe Sizes

The most significant of the kimberlite pipes in the Province, namely Skerring, Ashmore cluster, Seppelt 1, Seppelt 2, Pteropus 1 and Pteropus 2, have a wide range of surface areas. The sizes of the pipes range from 0.15 ha for the high grade Seppelt 2 pipe to 10 ha for the low grade Pteropus 2 pipe. This is evidence that the Province has the capacity to host larger pipes which can potentially provide sufficient tonnage to underpin a mining operation. Whether the pipe sizes are related to age of intrusion, level of erosion or other factors is speculative.

d) Range of Diamond Populations

The three significant diamond pipes/clusters, namely Ashmore, Seppelt 1 and Seppelt 2, not only display different diamond grades but the diamond populations are also distinctly different in terms of their form and size-frequency distribution. Ashmore kimberlites have low grade (<10 cpht) but a favourable size distribution with two 10 ct diamonds and one 9 ct diamond having been reported. This results in Ashmore reporting a higher diamond value than either Seppelt 1 or Seppelt 2. The Seppelt 1 kimberlite has a grade of 40 cpht but with a less favourable size distribution resulting in a lower average diamond value. The Seppelt 2 kimberlite, which is only 5 km distant from Seppelt 1, demonstrated a very high grade of 225 cpht and a higher average diamond value than for Seppelt 1. This variability in diamond grades and characteristics, even over relatively short distances, demonstrates that there is no single typical diamond population in the Province.

The observed variability in diamond grade and pipe size is regarded as an important characteristic of the Province as this enhances the possibility that kimberlite pipes with favourable combinations of diamond grade, diamond value and tonnage can occur in the Province. The reported occurrence of unsourced alluvial diamonds recovered from the 'Morelli's Fox' site, which have different characteristics than the diamonds from the known diamondiferous pipes in the region, is evidence that diamondiferous kimberlites remain to be discovered.

Of the four discrete known kimberlite fields, the Property tenements cover the Ashmore field outside of the Ashmore pipe cluster and the Barton Field (KGB2). The KGB2 area has had the least exploration attention despite being discovered in the 1970's. Although there are several indicator mineral occurrences that have been reported in this area none were resolved to a source rock. In light of the more recent understanding of pipe occurrences as outlined above, the Ashmore and Barton Fields are considered priority target areas for more detailed exploration.

Although the evidence to date does provide for a focused approach to future exploration, the possibility of standalone pipes should not be discounted. The Ashmore and Seppelt pipes have been dated at 800 Ma (Reddicliffe, et el, 2003) suggesting that this is the age of the kimberlite intrusive event associated with north northeast trending structures. The existence of pipes associated with a younger or older kimberlite intrusive episode, one which is not influenced by these preferential structures, remains a possibility based on the occurrence of unresolved indicator minerals and diamonds with no apparent attendant structures. In pursuing targets of this type, the focus should be on unresolved indicator mineral and/or diamond occurrences and geophysical/remote sensing targets which lay away from the known kimberlite fields.

Of particular interest amongst the kimberlite targets already identified by Lithoquest is geomorphic target 1702, which is a deeply weathered volcanic rock with textures similar to those of weathered kimberlite and which is exposed within a window of the Warton Sandstone. The recovery of priority indicator minerals from samples taken in both 2007 and again in 2017 makes this a high priority target.

Target 1605, a second smaller geomorphic feature, was also sampled in 2017 and reported similar indicator minerals to feature 1702. These results, along with the presence of similar rock textures, make 1605 a high priority target.

The geological information upon which this report is based is largely historic in nature and has been generated by the numerous diamond exploration companies who have reported on their exploration activities over the past 40 years. While this compilation of historic data is a significant aid to future exploration it can have limitations that are not always self-evident. These limitations, which can result in uncertainty over the validity of specific data, are discussed below.

Perhaps the most common limitation with historic data is the potential uncertainty relating to geographic locational information for sample sites and grid based ground surveys. Prior to 1995, ground positioning for exploration activities was enabled with the use of topographic maps and, in the case of grids, by the use of compass and tape. Hence locational errors both large and small were common. It was not until the introduction of satellite assisted GPS navigational systems that ground positioning became more precise. However, over time there were several changes to the Datum being used which caused problems with relocating historic sample sites if the Datum had not been recorded.

The assessment of historic sample results, in particular heavy mineral samples taken for the recovery of kimberlite indicator minerals, can provide considerable uncertainty over the validity of any result either positive or negative. In the aggregate, the historically reported heavy mineral samples have been collected by different sampling teams, have been processed by different laboratories and with concentrates 'picked' by different mineral observers. In addition, there is variability in the sample sizes and in the screen sizes used. With respect to the reported recovery of microdiamonds, not all companies analysed their samples for microdiamonds hence interpretations based on the apparent geographic spread of microdiamonds need to be carefully considered. The reporting of mineral chemistry analyses associated with the recovery of kimberlite indicator minerals such as chromite, pyrope and picro-ilmenite is noticeably absent in most of the historic exploration reports as analysis of mineral gains did not become routine until the 1990's. These combined issues raise uncertainty over sample results, both in comparing results from samples collected by different companies and in considering the validity of individual sample results.

Notwithstanding the above mentioned potential limitations to the historic data, it does provide an important backdrop to any new exploration activities. Hence check sampling should be an integral and important step prior to the incorporation of any specific historic sample results into new exploration initiatives as the repeatability of a given result is fundamental to confirming the validity of that sample result.

The risks associated with the historic data do not pose any significant risk to the proposed exploration on the Property as the historic sample data will be only one of the numerous data sources assessed when identifying new target areas. It is anticipated that any inconsistences and uncertainties in the data will have limited effect on the overall exploration program.

Regarding the sampling undertaken in 2007 at Targets 1701 and 1702, and the resampling in 2017, there are some notable differences in the indicator minerals recovered despite the samples being processed at the same independent laboratory and having similar sample sizes. The 2007 samples collected from Target 1701, a known deeply weathered and ferruginised kimberlite dyke historically called KGB2, were dominated by pyrope garnet, cr-diopside and with lesser chromite and no picro-ilmenite. The 2017 samples, however, reported abundant chromite and picro-ilmenite with only trace pyrope and no cr-diopside. Similarly, in 2007 the samples collected from Target 1702 (a geomorphic feature), were dominated by pyrope garnet, cr-diopside and trace chromite and picro-ilmenite while the follow-up repeat samples reported only minor pyrope and picro-ilmenite in 2017. While both sample sets confirm the kimberlitic nature of the features being sampled, the results would appear to highlight the general inconsistencies and repeatability involved with diamond sampling results due to such factors as geological variations, sample size, sampling methodology and sample collection undertaken by different sampling teams. Despite the differences in indicator mineral recoveries common to both targets (one a known kimberlite) the targets remain valid for follow-up investigation,

Mineral chemistry analyses are available for the indicator minerals recovered from the 2007 samples and not only confirm their kimberlite affinity but also the diamond potential of the host rock. Mineral chemistry analyses for the indicator minerals recovered from the 2017 samples, collected by the author, were not available at the time of preparing this report.

18 Recommendations

Based on a review of the historic exploration data, property site visits and samples collected on the North Kimberley Diamond Property in 2008 and 2017, the potential for the discovery of diamondiferous kimberlite is considered high. A two phase program consisting of target generation and target investigation is recommended. The proposed program, which incorporates activities over the next 18 months, includes both field and office components. A proposed budget for the program is included in Table 7. The exploration strategy employed on the program will acknowledge that structural controls are preferential for the emplacement of kimberlites and that the camouflaging effects of deep weathering and regolith development dictate a practical and direct approach to the generation of kimberlite targets and the follow-up of indicator minerals.

Phase 1 Program (2017)

Office work consisting of desktop studies to develop and identify priority targets for follow-up is proposed. The work will include the following:

- Reassessment of historic magnetic, electromagnetic and gravity datasets that are available, including the aeromagnetic survey completed in 2008 that was acquired by Primeform;
- Undertake landform and structural analysis using the latest satellite imagery and drone acquired detailed photo imagery to identify geomorphological targets and areas of interest; and
- Review the historical data in the public archive, including the extensive indicator mineral occurrence datasets, to identify high priority targets and target areas of interest.

The results of the desktop work will be integrated to produce a list of targets based on priority. The work is expected to commence in October of 2017, with an updated target list to be produced prior to the 2018 field season.

A field program including ground geophysics, prospecting, drilling and heritage studies is recommended. It should be noted that, while access to the property is available year round, field activities in the area are generally performed between April and November when ground access conditions are optimal. Given the seasonal time constraints, a limited field program is proposed for 2017.

The primary objective of the 2017 field program will be to test high priority targets for the presence of kimberlitic material. Time permitting, core drilling will be undertaken on one or two targets to recover fresh rock for lithologic identification and to provide initial indications of the morphology and size of any bodies intersected. Core samples of fresh rock should provide important geological information such as mineralogical composition, texture, age and the occurrence of differing geologic units. If kimberlite is intersected, samples for diamond testing will also be collected, as required.

Ground based geophysical orientation surveys consisting of gravity, magnetics and electromagnetics are proposed for targets of interest. If the orientation surveys are successful in identifying a geophysical signature indicative of kimberlite, the target generation process will be focused on features with similar characteristics.

In addition to ground geophysical surveys, prospecting will be conducted in areas where kimberlite is suspected. Prospecting will include outcrop/subcrop investigation and sampling focused on the northern plateau of Warton Sandstone.

A Heritage Survey to identity any Aboriginal historical and archeological sites will be completed over the areas of interest.

Phase 2 Program (2018)

The scope of the 2018 field program will largely be dictated by the results of the 2017 work. It is anticipated that the following work will be considered:

- Ground geophysical surveys on targets of interest generated from the 2017 desktop studies;
- Prospecting of targets identified in 2017;
- The acquisition of further airborne geophysical data. Data could include: airborne hyperspectral data, airborne magnetic and radiometric data over areas without coverage in the existing exploration licenses and over the exploration license currently under application, and high resolution satellite data over the exploration license currently under application;
- Drilling of high priority targets. The drilling could include mini-bulk sampling for diamonds from any targets of interest identified in the 2017 program if diamond results suggest further sampling is warranted; and
- Heritage Surveys on any areas of interest that were not surveyed in 2017.

Table 7: Proposed Exploration Budgets - North Kimberley Property

Activity	Phase 1	Phase 2	Total
Staff/contractors	280,000	540,000	820,000
Logistics	150,000	240,000	90,000
Heritage Surveys/Native Title	150,000	140,000	320,000
Geophysical Surveys	160,000	280,000	440,000
Drilling	220,000	620,000	1,040,000
Analyses	120,000	320,000	440,000
Tenement Administration	80,000	80,000	160,000
Reporting	40,000	80,000	120,000
TOTAL	$1,200,000	$2,300,000	$3,500,000

The company proposes to adopt the budget in relation to carrying out the exploration program and the development of its tenements. Given the inherent uncertainties associated with exploration programs, budgets are subject to change and are dependent on the results of exploration activities. Hence the proposed expenditures may be refined, as appropriate, to reflect the results of the programs as they progress.

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