tungsten mining NL

ACN 152 084 403

Prospectus

PROSPECTUS

For the Offer of **25,000,000** Shares at an issue price of **$0.20** each to raise **$5,000,000**.

Oversubscriptions of up to a further **15,000,000** Shares at an issue price of $0.20 each to raise up to a further **$3,000,000** may be accepted.

The Offer is comprised of a Priority Offer to shareholders of Magnetic Resources NL and Northern Minerals Limited of up to an aggregate of **5,000,000** Shares to raise up to **$1,000,000** and a Public Offer of up to **35,000,000** Shares to raise up to **$7,000,000** including oversubscriptions. Any shares not allocated under the Priority Offer may be allocated under the Public Offer.

The Closing Date of this Offer is **7 November 2012**.

Important Information

This is an important document that you should read in its entirety. You should consider carefully the risk factors in Sections 1.4 and 4 in light of your personal circumstances and seek professional advice before you decide whether to invest. The Offer does not take into account your investment objectives, financial situation or particular needs.

The Shares offered pursuant to this Prospectus should be considered speculative.

PATERSONS SECURITIES LIMITED

Lead Manager
Patersons Securities Limited
ACN: 008 896 311
AFSL: 239 052

Corporate Directory

Directors
Patrick Bernard McManus (Non-Executive Chairman)
Paul John Berndt (Managing Director)
Charlton William Kable (Non-Executive Director)
Francis Loh (Non-Executive Director)

Company Secretary
Farlee Walker
Belinda Ting (Assistant)

Principal & Registered Office
Suite 3, 23 Belgravia Street,
Belmont WA 6104

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Web: www.tungstenmining.com
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IPO Compliance Manager
Mining Corporate Pty Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

Auditors
Somes Cooke Chartered Accountants
1304 Hay Street
West Perth WA 6005

PO Box 709
West Perth WA 6872

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Security Transfer Registrars
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Lead Manager to IPO
Patersons Securities Limited
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Solicitors
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Suite 16, 4 Ventnor Ave
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Independent Geologist
FRM Geological Services
56 London Street
North Perth WA 6006

Independent Accountant
Somes Cooke Chartered Accountants
1304 Hay Street
West Perth WA 6005

PO Box 709
West Perth WA 6872

ASX Code
TGN

Chairman's Letter

tungsten mining NL

ACN 152 084 403

Dear Investor,

On behalf of the Board of Directors, I invite you to become a Shareholder in Tungsten Mining NL ('Tungsten Mining' or 'the Company') through this Prospectus, which seeks to raise $5,000,000 by the issue of Shares at an issue price of $0.20 each. The Company may accept oversubscriptions of up to $3,000,000, to raise a maximum of $8,000,000.

The metal tungsten is indispensable to modern industry and its strong demand is continuing to grow. With limited new supply on the immediate horizon and few high-grade deposits in the global development pipeline, there are exciting opportunities for Tungsten Mining.

We believe we hold the key to unlocking shareholder value in this prime sector. Our proposition is that a resource of around 7,000 tonnes of tungstic oxide (WO_3) is a sufficient basis on which to build a profitable tungsten business and in our view Kilba Well, in our Gasgoyne Project, has all the right characteristics to allow rapid progress through to production. Our confidence regarding Kilba Well is based on the historical exploration and test work carried out in the 1980s by Union Carbide Corporation on a portion of the Kilba Well deposit that is shallow, has simple metallurgy and is situated on a granted mining lease. This has given us our immediate exploration target of 1.3-1.5mt at 0.7-0.9% WO_3 (10,000-12,000 tonnes WO_3).

We plan to aggressively progress this project through JORC resource assessment, feasibility studies and into production, focussing on a quick route to positive cash flow.

Kilba Well will be the principal focus of the Company in the short term, but another key platform of our value proposition is our project portfolio concept. We intend to build on the initial mine development at Kilba Well and replicate the high-grade mine model with other projects in our extensive project pipeline. The projects that we have assembled provide a range of exploration assets at different stages of maturity, and are considered in more detail in the accompanying Independent Geologist's Report in Section 6.

The funds raised under this Prospectus will allow the Company to fully evaluate the Kilba Well project, including completing a definitive feasibility study, while allowing sufficient working capital to evaluate the other projects in our portfolio. In addition, the Company will assess new project opportunities in the tungsten sector.

The Company has a Board of Directors which is well-qualified and experienced and who we believe to possess the right mix of skills to ensure successful execution of our business and operational plans. This Prospectus includes details of the Offer, the Company, the Projects and proposed operations, together with a statement of the risks associated with investing in the Company. I recommend that you read the document carefully and seek independent professional advice before investing in the Company.

On behalf of the Board of Directors I recommend this Offer to you and look forward to welcoming you as a fellow Shareholder.

Yours sincerely

Patrick McManus
Non-Executive Chairman

Contents

Important Notice

This Prospectus is dated 2 October 2012.

A copy of this Prospectus was lodged with the ASIC on 2 October 2012. Neither the ASIC nor the ASX take any responsibility for the contents of this Prospectus.

No person or entity is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No Shares will be issued on the basis of this Prospectus later than thirteen months after the date of this Prospectus. Application will be made within seven days after the date of this Prospectus for permission for the Shares offered pursuant to this Prospectus to be listed for Quotation.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it is unlawful to make an offer.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for Shares. There are risks associated with an investment in Tungsten Mining NL and the Shares offered pursuant to this Prospectus must be regarded as a speculative investment. The Shares offered pursuant to this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 11 of this Prospectus.

All amounts are in Australian dollars unless otherwise specified.

Exposure Period

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of seven days from the date of lodgement of the Prospectus with the ASIC. This period may be extended by the ASIC for a further period of seven days. The purpose of this Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of the funds, which examination may result in the identification of deficiencies in this Prospectus. If this Prospectus is found to be deficient, Applications received during the Exposure Period will be dealt with in accordance with Section 724 of the Corporations Act. Applications received prior to the expiration of the Exposure Period will not be processed until after the Exposure Period. No preference will be conferred upon Applications received in the Exposure Period.

JORC Competent Person Statement

The information in this Prospectus, which relates to exploration results, Mineral Resources and Ore Reserves, is based on information compiled by Felicity Repacholi-Muir. Felicity Repacholi-Muir is a consultant to the industry. Felicity Repacholi-Muir is a Member of the Australasian Institute of Geoscientists with over 10 years of experience and has the relevant expertise to qualify as a Competent Person as required under the JORC Code.

Felicity Repacholi-Muir has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the 2004 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Exploration target JORC Proximate statement

The potential quantity and grade of exploration targets stated within this Prospectus (including, but not limited to those in the Chairman's Letter and Section 1.3 Investment Highlights) is conceptual in nature, and should not be construed as indicating the existence of a JORC compliant Mineral Resource. There is insufficient information to define a JORC Mineral Resource, and it is uncertain if further development and interpretation will result in the determination of a JORC Mineral Resource.

Forwarding-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 1.4 and 4 of this Prospectus.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus, which may be viewed online at www.tungstenmining.com. The offer of Shares pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. During the Offer Period, any person may obtain a hard copy of this Prospectus by contacting the Company by e-mail at info@tungstenmining.com.

Section 1
Investment Overview

1.1. Important Notice

Prospective investors should read this Prospectus in its entirety, including the Independent Geologist's Report in Section 6, the Investigating Accountant's Report in Section 7, and the Solicitor's Report on Mining Tenements in Section 8.

Neither Tungsten Mining NL ("**Tungsten Mining**" or the "**Company**") nor any other person guarantees the performance of the Shares offered pursuant to this Prospectus, or the performance of Tungsten Mining or the return on any investment in the Company.

The Shares offered pursuant to this Prospectus should be considered speculative.

1.2. Projects

Tungsten Mining has acquired, or entered into agreements to acquire:

(a) a 100% interest in the Gascoyne project (which includes the Kilba Well project);

(b) a 100% interest in the Mosquito Creek project;

(c) a 100% interest in the Koolyanobbing project; and

(d) a 20% interest in the Callie Soak project.

On completion of all agreements, Tungsten Mining will hold an interest in four exploration projects. Three of these projects are located in Western Australia and one in Northern Territory, and all are considered by the Company to have prospectivity for tungsten. The tenements which comprise the Tungsten Mining portfolio are listed in Table 1 below:

Project	Interest or Proposed Interest	Tenement	Area (Ha)	Target metal	Status
Gascoyne	100%	M08/0286	2	tungsten	granted
(WA)	100%	M08/0287	6	tungsten	granted
	100%	M08/0314	705	tungsten	granted
	100%	M08/0493	148	tungsten	pending
	100%	E08/1812	6,013	tungsten	granted
	100%	E08/1865	5,666	tungsten	granted
	100%	E08/2207	2,214	tungsten	granted
	100%	E08/2139	2,843	tungsten	granted
	100%	E08/2382	2,841	tungsten	pending
	100%	E08/2383	2,529	tungsten	pending
	100%	L08/0082	13	tungsten	pending
	100%	L08/0083	55	tungsten	pending
	100%	L08/0084	1,007	tungsten	pending
Mosquito Creek	100%	E23937	18,677	tungsten	granted
(NT)	100%	E24995	128	tungsten	granted
	100%	E29004	8,870	tungsten	granted
Koolyanobbing	100%	E77/1823	590	tungsten	granted
(WA)	100%	E77/1824	283	tungsten	granted
	100%	E77/1852	6,141	tungsten	granted
	100%	E77/1853	717	tungsten	granted
	100%	E77/1854	295	tungsten	granted
	100%	E77/1855	589	tungsten	granted
	100%	E77/1994	2,649	tungsten	pending
	100%	E77/2021	4,420	tungsten	granted
	100%	E77/2022	295	tungsten	granted
	100%	E77/2023	5,585	tungsten	pending
	100%	E77/2035	1,177	tungsten	granted
	100%	E77/2042	8,843	tungsten	pending
	100%	E77/2043	6,769	tungsten	pending
	100%	E77/2075	2,937	tungsten	pending
	100%	E77/2076	4,704	tungsten	pending
Callie Soak	20%	E20/0669	1,827	tungsten	granted
(WA)	100%	E20/0812	8,835	tungsten	pending

Table 1 – Tungsten Mining Tenements

For further details on the Projects, including their locations, and on the agreements relating to the acquisition of the Projects, investors are directed to the material contract summaries in Sections 1.13.3 and 9.3 of this Prospectus, the Solicitor's Report on Mining Tenements in Section 8, and the Independent Geologist's Report in Section 6.

1.3. Investment Highlights

- Operationally focussed on developing high-grade tungsten deposits.
- Operating in an increasingly buoyant tungsten market, in which commodity pricing is strong as consumers react to the perceived tightening of supply from China.
    - Prices have increased more than two-fold in 2 years.
    - Tungsten has been nominated as a strategic metal and critical raw metal in USA, EU and Japan.
- Tungsten Mining holds a strong portfolio of Projects within Australia, all with tungsten mineralisation on which we aim to define JORC compliant resources in the near term.
- We are committed to meeting our rapid production timeline at the high-grade Kilba Well project, being a previously drilled prospect on a granted mining lease.
- Confidence in our exploration target of 1.3-1.5mt +0.7-0.9% WO_3 (10,000-12,000 tonnes WO_3) at Kilba Well, which we aim to convert into a JORC compliant resource in the short term with further exploration testing.
- Belief we can define high-grade resources on our projects in an industry currently exhibiting few high-grade deposits in the global development pipeline.
- With a maximum of 93.5 million Shares on issue post admission to the ASX Official List, our objective is to provide value to our Shareholders and in our Shares, via near term returns from advanced projects resulting in less requirement for additional dilutive capital raisings.

1.4. Risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company.

Set out below are specific risks that the Company is exposed to. Further general risks associated with an investment in the Company are outlined in Section 4.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be managed is limited.

Some of the risks specific to the Company include:

- There is no assurance that exploration of the mineral rights in which Tungsten Mining is acquiring an interest, or of other exploration properties that may be acquired by the Company in the future, will result in the discovery of an economic resource.
- The exploration costs of the Company, by their nature, are subject to significant uncertainties and accordingly actual costs may differ from the estimates and assumptions.
- Extraction of tungsten at our Projects economically is considered a risk, since an economic extraction method may not be developed. To create a viable project, the Company must identify a processing methodology for extracting the valuable components from the ore. Failure to develop a suitable processing route for economically extracting tungsten from the ore would devalue the deposits.
- Environmental and regulatory risks, including native title and/or the presence of flora reserves or areas of Declared Rare Fauna.
- Operational risks, such as a failure to locate or identify mineral resources in respect of the project in which the Company is acquiring or has acquired an interest.
- Mining and exploration title risks — title to the tenements in which the Company is acquiring an interest or has acquired an interest are subject to the tenement holder complying with the terms and conditions of the tenement. A summary of the terms and conditions attaching to the tenements are set out in the Solicitor's Report on Mining Tenements in Section 8.
- The price for tungsten concentrate will depend on available markets at acceptable prices, including transport and distribution costs. Any substantial decline in the price of tungsten or increase in transport or distribution costs could have a material adverse effect on the Company.
- Additional capital requirements to continue exploration or construct mining operations may not be available.
- Insurance coverage of all risks associated with tungsten mining and production may not always be available and where it is, the cost may be high.

- The industry in which Tungsten Mining is involved is subject to competition.
- Having been incorporated on 13 July 2011, Tungsten Mining has no significant operating history, although it should be noted that the Company's Directors have significant operating experience. No assurances can be given that Tungsten Mining will achieve commercial viability through the successful exploration and/or mining of its tenement interests.
- No assurance can be given that no detrimental impact on Tungsten Mining will occur if one or more of the key management personnel leaves the Company's employ.

The above list is not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company.

Prospective investors should also carefully review the Risk Factors set out in Section 4 of this Prospectus and consult their professional adviser with any questions.

1.5. Key Features of the Company's Business Model

The Company has assembled a portfolio of tungsten projects, at various levels of exploration maturity, as well as a Board and management group who understand tungsten mine development and production. We are focussed on the rapid evaluation of projects to confirm their potential for high-grade tungsten mineralisation that will deliver a positive cash flow quickly.

We will apply our skills and expertise to projects that meet our criteria of high grade mineralisation, good infrastructure and jurisdiction, and good metallurgy, allowing rapid development of mining operations. Specifically, our aim is not to be a junior explorer studying the same deposit over a number of years – our model is to move rapidly to mine development.

To achieve this, we will initially focus on Kilba Well, which is the most advanced part of our Gascoyne Project. We believe that we can complete a feasibility study on a small volume, profitable mine with the funds raised via this IPO. We anticipate that cash flow from a proposed mining operation will then underwrite further exploration and development activities with a minimum of dilution to Shareholders.

We will maintain a portfolio of properties with a steady pipeline of tungsten projects, and focus only on those that present the best opportunity to rapidly develop profitable tungsten mines.

We will, in addition to actively seeking to improve the quality, and hence value, of our asset base by evaluating our own properties, seek to acquire other properties that fit our criteria.

We understand how to bring a project to commercial operation including the specific engineering inputs involved in the various levels of study required to reduce risks associated with project development and satisfying debt financing criteria. We aim to systematise our approach to project-building to ensure our stakeholders are fully informed of our processes and objectives.

We will focus on working in places that have a favourable mining environment, including a structured legal framework, stable government, local support favourable to mining and minimal impediments to mining.

Our vision is to build your company through an aggressive program of building small mines, to become a dominant player in the tungsten industry.

1.6. Key Financial Information

On the successful raising of $5,000,000 (and $8,000,000 if full oversubscriptions are accepted), we will have the funding required to carry out the exploration and development objectives set out in Section 3 and detailed in the Independent Geologist's Report in Section 6. These objectives span the first 2 years of the Company's operations following ASX listing.

Dependent on the outcome of the Company's exploration activities, further funding may be required to undertake development of the Kilba Well project, further exploration or acquisitions. Access to additional funding will depend on market conditions and Company results. Any subsequent equity raising may dilute Shareholders' interest in the Company's shares. In addition, there is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

Details of the Company's financial position and pro forma financial position are set out in the Investigating Accountants Report in Section 7.

1.7. Information on Directors and Executive

Patrick McManus
(BSc Hons, MBA, FAusIMM, FAICD)

Non executive Chairman

Mr McManus has a degree in mineral processing and an MBA. He is a mining professional of over 30 years' standing whose work has taken him to many locations within Australia and overseas, including the Perth Basin and the Murray Basin in Australia, as well as Madagascar, Indonesia and the United States. During that time, he has worked in operational, technical and corporate roles for Rio Tinto, RGC Limited and Bemax Resources Limited. Mr McManus was a founding director and, from January 2007 to March 2010, managing director of ASX-listed Corvette Resources Limited. He is currently the Managing Director of ASX listed Potash West NL.

Patrick McManus has an indirect interest in 650,000 Shares via a related party, Vivienne McManus, and a direct interest in 5,000,000 Options exercisable at $0.40 expiring 30 June 2016.

Mr McManus is a member of the audit committee and remuneration committee.

Paul Berndt
(B.App.Sc. (Prim. Met.), FAusIMM)

Managing Director

Mr Berndt is a metallurgist by profession with 37 years' experience in the mining industry covering technical, operational, project development and corporate management roles in 4 states of Australia as well as in South Africa, Zimbabwe, Indonesia, China, Peru, Venezuela and Spain. His experience has included the process design, project implementation and operational management of industrial minerals, coal, base metals, gold, diamonds and tungsten projects. He was most recently employed as Managing Director/General Manager of a tungsten mining business in Spain for 4 years and turned that operation around from a struggling performer with severe technical deficiencies into a successful profit-making enterprise.

Paul Berndt holds 500,000 Shares at the date of the Prospectus and will be issued 500,000 additional Shares on the date of admission to the Official List.

Charlton William (Bill) Kable
(B.Comm , B.Econ, CGeol)

Non executive Director

Mr Kable has consulted to the mining industry since 1994, as the principal of Kable Resource Associates, and as a senior associate to Behre Dolbear Australia. Prior to this, Mr Kable had experience as a broking analyst and hard rock and petroleum geologist. Specialising in project valuation and project acquisition due diligence, he worked providing specialist financial consulting services to the mining industry.

Mr Kable was a founding shareholder and former director of CanAustra Resources Inc (now Woulfe Mining Corporation ("Woulfe")), a TSX-V listed company. He was most recently managing the redevelopment of Woulfe's mining projects in South Korea, with a feasibility study underway on the world class Sangdong tungsten-molybdenum brownfields mine.

Mr Kable is a member of the audit committee and remuneration committee.

Francis Loh
(Level 2 ACCA)

Non executive Director

Mr Loh is an accountant with a Level 2 Association of Chartered Certified Accountants (ACCA) qualification, he is experienced in South East Asian capital markets and has significant commercial experience with Singaporean companies. Mr Loh was the Group Accountant and subsequently the Finance Manager for Oriental Group Ltd, a Singaporean listed entity from 2005 to 2012. Mr Loh is now a director with a corporate advisory firm, providing personal investment planning and company restructuring services to a variety of clients.

Mr Loh is a member of the audit committee and remuneration committee.

Farlee Walker
(GradDip(Acc), CA, CSA)

Company Secretary

Ms Walker is an experienced accountant with a Chartered Accountant and Chartered Secretary qualification. Ms Walker has a background in external audit specialising in exploration, mining and resources, and significant ASX compliance experience gained whilst working for Ernst & Young and the ASX, respectively. Currently in a corporate advisory position at Mining Corporate Pty Ltd, Ms Walker provides financial accounting and company secretarial services to a range of listed exploration entities.

Robert (Bob) Van der Laan
(B.Bus CPA)

Chief Financial Officer (CFO)

Mr Van der Laan is a qualified accountant with more than 25 years' experience in the management of financial and risk management systems of public and private companies, in the resources and engineering sectors. Currently Mr Van der Laan is CFO for Potash West NL and is the sole director of Richmond Resources Pty Ltd, vendor of the 20% interest in the Callie Soak Project, which Tungsten Mining has acquired.

Mr Van der Laan holds 7,800,000 Shares in the Company (held directly and indirectly) and 5,000,000 Options exercisable at $0.40 on or before 30 June 2016 (held directly).

1.8. Indicative Timetable

Item	Date
Prospectus lodged with the ASIC	2 October 2012
Opening Date	10 October 2012
Closing Date	7 November 2012
Despatch of shareholding statements	9 November 2012
Date of quotation of Shares on the ASX	16 November 2012

These dates are indicative only and may vary. The Company reserves the right to close the Offer early, Applicants are therefore encouraged to submit Applications as soon as possible after the Opening Date. The Company also reserves the right to extend the Closing Date without prior notice.

1.9. Pro Forma Capital Structure

The pro-forma capital structure of Tungsten Mining, post IPO, is summarised in the table below:

Description	Number Shares (Full subscription)	%	Number Shares (Full oversubscription)	%
Director remuneration [escrowed]	1,000,000	1.27	1,000,000	1.07
For Services [escrowed]	17,400,000	22.17	17,400,000	18.61
Vendors [escrowed]	19,150,000	24.40	19,150,000	20.48
Promoter Shares [escrowed]	1,950,000	2.48	1,950,000	2.09
Seed Shares [partially escrowed]	14,000,000	17.83	14,000,000	14.97
Sub-Total	53,500,000	68.15	53,500,000	57.22
IPO Shares	25,000,000	31.85	40,000,000	42.78
TOTAL SHARES	**78,500,000**	**100.00**	**93,500,000**	**100.00**
Options	15,000,000		15,000,000	

Shares

A total of 93,500,000 Shares will be on issue in the Company at the successful completion of the Offer assuming full oversubscription is reached. Of these, an aggregate of 20.48% of Shares will be held by Vendors of exploration projects.

Options

As at the date of this Prospectus, a total of 15,000,000 Options exercisable at $0.40 each on or before 30 June 2016 have been granted to Directors and promoters to be issued upon the Company being admitted to the ASX.

Please refer to Section 1.12 for full details of Directors' interest in Shares and Options and Section 9.1.2 for full terms and conditions of Options.

1.10. Restricted Securities

Securities on issue as at the date of this Prospectus and securities to be issued to the Vendors may be subject to the restricted securities provisions of the Listing Rules. Accordingly, such securities may be required to be held in escrow for up to 24 months and may not be transferred, assigned or otherwise disposed of during that period. These agreements will be entered into in accordance with the ASX Listing Rules. In general, securities issued to promoters and related parties are escrowed for 24 months from the date of ASX Listing. Securities issued to Vendors and a portion of securities issued to seed investors are generally escrowed for 12 months from the date of the issue of the securities. The final number of escrowed securities will be determined by ASX.

1.11. Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Offer (assuming full oversubscription) are set out in the table below.

As at the date of the prospectus:

Shareholder	Shares	Options	(undiluted)	(fully diluted)
Robert Van der Laan^	7,800,000	5,000,000	17.33	21.34
Yeo Siak Poh	6,000,000	–	13.33	10.00
Hilux Resources Pty Ltd	3,500,000	–	7.78	5.83
Mission Resources Pty Ltd	3,500,000	–	7.78	5.83
Dynamic Partners Pty Ltd	3,500,000	–	7.78	5.83
Elmar Global Investment Ltd	3,000,000	–	6.67	5.00
MD Mukhtar Hossain	3,000,000	–	6.67	5.00
Angus Claymore Pilmer	2,400,000	–	5.33	4.00
Gregory Ralph Robinson <The G&R Robinson Family Trust>	2,400,000	–	5.33	4.00

On completion of the Offer (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer):

Shareholder	Shares	Options	(undiluted)	(fully diluted)
Robert Van der Laan^	7,800,000	5,000,000	8.34	11.80
Yeo Siak Poh	6,000,000	–	6.42	5.53

^ Robert Van der Laan holds 1,550,000,shares directly, 250,000 indirectly though controlled entity Horn Resources Pty Ltd, 2,000,000 indirectly through Richmond Resources Pty Ltd, and 4,000,000 indirectly through controlled entity Ocean State Enterprises Ltd. The Richmond Resources Pty Ltd securities were provided as consideration in the Richmond Agreement as further detailed in Section 9.3.6.

The Company has been advised by the substantial holders that none of the substantial holders are associated, or are acting in concert in relation to their holdings in the Company. Other than set out above, the substantial holders have no present intention to inject further capital into Tungsten Mining.

The statements above are of current intention only, which may change as new information becomes available or circumstances change. The statements should be read in this context.

The Company will announce to the ASX details of its top-20 Shareholders (following completion of the Offer) prior to the Shares commencing trading on ASX.

1.12 Key Management Personnel information

As at the date of this report the key management personnel and their related parties have relevant interests in Shares and Options, contracted remuneration benefits, and accrued service fees as set out in the table below:

Key Management Personnel	Shares	Options*	Directors'Fees ($/per annum)	Consulting Fees in relation to IPO ($)
Patrick McManus	650,000	5,000,000	60,000	16,000
Bill Kable	–	–	40,000	–
Paul Berndt	1,000,000	–	275,000	50,000
Francis Loh			40,000	
Robert Van der Laan	7,800,000	5,000,000		
Lindsay Cahill^	1,250,000	–	–	50,000
Total	**10,700,000**	**10,000,000**	**415,000**	**116,000**

* $0.40 Options expiring on 30 June 2016

^ At the date of the Prospectus, Lindsay Cahill had resigned as a director of the Company, however has been included for full disclosure purposes.

1.13 Agreements with Directors or related parties

1.13.1 Directors' Remuneration

The Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting of Shareholders. The aggregate remuneration for non-executive Directors has been set at an amount not to exceed $500,000 per annum.

The remuneration of executive Directors will be fixed by the Directors and may be paid by way of fixed salary or consultancy fee.

The annual remuneration (inclusive of superannuation) payable to each of the Directors as the date of this Prospectus is as follows:

Director	Annual remuneration
P. Berndt (Managing Director)	$275,000
P. McManus (non-executive chairman)	$60,000
W. Kable (non-executive director)	$40,000
F. Loh (non-executive director)	$40,000

1.13.2 Executive Services Agreement: Managing Director Agreement

Pursuant to an agreement dated 4 June 2012 between the Company and Paul Berndt ("Managing Director") the Company agreed to employ the Managing Director in the capacity of managing director on the terms detailed in this Section 1.13.2 ("MD Agreement").

As consideration of his employment as managing director for a period of 2 years the Company shall pay the Managing Director a salary of $150,000 per year inclusive of superannuation prior to the Company being admitted to the official list of the ASX. The remuneration will increase to $275,000 per year inclusive of superannuation in the event the Company is admitted to the Official List of the ASX.

In addition to his remuneration referenced above the Managing Director shall also be issued 500,000 Shares in the Company on the commencement date of the MD Agreement and a further 500,000 Shares in the Company on the date the Company is admitted to the Official List of the ASX.

The Company may pay to the Managing Director a performance based bonus which will be determined by the Company from time to time as it deems appropriate. The Company will also pay to the Managing Director a bonus of 2,500,000 Shares, subject to Shareholder approval, on achievement of a JORC indicated resource of a minimum of 600,000 mtu of WO_3 at a minimum average grade of 0.25%, in aggregate, on the Projects detailed in this Prospectus.

1.13.3 Richmond Resources Pty Ltd – Tenement Sale Agreement

Pursuant to an agreement styled "Purchase of Tenement Interest" ("Richmond Agreement") dated 24 July 2012 between the Company and Richmond Resources Pty Ltd ("Richmond") Richmond agreed to sell and the Company agreed to purchase Richmond's 20% interest in tenement E20/669 ("Richmond Tenement") as referenced below on the terms and bases detailed in this Section 1.13.3.

Pursuant to the terms of the Richmond Agreement and in consideration for the Company acquiring an interest in the Richmond Tenement interest, the Company agreed to issue to Richmond 2,000,000 Shares in the capital of the Company ("Consideration Shares").

Richmond, at the request of the Company, will provide to the Company certain information including, but not limited to, exploration, geological and geotechnical information relating to the Richmond Tenement (the "Information").

At settlement of the Richmond Agreement, Richmond will provide to the Company a registrable transfer(s) of the Richmond Tenement interest, all Information, all documents of title to the Richmond Tenement interest and the whole of the beneficial ownership in and to the Richmond Tenement interest.

Richmond provides the Company with certain standard warranties including in relation to the Tenement including, but not limited to, that Richmond is or is entitled to be the registered and beneficial holder or applicant (as the case may be) as to the Richmond Tenement interest, it has the full right, title and authority to transfer to the Company its interest in the Richmond Tenement and the Richmond Tenement interest is free from encumbrances as at the date of settlement.

Richmond further warrants that it must maintain the Richmond Tenement interest in good standing in accordance with the *Mining Act 1978* (WA) up to the date of settlement.

Richmond agrees that if the rights of Richmond as beneficial owner of the Richmond Tenement interest is not capable of being legally transferred to the Company Richmond shall transfer such rights to the Company in the name of Richmond and Richmond shall hold such rights in trust for the Company.

If the Company intends to sell or transfer the Richmond Tenement interest (in whole or in part) it must give Richmond a 30 day notice of such an intention, invite Richmond to acquire that portion of the Richmond Tenement interest the Company intends to sell or transfer and not place on the open market that portion of the Richmond Tenement interest until the expiration of the 30 day notice. If Richmond notifies the Company in writing of its acceptance the Company must sell that portion of the Richmond Tenement interest that Company intends to sell to Richmond.

The Richmond Agreement contains additional terms considered standard for this type of agreement.

Bob van der Laan is the Chief Financial Officer of Tungsten Mining and the sole director of Richmond. As such, we highlight that a member of key management of Tungsten Mining has an interest in this material agreement.

1.14 Corporate Governance

The Board endorses the Corporate Governance Principles and Recommendations (ASX Recommendations) as published by the ASX Corporate Governance Council and has adopted corporate governance charters and policies reflecting those ASX Recommendations, to the extent appropriate having regard to the size and circumstances of the Company.

1.15 Dividends

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of the Company. At the date of issue of this Prospectus the Company does not intend to declare or pay any dividends in the immediately foreseeable future.

1.16 Taxation

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

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

Section 2
Details of the Offer

2.1. Shares Offered for Subscription

By this Prospectus, the Company offers for subscription 25,000,000 Shares at an issue price of $0.20 each to raise $5,000,000 (before expenses of the Offer).

The Shares offered under this Prospectus will rank equally with the existing Shares on issue.

The Company reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for.

Applications must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares, and can only be made by completing the relevant Application Form attached to or accompanying this Prospectus.

Priority Offer

Shareholders of Northern Minerals Limited and Magnetic Resources NL will have priority in respect of up to an aggregate of 5,000,000 Shares ($1,000,000) being offered under the Prospectus. In the event that Priority Offer applications are received in excess of 5,000,000 Shares, the Directors reserve the right to allocate any Applicant fewer shares than the number applied for.

Applications under the Priority Offer, can only be made on the Priority Offer Application Form attached to this Prospectus.

Public Offer

A total of 20,000,000 Shares, plus any Shares not subscribed for under the Priority Offer, will be available under the public offer ("Public Offer"). The Company may accept oversubscriptions of up to 15,000,000 Shares under the Public Offer.

Applications for Shares by general investors must be made on the Public Offer Application Form attached to this Prospectus.

2.2. Purpose of the Offer

The purpose of the Offer is to provide the Company with the necessary funding to acquire and add value to the Projects and to identify potential acquisition, and other, opportunities.

It is intended to apply funds raised from the Offer as follows:

Item	Full subscription (A$5m) (A$)	Full oversubscription (A$8m) (A$)
Pre-Offer cash and receivables	1,317,916	1,317,916
Total to be raised under the Offer	5,000,000	8,000,000
Total funds available	6,317,916	9,317,916
Year 1 Expenditure		
Exploration expenditure (refer Section 3.3)	2,110,000	2,416,000
Expenses of the issue (refer Section 9.7)	582,068	764,768
Administration costs	520,000	610,000
Total expenditure – Year 1	3,212,068	3,790,768
Total funds available – end of Year 1	**3,105,848**	**5,527,148**
Year 2 Expenditure		
Exploration expenditure (refer Section 3.3)	935,000	1,810,000
Administration costs	520,000	610,000
Total expenditure – Year 2	1,455,000	2,420,000
Total funds available – end of Year 2	**1,650,848**	**3,107,148**

Notes:

- The above table is a statement of current intentions as of the date of lodgement of this Prospectus with the ASIC. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.
- Should more than the full subscription be received but less than the maximum oversubscription the Company intends to allocate the funds primarily towards evaluation and exploration (after costs of the Offer) and budgets will be scaled proportionately based on the level of subscription received.
- Exploration expenditure will be reviewed on an on-going basis, depending upon the nature of results forthcoming from the respective work programmes.
- It is the Company's intention to increase and accelerate its exploration and drilling programs to achieve results as soon as practicable. The Company may seek to raise additional funds within two years after listing on the ASX to the extent required to increase and accelerate the development, exploration and drilling programs as determined by the Board.

Following the completion of the Offer, the Company will have sufficient working capital to carry out its stated objectives.

2.3. How to Apply for Shares

Applications for Shares pursuant to the Offer can only be made on the Application Forms attached to this Prospectus.

Priority Offer

If you are a Northern Minerals Limited or Magnetic Resources NL shareholder and wish to participate in the Priority Offer, you should complete your Priority Offer Application Form in accordance with the instructions set out on the back of each Priority Offer Application Form. Shareholders may apply for a minimum parcel of 10,000 Shares representing a minimum investment of $2,000 and thereafter in multiples of 1,000 Shares.

All Priority Offer Application Forms and accompanying cheques must be received by the Offer Closing Date at the Company's Share Registrar at one of the addresses below.

Monies should be deposited to the following bank account **using the applicants name as reference**.

Payment by electronic transfer to:
ACCOUNT NAME: TUNGSTEN MINING NL
BANK: NAB
BSB: 086-006
ACCOUNT: 14-390-4541

Please post, fax (+61 8 9315 2233) or scan and email (info@tungstenmining.com) a copy of your bank receipt together with this Priority Offer Application Form to Security Transfer Registrars Pty Ltd.

If payment cannot be made electronically then a cheque(s) or bank draft(s) payable to Tungsten Mining NL must be forwarded together with your completed Priority Offer Application Form. Your cheque(s) or bank draft(s) must be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cash should not be forwarded.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

LODGING OF APPLICATIONS

Completed Priority Offer Application Forms and cheques must be:

Posted to:	**OR**	***Delivered to:***
Tungsten Mining NL C/- Security Transfer Registrars Pty Ltd PO Box 535 APPLECROSS WA 6953		Tungsten Mining NL C/- Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WA 6153

Applications must be received by no later than **5.00pm WST** on the **Closing Date** **(7 November 2012)** which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

No brokerage or stamp duty is payable by Applicants.

Public Offer

The Public Offer Application Form must be completed in accordance with the instructions set out on the back of each Public Offer Application Form. Completed Application Forms and accompanying cheques must be received by the Offer Closing Date at the Company's Share Registar at one of the addresses below.

Monies should be deposited to the following bank account **using the applicants name as reference**.

Payment by electronic transfer to:
ACCOUNT NAME: TUNGSTEN MINING NL
BANK: NAB
BSB: 086-006
ACCOUNT: 14-390-4541

Please post, fax (+61 8 9315 2233) or scan and email (info@tungstenmining.com) a copy of your bank receipt together with this Public Offer Application Form to Security Transfer Registrars Pty Ltd.

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Applications must be received by no later than **5.00pm WST** on the **Closing Date** **(7 November 2012)** which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

No brokerage or stamp duty is payable by Applicants.

Applications must apply for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares, and can only be made by completing the Public Offer Application Form attached to this Prospectus. The Company reserves the right to reject any Application or to allocate the Applicant fewer Shares than the number applied for.

2.4. Allotment of Shares

Subject to the ASX granting approval for the Company to be admitted to the Official List, the allotment of Shares to Applicants will occur as soon as possible after the Closing Date, following which statements of shareholdings will be dispatched to successful Applicants, by the Share Registrar. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

Pending the issue of the Shares, or return of the Application Monies, the Application Monies will be held in trust for the Applicants.

The Directors have the right to allocate Shares pursuant to the Offer. Shareholders of Northern Minerals Limited and Magnetic Resources NL will have priority in respect of up to an aggregate of 5,000,000 Shares ($1,000,000) being offered under the Prospectus. In the event that Priority Offer applications are received in excess of 5,000,000 Shares, the Directors reserve the right to allocate any Applicant fewer Shares than the number applied for. The Company may reject any Application or allocate any Applicant fewer Shares than applied for pursuant to the Offer.

If an Application is not accepted, or is accepted in part only, the relevant part of the Application Monies will be refunded. Interest will not be paid on Application Monies refunded.

2.5. Minimum Subscription

The minimum (full) subscription to the Offer is 25,000,000 Shares at an issue price of $0.20 per Share to raise $5,000,000 before expenses of the Offer. If full subscription has not been raised within three (3) months after the date of this Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

2.6. Oversubscriptions

The Company may accept oversubscriptions of up to a further $3,000,000 through the issue of up to a further 15,000,000 Shares at an issue price of $0.20 per Share under the Offer. The maximum amount which may be raised under this Prospectus is therefore $8,000,000.

2.7. ASX Listing

Within 7 days after the date of this Prospectus, application will be made for the Shares offered pursuant to this Prospectus to be granted Quotation.

The ASX takes no responsibility for the contents of this Prospectus. The fact that the ASX may admit Tungsten Mining to the Official List is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

2.8. Applicants Outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

2.9. Underwriting

The Offer is not underwritten.

2.10. Commissions on Application Forms

Patersons Securities Limited ("Patersons") (AFSL: 239 052) has agreed to act as Lead Manager to the Offer. Details of the agreement entered into by the Company with Patersons are set out in Section 9.3.9 of this Prospectus. The Company has agreed to pay a commission of 5% (exclusive of GST) of amounts subscribed to Patersons. Patersons will be responsible for the payment of all selling and third party fees. The Company has also agreed to pay a 1% management fee to Patersons in relation to the Offer.

2.11. CHESS

Tungsten Mining will apply to participate in the Clearing House Electronic Subregister System (CHESS), operated by ASX Settlement (a wholly owned subsidiary of the ASX), in accordance with the Listing Rules and ASTC Settlement Operating Rules. On admission to CHESS, the Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of securities.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, the Company will provide Shareholders with a holding statement (which is similar to a bank account statement) that sets out the number of Shares allotted to that Shareholder pursuant to this Prospectus.

This statement will also advise investors of either their Holder Identification Number (HIN) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (SRN) in the case of a holding on the issuer–sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time however a charge may be incurred for additional statements.

2.12. Risk Factors

Prospective investors in the Company should be aware that subscribing for Shares the subject of this Prospectus involves a number of risks. These risks are set out in Sections 1.4 and 4 of this Prospectus and investors are urged to consider those risks carefully (and, if necessary, consult their professional adviser) before deciding whether to invest in the Company. The risk factors set out in Sections 1.4 and 4 of this Prospectus, and other general risks applicable to all investments in listed securities not specifically referred to, may in the future affect the value of the Shares. Accordingly, an investment in the Company should be considered highly speculative.

2.13. Forecasts

Due to the speculative nature of exploration, there are significant uncertainties associated with forecasting future revenues from the Company's proposed activities. The Directors believe that given these inherent uncertainties, it is not possible to include a reliable forecast in this Prospectus.

2.14. Privacy Disclosure

The Company will collect information in relation to each Applicant as provided on the Application Form (Information) for the purposes of processing the Application Form and, should the Application be successful, to administer the Applicant's security holding in the Company (**Purposes**).

The Company may use the Information for the Purposes and the Company may disclose the Information for the Purposes to the Share Registrar, the Company's related bodies corporate, agents, contractors and third party service providers, and to the ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the register, including bidders for Applicants' securities in the context of takeovers, licensed securities dealers, mail houses and regulatory bodies including the Australian Taxation Office.

2.15. Enquiries

This Prospectus provides information for potential investors in the Company and it should be read in its entirety. If, after reading this Prospectus, an investor has any questions about any aspect of an investment in Tungsten Mining, they should contact their stockbroker, accountant or independent financial adviser.

Section 3
Company and Project Overview

3.1. Background

Tungsten Mining was incorporated to amalgamate the rights to tungsten mineralisation in three groups of tenements in Western Australia and one in the Northern Territory with a focus on bringing its core Kilba Well project into early development and replicating the rapid mine development model on the other projects in its portfolio.

Tungsten is a commodity in high demand with the principal driver of consumption being tools used across the broad spectrum of the manufacturing industry, an application where there are currently no alternatives to tungsten due to its hardness and heat resistance. Global tungsten consumption is expected to be approximately 100,000t in 2012, of which it is estimated 70,000t will be newly-mined tungsten and 30,000t recycled. Annual consumption is expected to grow by 6% per annum in line with projected global GDP growth.

China is the dominant global producer, producing approximately 80% of global supply but has begun to implement measures to conserve its resources, such as restrictions on export licences and implementation of quotas and tariffs. In response to China's restrictions the USA, Japan and EU have declared tungsten to be a critical raw material and a strategic metal. Supply and demand are currently in balance, however with no significant new sources of supply to meet the expected demand growth, the tungsten price has increased 3-fold in the past 3 years, to USD$21,000 per tonne for typical ex-mine concentrates with 68% contained WO_3.

These market fundamentals present a window of opportunity for Tungsten Mining to become engaged with the positive market sentiment. The individual assets that Tungsten Mining has amalgamated have either already-identified tungsten occurrences on them, or are highly prospective for tungsten occurrences, giving Tungsten Mining an optimistic outlook for near term participation in the tungsten market.

In particular, in mining lease M08/0314 in the Gascoyne Area of Western Australia, Tungsten Mining holds rights to an asset called Kilba Well that is highly prospective as an immediate mine development proposition. This view is based on the results of exploration and metallurgical testing carried out during the late 1970s and early-1980s by an Australian subsidiary of Union Carbide who was a major player in the tungsten mining industry during that era.

The short-term goal of the Company is to develop a tungsten mine at the Kilba Well project and the initial focus of the Company will be to carry out exploration, investigations and engineering development work, leading into a definitive feasibility study of the Kilba Well project.

Company Background

Tungsten Mining NL (formerly Tungsten West NL) was incorporated on 13 July 2011 with the objective of becoming a tungsten producer within a relatively short time, primarily through its flagship project, Kilba Well. Whilst Kilba Well will be the principal focus of the Company in the short term, a further key platform of the Company's value proposition is its project portfolio concept. The Company intends to build on the potential mine development at Kilba Well and replicate the high-grade mine model with other projects in its extensive project pipeline. The projects the Company has assembled provide a range of exploration assets at different stages of maturity, and are considered in more detail below in Section 3.2 and in the accompanying Independent Geologist's Report in Section 6.

Industry Background

Tungsten Metal

Tungsten is a very dense greyish-white metallic element that has a combination of relatively extreme properties compared to other metals, including the highest melting point of all single metals (some new alloys have higher melting points), and the second-highest of all the elements (after carbon), extreme strength

and high wear resistance, with a hardness approaching that of diamond when compounded into tungsten carbide, and the highest modulus of elasticity and highest tensile strength at high temperatures of all metals.

Due to this unique combination of properties tungsten has few, if any, substitutes in the majority of its applications. These properties allow tungsten to fulfil many specialised tasks in the modern industrial world and in many consumer goods and appliances.

Tungsten Deposits

There are currently only two commercially important minerals for the extraction of tungsten: namely, wolframite, $(Fe,Mn)WO_4$, and scheelite, $Ca\ WO_4$.

The three principal types of economically important tungsten deposits are scheelite skarns, quartz - wolframite veins and porphyry stockwork wolframite.

Skarns are produced by high-temperature replacement and recrystallization of calcareous sedimentary rock, at or near the contact of an igneous intrusion, and range in size from small isolated pods scattered along the igneous contact to massive ore bodies. Tungsten Mining's Kilba Well project is a typical skarn deposit.

Although skarn deposits are the most common form of tungsten deposit, quartz veins account for more than 60% of the world's tungsten resources and most of the extensive deposits in China are of this vein type.

Tungsten Mining and Processing

Most of the world's operating tungsten mines are underground mines and mining costs are high. Tungsten Mining will have a distinct advantage because the projects it is considering are based on surface deposits that are likely to be amenable to open cut mining.

Wolframite and scheelite both have a high specific gravity and are therefore generally recovered by conventional gravity concentration methods such as dense medium cyclones, jigs, spirals and shaking tables. Froth flotation can also sometimes be used to treat the finer size fractions in the case of scheelite, but is rarely suitable for fine wolframite recovery. The overall recovery of tungsten into final concentrate can be quite low with above 85% considered exceptional, and as low as 55% might still be considered acceptable.

Internationally-traded tungsten concentrates typically contain 65–73% WO_3. Currently, production from individual operating mines ranges from 30,000 to 280,000 mtu per annum (approximately 500t to 4,000t of concentrate), and virtually all production is shipped internationally in 20 tonne containers.

Ammonium Para-Tungstate (APT)

Most of the world's mine output of concentrate is converted into APT. This conversion is basically a purification step that renders the tungsten into a form where it is more readily convertible into the end-use products of tungsten demand.

The resulting APT, which is a granular white solid, is used to produce various tungsten powders including tungsten trioxide, tungsten blue oxide, tungsten metal powders and tungsten carbides. Those powders are then in turn sintered and pressed to make the numerous final tungsten products including wire, billets, welding electrodes and tools.

APT is a readily-marketable commodity produced by only a relatively small number of manufacturers world-wide. The well-established pricing mechanism for APT sales (and, through it, tungsten concentrate sales) is based on industry quotations published twice weekly by London's "Metal Bulletin" magazine (the "LMB price", which is quoted in US$ per metric tonne unit of 10kg of WO_3).

Finished Tungsten Products

Most tungsten metal powder is converted to tungsten carbide (WC) by reaction with pure carbon powder at 900-2,200°C in pusher or batch furnaces, a process called carburization. Tungsten carbide is, quantitatively, the most important tungsten compound. Because of its hardness, it is the main constituent in cemented carbide (hardmetal).

Hardmetals are a range of very hard, refractory, wear resistant materials made by "cementing" very hard tungsten carbide (WC) grains into a binder matrix of tough cobalt or nickel alloy by liquid phase sintering. With a hardness that is close to that of diamond, cemented carbides are used in applications that require extreme abrasion resistance, such as high performance cutting tools (used on metals, alloys, wood, composites, plastics and ceramics), metal-forming tools and mining and construction machinery. Scrap recycling is an important factor in the world's tungsten supply. It is estimated that 30% of tungsten is recycled, and the tungsten processing industry is able to treat almost every kind of tungsten-containing scrap and waste to recover tungsten and, if present, other valuable constituents.

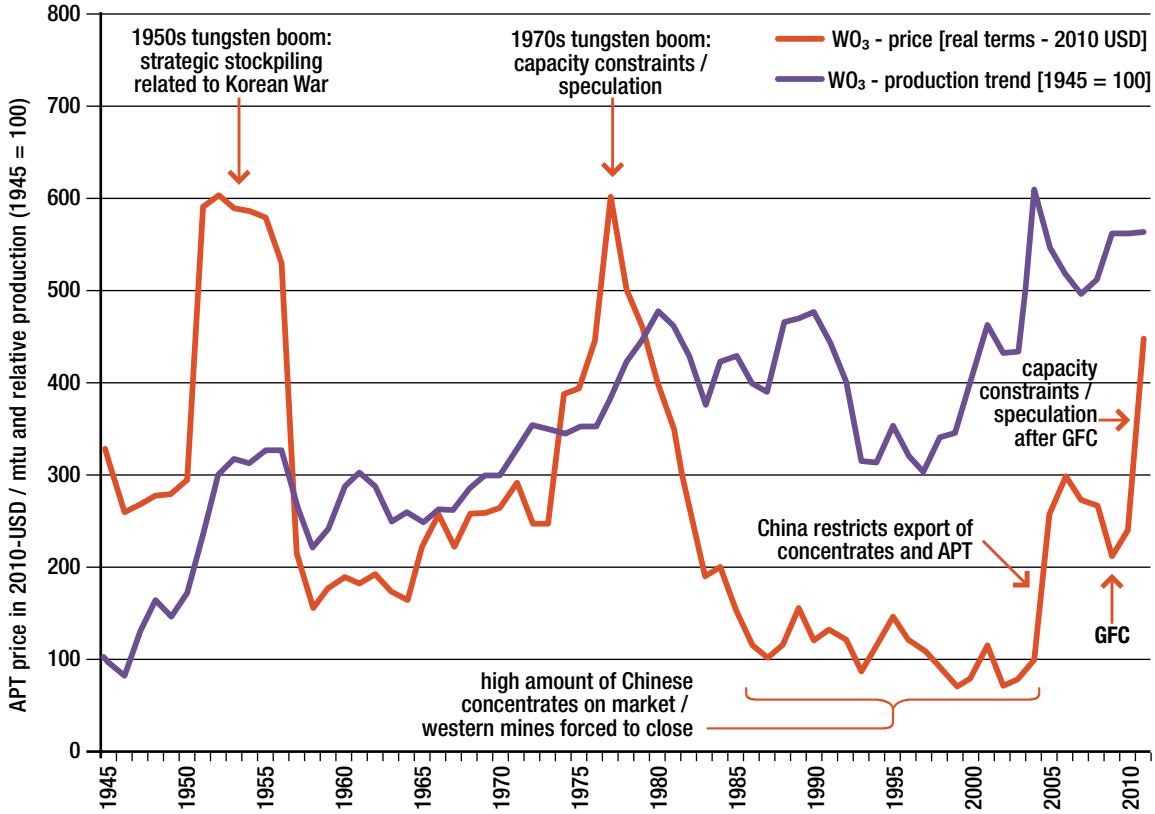

Figure 3.1 – Recent Price History

The International Tungsten Industry Association (ITIA) produced a price chart for APT based on data compiled by the United States Geological Survey, as per the figure above.

Since 2010 the APT price has again risen strongly, spiking at USD$500 in June, 2011, and settling back to the USD$390-USD$410 range as at August, 2012.

Factors currently affecting the tungsten price are:

- Rising demand as a consequence of general economic growth, especially in the developing countries;
- Chinese government policy restricting supply;
- Supply diversity becoming increasingly important to tungsten buyers; and
- High production cost and small resource base of the biggest non-Chinese tungsten supplier;

3.2. Project Information

Tungsten Mining brings a practical and hands-on approach to underexplored and overlooked Australian tungsten deposits. Without exception all the deposits within the portfolio have seen previous exploration that delineated mineralisation with encouraging results. In almost all cases it appears the prospects have been consigned to the "too hard basket" perhaps because of a lack of understanding of a development pathway. Tungsten Mining's Board has proven operational experience in tungsten evaluation and exploitation and believes the portfolio contains prospects that can be brought to a mining stage at low cost and in the short term.

The Board has assembled a pipeline of Projects ranging from grass-roots conceptual models to deposits like Kilba Well, already on a granted mining lease and with a significant drill database, which can be brought to a decision to mine in the near term.

3.2.1. Gascoyne Project Area

In the Gascoyne area of Western Australia, Tungsten Mining has a large land-holding of 240km^2 in 9 separate tenements, including 3 mining leases. Tungsten mineralisation has been identified at the Kilba Well and Love's Find prospects.

Kilba Well

Australia and New Zealand Exploration Company (ANZECO), a subsidiary of Union Carbide, first discovered the significant tungsten-bearing (scheelite) skarn deposit at Kilba Well in 1973. Mapping, channel sampling, costeaning and diamond drilling defined mineralisation in several pods around an elliptical granitoid dome known as the eye structure. This is wholly located within mining lease M08/0314 as shown on Figure 3.2 below.

The more significant areas of tungsten mineralisation were termed zones, 8, 11 and 12.

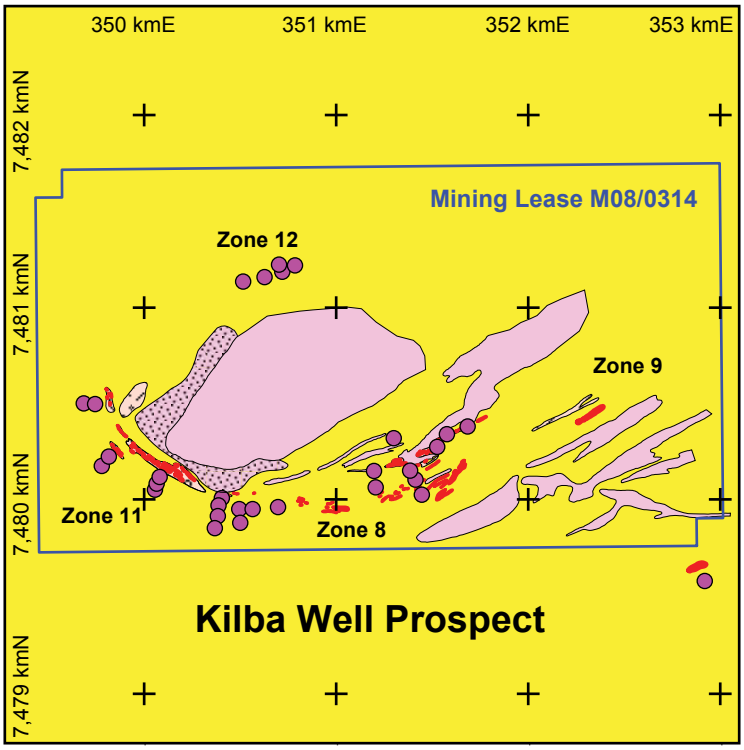

Figure 3.2 – Kilba Well Prospect
(Yellow: morissey metamorphics; Pink: kilba granite; dotted pink: greisen; red: skarn; purple circles: drillholes)

At Zone 11, the most interesting, mineralisation has been detected over approximately 1,100m of strike extent and to a vertical depth of 150m. The host sequence dips between 45° and 60° to the southwest.

At Zone 8, mineralisation is developed along the southeast margin of the eye structure. Rock chip sampling of the Zone 8 skarns returned high tungsten assays, up to 2.85% WO_3 over a 1.5m interval. Zone 8 skarns have been mapped over a strike length of approximately 600m trending east-northeast and dipping between 50° and 75° to the southeast.

At zone 12, mineralised skarn is developed on the northern flank of the eye structure. Mineralisation has been detected at surface over approximately 800m of strike.

Based on diamond drilling, costeaning and geological mapping an exploration target at Kilba Well for zone 11 has been identified within the range of 0.7Mt – 1.4Mt with a grade of between 0.5 and 0.9% WO_3[1]. Tungsten Mining believes that with further work this target will be upgraded to resource status.

Preliminary metallurgical testing carried out by Union Carbide showed that the ore is upgradable to an acceptable concentrate specification using a conventional separation route. Furthermore, the scheelite liberation size was noted to be very coarse, in the realm of 2mm, and this suggests an even simpler processing route employing dense medium scalping, and also implies higher-than-average tungsten recovery. This simple metallurgy, coupled with the higher-than-average tungsten grade, adds confidence to Tungsten Mining's view that Kilba Well is a prime target for mine development.

Tungsten Mining is confident that the tungsten mineralisation parameters indicated from the earlier work on M08/0314 provide a sound justification for proceeding immediately to the detailed investigative phase. The Company will execute an in-fill core drilling program on the Kilba Well deposits as soon as practicable after Listing. This drilling program, which may comprise up to 100 holes to average depth 60m on a 25m grid, will provide the design basis for deposit modelling and mine planning. It will also generate samples for metallurgical testing in order to define the optimum process route and attainable tungsten recovery.

Tungsten Mining has already initiated the environmental permitting process by commissioning site flora and fauna studies to coincide with the 2012 spring season to ensure this does not become a critical path issue to development.

[1] The JORC Exploration Target has been subjected to diamond drill testing, costeaning and geological mapping by ANZECO. The potential quantity and grade of the exploration target is conceptual in nature, and should not be construed as indicating the existence of a JORC compliant Mineral Resource. There is insufficient information to define a JORC Mineral Resource, and it is uncertain if further development and interpretation will result in the determination of a JORC Mineral Resource.

It is anticipated that these studies, including mine planning and detailed process design and infrastructure studies, will be completed by June, 2013, and that a definitive feasibility study report will be issued at that time.

Love's Find

At Love's Find, tungsten mineralisation in the form of powellitic scheelite on Mining Lease M08/0493 is also associated with the intruding Kilba granite. Surface grab samples at grades up to 5.6% WO_3 have been recorded. Though there is visual evidence of widespread occurrences of the prospective skarn horizons surrounding Love's Find, it appears that the prospect has not been systematically mapped or evaluated using modern geophysical techniques. Additionally there is no record of the area having been drilled. Immediate drill targets exist at Love's Find and a maiden drilling program will be completed to ascertain potential.

At the Whiskey Pool prospect 20 kilometres west of Love's Find identification of high-grade wolframite mineralisation further highlights the potential for the discovery of new tungsten pegmatite or greisen-type deposits in the region.

Modern geophysical survey methods will be employed over the remainder of the wider project area at Whiskey Pool, Mt Murray and Woodcock where surface expressions of tungsten mineralisation have been identified, in conjunction with geological mapping to identify further targets.

3.2.2. Mosquito Creek

Located 85 kilometres South-east of Tennant Creek, in the Northern Territory, the Mosquito Creek Project comprises three exploration licence areas totalling 277 square kilometres within the Mosquito Creek Tungsten Field.

Tungsten mineralisation, as both wolframite and scheelite, occurs at several locations regionally. At the Mosquito Creek deposits the tungsten mineralisation is associated with poorly exposed greisen and quartz veins in the topographic "shadows" of outcrops of unaltered Hill of Leaders Granite.

Mosquito Creek was briefly mined for tungsten in the period 1951-1956. The mine workings comprise shallow trenches and costeans, usually less than 2m deep, although the deepest shaft reached 28m in the main vein. A recent air core drill program has shown that anomalous tungsten values extend for several hundred metres southeast of the main Hill of Leaders workings. The program intersected significant tungsten grades beneath alluvium up to several hundred metres from the Hill of Leaders historic mines. Elsewhere within the Project anomalous tungsten grades in weathered bedrock were located up to 4.5 kilometres north-westerly and 10 kilometres south-easterly from the Hill of Leaders.

This most recent exploration is seen as encouraging in that it demonstrated that tungsten mineralisation is much more widespread that originally documented. Much of this shallow mineralisation is likely to be alluvial in style and amenable to low cost recovery and processing presenting an early cash flow opportunity.

The aircore drilling had limited penetration and the potential of the host granites to contain primary mineralisation remains to be tested by deeper drilling. The Company plans to undertake reverse circulation drilling to investigate primary tungsten mineralisation over identified anomalous zones the target being a high tonnage lower grade granitic hosted vein style of deposit.

3.2.3. Koolyanobbing

The Koolyanobbing Project tenements extend over a distance of 70 kilometres overlying and adjacent to the regional Koolyanobbing Fault. The project is located 45 kilometres northeast of Southern Cross, adjacent to the township of Koolyanobbing.

The northern group of tenements contains the Lake Seabrook Tungsten Prospect where Barrier Exploration NL ("Barrier") first discovered scheelite and fluorite mineralisation in the 1970s. Significantly, scheelite mineralisation has been traced over a strike length of more than 5 kilometres.

Preliminary metallurgical testing carried out on a bulk sample collected from trenches was encouraging. From a head assay of 2.5% WO_3, it was possible to recover a concentrate having a grade of 65% WO_3, at a recovery of between 70 and 80%.

No dedicated evaluation of the tungsten potential of the Lake Seabrook Tungsten Prospect has been undertaken since the initial and limited exploration of the 1970s. Subsurface investigation has been restricted to shallow trenching. Hydrothermal alteration is prevalent in the rock types and the Company believes the prospect has the potential to host a vein/stockwork style of deposit which are generally of lower grade but amenable to exploitation by low cost bulk mining methods.

First pass exploration would include mapping and night-lamping followed by RC drilling to evaluate the mineralisation at depth.

3.2.4. Callie Soak

The Callie Soak tungsten deposits are located about 11 kilometres northwest of the abandoned Big Bell Mining Centre in the Murchison region of Western Australia. The Callie Soak Project comprises one Exploration Licence and one exploration licence application. The Project is operated by Tungsten Australia Pty Ltd (an unrelated private Australian company) with Tungsten Mining having the right to a 20% free carried interest in the project until completion of a feasibility study.

The wolframite and minor scheelite bearing quartz veinlets are hosted in lensoid shaped quartz-biotite-topaz greisen zones, within steeply dipping shears in porphyritic granite and granite gneiss.

Callie Soak has an intermittent production history dating back to 1913 after tungsten was reported from the area in 1908. Systematic exploration has occurred in several phases beginning in 1949 and has included trenching percussion and diamond core drilling. It is our belief, as well as that of the current operator, that potential exists for down-plunge mineralisation.

Tungsten Mining anticipates that Callie Soak will develop into a small tonnage, low cost deposit with the potential to add tonnage at depth and from small satellite occurrences in the near vicinity.

3.3. Exploration Budget

The Company proposes to fund its intended activities as outlined in the tables below from the proceeds of the Offer. It should be noted that the budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration undertaken. This will involve an ongoing assessment of the Company's project interests and may lead to increased or decreased levels of expenditure on certain interests, reflecting a change in emphasis. Subject to the above, the following expenditure is proposed:

	Full Subscription ($5M)			Full Oversubscription ($8M)		
ACTIVITY	**YEAR ONE $000s**	**YEAR TWO $000s**	**TOTAL $000s**	**YEAR ONE $000s**	**YEAR TWO $000s**	**TOTAL $000s**
Data Review	70	0	70	80	0	80
Geochemistry	10	10	20	15	32	47
Engineering	485	50	535	500	150	650
Drilling	1000	520	1520	1,160	1,005	2165
Geophysics	120	100	220	165	150	315
Geoscientists	122	92	214	145	166	311
Travel / Accommodation	65	56	121	77	94	171
Field Costs	46	22	68	55	49	104
Administration	192	85	277	219	164	383
Totals	**2110**	**935**	**3045**	**2416**	**1810**	**4226**

The above table is a statement of current intentions as of the date of lodgement of this Prospectus with the ASIC. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Section 4
Risk Factors

4.1. Introduction

Prospective investors in the Company should be aware that subscribing for Shares in the Company involves a number of Risks. Tungsten Mining is an exploration company and an investment in the Company should be considered speculative. Risks specific to the Company are included in Section 1.4 of the Prospectus.

The business activities of Tungsten Mining are subject to various risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. There are risk factors that investors should consider and seek independent advice on before deciding whether or not to invest in Shares. The principal risk factors include, but are not limited to, the following.

4.2. Tenure Risks

The Company has entered into rights to acquire certain mineral rights. The rights to such minerals are governed by title granted by either the Department of Mines and Petroleum (DMP) or the Department of Resources – Minerals and Energy (Northern Territory Department) in relation to the Western Australian and Northern Territory projects respectively. Some of the righnts pertain to tenement applications that have not yet been granted. While no objections to the applications have been lodged, there is no guarantee that grant will be forthcoming and the conditions of grant (restricted operating covenants that may be imposed by the DMP or Northern Territory Department) are at this stage unknown.

4.3. Title Risks and Native Title

Interests in tenements in Australia are governed by the respective state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions that require compliance. Consequently, the Company could lose title to, or its interest in, tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. It is also possible that, in relation to tenements in which the Company has an interest, or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (by obtaining the consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

4.4. Exploration Risks

Potential investors should understand that exploration and development is a high-risk undertaking, and that exploration and development of mineral properties is speculative.

There can be no assurance that exploration of acquired projects or exploration properties that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

Any future exploration activities of the Company may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental incidents, native title process, changes to government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon it having access to sufficient development capital, being able to maintain rights under the terms of agreements currently in place and its ability to meet all statutory requirements, including DMP requirements, as may be necessary to preserve underlying tenure. If the exploration programmes prove unsuccessful, this could lead to a diminution in the value of the tenement.

4.5. Exploration Cost Estimates

The exploration costs of the Company described in Section 3.3 of this Prospectus are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the assumptions that underlie them will be realised in practice, which may materially and adversely affect the Company's viability.

4.6. Economic Risks

General economic conditions, movements in interest and inflation rates, the prevailing global tungsten price and currency exchange rates may all have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- the general economic outlook;
- interest and inflation rates;
- changes in investor sentiment;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

4.7. Commodity Price Volatility and Exchange Rate Risks

In the event that the Company achieves success leading to tungsten production, the revenue it will derive through the sale of tungsten concentrate exposes the potential income of the Company to commodity price and exchange rate risks.

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for tungsten, technological advancements, forward-selling activities and other macro-economic factors.

Furthermore, the international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are, and will be taken into account in, Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

4.8. Environmental Impact Constraints

The Company's exploration programmes will, in general, be subject to approval by governmental authorities. Development of any of the Company's Projects will be dependent on it meeting environmental guidelines and, where necessary, gaining approval from governmental authorities.

4.9. Environmental Risks

The operations and proposed activities of the Company are subject to state and federal laws and regulations concerning the environment. As with most exploration Projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Nevertheless, there are certain risks inherent in the Company's activities, including the risk of accidental leakages or spills, or other unforeseen circumstances that could subject the Company to extensive liability.

In this regard, the DMP, Northern Territory Department, or other relevant state bodies from time to time reviews the environmental bonds placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding requirements of the Company.

4.10. Government and Legal Risks

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and, ultimately, its financial performance and securities.

4.11. Carbon Tax

The carbon tax, effective from 1 July 2012, may contribute towards increased overheads in the future financial years, the extent of which is unclear.

4.12. Additional Requirements for Capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, it may require financing additional to that raised under this Prospectus. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company cannot obtain additional financing as required, it may be necessary to reduce the scope of its operations and/or scale back its exploration programmes as the case may be.

4.13. Resource Estimates

Resource estimates are judgements based on knowledge, experience and industry practice. Estimates valid when originally calculated may alter significantly if/when new information or techniques become available. In addition, resource estimates are by their very nature imprecise and depend to some extent on interpretations that may prove inaccurate. As further information becomes available as a result of additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans, which may in turn adversely affect the Company's operations.

4.14. Insurance Risks

Insurance coverage of all risks associated with Tungsten Mining and production is not always available and, where it is, the cost can be high. The Company will have in place insurance considered appropriate for the Company's needs. Tungsten Mining will not be insured against all possible losses, due either to the unavailability of cover or the Directors' belief that the premiums are excessive relative to the benefits that would accrue. The Directors believe that the insurance they will have in place will be appropriate. That said, the Directors will continue to review the insurance cover in place to ensure that it is adequate.

4.15. Risks from Competition

The industry in which the Company will be involved is subject to competition, particularly from China, due to its dominance of the industry historically. Although the Company will undertake all reasonable due diligence in its business decisions and operations, it will have no influence or control over the activities or actions of its competitors, which activities or actions may positively or negatively affect the operating and financial performance of the Company's Projects and business.

4.16. Reliance on Key Management Personnel

Responsibility for overseeing the day-to-day operations and strategic management of the Company rests entirely with its senior management and key personnel. No assurance can be given that no detrimental impact on the Company will occur if one or more of these employees leaves the Company's employ.

4.17. Speculative Nature of the Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or investors in it. These factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

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

Section 5
Corporate Governance

The Board is responsible for the overall corporate governance of the Company and acknowledges, as a guiding principle, that it will at all times act ethically, honestly, and in accordance with the law, with a view to creating sustainable value for its Shareholders.

The Board endorses the Corporate Governance Principles and Recommendations (ASX Recommendations) as published by the ASX Corporate Governance Council and has adopted corporate governance charters and policies reflecting those ASX Recommendations, to the extent appropriate having regard to the size and circumstances of the Company.

The following policies and procedures have been implemented and are available in full on the Company's website at www.tungstenmining.com

- Statement of Board and Management Functions;

  The Board has adopted a charter formalising the functions and responsibilities of the Board. The Board is ultimately responsible for all matters relating to the running of the Company.

- Code of conduct for Directors and Key Executives;

  The Board has adopted a Code of Conduct for Directors and Key Executives which addresses matters relevant to the Company's legal and ethical obligation to its stakeholders. The policy outlines its requirements with respect to; the Directors discharge of duties; relationships; compliance with laws and ethics; conflicts of interest; confidentiality; use of company assets; competition; environment; health and safety; and the annual review of the code of conduct by the Board.

- Share Trading Policy;

  The Share Trading Policy sets out the Company's policy with regard to trading in Company securities. The policy applies to all Directors, key management personnel and other employees of the Company and their associates. The policy outlines: the requirements; general prohibition on insider trading; restrictions on trading; additional restrictions on short-term trading; permission to trade; exceptions; required notification of proposed trade in the Company's securities; and notification of trade in the Company's securities.

- Audit Committee Charter;

  The Board has adopted an Audit Committee Charter outlining the composition of the committee; its responsibilities; authority; meeting requirements; reporting procedures; and oversight of the risk management system.

- Continuous Disclosure Policy;

  The Board has adopted a Disclosure Strategy to ensure that The Company complies with the disclosure requirements of the ASX Listing Rules. The strategy highlights the requirements for immediate notification; the procedure for disclosing the information; those responsible for disclosing this information; and policy review details.

- Shareholder Communications Strategy;

  The Board aims to ensure that Shareholders are informed of all major developments. The Shareholder Communications Strategy adopted by the Board, outlines responsibilities for reports issued to Shareholders; ASX announcements; Annual General Meetings; maintenance of the Company website; requests for information; and review of Shareholder communications.

- Risk Management Policy;

  The Board has adopted the Risk Management Policy, which outlines the Board's responsibility in identifying risk, maintaining the integrity of financial reporting, recognising the role of the auditor and reviewing the risk management policy.

- Remuneration Committee Charter;

  The Board has adopted a Remuneration Committee Charter outlining the composition of the committee; its responsibilities; meeting requirements; reporting procedures; and duties of the committee.

- Diversity Policy;

  The Company will develop, implement and monitor strategies, initiatives and programs to promote the Principle, including the achievement of gender diversity and review and report in same.

- Process for performance evaluation of the Board, Board committees, individual directors and key executives; and

- Corporate Code of Conduct.

The responsibilities of the Board include:

- protection and enhancement of shareholder value;
- formulation, review and approval of the objectives and strategic direction of the Company;
- monitoring the financial performance of the Company by reviewing and approving budgets and monitoring results;
- approving all significant business transactions including acquisitions, divestments and capital expenditure;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- the identification of significant business risks and ensuring that such risks are adequately managed;
- the review of performance and remuneration of executive Directors and key staff;
- the establishment and maintenance of appropriate ethical standards; and
- evaluating and, where appropriate, adopting with or without modification the ASX Recommendations.

The Board recognises the need for the Company to operate with the highest standards of behaviour and accountability.

The Company has considered the ASX Recommendations to determine an appropriate system of control and accountability to best fit its business and operations commensurate with these guidelines.

The Company seeks to follow these recommendations for listed companies where appropriate for its size and operations. In cases where the Company determines it would be inappropriate to follow the principles because of its circumstances, the Company will provide reasons for not doing so in its annual report.

The Board will consider on an ongoing basis its corporate governance procedures and whether they are sufficient given the Company's nature of operations and size.

Section 6
Independent Geologist's Report

Prepared for
TUNGSTEN MINING NL
INITIAL PUBLIC OFFERING

FRM GEOLOGICAL SERVICES
ABN: 77 823 685 882

Australian & International Exploration
& Evaluation of Mineral Properties

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Prepared by
F Repacholi-Muir
BSc (Geol & Soil Sc), GradCertAppFin, MAIG

September 2012

EXECUTIVE SUMMARY

Tungsten Mining NL ("Tungsten Mining" or "The Company") has assumed a portfolio of tenements in four properties, all containing tungsten mineralisation, namely the Gascoyne, Mosquito Creek, Koolyanobbing and Callie Soak Projects. The Tungsten Mining portfolio includes 17 Exploration Licences ("EL"), 9 Exploration Licence Applications ("ELA"), 3 Mining Leases ("ML"), 1 Mining Lease Application ("MLA) and 3 pending Miscellaneous Licences. The Projects cover approximately 1,084km^2 (108,373 hectares).

This report discusses the geological setting, exploration history, previous work and proposed exploration of the projects of Tungsten Mining. The Company has the rights to acquire a 100% interest in the Gascoyne Project, the Mosquito Creek Project and the Koolyanobbing Project, unencumbered by vendor royalties, free carried interests or claw back provisions. Tungsten Mining has a 20% free carried interest to the completion of a feasibility study in the Callie Soak Project.

The exploration portfolio offers a blend of projects in mineral producing regions with good infrastructures, long mining histories and currently producing mines, and those of a more speculative nature with conceptual targets with limited previous exploration.

The **Gascoyne Project** is located approximately 320km northeast of the regional centre of Carnarvon, and 250km southwest of the town of Karratha and the major port of Dampier. The Project comprises the advanced exploration prospects of Kilba Well and Love's Find, together with nearby areas prospective for tungsten and base metal mineralisation.

Australia and New Zealand Exploration Company first discovered the significant tungsten-bearing skarn deposit at Kilba Well in 1973. Mapping, channel sampling, costeaning and diamond drilling defined resources in several pods around the elliptical granitoid.

Drilling intersected significant tungsten mineralisation, including highlights of 7.65m at 0.8% WO_3, 3.17m at 5.35% WO_3 and 0.92m at 17.2 % WO_3 (refer Table 3). The most consistent mineralisation was encountered at a prospect identified as Zone 11, where channel sampling of four costeans returned values up to 0.86% WO_3. Preliminary metallurgical testing showed that the material from Zone 11 could be upgraded to an acceptable concentrate (better than 65% WO_3) by a combination of gravity and magnetic separation and flotation. The exploration work also delineated other promising target areas at Kilba Well.

Based on diamond drilling, costeaning and geological mapping an exploration target at Kilba Well for Zone 11 has been identified within the range of 0.7Mt – 1.4Mt with a grade of between 0.5 and 0.9% WO_3[1].

At Love's Find, tungsten mineralisation is associated with the intruding Kilba granite and although surface grab samples at grades up to 5.66% WO_3 have been encountered, there has been no drilling or other exploration of significance. There is visual evidence of widespread occurrences of the prospective skarn horizons surrounding Love's Find, but it appears that neither geological mapping nor geophysical techniques have been employed in the area.

Immediate drill targets exist at both Kilba Well and Love's Find. Drilling at Kilba Well will focus on enabling a JORC compliant resource calculation, whilst a maiden drilling program will be completed at Love's Find to ascertain potential. Modern geophysical survey methods will be employed over the remainder of the project areas, in conjunction with geological mapping to identify further targets.

The **Mosquito Creek Project** is located 80km southeast of Tennant Creek within the Northern Territory and is centred on the Mosquito Creek Tungsten Field (also referred to as the Hill of Leaders workings). Local geology is dominated by the Hill of Leaders Granite which is the host for the tungsten mineralisation, dominantly occurring as scheelite.

The Mosquito Creek Tungsten Field was discovered in 1951 and abandoned in 1956 after producing 2.5t of WO_3 concentrate from 150t of ore. The mine workings comprise shallow trenches and costeans, usually less than 2m deep, although the deepest shaft reached 28m in the main vein.

A recent air core drill program has shown that anomalous tungsten values extend for several hundred metres southeast of the main Hill of Leaders workings. The program intersected significant tungsten grades beneath alluvium up to several hundred metres from the Hill of Leaders historic mines. Elsewhere within the Project anomalous tungsten grades in weathered bedrock were located up to 4.5km north-westerly and 10km south-easterly from the Hill of Leaders.

The **Koolyanobbing Project** is situated in the Koolyanobbing greenstone belt located within the Archaean Yilgarn Craton of Western Australia. The project is located 45km northeast of Southern Cross, adjacent to the township of Koolyanobbing.

[1] The JORC Exploration Target has been subjected to diamond drill testing, costeaning and geological mapping by ANZECO. The potential quantity and grade of the exploration target is conceptual in nature, and should not be construed as indicating the existence of a JORC compliant Mineral Resource. There is insufficient information to define a JORC Mineral Resource, and it is uncertain if further development and interpretation will result in the determination of a JORC Mineral Resource.

The northern group of tenements includes the Lake Seabrook Tungsten Prospect where Barrier Exploration NL ("Barrier") first discovered scheelite-fluorite mineralisation in the 1970's. Scheelite mineralisation has been traced over a strike length of more than 5km.

Barrier identified several zones of mineralisation with scheelite content up to 5.55% WO_3. A number of samples were collected from a trench across a biotite schist and averaged 4.0% CaF_2 and 0.18% WO_3. Detrital scheelite is present in considerable amounts in soil surrounding the high grade shoots.

An immediate exploration target exists where the talc-chlorite host zone coincides with folding-faulting over a major crush-shear zone, and associated with a quartz vein emplacement.

The **Callie Soak Project** is located approximately 11km northwest of the abandoned Big Bell Mining Centre, 40km west-northwest of the town of Cue in the Murchison region of Western Australia. The Project is operated by Tungsten Australia Pty Ltd with Tungsten Mining having a 20% free carried interest to the completion of a feasibility study.

The Callie Soak tungsten deposits were actively mined during the period between 1913 and 1916. Production from sundry claims in the area produced 25t of concentrate containing 1.47t of WO_3.

The Callie Soak deposits occur near the top of a porphyritic granite dome. Late stage quartz-rich pegmatites have intruded the granite and appear to have introduced tungsten mineralisation. Martin's Lode and New Lode are within a quartz-magnetite host rock intruded by numerous small quartz veins parallel to quartz-rich pegmatite. The Bald Hill Lode is a quartz-rich pegmatite intruding quartz-epidote and biotite granite. Wolframite is the most common mineral, although local concentrations of scheelite are known. Historical drill data has indicated potential to increase the deposit size of Martin's Lode, particularly in the northern down dip direction.

Tungsten Mining has proposed an aggressive exploration program which will commence immediately upon successful ASX listing. The proposed exploration programs and budgets are in accordance with the perceived prospectivity and in balance with the funds to be raised pursuant to the offer under the Prospectus. All work programs and budgets are subject to initial results, and budgets may be diverted to more prospective projects as warranted. The Directors of Tungsten Mining are technically qualified to manage the proposed exploration programs and plan further work depending on the results.

Figure 1: Tungsten Mining NL Project Location Diagram

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15 September 2012

FRM GEOLOGICAL SERVICES
ABN: 77 823 685 882

The Directors
Tungsten Mining NL
PO Box 588
Belmont, 6984, WA

Dear Sirs,

1.0 Preamble

INDEPENDENT GEOLOGIST REPORT ON EXPLORATION PROPERTIES OF TUNGSTEN MINING NL

FRM Geological Services ("FRM") has been requested by Tungsten Mining NL ("Tungsten Mining" or the "Company") to prepare an Independent Geologist's Report ("IGR" or the "Report") on the Company's projects located in three project regions of Western Australia (namely the Gascoyne Project, the Koolyanobbing Project and the Callie Soak Project) and a single project in the Northern Territory (the Mosquito Creek Project). The Company owns the rights to acquire a 100% interest in the Gascoyne Project, the Mosquito Creek Project and the Koolyanobbing Project and has a 20% free carried interest to the completion of a feasibility study in the Callie Soak. The Projects include a total of 33 tenements and cover an area of 1,084 km^2, with locations depicted in Figure 1.

This Report is to be included in a Prospectus to be lodged by Tungsten Mining with the Australian Securities and Investment Commission ("ASIC") on or about the 2 October 2012, offering for subscription 25,000,000 fully paid ordinary shares in the capital of Tungsten Mining ("Shares") at an issue price of twenty (20) cents per Share to raise $5,000,000. Up to a further 15,000,000 Shares may be issued at an issue price of twenty (20) cents per Share to raise up to an additional $3,000,000 in the case of oversubscription, taking the maximum amount able to be raised to $8,000,000.

The funds raised will be used for the purpose of exploration and evaluation of the four project areas of the Company. Tungsten Mining's exploration portfolio offers a blend of advanced projects in mineral producing regions with good infrastructures, long mining histories and currently producing mines, and those of a more speculative nature with conceptual targets with limited previous exploration and potentially higher reward.

The legal statuses of Tungsten Mining's Projects are subject to a separate Independent Solicitor's Report on Mining Tenements which is set out in the Prospectus and these matters have not been independently verified by FRM. The present status of tenements listed this Report is based on information provided by Tungsten Mining and the Report has been prepared on the assumption that the tenements will prove lawfully accessible for evaluation and development.

In the course of the preparation of this Report, access has been provided to all relevant data held by Tungsten Mining and various other technical reports and information quoted in the bibliography. The information used to prepare this Report is drawn from:

(a) discussions with consultants, directors and management of Tungsten Mining;

(b) reports prepared by previous tenement holders and their consultants; and

(c) scientific and technical research reports and papers publicly available.

FRM does not doubt the authenticity or substance of previous investigating reports. FRM has not however, carried out a complete audit of the information but has relied on previous reporting and documentation where applicable and has used this for research purposes with qualifications applied, where necessary. Details in respect of environmental and native title considerations are beyond the scope of this Report and readers are directed to the Solicitor's Report on Mining Tenements in Section 8 of the Tungsten Mining Prospectus for additional information regarding the Company's Projects.

Where appropriate, and in accordance with ASIC Regulatory Guide 55, consent has been obtained to quote data and opinions expressed in unpublished reports prepared by other professionals on the tenements concerned.

This IGR has been prepared in accordance with the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission (''ASIC") and the Australian Securities Exchange ("ASX"). Where exploration results, mineral resources or ore reserves have been referred to in this IGR, the classifications are consistent with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"), prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia, effective December 2004.

The author of this Report, Felicity Repacholi-Muir; BSc (Geol & Soil Sc), GradCertAppFin; who has compiled the information used in the Report, is a Member of the Australasian Institute of Geoscientists with over 10 years of experience and has the relevant expertise to qualify as a Competent Person as required under the JORC Code.

Felicity Repacholi-Muir has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking to qualify as a competent person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.' Felicity Repacholi-Muir consents to the inclusion in this Report of the matters based on her information in the form and content in which it appears.

This Report has been prepared by FRM strictly in the role of an independent expert. Professional fees payable for the preparation of this Report constitutes FRM's only commercial interest in Tungsten Mining. Payment of fees is in no way contingent upon the conclusions of this Report.

FRM is of the opinion that Tungsten Mining has satisfactory and clearly defined exploration and expenditure programs which are reasonable having regard to the stated objectives of the Company. Tungsten Mining's exploration programs are included in the report and have been phased over two years, but they may be altered in view of results gained which could revise the emphasis of current priorities.

Yours faithfully

F Repacholi-Muir
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MAIG

2.0 Gascoyne Project

2.1 Introduction

The Gascoyne Project comprises nine tenements, covering an area of approximately 226km^2 located within the Ashburton Region of Western Australia. The project is located 320km northeast of the regional centre of Carnarvon, and 250km southwest of the town of Karratha and the major port of Dampier, which service the southern Pilbara region (Figure 1). It is centred close to the Nanutarra Roadhouse on the Great Northern Highway.

The Project comprises the advanced exploration prospects of Kilba Well and Love's Find, together with nearby areas prospective for tungsten and base metal mineralisation.

Australia and New Zealand Exploration Company ("ANZECO") first discovered the significant tungsten-bearing skarn deposit at Kilba Well in 1973 during reconnaissance heavy mineral concentrate panning. Following scheelite grain counting of concentrates, night UV lamping was carried out in anomalous catchments. This led to the discovery of a number of mineralised, skarn-altered marbles and calc-silicates. Subsequent mapping, channel sampling, costeaning and diamond drilling defined resources in several pods around the elliptical granitoid.

Drilling intersected significant tungsten mineralisation, including highlights of 7.65m at 0.8% WO_3, 3.17m at 5.35% WO_3 and 0.92m at 17.2 % WO_3. The most consistent mineralisation was encountered at a prospect identified as Zone 11 where channel sampling of four costeans returned values up to 0.86% WO_3.

Preliminary metallurgical testing showed that the material from Zone 11 could be upgraded to an acceptable concentrate (better than 65% WO_3) by a combination of gravity and magnetic separation and flotation. Following the drilling programs it was deemed that there was insufficient drill data to calculate ore reserves; however ANZECO calculated estimates during 1980, with the figures and parameters documented in Middleton (1981).

At Love's Find, tungsten mineralisation is associated with the intruding Kilba granite and although surface grab samples at grades up to 5.66% WO_3 have been encountered, there has been no drilling or other exploration of significance. There is visual evidence of widespread occurrences of the prospective skarn horizons surrounding Love's Find, but it appears that neither geological mapping nor geophysical techniques have been employed in the area.

Immediate drill targets exist at both Kilba Well and Love's Find. Drilling at Kilba Well will focus on enabling a JORC compliant resource calculation, whilst a maiden drilling program will be completed at Love's Find to ascertain potential. Modern geophysical survey methods will be employed over the remainder of the project areas, in conjunction with geological mapping to identify further targets.

The Gascoyne Project encompasses widespread areas of tungsten values and has substantial potential for the further definition of economically viable deposits of tungsten in areas of known mineralisation and for the discovery of new zones at Kilba Well and Love's Find.

Image 1: The "eye-structure" at the Kilba Well Project – an elliptical dome of the Kilba Granite

2.2 Location, Access and Tenure

The Gascoyne Project is located within the Ashburton Region of Western Australia, located 320km northeast of the regional centre of Carnarvon, and 250km southwest of the town of Karratha and the major port of Dampier.

Dampier is one of Australia's largest tonnage ports, exporting iron ore, salt, liquid natural gas, liquid petroleum gas and condensate. The Dampier Port Authority operates a public wharf suitable for general cargo. The public wharf can berth vessels up to 35,000t displacement (Handysize). The prospects are located within 30 to 50km of the Dampier to Bunbury Natural Gas Pipeline, which lies to the west of the Northwest Coastal Highway.

The principal access to the project area is provided by the Northwest Coastal Highway, a sealed dual lane carriageway, with all prospects within one to thirty kilometres from the Highway. General access is via unsealed station tracks accessible only to four wheel drive vehicles.

Access to the Kilba Well Prospect is gained via the Uaroo-Glen Florrie (Road, which leaves the Northwest Coastal Highway approximately 20km southeast of Nanutarra Roadhouse. The prospect can then be accessed by good quality station tracks as far as Kilba Bore, thence by degraded station tracks and exploration tracks via Moodong Bore to the various areas of interest. The Love's Find Prospect is accessible via station tracks from approximately 1km south of Nanutarra Roadhouse and the Ashburton River.

The terrain is characterised by rugged ranges rising from broad plains. Hills and strike ridges rise up 300m above the surrounding plain. The area is semi-arid, coastal and characterised by a sub-tropical climatic regime. Average annual rainfall is approximately 350mm, most of which results from tropical depressions during late summer. Vegetation is typified by open, spinifex grassland with scattered trees and shrubs.

The Gascoyne Project comprises three Mining Leases, one Mining Lease Application, four Exploration Licences, two Exploration Licence Applications and three Miscellaneous Licences, covering an area of approximately 240km^2 (24,042 hectares). Current registered holders of the tenements are Tungsten West, BRL Exploration Pty Ltd and SM3-W Pty Ltd, as shown in Table 1.

Tungsten Mining has 100% interest in all tenements. The Project has a current expenditure commitment of $175,500 per reporting year.

Table 1: Tenement Details for the Gascoyne Project

Licence	Prospect	Application Date	Grant Date	Holder	Expenditure $	Area Ha
M08/0286	Love's Find	16/04/2002	22/01/2010	SM3-W*	5,000	2
M08/0287	Love's Find	16/04/2002	22/01/2010	SM3-W*	10,000	6
M08/0314	Kilba Well	16/06/2004	22/01/2010	SM3-W*	70,500	705
M08/0493	Love's Find	07/05/2012	Pending	SM3-W*	N/A	148
E08/1812	Whiskey Pool	9/07/2007	13/05/2008	BRL*	30,000	6013
E08/1865	Mt Murray	20/05/2008	19/11/2009	BRL*	20,000	5666
E08/2207	Love's Find	24/08/2010	25/01/2012	SM3-W*	20,000	2214
E08/2139	Kilba Well	14/04/2010	5/07/2011	BRL*	20,000	2843
E08/2382	Woodcock	28/03/2012	Pending	Tungsten West	N/A	2841
E08/2383	Kilba	28/03/2012	Pending	Tungsten West	N/A	2529
L08/0082	Love's Find	07/05/2012	Pending	SM3-W*	N/A	13
L08/0083	Love's Find	07/05/2012	Pending	SM3-W*	N/A	55
L08/0084	Love's Find	07/05/2012	Pending	SM3-W*	N/A	1007

Note: SM3-W refers to SM3-W Pty Ltd
BRL refers to BRL Exploration Pty Ltd
Tungsten West refers to Tungsten West NL, now renamed Tungsten Mining NL.

2.3 Gascoyne Project Geology

The Gascoyne Project is located within both the Yanrey and the Wyloo 1:250,000 Geological Map Sheets, published by the Geological Survey of Western Australia (Figure 2). The tenements comprising these prospects lie within the Ashburton Formation which forms part of the Proterozoic Wyloo Group. The Wyloo Group unconformably overlies the Turee Creek Group and Hamersley Group of the Hamersley Basin to the east. The Mount Minnie Group and Bangemall Group of the Bangemall Basin unconformably overlie the Wyloo Group, which is also unconformably overlain by Phanerozoic Rocks on the Yanrey Map Sheet.

The Ashburton Formation, which occurs at the upper part of the Wyloo Group, is dominant within the areas of interest. Three principal sedimentary facies comprise the Ashburton Formation:

(i) Basin plain / interchannel (mudstones and thin sandstones)

(ii) Submarine distributary channel/lobe (thin to thick bedded sandstone and pebbly sandstone)

(iii) Major submarine channel (thick-bedded conglomerate and massive sandstone).

The sedimentary sequences of the Ashburton formation were laid down in a deep craton-marginal basin during a period of down faulting and subsidence and were derived from the Sylvania Dome to the east and the adjacent northern Gascoyne and Hamersley Basin.

Sedimentary rocks of the Ashburton Formation have been subjected to regional and contact metamorphism, granitoid intrusion and multiple deformation, giving rise to the Morrisey Metamorphic Suite. Metamorphic grades increase towards the west and southwest and have resulted in a range of metamorphic gradations from quartz muscovite schists through to higher grade amphibolites, marble and localised migmatites.

Within the areas of interest, a large syn- to post-tectonic granitoid body referred to as the Kilba Granite was emplaced into the Ashburton Formation. Contact metamorphism and metasomatism associated with the Kilba Granite has resulted in the development of skarn and marble, with development of grossular garnet at the higher grades of metamorphism.

Two main phases of deformation are recognised in the Wyloo Group:

- D1 deformation resulted in steep dipping bedding and a well-developed schistosity coincident with the peak of regional metamorphism. Granitoid, including the Kilba Granite, was emplaced late or after D1.
- D2 deformation is responsible for most of the large scale folding observed within the Ashburton Formation, and has folded earlier fabrics into open to tight folds. In the vicinity of Mt Alexander, tight F2 folds have a north-northeast trend and steep north-northeast plunge.

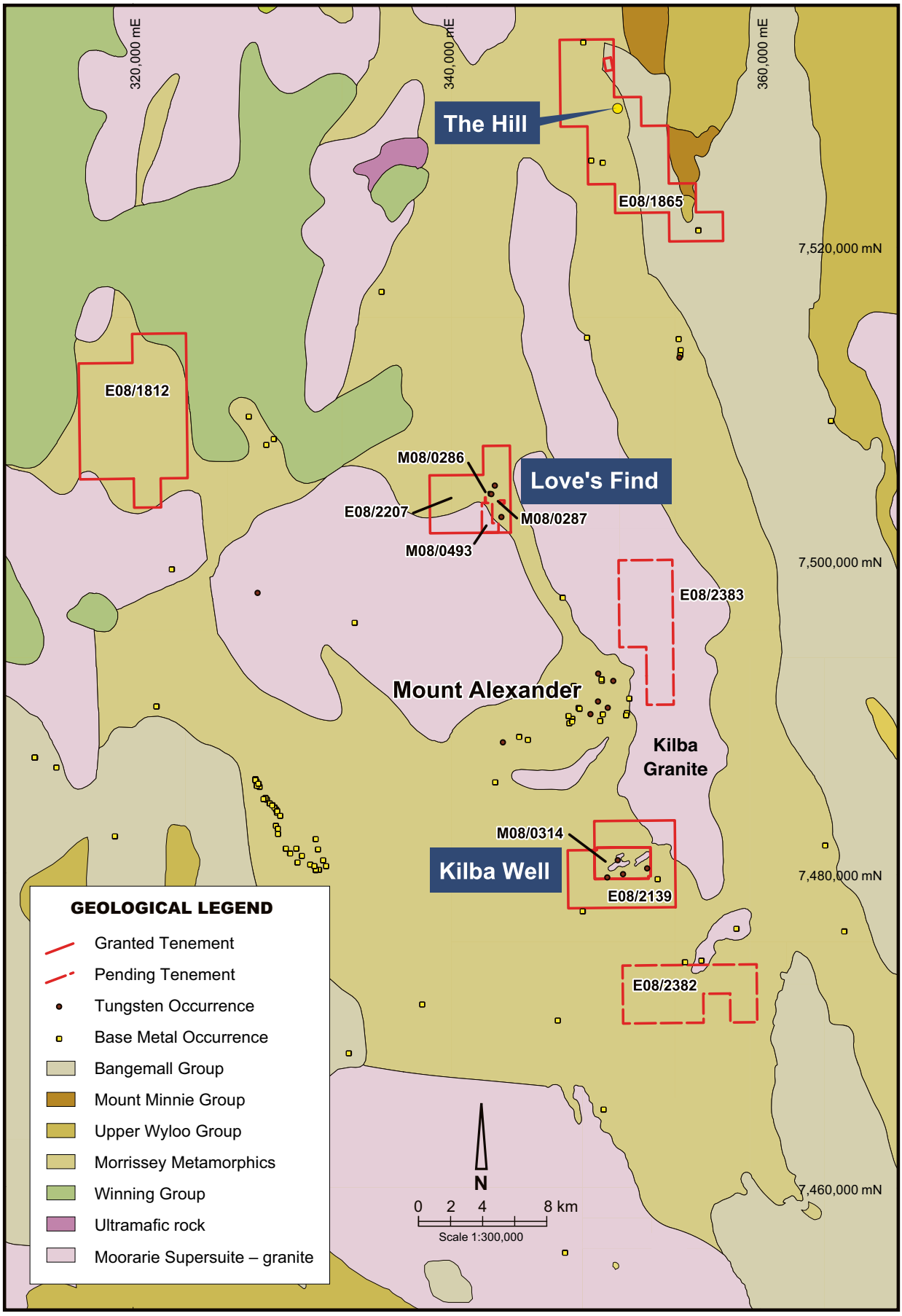

Figure 2: Geological Setting of the Gascoyne Project

2.4 Mineralisation

2.4.1 Kilba Well

The geology of the Kilba Well prospect is dominated by an east-west trending elliptical dome of the Kilba Granite which is known as the "eye structure" (Image 1 and Figure 3). This structure has attenuated the confining sedimentary sequences and Morrisey Metamorphic derivatives of the Ashburton Formation, which form a rim around the eye structure.

The sedimentary sequence has undergone D1 regional deformation and the emplacement of the Kilba granite, and localised complex polyphase folding of both the D1 and D2 series with tight to isoclinal folding closest to the eye structure.

The country rocks comprise biotite-quartz schist, quartz-sericite-chlorite schist, quartzite, dolomite and marble, calc-silicate rocks and amphibolite. The principal hosts to mineralisation are skarn assemblages, formed by contact metamorphism and fluid alteration of calcareous units. These rocks display a wide range of mineralogy exclusive to calcareous rocks.

Scheelite mineralisation occurs disseminated within skarn rocks adjacent to the Kilba Granite. A number of occurrences have been identified, the most of significant of which are Zone 8, Zone 11 and Zone 12. The greatest concentration of scheelite is associated with the most intensely altered skarns. Fluorite commonly accompanies scheelite mineralisation.

Base metal sulphide mineralisation is present in isolated settings at Kilba Well. The most common sulphide mineral observed is pyrrhotite, with less abundant pyrite, chalcopyrite, sphalerite and arsenopyrite. Galena occurrences have been noted in quartz veins.

At Zone 11, eight costeans and 15 diamond drillholes have been completed. Mineralisation has been detected over approximately 1,100m of strike extent and to a vertical depth of 150m. The host sequence dips between 45° and 60° to the southwest. Mineralisation is associated with a low ridge, surrounded by alluvial cover.

Image 2: Kilba Well calc-silicate rock

Image 3: Zone 11 skarn

At Zone 8, mineralisation is associated with the flank of a major ridge, developed along the southeast margin of a stock of Kilba Granite. Zone 8 skarns have been mapped over a strike length of approximately 600m trending east-northeast and dipping between 50° and 75° to the southeast. Two costeans and nine diamond drillholes have been completed.

At Zone 12, mineralised skarn is developed on the northern flank of a granite stock. Mineralisation at surface has been detected over approximately 800m of strike. The zone disappears beneath alluvial cover to the southwest, and is truncated by a zone of cross-cutting pegmatite to the northeast. Five diamond drillholes have been completed to a maximum depth of 64 vertical metres, with mineralisation detected in drilling over approximately 300m of strike.

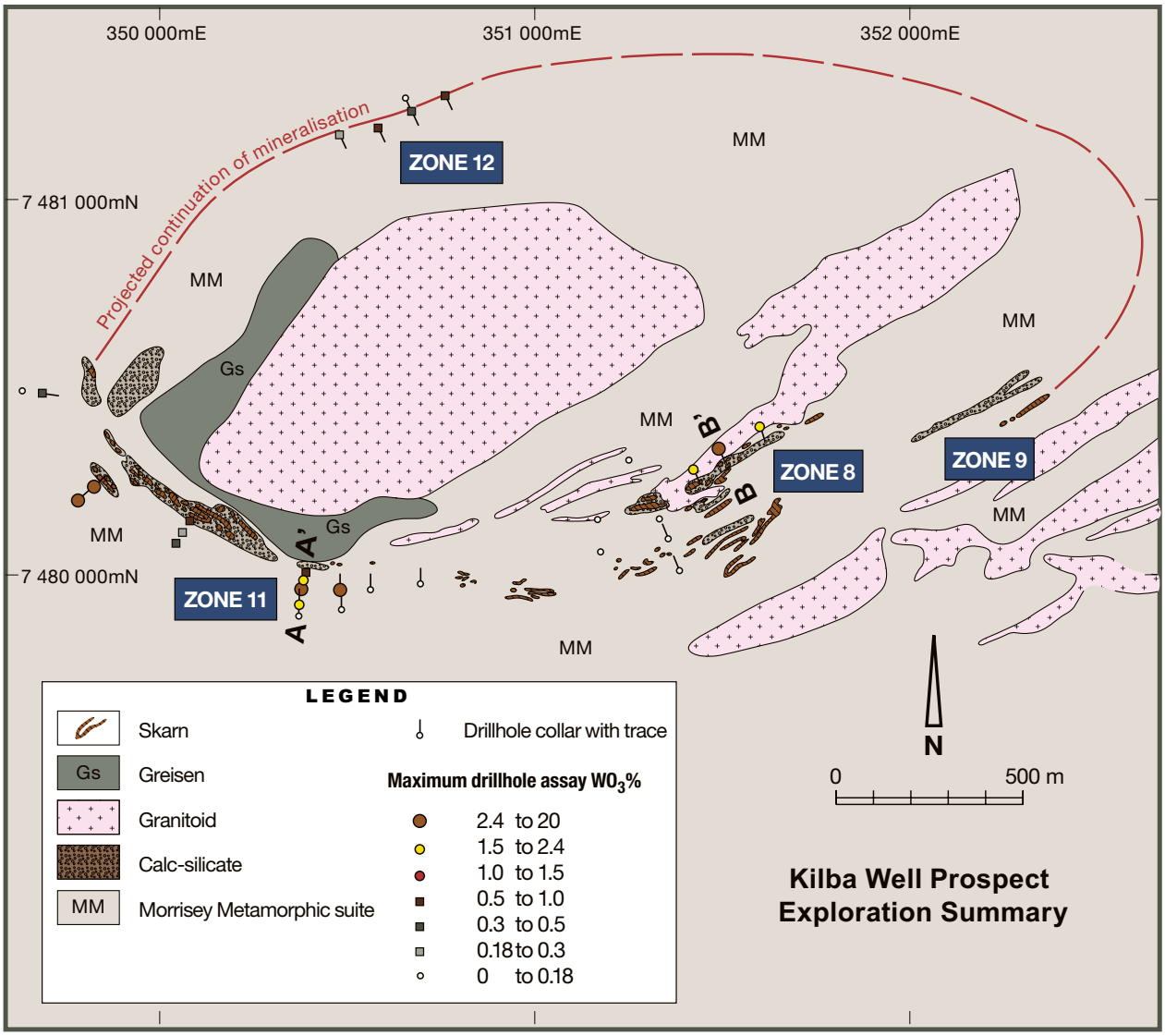

Figure 3: Kilba Well Plan (after Butler-Blaxwell, 2005)

2.4.2 Love's Find

The Love's Find Prospect comprises a sequence of Morrisey Metamorphic Suite rocks, predominantly mica schist and calc-silicate skarn, intruded by Kilba Granitoid. Disseminations of scheelite mineralisation are best developed when associated with calc-silicate rocks in close proximity to granitoid exposures and pegmatite veins.

Scheelite mineralisation has been detected during ultraviolet light scanning, with grab samples collected assaying up to 2.77% WO_3, with an average grade of 0.58% WO3; however no significant exploration has been reported.

2.5 Exploration History

2.5.1 Kilba Well

The majority of the work that led to the delineation of tungsten mineralisation at Kilba Well was completed by Australia and New Zealand Exploration Company between 1973 and 1981.

Between 1973 and 1974, ANZECO conducted a heavy mineral concentrate stream sediment sampling program over the Kilba Well area. Tungsten mineralisation was confirmed through scheelite grain counting and ultraviolet lamp detection. The source of the tungsten mineralisation was traced to a number of scheelite mineralised skarn altered marbles and calc-silicate units, over which Mineral Claims were pegged. The area covered by the original Mineral Claims lies within the tenure that has been acquired by Tungsten Mining.

Over the period 1974-1975, geological mapping, costeaning and diamond drilling were completed. Nine costeans were excavated over a total length of 325m, and six of the costeans were channel sampled returning numerous significant WO_3 assays in the range of 0.13 - 0.71% over apparent widths of up to 3.4m. Nine diamond drillholes were cored for 645m. The drilling tested to a maximum vertical depth of approximately

125m, and the most encouraging results were returned from two areas known as Zone 11 and Zone 8. At Zone 11, mineralised intercepts of up to 7.65m at 0.8% WO_3 were encountered (DDH04). These results represent the best results from a series of lower grade values. The average value is not known and they should not be taken to represent the average grade of the samples unless otherwise stated.

A further nine diamond drillholes were completed during 1975 at Zone 11 and Zone 8. The drilling tested to a maximum vertical depth of approximately 150m. At Zone 11, significant skarn altered sections of carbonate and calc-silicate rock were intersected in four drillholes, but with erratic mineralisation. Strong tungsten mineralisation was intersected, including an intercept of 3.17m at 5.35% WO_3 (DDH19). At Zone 8, granite dykes generally prevented intersections being made with the outcropping horizons. Only two holes intersected narrow intercepts of skarn altered carbonate or calc-silicate rock. The mineralisation at Zone 8 included a best result of 3.0m at 1.81% WO_3 (Middleton, 1981b).

In 1976 and 1977, 13 diamond drillholes for a total of 1,231m were completed. Most of the drilling campaign (ten holes) was directed at Zone 11, which was proving to be the most continuous zone of mineralisation. Two holes were cored into Zone 8 and one hole was drilled into the Zone 10 area in the south-eastern quadrant of the claim area.

An additional seven costeans were excavated. Four of the costeans were through Zone 11 and returned channel samples ranging from 0.3% up to 0.86% WO_3. One costean through Zone 8 yielded channel sample assays ranging from 0.34% up to 1.60% WO_3. A single costean was sunk into each of Zone 10, and Zone 9 (to the east of Zone 8). Insignificant mineralisation was indicated in the Zone 10 and Zone 9 costeans (Bell, 1977).

During 1977, two samples from Zone 11, consisting of quartered drill core and costean surface material were submitted to Union Carbide for scheelite beneficiation sighter metallurgical test work. Sample (1) consisted of surface material from a costean at Zone 11 and sample (2) consisted of quartered drill core from various holes. The test work showed that a concentrate of > 65% WO_3 could be produced using a combination of gravity separation, low intensity magnetic separation (LIMS) and froth flotation (Refer Table 2).

Table 2: Metallurgical test work results from Kilba Well (Robinson, 1982)

Sample (1)	WT %	% WO_3	WO_3 % Distribution
Head	100	0.46	100
Concentrate +150um jig concentrate	0.21	71.82	28.46
Concentrate Non-magnetic table concentrate	0.92	26.08	45.86
Middlings Table mids, tails, slimes, magnetics	12.68	0.37	9.27
Tails Rougher table mids, tails, slimes	86.19	0.09	16.41

Sample (2)	WT %	% WO_3	WO_3 % Distribution
Head	100	1.08	100
Concentrate	0.54	52.06	26.63
Middlings	29.04	2.33	64.36
Tails	70.42	0.12	9.0

During 1980, ANZECO planned a program to determine whether mineralisation occurrences other than Zone 11 and the western part of Zone 8 might amount to targets of suitable grade and tonnage, such as to warrant individual development or as supplement to prospective tonnages at Zone 11. This was to be achieved by detailed mapping and night lamping followed up by diamond drilling the most promising occurrences.

The geological mapping located additional drilling targets at Zone 8 and Zone 11. A new target area, Zone 12, was mapped on the northern flank of a granitic stock. Ten diamond drillholes were drilled for a total of 702m. Five holes were sited on the Zone 12 area, of which four returned significant tungsten mineralisation (> 0.1% WO_3), including a best intercept of 3.98m at 0.23% WO_3 (DDH25, 51.4m to 56.05m).

Of four holes drilled into Zone 8, three returned significant tungsten mineralisation, with a best result of 3.0m at 1.81% WO_3. One diamond drillhole was positioned at the western extremity of Zone 11, intersecting up to 3.4m at 0.14% WO_3 and 1.2m at 0.23% WO_3. The results indicated that Zone 11 mineralisation has a strike extent of approximately one kilometre.

Following the drilling program it was deemed that there was insufficient drill data to calculate ore reserves; however ANZECO produced estimates during 1980, with the figures and parameters documented in Middleton (1981).

Table 3: Summary of significant intercepts Zones 8, 11 and 12, Kilba Well

Zone	Hole ID	Orientation	Max Depth (m)	From (m)	To (m)	Length (m)	% WO_3
Zone 11	DDH02	-90 / 000	124.97	74.07	74.98	0.92	0.32
Zone 11	DDH04	-60 / 010	76.28	63.09	70.74	7.65	0.77
Zone 11	DDH07	-60 / 055	106.7	59.97	63.42	3.45	1.28
Zone 11	DDH11	-60 / 010	74	34.47	36.19	1.72	0.58
				41.86	46.85	4.99	0.87
Zone 11	DDH12	-60 / 010	137	110.01	113.65	3.64	0.58
Zone 11	DDH13	-60 / 029	71	19.1	21.68	2.58	0.31
Zone 11	DDH15	-70 / 055	149	99.5	101.0	1.6	1.70
		includes		99.5	99.93	0.43	4.18
				105.73	106.39	0.66	1.28
Zone 11	DDH19	-60 / 360	80	52.05	53.60	1.55	0.45
				59.60	62.77	3.17	5.35
		includes		61.54	62.46	0.92	17.2
Zone 8	DDH23	-55 / 158	65.6	32.65	36.5	3.85	0.31
				48.6	57.5	8.9	0.87
		includes		56.9	57.5	0.6	5.25
Zone 8	DDH25	-55 / 158	58.93	39	44.1	5.1	0.38
				48.8	50	1.2	0.757
Zone 8	DDH26	-55 / 160	68.48	44.3	44.9	0.6	1.95
Zone 12	DDH27	-55 / 155	63	14.3	16.3	2.0	0.201
				47.0	49.5	2.5	0.297
Zone 12	DDH28	-55 / 155	59.97	48.6	49.6	1.0	0.183
				51.4	56.05	4.65	0.232
Zone 12	DDH29	-55 / 155	66.15	12.2	16.0	3.8	0.263
Zone 12	DDH30	-55 / 155	78.07	6.0	6.7	0.7	0.227
				63.5	64.5	1.0	0.208
Zone 11	DDH32	-60 / 097	98.98	83.0	84.2	1.2	0.227
				90.45	93.85	3.4	0.143

Notes to accompany table of significant drillhole intercepts:

1. The average tungsten assay for all samples submitted by ANZECO from the 32 diamond drillholes was 0.62% WO_3.
2. All holes are diamond (core) drillholes. Size of core NQ and BQ for holes with id numbers up to 22, NO core for holes with id numbers 23 onwards.
3. Core sampled to geological boundaries, sample fraction and method unknown for holes with id numbers up to 22, but believed not have been less than half-core in the case of NQ diameter holes and whole core in the case of BQ diameter holes. Holes with id numbers 23 onwards were halved by saw and half core submitted for assay.
4. Assay method for WO_3 was XRF.
5. Original laboratory assay records not available - data compiled from ANZECO reports.

During 2005, the Kilba Well Project was included in a portfolio of tungsten projects in the Gascoyne region, in an initial public offering launched under the name of **Vital Minerals Ltd** ("Vital"). Work completed by Vital included verification of previous exploration activities, reconnaissance mapping, the purchase of Landsat imagery and the commissioning of a magnetic and radiometric survey. Vital planned to implement a drilling program to confirm the continuity of the skarn horizons, however their focus shifted to West African gold exploration and no further work was completed.

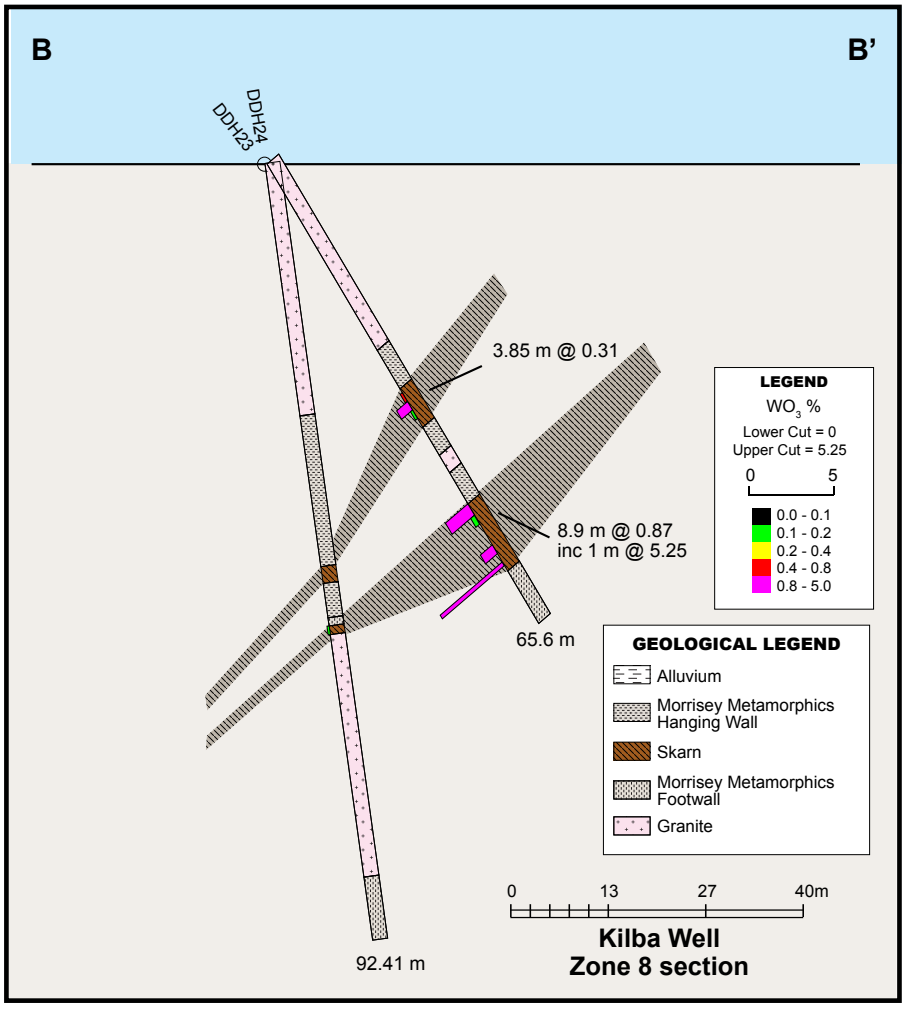

Figure 4: Kilba Well, Zone 8 Section

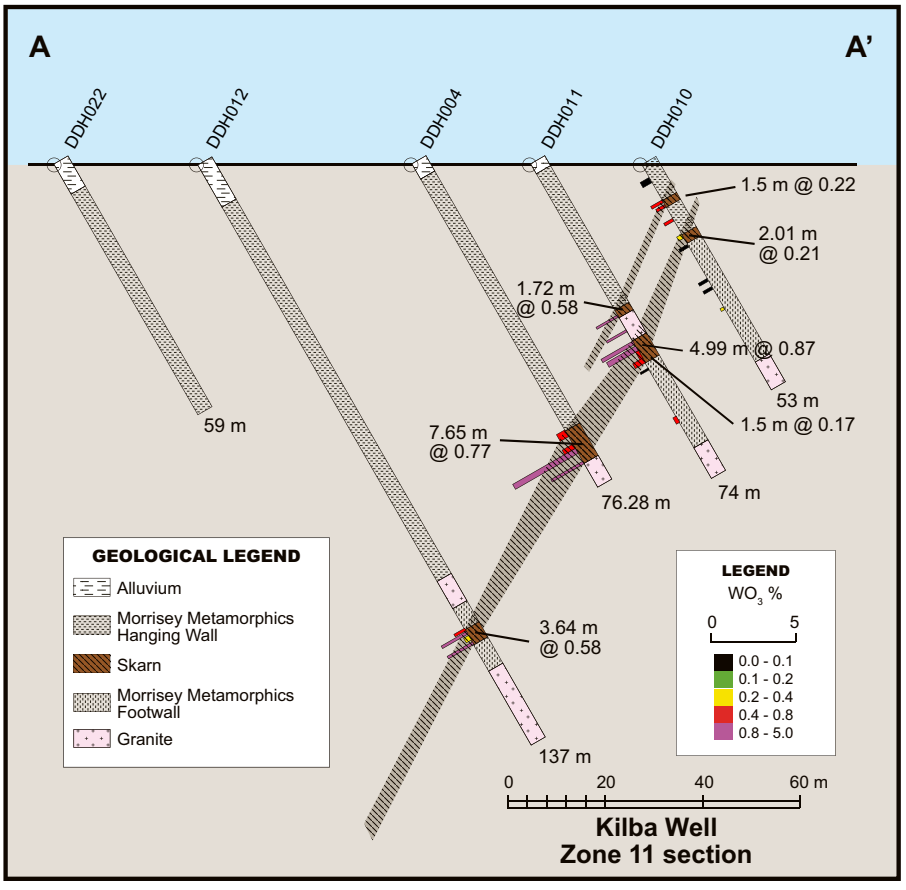

Figure 5: Kilba Well, Zone 11 Section

2.5.2 Love's Find Prospect

During 1981, **AMAX Australia Ltd** ("AMAX") undertook an initial assessment of the Love's Find Prospect, collecting composite grab samples of outcropping garnet-epidote skarn. The skarn returned assay values of up to 2.77% WO_3, and an average grade of 0.58% WO_3 was calculated, using XRF pressed powder techniques. Results by XRF fusion techniques were consistently 8% lower (Robinson, 1981).

Twenty five costeans were cut in an attempt to delineate the extent of the skarn mineralisation. Trench 3 in the Pb-Zn gossan area was deepened to 1.5m, with the elevated Pb-Zn values returned at 0.5m persisting to the 1.5m level, and was deemed likely due to disseminated mineralisation at depth. Three additional trenches were opened up along this zone and Trench 2 was extended. Channel sample analyses of all trenches were completed, although results are unclear. Three specimens were submitted for petrological study.

No drill testing of the Love's Find skarn has been carried out.

2.5.3 Surrounding Prospects

The surrounding prospects have had a variety of historical work completed over and around them, generally focusing on uranium, base metals, gold and silver. Limited exploration has been directed towards tungsten mineralisation, tungsten exploration to date is detailed below.

In 1980 prospector **T. Low** discovered an outcropping quartz vein with tungsten mineralisation at Whiskey Pool. Trenching delineated a quartz-wolframite vein up to 0.5m thick within the Lower Proterozoic gneisses. Two rock chip samples returned 0.29 and 0.54% W. A larger 5 kg sample of wolframite-bearing quartz vein from a small excavated pit was sieved into coarse and fine fractions followed by gravity separation and assaying of the concentrates and tails. Back calculations estimated the original W grade in the 10-15% WO_3 range. Despite the encouraging results, no further follow up work was completed and the tenement was relinquished after a rapid decline in the commodity price.

BRL Exploration Pty Ltd ("BRL") held tenure over the Whiskey Pool and the Mt Murray Prospects from 2008 and 2009, respectively. BRL completed a geological and geophysical data review and compilation, reconnaissance mapping, radiometric survey, rock chip sampling and handheld XRF analysis.

BRL recommended that mapping completed by previous explorers should be reviewed prior to conducting a comprehensive skarn-mapping and rock-chip sampling campaign of the Morrissey Metamorphics. BRL also recommended that a review of historical resource development at The Hill base metal prospect (Mt Murray) should be made and deposit modelling attempted from historical drill data to ascertain the remaining potential.

At Whiskey Pool an extensive area of prospective quartz-feldspar-tourmaline pegmatites were delineated along a creek, near the Ashburton River crossing. The outcropping pegmatites, gneisses and quartz veins in the area around the Old Low's working were tested for a wide range of elements using a hand-held XRF instrument. High concentrations of tungsten were determined in the wolfram-bearing quartz vein materials stockpiled near the pit.

Image 4: Pegmatite in creek, Whiskey Pool

Image 5: Base Metal lodes at The Hill, Mt Murray

2.6 Exploration Potential

Previous exploration at the Gascoyne Project has shown that the area is endowed with significant tungsten mineralisation distributed over a number of prospects. The main prospects are associated with cupolas underlain by Kilba Granite, and mineralisation is hosted within calcareous or calc-silicate rocks. In each case, the recognised mineralisation is in an area of exposure. No significant exploration has been undertaken in areas of cover, despite the regional gravity data showing that the majority of the surrounding area is underlain by granitoid, and therefore prospective for skarn alteration and associated mineralisation.

At Kilba Well, exploration at Zone 11 shows that scheelite mineralisation can be detected over significant strike lengths and persists to depth. The continuity of mineralisation within skarn units appears to be low, however drilling is generally wide spaced and restricted to areas of exposed skarn. Although the drilling has shown the presence of multiple zones of significant tungsten mineralisation, the extensions to this horizon beneath alluvial cover to the east (towards Zone 8), and to the north and northeast (towards Zone 12), have not been adequately assessed. These extensions provide up to 12km of strike around the margin of the Kilba Granite stock that is only sporadically explored.

Based on diamond drilling, costeaning and geological mapping an exploration target at Kilba Well for Zone 11 has been identified within the range of 0.7Mt – 1.4Mt with a grade of between 0.5 and 0.9% WO_3[2].

A number of the surrounding zones (eg. Zones 9 and 10) have good potential to be rapidly brought to the Mineral Resource estimation stage. Additionally, Figure 3 shows the projected continuation of mineralisation which highlights further exploration targets that could reasonably be expected to generate additional zones worthy of evaluation.

The mineralisation at Love's Find is significant for the Project, given the presence of powellite, reflecting the different nature of mineralisation from that at Kilba Well. At Love's Find (as is the case at the King Island and Attunga Deposits), powellite is present as well as scheelite. Powellite forms an incomplete series with scheelite, whereby molybdenum has been progressively substituted for tungsten, although some tungsten is usually found in powellite. Powellite is generally of a finer grain size and more uniformly dispersed through the skarn, resulting in a low variance in the assay data and consistent grades over intervals of several metres. Love's Find has only been subject to reconnaissance-level exploration, with surface sampling demonstrating significant tungsten values. No drilling has been completed. Additionally, the identification of high-grade wolframite mineralisation at Whiskey Pool further highlights the potential for the discovery of new tungsten pegmatite or greisen-type deposits in the region.

Figure 6 shows the regional gravity draped over magnetics, showing that the entire Project is underlain by, or proximal to, granitoid. This is indicated by mid-blue to strong blue tones on the image. The surface exposure of granitoid as mapped by the Geological Survey of Western Australia is also shown.

The Gascoyne Project represents a significant exploration opportunity for Tungsten Mining. The Kilba Well Zone 11 area warrants immediate drill testing to confirm the continuity of mineralisation and enable the calculation of a JORC compliant Mineral Resource. The application of geophysical techniques, such as detailed gravity and electrical methods, may provide a more detailed understanding of the distribution of granite contacts, including the recognition of buried cupolas, and provide new targets for exploration.

[2] The JORC Exploration Target has been subjected to diamond drill testing, costeaning and geological mapping by ANZECO. The potential quantity and grade of the exploration target is conceptual in nature, and should not be construed as indicating the existence of a JORC compliant Mineral Resource. There is insufficient information to define a JORC Mineral Resource, and it is uncertain if further development and interpretation will result in the determination of a JORC Mineral Resource.

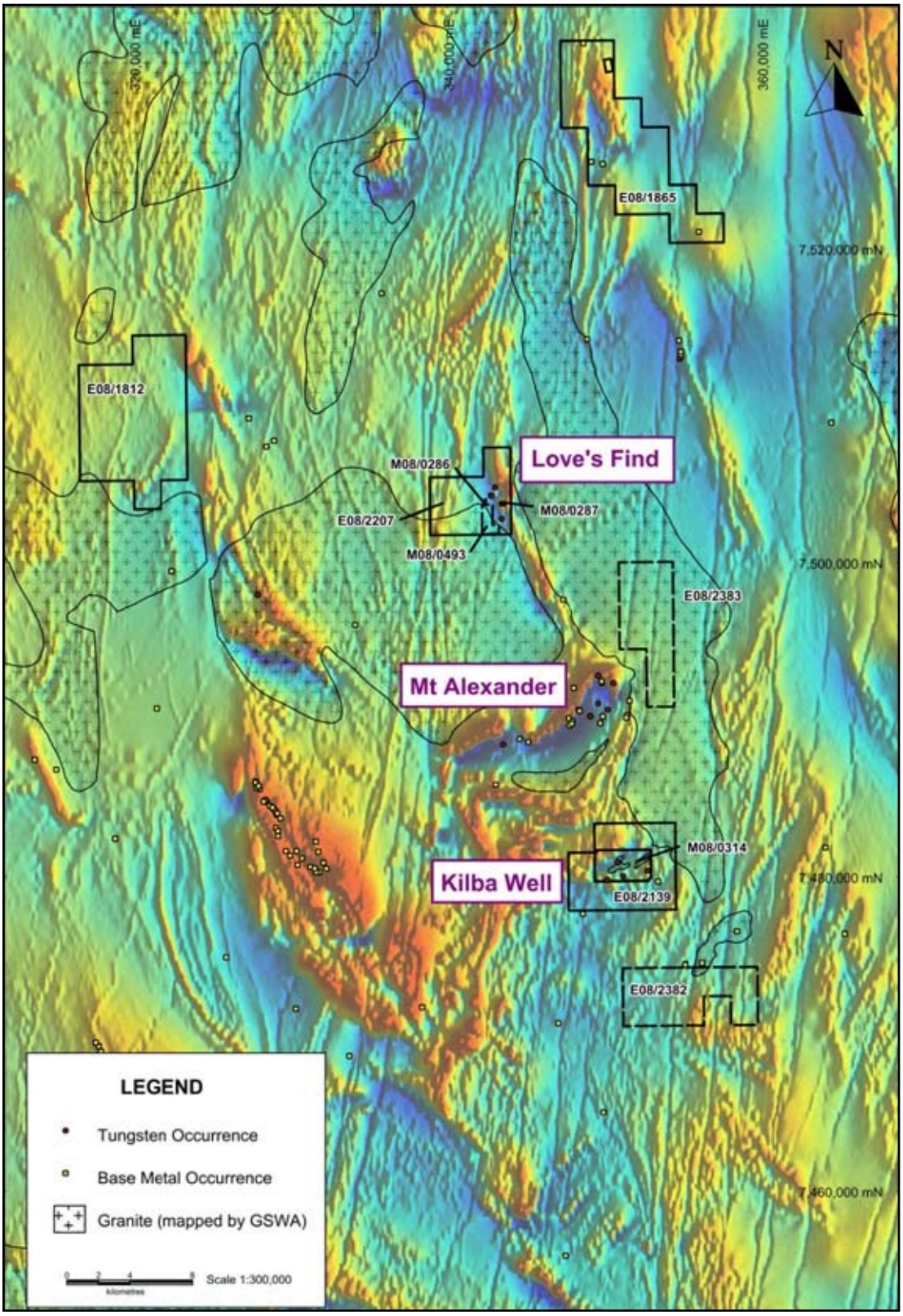

Figure 6: Gascoyne Project Spatial Distribution Relative to Granitoid

2.7 Gascoyne Project Proposed Exploration and Budget

Tungsten Mining has proposed an exploration program and budget for the first two years of exploration at the Gascoyne Project upon listing on the ASX.

Table 4: Proposed exploration expenditure for the Gascoyne Project

	Full Subscription ($5M)			Over-Subscription ($8M)		
ACTIVITY	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s
Data Review	40	0	40	40	0	40
Drilling	920	400	1,320	1,000	775	1,775
Geophysics	70	80	150	80	100	180
Engineering	485	50	535	500	150	650
Geoscientists	100	65	165	100	110	210
Travel / Accommodation	42	30	72	42	52	94
Field Costs	39	13	52	39	29	68
Administration	170	64	233	180	121	302
Totals	1,866	702	2,568	1,981	1,338	3,319

Tungsten Mining proposes to commence its initial exploration with a drilling campaign at Zone 11, Kilba Well. A combination of reverse circulation ("RC") drilling and diamond drilling will be completed to enable the calculation of a JORC compliant Mineral Resource to an Inferred or Indicated category.

Geological mapping will be completed at the remainder of the Kilba Well targets (Zones 8, 9, 10 and 12), followed by wide spaced RC drilling to confirm mineralisation continuity along strike and at depth.

Detailed geological mapping of skarn horizons, particularly at Love's Find, and orientation geophysical surveys will be completed to identify further targets. Rotary air blast ("RAB") and RC drilling of targets generated from this work is planned to commence during Year 1. Mining engineering and processing studies will commence to provide the solid basis for the definitive feasibility studies.

The Year 2 program will focus on the delineation of further Mineral Resources at Kilba Well (eg. Zones 8, 9 and 12). Additional drilling will also be completed on priority targets identified from the Year 1 campaign. Metallurgical testwork will commence on Zone 11, utilising diamond core from the previous year. Continuation of mining engineering and design studies.

Further geophysical work will be completed to enable broad scale regional exploration over the entire corridor held by Tungsten Mining.

A budget of $2,568,000 (or $3,319,000 should the raising reach its maximum $3,000,000 in over-subscriptions) is proposed by Tungsten Mining for the initial two years of exploration, which is considered to be valid and consistent with the mineral potential and status of the Gascoyne Project. The expenditure exceeds the minimum statutory expenditure requirements of the tenements.

3.0 Mosquito Creek Project

3.1 Introduction

The Mosquito Creek Project is located 90km southeast of Tennant Creek in the Northern Territory. The Project consists of three contiguous Exploration Licences having a combined area of approximately 277km^2.

Table 5: Tenement Details for the Mosquito Creek Project

Licence	Application Date	Grant Date	Holder	Expenditure $	Area Ha
E23937	19/06/2003	13/02/2004	Northern Minerals*	128,000	18,677
E24995	18/10/2005	16/08/2006	Northern Minerals*	10,000	128
E29004	18/09/2011	10/04/2012	Tungsten West	10,000	8,870

Note: Northern Minerals refers to Northern Minerals Ltd

The Project is centred on the Mosquito Creek Tungsten Field (also referred to as the Hill of Leaders workings). Local geology is dominated by the Hill of Leaders Granite which is the host for the tungsten mineralisation, dominantly occurring as scheelite. It occurs in the same geological environment as the Wauchope Tungsten Field, some 48km to the southwest.

The Mosquito Creek Tungsten Field was discovered in 1951 and abandoned in 1956 after producing 2.5t of WO_3 concentrate from 150t of ore. The mine workings comprise shallow trenches and costeans, usually less than 2m deep, although the deepest shaft reached 28m in the main vein.

A recent air core drill program has shown that anomalous tungsten values extend for several hundred metres southeast of the main Hill of Leaders workings. Elsewhere within the Project anomalous tungsten grades in weathered bedrock were located up to 4.5km north-westerly and 10km south-easterly, respectively, from the Hill of Leaders. Termite mound and rock chip sampling has also shown to have potential for pathfinder geochemistry. Ultraviolet night lamping has located evidence of scheelite mineralisation away from the historic mines in the Hill of Leaders area.

3.2 Location, Access and Tenure

The Mosquito Creek Project is located 90km southeast of Tennant Creek in the Northern Territory.

Access from Tennant Creek is 80km south via the Stuart Highway, then some 70km east to the Kurundi Station homestead by way of the main station access road. Access within the tenement is via mine roads and well-maintained tracks.

The Project comprises three contiguous Exploration Licences, covering an area of approximately of 277km^2. The registered holders of the tenements are Northern Minerals Limited and Tungsten West as outlined in Table 5.

The Project has a current expenditure commitment of $148,000 per reporting year.

3.3 Mosquito Creek Project Geology

The tenement area is located along the eastern margin of the Tennant Creek Inlier. This is an intensely folded, early Proterozoic intra-cratonic basin succession of mainly sedimentary and minor felsic volcanic rocks, intruded by younger granitoids. The Tennant Creek Inlier forms a north-northwesterly trending belt some 700km in length, centred on the town of Tennant Creek and comprises Palaeoproterozoic sediments of the Warramunga Group, the Hatches Group and the Tomkinson Creek Beds.

The Warramunga Group, which contains all the economically viable deposits currently mined in the Tennant Creek region, consists of a sequence of argillaceous sedimentary rocks, including siliceous greywacke, siltstone and shale. Quartz-feldspar porphyry lenses occur as both crosscutting and conformable units within the sedimentary sequences. The Warramunga Group has been the subject of at least three deformational episodes.

Apart from the southwestern part of the Project, which is centred on the Kurundi Anticline, the bedrock geology is largely masked by Quaternary soil cover. Based on regional mapping, regional aeromagnetic data and limited outcrop, the Northern Territory Geological Survey ("NTGS") has interpreted the presence of a southeast extension of the Tennant Creek Warramunga Group into the Bonney Well and Frew River areas. This rock sequence presents a primary exploration target.

Tungsten mineralisation, as both wolframite and scheelite, occurs at several locations regionally. At the Mosquito Creek deposits the tungsten mineralisation is associated with poorly exposed greisen and quartz veins in the topographic "shadows" of outcrops of unaltered granite. From NTGS regional mapping and airborne geophysical surveys, there are extensive areas of granitic bedrock masked by comparatively thin Quaternary deposits.

3.4 Exploration History

Prior to 1993, mining activity was restricted to prospecting and mining for tungsten at Hatches Creek, Wauchope, Mosquito Creek and other, smaller mines within and around the tenement are Mosquito Creek Project. Gold was mined at the Power of Wealth and Great Davenport mines, as well as a number of smaller workings.

In 1993, **Normandy Gold Limited** ("Normandy") acquired EL8346, which covered the south-western potion of Tungsten Mining's EL23937. Normandy completed a program of aeromagnetic structural interpretation, lineament interpretation on 1:80,000 scale aerial photography, and regional reconnaissance rockchip sampling. Gold-mineralised quartz veins were reported.

At the same time, **Eden Creek Pty Ltd** carried out an extensive program of gridding, ground magnetic surveys, soil and vacuum bedrock geochemical surveys, rock sampling and geological mapping. It was concluded that the licence covered areas of Proterozoic-aged Warramunga Formation or its lateral equivalents. These units are considered prospective for gold-copper-bismuth and/or base metals mineralisation.

In 1994-95, **North Star Resources NL** ("North Star") explored EL8388, located in the north-western corner of the Frew River 1:250,000 (SF 53-3) sheet, covering part of EL23937. North Star reports that their exploration comprised preliminary identification and ground follow-up of magnetic targets based on Tennant Creek style gold and copper deposits.

At Tennant Creek, gold occurs with iron and copper sulphides in magnetite or hematite-rich lodes with or without quartz. The mineralised zones are hosted with chlorite alteration envelopes in shears within Warramunga Group sedimentary rocks. This distribution suggests an association with major regional scale structures. North Star's exploration generated 10 target areas, of which five warranted more detailed investigation and RAB drilling.

In 2004, **Washington Resources Limited** ("WRL") acquired EL23927, and completed a literature search and compiled all available open file data on the tenement. The basis for their acquisition of EL23937 was the known gold mineralisation near the Kurundi and Power of Wealth mines. Due to their location within the Kurundi anticlinal structure and the presence of favourable Warramunga Group host rocks inferred from interpretation of NTGS airborne geophysical surveys, these mineralised areas provide prime exploration targets.

Past and ongoing exploration has confirmed that Warramunga Group rock sequences are the chief hosts for economic mineralisation in the Tennant Creek region. This style provides the preferred exploration model for the project area.

In early 2007, GPX Airborne Pty Ltd was contracted by WRL to complete a combined aeromagnetic and radiometric survey over the EL. Flight lines were between those of the earlier NTGS survey and when combined, the data from the two surveys provided detailed information of the bedrock.

On-ground work completed included rock chip (179 samples) and termite mound sampling (pilot study), a hand-held scintillometer survey and a campaign of shallow air core drilling. A night ultraviolet lamp survey was also completed around the Hill of Leaders workings.

The air core program consisted of 171 holes for 1,736m, and was aimed at targeting mineralisation in haloes surrounding the high-grade, historic mine workings. The drilling was restricted to the western parts of the Licence area due to heavy rains. At the Hill of Leaders scheelite and wolframite prospect, drilling located tungsten mineralisation beneath alluvium up to several hundred metres from the historic mines. From the 1,736 samples, 23 samples assayed greater than 500ppm W. Elsewhere within the Licence the drilling located anomalous tungsten grades in weathered bedrock 4km north-westerly and 10km south-easterly from the Hill of Leaders workings (Burger, 2008).

The encouraging air core program led to the planning of deeper reverse circulation drilling circa the Hill of Leaders workings and further reconnaissance air core drilling. This work was not completed due to WRL's focus changing to magnetite projects in South Africa.

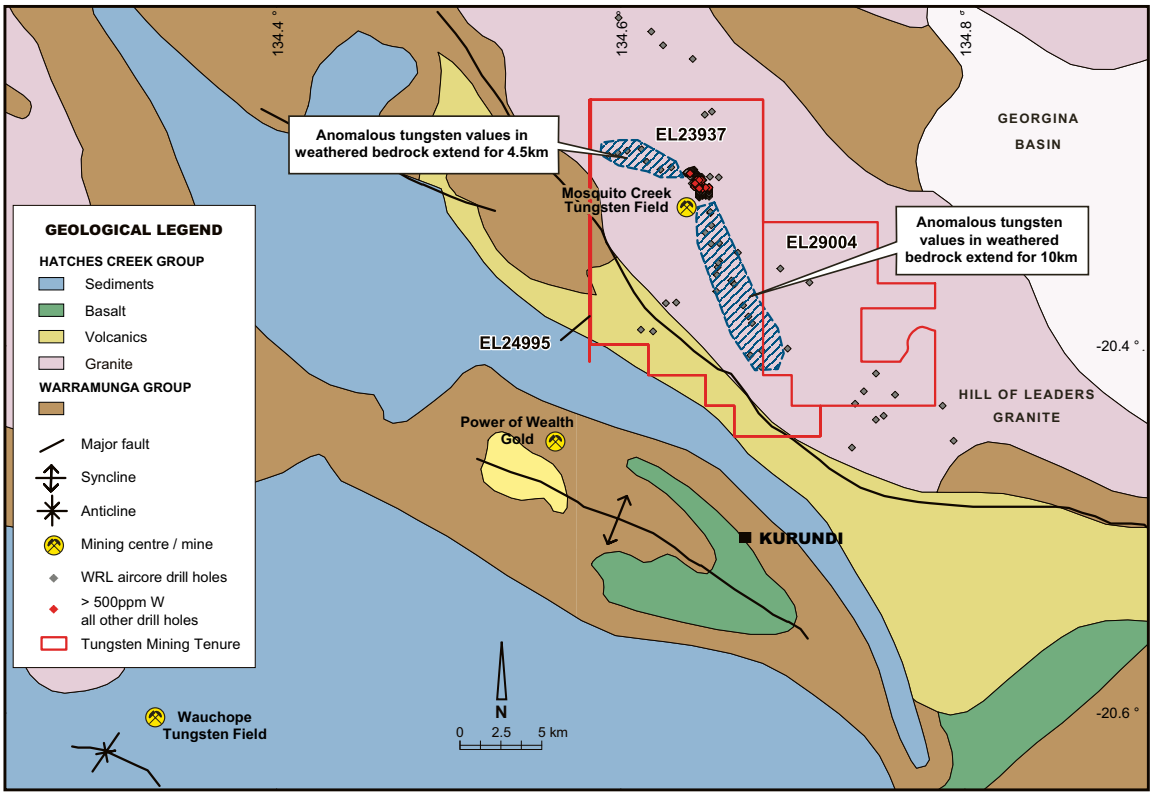

Figure 7: Mosquito Creek Geology

3.5 Exploration Potential

The Mosquito Creek Project, which is largely unexplored, is understood to contain favourable host rocks of the Warramunga Group, which, at Tennant Creek, hosts both precious and base metal mineralisation.

The aircore drilling completed by WRL showed that anomalous tungsten values in weathered bedrock extend for a strike extent of 14.5km. These results are encouraging in view of the limited coverage of the aircore program and the fact that holes were drilled to blade refusal and did not penetrate primary mineralisation.

Reverse circulation drilling is warranted at the Hill of Leaders prospect to determine the potential for tungsten mineralisation in fresh bedrock. The objective should be to identify primary sources of tungsten mineralisation whilst endeavouring to quantify the extent of shallow alluvial mineralisation shed from the main workings and amenable to low cost recovery.

3.6 Mosquito Creek Proposed Exploration and Budget

Tungsten Mining has proposed an exploration program and budget for the first two years of exploration at the Mosquito Creek Project upon listing on the ASX.

The proposed program of exploration will include the research of all available aeromagnetic data, with subsequent detailed follow-up ground and airborne surveys designed to identify favourable Warramunga Group host rocks with Tungsten Mining's Project.

Termite mound geochemistry is a valid exploration tool and coupled with pathfinder geochemistry should be extended to cover any untested areas of the host granite. Anomalous zones should be targeted initially with air core drilling.

The Year 2 program will focus on reverse circulation at the Hill of Leaders prospect as well as targets identified during the previous year.

A budget of $301,000 (or $589,000 should the raising reach its maximum $3M in over-subscriptions) is proposed by Tungsten Mining for the initial two years of exploration, which is considered to be valid and consistent with the mineral potential and status of the Mosquito Creek Project. The expenditure exceeds the minimum statutory expenditure requirements of the tenements.

Table 6: Proposed exploration expenditure for Mosquito Creek Project

	Full Subscription ($5M)			Over-Subscription ($8M)		
ACTIVITY	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s
Data Review	15	0	15	20	0	20
Geochemistry	10	0	10	15	20	35
Drilling	50	80	130	100	150	250
Geophysics	30	20	50	50	50	100
Geoscientists	12	15	27	25	34	59
Travel / Accommodation	15	17	32	23	27	50
Field Costs	4	5	9	10	12	22
Administration	14	14	28	24	29	53
Totals	150	151	301	267	322	589

4.0 Koolyanobbing Project

4.1 Introduction

Tungsten Mining's Koolyanobbing Project is situated in the Koolyanobbing greenstone belt located within the Archaean Yilgarn Craton of Western Australia. The project is located 45km northeast of Southern Cross, adjacent to the township of Koolyanobbing. The Project comprises nine Exploration Licences and six Exploration Licence Applications.

The northern group of tenements includes the Lake Seabrook Tungsten Prospect where Barrier Exploration NL ("Barrier") first discovered scheelite-fluorite mineralisation in the 1970's. Scheelite mineralisation has been traced over a strike length of more than 5km.

Barrier identified several zones of mineralisation with scheelite content up to 5.55% WO_3. A number of samples were collected from a trench across a biotite schist and averaged 4.0% CaF_2 and 0.18% WO_3. Detrital scheelite is present in considerable amounts in soil surrounding the high grade shoots.

Preliminary metallurgical testing was carried out on a selected bulk sample collected from the trenches. The head assay of the composite sample was 2.56% WO_3. From this work, Barrier concluded that it was possible to recover a concentrate having a grade of 65% WO_3, at a recovery of between 70 and 80%.

An immediate exploration target exists where the talc-chlorite host zone coincides with folding-faulting over a major crush-shear zone, and associated with a quartz vein emplacement.

4.2 Location, Access and Tenure

The Koolyanobbing Project is located 45km northeast of Southern Cross and spans a distance of 70km; 20km to the northwest and 50km to the southeast of the town site of Koolyanobbing.

Access is initially via the Great Eastern Highway. Access to the northern and central tenements is then via the predominately sealed Koolyanobbing-Southern Cross Road. From Koolyanobbing various roads and tracks may be utilised to access the tenements. The southern tenements can be accessed via the Marvel Loch-Yellowdine Road.

The Perth-Kalgoorlie public access railway line bisects the project area, with the nearest rail siding located at Koolyanobbing.

The Koolyanobbing Project comprises nine Exploration Licences and six Exploration Licence Applications, covering an area of approximately 460km^2. Tungsten West is the current registered holder of all tenements, as shown in Table 7.

Tungsten Mining has 100% interest in all tenements. The Project has a current expenditure commitment of $145,000 per reporting year.

Table 7: Tenement Details for the Koolyanobbing Project

Licence	Application Date	Grant Date	Holder	Expenditure $	Area Ha
E77/1823	23/08/2010	20/06/2011	Tungsten West	15,000	590
E77/1824	23/08/2010	20/06/2011	Tungsten West	15,000	283
E77/1852	27/09/2010	22/09/2011	Tungsten West	30,000	6141
E77/1853	27/09/2010	22/09/2011	Tungsten West	10,000	717
E77/1854	27/09/2010	22/09/2011	Tungsten West	10,000	295
E77/1855	27/09/2010	22/09/2011	Tungsten West	10,000	589
E77/1994	16/09/2011	Pending	Tungsten West	N/A	2649
E77/2021	11/11/2011	26/06/2012	Tungsten West	20,000	4420
E77/2022	11/11/2011	26/06/2012	Tungsten West	20,000	295
E77/2023	11/11/2011	Pending	Tungsten West	N/A	5585
E77/2035	20/12/2011	05/09/2012	Tungsten West	15,000	1177
E77/2042	24/02/2012	Pending	Tungsten West	N/A	8843
E77/2043	24/02/2012	Pending	Tungsten West	N/A	6769
E77/2075	12/08/2011	Pending	Tungsten West	N/A	2937
E77/2076	12/08/2011	Pending	Tungsten West	N/A	4704

4.3 Koolyanobbing Project Geology

The Koolyanobbing Project lies in the central part of the Yilgarn Block, and is entirely underlain by Archaean granitoid and greenstone. The general stratigraphy of the Southern Cross Province has been outlined by Griffin (1990) who suggests the greenstones consist of an upper and a lower sequence, separated by a major unconformity. The lower sequence contains a quartzite unit at the base, which is overlain by dominantly mafic and ultramafic volcanics. Clastic sedimentary rocks (with minor felsic volcanics) occur at the top of this lower sequence. The upper sequence consists of clastic sedimentary rocks (Diemals Formation) and felsic volcanic rocks (Marda Complex) which unconformably overlies the mafic dominated lower sequence.

The Koolyanobbing greenstone belt is a small in-folded, arcuate, and strongly elongate in a NNW trending direction, it is about 48km long and 8km wide. The belt is bound to the northeast by granitoid and to the southwest by the Ghooli Dome. A mylonite zone up to 6km wide follows the southwestern boundary with the greenstones defining part of the Koolyanobbing Shear Zone.

The Koolyanobbing Shear Zone is a crustal-scale feature that extends from Koolyanobbing to the southeast, forming the north-eastern margin of the Lake Johnston greenstone belt and then joins onto the Jerdacuttup Fault. It extends northwest past the Marda greenstone belt where it is interpreted to continue as the Youanmi Fault near Sandstone giving it a total length of nearly 650km.

The Koolyanobbing greenstone belt consists of amphibolite, variably altered ultramafic rocks, chert, banded iron-formation, and minor pelitic and psammitic assemblages. Mineralogy indicates that the rocks were metamorphosed to amphibolite facies with subordinate greenschist-facies assemblages. Lateritised banded iron-formation dominates the outcrop, occurring along two ridges extending through the belt.

Known gold mineralisation within the belt is minimal and documentation is sparse. There are a number of small pits and shafts located along banded iron-formation ridges generally associated with quartz veins. The total production from the Koolyanobbing Mining Centre was 1734.4 t for 27.50 kg Au from 1905 to 1938 (Dept of Mines WA, 1954). The largest set of workings in the district is Chadwicks Reward, located 7km southeast of the Koolyanobbing town site, which was mined between 1934 and 1938. Chadwicks Reward produced 1012 t for 15.58 kg of recovered gold. Mineralisation is associated with quartz veins and stockworks intruding dacite, tuffaceous sediments and basic rocks.

The banded iron formations within the greenstone belt are host to several iron ore deposits that are currently being mined by Cliffs Natural Resources Pty Ltd.

4.3.1 Local Geology - Lake Seabrook Tungsten Prospect

The Lake Seabrook Tungsten Prospect lies along a northwest trending contact between gneiss and a sequence of volcanics commencing with basic to ultrabasic amphibolite grading easterly through intermediate to acid flows and tuff, with thin beds of black shale, quartzite and jaspilite, to banded iron formation of the Koolyanobbing Range. This sequence dips between 50 and 70 degrees easterly (Morton, 1976).

Aerial photography indicates a trough cutting across granite and gneiss in a northerly direction and a projection of this structure coincides with a displacement of slightly less than half a kilometre in the Koolyanobbing Range. No field evidence, other than offsetting of the range, has been observed, thus the presence of a crush zone or similar zone of disturbance is partly postulated.

At the point where the postulated crush zone intersects the contact between gneiss and amphibolite, a vein of quartz about 1.6km long and 100m wide has been emplaced. Smaller quartz veins occur to the north and south along the contact between the gneiss and amphibolite.

Magnetic data indicates that the more basic amphibolite thickens gradually from north to south for a distance of 3500m, narrowing abruptly at about 10,800N (local grid established by Barrier). The presence of thickening within a thin jaspilite bed that extends for a portion of the magnetic high may be due to a large drag fold. This is supported by considerable drag folding in talc and biotite schist near the gneiss contact (between 10,000N and 10,800N). Faulting consistent with forces necessary to produce this drag folding may be present around 13,000N where a section of the quartz vein appears to have been displaced by faulting.

Scheelite is the most common mineral present and has been observed in several rock types over a length of more than 5km and up to 350m east of gneiss contact. Fluorite is present with scheelite in biotite schist for several hundred metres south from about 10100N and copper occurs in small sporadic patches in quartz over a distance of about 4000m south from this same area.

The most significant scheelite mineralisation occurs in Zones 1-5 (as shown in Morton, 1976). Scheelite in Zones 1-4 is associated with major replacement quartz, less feldspar and minor epidote and sphene, and scheelite content is up to 5.55% WO_3. A composite sample from the best mineralised shoots from Zones 1-4 assayed 2.56% WO_3. Zone 5 consists of fluorite-scheelite mineralisation in biotite schist with minor quartz and feldspar. A number of samples taken across biotite schist in one trench averaged 5.0% CaF_2 and 0.18% WO_3. These samples represent the best results from a series of lower grade values. The average value is not known and they should not be taken to represent the average grade of the samples unless otherwise stated.

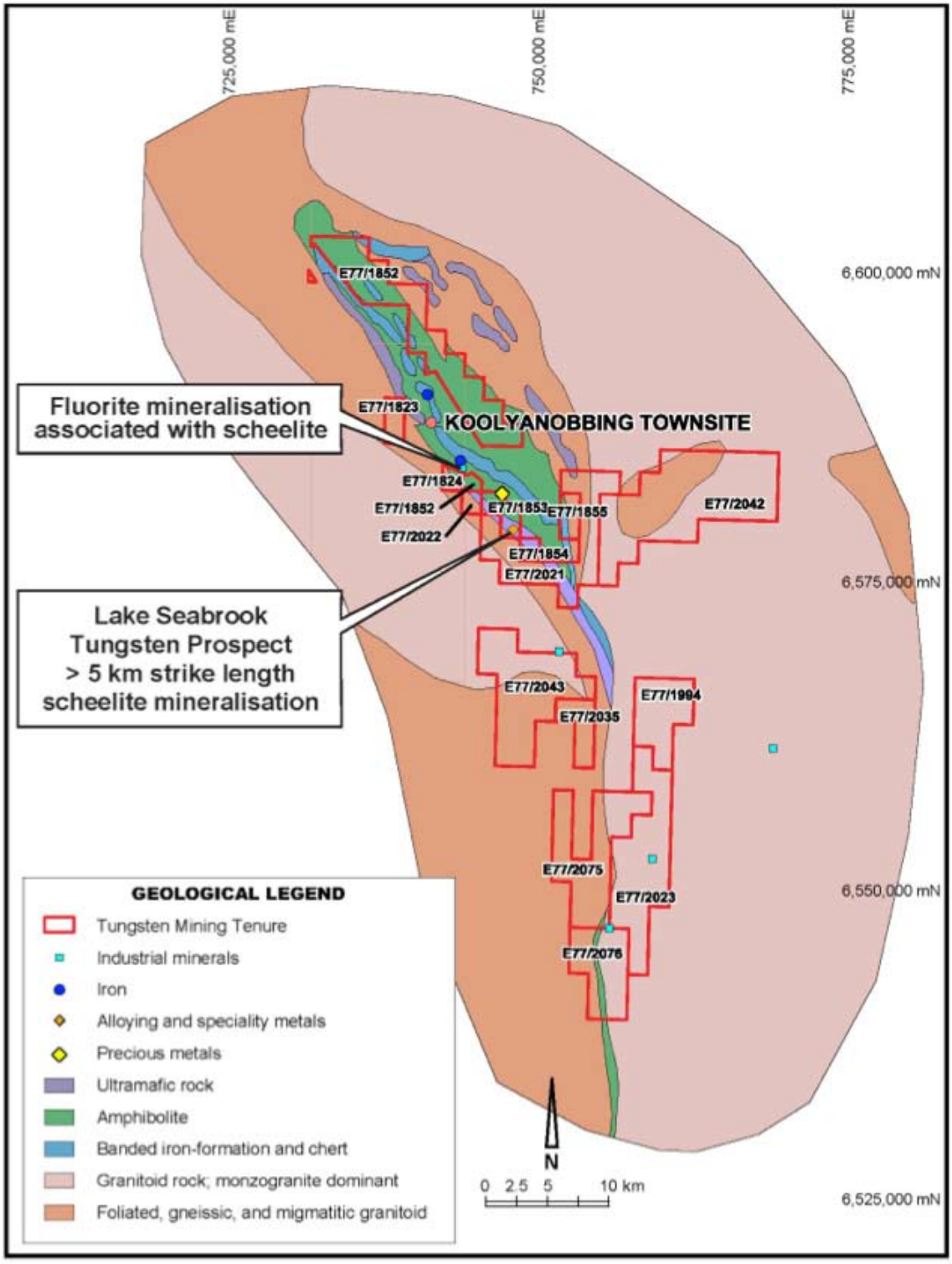

Figure 8 – Koolyanobbing Project Geology

4.4 Exploration History

There has been a considerable amount of exploration for a variety of commodities within the Koolyanobbing greenstone belt. The area has been explored for gold since late last century and for iron ore and base metals (predominantly nickel and copper in the ultramafic rocks) since the 1960s.

Scheelite occurrences were first noted in the area by **Barrier Exploration NL** ("Barrier") at their Lake Seabrook Project during 1975. The Lake Seabrook prospect was originally pegged by JL, LM and AC Morton during 1967, under a Prospecting Agreement with **Metals Exploration NL** ("Metals Ex"). During 1968 a Joint Venture was formed in which **Freeport of Australia Incorporated** ("Freeport") and Barrier joined with Metals Ex and the Mortons to explore the project.

Metals Ex, being the Manager of the Joint Venture, carried out surface geological mapping and induced polarisation and completed two diamond drill holes. Metals Ex and Freeport at this stage withdrew from the Joint Venture and Barrier became manager.

Further work, comprising geological mapping, augering, induced polarisation and diamond drilling, was carried out. Most of this work was carried out in areas considered favourable for the occurrence of base metals and gold.

Another zone within the Koolyanobbing Project showing some fluorite and copper mineralisation, and with characteristics typical of acid pneumatolytic origin, was geologically mapped and some induced polarisation was carried out.

Early in 1975, Barrier decided to further evaluate this zone characterised by acid pneumatolytic type mineralisation, primarily due to the presence of beryl and topaz. Samples were taken and spectroscopic scans performed which indicated elevated values of tungsten. Examination of the area with short wave and long wave ultra-violet light showed widespread occurrences of scheelite in the shear, soil and also in narrow skarn-like veins adjacent to the shear. A program of trenching along the length of the exposed shear, sampling and logging by ultra-violet lamps was completed.

The scheelite mineralisation was deemed to be widespread within the sheared and chloritised ultrabasic which was trenched over a length in excess of 3km. The shear zone is noted to be a maximum of about 25m in width.

During 1976, a composite sample was selected from the best scheelite mineralised shoots in Zones 1-4 for laboratory scale metallurgical tests for separation of a saleable concentrate. Test work was completed at Kalgoorlie Metallurgical Laboratories and supervised by metallurgical consultants Smith and Sivyer (Morton, 1976).

The head grade of the sample assayed 2.56% WO_3. It is important to appreciate that this is deemed a high grade sample and that the results obtained with this sample may not be achieved at lower grades.

Heavy Media Separation ("HMS") testing established that it would not be possible to reject a substantial fraction of the sample as a finished tailing prior to grinding, by HMS. Neither jigging nor tabling could produce a finished tailing, but both processes could produce concentrates which, after magnetic separation, assayed more than 65% WO_3. Recovery at this grade by a combination of all three processes was about 50%. A relatively simple flotation procedure, followed by magnetic concentration of the flotation concentrate, was capable of producing a concentrate assaying 62.4% WO_3 at a recovery of 77.6%.

The best recovery and concentrate grade was achieved by a rather complex combination of jigging, tabling, flotation and magnetic concentration, a concentrate grade of 64.9% WO_3 was achieved at 79.6% recovery. Smith and Sivyer concluded that it was reasonable to assume that a combined concentrate exceeding 65% WO_3 could be produced from this sample with the recovery of between 70 to 80% by a combination of jigging, tabling, flotation and magnetic separation. However, this sequence was deemed complex and would be difficult and costly to duplicate and operate on a large scale.

Smith and Sivyer considered that it would be highly probable to dispense with tabling and that it may be possible to eliminate magnetic concentration. Further metallurgical investigations were recommended to eliminate both tabling and magnetic separation, as well as the completion of optimisation tests in jigging and flotation, with particular emphasis on reagents in the latter.

Due to limited resources and the unsuccessful securing of a joint venture partner, further work was not completed on the prospect.

As a consequence of the discovery of tungsten mineralisation at Barrier's Lake Seabrook Prospect, during 1975 **Jimberlana Minerals NL** ("Jimberlana") pegged the extension of the rocks to the south of Barrier's prospect, across and to the south of Lake Seabrook. Subsequent prospecting of the area revealed several skarn-like veins and some trenching was carried out on these. Geological mapping to outline all existing skarn and quartz veins and ultraviolet prospecting of the veins was recommended, however no further work is documented (Morton, 1975b).

4.5 Exploration Potential

An immediate target for Tungsten Mining to evaluate is the postulated crush zone identified by Barrier (Morton, 1975a). Barrier deemed the narrow high-grade but sub-economic veins of scheelite mineralisation assessed at the Lake Seabrook Prospect to be characteristic of satellite bodies surrounding major deposits. They summarised that a target exists for the occurrence of a scheelite deposit at the intersection of the postulated crush zone and the sheared ultrabasic and within the sheared ultrabasic, to the north of the postulated crush zone.

The reasons behind Barrier's opinion are that the occurrence of scheelite appears to be related to the amount of contortion of the sheared ultrabasic and it would be reasonable to expect that the amount of contortion would be the greatest where the shear in the ultrabasic intersects the crush zone. Mineralisation falling off progressively south from the postulated crush zone and an apparent bulging of the granite north of the postulated crush zone may indicate more movement in this area and also may indicate the source of the mineralisation.

4.6 Koolyanobbing Proposed Exploration and Budget

Tungsten Mining has proposed an exploration program and budget for the first two years of exploration at the Koolyanobbing Project upon listing on the ASX.

The proposed program of exploration will include the research of all available aeromagnetic data, with subsequent detailed follow-up ground surveys designed to delineate the postulated crush zone. Reverse circulation drilling of the postulated crush zone target will commence during Year 1.

The Year 2 program will focus on the regional prospectivity, with geological mapping and pathfinder geochemistry employed to identify targets. Anomalous zones will be targeted initially with air core drilling.

A budget of $176,000 (or $319,000 should the raising reach its maximum $3M in over-subscriptions) is proposed by Tungsten Mining for the initial two years of exploration, which is considered to be valid and consistent with the mineral potential and status of the Koolyanobbing Project. The expenditure exceeds the minimum statutory expenditure requirements of the tenements.

Table 8: Proposed exploration expenditure for Koolyanobbing Project

	Full Subscription ($5M)			Over-Subscription ($8M)		
ACTIVITY	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s	YEAR ONE $000s	YEAR TWO $000s	TOTAL $000s
Data Review	15	0	15	20	0	20
Geochemistry	0	10	10	0	12	12
Drilling	30	40	70	60	80	140
Geophysics	20	0	20	35	0	35
Geoscientists	10	12	22	20	22	42
Travel / Accommodation	8	9	17	12	15	27
Field Costs	3	4	7	6	8	14
Administration	8	7	16	15	14	29
Totals	**94**	**82**	**176**	**168**	**151**	**319**

5.0 Callie Soak Project

5.1 Introduction

The Callie Soak tungsten deposits are located about 11km northwest of the abandoned Big Bell Mining Centre, 40km west-northwest of the town of Cue in the Murchison region of Western Australia. The deposits were actively mined during the period around WWI. Between 1913 and 1916 production from sundry claims in the area produced 25t of concentrate containing 1.47t of WO_3.

The Callie Soak Project comprises one Exploration Licence and one Exploration Licence Application. The Project is operated by Tungsten Australia Pty Ltd with Tungsten Mining having a 20% free carried interest to the completion of a feasibility study.

The Callie Soak deposits occur towards the top of a porphyritic granite dome. Late stage quartz-rich pegmatites have intruded the granite and appear to have introduced tungsten mineralisation. Martin's Lode and New Lode are within a quartz-magnetite host rock intruded by numerous small quartz veins parallel to quartz-rich pegmatite. The Bald Hill Lode is a quartz-rich pegmatite intruding quartz-epidote and biotite granite. Wolframite is the most common mineral, although local concentrations of scheelite are known.

Historical drill data has indicated potential to increase the deposit size of Martin's Lode, particularly in the northern down dip direction.

5.2 Location, Access and Tenure

The Callie Soak tungsten deposit is located 40km west-northwest of the town of Cue in the Murchison region of Western Australia, approximately 11km northwest of the abandoned Big Bell Mining Centre.

The principal access to the project area is from Cue via the Cuddingwarra and Big Bell Mining Centres and then via the unsealed Noondie–Coodardy Road.

The Callie Soak Project comprises one Exploration Licence and one Exploration Licence Application, covering an area of approximately 107km^2. The current registered holders of the tenements are Tungsten Australia Pty Ltd and Richmond Resources Pty Ltd (80:20 share) for E20/0669 and Tungsten West is the holder of E20/0812. Tungsten Mining has acquired 100% of Richmond Resources Pty Ltd share in the Project. Tungsten Australia Pty Ltd is currently managing the Project with Tungsten Mining having a 20% free carried interest to the completion of a feasibility study.

The Project has a current expenditure commitment of $30,000 per reporting year.

Table 9: Tenement Details for the Callie Soak Project

Licence	Application Date	Grant Date	Holder	Expenditure $	Area Ha
E20/0669	14/05/2007	09/01/2009	Richmond 20 / NSE 80*	30,000	1827
E20/0812	10/05/2012	Pending	Tungsten West	N/A	8835

Note: Richmond refers to Richmond Resources Pty Ltd
NSE refers to New Standard Energy Pty Ltd

5.3 Callie Soak Geology

The Project lies within the Murchison Province of the Yilgarn Block, a large Archaean gneiss-granitoid-greenstone craton. The greenstone belts of the Murchison Province trend north-northwest (in the southwest) to north-northeast (in the northeast) and are surrounded by extensive granitoid intrusions which contain enclaves of banded gneiss (Watkins et al., 1987).

The Callie Soak tenement covers an area containing dominantly Archaean porphyritic biotite granite, with some granodiorite. Within the tenement area are the Callie Soak tungsten prospects which include the Bald Hill Lode, Martin's Lode and New Lode. Wright (1972) details the geology of the tungsten occurrences in the tenement.

The largest known prospect is Martin's Lode, an oval shaped orebody which has a reported length of 85m, trending northeast, and is up to 36.5m wide. The wolframite and minor scheelite bearing quartz veinlets are hosted in lensoid shaped quartz-biotite-topaz greisen zones, within steeply dipping shears in porphyritic granite to granite gneiss.

Scheelite and wolframite have been mined from the Callie Soak tungsten prospects. Baxter (1978) records production totalling 14.16t of contained WO_3 (refer Table 10), and states that the deposits occur in quartz-rich pegmatite and quartz-magnetite-biotite rock in an area of granite, aplite, pegmatite, and granitic differentiates.

Table 10: Past production from the Callie Soak tungsten deposits (after Baxter, 1978).

Prospect	Tenement	Years	Main Mineral	Ore treated (t)	Concentrates therefrom (kg)	Metallic content WO_3 (kg)
Bald	PA953	1910	wolframite	20.3	–	863.0
Hill	Socialist ML11	1911	wolframite	197.1	–	6,200.0
	Sundry Claims	1913,1916	wolframite	25.0	–	1,471.0
Martin's	MC 25	1944	scheelite (?)	–	163.5	108.9
Lode	MC 38	1951, 1953	wolframite	–	9,256.0	5,357.2
New Lode	MC49	1953	wolframite	203.0	436.2	151.4
TOTAL						**14,161.5**

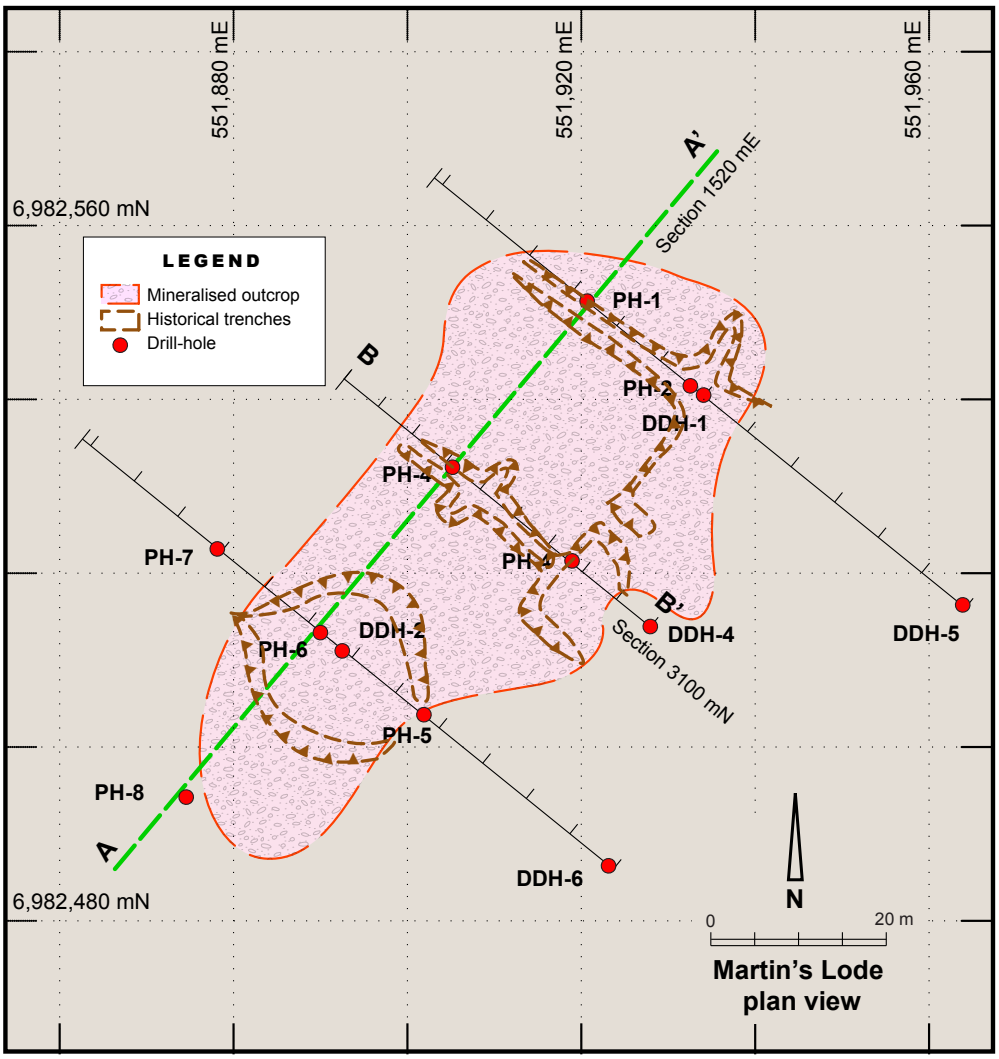

Figure 9: Plan View of Martin's Lode at Callie Soak, showing mineralised outcrop and historical trenches based on Wright (1972).

5.4 Exploration History

Tungsten was first discovered in the area in 1908 and briefly inspected by Woodward in 1914. Selective sampling of the Martin's Lode outcrop was completed in 1942 by Dr. F.A. Moss (Mann & Moss, 1942). Matheson (1944) visited the area in 1943 and described Martin's Lode, Bald Hill Lode and "other lodes".

Most of the early tungsten extraction from the Callie Soak area was from the Bald Hill deposit (refer Table 10).

Anglo-Westralian Mining Pty Ltd ("Anglo-Westralian") cut three trenches across Martin's Lode in 1949 and channel-sampled over a full width of each trench (Wright, 1972). The average grade was about 0.35% WO_3 as determined by the W.A. Government Chemical Laboratory. Anglo-Westralian surrendered the claims, presumably because of the then low price of tungsten concentrate (Forman, 1951a).

Western Minerals Syndicate of Perth held Mineral Claims (MC37-39) over the tungsten bearing outcrops from 1950. The trenches cut by Anglo-Westralian (situated on MC38) were chip sampled by G.G. Forman (consulting geologist) during October 1950, and indicated a weighted average of 0.32% WO_3 over an average width of 27.1m.

During 1950, Forman also collected a grab sample from a sorting floor adjacent to old workings on MC37 and two grab samples from ore dumps adjacent to shallow trenches. The samples returned grades of 0.51%, 0.05% and 0.38% WO_3 respectively. A grab sample was also collected from MC39 from the rejects on the sorting floor and this returned 0.49% WO_3. The workings within this Mineral Claim were deemed to be inaccessible but inspections suggested that past operation were of a highly selective type (Forman, 1950).

Forman supervised the breaking and treatment of three bulk samples from the sides of the trenches during 1951. The bulk sampling indicated a weighted average grade (recovered plus tails) of 0.32% WO_3 from a total of 363 tonnes of ore, treated by the State Battery in Cue (Forman, 1951b).

A limited program of percussion and diamond drilling was completed at Martin's Lode in April 1969 for **Carr Boyd Minerals Ltd** by Geotechnics (Aust) Pty Ltd (Ward, 1969). Eight percussion holes were completed for a total of 240m. Drilling was carried out with an air-track percussion drill and samples were collected at 1.5m intervals. The samples were assayed for tungsten, tantalum and niobium. A small number were also assayed for gold and tin. Five drillholes intersected tungsten from the surface and were still within tungsten mineralisation when completed (~30m).

Four diamond core holes (DDH1-4) were completed for a total of 161m. One of the diamond holes (DDH-4) was angled and drilled beneath the vertical holes, this hole showed tungsten mineralisation continuing with depth (Figure 10). Significant intercepts are shown in Table 11.

Table 11: Significant drill intercepts at Martin's Lode (from Ward, 1969).

Hole	Dip / Azimuth	From	To	Interval	WO_3%
PH-1	-90/000	7.6	30.5	22.9	0.36
PH-2	-90/000	0	29.9	29.9	0.39
PH-3	-90/000	0	19.8	19.8	0.47
PH-4	-90/000	0	30.5	30.5	0.26
PH-5	-90/000	NSA			
PH-6	-90/000	0	30.5	30.5	0.48
PH-7	-90/000	NSA			
PH-8	-90/000	NSA			
DDH-1	-90/000	1.2	19.5	18.3	0.52
		25.6	30.2	4.6	0.28
DDH-2	-90/000	5.8	30.5	24.7	0.45
DDH-3	-90/000	1.2	10.4	9.2	0.51
DDH-4	-60/309	9.1	18.3	9.2	0.37
		21.3	47.6	26.3	0.38

Note: PH prefix refers to Percussion Drillholes.

DH prefix refers to Diamond Drill holes.

Significant results calculated over a minimum 3m width using 0.1% WO3% cut-off and up to 1.5m internal dilution.

Degrees magnetic azimuth.

Samin Ltd ("Samin") purchased the Mineral Claims (MC 37-39) over Callie Soak during 1969 and applied for two additional Mineral Claims (MC527 & MC528) which surrounded the Mineral Claim covering Martin's Lode. Early in 1970 the remaining material from diamond drillholes (DDH-1 to 4) was obtained and sent to Amdel Laboratories ("Amdel") for test work.

Samin extracted 5.9 tonnes in July 1970 from surface material within the trenches at Martin's Lode and this was sent to Amdel for testing. The test work showed that, by means of table concentration, magnetic separation and floatation, a final concentrate assaying 68.5% WO_3 could be obtained (Wright, 1972). In May-June 1970 Samin drilled two diamond holes (DDH SC5 and 6) angled beneath Martin's Lode (MC 38). The core was halved by diamond saw and assayed by Amdel in Adelaide. No significant assays were returned.

A pit design and feasibility study was completed to both 30.5m and 61m depths by Davis Contractors (Sydney) in February 1970 for Samin. A considerable amount of metallurgical and recovery data is available (Wright, 1972). Samin sought Joint Venture partners to develop Martin's Lode, and had an agreement with ACM NL. By the end of 1975, ACM NL had withdrawn from the JV with Samin (Randell, 1975) and no further work was completed (Roberts, 1976).

In 1985 **Riverina Gold Mines NL** held Exploration Licence E20/0260, with their interest primarily in tantalum mineralisation (Ruane, 1996). Seven samples were collected around old workings from Martin's Lode (MC38) and three samples (7306-7308) from MC25 (located approximately 200m southwest of the Martin's Lode main workings). The Martin's Lode samples show slightly higher gold and higher tungsten values than MC25, with an average 7.4ppb Au and 2533ppm W compared with 1ppb Au and 920 ppm W respectfully. All samples showed Ta values below 28 ppm, and it was concluded that the newer analytical techniques revealed an over estimation in the Ta analyses completed in 1969. It was noted in the report by Roberts (1971) that the Ta values from the percussion holes could not be confirmed in the diamond core.

New Standard Energy Limited ("New Standard Energy") entered into a Joint Venture with Richmond Resources during 2010. Exploration focused on a literature search and a review of historical data. Historical data was digitised and converted to metric units. An orientation field trip was completed to examine tenement access and to collect background base level samples for multi-element analysis.

Examination of the tungsten mineralisation at Martin's Lode revealed that the potential exists for additional mineralisation down plunge to the northeast. New Standard Energy also stated that other small deposits in the tenement should be examined to determine if they could contribute tonnages to a small mining operation.

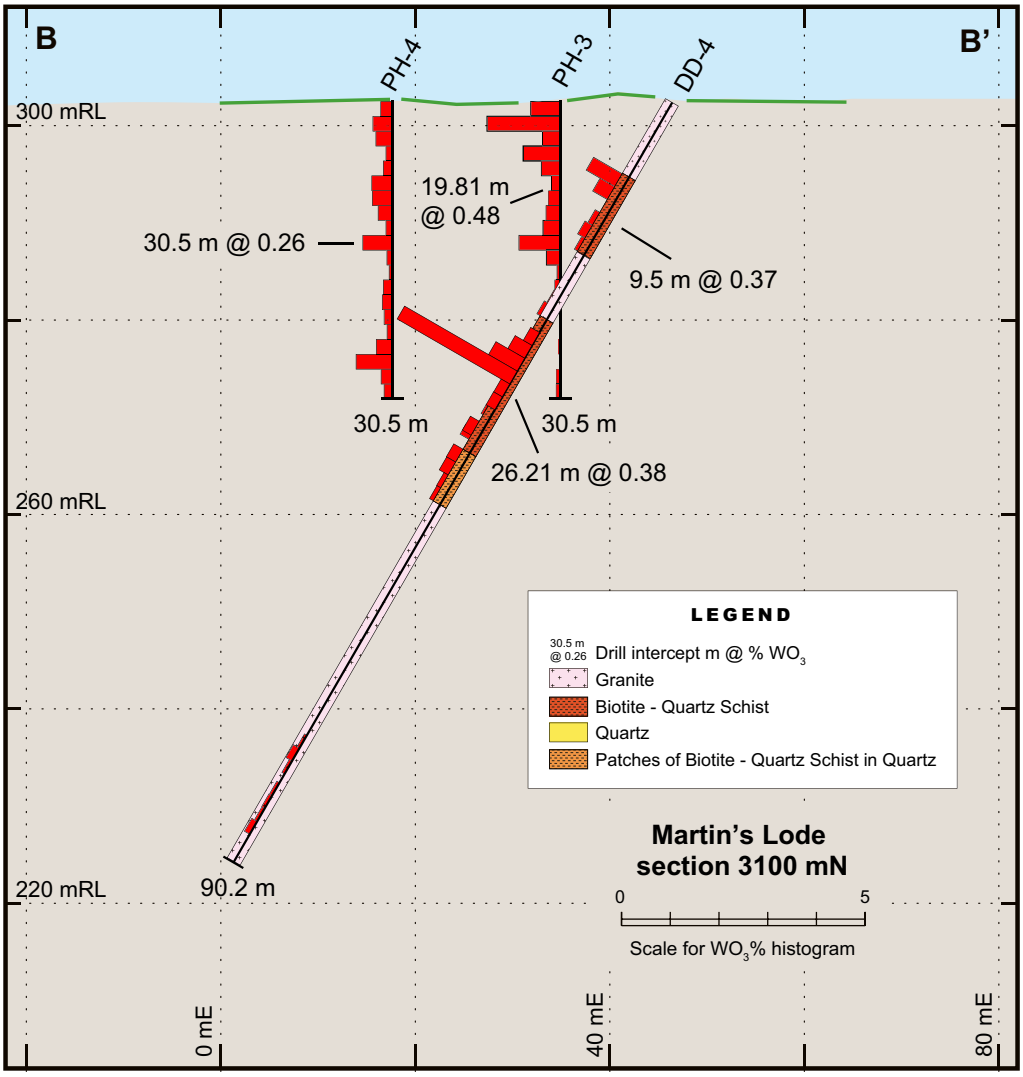

Figure 10: Callie Soak, Martin's Lode, section A – A' (3100mN)

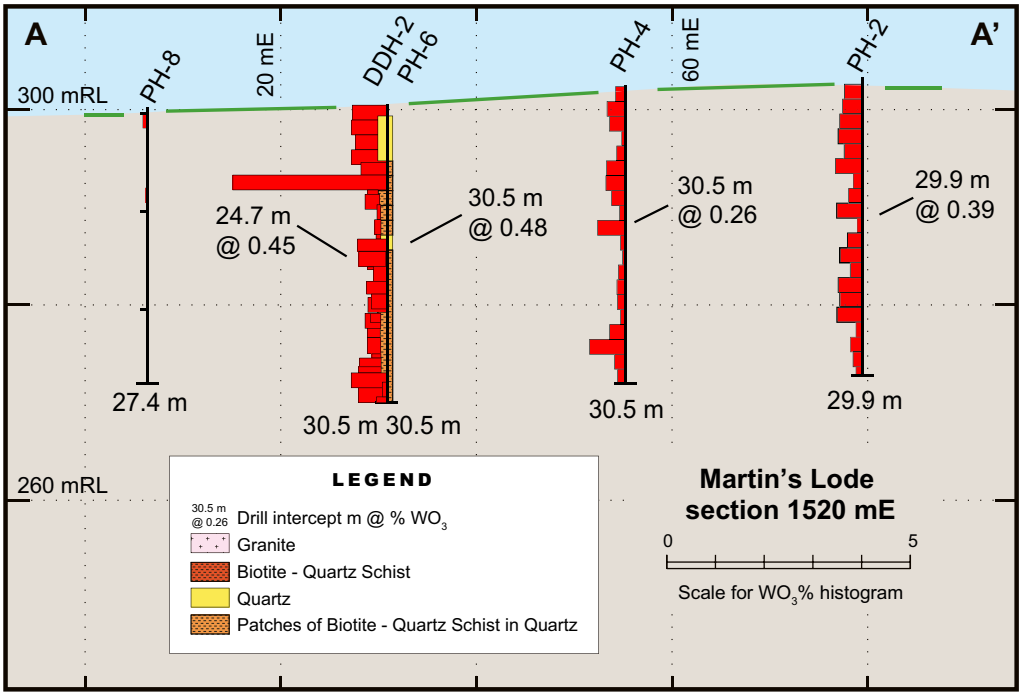

Figure 11: Callie Soak, Martin's Lode, section B – B' (1520mE)

5.5 Exploration Potential

As the operator of the joint venture, Tungsten Australia Pty Ltd manages the ongoing exploration programs and sets the budgets for the Callie Soak Project. Exploration programs are presented to the Joint Venture on a quarterly basis for reviewal. Results from the exploration programs are released to Tungsten Mining as they become available.

6.0 Combined Projects Proposed Expenditure

Table 12: Combined Projects Proposed Exploration Budget

	Full Subscription ($5M)			Over-Subscription ($8M)		
PROJECT	**YEAR ONE $000s**	**YEAR TWO $000s**	**TOTAL $000s**	**YEAR ONE $000s**	**YEAR TWO $000s**	**TOTAL $000s**
Gascoyne	1,866	702	2,568	1,981	1,338	3,319
Mosquito Creek	150	151	301	267	322	589
Koolyanobbing	94	82	176	168	151	319
Totals	**2,110**	**935**	**3,045**	**2,416**	**1,811**	**4,227**

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8.0 Glossary of technical terms and abbreviations

Aeolian Relating to wind-formed surficial deposits - typically composed of fine sand and sediment.

Aeromagnetics Airborne measurement of the earth's magnetic field for the purpose of recording magnetic characteristics of rocks.

Ag Chemical symbol for silver.

Aircore Drilling or AC Drilling. Rotary drilling technique employed to drill in poorly consolidation rocks, where the sample is returned to the surface inside the drill rods under the influence of applied air pressure.

Alluvium A general term for unconsolidated material deposited during comparatively recent geological time by a stream or other form of running water.

Alteration halo Zone of chemical alteration surrounding mineralisation. May be used as a 'pathfinder' to the primary mineralisation.

Amphibolite A metamorphic rock composed mainly of amphibole, a family of minerals in which the silica molecules are bound together in parallel chains.

Anomalous Having statistically significantly higher or lower values than the norm.

Anomaly A portion of an area surveyed that is different in appearance from the area surveyed in general or containing higher or lower values than considered normal.

Archaean The oldest rocks of the Earth's crust – older than 2,400 million years.

As Chemical symbol for arsenic.

Assay An examination of a sample to determine by measurement certain of its ingredients.

Basalt A fine-grained, dark igneous rock, generally extrusive, composed of half feldspar and half mafic materials.

Basement The igneous or metamorphic rock that exist below the oldest sedimentary cover. In some areas such as shields the basement rocks may be exposed at surface.

Basic A descriptive term applied to igneous rocks (basalt and gabbro) with silica (SiO_2) between 44% and 52%.

Breccia A coarse-grained clastic rock composed of angular broken rock fragments held together by a mineral cement or in a fine-grained matrix.

Calcrete A surficial form of carbonate, usually formed during weathering processes.

Caldera The Spanish word for cauldron, a basin-shaped volcanic depression; by definition, at least a mile in diameter. Such large depressions are typically formed by the subsidence of volcanoes.

Carbonate Rock of sedimentary or hydrothermal origin, composed primarily of CO_3

Chert A hard, extremely dense or compact, dull to semi-vitreous, microcrystalline or cryptocrystalline rock consisting of interlocking crystals of quartz less than about 30 microns in diameter.

Chlorite A dark replacement mineral related to mica.

Clastic Sediments derived from erosion of pre-existing rocks.

Costean A trench excavated to expose an orebody or structure during exploration.

Country Rocks The rock intruded by and surrounding an igneous intrusion.

Craton A craton is an old and stable part of the continental crust that has survived the merging and

splitting of continents and supercontinents for at least 500 million years.

Cu Chemical symbol for copper.

Cupola An inlier of country rock within an igneous intrusion, interpreted as a remnant of the roof zone of the body.

Deformation Process by which rocks are folded or faulted.

Deposition The precipitation of mineral matter from solution.

Diamond (Core) Drilling The most expensive method of drilling. It is designed for resource exploration drilling, its main benefit being that it provides core of the strata for accurate assessments and gives the most accurate indication of depth from which the sample is derived.

Disseminated Mineral grains scattered throughout host rock.

Dolerite A medium-grained mafic intrusive rock composed mainly of pyroxene and plagioclase; crystalline basalt.

Dyke A tabular igneous intrusion cutting across the bedding or other planar structures in the country rocks.

Electromagnetic Survey Traverses carried out along equally spaced lines that input an electrical field to the ground, and measure the changes in the earth's magnetic field at different times after the application of the electrical field.

EM Electromagnetic – a geophysical technique whereby transmitted electromagnetic fields are used to energise and detect conductive material beneath the earth's surface.

Exploration Projecting, sampling, mapping, drilling and other work involved in the search for mineralisation.

Fault A fracture in rock along which there has been relative displacement of the two sides either vertically or horizontally; this may provide a channel for the passage of mineral-bearing solutions.

Fe Chemical symbol for iron.

Felsic Descriptive of light-coloured, fine-grained igneous rock containing an abundance of mineral feldspar (generally potassium-rich) and quartz but with a very low content of mafic minerals.

Ferruginous Pertaining to or containing iron; red-coloured rocks in which the iron content has been oxidised.

Fluvial Produced by the action of flowing water.

Formation A body of rock identified by lithic characteristics and stratigraphic position and is mappable at the earth's surface or traceable in the subsurface.

Gabbro Coarse-grained, dark igneous rock of similar composition to basic volcanics.

Geochemical anomaly A concentration of one or more elements in rock, soil, water or vegetation that differs significantly from the normal concentration.

Geochemical surveys The application of methods and techniques of geochemistry, such as soil and rock sampling, in the search for minerals.

Geophysical survey The exploration of an area in which physical properties (for example, resistivity, conductivity, magnetic properties) unique to the rocks in the area are quantitatively measured by one or more geophysical methods.

Grade Quantity or gold or other metal per unit weight of host rock or sample.

Granite Coarse-grained igneous crystalline rock with a high silica content.

Granitoid Pertaining to or composed of granite.

Greenstone Term for any fine-grained mafic igneous rock.

Greisen A pneumatolytically altered granitic rock composed largely of quartz and mica, which is usually muscovite or lepidolite. Tourmaline, fluorite, rutile, cassiterite, and wolframite are common accessory minerals.

Grid Systematic array of points or lines along which field observations are made.

Ground magnetics Ground based measurement of the earth's magnetic field for the purpose of recording magnetic characteristics of rocks.

Ha Abbreviation for hectare.

Hematite An iron oxide mineral with the general formula alpha Fe_2O_3.

Hg Symbol for the chemical element mercury.

Host rock Rock containing mineralisation.

Igneous Formed by solidification from the molten state.

Indicated Resource Is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.

Inferred Resource Is that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability.

Induced Polarization (IP) The production of a double layer of charge at a mineral interface, or production of charges in double-layer density of charge, brought about by application of an electric or magnetic field.

Intermediate A descriptive term applied to igneous rocks that are transitional between basic and acidic with silica (SiO_2) between 54% and 65%.

Intrusion The process of emplacement of magma in pre-existing rock. Also, the term refers to igneous rock mass so formed within the surrounding rock.

Laterite Iron-rich residual surface rock capping formed by weathering in tropical conditions.

Ma A symbol for millions of years before the present time.

Mafic Referring to igneous rocks composed dominantly of iron and magnesium minerals.

Magma Naturally occurring molten and mobile rock material, generated within the Earth and capable of intrusion or extrusion, from which igneous rocks are thought to have been derived through solidification and related processes.

Magnetic anomaly magnetic values above or below the norm for a particular rock.

Magnetite A mineral; magnetic oxide of iron.

Massive sulphide Sulphide mineralisation where a large number of sulphide grains are in contact with each other.

Measured Resource Is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity.

Metamorphism The mineralogical, chemical and structural adjustment of solid rocks to physical and chemical conditions which have generally been imposed at depth under increased temperature and pressure below the surface zones of weathering, and which differ from the conditions under which the rocks in question originated.

Metamorphic Alteration and re-crystallisation or rocks because of heating or application of pressure or both.

Metabasalt Partly metamorphosed basalt rocks.

Mg Chemical symbol for magnesium.

Mineral Claim A tenement granted under the Mining Act 1904.

Mineral Resource Is a concentration or occurrence of material of intrinsic economic interest in or on the Earth's crust in such form, quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

Mineralisation The concentration of metals and their chemical compounds within a body of rock.

Mn Chemical symbol for manganese.

Mo Chemical symbol for molybdenum.

Monzogranite The name of a subdivision of granite rocks.

Ni Chemical symbol for nickel

Nickel Silvery-white metal used in alloys.

Ore Reserve Is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined. Appropriate assessments and studies have been carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction could reasonably be justified. Ore Reserves are sub-divided in order of increasing confidence into Probable Ore Reserves and Proved Ore Reserves.

Ounce Troy ounce equivalent to 31.10348g.

Outcrop An exposure of bedrock at the surface, projecting through the overlying soil cover.

Oxidised Near-surface decomposition by exposure to the atmosphere and groundwater.

Pb Chemical symbol for lead.

Percussion drilling A method of drilling which utilises a hammering action under rotation to penetrate rock while the cuttings are forced to the surface by compressed air returning outside the drill rods.

Powellite Forms an incomplete solid solution series with scheelite, in which the tungsten of scheelite is substituted by the molybdenum of powellite. Powellite fluoresces a yellow colour whilst scheelite fluoresces a bright blue under short wave ultraviolet light. Formula: $Ca(W,Mo)WO_4$.

Precambrian All geologic time from the beginning of Earth history to 545 million years ago.

Probable Ore Reserve Is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies have been carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors These assessments demonstrate at the time of reporting that extraction could reasonably be justified.

Project An area including a group of tenements that constitute a logical working unit.

Proterozoic A geological period of time from 2500 Ma – 545 Ma.

Prospect Any mine workings not yet valued; an area to be examined geophysically for minerals, and an area confirmed by geophysical and geological studies to the degree that it can now be tested.

Proved Ore Reserve Is the economically mineable part of a Measured Mineral Resource. It includes diluting materials and allowances for losses which may occur when the material is mined. Appropriate assessments and studies have been carried out, and include consideration of and modification by realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors. These assessments demonstrate at the time of reporting that extraction could reasonably be justified.

Pyrite Magnetic iron sulphide mineral.

Pyroxene A dark silicate mineral common in mafic rocks.

Pyrrhotite Magnetic iron sulphide mineral.

Quartz A very common mineral composed of silica.

REE Rare Earth Elements.

RAB drilling Rotary air blast drilling, a technique whereby the cuttings are returned to the surface outside the drill stem by compressed air and are thus liable to contamination from the wall rocks.

RC drilling Reverse circulation drilling, a technique in which the cuttings are recovered through the drill rods, thereby minimising sample losses and contamination.

Regolith Weathered portion of the land surface down to bedrock.

Sampling Taking small pieces of rock at intervals along exposed mineralisation for assay (to determine the mineral content).

Scheelite a mineral, usually fluorescent, consisting of calcium tungstate in tetragonal crystalline form with some tungsten often replaced by molybdenum: occurs principally in contact metamorphic rocks and quartz veins, and is an important source of tungsten and purified calcium tungstate. Formula: $CaWO_4$

Schist Type of fine-grained metamorphic rock with a laminated fabric similar to slate.

Sediment Formed by the deposition of solid fragmental or chemical material that originates from the weathering of rocks.

Sedimentary Basin A low area in the earth's crust, of tectonic origin, in which sediments have accumulated.

Shear A fracture in rock that is similar to a fault; zone in which rocks have been deformed by lateral movement along innumerable parallel planes.

Silicified Referring to rocks in which a significant proportion of the original constituent minerals have been replaced by silica.

Sill Intrusive igneous rock horizontally or sub-horizontally emplaced.

Sn Chemical symbol for tin.

Stratigraphic Pertaining to the composition, sequence and correlation of stratified rocks.

Stratigraphy The study of stratified rocks, especially their age, correlation and character.

Structure The sum total of the structural features of an area.

Sulphides Minerals comprising a chemical combination of sulphur and metals.

Tenement Area of land defined by a government authority over which an applicant may conduct exploration or mining activity, aka 'Mineral Property' eg Mining Lease or Prospecting Licence.

Thrust fault A fault with a dip of 45 degrees or less over much of its extent with overriding movement of one crustal unit over another.

Ti Chemical symbol for titanium.

Tungsten A hard, brittle, white or grey metallic element, commonly found combined in certain minerals such as wolframite, $(Fe,Mn)WO_4$ and scheelite, $CaWO_4$. Tungsten and its alloys are used extensively for filaments for electric lamps, electron and television tubes, X-ray targets, and numerous space missile and high-temperature applications.

U Chemical symbol for uranium.

Ultramafic Referring to an igneous rock composed essentially of dark-coloured iron and magnesium minerals.

Unconformity A substantial break or gap in the geologic record where a rock unit is overlain by another that is not next in stratigraphic succession, such as an interruption in the continuity of a depositional sequence of sedimentary rocks or a break between eroded igneous rocks and younger sedimentary strata.

Vein A narrow, dyke-like intrusion of mineral traversing a rock mass of different material.

VMS Volcanogenic Massive Sulphide

Volcanic Class of igneous rocks that have flowed out or have been ejected at or near the Earth's surface, as from a volcano.

VTEM Versatile Time-Domain Electromagnetic survey, used to detect conductive substances at shallow depths in the Earth's crust.

W Chemical symbol for tungsten.

WO_3 Chemical symbol for tungsten trioxide, a compound of tungsten and oxygen.

Weathering The set of all processes that decay and break up bedrock by physical fracturing or chemical decomposition.

Wolframite A mineral series, with the minerals Huebnerite and Ferberite being its end members. Huebnerite is the manganese-rich end member, and Ferberite is the iron-rich end member. The term Wolframite can be used generally to describe unspecified members of this group, or to describe the intermediary member of this series. Formula: $(Mn,Fe)WO_4$

Zn Chemical symbol for zinc.

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Chartered Accountants
Business Consultants
Financial Advisors

Section 7 Investigating Accountant's Report

14 September 2012

The Directors
Tungsten Mining NL
Suite 3, 23 Belgravia Street
BELMONT WA 6104

Dear Sirs

Investigating Accountant's Report

1. Introduction

The Directors of Tungsten Mining NL ("Company") and controlled entity ("Tungsten Mining" or the "Group") have requested Somes Cooke Chartered Accountants ("Somes Cooke") to prepare an Investigating Accountant's Report ("Report") for inclusion in a prospectus to be dated on or around 2 October 2012, relating to:

- The issue of 25,000,000 (Full Subscription) or up to 40,000,000 (Full Over-Subscription) shares at 20 cents per share pursuant to this Prospectus; and
- The issue of shares and cash payments for the acquisition of SM3-W Pty Ltd and Northern Mineral Mosquito Creek mineral interest rights ("DMRs").

Further details of the above and associated transactions are listed in Note 2 of Appendix 2, of this Report.

All amounts stated in this report are in Australian Dollars unless otherwise indicated. All the terms used in this Report have the same meaning as the terms used and defined in the Prospectus unless otherwise defined in this Report.

2. Basis of Preparation

This Report has been prepared to provide investors with information on the historical assets and liabilities of Tungsten Mining as at 31 May 2012 and the pro-forma assets and liabilities of Tungsten Mining, assuming that the transactions detailed in Note 2 of Appendix 2 had occurred at 31 May 2012.

This Report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. We have not been requested to consider the prospects for Tungsten Mining, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, have not done so, nor do we purport to do so. We accordingly, take no responsibility for those matters or any other matter or omission in the Prospectus, other than the responsibility for this Report. The risk factors are set out elsewhere in the prospectus.

3. Background

The Company is an Australian company incorporated on 13 July 2011, with the primary purpose of investing in exploration tenements prospective for tungsten and molybdenum, through direct tenement acquisition and new project generation.

The Company has acquired 100% of BRL Exploration Pty Ltd, which holds tenements prospective for tungsten, and information relating to the Koolyanobbing and Lake Seabrook projects.

Since incorporation, the only other activities undertaken by the Company have been the raising of seed capital and preparation for the proposed ASX listing.

4. Financial Information

The Historical Financial Information comprises the reviewed Statement of Financial Position as at 31 May 2012 and the Statement of Comprehensive Income of Tungsten Mining for the period ended on that date together with accompanying notes.

The Pro-Forma Financial Information comprises the reviewed Statement of Financial Position as at 31 May 2012 together with accompanying notes assuming completion of the Pro-Forma transactions and events detailed in Note 2 of Appendix 2 had they taken place at 31 May 2012.

5. Scope of Review

You have requested Somes Cooke to review the Financial Information set out in the Appendices in order to report whether anything has come to our attention which would cause us to believe the Financial Information does not present fairly the financial position of Tungsten Mining at 31 May 2012 and the financial performance of Tungsten Mining for the period ended 31 May 2012 is in accordance with recognition and measurement requirements, principles of Australian Accounting Standards and other mandatory professional reporting requirements in Australia and the accounting policies adopted by Tungsten Mining. The scope of the review does not include a report on whether all disclosure requirements of the Australian Accounting Standards and other mandatory professional reporting requirements in Australia have been included.

Our review has been conducted in accordance with ASRE 2405 "Review of Historical Financial Information Other Than a Financial Report". Our review was limited to enquiries of Tungsten Mining Key Management Personnel, review of Director's minutes, review of material documents, analytical procedures, limited verification procedures and comparisons for consistency with Australian Accounting Standards.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit report. For the purposes of this Report, we have not performed an audit and accordingly do not express an audit opinion on the Financial Information.

6. Responsibility for the Financial Information

The directors of Tungsten Mining are responsible for the preparation and presentation of the historical and Pro-Forma Financial Information, including the determination of the Pro-Forma transactions. We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this Report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion based on the financial information presented in the Appendices.

Our examination included:

Discussions with the directors of Tungsten Mining;
Review of contractual arrangements;
A review of publicly available information; and
A review of Tungsten Mining workpapers, accounting records and other documents.

7. Opinion

In our opinion, the Historical Financial Information and Pro-Forma Financial Information as set out in the Appendices presents fairly, the financial position of Tungsten Mining as at 31 May 2012 and the financial performance for the period ended on this date in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in the Appendices. No opinion is expressed on the historical results, as shown in the Appendices, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the results of the period identified.

8. Subsequent Events

To the best of our knowledge and belief, there have been no material items, transactions, or events subsequent to 31 May 2012, that have come to our attention during the course of our review which would cause the information included in this report to be misleading or deceptive, other than the transactions outlined in the Appendices.

9. Declaration

Somes Cooke are responsible for this Report. The Financial Information presented in the Appendices has been prepared by Tungsten Mining and is the responsibility of the Directors of Tungsten Mining. This report is strictly limited to the matters contained herein and is not to be read as extending by implication or otherwise to any other matter.

Somes Cooke do not have any interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in relation to this matter.

Except for fees relating to this Report, which are based on normal commercial terms, Somes Cooke does not have any interest in Tungsten Mining nor in the outcome of the Offer. Somes Cooke are also the auditors of Tungsten Mining.

Somes Cooke have not made, and will not make, any recommendation through the issue of this Report to potential investors of Tungsten Mining as to the merit of the investment.

Consent for the inclusion of this Report in the Prospectus in the form and context in which it appears has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully

Kevin Somes
Partner
Somes Cooke Chartered Accountants
1304 Hay Street
West Perth WA 6005

Date: 14 September 2012

APPENDIX 1 – HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MAY 2012

	Note	Reviewed Actual $	Reviewed Proforma Full Subscription $	Reviewed Proforma Full Over-Subscription $
CURRENT ASSETS				
Cash and cash equivalents	3	1,287,029	5,404,961	8,222,261
Trade and other receivables		30,887	30,887	30,887
Total Current Assets		1,317,916	5,435,848	8,253,148
NON CURRENT ASSETS				
Mineral properties	4	708,356	2,608,356	2,608,356
Total Non Current Assets		708,356	2,608,356	2,608,356
TOTAL ASSETS		2,026,272	8,044,204	10,861,504
CURRENT LIABILITIES				
Trade and other payables		12,037	12,037	12,037
Total Current Liabilities		12,037	12,037	12,037
TOTAL LIABILITIES		12,037	12,037	12,037
NET ASSETS		2,014,235	8,032,167	10,849,467
EQUITY				
Issued Capital	5	2,311,521	8,363,981	11,174,741
Accumulated losses		(297,286)	(297,286)	(297,286)
TOTAL EQUITY		2,014,235	8,032,167	10,849,467

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD 13 JULY 2011 TO 31 MAY 2012

	Note	Reviewed Actual $	Reviewed Proforma Full Subscription $	Reviewed Proforma Full Over-Subscription $
EXPENSES				
Administration expenses		(36,937)	(36,937)	(36,937)
Share based payments expense	6	(150,000)	(150,000)	(150,000)
Exploration expenses		(110,349)	(110,349)	(110,349)
LOSS FROM OPERATIONS BEFORE INCOME TAX		(297,286)	(297,286)	(297,286)
Income Tax		–	–	–
NET LOSS FOR THE PERIOD		(297,286)	(297,286)	(297,286)
OTHER COMPREHENSIVE INCOME		–	–	–
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		(297,286)	(297,286)	(297,286)

APPENDIX 2 – NOTES TO AND FORMING PART OF THE FINANCIAL INFORMATION

1. Summary of significant accounting policies

(a) Basis of Accounting

The financial information of the Group has been prepared in accordance with the measurement and recognition (but not the disclosure) requirements of Australian Accounting Standards, Australian Accounting Interpretations and the *Corporations Act 2001*. The Group comprises Tungsten Mining NL and entities is controlled during the period to, and as at, 31 May 2012.

The financial information has been prepared on an accruals basis and going concern basis, is based on historical cost and except where stated does not take into account changing money values or current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The preparation of the Statement of Financial Position and Statement of Comprehensive Income requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Statement of Comprehensive Income and Statement of Financial Position are disclosed where appropriate.

The Statement of Financial Position as at 31 May 2012 is in accordance with the Group's reviewed financial position at that date. The pro forma Statement of Financial Position at 31 May 2012 represents the reviewed financial position as at that date adjusted for the transactions outlined in Note 2 of this report. The Statement of Financial Position and Statement of Comprehensive Income should be read in conjunction with the notes set out in this report.

(b) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Statement of Financial Position.

(c) Income Tax

The income tax expense (income) for the period comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well unused tax losses. Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability where there is no effect on accounting or taxable profit or loss.

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

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(d) Principles of consolidation

The consolidated financial information incorporate the assets, liabilities and results of entities controlled by Tungsten Mining NL at the end of the reporting period. A controlled entity is any entity over which Tungsten Mining NL has the ability and right to govern the financial and operating policies so as to obtain benefits from the entity's activities.

In preparing the consolidated financial information, all intragroup balances and transactions between entities in the consolidated Group have been eliminated in full on consolidation.

(e) Exploration and evaluation expenditure

Exploration and evaluation costs are expensed in the period they are incurred apart from mineral acquisition costs, which are capitalised and carried forward where right to tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest, or where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Where an area of interest is abandoned or the directors decide that it is not commercial, any accumulated mineral acquisition costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and capitalised costs written off to the extent that they will not be recoverable in the future.

Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

(f) Trade Creditors

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(g) Issued Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(h) Share Based Payments

The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(i) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on the purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of the payables in the Statement of Financial Position.

(j) Key estimate - Impairment

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

(k) Key judgement – Mineral acquisition costs

The Group capitalises and carries forward mineral acquisition costs that are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

2. Proposed Transactions to Arrive at the Pro-Forma Financial Information

The pro-forma financial information has been included for illustrative purposes to reflect the position of the Group on the assumption that the following transactions had occurred as at 31 May 2012:

a) The issue of 25,000,000 (Full Subscription) or 40,000,000 (Full Over-Subscription) shares at 20 cents per share pursuant to this Prospectus to raise $5,000,000 (Full Subscription) or $8,000,000 (Full Over-Subscription);

b) The payment and recognition directly in equity, of ongoing costs incurred by the Group in relation to capital raising, estimated to be $582,068 (Full Subscription) or $764,768 (Full Over-Subscription);

c) The issue of 4,000,000 shares at a fair value of 20 cents per share, plus an additional payment of $200,000, for the acquisition of SM3-W Pty Ltd; and

d) The issue of 4,000,000 shares at a fair value of 20 cents per share, plus an additional cash payment of $100,000, for the acquisition of Northern Minerals Mosquito Creek designated mineral rights ("DMRs").

	Note	Reviewed Actual – 31 May 2012 $	Reviewed Proforma Full Subscription – 31 May 2012 $	Reviewed Proforma Full Over-Subscription – 31 May 2012 $
Note 3. Cash and cash equivalents				
Cash at bank		1,287,029	1,287,029	1,287,029
Issue of shares pursuant to this Prospectus	2a	–	5,000,000	8,000,000
Payment of capital raising costs	2b	–	(582,068)	(764,768)
Acquisition of SM3-W Pty Ltd	2c	–	(200,000)	(200,000)
Acquisition of DMRs	2d	–	(100,000)	(100,000)
		1,287,029	5,404,961	8,222,261
Note 4. Mineral properties				
Mineral acquisition costs		708,356	708,356	708,356
Acquisition of SM3-W Pty Ltd	2c	–	1,000,000	1,000,000
Acquisition of DMRs	2d	–	900,000	900,000
		708,356	2,608,356	2,608,356

	Note	Reviewed Actual – 31 May 2012 $	Reviewed Proforma Full Subscription – 31 May 2012 $	Reviewed Proforma Full Over-Subscription – 31 May 2012 $
Note 5. Issued capital				
Issued capital		2,311,521	2,311,521	2,311,521
Issue of shares pursuant to this Prospectus	2a	–	5,000,000	8,000,000
Payment of capital raising costs	2b	–	(582,068)	(764,768)
Acquisition of SM3-W Pty Ltd	2c	–	800,000	800,000
Acquisition of DMRs	2d	–	800,000	800,000
		2,311,521	8,329,453	11,146,753

Note 6: Share Based Payments

The share based payment expense of $150,000 for the period to 31 May 2012 comprises:

	No. of shares	Deemed value ($)
Services rendered by Paul John Berndt (director)	1,000,000	50,000
Services rendered by Lindsay Cahill (director-related party)	1,000,000	50,000
Services rendered by a non-related party	1,000,000	50,000

Note 7: Controlled entities

	Note	Reviewed Actual – 31 May 2012 %	Reviewed Proforma – 31 May 2012 %
BRL Exploration Pty Ltd		100%	100%
SM3-W Pty Ltd	2c	–	100%

Note 8. Related Parties

The key management personnel of the Group in office during the period months to 31 May 2012 were Lindsay Gordon Cahill (director), Patrick Bernard David McManus (director), Charlton William Kable (director), Paul John Berndt (director), and Bob van der Laan (CFO). As at the date of this report the key management personnel and their related parties have relevant interests in the Group's shares and options, and accrued remuneration for services to the Group during the period to 31 May 2012, as set out in the table below:

KMP	Shares	Options*	Directors' Fees ($)	Consulting Fees ($)
Lindsay Gordon Cahill	1,250,000	–	–	50,000
Patrick Bernard David McManus	650,000	5,000,000	–	16,000
Bob van der Laan	7,800,000	5,000,000	–	–
Charlton William Kable	–	–	–	–
Paul John Berndt	1,000,000	–	–	50,000
	10,700,000	10,000,000	–	116,000

** 40 cents options expiring on 30 June 2016*

Note 9. Commitments

(a) Exploration

The Group will have minimum obligations pursuant to the terms and conditions of the exploration licences and mineral rights of $460,000 in the forthcoming year. These obligations are being capable of being varied from time to time in order to maintain current rights of tenure to mining tenements.

(b) Native Title

The Group's mining tenements may be subject to native title applications in the future. At this stage it is not possible to quantify the impact (if any) that native title may have on the operations of the Group.

Note 10. Contingent Assets and Liabilities

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in this Prospectus.

Note 11. Subsequent Events

There have been no events subsequent to balance date not already disclosed or accounted for in the pro forma financial information which are sufficiently material to warrant disclosure.

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Section 8
Solicitor's Report on Mining Tenements

19 September 2012

The Directors
Tungsten Mining NL
23 Belgravia Street
RIVERVALE WA 6103

Dear Sirs

PROSPECTUS - SOLICITOR'S REPORT

This report (the "**Report**") is prepared for inclusion in a prospectus to be dated on or about 2 October 2012 issued by Tungsten Mining NL (the "**Company**") for the issue of 25,000,000 Shares at 20 cents each to raise $5,000,000. The Company may accept oversubscriptions of up to 15,000,000 Shares to raise up to an additional $3,000,000.

1. Scope

We have been requested to report on the following tenements E08/1812, E08/1865, E08/2139, E08/2207, M08/0286, M08/0287, M08/0314, M08/0493, L08/82, L08/83, L08/84, E08/2382, E08/2383, E23937, E24995, E29004, E77/1823, E77/1824, E77/1852, E77/1853, E77/1854, E77/1855, E77/1994, E77/2021, E77/2022, E77/2023, E772035, E772042, E77/2043, E77/2075, E77/2076, E20/669 and E20/812 (together the "**Tenements**"). The Tenements are in the Schedule of Mining Tenements (the "**Schedule**").

The Company has agreed to acquire or has acquired interests in E08/1812, E08/1865, E08/2139, M08/0314, E08/2207, M08/0286, M08/0287, M08/0493, L08/82, L08/83, L08/84, E23937, E24995, E77/1823, E77/1824, E77/1852, E77/1853, E77/1854, E77/1855 and E20/669 pursuant to various agreements summarised in the "Material Contracts" Section of the Prospectus.

E08/2382, E08/2383, E29004, E77/1994, E77/2021, E77/2022, E77/2023, E772035, E772042, E77/2043 E77/2075, E77/2076 and E20/812 have been applied for in the name of the Company.

2. Searches and Reviews

In preparing this Report we have undertaken the following:

2.1. searches of the Tenements in the register maintained by the Department of Mines and Petroleum (the "**Department**") in accordance with the *Mining Act 1978* (WA) (the "**Act**") on 6 July 2012, 27 July 2012 and 17 September 2012;

2.2. searches of the Tenements in the register maintained by the Department of Resources – Minerals and Energy (the "**Northern Territory Department**") in accordance with the *Mineral Titles Act 2010* (NT) (the "**NT Act**") on 1 May 2012;

2.3. quick appraisal searches of the Tenements obtained on-line from the Department;

2.4. we obtained extracts of registered native title claims and native title determinations that apply to the Tenements as determined by the National Native Title Tribunal ("**NNTT**"). This information was obtained on 6 July 2012, 9 July 2012, 12 July 2012 and 14 August 2012. Details of the native title claims and determinations are set out in Part II of the Schedule of this Report; and

2.5. we obtained searches from the online Aboriginal Heritage Register for Aboriginal sites recorded therein that affect or may affect the Tenements. We further obtained searches from the Register of Sacred Sites. These searches were conducted and the material obtained on 2 July 2012, 9 July 2012, 10 July 2012 and 14 August 2012. Part II of the Schedule of this Report provides details of the Aboriginal heritage sites.

3. Tenement Descriptions

3.1. The following Tenements are mining leases granted pursuant to the Act M08/0286, M08/0287 and M08/0314.

3.2. The following Tenement is a mining lease applied for pursuant to the Act M08/0493.

3.3. The following Tenements are exploration licenses granted pursuant to the Act E08/1812, E08/1865, E08/2139, E08/2207, E77/1823, E77/1824, E/1852, E77/1853, E77/1854, E77/1855, E77/2021, E77/2022, E77/2035 and E20/669.

3.4. The following Tenements are exploration licence applications which are yet to be granted pursuant to the Act E20/812, E77/2023, E77/2042, E77/2043, E77/2382, E77/2383, E77/2075 and E77/2076.

3.5. The following Tenements are miscellaneous licences applied for pursuant to the Act L08/82, L08/83 and L08/84.

3.6. The following are exploration licences granted pursuant to the NT Act E23937, E24995 and E29004.

3.7. The Tenements, located in Western Australia, consist of exploration licenses granted or applied for under the Act, miscellaneous licences applied for under the Act and mining leases granted or applied for under the Act.

3.8. The Tenements, located in Northern Territory consist of exploration licenses granted or applied for under the NT Act or the previous legislation governing tenements.

3.9. An exploration licence applied for under the Act on or after 10 February 2006 requires the holder to relinquish an area which constitutes not less than 40% of the blocks of the licence at the end of 5 years. A holder may apply to the Minister ("**Minister**") requesting a deferral of the relinquishment of an area of an exploration licence if satisfied that a prescribed ground for deferral exists.

3.10. Pursuant to Section 64 of the Act no legal or equitable interest in or affecting an exploration licence can be transferred or otherwise dealt with during the first year of its term without the prior written consent of the Minister. In determining whether to grant consent or not the Minister may consider whether the exploration program submitted by the holder at the time of application of the tenement has been complied with.

3.11. The holder of an exploration licence, pursuant to the Act, may apply for a mining lease(s) over the land the subject of the exploration licence, assuming the exploration licence remains in force.

3.12. A mining lease may be applied for:

3.12.1. where a mining proposal has been prepared by the applicant;

3.12.2. where an applicant has prepared a statement outlining mining intentions and a mineralisation report.

3.13. Pursuant to the Act a mining lease remains in effect for 21 years and may be renewed for a further 21 years.

3.14. Under the Act tenements are granted pursuant to certain conditions in accordance with the Act including, but not limited to, payment of annual rent, minimum expenditure requirements, reporting requirements and environmental conditions. Failure to comply with these terms and conditions by a tenement holder may result in fines or orders being imposed by the Minister or a Warden of the Warden's Court that a tenement be forfeited. In addition to a Warden or the Minister a third party may intervene where a tenement holder has failed to comply with the terms and conditions and seek orders that the tenement be forfeited.

3.15. A tenement holder may apply to the Department for an exemption with respect to meeting annual minimum expenditure requirements. However, a third party may object to an application for exemption and the Minister or Warden may impose a fine or make an order for forfeiture.

3.16. A miscellaneous license may be granted over land, including any land the subject of an existing tenement whether held by an applicant or another person. Further, a tenement may be granted over land that is the subject of an existing miscellaneous licence.

3.17. In November 2011 the NT Act and regulations applying thereto were enacted and replaced the previous legislation governing tenements. Titles granted pursuant to the NT Act must comply with certain conditions including, but not limited to, minimum expenditure obligations, reporting requirements and payment of annual rent. Exploration licences granted under the NT Act are granted for a period of up to 6 years and may be renewed for ongoing periods of up to 2 years.

3.18. Titles granted prior to the NT Act coming in to force were subject to periods of reduction of tenure of 50% of the area of the exploration licence from year two to year five. However, the minister may permit a partial or non-reduction, either on application by the holder or by his own initiative.

3.19. Tenements granted under the previous legislation governing tenements remain subject to rent obligations applicable under the previous legislation.

3.20. Under the NT Act title holders are required to reduce the area of an exploration licence by 50% at the end of year two, year four and year six (if a renewal has been applied for).

3.21. Renewal of titles with respect to titles granted under the previous legislation are now governed by the provisions of the NT Act and the regulations. It is noted that tenements E23937 and E24995 were granted prior to the NT Act and regulations coming into force. However, these particular titles will now be governed by the NT Act and regulations with respect to renewals (if any) sought by the Company. On or about 6 August 2012 an application was lodged with the Northern Territory Department seeking a 2 year extention of E24995 The appliction is currently pending.

3.22. *The Mining Management Act* (NT) ("**MMA**") applies to an operator of a mining title in the Northern Territory that intends to conduct mining activities on a mining title. The MMA does not apply to an operator of a mining title who is conducting reconnaissance sampling by way of example however mining activities that cause substantial disturbance including, but not limited to drilling activities on a mining title will require a mining operator to comply with the provisions of the MMA.

3.23. Pursuant to the MMA any company that proposes to undertake mining activities that would cause substantial disturbance to the ground is required to obtain an authorisation. In addition to applying for an authorisation under the MMA an operator must also submit a mining management plan ("**Plan**") and lodge a security (in the form of cash or a bank guarantee) which is subject to periodic review and based on the level of ground disturbance caused by the operator on a mining title. Upon commencement of mining activities an operator must update the Plan at agreed review periods.

3.24. At the time of our searches of the Tenements no outstanding fines or orders have been imposed by the respective minister or by a warden concerning forfeiture of the Tenements and there are no applications by third parties over the Tenements seeking forfeiture.

4. Material Contracts

4.1. The Company has entered into or will enter into a number of contracts which relate to the business of the Company including with respect to certain of the Tenements listed in Part I of the Schedule.

4.2. The material terms of the material contracts are set out in the Summary of Material Contracts Section of this Prospectus (Section 9.3). An investor who may wish to gain a full knowledge of the contents of any agreement should inspect them at the Company's registered office.

5. Aboriginal Heritage

5.1. We have made searches to determine if any Aboriginal sites affect or are located on the Tenements.

5.2. Pursuant to our searches there are areas of Aboriginal heritage located within the boundaries of the Tenements.

5.3. The *Aboriginal Heritage Act 1972* Western Australia ("**Heritage Act**") applies to all mining tenements situated in Western Australia. Under the Heritage Act a site includes any sacred, ritual or ceremonial site that is of special significance and importance to Aboriginal persons. It is an offence to do an act which damages or alters an Aboriginal site or object.

5.4. The *Northern Territory Aboriginal Sacred Sites Act 1989* Northern Territory ("**NT Heritage Act**") applies to all mining tenements situated in the Northern Territory and makes it an offence to carry out work on or use a sacred site or desecrate a sacred site. A site is defined as a sacred site within the meaning of the Aboriginal Land Rights (Northern Territory) Act 1976.

5.5. The *Aboriginal and Torres Strait Islander Heritage Act* (1984) ("**Commonwealth Heritage Act**") applies to the Tenements and is designed to preserve and protect any Aboriginal areas and objects that may be located on the Tenements from desecration.

5.6. Sites may be registered in the registers maintained by the Department of Indigenous Affairs ("**DIA**"), but there is no requirement or need for a site to be registered in any public manner in order for it to qualify as an Aboriginal site for the purposes of the Heritage Act.

5.7. A report of searches of the online electronic version of the Aboriginal Sites Register maintained by the DIA and conducted on 2 July 2012 and 14 August 2012 is noted in Part II of the Tenement Schedule.

5.8. It should be noted that, in any event, the Heritage Act protects all Aboriginal sites whether or not they are registered under that act and that tenements in Western Australia are granted subject to an endorsement reminding the tenement holder of it's obligation to comply with the requirements of the Heritage Act. As such, the Company will need to observe this act when conducting activities on the Tenements located in Western Australia.

5.9. A report of searches of the Northern Territory register of Aboriginal scared sites maintained by the Aboriginal Areas Protection Authority ("**Authority**") and conducted on 9 July 2012 and 10 July 2012 is noted in Part II of the Schedule.

5.10. With respect to the NT Heritage Act, sacred sites are either "registered sacred sites" or "recorded sacred sites". "Registered scared sites" are documented and entered into the Register of Sacred Sites ("**Register**") pursuant to the NT Heritage Act. "Recorded scared sites" have not been placed in the Register and the Authority does not purport to hold detailed information regarding these sites. There is a risk that a scared site previously unknown to the Authority may be identified after the commencement of works. To overcome this problem the NT Heritage Act enables a person wishing to make use of or carry out works on land in the Northern Territory to request that the Authority consult with the custodians and provide written advice specifying the constraints (if any) to a particular activity imposed by the existence of sacred sites. The Authority may issue an Authority Certificate which sets out conditions (if any) on which proposed work may be carried out or use made of the land.

5.11. An Authority Certificate has previously been issued over either part or all of the land comprising E23937, E24995 and E29004. Consequently the Authority has placed conditions relating to the protection of scared sites in relation to particular works. The scared sites herein are "recorded sacred sites" not "registered sacred sites" and therefore are not listed on the Register

5.12. It should be noted that, in any event, the NT Heritage Act protects all Aboriginal sites whether or not they are registered under that act and that tenements in the Northern Territory are granted subject to a condition reminding the tenement holder of its obligation to consult with the Authority. As such, the Company will need to observe the act while conducting activities on the Tenements located in Northern Territory.

5.13. The Company must not breach the Heritage Act, the Commonwealth Heritage Act or the NT Heritage Act with respect to Aboriginal heritage. The Company will also need to ensure that any interference with Aboriginal sites complies with the provisions of the Heritage Act, the Commonwealth Heritage Act and the NT Act.

6. Native Title

6.1. In June 1992 the High Court of Australia held in *Mabo v Queensland* (1992) 175 CLR 1 that the Australian legal system does recognise a form of native title rights of Aboriginal Australians where those rights have not been lawfully extinguished.

6.2. Native title may be extinguished by voluntary surrender to the Crown, death of the last survivor of a community entitled to native title, abandonment of the land in question by that community or the granting of an "inconsistent interest" in the land by the Crown, such as the granting of a freehold interest or some types of leasehold interests in the land.

6.3. A tenement will not be affected by native title where no native title has existed over the land the subject of a tenement.

6.4. In relation to paragraphs 6.2 and 6.3 above, for the purposes of this report we have not undertaken research necessary to determine whether native title has been extinguished or does not exist.

6.5. The *Native Title Act 1993* ("**NTA**") came into operation on 1 January 1994, recognising and seeking to protect native title in Australia. The NTA, inter alia, sets out procedures to be complied with for various future acts affecting native title and specifies procedures by which native title can be claimed.

Native Title Claims

6.6. The NTA provides a process for indigenous people to lodge an application for determination of native title (being a native title claim) with the Federal Court of Australia. Applications which are lodged with the Federal Court of Australia will also be referred to the National Native Title Tribunal ("**NNTT**") for the purposes of registration of the claim.

6.7. Native title claims that meet the registration requirements set out in the NTA (the "**Registration Test**") will be entered on the Register of Native Title Claims maintained by the NNTT (the **"NNTT Register**").

6.8. Claims that fail to meet the Registration Test are recorded on the Schedule of Applications Received, and may be entered on the NNTT Register at a later date if additional information that satisfies the Registration Test is provided by the claimant and satisfies the Registration Test.

6.9. Granting of a mining tenement (or renewal) is capable of affecting native title and is considered a future act. As a result of the future act procedures under the NTA a valid grant of a tenement may still be achieved however. The validity of a tenement is dependent upon its grant date.

6.10. The NTA, notwithstanding *Mabo*, provides that certain land granted prior to 1 January 1994 is valid. This was extended by the NTA to cover certain land being freehold land which was granted or renewed prior to 23 December 1996.

6.11. Mining tenements granted after 23 December 1996 must comply with certain requirements in order for the future acts to be valid under the NTA. All of the Tenements were granted during this period. Renewals of mining tenements made after 23 December 1996 must also comply with the future acts of the NTA.

Future Grant of Tenements

6.12. The valid grant of any of the Tenements which may be affected by native title requires compliance with the provisions of the NTA in addition to compliance with the procedures under the Act.

6.13. The NTA provides a procedure known as the "right to negotiate" ("**RTN**"). The RTN procedure involves the negotiation between the relevant State Government, the tenement applicant and the relevant registered native title claimant to agree terms upon which a tenement may be granted. If agreement is not reached to enable the grant to occur, the matter may be referred to arbitration before the NNTT, which has 6 months to make a determination.

6.14. Where an indigenous land use agreement ("**ILUA**") is negotiated with the relevant Aboriginal people and registered with the NNTT the RTN procedure does not have to be followed. An ILUA records the terms on which a tenement may be granted. Once an ILUA is agreed and registered the parties to it are bound by it terms.

6.15. The RTN procedure is not required in circumstances where the expedited procedure pursuant to the NTA applies ("**Expedited Procedure**"). The Expedited Procedure applies to the granting of a tenement where such a grant will most likely not interfere with the carrying on of community or social activities of native title persons, does not interfere with areas of sites of particular significance to native title persons or does not involve major land disturbance.

6.16. The RTN procedure will generally not be required where the grant of a tenement is for an infrastructure facility. Generally, miscellaneous licences concern infrastructure facilities. It is noted however that a miscellaneous licence for a groundwater search will be subject to the RTN procedure. The Department considers a miscellaneous licence for groundwater search a low impact act and as such can be subject to the Expedited Procedure. However, where an objection is made by a native title person with respect to a miscellaneous licence for groundwater search the RTN procedure will apply.

6.17. Tenements L08/82, L08/83 and L08/84 and noted in the Tenement Schedule are applications for miscellaneous licences which include, but are not limited to, a search for groundwater.

Current Native Title Claims

6.18. Our searches referred to at 2.4 above indicate that some of the Tenements relate to land which is currently the subject of one or more registered native title claims being WAD6113/98, NTD6017/01 and WC04/10 and Indigenous Land Use Agreements DI2003/007, WI2009/023, WI2009/026, WI2010/023, 2011/001 and WI2011/002. These claims and Indigenous Land Use Agreements are noted in the Tenement Schedule attached to this Report and concern the following Tenements: E08/1812, E08/1865, E08/2139, E08/2207, M08/0286, M08/0287, M08/0314, M08/0493, L08/82, L08/83, L08/84, E08/2382, E08/2383, E23937, E24995, E29004, E20/669 and E20/812.

7. Assumptions and Qualifications

In this Report:

7.1. we have assumed the results of the searches as referenced in paragraph 2 of this Report, are accurate and complete;

7.2. we have relied on the accuracy of the registers and databases maintained by the governmental bodies referenced in paragraph 2 of this Report;

7.3. the holding of the Tenements is subject to compliance with their terms and conditions and the provisions of the Act and the NT Act and the information available from the searches we conducted only includes information in relation to compliance with certain terms, conditions and provisions;

7.4. we assume that the registered holder of a tenement has valid legal title to the tenement;

7.5. this report does not cover any third party interests, including encumbrances, in relation to a tenement that are not apparent from our searches and the information provided to us;

7.6. unless stated otherwise we have assumed that the requirements necessary to maintain a tenement in good standing have been complied with;

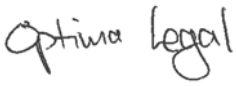
7.7. we have assumed the accuracy and completeness of any instructions or information which we have received from the Company or any of its officers, agents and representatives;

7.8. we have not undertaken the following searches:

7.8.1. searches of the register of contaminated sites maintained by the Department of Environment and Conservation (Western Australia) or the Department of Natural Resources, Environment, the Arts and Sport (Northern territory); and

7.8.2. searches of deregistered or unregistered native title claims with NNTT.

Yours faithfully,



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SCHEDULE OF TENEMENTS

Part I: TUNGSTEN MINING (FORMERLY TUNGSTEN WEST NL) TENEMENT SCHEDULE

TEN ID	HOLDER	INTEREST	APPDATE	GRTDATE	EXPIRY	AREA	AREA Ha
E08/1812	BRL Exploration Pty Ltd	100%	9/07/2007	13/05/2008	12/05/2013	19SB	6013
E08/1865	BRL Exploration Pty Ltd	100%	20/05/2008	19//11/2009	18/11/2014	18SB	5666
E08/2139	BRL Exploration Pty Ltd	100%	14/04/2010	5/07/2011	4/07/2016	9SB	2843
E08/2207	SM3-W PTY LTD	100%	24/08/2010	25/01/2012	24/01/2016	7SB	2214
M08/0286	SM3-W PTY LTD	100%	16/04/2002	22/01/2010	21/01/2031	2Ha	2
M08/0287	SM3-W PTY LTD	100%	16/04/2002	22/01/2010	21/01/2031	6Ha	6
M08/0314	SM3-W PTY LTD	100%	16/06/2004	22/01/2010	21/01/2031	705Ha	705
M08/0493	SM3-W PTY LTD	100%	7/05/2012	PENDING	n/a	148Ha	148
L08/82	SM3-W PTY LTD	100%	7/05/2012	PENDING	n/a	13Ha	13
L08/83	SM3-W PTY LTD	100%	7/05/2012	PENDING	n/a	55Ha	55
L08/84	SM3-W PTY LTD	100%	7/05/2012	PENDING	n/a	1007Ha	1007
E08/2382	Tungsten West NL	100%	28/03/2012	PENDING	n/a	9SB	2841
E08/2383	Tungsten West NL	100%	28/03/2012	PENDING	n/a	9SB	2529
E23937	Northern Minerals Ltd	1	19/06/2003	13/02/2004	12/02/2014	58SB	18677
E24995	Northern Minerals Ltd	1	18/10/2005	16/08/2006	16/08/2012	8SB	128
E29004	Tungsten West NL	1	18/09/2011	10/04/2012	9/04/2018	30SB	8870
E77/1823	Tungsten West NL	100%	23/08/2010	20/06/2011	19/06/2015	2SB	590
E77/1824	Tungsten West NL	100%	23/08/2010	20/06/2011	19/06/2015	2SB	283
E77/1852	Tungsten West NL	100%	27/09/2010	22/09/2011	21/09/2016	27SB	6141
E77/1853	Tungsten West NL	100%	27/09/2010	22/09/2011	21/09/2016	3SB	717
E77/1854	Tungsten West NL	100%	27/09/2010	22/09/2011	21/09/2016	1SB	295
E77/1855	Tungsten West NL	100%	27/09/2010	22/09/2011	21/09/2016	2SB	589
E77/1994	Tungsten West NL	100%	16/09/2011	PENDING	n/a	9SB	2649
E77/2021	Tungsten West NL	100%	11/11/2011	26/06/2012	n/a	15SB	4420
E77/2022	Tungsten West NL	100%	11/11/2011	26/06/2012	n/a	1SB	295
E77/2023	Tungsten West NL	100%	11/11/2011	PENDING	n/a	19SB	5585
E77/2035	Tungsten West NL	100%	20/12/2011	5/09/2012	4/09/2017	4SB	1177
E77/2042	Tungsten West NL	100%	24/02/2012	PENDING	n/a	30SB	8843
E77/2043	Tungsten West NL	100%	24/02/2012	PENDING	n/a	23SB	6769
E77/2075	Tungsten West NL	100%	24/07/2012	PENDING	n/a	16SB	4704
E77/2076	Tungsten West NL	100%	24/07/2012	PENDING	n/a	10SB	2937
E20/669	Richmond Resources Pty Ltd as to 20% NSE as to 80%	20%-80%	14/05/2007	9/01/2009	8/01/2014	6SB	1827
E20/812	Tungsten West NL	100%	10/05/2012	PENDING	n/a	29SB	8835

	RENT	EXP	RATES	BOND	NATIVE TITLE CLAIMS / ILUAS	NOTES
	$3,353.50	$30,000	$1,398.19	nil	WAD6113/98 Thalanyji People WC99/45, ILUA WI2009/026, WI2010/023 and WI2011/001	1, 18
	$2,043.00	$20,000	$1,527.75	nil	WAD6113/98 Thalanyji People WC99/45, ILUA WI2010/023, WI2011/001 and WI2011/002	2, 18
	$970.20	$20,000	$707.97	nil	WAD6113/98 Thalanyji People WC99/45 WI2009/023, WI2010/0923, WI2010/001 and WI2011/002	18
	$770.00	$20,000	$556.00	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	3, 19, 24
	$31.90	$5,000	$530.00	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	19
	$95.70	$10,000	$530.00	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	19
	$11,244.75	$70,500	$15,763.36	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	19
	$2,220.00	n/a	n/a	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	20, 24
	$172.90	n/a	n/a	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	20
	$731.50	n/a	n/a	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	20
	$13,393.10	n/a	n/a	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	20
	n/a	n/a	n/a	nil	WAD6113/98Thalanyji People WC99/45, ILUA WI2009/023, WI2010/023, WI2011/001 and WI2011/002	None
	n/a	n/a	n/a	nil	WAD6113/98 Thalanyji People WC99/45, ILUA WI2010/023 and WI2011/001	None
	$20,416.00	$128,000	n/a	nil	NTD6017/01 being NT Portion Kuruandi Perpetual Pastoral Lease 1109, DC01/17, ILUA DI2003/007	17A, 17B, 21
	$396.00	$10,000	n/a	nil	NTD6017/01 being NT Portion Kuruandi Perpetual Pastoral Lease 1109, DC01/17, LUA DI2003/007	17A, 17B, 21, 17E
	$396.00	$40,000	n/a	nil	NTD6017/01 being NT Portion Kuruandi Perpetual Pastoral Lease 1109, DC01/17, ILUA DI2003/007	17A
	$1,227.00	$15,000	$1,000	nil	None	4, 22
	$1,227.00	$15,000	$1,000	nil	None	5, 22
	$2,972.70	$30,000	$1,000	nil	None	6,7,8,9, 22
	$330.30	$10,000	$1,000	nil	None	22
	$265.20	$10,000	$1,000	nil	None	22
	$220.20	$10,000	$1,000	nil	None	22
	$1,021.50	$20,000	$1,000	nil	None	10, 11, 12
	$1,702.50	$20,000	$1,000	nil	None	13, 14, 15
	$1,702.50	$20,000	$1,000	nil	None	16,17
	$1,702.50	$20,000	$1,000	nil	None	None
	$454.00	$15,000	$1,000	nil	None	17C, 17D
	$3,405.00	$30,000	$1,000	nil	None	None
	$2,610.00	$23,000	$1,000	nil	None	None
	$1,867.20	$20,000	$1,000	nil	None	None
	$1,167.00	$20,000	$1,000	nil	None	None
	$1,059.00	$20,000	$1,000	nil	Wajarri Yamatji WC04/10	23
	$3,291.50	$30,000	$1,000	nil	Wajarri Yamatji WC04/10	None

Notes to Tenement Schedule

Notes to Schedule

Endorsements, Conditions and General:

1. In respect of the area covered by the license the licensee, if so requested in writing by the Thalanyji People, the applicants in Federal Court Application No WAD 6113 of 1998 (WC99/45) such request being sent by pre-paid post to reach the licensee's address c/- Tenure Matters, Post Office Box 365, WEMBLEY WA 6913, not more than ninety days after the grant of this license, shall within thirty days of the request execute in favour of the Thalanyji People the Regional Standard Heritage Agreement (RSHA) endorsed by peak industry groups and the Yamatji Land and Sea Council.
2. In respect of the area covered by this license, if the Buurabalayji Thalanyji Aboriginal Corporation being, the applicants in Federal Court Application No (WC99/45) send a request by pre-paid post to the licensee's or agent's address not more than ninety days after the grant of this license, the licensee shall within thirty days of the request execute in favour of the Buurabalayji Thalanyji Aboriginal Corporation the Regional Standard Heritage Agreement (RSHA) endorsed by peak industry groups and the Pilbara Native Title Services.
3. The prior written consent of the Minister responsible for the *Mining Act 1978* being obtained before commencing any exploration activities on Crown Reserve 1778.
4. The rights of ingress to and egress from Miscellaneous Licence 77/108 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
5. The rights of ingress to and egress from Miscellaneous Licence 77/214 being at all times preserved to the licensee and no interference with the purpose or installations connected to the licence.
6. The rights of ingress to and egress from Miscellaneous Licence 77/184 being at all times preserved to the licensees and no interference with the purpose or installations connected to the licence.
7. The prior written consent of the Minister responsible for the *Mining Act 1978* being obtained before commencing any exploration activities on Quarry Railways Reserve 36646, Water reserve 12563 and Railway Station Yard Reserve 41924.
8. No mining within 30 metres of either side and to a depth of 15 metres of the Rail Corridor Land RCL/16, Mt Walton road to Koolyanobbing as shown in TENGRAPH without prior written approval of the Minister responsible for the *Mining Act 1978*.
9. The rights of ingress to and egress from the rail corridor land being at all times preserved to the employees, contractors and agents of the operator of the railway on corridor land, and the Public Transport Authority of WA.
10. The rights of ingress and egress from the mining tenement being at all responsible times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.
11. Advice shall be sought from the DoW if proposing any exploration in respect to licence purpose within a defined waterway and within a lateral distance of:
    - 50 meters from the outer-most water dependent vegetation of any perennial waterway; and
    - 30 metres from the outer-most water dependent vegetation of any seasonal waterway.
12. In respect to DEC-Managed Lands PCP/195, Proposed Conservation Park the following conditions apply:
    - Prior to lodgement of a Programme of Work (PoW), the licensee preparing a Conservation Management Plan (CMP) to address conservation impacts of the proposed activities and submitting the CMP to the relevant Regional Manager of the Department of Environment and Conservation (DEC). This CMP shall be prepared pursuant to DEC-prepared "Guidelines for Conservation Management Plans Relating to Mineral Exploration on Lands Managed by the Department of Environment and Conservation" to meet the requirements of the Minister for Environment for acceptable impacts to conservation estate. A copy of the CMP and of DEC's decision on its acceptability under the guidelines is to accompany the lodgement of the PoW application with the Department of Mines and Petroleum.

- At least five working days prior to accessing the reserve or proposed reserve area, unless otherwise agreed with the relevant Regional Manager of the Department of the Environment and Conservation (DEC-R), the holder providing the DEC-R with an itinerary and programme of the locations of operations on the licence area and informed at least five days in advance of any changes to that itinerary. All activities and movements shall comply with reasonable access and travel requirements of the DEC-R regarding seasonal/ ground conditions.
- The licensee submitting to the Director of Environment, Department of Mines and Petroleum (DMP), and to the relevant Regional Manager, Department of the Environment and Conservation (DEC-R) a project completion report outlining the project operations and rehabilitation work undertaken in the programme. This report is to be submitted within six months of completion of the exploration activities.

13. The rights of ingress and egress from the mining tenement being at all responsible times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.

14. Advice shall be sought from the DoW if proposing any exploration in respect to licence purpose within a defined waterway and within a lateral distance of:
    - 50 meters from the outer-most water dependent vegetation of any perennial waterway; and
    - 30 metres from the outer-most water dependent vegetation of any seasonal waterway.

15. In respect to DEC-Managed Lands Proposed Conservation Park 195 the following conditions apply:
    - Prior to lodgement of a Programme of Work (PoW), the licensee preparing a Conservation Management Plan (CMP) to address conservation impacts of the proposed activities and submitting the CMP to the relevant Regional Manager of the Department of Environment and Conservation (DEC). This CMP shall be prepared pursuant to DEC-prepared "Guidelines for Conservation Management Plans Relating to Mineral Exploration on Lands Managed by the Department of Environment and Conservation" to meet the requirements of the Minister for Environment for acceptable impacts to conservation estate. A copy of the CMP and of DEC's decision on its acceptability under the guidelines is to accompany the lodgement of the PoW application with the Department of Mines and Petroleum.
    - At least five working days prior to accessing the reserve or proposed reserve area, unless otherwise agreed with the relevant Regional Manager of the Department of the Environment and Conservation (DEC-R), the holder providing the DEC-R with an itinerary and programme of the locations of operations on the licence area and informed at least five days in advance of any changes to that itinerary. All activities and movements shall comply with reasonable access and travel requirements of the DEC-R regarding seasonal/ ground conditions.
    - The licensee submitting to the Director of Environment, Department of Mines and Petroleum (DMP), and to the relevant Regional Manager, Department of the Environment and Conservation (DEC-R) a project completion report outlining the project operations and rehabilitation work undertaken in the programme. This report is to be submitted within six months of completion of the exploration activities.

16. The rights of ingress and egress from the mining tenement being at all responsible times preserved to officers of Department of Water (DoW) for inspection and investigation purposes.

17. Advice shall be sought from the DoW if proposing any exploration in respect to licence purpose within a defined waterway and within a lateral distance of:
    - 50 meters from the outer-most water dependent vegetation of any perennial waterway; and
    - 30 metres from the outer-most water dependent vegetation of any seasonal waterway.

17A. Prior to carrying out any work in the licence area must consult with the Aboriginal Areas Protection Authority and inspect the Register of Sacred Sites. A Licensee wishing to carry out work may apply for an Authority Certificate.

17B. Exploration shall not take place within one hundred and twenty-five (125) metres of the centreline of any road or railway, unless specific approval is given by the Director of Mines.

17C. The prior written consent of the Minister responsible for the *Mining Act 1978* being obtained before commencing any exploration activities on Yilgarn Vermin Proof Fence Reserve 28257. Mining on strip of land 30 metres wide with the Yilgarn Vermin Proof Fence Reserve 28257 as the centre-line being restricted to below a depth of 15 metres from the natural surface.

17D. In respect to DEC-Managed Lands Proposed Conservation Park 195 the following conditions apply:

- Prior to lodgement of a Programme of Work (PoW), the licensee preparing a Conservation Management Plan (CMP) to address conservation impacts of the proposed activities and submitting the CMP to the relevant Regional Manager of the Department of Environment and Conservation (DEC). This CMP shall be prepared pursuant to DEC-prepared "Guidelines for Conservation Management Plans Relating to Mineral Exploration on Lands Managed by the Department of Environment and Conservation" to meet the requirements of the Minister for Environment for acceptable impacts to conservation estate. A copy of the CMP and of DEC's decision on its acceptability under the guidelines is to accompany the lodgement of the PoW application with the Department of Mines and Petroleum.
- At least five working days prior to accessing the reserve or proposed reserve area, unless otherwise agreed with the relevant Regional Manager of the Department of the Environment and Conservation (DEC-R), the holder providing the DEC-R with an itinerary and programme of the locations of operations on the licence area and informed at least five days in advance of any changes to that itinerary. All activities and movements shall comply with reasonable access and travel requirements of the DEC-R regarding seasonal/ ground conditions.
- The licensee submitting to the Director of Environment, Department of Mines and Petroleum (DMP), and to the relevant Regional Manager, Department of the Environment and Conservation (DEC-R) a project completion report outlining the project operations and rehabilitation work undertaken in the programme. This report is to be submitted within six months of completion of the exploration activities.

17E. An application to the Northern Territory Department seeking a 2 year extentionlodged on 6 August 2012 is currently pending.

18. The Company by a share sale agreement dated June 2012 may acquire the shares on issue in BRL Exploration Pty Ltd upon certain conditions being met. BRL Exploration Pty Ltd is the registered holder of the tenements.

19. The Company by a share sale agreement dated 17 January 2012 has an option to acquire the shares on issue in SM3-W Pty Ltd. SM3-W Pty Ltd is the registered holder of the tenements.

20. The Company has or will enter into a split commodity deed whereby it retains the metal mineral rights and SM3 retains the non-metal rights including, but not limited to gravel, rock and sand in respect of the tenements.

21. The Company by a mineral rights interest agreement dated 21 December 2011 may obtain the rights subject to certain conditions being met with respect to the exploration of tungsten and molybdenum and any by-products resulting from the processing of any tungsten and molybdenum or both.

22. The Company by a tenement sale agreement dated 31 May 2012 acquired the tenements.

23. The Company entered into an agreement dated 24 July 2012 whereby it acquired a 20% interest in the tenement.

24. On 25 May 2012 an application was made to convert a portion of E08/2207 to a mining tenement M08/0493.

PART II – ABORIGINAL HERITAGE INFORMATION

Western Australian Sites

TENEMENT	SITE ID	ACCESS	RESTRICTION	SITE NAME	SITE TYPE	COORDINATES	SITE NUMBER
L08/82	8270	Open	None	Natgas 243	Artefacts/Scatter	344439mE 7504654mN Zone 50	P04381
L08/84	8271	Open	None	Natgas 244	Artefacts/Scatter	343139mE 7505154mN Zone 50	P04382
	8272	Open	None	Natags 245	Artefacts/Scatter	341639mE 7503954mN Zone 50	P04383
E08/1812	6540	Closed	None	Ashburton Rivber	Not available	Not available	P06437
	8907	Open	None	Natgas 151	Artefacts/Scatter	318339mE 7512255mN Zone 50	P03605
	7792	Open	None	Compressor Station 2	Artefacts/Scatter	321639mE 7513155mN Zone 50	PO5129
	8274	Open	None	Natgas 247	Artefacts/Scatter	323539mE 7505454mN Zone 50	PO4385
	8275	Open	None	Natgas 248	Artefacts/Scatter	320939mE 7508154 mN Zone 50	PO4386
	8276	Open	None	Natgas 249	Artefacts/Scatter	318639mE 7512655mN Zone 50	PO4387
	8278	Open	None	Natgas 251	Artefacts/Scatter	319939mE 7513955mN Zone 50	PO4389
	8318	Open	None	Whiskey Pool.	Ceremonial meeting place, Camp	323639mE 7507354mN Zone 50	PO4370
	8904	Open	None	Natgas 148	Artefacts/Scatter	316639mE 7508654mN Zone 50	PO3602
	8905	Open	None	Natgas 149	Artefacts/Scatter	316839mE 7509555mN Zone 50	PO3603
	8906	Open	None	Natgas150	Artefacts/Scatter	317439mE 7509955mN Zone 50	PO3604
E77/1865	6176	Open	None	Parry Range	Artefacts/Scatter	348239mE 7531355mN Zone 50	PO6961
E77/2207	8271	Open	None	Natgas 244	Artefacts/Scatter	343139mE 7505154mN Zone 50	PO4382
	8271	Open	None	Natgas 245	Artefacts/Scatter	341639mE 7503954mN Zone 50	PO4383
E20/812	21213	Open	None	Telegootherra Quarry	Quarry, Artefacts/Scatter 6982678mN	556542mE Zone 50	n/a
	21214	Open	None	Telegootherra Spring	Not available	557640mE 6982087mN Zone 50	n/a
	21215	Open	None	Telegootherra Soak	Not available	558552mE 6983985mN Zone 50	n/a
	2126	Open	None	Telegootherra North – Tn 1 & 2	Painting, Artefacts/Scatter	552561mE 6985245mN Zone 50	n/a
	10776	Open	None	Muir's Site 07	Painting	549640mE 6990652mN Zone 50	PO1401
E77/1823	20344	Open	None	Lake Deborah (Ky30)	Mythological	707724mE 6619713mN Zone 50	n/a
E77/2023	4783	Open	None	Duladgin Rock		755341mE 6548550mN	S01986
E77/1852	20344	Open	None	Lake Deborah (Ky30)	Mythological	707724mE 6619713mN Zone 50	n/a
E77/2075	4783	Open	None	Duladgin Rock	Not available	755341mE 6548550mE Zone 50	SO1986

PART II – ABORIGINAL HERITAGE INFORMATION

Northern Territory Sites

The land comprising tenements E29004, E23937 and E24995 have "recorded sacred sites" which are not readily identifiable on the Register as they are not "registered sacred sites". They have not been evaluated or placed in the Register by the Authority but there is information indicating that they are nonetheless significant according to Aboriginal tradition and therefore "sacred sites" within the meaning of the NT Heritage Act. As such they are noted as Authority certificates C2011/177, C1998/023, C2009/265, C2007/115, C2007/058 and C1994/069 which purport to identify restricted works areas on the land comprising tenements E29004, E23937 and E24995.

Section 9
Additional Information

9.1 Rights Attaching to Securities

9.1.1 Ordinary Shares

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

(a) **General Meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the *Corporations Act 2001* and the Constitution of the Company.

(b) **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

(i) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and

(iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend Rights**

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the *Corporations Act* and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

(d) **Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, any shares classified as restricted securities at the time of the commencement of the winding up shall rank in priority after all other shares.

(e) **Transfer of Shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act.

(f) **Variation of Rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class

9.1.2 Options exercisable at $0.40 on or before 30 June 2016 ("Options")

A summary of the terms and conditions of the Options on issue as at the date of this Prospectus is as follows:

(a) **Entitlement**: Option entitles the holder to acquire one fully paid ordinary share in the Company.

(b) **Exercise**: The Options may be exercised at any time until 30 June 2016. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of $0.40 per Option exercised. Any Options not exercised by 5.00pm WST on 30 June 2016 will lapse.

(c) **Transferability**: The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 30 June 2016. This right is subject to any restrictions on the transfer of an Option that may be imposed by the ASX in circumstances where the Company is listed on the ASX.

(d) **Participation in security issues**: Option holders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Option holders shall be afforded the period of at least nine business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.

(e) **Conversion**: Shares issued on the exercise of Options will be issued not more than fourteen days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on the ASX it will, pursuant to the exercise of an Option, apply to the ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the *Corporations Act* and the Listing Rules.

(f) **Reconstruction**: In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

(g) **Bonus Issues**: If there is a bonus issue to Shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

(h) **Pro rata issues**: In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

9.2 Employee Incentive Scheme

As an incentive to employees of Tungsten Mining, the Company has adopted a scheme called the Tungsten Mining Employee Incentive Scheme ("Scheme"). The Scheme comprises the employee share scheme and the employee option scheme. This Scheme is subject to shareholder approval at the next general meeting.

The purpose of the Scheme is to give employees, Directors, executive officers and consultants of the Company an opportunity, in the form of Options, to subscribe for Shares in the Company. The Directors consider the Schemes will enable the Company to retain and attract skilled and experienced employees, Board members and executive officers and involve them in the Company's successes to make the Company more successful.

9.2.1 Set out below is a summary of the terms and conditions of the employee share scheme:

(a) **Eligibility**: articipants may be Directors, full-time and part-time employees of the Company or any of its subsidiaries. Participants may also include:

(i) casual employees where:

i. the casual employee has worked for the Company for more than one year; and

ii. the employer regards the employee as equivalent to either full time or part time employees; and

(ii) contractors where the contractor has:

i. worked for the Company for more than one year; and

(iii) received 80% or more of their income in the preceding year from the Company,

((a)(i) and (ii) together, the **Participants**).

(b) **Administration of Plan**: The Board, or a duly appointed committee of the Board, is responsible for the operation of the Plan.

(c) **Participation**: The Board determines the entitlement of Participants in the scheme, having regard to:

(i) the seniority of the Participant and the position the Participant occupies with the Company or any subsidiary;

(ii) the length of service of the Participant with the Company and its subsidiaries;

(iii) the record of employment of the Participant with the Company and its subsidiaries;

(iv) the potential contribution of the Participant to the growth and profitability of the Company and its subsidiaries; and

(v) any other matters which the Board considers relevant.

(d) **Invitations**: The Board may issue an invitation to the Participant to participate in the Plan. The invitation will:

(i) invite applications for the number of Shares specified in the invitation;

(ii) specify the issue price for the Shares;

(iii) invite applications for a loan up to the amount payable in respect of the Shares accepted by the Participant in accordance with the invitation;

(iv) specify an acceptance period; and

(v) specify any other terms and conditions attaching to the Shares.

The number of Plan Shares will be determined at the absolute discretion of the Board.

(e) **Issue price**: the issue price of each Share will be determined by the Board, which may be a nominal or nil issue price if so determined by the Board.

(f) **Plan limit**: The Company must ensure that the number of Shares offered by the Company under this Plan when aggregated with:

(i) the number of Shares issued during the previous 5 years under the scheme (or any other employee share plan extended only to Participants); and

(ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

(iii) does not exceed 5% of the total number of issued Shares at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with Class Order 03/184).

(g) **Restriction on transfer**: Participants may not sell or otherwise deal with a Share until the expiry of the qualifying period in respect of the Shares, if any, that may be imposed by the Board and set out in the invitation.

(h) **Quotation on ASX**: The Company will apply for each Share to be admitted to trading on ASX upon issue of the Share.

(i) **Rights attaching to Plan Shares**: Shares will rank equally in all respects (other than with respect to any restrictions on transfer specified above or otherwise imposed by the Board) with other Shares on issue.

9.2.2 Set out below is a summary of the terms and conditions of the employee option scheme:

(a) **Eligibility**

The Board may invite full or part time employees and directors of the Company or an associated body corporate of the Company to participate in the Scheme (**Eligible Employee**).

Eligible Employees do not possess any right to participate in the Scheme, as participation is solely determined by the Board.

(b) **Offer of Scheme Options**

The Scheme will be administered by the Board which may, in its absolute discretion, offer scheme options to any Eligible Employee from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

(i) the Eligible Employee's length of service with the Company;

(ii) the contribution made by the Eligible Employee to the Company;

(iii) the potential contribution of the Eligible Employee to the Company; or

(iv) any other matter the Board considers relevant.

(c) **Number of Scheme Options**

The number of scheme options to be offered to an Eligible Employee will be determined by the Board in its discretion and in accordance with the rules of the Scheme and applicable law.

(d) **Conversion**

Each scheme option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(e) **Consideration**

Scheme options issued under the Scheme will be issued for no consideration. Exercise price

The exercise price for scheme options offered under the scheme will be determined by the Board.

(f) **Exercise conditions**

The Board may impose conditions, including performance-related conditions, on the right of a participant to exercise Scheme option granted under the Scheme.

(g) **Exercise of Scheme Options**

A participant in the scheme will be entitled to exercise their scheme options in respect of which the exercise conditions have been met provided the scheme options have not lapsed and the exercise of the scheme options will not result in the Company contravening the ASIC Class Order 03/184. A holder may exercise scheme options by delivering an exercise notice to the Company secretary along with the scheme options certificate, and paying the applicable exercise price of the scheme options multiplied by the number of scheme options proposed to be exercised.

Within ten business days of receipt of the required items, the Company will, subject to the ASX listing rules, issue to the participant the relevant number of Shares.

(h) **Cessation of employment**

If the participant in the scheme ceases to be an employee or director of, or render services to, the Company or an associated body corporate for any reason (other than by death, permanent disability or permanent retirement from the workforce) prior to the lapse of the scheme options, and the exercise conditions attaching to the scheme options have been met, the participant will be entitled to exercise their scheme options in accordance with the scheme for a period of up to 60 days after the date of the cessation event.

(i) **Death, permanent disability or retirement**

If the participant in the scheme dies, becomes permanently disabled or permanently retires from the workforce as an employee or director of the Company prior to the lapse of the scheme options, the participant, or the participant's legal personal representative, will be entitled to exercise their scheme options in accordance with the scheme rules for the period commencing on the date of the cessation event and ending on the first to occur of the date of lapsing of the scheme options and the date which is six months after the date of the cessation event.

(j) **Lapse of Scheme Options**

(i) scheme options held by a participant in the scheme will lapse immediately if:

(ii) the scheme options have not been exercised by the date which is two years after the date of issue, or such other date as the Board determines in its discretion at the time of issue of the scheme options;

(iii) the exercise conditions attaching to the scheme conditions are unable to be met; or

(iv) the holder ceases to be an employee or director of the Company or an associated body corporate and the deadline set out in paragraph (i) or (j) has passed.

(k) **Participation in Rights Issues and Bonus Issues**

The scheme options granted under the scheme do not give the holder any right to participate in rights issues or bonus issues unless shares are allotted pursuant to the exercise of the relevant scheme options

prior to the record date for determining entitlements to such issue. The number of Shares issued on the exercise of scheme options will be adjusted for bonus issues made prior to the exercise of the scheme options.

(l) **Reorganisation**

The terms upon which the scheme options will be granted will not prevent the scheme options being reorganised as required by the ASX listing rules on the reorganisation of the capital of the Company.

(m) **Limitation on offers**

If the Company makes an offer under the scheme where:

the total number of Shares to be received on exercise of scheme options the subject of that offer exceeds the limit set out in ASIC Class Order 03/184; or

the offer does not otherwise comply with the terms and conditions set out in the ASIC Class Order 03/184,

the Company must comply with Chapter 6D of the *Corporations Act* at the time of that offer.

(n) **Trigger event**

If any of the following events occur:

(i) the Company is subject to a takeover bid;

(ii) the Company proposes a scheme of arrangement with its members under Part 5.1 of the Corporations Act; or

(iii) a person, or group of associated persons, becomes entitled to sufficient Shares to give him or them the ability, in general meeting, to replace all or a majority of the Board, where such ability was not already held by a person associated with such a person or group of persons,

(iv) then the Board may:

(v) determine that scheme options may be exercised at any time from the date of such event so as to permit the holder to participate in the change of control arising from the event; or

(vi) use its reasonable endeavours to procure that an offer is made to holder of scheme options on like terms to the terms proposed in such event.

9.3 Summary of Material Contracts

Set out below is a summary of the contracts to which the Company is a party that may be material or otherwise may be relevant to a potential investor in the Company.

The whole of the provisions of the agreements below are not repeated in this Prospectus and any intending Applicant who wishes to gain a full knowledge of the content of the agreements should inspect the same at the registered office of the Company.

9.3.1 SM3-W Sale Agreement

Pursuant to an agreement styled "Company Sale Agreement SM3-W Pty Limited" ("**SM3-W Sale Agreement**") dated 17 January 2012 between the Company and SM3 Resources Pty Limited ("**Seller**") the Seller agreed to sell and the Company agreed to purchase the entire issued capital ("**Sale Shares**") of SM3-W Pty Limited on the terms and bases detailed in this Section 9.3.1

Pursuant to the terms of the SM3-W Sale Agreement the Company agreed to pay to the Seller an option fee in the sum of $50,000 within 7 days of the parties executing the SM3-W Sale Agreement and the Seller agreed to grant to the Company an option to acquire the Sale Shares on or before 30 June 2013. The acquisition by the Company of the Sale Shares is conditional upon the Company obtaining conditional approval from the ASX that the Company's shares will be admitted to the Official List of the ASX within 12 months of the date of the SM3-W Sale Agreement.

The Company may execute the option at any time during the option period by giving the Seller written notice provided that it is admitted to the Official List of the ASX.

SM3-W Pty Ltd is the owner of certain assets including, but not limited to, tenements M08/0314, M08/0286, M08/0287, E08/2207 ("**SM3-W Tenements**"), certain mining information including, but not limited to, written technical information in the possession of the Seller and SM3-W Pty Ltd relating to the SM3-W Tenements and the information under the control of the Seller including, but not limited to, and being more particularly described as, exploration, geological, geochemical technical information relating to the SM3-W Tenements ("**Information**").

During the option period and at all times prior to settlement SM3-W at the Company's expense will maintain the Tenements and ensure that the Tenements remain in good standing in accordance with the relevant provisions of the *Mining Act 1978* (WA). This includes, but is not limited to, indemnifying the Seller with respect to costs associated with certain ancillary agreements between SM3-W and Buurabalayji Thalanyji Association Inc ("Buurabalayji") concerning M08/0286, M08/0287 and M08/0314 and payments arising therein to Buurabalayji.

If the Company exercises the option the Seller will sell and the Company will purchase the Sale Shares by payment of $200,000 within 7 days after the Company is officially admitted to the Official Lists of the ASX and the issue of 4 million Shares of the Company upon being admitted to the Official List of the ASX.

Prior to the date of settlement of the SM3-W Sale Agreement the Seller will ensure that SM3-W Pty Ltd does all things necessary to transfer all of its ownership and other rights in tenements E/091851 and E09/1852 to a third party or relinquish its ownership in those tenements as they are not subject to the terms of the SM3-W Agreement.

Under the SM3-W Sale Agreement the Seller provides the Company with standard warranties including in relation to the Sale Shares and the SM3-W Tenements including, but not limited to, that the Seller is the sole registered and beneficial owner of the Sale Shares, the SM3-W Tenements are free from encumbrances, and SM3-W Pty Ltd is the legal and beneficial owner of the SM3-W Tenements.

The parties further agreed to negotiate a split commodity agreement governing the mining and exploration by the Company of general minerals and exploration by the Seller of other non-metal substances over the SM3-W Tenements to which the Seller retains the rights.

The SMW-3 Sale Agreement contains additional terms considered standard for this type of agreement.

9.3.2 SM3-W Pty Ltd – Split Commodity Agreement

Pursuant to an agreement which the Company entered into in September 2012 styled "Split Commodity Deed" ("Commodity Agreement") between the Company, SM3-W Pty Ltd ("SM3-W") and SM3 Resources Pty Ltd ("SM3") the parties agreed to clarify the terms on which the Company would hold certain general mineral rights and SM3 would hold non-mineral rights over the SM3-W Tenements as referenced in the SM3-W Sale Agreement and those tenements referenced below on the terms and bases detailed in this Section 9.3.2.

In addition to the SM3-W Tenements the Commodity Agreement also references a mining lease application being M08/0493 and certain miscellaneous license applications being L08/82, L08/83 and L08/84 ("Miscellaneous Tenements") applied for by SM3-W.

The non-mineral rights which SM3 retains over the SM3-W Tenements, M08/0493 and the Miscellaneous Tenements are with respect to non-metal substances including, but not limited to, rock, gravel and sand ("Non-Minerals"). The Company retains the Mineral Rights over the SM3-W Tenements, M08/0493 and the Miscellaneous Tenements (together the "Tenements").

The term for which SM3 may explore for Non-Minerals on the Tenements continues for the duration of each tenement forming the Tenements unless surrendered in accordance with the terms of the Commodity Agreement or a mining lease is granted to or transferred to SM3.

SM3 agrees to pay to the Company a royalty of 62 cents per tonne of Non-Minerals mined and sold by SM3 from tenements M08/0286 and M08/0287.

SM3 must provide the Company and SM3-W upon request with details with respect to expenditure over the Tenements to permit SM3-W and /or the Company to comply with reporting obligations to the Department.

SM3's Non Mineral Rights in respect of the Tenements continue for the duration of the Tenements unless surrendered in accordance with the Commodity Agreement. In the event SM3 discovers any deposit of Minerals on the Tenements it must immediately notify SM3-W and the Company and assist SM3-W and the Company locate the Minerals deposit. The Company and SM3-W are required to notify SM3 of any deposit of Non-Minerals in the event the Company or SM3-W locates the same during exploration.

SM3-W or the Company must provide SM3 in writing at least 2 months prior to commencing any program of mining for Minerals on the Tenements certain particulars including, but not limited to, the nature of the mining and method and the areas on the Tenements SM3-W or the Company proposes to enter upon.

In the event of the parties seeking to mine for economically mineable deposits of both Minerals and Non-Minerals on the Tenements they must determine which deposit is the dominant ore body and which is the lesser ore body with respect to its net present value. The parties must then use their best endeavours to agree a method to allow the mining of the dominant ore body and the lesser ore body. If they cannot agree then the party who has the dominant ore body may mine both the dominant ore body and the lesser ore body but is to account to the other party for the proceeds arising from their respective interests after the deduction of reasonable costs incurred from mining.

The Commodity Agreement contains additional terms considered standard for this type of agreement.

9.3.3 Northern Minerals Limited Grant of Mineral Interest Rights

Pursuant to an agreement styled "Grant of Mineral Interest Rights" ("**Mineral Rights Agreement**") dated 21 December 2011 between the Company and Northern Minerals Ltd ("**Northern Minerals**") Northern Minerals granted to the Company certain designated mineral rights ("DMRs") in the Mosquito Creek Project on the terms and bases detailed in this Section 9.3.3.

In consideration for the grant of the DMRs the Company agreed to pay to Northern Minerals the sum of $50,000 upon the execution of the Mineral Rights Agreement, the issuance of 4 million Shares in the Company ("**Northern Shares**") and payment of the sum of $100,000 within 14 days of the Company being conditionally admitted to the Official List of the ASX.

The issuance of the Northern Shares and payment of the sum of $100,000 is conditional upon the Company being admitted to the Official List of the ASX on or before 30 June 2013.

Northern Minerals is the owner, or is entitled to be the registered owner, of the Mosquito Creek Tenements E23937 and E24995 ("Northern Tenements") and mining information including, but not limited to, exploration, geological, geophysical and geochemical and other technical information in respect of the Northern Minerals Tenements ("Mining Information")

In consideration of the payment of the sums of $50,000 and $100,000 and the issuance of the Northern Shares, Northern Minerals grants to the Company the DMRs with respect to tungsten and molybdenum and any by-products resulting from the processing of any tungsten and molybdenum or both over the Northern Tenements.

The DMRs enable the Company to enter upon the Northern Tenements with its employees, agents and contractors to conduct exploration activities thereon. The Company is also required to maintain the Northern Tenements in good standing in accordance with the relevant Sections of the *Mineral Titles Act 2010* (NT) ("NT Act") including paying all rents, rates and statutory fees associated with the Northern Minerals Tenements in order to keep them in good standing.

Northern Minerals as the registered owner, or entitled to be the registered owner of the Northern Tenements, retains the rights to all other general minerals other than the DMRs.

The Mineral Rights Agreement is conditional upon:

1) the consent of the Minister of mines by no later than 120 after the date of the Mineral Rights Agreement; and

2) the Company being admitted to the official lists of the ASX on or before 30 June 2013.

Under the Mineral Rights Agreement Northern Minerals provides the Company with standard warranties including in relation to the Northern Tenements including but not limited to that Northern Minerals is the sole registered and beneficial owner of the Northern Tenements, there are no encumbrances over the Northern Tenements and the Northern Tenements are in good standing with respect to all requirements and obligations imposed by the NT Act.

Upon the admission of the Company to the official lists of the ASX the Company shall comply with the NT Act and all conditions relevant and applicable to the Northern Tenements.

Northern Minerals agrees to comply with the NT Act and any conditions relevant to the Northern Tenements. If Northern Minerals undertakes exploration on the Northern Tenements with respect to its general mineral rights it shall provide the Company with adequate information to enable the Company to comply with the reporting requirements under the NT Act.

From the date the Company is officially admitted to the official lists of the ASX the Company will be entitled to exercise its DMRs.

The parties may agree to cooperate in the exploration of the general mineral rights and the DMRs on the Northern Tenements and provide the Mining Information to the other party in a timely fashion.

Where the parties have competing development proposals within the same area of the Northern Tenements the parties shall meet to discuss an agreement. If agreement cannot be reached then an independent expert will make a determination which will be final and binding on the parties.

If relinquishment of a portion of a Northern Tenement is required and the parties require continued tenure an application for a mining lease shall be made (where possible) in the name of Northern Minerals and will be subject to the terms of the Mineral Rights Agreement. Where Northern Minerals converts any Northern Tenement into or replaces it with a new tenement over the same ground it will be subject to the terms of the Mineral Rights Agreement.

Any surrender (partial or whole) of a mining tenement by Northern Minerals requires conferral with the Company. If the Company notifies Northern Minerals that it wants the Northern Tenement Northern Minerals must transfer it to the Company at the Company's cost.

The Mineral Rights Agreement contains additional terms considered standard for this type of agreement.

9.3.4 BRL Exploration Pty Ltd – Company Sale Agreement

Pursuant to an agreement styled "Company Sale Agreement BRL Exploration Pty Ltd" (**"BRL Sale Agreement**") between the Company and Keith Denis Ross as trustee for the Ross Consulting Trust, Gregory Ralph Robinson as trustee for the G&R Robinson Family Trust, Angus Claymore Pilmer, Neil Douglas Bowie & Therese Clare Bowie as trustee for the Federation Super Fund Trust, and Neil Douglas Bowie as trustee for the NB Family Trust (together the "**Vendors**") the Vendors agreed to sell and the Company agreed to purchase the entire issued capital ("**BRL Shares**") of BRL Exploration Pty Ltd ("**BRL**") on the terms and bases detailed in this Section 9.3.4.

Pursuant to the terms of the BRL Sale Agreement the Company agreed to pay into trust on behalf of the Vendors the sum of $5,000 and to issue 8,000,000 Shares (the "**Consideration Shares**") in the capital of the Company. The acquisition by the Company of the BRL Shares is conditional upon the Company obtaining conditional approval from the ASX that the Company's shares will be admitted to the official list of the ASX by no later than 30 June 2013.

BRL is the owner of certain assets being the tenements E08/1812, E08/1865, and E08/2139 ("**Tenements**"), the mining information including, but not limited to, written technical information in the possession of BRL or the Vendors relating to the Tenements and the information under the control of the Vendor or BRL including, but not limited to, and being more particularly described as, exploration, geological, geochemical technical information relating to the Tenements ("Information").

The Vendors and BRL, prior to settlement, will maintain at their cost the Tenements and ensure that the Tenements remain in good standing in accordance with the relevant provisions of the *Mining Act 1978* (WA). At settlement the Vendors will deliver to the Company various documents including, but not limited to, registrable transfer of the BRL Shares, minute books, books of account, financial records.

Under the BRL Sale Agreement the Vendors provide the Company with standard warranties including in relation to the BRL Shares and the Tenements including, but not limited to, that the Vendors are the sole registered and beneficial owners of the BRL Shares, the BRL Shares are free from all encumbrances and the Tenements are free from encumbrances.

In the event that the Company is not listed on the official lists of the ASX by 30 June 2013 and at the option of the Vendors the Company shall transfer the BRL Shares and the Tenements to the Vendors for A$1.

The BRL Sale Agreement contains additional terms considered standard for this type of agreement.

9.3.5 MWYN Pty Ltd – Tenement Sale Agreement

Pursuant to an agreement styled "Purchase of MWYN Pty Ltd Tenements" ("**MWYN Agreement**") dated 31 May 2012 between the Company and MWYN Pty Ltd ("**MWYN**"), MWYN agreed to sell and the Company agreed to purchase the MWYN Tenements as referenced below on the terms and bases detailed in this Section 9.3.5.

Pursuant to the terms of the MWYN Agreement the Company agreed to pay to MWYN the sum of $39,000 and issue to MWYN 150,000 ordinary fully paid shares in the capital of the Company ("**Consideration Shares**") in consideration for the acquisition by the Company of the MWYN Tenements.

MWYN is the owner of the tenements E77/1823, E77/1824, E77/1852, E77/1853, E77/1854 and E77/1855 (the "MWYN **Tenements**"), the mining information including, but not limited to, written technical information in the possession of MWYN relating to the MWYN Tenements and the information under the control of MWYN including, but not limited to, and being more particularly described as, exploration, geological, geochemical technical information relating to the MWYN Tenements.

Under the MWYN Agreement MWYN provides the Company with certain standard warranties including in relation to the MWYN Tenements including, but not limited to, that MWYN is or is entitled to be the sole registered and beneficial holder or applicant (as the case may be) of the MWYN Tenements, it has the full right, title and authority to transfer to the Company the MWYN Tenements and the MWYN Tenements are free from encumbrances as at the date of settlement.

The MWYN Agreement is subject to and conditional upon certain consents and approvals required by law. Such consents and approval include, but are not limited to, any consent being required with respect to the MWYN Tenements pursuant to Section 64(1) of the *Mining Act 1978* (WA) Both MWYN and the Company agree to do all things necessary with respect to applying for the approvals and consents required by the *Mining Act 1978* (WA).

The MWYN Agreement contains additional terms considered standard for this type of agreement.

9.3.6 Richmond Resources Pty Ltd – Tenement Sale Agreement

Pursuant to an agreement styled "Purchase of Tenement Interest" ("Richmond Agreement") dated 24 July 2012 between the Company and Richmond Resources Pty Ltd ("Richmond") Richmond agreed to sell and the Company agreed to purchase Richmond's 20% interest in tenement E20/669 ("Richmond Tenement") as referenced below on the terms and bases detailed in Section 1.13.3.

9.3.7 Data Management Agreement – Magnetic Resources NL

Pursuant to an agreement which the Company has entered, or will enter into a styled "Data Licence and Share Issue Agreement" ("Data Agreement") between the Company, and Magnetic Resources Ltd ("Magnetic") pursuant to which Magnetic agreed, or will agree, to provide to the Company data which Magnetic owns relating to certain tenements which Magnetic previously held or was entitled to hold on the terms and bases detailed in this Section 9.3.7.

Magnetic was the holder or entitled to be the holder of tenements E77/1287, E77/1291, E77/1292, E77/1673, and E77/1676 (together the "Magnetic Tenements"). Magnetic agrees to deliver to the Company certain data relating to the Magnetic Tenements including, but not limited to, information, data files, databases, surveys, reports, sketches, drawing and memoranda, sampling and assay reports, drill cores and logs of such drill cores and correspondence or documents lodged with the Department (together the "Data") which data has been delivered to the Company.

Magnetic grants to the Company a limited royalty-free, non-exclusive, license to use the Data solely for the Company's use (the "License"). In consideration for the grant of the License the Company shall issue to Magnetic 500,000 fully paid shares in the Company (the "Consideration Shares"). The issuance of the Consideration Shares is to be at least equal to 0.525% of the total equity instruments on issue in the Company following quotation on the official lists of the ASX. The parties shall use their best endeavours to ensure the Conditional Shares are not the subject to any escrow past the 12 months from the date of the Company's shares being quoted on the ASX.

On the date that the Consideration Shares have been issued by the Company the License shall expire and the Data shall be owned by the Company (the "Conversion Date").

In the event the Company is granted a tenement (the "New Tenement") over any of the land the subject of the Magnetic Tenements the parties to the Data Agreement will enter into a binding agreement whereby the Company grants to Magnetic (and/or its nominee) certain minerals rights with respect to high value minerals including, but not limited to gold, platinum and uranium in, on or from the New Tenement. The high value minerals do not include tungsten and molybdenum and any by-products resulting from the processing of any tungsten or molybdenum or both. The terms of the further agreement include, but are not limited to, the Company providing Magnetic (or its nominee) with the right to explore for, exploit and recover the high value minerals over the New Tenement, the Company must grant to Magnetic a license to use any data relating to high value minerals and the parties must negotiate in good faith to achieve an outcome where both Magnetic and the Company's rights to any proposed mining operations over the New Tenement are inconsistent.

The term of the License shall continue until the earliest of either the Conversion Date or 30 June 2013 occurring or by termination by Magnetic as a result of a material breach of the Data Agreement by the Company.

Magnetic provides certain warranties to the Company with respect to the Data and the Magnetic Tenements including, but not limited to, that the Magnetic Tenements and Data were the subject of an agreement between Magnetic and a related entity of Magnetic pursuant to which Magnetic earned a 100% interest in the Magnetic Tenements and was entitled to be the registered holder of the Magnetic Tenements and upon Magnetic earning its 100% interest in the Magnetic Tenements the related entity became entitled to a royalty on gold and silver won on the Magnetic Tenements, prior to the transfer of E77/1278, E77/1291 and E77/1292 to Magnetic, Magnetic and its related entity agreed to surrender those tenements, after Magnetic became the registered holder of E77/1673 and E77/1676 Magnetic and the related entity agreed to surrender E77/1673 and E77/1676, Magnetic owns all rights in the Data and Magnetic will procure that the related entity (as a nominee of Magnetic) is a party to an agreement with respect to the New Tenement referred to above.

The Data Agreement contains additional terms considered standard for this type of agreement.

9.3.8 Data Management Agreement – Emu Nickel NL

Pursuant to an agreement which the Company has entered, or will enter, into a styled "Data Licence and Share Issue Agreement" ("Emu Data Agreement") between the Company and Emu Nickel NL ("Emu") pursuant to which Emu agrees, or will agree, to provide to the Company data which Emu owns relating to tenement E77/1212 (the "Emu Tenement") which Emu was entitled to be registered as the holder of an 80% interest in the Emu Tenement (A related entity of Emu was entitled to be registered as the holder of the remaining 20% interest in the Emu Tenement) on the terms and bases detailed in this Section 9.3.8.

Pursuant to the terms of the Data Agreement Emu agrees to deliver to the Company certain data in the custody or control of Emu or its affiliates as at 23 December 2011 relating to the Emu Tenement including, but not limited to, certain information, data files, databases, surveys, reports, sketches, drawing and memoranda (together the "Data") which Data has been delivered to the Company. Emu grants to the Company a limited royalty-free, non-exclusive, license to use the Data solely for the Company's use (the "License").

In consideration for the grant of the License the Company shall issue to Emu or its nominee 500,000 fully paid shares in the Company (the "Consideration Shares"). The issuance of the Consideration Shares is to be at least 0.525% of the total equity instruments on issue in the Company following quotation on the official lists of the ASX. The parties shall use their best endeavours to ensure the Conditional Shares are not the subject to any escrow past the 12 months from the date of the Company's shares being quoted on the ASX.

On the date that the Consideration Shares have been issued by the Company the License shall expire and the Data shall be owned by the Company (the "Conversion Date").

In the event the Company is granted a tenement (the "New Tenement") over any of the land the subject of the Emu Tenement the parties (and/or their nominees) will enter into a binding agreement whereby the Company grants to Emu (or its nominee) certain minerals rights with respect to high value minerals including, but not limited to gold, platinum and uranium in, on or from the New Tenement. The high value minerals do not include tungsten and molybdenum and any by-products resulting from the processing of any tungsten or molybdenum or both. The terms of the further agreement include, but are not limited to, the Company providing Emu (or its nominee) with the right to explore for, exploit and recover the high value minerals over the New Tenement, the Company must grant to Emu a license to use any data relating to high value minerals and the parties must negotiate in good faith to achieve an outcome where both Emu and the Company's rights to proposed mining operation over the New Tenement are inconsistent.

The term of the License shall continue until the earliest of either the Conversion Date or 30 June 2013 occurring or by termination by Emu as a result of a material breach of the Emu Data Agreement by the Company.

Emu provides certain warranties to the Company with respect to the Data and the Emu Tenement including, but not limited to, that the Emu Tenement and Data were the subject of an agreement between Emu and its related entity pursuant to which Emu earned an 80% interest in the Emu Tenement and was entitled to be the registered holder of an 80% interest in the Emu Tenement and the related entity was entitled to be the registered holder of the remaining 20% interest in the Emu Tenement, prior to the transfer of the 80% interest Emu and the related entity agreed to surrender the Emu Tenement, Emu owns all rights in the Data, and Emu will procure the Company to issue to the related entity 20% of the Consideration Shares.

The Emu Data Agreement contains additional terms considered standard for this type of agreement.

9.3.9 Agreement with the Lead Manager – Patersons Securities

The Company entered into a mandate (the "Mandate") with Patersons Securities as Lead Manager on 29 June 2012 ("Mandate").

Professional fees for acting as Lead Manager for the Public Offer are as follows:

(a) A corporate fee of $60,000;

(b) A 5% capital raising fee based on total funds raised under the Offer; and

(c) A 1% lead manager fee based on the total amount raised from all sources under the Offer.

The Mandate provides that the Mandate may be terminated by the Company upon the occurrence of a material default by Patersons Securities which is incapable of being remedied having been given 10 business days notice in writing by the Company of such breach having occurred or on a no-fault basis with 10 days notice in writing by the Company provided that Patersons Securities are given the opportunity to rectify the quality of service provided by Patersons Securities.

Patersons Securities may terminate the Mandate at any time by giving two business days notice in writing of its intention to do so, or if one or more of the following events occur in its sole and absolute opinion:

- the Australian equity capital market conditions and/or ASX trading conditions are such that they are not, in bona fide judgment of Patersons Securities, conducive to the successful completion of this Mandate or other events beyond the control of Patersons Securities are so material and adverse as to make it impracticable or inadvisable to proceed with the new equity issues on the terms and in the manner contemplated herein;
- there is a material adverse effect including any adverse change in the assets, liabilities, financial position or prospects of the Company as disclosed publicly and/or to Patersons Securities, other than for the costs incurred by the Company in relation to the proposed Public Offer;
- there is a false or misleading statement in the material or information supplied to Patersons Securities or included in the presentation materials or a material omission in the material supplied to Patersons Securities or included in the presentation materials;
- default by the Company of any term of the Mandate;
- the all ordinaries index as published by ASX is at any time 10% or more below its level as at the close of business on the business day prior to the date of the mandate;
- any of the warranties or representations by the Company in the Mandate are or become materially untrue; or
- any government agency (including the ASIC) commences any public action, hearing or investigation against the Company or any of its Directors in their capacity as a Director of the Company or announces that it intends to take such action.

The Mandate contains additional terms and conditions considered standard for this type of agreement.

9.3.10 Service Agreements with Directors

Executive Services Agreement: MD Agreement

Executive Management Agreement

Pursuant to an agreement dated 4 June 2012 between the Company and Paul Berndt the Company agreed to employ Paul Berndt in the capacity of managing director on the terms detailed in this Section 1.13.2 ("**MD Agreement**").

9.4 Interests of Directors of the Company

Except as disclosed in this Prospectus, no director holds, or during the last two years has held any interest in:

(a) the formation or promotion of Tungsten Mining;

(b) property acquired or proposed to be acquired by Tungsten Mining in connection with its formation or promotion of the Offer; or

(c) the Offer,

and no amounts of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid to any Director to induce him to become or to qualify as a Director or otherwise for services rendered by him in connection with the formation or promotion of the Company or the offer of Shares under this Prospectus.

Directors' Shareholdings

The Directors are not required under the Constitution to hold any shares. As at the date of this Prospectus the relevant interests of each of the Directors in the Shares of the Company is as follows:

Director	No. of Shares	No. $0.40 Options
P. McManus^	650,000	5,000,000^
P. Berndt	1,000,000*	Nil
B. Kable	Nil	Nil
F. Loh	Nil	Nil

^ to be issued on Listing to P. McManus' nominee for promotion services in relation to the Offer

* 500,000 to be issued on Listing as per contract. See Section 9.3.10 above

Notes:

Nothing in this Prospectus will be taken to preclude Directors, officers or employees of Tungsten Mining from applying for Shares pursuant to this Prospectus.

Directors' Remuneration

The Constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting of Shareholders. The aggregate remuneration for non-executive Directors has been set at an amount not to exceed $500,000 per annum. The remuneration of executive Directors will be fixed by the Directors and may be paid by way of fixed salary or consultancy fee.

The annual remuneration (inclusive of superannuation) payable to each of the Directors as the date of this Prospectus is found in Section 1.12.

Deeds of Indemnity and Access

The Company has entered into deeds of indemnity, insurance and access with each of its appointed Directors and Company Secretary. Under those deeds, the Company has agreed to indemnify each Director to the extent permissible by the *Corporations Act* against any liability arising as a result of that Director acting in the capacity as an officer of the Company.

9.5 Interests of Persons Named

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has had within the two years before lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of Tungsten Mining;

(b) property acquired or proposed to be acquired by Tungsten Mining in connection with its formation or promotion of the Offer; or

(c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the offer of Shares pursuant to this Prospectus.

FRM Geological Services Pty Ltd has acted as the Independent Geologist and has prepared an Independent Geologist's Report which has been included in Section 6 of this Prospectus. The Company estimates that it will pay FRM Geological Services Pty Ltd approximately $15,000 plus GST for the provision of these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, FRM Geological Services Pty Ltd has not received any other fees from the Company.

Somes Cooke Chartered Accountants (**Somes Cooke**) has acted as auditor and Investigating Accountant and has prepared an Investigating Accountant's Report which has been included in Section 7 of this Prospectus. The Company estimates that it will pay Somes Cooke approximately $7,500 plus GST for the provision

of these services. Subsequent fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Somes Cooke has not received any other fees from the Company.

Optima Legal has acted as solicitors to the Company in relation to the Offer and has prepared a Solicitor's Report on Mining Tenements which has been included in Section 8 of this Prospectus. The Company estimates that it will pay Optima Legal approximately $32,500 plus GST for the Solicitors Report on Mining Tenements and for other services. Subsequent fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Optima Legal has not received any other fees from the Company.

Mining Corporate Pty Ltd has acted as IPO Compliance Manager in relation to the Offer and this Prospectus. The Company estimates that it will pay Mining Corporate Pty Ltd approximately $50,000 plus GST for the provision of these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Mining Corporate Pty Ltd has not received any other fees from the Company.

Patersons Securities Limited has been engaged as Lead Manager to the Offer. The Company estimates that it will pay Patersons Securities approximately $60,000 (exclusive of GST) for the provision of corporate services plus a Lead Manager fee of 1% of the total amount raised as well as a capital raising fee of 5% of the total amount raised. During the 24 months preceding lodgement of this Prospectus with the ASIC, Patersons has received a progress payment of $20,000 plus GST from the Company. Any services provided by Patersons in addition to those set out in Section 9.3.9 will be paid for on normal commercial terms.

Security Transfer Registrars Pty Ltd has been appointed as Tungsten Mining's share registry and will be paid for these services on normal commercial terms.

Richmond Resources Pty Ltd is party to the Richmond Agreement as detailed in Section 9.3.6 of this Prospectus. As noted in that Section, Bob van der Laan is the sole director of Richmond and Chief Financial Officer of Tungsten Mining. As such, we highlight that this is a contract between a member of key management personnel and the Company.

9.6 Consents

The following persons have each consented to being named in the Prospectus and to the inclusion of the following statements and statements identified in this Prospectus as being based on statements made by those persons, in the form and context in which they are included, and have not withdrawn that consent before lodgement of this Prospectus with the ASIC:

- FRM Geological Services Pty Ltd – Independent Geologist's Report;
- Somes Cooke Chartered Accountants – Investigating Accountant's Report; and
- Optima Legal – Solicitor's Report on Mining Tenements.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Prospectus other than the statements referred to above and the statements identified in this Prospectus as being based on statements made by those persons.

The following persons have consented to being named in this Prospectus but have not made any statements that are included in this Prospectus or statements identified in this Prospectus as being based on any statements made by those persons, and have not withdrawn their consent before lodgement of this Prospectus with the ASIC:

- Optima Legal as legal advisors to Tungsten Mining;
- Somes Cooke Chartered Accountants as auditors of Tungsten Mining;
- Security Transfer Registrars Pty Ltd as Share Registrar;
- Mining Corporate Pty Ltd as IPO Compliance Managers to Tungsten Mining; and
- Patersons Securities Limited as Lead Manager to the Offer.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Prospectus other than the references to their name.

9.7 Expenses of the Offer

The total expenses of the Offer are estimated to be $764,768 (exclusive of GST) assuming full oversubscription and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Full Subscription	Full Oversubscription
ASIC fees	$ 2,171	$ 2,171
ASX fees	$ 62,330	$ 65,030
Broker commission (5%)	$ 250,000	$ 400,000
Mandate fee	$ 60,000	$ 60,000
Management fee (1%)	$ 50,000	$ 80,000
Compliance manager fee	$ 50,000	$ 50,000
Independent accountant's report	$ 7,500	$ 7,500
Legal	$ 32,500	$ 32,500
Independent geologist's report	$ 15,000	$ 15,000
Printing/typesetting	$ 37,670	$ 37,670
Miscellaneous	$ 14,897	$ 14,897
Total	**$ 582,068**	**$ 764,768**

9.8 Litigation

Other than as disclosed elsewhere in this Prospectus, the Company is not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

9.9 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the *Corporations Act 2001* to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company at info@tungstenmining.com and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at: www.tungstenmining.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Section 10
Consent by the Directors

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus.

Each of the Directors of Tungsten Mining NL has consented to the lodgement of this Prospectus in accordance with Section 720 of the *Corporations Act 2001* and has not withdrawn that consent.

Dated 2 October 2012.

. . . . . .

Signed for and on behalf of
TUNGSTEN MINING NL
By
Paul Berndt
Managing Director

Section 11
Glossary

Applicant means a person who submits an Application.

Application means a valid application to subscribe for Shares.

Application Form means either the Priority Offer Application Form or Public Offer Application Form attached to and forming part of this Prospectus.

Application Monies means monies received by Tungsten Mining from Applicants.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Recommendations or **Corporate Governance Principles and Recommendations** means the corporate governance principles and recommendations as published by the ASX Corporate Governance Council.

ASX Settlement means ASX Settlement Corporation Pty Ltd (ACN 008 504 532).

Auditors means Somes Cooke Chartered Accountants

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date or **Offer CLosing Date** means the date on which the Offer closes, being 7 November 2012.

Company or **Tungsten Mining** means Tungsten Mining NL (ACN 152 084 403).

Corporations Act means the *Corporations Act 2001* of Australia.

Directors means the directors of the Company from time to time.

Dollars or $ means Australian dollars unless otherwise stated.

Exposure Period means the period of seven days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than seven days pursuant to Section 727(3) of the *Corporations Act 2001*.

Glossary means this glossary.

Investigating Accountant means Somes Cooke Chartered Accountants.

Investigating Accountant's Report means the report contained in Section 7 of this Prospectus.

Independent Geologist means FRM Geological Services Pty Ltd.

Independent Geologist's Report means the report contained in Section 6 of this Prospectus.

IPO means the Initial Public Offering to raise $5,000,000 by the issue of 25,000,000 shares at 20 cents each, allowing for oversubscriptions of up to $3,000,000 by the issue of up to 15,000,000 shares at 20 cents each, pursuant to this Prospectus.

JORC Code means the Australasian Code for Reporting on Exploration Results, Mineral Resources and Ore Reserves, 2004 Edition.

Key Executive means any key executive of the Company from time to time.

km means kilometre or kilometres.

Lead Manager means Patersons Securities Limited (AFSL: 239 052).

Listing or **ASX Listing** means the lisitng of the Company's securities on ASX.

Listing Rules means the official Listing Rules of the ASX.

mtu means a metric ton unit (mtu) is 10kg. One metric ton unit of tungsten trioxide (WO_3) contains 7.93kgs of tungsten

Offer means the Priority and Public offer of at least 25,000,000 and up to 40,000,000 Shares at $0.20 each pursuant to this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the Official List of the ASX.

Opening Date means the date on which the Offer opens.

Option means an option to acquire one Share.

Priority Offer means the offer of up to 5,000,000 Shares at $0.20 to raise up to $1,000,000, under the Offer pursuant to this Prospectus, to the shareholders of Magnetic Resources NL and Northern Minerals Limited.

Projects means the mineral exploration projects in which the Company has acquired or will acquire an interest, as detailed in this Prospectus including the Independent Geologist's Report and the Solicitor's Report on Mining Tenements.

Prospectus means this prospectus dated 2 October 2012 for the issue of at least 25,000,000 and up to 40,000,000 Shares, including any electronic or online version.

Public Offer means the offer of at least 20,000,000 Shares and up to 35,000,000 Shares at an issue price of $0.20 each, assuming full take up of the Priority Offer, as well as any shortfall in the Priority Offer of 5,000,000 Shares, at an issue price of $0.20 each pursuant to this Prospectus.

Quotation means quotation of the Shares on the ASX.

Section means a section of this Prospctus.

Share means a fully paid ordinary share in the capital of Tungsten Mining.

Shareholder means a holder of Shares.

Share Registrar or **Share Registry** means Security Transfer Registrars Pty Ltd.

Solicitor's Report on Mining Tenements means the report contained in Section 8 of this Prospectus.

Tungsten Mining or **Company** means Tungsten Mining NL (ACN 152 084 403).

Tungsten Mining Employee Incentive Scheme or **Scheme** means the employee incentive scheme which comprises the employee share scheme and the employee option scheme.

Vendors means the vendors of the Projects to the Company, as detailed in Section 9.3.

WST means Western Standard Time, Perth, Western Australia.

Section 12
Application Forms and Instructions

Public Offer Application Form

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SHARE REGISTRAR:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway, APPLECROSS WA 6153
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

TUNGSTEN MINING NL

ACN: 152 084 403

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

No shares will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.
Before completing this Application Form you should read the accompanying Prospectus and the instructions overleaf. Please print using BLOCK LETTERS.

I/We apply for:

, , Shares at AUD $0.20 per share
or such lesser number of Shares which may be allocated to me/us by their Directors.

I/We lodge full application of monies of:

A$, , .

Full Name of Applicant / Company
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (e.g.: THE SMITH SUPER FUND A/C)

<

>

Postal Address
Unit / Street Number Street Name or PO BOX

Suburb/Town/City State Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (e.g.: incorrect number, registration details do not match those registered) any securities issued will be held on the Issuer Sponsored subregister.

Contact Name

Contact Number

( )

Email Address

@

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

Declaration and Statements:

(1) I/We declare that all details and statements made by me/us are complete and accurate.
(2) I/We agree to be bound by the Terms & Conditions set out in the Prospectus and by the Constitution of the Company.
(3) I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Securities to me/us.
(4) I/We have received personally a copy of the Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
(5) I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus.
(6) I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

REGISTRY DATE STAMP

E & O.E.

HOW TO COMPLETE THE PUBLIC OFFER APPLICATION FORM

Applications must be made on the Public Offer Application Form attached to this Prospectus. Please complete all relevant parts of the Public Offer Application Form using BLOCK LETTERS.

a) Enter the NUMBER OF SHARES you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.

b) Enter the TOTAL AMOUNT of Application Money payable. To calculate the amount, multiply the number of Shares applied for by $0.20.

c) Enter the FULL NAME(S) of all legal entities that are to be recorded as the registered holder(s). Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected.

d) Enter the POSTAL ADDRESS for all communications from the Company. Only one address can be recorded.

e) Enter a CONTACT NAME and TELEPHONE NUMBER(S) of a person the Share Registrar can speak to regarding any queries they may have on the Application.

f) The Company will become an Issuer Sponsored participant in the Australian Stock Exchange CHESS System. This enables a holder to receive a statement of their shareholdings from the Company's Share Registrar. If you are already a Broker Sponsored participant in this system, enter your Holder Identification Number (HIN). Otherwise, leave this box blank and your Shares will automatically be issued sponsored on allotment.

g) Enter the TAX FILE NUMBER(S) of the Applicant(s). Collection of Tax File Numbers is authorised by taxation laws. Quotation of Tax File Number(s) is not compulsory and will not affect the Application.

h) Enter the details of cheque(s) accompanying the Public Offer Application Form in payment of application monies.

DECLARATION AND STATEMENTS

Before completing the Public Offer Application Form the Applicant(s) should read the Prospectus dated 2 October 2012. The Applicant(s) agree(s), upon and subject to the terms of the Prospectus, to take any number of Shares equal to or less than the number of Shares indicated on the Public Offer Application Form that may be allotted to the Applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the Application.

If your Public Offer Application Form is not completed correctly, it may still be treated as valid. The Company's decision as to whether to treat your Application as valid, and how to construe, amend or complete it, shall be final.

There is no requirement to sign the Public Offer Application Form.

PAYMENT

Applications for Shares must be accompanied by the Application Money of $0.20 per Share (in Australian currency). Cheques should be made payable to "**Tungsten Mining NL – Share Account**" and crossed '**Not Negotiable**'.

Monies should be deposited to the following bank account **using the applicants name as reference**.

Payment by electronic transfer to:
ACCOUNT NAME: TUNGSTEN MINING NL BANK: NAB BSB: 086-006 ACCOUNT: 14-390-4541

LODGING OF APPLICATIONS

Completed Public Offer Application Forms and accompanying application monies must be:

Posted to:

Tungsten Mining NL
C/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

OR

Delivered to:

Tungsten Mining NL
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be **received** by no later than **5.00pm WST on the Closing Date (7 November 2012)** unless varied by the Company.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Tungsten Mining NL. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

Type of investor	**Correct form of registerable title**	**Incorrect form of registerable title**
Individual		
(use given names, not initials)	Peter David Jones	PD Jones
Company		
(use company title, not abbreviations)	AAA Pty Ltd	AAA P/L AAA Co.
Trusts		
(use trustee/s personal names; *do not use the name of the trust)*	Michelle Jones <Michelle Jones Family A/C>	Michelle Jones Family Trust
Deceased estates		
(use executor/s personal name/s)	James Jones <Est. James Jones A/C>	Estate of the late James Jones
Partnerships		
(use partners' personal names; *do not use the name of the partnership)*	James Jones and Peter Jones <James Jones and Son A/C>	James Jones and Son
Clubs/Incorporated bodies/business names		
(use office bearer/s personal name/s; *do not use the names of the clubs, etc.)*	Michael Jones <BBB Cricket Association A/C>	BBB Cricket Association
Superannuation funds		
(use name of trustee of fund; *do not use the name of the fund)*	Lisa Jones Pty Ltd <Super Fund A/C>	Lisa Jones Pty Ltd Superannuation Fund

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Priority Offer Application Form

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway, APPLECROSS WA 6153
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

TUNGSTEN MINING NL

ACN: 152 084 403

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

Before completing this Application Form you should read the accompanying Prospectus and the instructions overleaf. Please print using BLOCK LETTERS.

I/We apply for:

, , Shares at AUD $0.20 per share

or such lesser number of Shares which may be allocated to me/us by their Directors.

I/We lodge full application of monies of:

A$, , .

Full Name of Applicant / Company

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (e.g.: THE SMITH SUPER FUND A/C)

< >

Postal Address

Unit / Street Number Street Name or PO BOX

Suburb/Town/City State Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (e.g.: incorrect number, registration details do not match those registered) any securities issued will be held on the Issuer Sponsored subregister.

Contact Name

Contact Number

( )

Email Address

@

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

NOTE: These boxes apply to MAU and NTU holders ONLY and must be marked for the Priority to apply.

*I am a ☐ MAGNETIC RESOURCES NL ☐ NORTHERN MINERALS LIMITED

shareholder and my HIN/SRN is:

Declaration and Statements:

(1) I/We declare that all details and statements made by me/us are complete and accurate.
(2) I/We agree to be bound by the Terms & Conditions set out in the Prospectus and by the Constitution of the Company.
(3) I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Securities to me/us.
(4) I/We have received personally a copy of the Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
(5) I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

REGISTRY DATE STAMP

E & O.E.

HOW TO COMPLETE THE PRIORITY OFFER APPLICATION FORM

Applications must be made on the Priority Offer Application Form attached to this Prospectus. Please complete all relevant parts of the Priority Offer Application Form using BLOCK LETTERS.

a) Enter the NUMBER OF SHARES you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares.

b) Enter the TOTAL AMOUNT of Application Money payable. To calculate the amount, multiply the number of Shares applied for by $0.20.

c) Enter the FULL NAME(S) of all legal entities that are to be recorded as the registered holder(s). Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected.

d) Enter the POSTAL ADDRESS for all communications from the Company. Only one address can be recorded.

e) Enter a CONTACT NAME and TELEPHONE NUMBER(S) of a person the Share Registrar can speak to regarding any queries they may have on the Application.

f) The Company will become an Issuer Sponsored participant in the Australian Stock Exchange CHESS System. This enables a holder to receive a statement of their shareholdings from the Company's Share Registrar. If you are already a Broker Sponsored participant in this system, enter your Holder Identification Number (HIN). Otherwise, leave this box blank and your Shares will automatically be issued sponsored on allotment.

g) Enter the TAX FILE NUMBER(S) of the Applicant(s). Collection of Tax File Numbers is authorised by taxation laws. Quotation of Tax File Number(s) is not compulsory and will not affect the Application.

h) Enter the details of cheque(s) accompanying the Priority Offer Application Form in payment of application monies.

DECLARATION AND STATEMENTS

Before completing the Priority Offer Application Form the Applicant(s) should read the Prospectus dated 2 October 2012. The Applicant(s) agree(s), upon and subject to the terms of the Prospectus, to take any number of Shares equal to or less than the number of Shares indicated on the Priority Offer Application Form that may be allotted to the Applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the Application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the Application.

If your Priority Offer Application Form is not completed correctly, it may still be treated as valid. The Company's decision as to whether to treat your Application as valid, and how to construe, amend or complete it, shall be final.

There is no requirement to sign the Priority Offer Application Form.

PAYMENT

Applications for Shares must be accompanied by the Application Money of $0.20 per Share (in Australian currency). Cheques should be made payable to "**Tungsten Mining NL – Share Account**" and crossed '**Not Negotiable**'.

Monies should be deposited to the following bank account **using the applicants name as reference**.

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ACCOUNT NAME: TUNGSTEN MINING NL BANK: NAB BSB: 086-006 ACCOUNT: 14-390-4541

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PO Box 535
APPLECROSS WA 6953

OR

Delivered to:

Tungsten Mining NL
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be **received** by no later than **5.00pm WST on the Closing Date (7 November 2012)** unless varied by the Company.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Tungsten Mining NL. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

Type of investor	**Correct form of registerable title**	**Incorrect form of registerable title**
Individual		
(use given names, not initials)	Peter David Jones	PD Jones
Company		
(use company title, not abbreviations)	AAA Pty Ltd	AAA P/L AAA Co.
Trusts		
(use trustee/s personal names; *do not use the name of the trust)*	Michelle Jones <Michelle Jones Family A/C>	Michelle Jones Family Trust
Deceased estates		
(use executor/s personal name/s)	James Jones <Est. James Jones A/C>	Estate of the late James Jones
Partnerships		
(use partners' personal names; *do not use the name of the partnership)*	James Jones and Peter Jones <James Jones and Son A/C>	James Jones and Son
Clubs/Incorporated bodies/business names		
(use office bearer/s personal name/s; *do not use the names of the clubs, etc.)*	Michael Jones <BBB Cricket Association A/C>	BBB Cricket Association
Superannuation funds		
(use name of trustee of fund; *do not use the name of the fund)*	Lisa Jones Pty Ltd <Super Fund A/C>	Lisa Jones Pty Ltd Superannuation Fund

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Belmont WA 6104

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www.tungstenmining.com