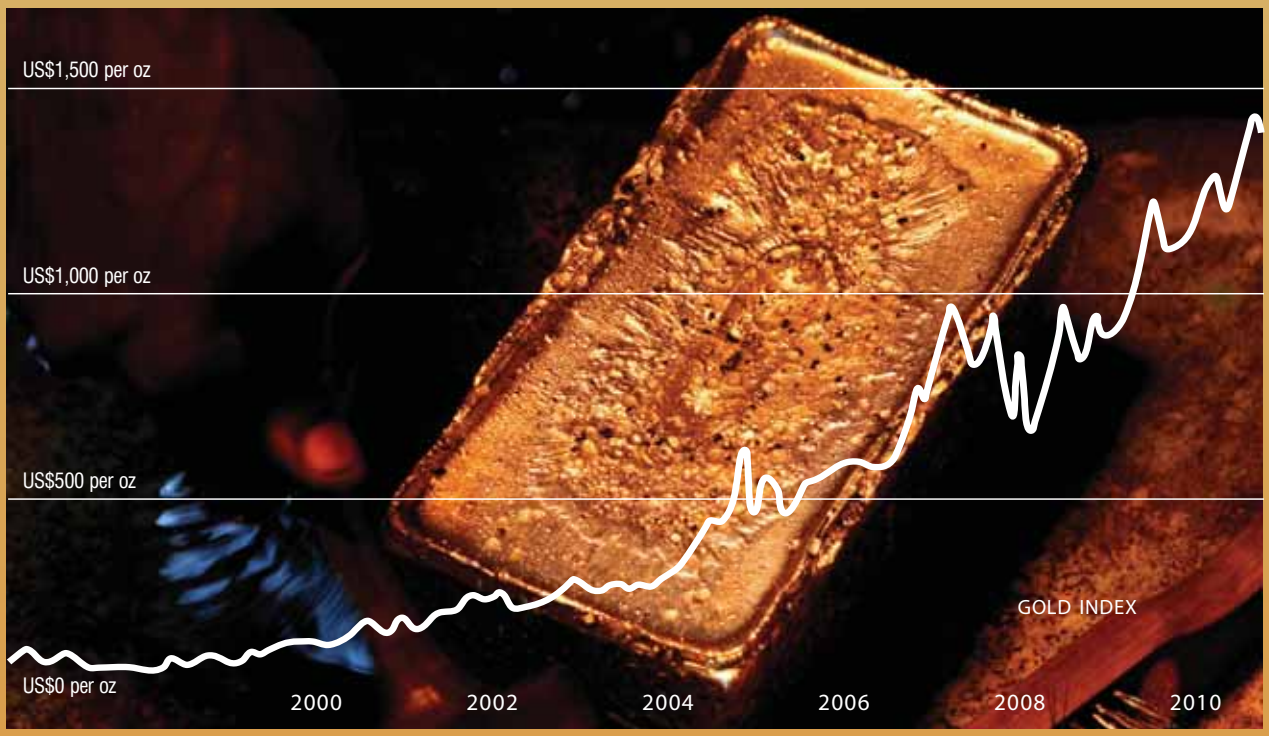

PROSPECTUS

For the offer of 22,500,000 fully paid ordinary shares at an issue price of 20 cents per share to raise $4,500,000 with a minimum subscription of $2,500,000.

COMMISSIONERS GOLD LIMITED IS AN EXPLORER FOR GOLD IN THE LACHLAN FOLD BELT, NEW SOUTH WALES

Novus Capital

Novus Capital Limited
Financial Advisor and Sponsoring Broker AFS Licence No.238168

COMMISSIONERS GOLD LIMITED

ACN 115 845 942
PROPOSED ASX CODE CGU

IMPORTANT INFORMATION

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the shares being offered under this Prospectus or any other matter then you should consult your stockbroker, accountant or other professional advisor.

The Shares offered by this Prospectus should be considered speculative.

Commissioners Gold Limited ACN 115 845 942

IMPORTANT INFORMATION

This Prospectus is dated 23 March 2011 and was lodged with the Australian Securities and Investments Commission ("ASIC") on that date. Neither ASIC nor ASX Limited ("ASX") takes any responsibility for the contents of this Prospectus. No Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The directors of and advisors to the Company do not guarantee the success of the Company, the repayment of capital, the payment of dividends or the price at which Shares will trade on ASX.

Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus that may be accessed on the internet at **www.commissionersgold.com.au**. The Offer of Shares pursuant to the electronic Prospectus is only available to persons receiving an electronic version of this Prospectus in Australia or New Zealand. The Corporations Act prohibits any person 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 email at **info@commissionersgold.com.au** or by calling 1800 858 505.

New Zealand

(a) This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings—Australia) Regulations 2008.

(b) This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the offer must be made.

(c) There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

(d) The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

(e) Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

(f) The taxation treatment of Australian securities is not the same as for New Zealand securities.

(g) If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

(h) The offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

(i) If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

(j) If the securities are able to be traded on a securities market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

Other Foreign Jurisdictions

This Prospectus does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. Distribution of this Prospectus in jurisdictions outside Australia and New Zealand 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.

Website Address

The Prospectus can be downloaded from **www.commissionersgold.com.au** or from Novus Capital Limited's website **www.novuscapital.com.au**.

Photographs and Diagrams

Items and undertakings depicted in photographs and diagrams in this Prospectus are not assets of the Company, unless otherwise stated. Diagrams appearing in this Prospectus are illustrative only and may not be drawn to scale.

Definitions

Throughout this Prospectus abbreviations and defined terms are used. Those relevant to mineral exploration are contained in the Glossary located in the Independent Geologist's Report in Section 5 of this Prospectus and other abbreviations and legal terms are contained in the Definitions in Section 10 of this Prospectus. Defined terms are generally identified by the uppercase first letter.

INVESTMENT HIGHLIGHTS AND RISKS

IMPORTANT

The Shares offered by this Prospectus are of a speculative nature. Prospective investors should carefully consider the risk factors outlined in Section 4 of this Prospectus.

The information in this Section is a key points summary only and is not intended to provide comprehensive details of the Offer. Prospective investors should read the full text of this Prospectus and, if in any doubt, consult with their professional advisors before deciding whether to apply for Shares. The Shares offered under this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Shares.

Investors are encouraged to read the Independent Geologist's Report in Section 5 of this Prospectus, the Independent Tenement Report in Section 7 of this Prospectus and the material contracts summaries in Section 8 of this Prospectus for futher information pertaining to the projects the Company has an interest in or a right to earn an interest in.

INVESTMENT RISKS

An investment in Commissioners Gold Limited has risks and prospective investors in the Company should refer to Section 4 of this Prospectus.

Risk factors include:

- Exploration work on the Company's tenements is at an early stage and there is no certainty that the Company can develop profitable mining operations on its tenements
- Metal prices and exchange rates are volatile and may make a discovery uneconomic
- Access difficulties may inhibit exploration programs
- Environmental, title and native title risks could delay or increase the cost of or restrict access to some areas

INVESTMENT HIGHLIGHTS

- Commissioners Gold is a gold exploration company focused on proving up economically viable deposits of gold in the world class Lachlan Fold Belt mineral province of New South Wales
- The Company has rigorously acquired a portfolio of six projects over six tenements, a ground area of over 500 square kilometres
- The Company owns 100% of each project, with the exception of EL 5939 where the Company is earning an initial 50% interest and EL 7702 where the Company is earning an initial 70% interest
- A series of pre-defined drill targets are prepared, with drilling on-going at Oberon ("Black Bullock") and at Cowarra near Cooma
- Behind this strategy and focus the Company has a well qualified, experienced Board of Directors and a sound project management team
- All Commissioners Gold projects are extremely well located in NSW with electricity, sealed roads and towns nearby.

TENEMENT LOCATION PLAN

Key Dates

Lodgement of this Prospectus with ASIC	23 March 2011
Opening Date of the Offer	7 April 2011
Expected Closing Date of the Offer	25 May 2011
Allotment of Shares and Dispatch of Holding Statements	3 June 2011
Expected date for Shares to commence trading on ASX	10 June 2011

The above dates are indicative only and may vary, subject to the requirements of the Listing Rules and the Corporations Act. The Directors reserve the right to close the Offer early.

Summary of the Offer

	Minimum Subscription $2,500,000		**Full Subscription $4,500,000**	
Offer price per Share	$0.20		$0.20	
Shares already on issue	20,980,000	60.9%	20,980,000	46.8%
Shares to be issued pursuant to this Offer	12,500,000	36.3%	22,500,000	50.2%
Performance shares-post IPO	950,000	2.8%	1,350,000	3.0%
Total shares on issue	34,430,000	100%	44,830,000	100%
Market Capitalisation at the Offer Price	$6,886,000		$8,966,000	

Refer to Section 1.5 of this Prospectus for further information, including details of Options.

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Commissioners Gold Limited is a Member of:
Association of Mining & Exploration Companies (AMEC)
AMPLA the Resources and Energy Law Association
New South Wales Minerals Council Ltd

23 March 2011

Dear Investor

On behalf of the Directors and the Commissioners Gold project team I am pleased to give you this opportunity to invest in ***Commissioners Gold Limited*** ("Company") and share in the ownership and future growth of the Company.

We named our company "Commissioners Gold Limited" as a tribute to the Gold Commissioners of colonial central west New South Wales. In that geological province (the Eastern Lachlan Fold Belt) there have been exciting recent discoveries like McPhillamys, together with the proving up of projects like Tomingley, Marsden and Dargues Reef. There are presently three major producing gold mines in the Eastern Lachlan: Cadia, Cowal and Northparkes.

Commissioners Gold Limited is an exploration company in a hurry. We have completed five years of solid groundwork and drilling on our tenements, and now seek to delineate a robust gold resource. To deliver on this there can be no substitute for drilling holes.

To fund further drilling the Company seeks to raise under this Prospectus $4,500,000 by the offer of 22,500,000 shares at an issue price of 20 cents per share, with a minimum subscription of $2,500,000.

In addition, the Company intends at a later date as a loyalty gesture to offer non-renounceable entitlement Options (and seek listing for those Options) to shareholders who are on the share register at a time to be set by the Board approximately three to five months after the Company's shares have been listed on the ASX. The non-renounceable entitlements issue of Options will be on the basis of 1 Option for each 3 shares held. The Options will be issued at a price of 1 cent each with an exercise price of 22 cents each and an expiry date of 15 June 2014. A disclosure document for the non-renounceable entitlements issue of Options will be issued when the Options are offered. Anyone who wishes to acquire the Options will need to complete the application form that will accompany the disclosure document.

A substantial proportion of the funds raised will be spent directly 'on the ground' on pre-defined targets, particularly at Cowarra, where there is a JORC-compliant Inferred Resource of 37,000 ounces of gold, at Black Bullock near Oberon and at Dalton.

This Prospectus contains full details of the Company's projects, its assets, management and its plan to create value for shareholders by growing a premium gold company focused on the discovery of high quality gold assets.

We value your initial investment. We do not take it for granted. The Board, together with its consultants and sub-contractors will work hard for you, using all their corporate, technical and geological skills towards early success.

I recommend investment in the Company to you and look forward to your participation in our on-going exploration success and the Company's acquisition of future strategic opportunities.

Sincerely,

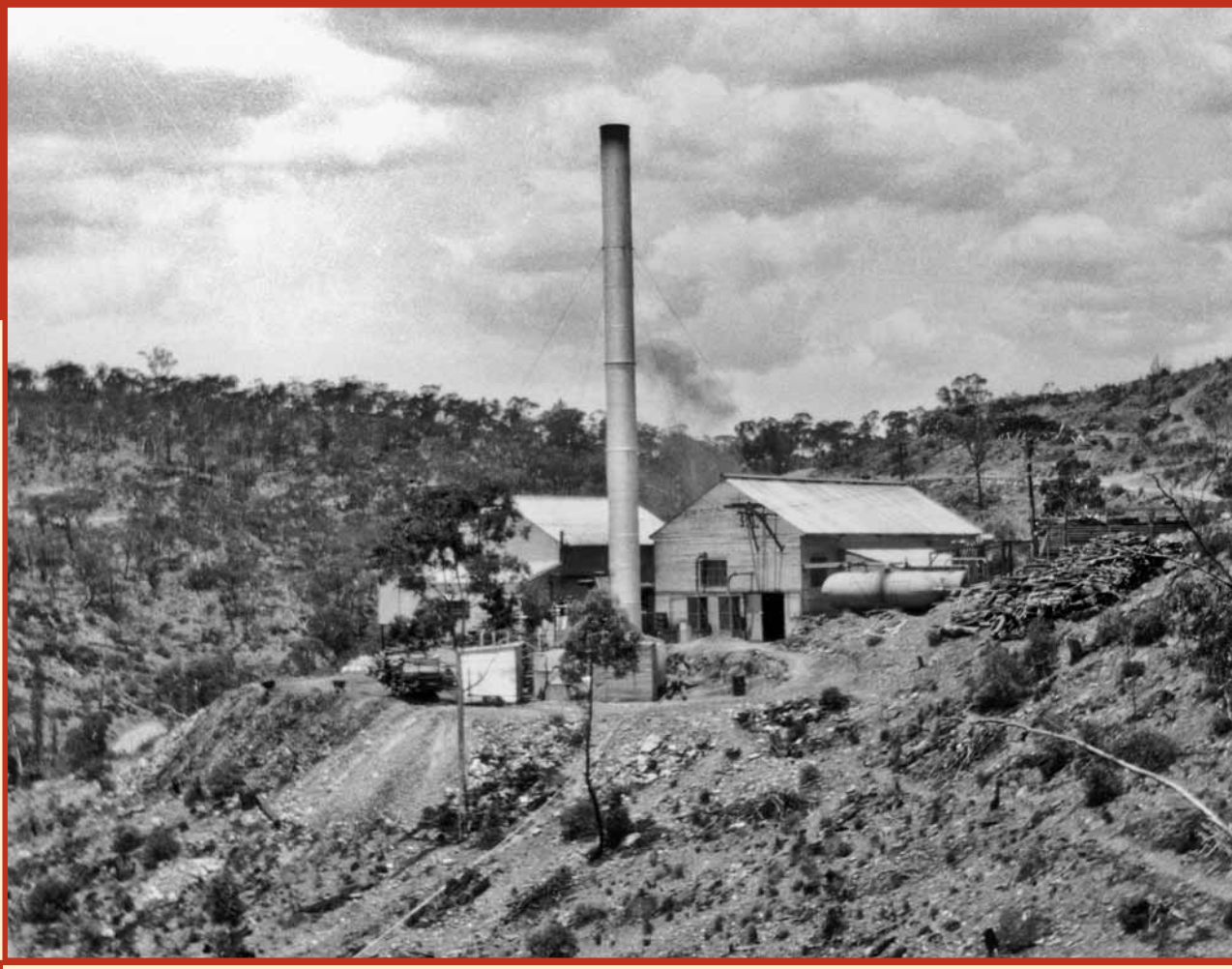
Chris Battye

Executive Chairman

Commissioners Gold Limited ACN 115 845 942 • creating value in resources • Box 5100, West Chatswood NSW 1515
• Telephone: +(612) 9410 3445 • Facsimile: +(612) 9410 0458 • Email: info@commissionersgold.com.au • Web: www.commissionersgold.com.au

1. DETAILS OF THE OFFER

1



Historic Cowarra gold mine site
Broken Hill Proprietary Co Ltd Processing Plant circa 1940-1942
From original photo donated to NSW Geological and Mining Museum by W. A. Bayley
Reproduced with permission of New South Wales Department of Industry and Investment, 2011

COMMISSIONERS GOLD LIMITED

1. DETAILS OF THE OFFER

1.1 Introduction

The information set out in this Section is not comprehensive and should be read together with the other information in this Prospectus.

1.2 The Offer and Subscription

The Company is offering 22,500,000 Shares for subscription at an Offer Price of 20 cents per Share to raise $4,500,000. The minimum subscription is 12,500,000 Shares.

All Shares issued pursuant to this Prospectus will be issued as fully paid ordinary shares and will rank equally in all respects with the Shares already on issue. The rights attaching to the Shares are summarised in Section 9.4 of this Prospectus.

If the minimum subscription for the Offer is not achieved within four months after the date of this Prospectus, the Company will repay all money received from Applicants, without interest.

1.3 Offer Period

The Offer will open on the Opening Date and will remain open until 5.00 pm (EST) on the Closing Date. The Company reserves the right to either open or close the Offer at an earlier time or date or to extend the time or date without prior notice. Applicants are encouraged to submit their Applications as early as possible.

1.4 Purpose of the Offer

The purpose of the Offer is to raise the necessary funds to allow the continued exploration of the projects described in this Prospectus.

The proposed application of funds over two years from the date on which the Shares allotted under this Prospectus are quoted on the ASX is as follows:

Use of Funds	Notes	Minimum Subscription $2,500,000	Maximum Subscription $4,500,000
Pre-offer cash		400,000	400,000
Total raised in the Offer	1	2,500,000	4,500,000
Total Funds Available		**2,900,000**	**4,900,000**
Exploration expenditure Year 1	2	600,000	850,000
Exploration expenditure Year 2	2	900,000	1,650,000
Issue Costs	3	485,000	617,500
Administration		500,000	500,000
Project acquisition opportunities and general working capital	4	415,000	1,282,500
Total funds applied		**2,900,000**	**4,900,000**

Notes:

1. If the Company raises more than the minimum subscription, but less than the maximum subscription amount of $4,500,000 the Company intends to apply these funds first to the issue costs and secondly to the exploration expenditure.
2. Exploration expenditure is more fully described in Section 2 of this Prospectus.
3. Refer to Section 9.9 of this Prospectus for a breakdown of the expenses of the Offer.
4. Unallocated working capital will be conserved to allow for evaluation of and securing of new exploration opportunities.

The Directors are satisfied that, upon completion of the Issue, the Company will have sufficient funds to meet its stated objectives for a period of at least two years.

It is possible that future acquisitions may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by project finance and/or equity issues (subject to shareholder approvals).

1.5 Capital Structure

Following completion of the Issue, the proposed issued capital structure of the Company will be as set out in the table below.

Rights attaching to the Shares are summarised in Section 9.4 of this Prospectus.

Terms and Conditions of the Options are summarised in Section 9.5 of this Prospectus.

1.6 Risk Factors

Investment in Shares under this Prospectus should be considered as speculative because of the inherent risks in mineral exploration. There are also inherent risks in the delineation of mineral reserves and in mineral production. A summary of some of the risk factors is set out in Section 4 of this Prospectus. Before submitting their Application, potential investors should read this Prospectus in full and consult their professional advisors if they require further information on the risks associated with investing in the Company.

	MINIMUM SUBSCRIPTION	% HOLDING	MAXIMUM SUBSCRIPTION	% HOLDING
ORDINARY SHARES ($0.20)				
Shares on Issue	20,980,000	60.9%	20,980,000	46.8%
Shares to be Issued in IPO Capital Raising	12,500,000	36.3%	22,500,000	50.2%
Shares to Novus Capital-post IPO	500,000	1.5%	900,000	2.0%
Shares to Managing Director and Spencer Hamilton-post IPO	450,000	1.3%	450,000	1.0%
Total Shares on Issue	**34,430,000**	**100.0%**	**44,830,000**	**100.0%**
Market Capitalisation at Offer Price	$6,886,000		$8,966,000	
UNLISTED OPTIONS				
Options $0.25 to Managing Director-expire 31.12.13	750,000		750,000	
Options $0.30 to Managing Director-expire 31.12.15	750,000		750,000	
Total	**1,500,000**		**1,500,000**	
Fully Diluted Capital Structure				
Assuming all Options exercised				
After 31.12.15				
Total Shares on Issue	34,430,000	95.8%	44,830,000	96.8%
Options $0.25 exercised	750,000	2.1%	750,000	1.6%
Options $0.30 exercised	750,000	2.1%	750,000	1.6%
Total Shares on issue	**35,930,000**	**100.0%**	**46,330,00**	**100.0%**

1.7 Application for Shares

Applications must be for a minimum of 10,000 Shares ($2,000) and thereafter in multiples of 1,000 Shares ($200) and can only be made by completing the Application Form attached to this Prospectus. The Company reserves the right to reject any Application or to allocate any investor fewer Shares than the number for which the Applicant has applied.

1.8 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 with ASIC. This period may be extended by ASIC for a further period of up to seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds.

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.

1.9 How to Apply

Applications under the Offer may be made, and will only be accepted, in one of the following forms:

- on the relevant Application Form accompanying this Prospectus; or
- on a paper copy of the relevant electronic Application Form which accompanies the electronic version of this Prospectus, both of which can be found at and can be downloaded from **www.commissionersgold.com.au** or Novus Capital Limited's website **www.novuscapital.com.au**.

Application Forms must be accompanied by a personal cheque or a bank draft, payable in Australian dollars, for an amount equal to the number of Shares for which you wish to apply multiplied by the Application Price of 20 cents per Share. Cheques or bank drafts should be made payable to **"Commissioners Gold Limited Share Application Account"** and crossed "Not Negotiable". No brokerage or stamp duty is payable by Applicants. The amount payable on Application will not vary during the period of the Offer.

Applicants should ensure that cleared funds are available at the time the Application is lodged, as dishonoured cheques will result in the Application being rejected. Application monies will be held in trust in a subscription account established and controlled by the Company until allotment has taken place.

Completed Application Forms should be delivered to:

Commissioners Gold Limited

c/o Registries Limited

Level 7, 207 Kent Street

SYDNEY NSW 2000

or posted to:

Commissioners Gold Limited

c/o Registries Limited

GPO Box 3993

SYDNEY NSW 2001

Application Forms must be received at one of the above addresses by no later than 5.00 pm (EST) on the Closing Date.

Detailed instructions on how to complete paper Application Forms are set out on the reverse of those forms. **You are not required to sign the Application Form.** The Company reserves the right to reject any Application (including where an Application Form has not been correctly completed) or allocate any person fewer Shares than that person applied for, or vary the dates and times of the Offer without prior notice and independently of other parts of the Offer. Where Applications are rejected or fewer Shares are allotted than applied for, surplus Application Money will be refunded. No interest will be paid on any Application Money refunded.

An Application may not be withdrawn after lodgement unless the Applicant is permitted to withdraw the Application in accordance with the Corporations Act.

1.10 Allocation and Allotment of Shares

Subject to ASX granting approval for quotation of the Shares, the allotment of Shares will occur as soon as practicable after the Offer closes. All Shares issued pursuant to the Offer will rank pari passu in all respects with the existing Shares of the Company. Holding statements will be dispatched as required by ASX. It is the responsibility of Applicants to determine their allocation prior to trading in Shares.

The Directors reserve the right to reject any Application or to allot a lesser number of Shares than subscribed for in an Application Form. If the number of Shares allocated is less than that applied for, or no allotment is made, the surplus Application Monies will be promptly refunded without interest.

1.11 Financial Advisor and Sponsoring Broker

Novus Capital Limited has agreed to act as Financial Advisor and Sponsoring Broker to the Offer. Details of the terms of appointment of the Financial Advisor and Sponsoring Broker, including fees payable, are set out in Section 8.5 of this Prospectus.

1.12 Brokerage and Handling Fees

Brokerage and/or handling fees on Applications will be payable by the Sponsoring Broker to member firms of ASX or licensed investment advisors on such Application Forms bearing their stamp and accepted by the Company.

1.13 Stock Exchange Listing

Application will be made to ASX within seven days after the date of this Prospectus for Quotation of the Shares issued pursuant to this Prospectus. If approval for Quotation of the Shares is not granted within three months after the date of this Prospectus, the Company will not allot or issue any Shares pursuant to the Offer and will repay all Application Money without interest as soon as practicable.

1.14 CHESS

The Company participates in the Clearing House Electronic Subregister System ("CHESS"), operated by ASX Settlement and Transfer Corporation Pty Ltd ("ASTC"), a wholly owned subsidiary of ASX, in accordance with the Listing Rules and ASTC Settlement Rules.

Under this system, the Company will not issue certificates to investors in relation to their Shares. Instead, Shareholders will receive a statement of their shareholdings in the Company.

If an investor is broker sponsored, ASTC will send them CHESS statements. The CHESS statements will set out the number of Shares allotted to each investor under this Prospectus, give details of the Shareholder's holder identification number ("HIN") and give the participant identification number of the sponsor.

Alternatively, if an investor is registered on the issuer sponsored sub register, the statements will be dispatched by the Share Registrar and will contain the number of Shares allotted under this Prospectus and the Shareholder's security holder reference number ("SRN").

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. A Shareholder may request a statement at any other time, however a charge may be made for additional statements.

1.15 Overseas Investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Lodgement of a duly completed Application Form will be taken by the Company as to constitute a representation that there has been no breach of such laws.

No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia or New Zealand.

The Offer pursuant to an electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia or New Zealand.

1.16 Privacy Act

The Company collects information about each Applicant from the Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this Prospectus and may disclose it for those purposes to the Share Registrar, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

If an Applicant becomes a Shareholder of the Company, the Corporations Act requires the Company to include information about the Shareholder (name, address and details of the Shares held) in its public registers. This information must remain in the registers even if that person ceases to be a Shareholder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with legal and regulatory requirements. Successful Applicants may request access to their personal information held by (or on behalf of) the Company by telephoning or writing to the Company Secretary.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

1.17 No Underwriting

The Offer is not underwritten.

1.18 Taxation

The Australian taxation consequences of any investment in Shares will depend upon an investor's particular circumstances. It is an obligation of investors to make their own enquiries concerning the taxation consequences of an investment in the Company. If you are in doubt as to the course of action you should take, you should consult your professional advisors.

1.19 Dividend Policy

The Company does not yet have a dividend policy. The Company has no immediate intention to declare or distribute dividends. Payment of future dividends will depend upon the future profitability and financial position of the Company.

1.20 Financial Forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

1.21 Investor Enquiries

This document is important and should be read in its entirety. Persons in doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

Additional copies of this Prospectus or further advice on how to complete the Application Form can be obtained from the Share Registrar by telephone on 1300 737 760, the Company by telephone on 1800 858 505 or Novus Capital Limited by telephone on (02) 9375 0104.

Questions relating to the Offer can be directed to the Company by telephone on (02) 9410 3445 or 04 3232 7015.

1.22 Restricted Securities

As a condition of admitting the Company to the Official List, ASX is expected to classify certain Shares and Options held prior to the date of this Prospectus as escrowed securities. Prior to Quotation it will be neccessary for these Shareholders and Optionholders to enter into restriction agreements with the Company. The effect of the restriction agreements will be that the restricted securities cannot be dealt with for a period as determined by ASX. Details of any determination by ASX will be released to the market prior to the commencement of trading in the Shares.

To the extent that:

- 8 million Shares held by Chris Battye are not subject to escrow for at least 24 months from Quotation;
- 800,000 Shares held by Robert McCauley, Wesley Harder and Keith Taylor or their nominees are not subject to escrow for at least 12 months from Quotation; or
- 450,000 Shares held by Robert McCauley and Spencer Hamilton Limited are not subject to escrow for at least 12 months from issue,

under the restricted securities provisions of the Listing Rules as referred to above, it is proposed that they will be subject to voluntary escrow for that period pursuant to various voluntary escrow agreements to be entered into by the holders of those Shares with the Company pursuant to which the holders agree (among other things) that for that period they will not do any of the following:

- dispose of, or agree or offer to dispose of, the Shares;
- create, or agree or offer to create, any security interest in the Shares; and
- do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the Shares.

2. OVERVIEW OF THE COMPANY AND PROJECTS

2

Commissioners Gold drilling at Black Bullock, Oberon 2010

Commissioners Gold was incorporated on 19 August 2005 as Nerriga Mining Group Pty Ltd and converted to a public company on 1 May 2008 and renamed Commissioners Gold Limited, for the purpose of exploration, development and investment in the resources sector.

2.1 SUMMARY OF THE COMPANY'S FOCUS

- On **gold**
- In a specific **geographic region**
- On a specific **geological province**, the Eastern Lachlan Fold Belt ("Eastern Lachlan")
- On a limited number of **mineralisation models** (IRG and Orogenic)

The Company's **exploration strategy** is to:

- **build on the JORC-compliant Inferred gold resource** at Cowarra
- focus on a limited number of **quality** projects – funds not dissipated by being spread too thinly
- exploration based **on science** not industry fashion – in target areas neglected by other explorers
- **prospective** projects – providing the option to farm out on favourable terms as a project is advanced
- **explore sequentially** – to maintain a pipeline of projects
- acquire **additional projects** mainly by application – spend funds on exploration rather than paying speculative vendors/prospectors, and
- **lean overheads** – focus both geologically and geographically, streamline administration and put the money into drilling holes in well thought out targets

This strategy is designed to build **long term wealth for shareholders** by advancing projects to a commercial development stage through well funded exploration.

This focused approach will develop specific company expertise that will produce a **competitive advantage** over other similar sized explorers.

2.2 COMPANY BACKGROUND

The paternal predecessor of the Company's Chairman, Chris Battye, was commissioned to the Central West (of which the Eastern Lachlan forms part) in the early 1850s and oversaw early gold production as a Police and Gold Commissioner.

As founding director Chris wanted to explore again these areas of family interest, utilising new techniques and new geological models.

Since the 1980s most exploration in the area has concentrated on copper-gold porphyry targets. For a number of reasons the Company's tenements were largely overlooked during this 1980s "gold rush". The Directors believe this ground includes a number of obvious exploration targets that can be tested rapidly and cheaply.

Initially it was Tertiary alluvials in the old Shoalhaven goldfield that the Company intended to exploit using a dry separation plant. The Company's founder, Chris Battye, had previously operated wet gravity separation plants as a machine sapphire miner in Queensland. While investigating this the Company discussed economies of scale with tenement neighbour Pioneer Resources Ltd ("Pioneer"), the outcome of which was the purchase of the Pioneer tenements outright to amalgamate the extensive high terrace auriferous drifts into a single project.

With the appointment in 2005 of GJN Enterprises Pty Ltd trading as Geos Mining ("Geos Mining") as project managers and geological consultants the Company changed focus from alluvial to hard rock exploration (IRG and Orogenic). Geos Mining recommended further prospective areas, which were acquired by the Company. The Directors believe the Company's present portfolio of tenements represent the best potential to enhance shareholder wealth.

2.3 WHY EASTERN LACHLAN FOLD BELT?

The significant resurgence in the gold mining industry of New South Wales in recent years is centred on the Lachlan Fold Belt.

The Eastern Lachlan, with major gold mining projects at Cadia, Peak Hill, Lake Cowal and Northparkes, has the mining infrastructure and know-how to make further investment worthwhile. The region already has the skills base, infrastructure and service industries to support future mining operations.

2.4 OVERVIEW OF PROJECTS

EASTERN LACHLAN FOLD BELT

The Company's Directors consider the Lachlan Fold Belt (LFB) to be New South Wales' most prospective area for new gold discoveries. Prospects have been greatly enhanced by ongoing company exploration of the area, the commissioning of successful mining operations and State Government initiatives. Payable gold was first discovered in the Eastern Lachlan in 1851 and discoveries are still being announced. Recent gold discoveries include Newcrest Mining Limited's Marsden deposit (discovered in 1997 and now estimated to contain over 1.2 million ounces of gold), Alkane Resources Limited's Tomingley project (initial discovery in 2001, now estimated to be an 840,000 ounce gold resource) and the more recent Alkane Resources Limited's/Newmont Mining Inc.'s discovery at McPhillamys. Newcrest Mining Limited has continually increased the resource base at its world class Cadia project since opening in 1998. In addition, in the last few years, new resources have been proved up in a number of old mining areas, including at Hill End, Broula King and Dargues Reef.

Most modern exploration in the Eastern Lachlan has been focused on gold with base metal/copper deposits. Compared to other parts of the Lachlan Fold Belt, the Company's licences have in general been subject to only cursory previous exploration, with the Dalton and Mongarlowe areas only having been tested by a handful of shallow holes in each case.

Only the advanced Cowarra and Black Bullock prospects in the Oberon project have been tested by any drilling.

The regional geology of the Company's projects is well understood, all projects contain historic gold mines and all contain specific targets for exploration. Only a small portion of each licence is masked by thick Tertiary or Quaternary cover rocks; elsewhere potential host rocks either outcrop or are covered by relatively thin soil profiles. **The Company's directors consider that its projects present good opportunities for modest exploration expenditure to result in significant gold discoveries.**

EXPLORATION MODELS

The Company's exploration strategy will incorporate both follow up of known prospects in the short term and grassroots exploration to generate additional targets. Grassroots exploration will use two main models of gold deposition to focus its exploration, the intrusion-related gold model ('IRG") and the orogenic gold model. Prospect assessment will incorporate a mineral systems approach to evaluate potential deposition mechanisms and direct testwork towards those areas most likely to host economic gold grades.

Many kinds of precious and base metal deposits are genetically associated with igneous intrusions, but the class of IRG deposits contains a group of mineralisation styles associated with specific types of intrusions. These intrusions are identified by their chemistry, in particular the oxidation state and aluminium content, and a continental tectonic location, generally some distance from active convergent plate boundaries.

The IRG class of deposits includes some giant deposits (eg, Fort Knox, Alaska with 215 tonnes of contained gold and Kidston, Australia with 108 tonnes of contained gold). Malachite Resources NL's smaller Phoenix deposit is a recent NSW discovery in this class.

Mineralisation associated with these intrusions is typically fairly low in sulphides and associated with bismuth, arsenic, tellurium and other elements, including tungsten and molybdenum, contains pyrrhotite and arsenopyrite and is often associated with carbonate-rich hydrothermal fluids.

The ***Black Bullock*** deposit has previously been classed as an epithermal deposit but fluid inclusion work indicates that it may be more closely related to the IRG class. The Black Bullock project area shows many characteristics associated with IRG deposits, in particular a significant bismuth - gold signature associated with prospective granitoids.

Parts of the ***Mongarlowe*** project and possibly the ***Dalton*** project also show prospectivity for IRG class deposits.

Orogenic gold deposits are formed when metamorphism squeezes out fluids from a thick pile of dominantly fine grained sediments. These fluids scavenge gold from the sediments. Gold is usually then deposited in fractures, often associated with folding (eg Ballarat and Bendigo) or faulting. In some cases gold can also be deposited in disseminated pyrite – gold deposits associated with regional folding, such as in the giant Sukhoi Log deposit in Russia. Structural control is important in localising orogenic gold deposits.

Although a well known class of deposit, orogenic gold deposits have not been fashionable exploration targets in the Eastern Lachlan, despite the existence of large deposits at Hill End and many other well known deposits including recent discoveries at Tomingley and McPhillamys.

The Dalton and Mongarlowe projects are prospective for orogenic gold deposits.

Other exploration models will not be ignored. In particular the Muttama Licence may be prospective for volcanogenic deposits.

EXPLORATION TIMETABLE

The Company aims to develop drilling targets as soon as possible on each of its tenements. Priorities are as follows:

1. Cowarra – drill test shallow targets (Firestone, Ambassador, Prime Minister) with short RC holes. Deeper diamond core drilling under the Victoria-Ambassador system will aim to intersect a more extensive feeder vein swarm.
2. Black Bullock – completion of drilling main targets. This drilling program, commenced in 2010, has been delayed by weather conditions and drill rig availability.
3. Dalton – testing the Dalton line of workings as potential open cut targets.
4. Drill testing of targets identified from preliminary exploration programs at Mongarlowe, Corang and Muttama.

Power connection to Cowarra.

SUMMARY OF TENEMENTS

Project	Tenement Number	Date Granted	Area (km^2)	Company Equity (%)	Expenditure Commitment ($/annum)
COWARRA	EL 5939	30.04.02	33	Earning 50-85	250,000[1]
OBERON	EL 7702	09.02.11	23	Earning 70	24,000[2]
DALTON	EL 6922	24.10.07	116	100	73,000
MONGARLOWE	EL 6919	24.10.07	101	100	66,000
MUTTAMA	EL 6920	24.10.07	93	100	63,000
CORANG	EL 6921	24.10.07	139	100	78,000

Notes:

1. EL 5939 is held by Capital Mining Limited. The Company to spend at least $500,000 over two and a half years to earn a 50% interest in the tenement (see Section 8.3 of this Prospectus).
2. EL 7702 is held by Central West Gold NL. The Company to spend $350,000 by 30 June 2012 to earn a 70% interest in the tenement (see Section 8.2 of this Prospectus).

Further details of the tenements can be found in Section 7 of this Prospectus.

SUMMARY WORK PROGRAMS AND BUDGETS

Project	Tenement Number	Work Programs	Budget Year 1	Budget Year 2
COWARRA	EL 5939	Surface mapping & sampling	50,000	
		Drilling	200,000	250,000
OBERON	EL 7702	Geochemical sampling	20,000	
		Drilling	100,000	220,000
DALTON	EL 6922	Geochemical Sampling	20,000	
		Ground geophysics	60,000	
		Drilling		180,000
MONGARLOWE	EL 6919	Geochemical Sampling	20,000	
		Ground geophysics	50,000	
		Drilling		100,000
CORANG	EL 6921	Geochemical Sampling	30,000	
		Reinterpret geophysics	20,000	
		Drilling		100,000
MUTTAMA	EL 6920	Geochemical sampling	10,000	
		Reinterpret geophysics	20,000	
		Drilling		50,000
TOTALS			**600,000**	**900,000**

Note: the above budgets are based on the minimum raising of $2.5 million.

COWARRA – EL 5939

The Cowarra project is a joint venture with Capital Mining Limited and is located approximately 100km south of Canberra and 40km north of Cooma. The project consists of the historic Cowarra gold mine and a number of nearby workings within tightly folded and sheared Ordovician metasediments. The sediments have been intruded by the Silurian Bega Batholith, which outcrops to the east of the EL.

Gold mineralisation at Cowarra is hosted by sulphide-rich lodes developed within a prominent shear structure that can be traced along strike for over 17km.

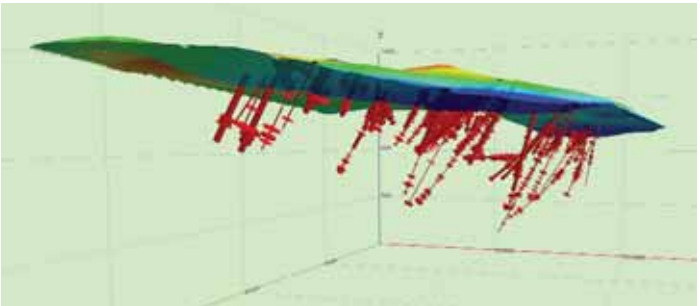
In the Cowarra area, alluvial gold discoveries in the 1860s led to small scale mining by a number of individuals and syndicates, which in total produced around 50,000 ounces of gold up to 1921. Broken Hill Proprietary Co. Ltd operated a 4-level underground mine on the Victoria Zone from 1935 to 1942 (closed due to labour shortages), producing almost 15,000 ounces of gold from 55,000 tonnes of high-grade ore (average 8.5 g/t Au). Horizon Pacific Limited re-opened the BHP gold mine in 1984 and produced an extra 19,000 ounces of gold from 95,000 tonnes of ore (average 6.3 g/t Au) from underground and small open cut mines up until closure in 1988.

Capital Mining Limited acquired the EL in 2009 and completed geological mapping and sampling programs. Mineral resource estimation was completed in October 2009, returning total Inferred Resources of around 500,000 tonnes at an average grade of 2.3 g/t Au, **containing approximately 37,000 ounces of gold.**

Subsequent to the mineral resource estimation, Capital Mining Limited completed five diamond drillholes, two each on the Cowarra and Princess zones and one on the Ambassador zone.

The Victoria zone remains open along strike to the north and down-dip. Several other nearby zones also hold potential for mineral resources, including the Princess, Democrat, Prime Minister and Vanderbilt zones. These deposits are priority targets for the Commissioners Gold/Capital Mining Limited JV and drilling programs are planned.

COWARRA GOLD MINE : 3D LONG SECTION IMAGE



3D image of surface topographic contours and subsurface historic and recent drilling sectional traces viewed from below looking north-west. The image shows gold assay values below surface, as red petals as recorded in the drill holes.

COWARRA PROJECT DRILLING RESULTS
HIGHLIGHTS OF RESULTS OF FIRST PASS DIAMOND DRILLING PROGRAM

DRILL HOLE	INTERSECTION	FROM	TO	LENGTH	GOLD	COMMENT
	No. samples	*m*	*m*	*metres*	*g/t*	
10CWD_V1	3	158.33	160.66	2.3	9.71	Main target zone – Victoria Lode, inc 19.1 g/t Au over 0.33m
	3	167.26	168.33	1.07	3.68	
10CWD_V3A	3	107.12	108.45	1.33	5.15	Main target zone – Victoria Lode
	Including	107.12	107.46	0.34	10.55	Semi-massive sulphide
10CWD_P3	3	26.00	28.10	2.10	5.81	Semi-massive sulphide; possible Victoria Lode extension
	Including	27.72	28.10	0.38	28.70	
10CWD_A1	9	30.10	38.17	8.07	4.48	0.8 g/t cut off; main Ambassador lode target
	Including	34.91	36.58	1.67	17.07	5.0 g/t cut off

DRILLING BY THE PROPERTY'S FORMER OWNER, ATLAS RESOURCES PTY LTD (ACN 003 463 036) INCLUDED:

- 6.5m @ 6.2 g/t gold from 39m in CRC001-Victoria Lode;
- 4.0m @ 5.6 g/t gold from 41m in CRC003-Victoria Lode;
- 5.0m @ 11.2 g/t gold from 64m in CRC022-Victoria Lode;
- 2.0m @ 14.4 g/t gold from 8m in CRC007-Princess Lode;
- 4.0m @ 10.8 g/t gold from 69m in CRC029-Democrat Lode.

EL 5939 also contains exploration targets at Back Creek (gold anomaly in soils), Firestone Ridge (gold in rock chips) and the JMT prospect (gold anomalies in stream sediments and soils). Follow-up exploration programs will be undertaken on these prospects to define drilling targets.

OBERON PROJECT – EL 7702

The Oberon Project is located immediately north of the NSW central western town of Oberon. The area was selected for its potential for intrusion-related gold deposits. The current tenement EL 7702 is held by Central West Gold NL ("CWG"), with Commissioners Gold farming-in to the project. The new EL replaces the previous EL 6016, with additional units to the west and south of the Black Bullock prospect.

The main target at Oberon is the advanced Black Bullock prospect, where gold in volcanic-associated chert horizons and breccia zones has been tested by previous drilling (mostly RC but including six diamond core holes) and IP surveys.

Mining at Black Bullock is reported as producing approximately 4,700 tonnes @ 22 g/t gold and 120 g/t silver between 1896 and 1905. The workings comprised a 36 metre deep shaft and had drives extending 54 metres out from the shaft. A number of companies have carried out exploration in the area with the majority of the work being:

- RC and diamond drilling (94 holes),
- Soil and rock chip sampling, and
- Magnetic and IP geophysical surveys.

Ground magnetics and an IP survey were carried out by BP Australia Gold Pty Ltd in 1984. The IP survey was done with 50 metre readings on 200 metre line spacing. Unfortunately, only about two thirds of the Black Bullock mineralised zone is covered by the IP survey, with the survey ending in the middle of two of the known mineralised zones (Mt Gossan and North West Ridge zones).

Processing of the IP data defined three main zones of IP chargeability anomalies, interpreted to be due to zones of disseminated sulphides. Most of the previous drilling was not well directed, as it was done prior to remodelling of the IP data. Despite this, the drilling intersected several significant zones of gold +/- silver mineralisation.

The figure below shows the IP solids with drilling and significant >1 g/t Au intersections in red. The table below shows the grades intersected.

Both the North West Ridge ("NWR") and Trig zones are open along strike. The NWR zone appears to be steeply plunging and is probably cut off to the south by a fault that disrupts the IP zone. The possible continuation of this zone has not been drilled. In addition the Central zone of IP anomalism has been intersected by only two holes, one of which intersected >1 g/t gold (3m @ 2.26 g/t Au). The southeast zone of IP anomalism, which is highly conductive, has not yet been drilled. The Company plans to extend the IP survey and carry out drilling to delineate resources.

In addition, grass roots exploration at Oberon will focus on potential for intrusion-related gold deposits using both geochemical and geophysical methods.

DALTON PROJECT – EL 6922

This project, adjacent to the town of Dalton, contains three main groups of historic gold workings hosted by shear zones. Mineralisation is interpreted to be orogenic in style, although the eastern part of the exploration licence may also have potential for IRG deposits.

Exploration records show the historic high grade workings have not been subject to much modern exploration, with inconclusive drilling of only one historic mine. Recent surface sampling at the Dalton mine has confirmed the high grade mineralisation in the shears, with results up to 29 ppm Au, and has confirmed that gold mineralisation is found in a number of separate shear structures along the main trend. These results have increased the prospectivity of this area.

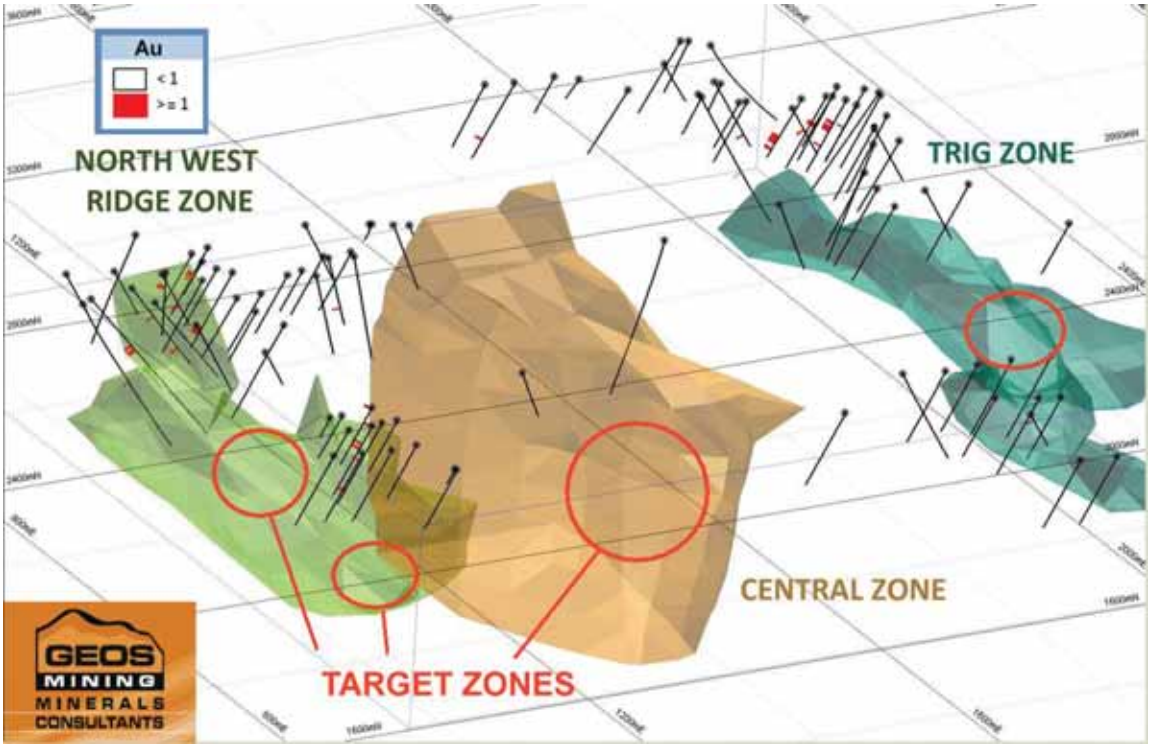
The Company sees this project, with near-surface gold in identified structures, as prospective to rapidly develop a small scale open cut operation.

MONGARLOWE PROJECT – EL 6919

This project covers part of the old Shoalhaven goldfield near Braidwood, with historic mining having taken place along the entire 60 km length of the tenement. Within the project area recorded alluvial production far exceeds the recorded reef production, indicating much of the source of the alluvial gold remains to be discovered. Known reefs are described as being narrow and high grade, but stockwork systems are also recorded.

Important known reefs are located along a 3.5 km long structure at Mongarlowe, including the Alma May Mine, which was last worked in the 1970s. Further south, the Rise and Shine mine may be a distal IRG deposit related to the Braidwood granite, which is a well known source of gold. Commmissioners Gold considers both areas to be good exploration targets.

Modern exploration of reefs and alluvials is almost non-existent. Only a handful of drillholes have been drilled. No previous modern explorer has controlled the entire Mongarlowe gold mining field; Commissioners Gold has the first opportunity for integrated modern assessment of this promising field.



BLACK BULLOCK PROSPECT – IP SOLIDS AND DRILLHOLES – Source: Geos Mining

Perspective view looking NE. Grid lines are spaced at 400m

Hole	From (m)	To (m)	Thick (m)	Type	grams per tonne Au	Ag	m*Au†	Zone
NRP001	50	56	6	RC	1.19	33	7.1	NWR
NRP001	102	119	17	RC	2.13	65	36.2	NWR
PWC011	2	12	10	Core	0.85	1	8.5	Central
PWC014	30	44	14	Core	2.25	4	31.5	Trig
PWC021	74	86	12	Core	3.10	77	37.2	NWR
PWC033	16	28	12	Core	1.57	11	18.8	NWR
PWC034	30	32	2	Core	2.90	0	5.8	Trig
WCD003	90.26	95.5	5.24	Core	3.57	4	18.7	Central
WCD004	81	100	19	Core	4.04	15	76.8	NWR
WCP041	38	49	11	RC	1.22	3	13.4	Trig
WCP044	51	73	22	RC	1.22	1	26.8	Trig
WCP049	49	53	4	RC	1.92	19	7.7	NWR
WCP050	60	75	15	RC	0.61	10	9.2	NWR
WCP055	74	80	6	RC	1.49	2	8.9	Trig
WCP060	0	43	43	RC	0.84	2	36.1	Central
WCP062	84	87	3	RC	2.80	0	8.4	Trig
WCP067	15	27	12	RC	0.96	3	11.5	NWR
WCP070	30	36	6	RC	1.43	3	8.6	Trig
WCP076	6	15	9	RC	0.75	1	6.8	Central

BLACK BULLOCK PROSPECT – SIGNIFICANT DRILLHOLE INTERSECTIONS

†m*Au = Thickness times Au

CORANG PROJECT – EL 6921

EL 6921, to the north of the Mongarlowe project, contains a number of historical gold workings, both alluvial and reef style, that have produced approximately 20,000 ounces of gold in total. Previous exploration of the EL area began in the 1960s, with the majority of the work focused on specific old workings. Work carried out has included mapping, sampling, airborne geophysics and minor RAB drilling.

Little systematic work seems to have been done to understand the area as a whole, or to determine the relationships between the individual deposits and the host rocks.

The proposed exploration programs on EL 6921 will aim to delineate the most prospective areas of high level alluvials by mapping and field validation of previous interpretations, possible trenching and bulk sampling to ascertain potential grades. Hard rock quartz vein deposits will also be evaluated.

Further exploration will be dependent upon results and may include aeromagnetics and RC and diamond drilling.

MUTTAMA PROJECT – EL 6920

The Muttama project near Cootamundra covers a major suture in the Lachlan Orogen that is postulated to have controlled deep fluid flow. **The Company's licence includes the historic Muttama goldfield, and is located between Cortona Resources Limited's Christmas Gift and Booths Reward projects. Cortona Resources Limited has announced significant gold intersections at both projects.** The Company will explore for similar styles of mineralisation at Muttama.

PROPOSED PROGRAMS AND BUDGETS

Commissioners Gold proposes to conduct multi-stage exploration programs on its exploration licences, with initial low-cost mapping, sampling and geophysics programs aiming to define drilling targets. Progress towards higher-cost drilling programs will depend upon success in the earlier programs and will only be undertaken if the targets are interpreted to be of sufficient size and grade to potentially host an economic orebody.

FUTURE OPPORTUNITIES

Part of the funds raised under this Prospectus will be held in reserve for assessment of opportunities that may be presented to the Company from time to time. Such opportunities may be in the form of joint venture offers or projects defined by the Company's project management team as being worthy of acquisition and assessment.

EL 5939 – Cowarra (Capital Mining JV)

- Surface geological mapping and geochemical sampling of the northern section of the mineralised corridor.
- Reverse circulation and/or diamond drilling at Ambassador-Vanderbilt, Cowarra Deeps and Firestone Ridge.
- Compilation of data to develop a block model and estimation of resources.
- Metallurgical testwork.

EL 7702 – Oberon (Central West Gold JV)

- Completion of drilling programs on the Black Bullock prospect, Northwest Zone.
- Surface mapping and geochemical sampling of mineralised zones to the west of and along strike of the Black Bullock mineralisation.
- Reverse circulation and/or diamond drilling at Black Bullock or on targets defined by the mapping and sampling programs.

EL 6919 – Mongarlowe

- Surface geological mapping and geochemical sampling of selected mineralised zones.
- Interpretation of open file aeromagnetic data to define basement structures and possible hidden intrusions.
- Ground geophysics surveys (EM/IP/magnetics) over the Rise and Shine line of workings.
- Reverse circulation and/or diamond drilling on targets defined by the mapping, sampling and geophysics programs.

EL 6920 – Muttama

- Surface geological mapping and geochemical sampling of mineralised zones defined by historical workings.
- Reinterpretation of open file airborne magnetics to define structures and possible hidden intrusions.
- Reverse circulation and/or diamond drilling on targets defined by the mapping, sampling and geophysics programs.

EL 6921 – Corang

- Surface geological mapping and geochemical sampling of prospective mineralised zones.
- Bulk sampling of high level alluvials.
- Interpretation of open file aeromagnetic data to define basement structures and possible hidden intrusions.
- Reverse circulation and/or diamond drilling on targets defined by the mapping, sampling and geophysics programs.

EL 6922 – Dalton

- Trenching, geological mapping and geochemical sampling across mineralised zones of the Dalton line of workings.
- Ground geophysics to define structures.
- Reverse circulation and/or diamond drilling on targets defined by the mapping, sampling and geophysics programs.

Budget

The following two-year exploration budget is estimated for the Commissioners Gold projects. Ongoing exploration programs and budget will be subject to modification depending upon the results obtained from exploration activities.

2.5 Exploration Programs and Budgets

The scope of ongoing work will be partly determined by the results of the initial drilling programs as well as the amount of funds raised under this Prospectus. It is emphasised that the proposed programs and budgets rely on current knowledge and exploration concepts and are based on the assumption that results will be sufficiently encouraging to justify a continuous work program. The actual activities carried out and the allocation of funds will be subject to frequent rigorous technical review and may be varied depending on the results achieved as the exploration programs progress.

2.6 Competent Person Statement

The information in Section 2 of this Prospectus that relates to the Cowarra Mineral Resource is based on information compiled by Mr Stewart Capp of Derwent Geoscience Pty Ltd. Mr Capp is a Member of the Australasian Institute of Mining and Metallurgy. Mr Capp has a minimum of five years experience that is relevant to the styles of mineralisation and types of deposit under consideration at Cowarra and to the activity that he 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" (the JORC Code). Mr Capp consents to the inclusion of this information in this Prospectus in the form and context in which it appears.

The remaining information in Section 2 of this Prospectus which relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Ms Sue Border, Principal Geologist of the consultant to Commissioners Gold Limited, Geos Mining. Ms Border is a Fellow of the Australasian Insitute of Mining and Metallurgy (CP) and the Australian Institute of Geoscientists. Ms Border has a minimum of five years experience that is relevant to the styles of mineralisation and types of deposit under consideration and to the activity that 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" (the JORC Code). Ms Border consents to the inclusion of this information in this Prospectus in the form and context in which it appears.

Project	EL No	Expend Commit $'000pa	Minimum Subscription $'000			Maximum Subscription $'000		
			Year 1	Year 2	Total	Year 1	Year 2	Total
Cowarra	5939	42	250	250	500	500	500	1000
Oberon	7702	24	120	220	340	120	350	470
Dalton	6922	73	80	180	260	80	280	360
Mongarlowe	6919	66	70	100	170	70	250	320
Corang	6921	78	50	100	150	50	170	220
Muttama	6920	63	30	50	80	30	100	130
	TOTAL	**346**	**600**	**900**	**1500**	**850**	**1650**	**2500**

3. DIRECTORS AND MANAGEMENT

3

COMMISSIONERS GOLD LIMITED

3. BOARD OF DIRECTORS

CHRISTOPHER BATTYE

Executive Chairman
BLegS

Chris Battye provided the impetus in founding Commissioners Gold in 2005 as a New South Wales focused minerals exploration company and identified the Company's key project acquisitions with the assistance of Geos Mining. His interest was sparked by a paternal predecessor who became a Gold Commissioner in the Lachlan Fold Belt in the 1850s.

Before admission as a solicitor in 1984 Chris had careers in media and mining, being a machine sapphire miner on the Anakie Field, Queensland. Since admission, Chris has worked for a major CBD law firm, as well as regionally in Bathurst and Ballina. In the late eighties he purchased one of Sydney's oldest practices, transforming it into a low cost high volume retail conveyancing business with five outlets, a model he has repeated at Chatswood (The Conveyancing Shop).

Chris has represented mining companies and has co-ordinated a dolomite feasibility study for a Queensland miner.

ROBERT JOHN McCAULEY

Managing Director
BSc, MRICS(Aust.UK), MAICD, MIS Aust, Cert.Prof.SSI, Chartered Surveyor, Licensed Surveyor

Robert McCauley was appointed Managing Director of Commissioners Gold in February 2011. He was the founding CEO (2006-2010) of Capital Mining Limited ("Capital Mining") and was instrumental in Capital Mining's successful capital raising and debut on the ASX in March 2007. He is currently a Non Executive Director of Capital Mining.

Robert is a Chartered Surveyor and Management Consultant with over 30 years experience in the mining, engineering and construction industries with companies such as Worsley Alumina Pty Ltd, Sir Alexander Gibb & Partners, BHP Ltd and Boral Limited. Projects include Boddington Gold Mine (WA); Monasavu Hydro Electric Scheme, Fiji and the North West Shelf Liquefied Natural Gas Project (WA).

He is a graduate of Curtin University, Perth WA; a Member of the Institution of Surveyors, Australia; a Certified Professional of the Spatial Sciences Institute; a Member of the Royal Institution of Chartered Surveyors and a Member of the Australian Institute of Company Directors.

ROBERT JOHN WARING

Non Executive Director
BEc, CA, FCIS, FFin, FAICD, MAusIMM

Robert Waring has over 30 years experience in financial accounting and company secretarial roles, principally in the resources industry. Robert is company secretary for several public companies listed on the ASX.

He was a director of an ASX listed exploration company for 15 years.

Robert has specialist skills in the preparation of company prospectuses, due diligence work and financial assessment of projects and companies. He has a keen interest in the equity markets.

Robert is a founding Executive Director of Spencer Hamilton Limited.

WESLEY MARTIN HARDER

Non Executive Director
BSc. Dip SIA. MAus IMM

Wes Harder is a former gold analyst with Jackson Ltd Stockbrokers and has also worked as a gold, mining and resource analyst with stockbrokers Ord Minnett and Frank Renouf. He has also worked as a field exploration geologist for some 15 years in Australia and its near neighbours including Sumatra, Irian Jaya in Indonesia, New Britain and mainland Papua New Guinea, Solomon Islands and Fiji.
In Australia Wes has worked in New South Wales, Queensland, the Northern Territory and Tasmania. He has worked in tropical and temperate (both wet and dry) climates, searching for a range of mineral commodities including gold, copper, uranium and coal for major companies such as Placer Prospecting Pty Ltd, Newmont Mining Inc. and Pancontinental Mining Limited. He was a founding Director and CEO of Zinico Resources NL (and its successors) for a period of seven years and has conducted his own consultancy firm for many years.

MANAGEMENT

KEITH TAYLOR
Company Secretary
MCom, MBA, CPA, FCIS, F Fin

Keith Taylor is an experienced company secretary having previously served on several ASX listed company Boards, and a number of private companies. He has a strong knowledge of resource company financial requirements and management.

Keith also does consulting work for Novus Capital Limited, a licensed dealer in securities. His previous positions have included work at the Australian Securities Commission and eight years with an Australian Merchant Bank, providing advice on mergers and acquisitions, tax effective funding and corporate restructuring.

SUE BORDER
Project Manager
BSc (Hons), Gr Dip, FAIG, FAusIMM, MMICA

Sue Border is a geologist with over 30 years experience in the minerals industry. Sue specialises in project management and reserve estimation. Her broad experience includes periods as a mine geologist, consultant, academic, and exploration manager before founding Geos Mining.

Specifically, as exploration manager, Sue discovered and developed Staurolite Ridge, a large garnet deposit, subsequently mined.

Sue has built up an exploration portfolio for a $15 million public float on a very limited budget and successfully negotiated joint ventures.

Together with her husband Geoff she has built Geos Mining into a team of 30 varied professionals consulting in a wide range of minerals and coal related fields. Sue has experience in a wide variety of industrial minerals and metals and has carried out research in geostatistics and mine quality control. She is a Fellow of AusIMM (Australasian Institute of Mining and Metallurgy) and AIG (Australian Institute of Geoscientists), and is a member of MICA (Mineral Industry Consultants Association).

MURRAY HUTTON
Technical Manager
BA (Hons, Geology), MAIG JORC competence in gold and base metals

Murray Hutton is a geologist with over 30 years experience in the minerals exploration industry. He has worked on gold and base metals projects throughout Eastern Australia and the Southwest Pacific region, including Papua New Guinea, Philippines, Fiji, Vietnam and Indonesia. He has also worked on coal projects in New South Wales, lithium brines projects in Argentina and oil shale projects in Sweden and Estonia.

Murray has been involved in all aspects of minerals exploration, from project conception and grassroots exploration through to detailed project evaluation, drilling programs and mineral resource estimations. His experience makes him competent in resource estimations for a broad range of gold and base metals deposits.

Since 2007, Murray has been employed by the Sydney-based consultancy Geos Mining in charge of the Gold and Base Metals Group, which provides services for in excess of 20 clients throughout the world.

ALAN SHEPHERD
Equipment Manager

Alan Shepherd is the Company's 'man on the ground'. Alan has had a lifetime's practical industry experience, having commenced his mining career at the age of 17 with his father Kevin Shepherd, a contract mining operator.
Alan soon became indispensable on project startups, being involved over the years with numerous companies on their plant and allied equipment requirements for gold and mineral, sand and aggregate and other extractive production plants along the eastern seaboard.
Alan will be 'on the ground' with Geos Mining on future field work.

4. RISK FACTORS

4

Adverse weather conditions during Commissioners Gold drill program at Black Bullock, Oberon, December 2010

4.1 Introduction

The Shares offered under this Prospectus should be considered speculative because of the nature of the commercial activities of the Company. Whilst the Directors commend the Offer, potential investors should be aware that an investment in the Company involves risks, which may be higher than the risks associated with an investment in other companies.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's activities and its involvement in the exploration industry. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the proposed activities of the Company.

Persons considering whether or not to invest in the Company should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate, before any decision is made to apply for Shares. Prospective investors should consider whether the Shares offered are a suitable investment for them having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. If in any doubt, they should consult with their professional advisors before deciding whether to apply for Shares.

The following, which is not exhaustive, identifies some of the major risks associated with an investment in the Company, of which potential investors need to be aware before making a decision on whether or not to invest in the Company's Shares.

4.2 General

General risks associated with investment in the Company may include:

- fluctuation of the price at which the Company's Shares trade due to market factors;
- price volatility of the Company's Shares in response to factors such as:
  - additions or departures of key personnel
  - litigation and legislative change
  - newspaper or other media reports; and
  - actual or anticipated variations in the Company's operating results.

4.3 Exploration

Exploration is inherently associated with risk. Notwithstanding the experience, knowledge and careful evaluation a company brings to an exploration project there is no assurance that recoverable mineral resources will be identified. Even if identified, other factors such as technical difficulties, geological conditions, adverse changes in government policy or legislation or lack of access to sufficient funding may mean that the resource is not economically recoverable or may otherwise preclude the Company from successfully exploiting the resource.

4.4 Development and Mining

Possible future development of mining operations at any of the Company's projects is also subject to numerous risks. The Company's operations may be delayed or prevented as a result of weather conditions, mechanical difficulties, shortage of technical expertise or equipment. There may be difficulties with obtaining government and/or third party approvals, operational difficulties encountered with extraction and production activities, unexpected shortages or increase in the price of consumables, plant and equipment, cost overruns or lack of access to required levels of funding.

If the Company commences production, its operations may be curtailed or disrupted by a number of risks beyond its control such as environmental hazards, industrial accidents and disputes, technical failures, unusual or unexpected geological conditions, adverse weather conditions, fires, explosions and other accidents.

The Company's operations may be adversely affected by higher than anticipated ore treatment costs, worse than anticipated metallurgical conditions, fluctuations in base and metal prices or lack of availability of smelter capacity.

No assurance can be given that the Company will achieve commercial viability through development of any of its projects.

4.5 Limited Operating Experience and Reliance on Key Personnel

While its Directors and management team have significant experience in the mining exploration industry, the Company has only limited operating experience. If growth objectives are to be met, this will depend on the ability of the Directors and management to implement the current exploration strategies and to adapt, where necessary, to accommodate and manage any unforeseen difficulties. Initially, the Company will rely heavily on the experience of its existing management team and Directors. The loss of the services of certain personnel could have an adverse effect on the Company and its activities.

4.6 Resource Estimations

Resource estimates are inherently imprecise as they are expressions of judgement at a particular time based on available information, interpreted using experience and resource modelling techniques. The estimates, while made by qualified professionals, may change over time as other information becomes available which differs from information known or predicted by past drilling, sampling and geological interpretation. Estimates remain subject to change which may adversely affect the Company's operations or the commercial viability of its projects.

4.7 Commodity and Currency Price Volatility

Commodity prices are subject to influencing factors beyond the control of the Company and can be subject to significant fluctuations. Just some of these influencing factors include:

- world demand for particular commodities
- the level of production costs in major commodity producing regions
- expectations regarding inflation, interest rates and US dollar exchange rates.

Any significant and/or sustained fluctuation in exchange rates or commodity prices could have a materially adverse affect on the Company's operations and its financial position.

4.8 Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may 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:

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

4.9 Tenure and Access

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved.

Tenements are subject to numerous State-specific legislative conditions. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

4.10 Compulsory Work Obligations

Tenements are subject to expenditure and work commitments which must be met in order to keep such tenements in good standing. These commitments may be varied on application by the tenement holder but any such variation is at the sole discretion of the Minister administering the relevant State mining legislation. If no variation is approved, and there is failure to meet the commitments, this could lead to forfeiture of the tenement.

4.11 Shortage of Funding

The funds raised by the Offer will be used to carry out work on the Company's projects as detailed in this Prospectus. If the Company incurs unexpected costs or is unable to generate sufficient operating income, further funding may be required. The Company may require additional funding to carry out further exploration, undertake feasibility studies, develop mining operations and/or acquire new projects. Any additional financing through share issues may dilute shareholdings acquired under this Prospectus. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations.

4.12 Joint Ventures

The Company undertakes two projects and may wish to undertake future projects through joint venture arrangements. Any joint ventures entered into by, or interests in joint ventures assigned to, the Company could be affected by the failure or default of any of the joint venture participants.

4.13 Government Policy

Changes in government, monetary policies, taxation (including the introduction of the Commonwealth Government's proposed Mineral Resources Rent Tax) and other laws can have a significant influence on the outlook for companies and the return to investors.

4.14 Insurance Risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

4.15 Competition Risk

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company 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 Environmental

The Company's projects are subject to both the relevant State and also Commonwealth laws and regulations relating to environmental matters. Should the Company proceed to development of one or more mines, it could be expected that such developments would have numerous environmental impacts which would require various statutory approvals to be put in place. There is no guarantee that such approvals would be granted. The Company intends to conduct its operations in an environmentally responsible manner and in accordance with relevant legislation. However, the Company is unable to predict the effect of future changes to environmental legislation or policy and the cost effect of such changes on its operations and financial position.

4.17 Native Title and Aboriginal Heritage

The *Native Title Act 1993* (Cth) recognises certain rights of indigenous Australians over land where those rights have not been extinguished. These rights, where they exist, may impact on the ability of the Company to carry out exploration or obtain production tenements. In applying for certain production tenements, the Company must observe the provisions of Native Title legislation (where applicable) and Aboriginal Heritage legislation which protects Aboriginal sites and objects of significance.

In certain circumstances the consent of registered Native Title claimants must be obtained prior to carrying out certain activities on land to which their claim relates. It is possible that the terms of registered Native Title agreements may restrict the Company's ability to gain access to its tenements and conduct exploration, development and mining operations, or that the conditions imposed by Native Title claimants on such consent may be on terms unacceptable to the Company.

5. INDEPENDENT GEOLOGIST'S REPORT

5

Peter Goldner, Principal, Goldner & Associates

GOLDNER & ASSOCIATES

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18 March 2011

The Directors
Commissioners Gold Limited
18/47 Neridah Street
Chatswood
NSW 2067

INDEPENDENT GEOLOGIST'S REPORT

COMMISSIONERS GOLD LIMITED – NEW SOUTH WALES EXPLORATION PROJECTS
Prepared by
GOLDNER AND ASSOCIATES

Dear Sirs,

Please find attached the Goldner and Associates ("GA") Independent Geologist's Report ("IGR") on the mineral exploration projects and joint venture interests of Commissioners Gold Limited ("Commissioners" or "the Company") in eastern New South Wales ("NSW"), Australia. The report comprises an Introduction, Executive Summary and Risk Summary, followed by a review of each of the projects. This includes a description of the geology and mineralisation, exploration history and results of prior exploration as well as the results of Commissioners' work to date. The Company's planned exploration programs and budgets are also reviewed.

The IGR and GA's assessment, is primarily based on information provided by Commissioners, its consultants GJN Enterprises Pty Ltd, trading as Geos Mining, and in the case of the Cowarra project, Capital Mining Limited ("Capital Mining"). Where appropriate, historical project open file reports lodged with the New South Wales Department of Primary Industries – Mineral Resources ("DPI-MR") have also been reviewed. Discussions were also held with Geos Mining concerning Commissioners' proposed exploration programs and budgets and with Capital Mining in respect to the on-going work proposed for the Cowarra Project.

GA specialises in technical due diligence and review work on exploration and mining projects. GA has been involved in numerous such studies and has prepared a number of IGRs for inclusion in prospectuses.

We trust that the report adequately and appropriately describes all relevant geological aspects of the projects and addresses issues of significance.

This GA report has been prepared solely for inclusion in the Commissioners Gold Limited prospectus dated on or about 23 March 2011 relating to the proposed equity raising of up to $4.5 million ("M"), with a minimum raising of $2.5M by the issue of fully paid ordinary shares at a price of $0.20/share and should not be used or relied upon for any other purpose. Neither the whole nor any part of this report nor any reference thereto may be included in or with or attached to any document or used for any other purpose, without GA's written consent to the form and context in which it appears.

Yours faithfully
GOLDNER & ASSOCIATES

Peter T Goldner
Managing Director and Principal Consultant

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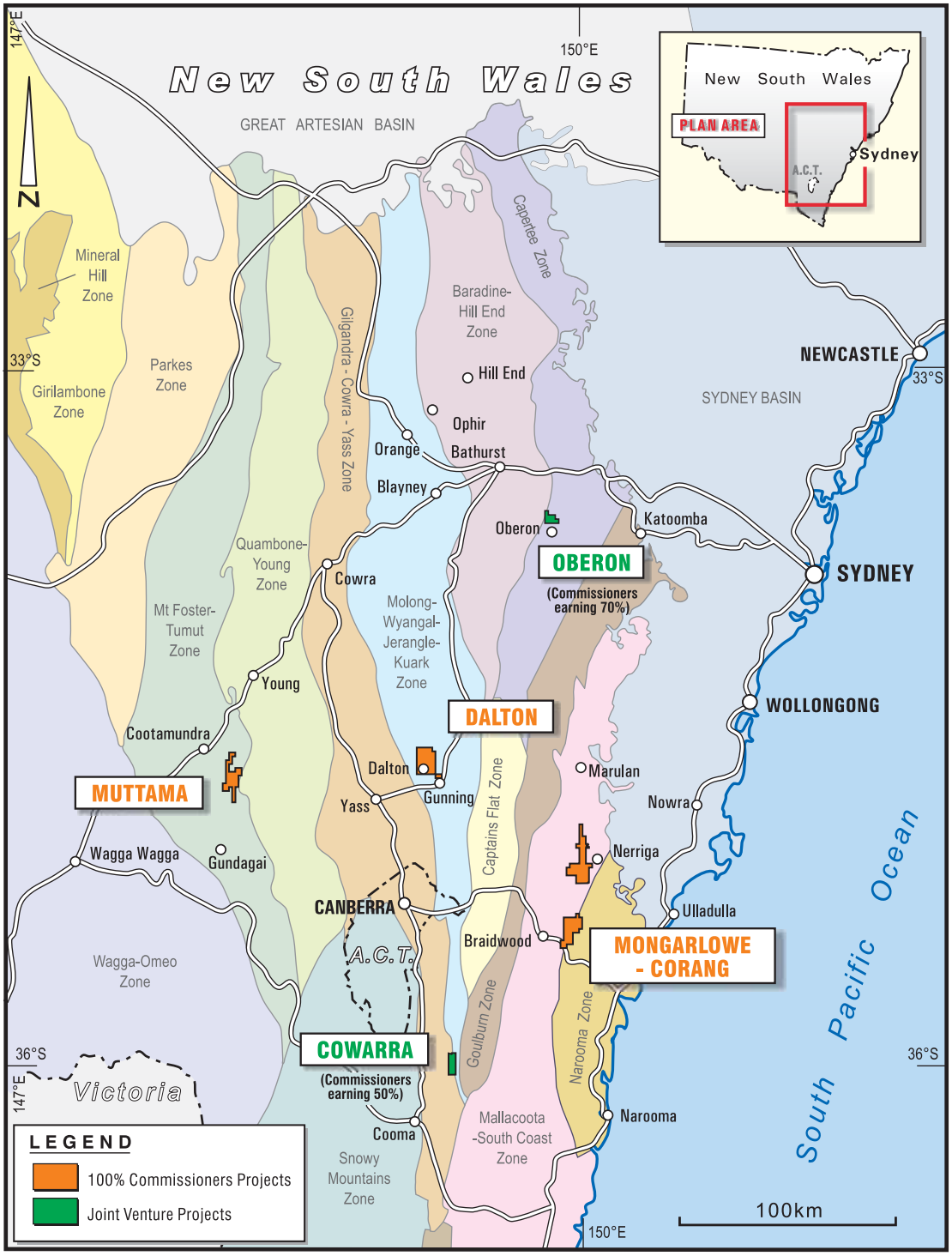
1.0 INTRODUCTION

Commissioners Gold Limited ("Commissioners" or "the Company"), ACN 115 845 942, owns or has interests in a portfolio of five mineral exploration projects in the Lachlan Fold Belt ("LFB") in eastern NSW as shown on Figure 1. Three areas are held 100% by Commissioners (Dalton, Mongarlowe-Corang and Muttama). The company can earn an equity interest of 70% and 50% respectively in the Oberon and Cowarra project areas by funding exploration as detailed in Section 6 of this IGR. The aggregate area in which Commissioners is actively exploring totals approximately 505 km^2.

Commissioners plans to raise up to $4.5M, by the issue of fully paid ordinary shares at an offer price of $0.20 per share (with a minimum subscription of $2.5m), through an Initial Public Offering ("IPO") prior to listing Commissioners on the Australian Stock Exchange ("ASX"). The funds raised will be utilised to explore and, if warranted, develop the mineral exploration projects detailed above. Programs and budgets have been prepared for both the $4.5M and $2.5M capital raising alternatives.

GA visited four of the project areas in December 2007 accompanied by Ms Sue Border, Principal Geologist of Geos Mining, and visited the Cowarra project in January 2011 with directors of Capital Mining Limited ("Capital Mining"). GA has not conducted a due diligence review of the status of the various tenements or such matters as environmental, native title or landowner issues that may affect the Commissioners tenement interests as this work is being undertaken by others as part of the legal due diligence. GA has however included some comments with respect to these issues based on information in an Independent Exploration Titles Report prepared by Hetherington Exploration & Mining Title Services Pty Ltd ("the Hetherington Report"). The Hetherington Report is included elsewhere in this prospectus.

This GA report is primarily based on information provided by Commissioners and in the case of the Cowarra Project by Capital Mining. GA's assessment of the projects and proposed exploration programs and budgets is based on technical reviews of project data, site visits to each of the areas and discussions with the appropriate technical Geos Mining and Capital Mining personnel. However any forecasts and projections cannot be assured and factors both within and beyond the control of Commissioners could cause the actual outcomes to be materially different from GA's assessments contained in this report.



Commissioners Gold Limited

Tectonic Elements of the Lachlan Fold Belt and Project Locations

Figure 1

Goldner and Associates

2.0 EXECUTIVE SUMMARY

With the exception of Cowarra Project (EL 5939) and the Oberon Project (EL 7702), in which Commissioners is earning a 50% and 70% interest respectively, the Company holds a 100% interest in the project tenements covered in this report and plans to allocate the funds raised in exploring the gold potential of all five project areas.

All project areas are located in the eastern portion of the highly mineralised and prospective Lachlan Fold Belt and each project contains a number of historical mines, mineralised prospects and/or anomalies that have been identified by prior exploration that warrant further exploration. Commissioners' proposed programs and budgets for each area are summarised on Table 2.1 and described in later sections of the IGR.

All projects are readily accessible from Sydney by road and in all cases access within the project tenements is provided by a combination of public roads and farm tracks. Year round exploration of all areas should be possible.

Cowarra

The Cowarra Project, represented by EL 5939 held by Capital Mining, is located about 40km north of Cooma in Southern NSW. Commissioners has entered into a farm-in joint venture heads of agreement that enables the Company to earn a 50% interest in the tenement for an expenditure of $500,000 over a period of two and a half years.

The project area is predominantly underlain by tightly folded and sheared, interbedded fine grained metasediments of Ordovician age predominantly dipping steeply east. The Silurian Bega Batholith has intruded the Ordovician sequence to the east of the EL 5939.

Two brief periods of company-scale, predominantly underground mining, 1940 to 1942 and 1986 to 1988 produced a total of 33,903 oz of gold from 149,971 tonnes of ore treated with the ore dominantly derived from the Victoria zone. Inclusion of the estimated earlier production by prospectors and syndicates would suggest a total historical production from the project of in excess of 83,500 oz of gold.

Gold mineralisation at Cowarra occurs as a series of high-grade, parallel to sub-parallel sulphide-rich lode horizons developed within a prominent shear structure that can be traced for a strike length of over 17km. Five main sub-parallel mineralised zones are traceable over a distance approximately 2.2km in the immediate vicinity of the Cowarra mine and other historical workings occur elsewhere in the area held.

At the Cowarra Mine, the Victoria zone of lodes dip 70° to 80° east and mineralised shoots plunge north at between 20° to 30° with a number of smaller transverse shoots plunging 60° north. Individual veins, 1-3m wide, are sporadically developed along strike and down dip, resulting in the formation of en-echelon mineralised shoots up to 100m in length separated by 3-20m of barren rock. The defined high-grade shoots at Victoria (A, B, C and X) occur in the southern portion of the mine. Previous mining was predominantly from the B and C shoots with a small tonnage derived from the X-lode. The ore previously mined from underground consisted of un-oxidised sulphide-rich (predominantly pyrite with lesser arsenopyrite and pyrrhotite); some free gold was present in the ore. High metallurgical recoveries were achieved.

A recent open pit block model resource estimate was commissioned by Capital Mining Limited and was based on 16 of a total of 32 Reverse Circulation Percussion ("RCP") drilled by the previous project owner. The resource estimate included the upper portions of the Victoria lode (above the 1-level of the historic Cowarra mine) and a portion of the Princess lode and utilises a lower cut-off grade of 1g/t Au and an upper cut-off grade of 8.0g/t Au. The resultant Inferred Mineral Resource totalled 501,000 tonnes at 2.3g/t Au (i.e. about 37,000 oz of contained gold). Five diamond core holes subsequently drilled by Capital Mining into the Victoria, Princess and Ambassador lodes have essentially confirmed the presence of narrow high grade gold mineralisation at each of the lode horizons.

Reprocessed airborne magnetic data indicates the Cowarra lodes are located within a narrow, north-south trending magnetic corridor that is intersected by a number of southwest trending structures, possibly representing large granitoid dykes. One of the southwest trending structures passes directly underneath the Cowarra mine workings.

Capital Mining identified a number of regional prospects, generally indicated by the presence of historical exploration pits and shallow workings, within EL 5939 (Firestone Ridge and Back Creek) within the magnetic corridor to the south of the Cowarra mine area. Subsequent soil geochemical surveys, augmented by rock chip sampling, confirmed the presence of anomalous gold (and arsenic) values.

The program and budget proposed by Capital Mining (the technical manager under the farm-in arrangement), will include mapping and sampling of the prospective magnetic corridor to the north of the Cowarra mine area and a RCP drilling program to evaluate the Firestone Ridge prospect. Five diamond core holes have been planned to further evaluate the Ambassador lode and, depending on results, subsequent bulk sampling of the Ambassador mineralisation may be considered. Revision and updating of the Victoria resource estimate, incorporating the results from Capital Mining's DDH program, is also planned. The first year budget is $250,000 and $500,000 under the $2.5m and $4.5m capital raising scenarios respectively.

Oberon

The Oberon project consists of a recently granted exploration licence, EL 7702, held by Central West Gold NL ("Central West") in which Commissioners is earning a 70% interest by funding exploration. The town of Oberon, just to the south of EL 7702, is accessible by sealed highways from both Bathurst and Sydney.

The project area is underlain by the Ordovician Adaminaby Group (interbedded sandstones, siltstones and carbonaceous shales) and the Carbonne Group (volcanics and volcaniclastic sediments). These units are overlain by the Silurian Mumbil Group consisting of sandstone, shale and limestone. The sequence has been folded and intruded by a series of Carboniferous granitoid plutons, often exhibiting well developed metamorphic aureoles.

The main centre of known mineralisation within the Oberon Project, the Black Bullock gold prospect in the northeast portion of EL 7702, is hosted within a folded, well jointed, silicified and altered fine grained siltstone unit. Mesothermal-style gold-sulphide mineralisation is associated with north-striking hydrothermal quartz vein breccias and minor limonite-rich (after sulphides) breccias. A number of gold anomalies have been identified by soil and rock chip geochemical sampling and these have been variously drill tested by previous explorers and more recently by Commissioners. The dominant sulphide is pyrite however other sulphides noted include arsenopyrite, pyrrhotite, stibnite, galena and sphalerite. Although a significant amount of previous, predominantly wide spaced and shallow drilling has been undertaken in the Black Bullock area it has not adequately tested the deeper potential. Most of the prior exploration has been undertaken by major resource companies seeking large tonnage, low grade deposits and consequently the potential for more modest sized but higher grade deposits, of interest to Commissioners, may not have been effectively evaluated by previous explorers. Initial drill testing by Commissioners in 2010, to further evaluate some of the known zones of mineralisation, while not intersecting any significant mineralisation, was not completed as planned due to drill availability issues; two of the originally planned holes to evaluate separate IP targets remain to be drilled. Consequently the potential of the Black Bullock prospect has not been comprehensively evaluated and there remain a number of other prospects within the project area requiring exploration.

The two-year program and budget developed by Commissioners will initially involve completing the original drilling program at Black Bullock and undertaking mapping and geochemical sampling in the area of known historical workings in the western and southern portions of EL 7702. The first year budget, under both IPO raising scenarios, is $120,000.

Dalton

The Dalton Project, consisting of granted EL 6922, lies immediately adjacent to the village of Dalton located some 50km west of Goulburn. The area is predominantly underlain by a monotonous series of deep water sediments consisting of alternating bands of shale, slate, siltstone sandstone/quartzite and some limestone intruded by lenticular granitoid bodies.

The known gold mineralisation within the project tenement is associated with narrow shear zones paralleling the bedding planes within the host sediments. The Dalton and Coronation groups of mine workings, some 5km apart, are possibly localised on the same regional, north northeast trending, shear zone while the Jerrawa Creek workings lie on a separate shear zone further to the west. The gold mineralisation, invariably associated with vein quartz, typically occurs as native gold in the oxide zone and appears to be closely associated with arsenopyrite and pyrite below the level of oxidation.

From the available open file records it appears that gold-focussed exploration by prior groups has been generally quite limited and previous drilling appears to have been restricted to 5 percussion holes drilled in the area of the Coronation Group of workings. The area does not appear to have been subjected to stream sediment sampling by previous explorers.

Commissioners completed geochemical sampling over three zones within EL 6922 in 2010, the results suggesting continuity of gold anomalism between the known workings. The next two-year program and budget will include trenching, mapping and geochemical sampling as well as ground geophysical surveys across the anomalous zones. If encouraging results are obtained areas of interest will be further investigated by RCP and/or diamond drilling. The proposed first year exploration budget, under both IPO raising scenarios, is $80,000.

Mongarlowe-Corang

The Mongarlowe-Corang project, located some 230km southwest of Sydney and about 40km southeast of Goulburn, consists of two non-contiguous granted tenements (ELs 6919 and 6921) covering deeply incised drainages associated with the Shoalhaven and Mongarlowe Rivers. Numerous historical gold workings occur throughout the project tenements with the previous mining largely focussed on both alluvial gravels in the current drainages as well as on paleo-alluvial accumulations associated with Tertiary drainages.

Limited historical gold mining activity also targeted a number of structurally controlled lode deposits within the underlying Ordovician metasedimentary basement units. The main historical lode workings generally appear to be localised along a northeasterly trending lineament and consist of gold associated with quartz veins and quartz stockworks. Two main groups of lode gold deposits are known from within the project tenements; the southern prospects in the Rise and Shine/Alma May/Day Dawn area within EL 6919 and the less well known northern prospects in the Mantons Reef-Jasper Valley area of EL 6921.

Both the Mongarlowe and Corang areas have a number of known lode-style gold and Corang tenement also contains a number of high-level alluvials. At Corang the proposed work program includes interpretation of open-file remote sensing data, geological mapping and reconnaissance geochemical sampling. In addition some bulk sampling of the known high level auriferous alluvials is contemplated as these are considered to hold the most promise for the development of a small-scale mine. In the Mongarlowe tenement detailed grid geochemical surveys are proposed over a number of the known lode gold prospects similar to the program completed by Commissioners over the Rise and Shine workings. Ground geophysical surveys followed by drilling will be undertaken as warranted in both tenements. The first year budget allocation for the combined areas is $120,000 under both IPO raising scenarios.

Muttama

The Muttama Project, consisting of EL 6920, is located some 18km southeast of Cootamundra in southeastern NSW. The project tenement is underlain by a sequence of Cambrian metamorphosed oceanic sediments and mafic to ultramafic volcanics. These units are in faulted contact with the overlying Silurian Blowering Formation predominantly consisting of porphyritic dacitic volcaniclastics interbedded with fine grained metasediments. Most of the known historical gold workings appear to be closely associated with the faulted contacts of the Blowering Formation.

- In the south of the project tenement, gold workings are located along an 11km strike length of the western faulted contact of the Blowering Formation extending from north of the Muttama group of mines through the Excelsior workings to the Booths Reward area, the latter being located south of the tenement. At Muttama previous exploration data indicates the gold occurs in small, north-plunging shoots within narrow quartz veins hosted by metasediments and, to a lesser extent, in porphyritic dacites.
- In the north of the project tenement, the Democrat mine (within the tenement) also occurs on the western faulted contact of the Blowering Formation as do the Christmas Gift/Venables mines in the Cullinga area just to the north of the tenement.
- The Red Jacket and Collis & Peterson are located on the eastern faulted contact between the Blowering Formation and the overlying Honeysuckle Beds.

Previous historical exploration, including limited drill testing in and around some of the known historical mine areas, suggests the known workings were developed on small, high grade shoots with limited tonnage potential. Nevertheless the historical drill testing has not adequately evaluated these zones and further limited exploration, particularly of the Democrat and Muttama mine areas, is justified given their similar geological setting to the Christmas Gift mine.

Commissioners' work to date has been limited to a review of the historical exploration data available on the DPI-MR website, with particular emphasis on the results for geochemical surveys undertaken by prior explorers, liaison and access negotiations with landowners and some very limited rock chip sampling during a brief site visit.

Commissioners' proposed exploration program will include geological mapping and geochemical sampling of the known mineralised zone, re-interpretation of open file airborne magnetic data to define structure and buried intrusives that may have an influence on mineralisation. RCP drilling of defined targets will be undertaken if warranted. The Company's first year budget, under both capital raising scenarios is $30,000.

Commissioners' Programs and Budgets

The programs and budgets proposed by Commissioners for the two years following a successful listing on the ASX are summarised on Table 2.1 below.

TABLE 2.1

SUMMARY OF COMMISSIONERS' PROPOSED EXPLORATION PROGRAMS AND BUDGETS FOR THE PROJECTS DESCRIBED IN THIS INDEPENDENT GEOLOGIST'S REPORT

PROJECT	PROPOSED WORK	YEAR 1		YEAR 2		TOTAL	
	Amount Raised	$2.5M ($'000)	$4.5M ($'000)	$2.5M ($'000)	$4.5M ($'000)	$2.5M ($'000)	$4.5M ($'000)
COWARRA	DDH drilling at Ambassador and RCP drilling at the Firestone Ridge prospect. Geological mapping and geochemical sampling within the prospective magnetic corridor north of the Cowarra Mine. Resource estimation and possible bulk sampling of the Ambassador lode.	250	500	250	500	500	1,000
OBERON	Completion of planned drilling at Black Bullock; mapping and geochemical sampling of known mineralised zones to the west and along strike of Black Bullock, further RCP and/or DDH as warranted.	120	120	220	350	340	470
DALTON	Trenching, mapping and geochemical sampling across known zone of mineralisation; ground geophysics to define structures that could host mineralisation; follow-up RCP and/or DDH drilling if warranted.	80	80	180	280	260	360
MONGARLOWE -CORANG	Mapping, geochemical sampling of prospective lode-style mineralised zones, interpretation of available open-file remote sensing data, bulk sampling of selected high-level alluvials in the Corang tenement; RCP drilling at the Rise and Shine.	120	120	200	420	320	540
MUTTAMA	Geological mapping and geochemical sampling of zones defined by historical workings; re-interpretation of open file airborne magnetic data to define structures and identify possible buried intrusives; RCP and/or DDH drilling of targets if warranted.	30	30	50	100	80	130
TOTAL		**600**	**850**	**900**	**1,650**	**1,500**	**2,500**

3.0 RISK SUMMARY

Project Risks

When compared with many industrial and commercial operations, mining is a relatively high risk business and projects that are still in the exploration phase are even higher risk. Even once a discovery is made the nature of the mineralisation, the grade distribution within the deposit outlined, and the behaviour of the ore during mining and processing, is never completely predictable.

The difficulty in discovering economically viable mineral deposits is increasingly reliant on the combination of an in-depth understanding of factors controlling the development of mineral deposits within any specific geological environment, as well as the application of optimum exploration techniques applicable to the style of deposit being sought.

Apart from the Cowarra project, which has been subjected to two previous periods of production and more recently has been subjected to additional drilling that has been used in a recent open pit resource estimate; the four other projects reviewed herein are at an early stage of exploration. Commissioners' work to date has included:

- compilation and assessment of the available open file historical exploration data at all four projects
- completion of preliminary mapping and geochemical sampling on select targets at Mongarlowe-Corang, and Dalton
- limited drill testing of geophysical targets in the Black Bullock area in the Oberon Project.

The Cowarra project is the only project for which there is a resource estimate that complies with the JORC Code[1].

Previous exploration, in many instances including drilling and in most cases historical mining, has been undertaken on prospects within the other four project areas and consequently the presence of mineralisation is established and specific targets warranting further exploration have been identified. To outline resources and subsequently confirm potential viability will require considerable additional work and this is the objective of Commissioners' planned exploration programs.

In reviewing the projects covered in this report GA has considered areas of perceived technical, commercial or operational risk, particularly where the risk component could materially impact on the exploration or development plans. The assessment shown in Table 3.1 is necessarily subjective and qualitative. In Section 3.2 GA has considered factors that may ameliorate some of these risks.

TABLE 3.1

ASSESSMENT OF IDENTIFIED RISKS AFFECTING COMMISSIONERS' PROJECTS

RISK COMPONENT	COMMENTS
Resources – Cowarra *High Risk*	Cowarra Project has a resource currently defined to JORC Code standards. The Cowarra resources are in the Inferred Mineral Resource category due to both the wide drill spacing and some shortcomings in the available drilling data base. Converting this resource to higher confidence categories will require considerable infill drilling as well as the acquisition of additional information such as bulk density measurements. The current Inferred Mineral Resource is small and of modest grade and would not support the development of a stand-alone operation. Substantial additional resources, in a higher confidence category, will need to be defined before economic development could be considered.
Resources – Other Projects *High Risk*	Each of the other project areas have existing targets warranting further exploration but no resources have yet been defined. Even with persistent and well focussed exploration the definition of resources in these areas is not assured. Exploration success will be required to confirm and prioritise targets that will then require detailed investigation accompanied by on-going success to define resources.
Infrastructure and Access *Low Risk*	All areas are accessible year round, and are readily reached by excellent quality public roads; there are good roads and tracks for internal access. Regional population centres and grid power are located near each of the projects.
Environment and Land Access – Cowarra *Low Risk*	There appears to be some restrictions in respect to the historical infrastructure associated with the processing plant erected by BHP in the 1940s and these will need to be preserved. On the northwestern boundary of EL 5939 a small portion of the tenement is excluded from exploration by a nature reserve.
Environment and Land Access – Oberon *Moderate Risk*	Portions of EL 7702 are covered by State Forests. While exploration within state forests is permitted access permits are required from Forests New South Wales and exploration activities are subject to the consent of the Minister for Mineral Resources. All of EL 7702 is subject to a Native Title Claim (NC97/7); see the Hetherington Report for details.
Environment and Land Access – Dalton *Low to Moderate Risk*	42% of the tenement is subject to a Native Title Claim (NC 97/7) –see Hetherington Report. However most, if not all, of the known historical workings are located on private land and are not subject to the Native Title Claim. Standard liaison with landowners will be required.
Environment and Land Access – Mongarlowe – Corang *Moderate Risk*	These two tenements are in the Shoalhaven River catchment and in the event of a resource being outlined specific restrictions could be imposed upon development. It is unlikely that permission would be granted to develop any alluvial deposits associated with the current drainages. This restriction may not apply to high-level alluvials. Much of the area consists of small farm plots owned by "lifestyle" landowners and this may impose difficulties in negotiating access for exploration. Small areas of both ELs are excluded from exploration by the presence of various National Parks and Nature Reserves. Approximately 4% of EL 6921 overlaps Mining Lease ("ML") 887 and part of ML 888 held by another party. The area covered by the MLs is excluded from EL 6921 to a depth of 50m below surface; below 50m EL 6921 remains in force. Approximately 1% of EL 6919 is subject to the Monga National Park and is excluded from exploration.
Environment and Land Access – Muttama *Low Risk*	Standard liaison with landowners will be required.

3.2 Risk Mitigation Factors

There are a number of factors that combine to reduce some of the risks attached to Commissioners' exploration projects. The main factors being:

- Australia is a politically stable country with a long history of mineral exploration and mining and the Federal and NSW State Governments are supportive of the mining industry.
- All of Commissioners' areas contain the appropriate geological setting for the development of the deposit styles being sought. Each project area contains a number of mineralised prospects and/or anomalies warranting further exploration.
- All areas are logistically well located and have excellent year-round access.
- A number of the tenements are partially impacted by State Forests and will require specific access negotiations with Forests New South Wales and subsequent Ministerial consent. It is anticipated that Commissioners will be able to negotiate satisfactory access conditions and meet any specific environmental conditions.
- Although half of the Dalton tenement is subject to a Native Title Claim, Commissioners' main targets (represented by the historical workings) are located on private land and are not affected by Native Title.
- With the exception of Cowarra, which is managed by Capital Mining, Commissioners retain Geos Mining as their technical consultants to manage and implement the Company's mineral exploration. Geos Mining is an experienced mineral industry consulting and contracting organisation staffed by qualified mineral industry professionals that have the requisite skills and experience in the deposit styles most likely to be discovered within the Company's project tenements. Similarly Capital Mining's technical personnel are well qualified to manage the ongoing exploration at Cowarra.
- Commissioners' planned programs and budgets are adequate to meet both the statutory expenditure requirements on the tenements and joint venture expenditure commitments.

4.0 ASSESSMENT METHODOLOGY AND INFORMATION SOURCES

The appropriate professional standards for the preparation of independent expert reports are encompassed in the provisions of the VALMIN Code[2] of the Australasian Institute of Mining and Metallurgy ("The AusIMM") and the Australian Institute of Geoscientists ("AIG"). As far as practical the VALMIN Code has been observed in the preparation of this report[3].

GA undertook site visits to the Oberon, Dalton, Mongarlowe-Corang and Muttama projects in December 2007 with Ms Sue Border of Geos Mining, Commissioners' technical consultants, and to the Cowarra Project in January 2011 with Capital Mining technical personnel.

The Project details and Commissioners' plans with respect to ongoing exploration were discussed with the Commissioners' management, Geos Mining technical personnel and in the case of the Cowarra Project with technical personnel from Capital Mining.

With the exception of the Cowarra Project, which has a current resource estimate, all other projects are at an early stage of investigation with no defined resources. There has been no recent drilling at the Dalton, Mongarlowe-Corang or Muttama projects. The Black Bullock prospect in the Oberon Project has been subjected to drilling by Central West and more recently Commissioners.

In some instances tonnages and grades referred to in this report, relate to previously extracted tonnages reported in either historical or contemporary information examined as part of the current review. Although the accuracy of these figures cannot be independently verified their veracity is not doubted.

The JORC code has provisions for the discussion of target size and type and where appropriate in this report, this provision has been utilised with respect to some of the project areas to provide the reader with GA's opinion of what the likely exploration target may be for any given prospect or project area.

A number of generalised quantitative terms have been used in describing some of the targets being sought or already identified within Commissioners' project areas. These descriptive terms include "small, medium and large sized" deposits (or variations of this terminology) and where used are designed to provide the reader with some approximate target benchmarks.

In the context of this report;

- **"Small tonnage"** is used where the mineral deposit potential may be in the range of several tens of thousands to several hundreds of thousands of tonnes. A vein type deposit such as occurs in the Mongarlowe-Corang project area may be considered to fall within this category.
- **"Medium tonnage"** is used where the deposit size potential may be in the range of several hundreds of thousands to possibly a few million tonnes.
- **"Large tonnage"** is used for porphyry copper-style deposits and some epithermal-style deposits that typically have the potential for tens of millions to hundreds of millions of tonnes.

In all cases the potential for economic development of actual resources that may be outlined by future exploration will be dependent on many factors including, but not limited to, the overall grade, anticipated metallurgical recoveries and prevailing metal prices.

The project descriptions and details of the prior exploration, as well as expenditure data, have been obtained from a variety of data sources provided to GA by Commissioners; Commissioners has assured GA that all material information has been made available.

Unless otherwise indicated all drill hole intercepts in this report are reported as down-hole widths and depths rather than true widths and all financial figures quoted refer to Australian Dollars ("A$ or $") and exclude GST.

A glossary of technical terms and abbreviations is included as an appendix to the IGR.

5.0 DATA QUALITY

The discussion below refers to all the Commissioners projects with the exception of Cowarra where the data quality is included as part of the discussion of the resource estimate in Section 8.4 specifically, 8.4.1.

5.1 Historical Exploration Data

The production figures for historical mine workings located within the project tenements have generally been derived from published data produced by the DPI-MR or from open file reports lodged with the DPI-MR. GA is satisfied that the mineral production figures, as stated in this report, are a reasonable reflection of the likely magnitude of the actual production although, because of the era in which much of the previous mining took place, it is likely that in many cases the production figures may be understated.

In the preparation of this report GA has not undertaken a detailed audit of the geological database held by Commissioners or Geos Mining for completeness or accuracy. The prior exploration, available through the DPI-MR open file system, represents valuable information to define targets and guide future exploration. In general it is considered to provide a realistic overview of each project for the purposes of this prospectus.

Open File Reports

The prior exploration on each of the project areas was undertaken by a variety of exploration companies mainly during the period between the mid 1960s and the early 2000s as is detailed separately under each project review. GA's ability to validate and comment on the quality of the prior exploration undertaken is limited by the level of detail in the reports available for review.

Nevertheless the previous geological investigations generally appear to have been undertaken to industry standards at the time the work was carried out. Because of the era in which some of the earlier exploration was undertaken and the diversity of targets sought by the various prior explorers, there may be some deficiencies in the available database.

[1] *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – The JORC Code 2004 Edition.*

[2] *Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports – The VALMIN Code; 2005 Edition*

[3] *For the purposes of the VALMIN Code, the present report is a Technical Report, that deals with the Technical Assessment of Mineral Assets and does not address matters such as a Valuation Report, Vendor Consideration, Opinion on Securities or the fairness and reasonableness of a transaction relating to a Mineral Asset.*

Assaying

As far as can be determined the previous explorers have used a variety of Australian commercial analytical laboratories to analyse samples collected as part of their exploration and the analyses are likely to have been undertaken to the appropriate standards at the time that they were carried out. These laboratories used suitable analytical techniques for the elements determined and adopted appropriate internal quality control procedures. Assaying techniques, and in some cases the preferred sampling medium, have evolved and been improved upon over time; consequently different generations of analytical results are not necessarily directly comparable. An example of this is in stream sediment sampling for gold where the comparatively recent development of the Bulk Leach Extractable Gold ("BLEG") technique has resulted in a substantial change in the sample medium collected and the analytical technique used for gold. It is generally accepted that BLEG analytical procedures provide improved gold exploration results.

Drill Hole Sampling and Surveying

Previous open-hole, usually reverse circulation percussion ("RCP") drilling and core drilling has been undertaken on some of the prospects within a number of the project areas. Almost no information has been provided in the text of the historical reports on which to assess the appropriateness of the method used to sample the recovered drill hole product. In some cases it appears that standard percussion drilling has been used that may have resulted in sub-optimal samples being obtained. In a number of instances considerable water appears to have been encountered during drilling and again this may have compromised the sample integrity where open-hole drilling techniques were employed. At least some of the core drilling may have utilised small diameter holes and this is often less than satisfactory when exploring for gold because of the resulting small sample size, especially when coarse particulate gold may be present. GA has not reviewed detailed drill logs for each of the core holes and consequently the core recovery, that was probably quite variable from interval to interval, is not known.

It is apparent from various plans and sections included in the historical reports that down-hole orientation surveys of the various inclined drill holes were not usually undertaken. In the case of short length holes, this is not a particularly significant factor but is far more important with respect to longer holes. Most of the historical drilling undertaken on the projects has been of a reconnaissance nature and therefore accurate surveying of the holes is not a critical aspect as it is not envisaged that these drilling results would be used in any future resource estimates by Commissioners.

The exception to this may be the historical drilling undertaken on the Black Bullock prospect within the Oberon Project. In this case considerable drilling has been undertaken by previous explorers and this has been augmented by some additional holes drilled by Commissioners and its joint venture partner Central West. In the event that the data from the historical drilling were to be used in a future resource estimate, it would almost certainly be necessary to drill a number of twinned holes to validate the historical results.

Logging and Sampling

Geological drill logs, where included in the previous exploration reports, are variable in detail. Where core holes were drilled the logs usually contain a moderate amount of detail; there is only a limited amount of information recorded from the drill chips obtained from non-core holes. The drill sample intervals adopted by the prior explorers at each of the projects are generally recorded on the drill logs or assay sheets.

Specific Gravity/ Bulk Density

There is no evidence that any specific gravity or bulk density determinations were undertaken at any of the project areas. This is not unusual in exploration programs where it is not anticipated that the drilling data would be used in future resource estimates.

5.2 Commissioners' Procedures

Geos Mining has provided GA with the details below with respect to the procedures implemented as part of Commissioners' exploration of the project areas described in this IGR. As Commissioners' principal focus is gold the following relate specifically to exploration for that commodity.

- 1kg minimum for rock samples unless specific lithologies or features such as quartz veins are being sampled and in this case they will be identified as such.
- The preferred laboratory will be ALS Chemex Laboratories in Orange.
- Analyses: Fire assay for gold will be used as a standard technique other than for BLEG samples. The charge weight and finish to be used as part of the fire assay will be dependent on specific requirements. Screen fire assays will be used as required.
- At the exploration stage quality assurance and quality control ("QA/QC") procedures will be left to the laboratory. For more advanced assessments of specific deposits that may progress to resource estimation Geos Mining will obtain and insert commercially prepared standards, as well as blanks and blind duplicates, into sample batches as part of the QA/QC procedures.

- All data with respect to sample location, sample type, analytical data and geology will be stored in a relational digital database. Sample assays will be transferred electronically from the laboratory and loaded directly into the database with original hard copy laboratory reports filed as a permanent record.

In GA's opinion the planned procedures as outlined above meet acceptable industry standards but would recommend that for the assessment of advanced projects the insertion of commercially prepared assay standards is incorporated into the QA/QC regime.

6.0 CORPORATE STRUCTURE, PROJECT TENURE AND BUSINESS STRATEGY

(a) Corporate Structure

Commissioners Gold Limited is the sole corporate entity holding all the exploration assets and interests.

(b) Project Tenure

The Oberon Project tenement, EL 7702, held by Central West Gold NL, was granted in February 2011 and replaces two previous tenements, EL 6016 and ELA 4091, held by the same company. EL 7702 is the subject of the same unincorporated joint venture (and a subsequent amendment) with Commissioners Gold Limited that previously applied to the EL 6016 and ELA 4091. The Cowarra Project tenement, EL 5939, is held by Capital Mining Limited and is subject to a farm-in joint venture Heads of Agreement ("HOA"). All other tenements discussed in this IGR are held in the name of Commissioners Gold Limited.

More detailed information relating to the tenement status, the commercial and other legal arrangements entered into by Commissioners or the Native Title issues that could impact the projects is presented in other sections of this Prospectus and have not been independently verified by GA. GA has relied on the information provided by Commissioners and on the draft report on mining tenements prepared by Hetherington Exploration and Mining Title Services Pty Ltd, to formulate the summary data provided in Table 6.1 below.

The general tenement details are summarised on Table 6.1 and locations are shown on Figure 1. For additional information in respect to restrictions and special conditions that may apply to certain tenements, potential investors should refer to the Hetherington report elsewhere in this prospectus.

The statutory expenditure commitments for each tenement in Table 6.1 above is the minimum exploration expenditure required by the NSW DPI-MR and GA is satisfied that the planned programs and budgets as discussed under each of the project headings are adequate to satisfy the statutory commitments.

As indicated in the Hetherington Report, 42% of EL 6922 and all of EL 7702 are subject to a Native Title Claim whereas all other project tenements are free of Native Title Claims. The implications in respect to Native Title Claims are discussed in the Hetherington Report.

TABLE 6.1

SUMMARY TENEMENT DETAILS FOR PROJECTS COVERED IN THIS REPORT

Project	Tenement	Current to	Approx. Area (km^2)[1]	Commissioners Equity(%)	Statutory Expenditure Commitment ($/annum)	Principal Target
COWARRA[2]	EL 5939	29.04.11	33	Earning 50 to 85	42,000	Gold
OBERON	EL 7702	05.02.13	23	Earning 70	24,000	Gold
DALTON	EL 6922	24.10.11	116	100	73,000	Gold
MONGARLOWE - CORANG	EL 6919[3]	24.10.11	101	100	66,000	
	EL 6921[4]	24.10.11	139	100	78,000	Gold
MUTTAMA	EL 6920	24.10.11	93	100	63,000	Gold
	TOTAL		**505**			

Notes:

1. The area covered by ELs in NSW is defined by a graticule system of units. The size of each unit varies depending on the latitude and the areas shown above are therefore approximate and do not consider small excluded areas that occur on the boundary of some tenements due to the presence of National Parks etc (see Hetherington Report for details) .

2. EL 5939 is held by Capital Mining Limited, Commissioners can earn a 50-85% interest in this tenement by funding exploration as detailed in Section (c)(i) below.

3. There are a number of excluded areas within these tenements as detailed in the Hetherington Report elsewhere in the Prospectus.

4. Two small MLs within EL 6921 are held by another party and the area covered by these contiguous MLs is excluded from EL 6921 to a depth of 50m below surface (see Hetherington Report for details).

(c) Agreement Impacting on the Cowarra and Oberon Projects

(i) Capital Mining Limited Joint Venture

EL 5939 is held by Capital Mining and Commissioners has negotiated a joint venture farm-in arrangement, currently in the form of a HOA, enabling Commissioners to earn an initial 50% interest (with the possibility to earn up to 85%) in the tenement by funding exploration. The terms of the HOA, which are fully described in other sections of this prospectus include:

- Commissioners to spend the greater of $500,000 or the minimum statutory expenditure commitment for the earn-in period that is two and a half years from 23 November 2010 HOA; no equity is earned until this amount has been spent
- Commissioners can withdraw from the agreement with zero interest provided it has spent the greater of the statutory expenditure required to maintain the tenement in good standing or $100,000
- once Commissioners has earned a 50% interest Capital Mining can elect to contribute its share (50%) of on-going exploration costs. In the event that CML elects not to contribute to on-going exploration Commissioners can earn a further 35% interest (i.e. a total interest of 85%) by spending an additional $350,000
  - if Commissioners elects not to sole fund to earn 85% interest and Capital Mining continues to fund exploration, Commissioners interest will dilute in accordance with standard dilution formula
  - once Commissioners has earned an 85% interest Capital Mining will be free carried to the completion of a final, positive feasibility study, at which point the parties will negotiate a full joint venture agreement
  - unless otherwise desired by Commissioners, Capital Mining will manage exploration of the tenement both during the farm-in phase and after Commissioners has earned its interest.

(ii) Central West Joint Venture

Commissioners initially entered into a Heads of Agreement ("HOA") to farm-into EL 6016, a small single sub-block tenement held by Central West. Recently the HOA was amended, by a Deed of Variation, to include an application for a new, tenement (ELA 4091), over the region surrounding EL 6016. In February 2011 ELA 4091 was granted as EL 7702 (Table 6.1) and this new EL, which replaces the previous tenements, is subject to the same farm-in joint venture terms.

The salient terms of the amended HOA, which are more fully described in other sections of this prospectus, include:

- Commissioners to spend $350,000 by 30 June 2012 to earn a 70% interest in the tenements
- a minimum of $250,000 must be direct expenditure on drilling
- Commissioners must spend a minimum of $150,000 and must have met the current year statutory expenditure commitment, before it can withdraw
- after Commissioners has earned a 70% interest, Central West can elect to contribute to further expenditure or dilute its interest under a conventional dilution clause
- if Central West elects to dilute its interest to 15%, Commissioners will carry Central West's joint venture interest until the commencement of mining operations and prior to a Decision to Mine Commissioners may elect to purchase all of Central West's joint venture interests for an agreed amount (as detailed elsewhere in this Prospectus)
- in the event that Commissioners does not elect to purchase Central West's interest it will be repaid the costs of carrying Central West out of 60% of the cash flow available to Central West from its joint venture interest.

(d) Business Strategy

Commissioners' business and exploration strategy is to spend the funds raised to advance exploration and discovery on the existing projects as well as participate in other projects when opportunities arise. The Company's aim is to develop sufficient resources and ultimately reserves that will justify development.

The Company has elected to focus its early efforts on gold exploration and has selected the projects areas on the basis that the historic mining and exploration has left numerous worthwhile targets inadequately tested. The Company has intentionally targeted its project acquisition activities to historic gold fields and areas of known gold mineralisation in the eastern portion of the Lachlan Fold Belt ("LFB"). All areas are within driving distance from Sydney, have excellent access and are close to regional population centres that can provide a skilled labour pool as well as the services required by the mineral exploration and mining industry.

Commissioners believe that a number of targets within their portfolio of projects can be quickly brought to the stage of initial drill testing and it is anticipated that drilling will be undertaken on many of the projects within the first year of operation.

7.0 REGIONAL SETTING AND MINERALISATION OF THE EASTERN LACHLAN FOLD BELT

All Commissioners' projects are located within the eastern portion of the Lachlan Fold Belt ("LFB"), one of five Palaeozoic orogenic belts that together form the larger Tasman Orogen along the eastern margin of Australia (Figure1). The majority of the exposed portion of the LFB extends from northeast Tasmania in the south, through Victoria, into NSW where it underlies a large proportion of the central part of the state. In NSW the boundaries of the LFB are obscured by a number of younger sedimentary basins; i.e. the Great Artesian Basin in the north, the Murray Basin in the southwest and the Sydney and Gunnedah Basins in the east.

The LFB formed in an evolving plate margin setting resulting in a broad and complex series of depositional regimes ranging from deep sea basins, submarine volcanism, volcanic arcs and their associated fore and back-arcs and shallow shelf environments.

Commissioners' projects are located in the eastern portion of the LFB that is dominated by Ordovician to Devonian lithologies including fore arc sediments, ultrabasic oceanic crust, acid to intermediate volcanics and abundant granitoid intrusives. Many of the major porphyry and porphyry-related mineral deposits in this section of the belt appear to be controlled by the intersection of the Lachlan Transverse Zone, a package of (often subtle) north northwesterly trending structures, with the Macquarie Arc, a major oceanic island arc feature.

The LFB is a well endowed metallogenic province hosting an extensive and diverse range of mineral deposit styles, including but not limited to:

- orogenic lode-style gold deposits and their associated alluvial deposits in both the western (e.g. Bendigo, Ballarat) and eastern (e.g. Hill End in NSW) segments of the belt
- granite-hosted tin and tungsten deposits in the central segment (e.g. Ardlethan)
- large porphyry copper-gold deposits (e.g. Cadia District, Northparkes)
- porphyry-related deposits such as skarns (e.g. Sheahan Grants) and epithermal gold deposits (e.g. the volcanic-hosted deposits such as Peak Hill and carbonate-hosted deposits such as Lake Cowal)
- volcanogenic massive sulphide ("VMS") deposits (e.g. Woodlawn)
- sedimentary basin-hosted zinc-lead-silver deposits (e.g. Endeavor).

8.0 COWARRA PROJECT

8.1 Location and Tenure

EL 5939 is located approximately 100km south of Canberra and about 40km north of Cooma in southern NSW. Access from Cooma is by the sealed Monaro Highway to the village of Bredbo and then by an unsealed dirt road for a distance of about 16km to the historical Cowarra Mine site. Fire trails and tracks provide reasonable access to most parts of the EL.

Much of the area is characterised by incised steep topography covered by native eucalypt forest. The climate varies from mild summers (mean maximum temperature of about 25° C) and cold winters (mean maximum temperature of about 10° C).

EL 5939, covering an area of some 33km^{2}, was originally granted for two years on 30th April 2002 to Atlas Resources Pty Ltd ("Atlas") and was subsequently renewed for further two year periods. The tenement was purchased by Capital Mining in June 2009 by issuing Atlas 3 million shares in Capital Mining. EL 5939 is current to 29 April 2011.

8.2 Mining and Exploration History

Exploration and mine development within the area covered by EL 5939 commenced with the discovery of alluvial gold in the 1860s and was followed by several periods of mine production as summarised in Table 8.1.

TABLE 8.1

COWARRA MINE AREA HISTORICAL PRODUCTION STATISTICS AND EXPLORATION

Period	Operator	Ore Tonnes	Ore Grade (g/t Au)	Production (oz Au)	Comments
1860s–1921	Various	Na	31.0 individuals and syndicates	49,830	Probably a combination of alluvial and underground and is likely to be understated.
1935-1942	BHP	54,971	8.3	14,589	Exploration resulted in development of a 4-level underground mine on the Victoria Zone. Production commenced in 1940, mainly from 2-level, with limited stoping on 3-level. Some minor ore contributed the sub-parallel Vanderbilt and Prime Minister zones. Gold recovered by both gravity and cyanidation; initial recovery of 78% increased to 93%. The mine closed in 1942 due to labour shortages.
1952-1984	Various Companies	nil	nil	nil	Exploration included mapping, geochemical sampling, ground geophysics. A number of feasibility studies were completed.
1984-1992	Horizon	95,000	6.3	19,305	Feasibility study lead to the construction of a 50,000tpa CIL plant in 1986. BHP's underground mine re-opened and ore predominantly from 3- and 4-levels augmented by minor open cut ore from Victoria and King zones. Mining ceased in December 1988. Exploration drilling from surface and underground on the Victoria zone and from surface on the Ambassador, Prime Minister and Vanderbilt zones.
1998-2005	Atlas	nil	nil	nil	Exploration and evaluation included 32 RCP holes (CRC001-032) to evaluate the Victoria zone above 1-level and also along Princess zone; the drilling results are the basis for the current resource estimates. Stream sediment sampling delineated a gold anomaly north of the mine while a soil sampling survey delineated the back Creek prospect south of the mine. Structural mapping and geophysical interpretation indicated several northwest-trending cross cutting faults off-setting possible extensions of the Victoria and Princess zones.
			Total Gold	**83,535**	

8.3 Project Area Geology and Mineralisation

Regional and Project Geological Setting

The Cowarra project area is located in the southern portion of the Cullarin Horst. The project area stratigraphic sequence is dominated by tightly folded and up-faulted Ordovician meta-sediments consisting of steeply, predominantly east-dipping and sheared, interbedded fine grained meta-sediments (ranging from mudstones to shales and fine to coarse-grained quartzites). The Silurian Bega Batholith has intruded the Ordovician sequence to the east of the EL 5939.

Mineralisation

The Cowarra gold-rich mineralisation occurs as a series of high-grade, parallel to sub-parallel sulphide-rich lode horizons developed within a prominent shear structure (up to 500m wide) that can be traced for over a strike length of 17km. Characteristics of the features include:

- five main sub-parallel mineralised zones traceable over a distance approximately 2.2km in the immediate vicinity of the Cowarra; a number of other historical workings occur elsewhere in the area held (see Figure 2A)
- the host shears are typically slightly oblique to bedding and appear to have developed along incompetent/competent boundaries; individual veins (0.2-1m wide) are localised in areas of intense shearing
  - the Cowarra mine (Victoria Zone) lodes dip 70º to 80º east and plunge north at between 20º to 30º with a number of smaller transverse shoots plunging 60º north
  - the veins have been distended to between 1-3m wide zones sporadically developed along strike and down dip resulting in the formation of en-echelon mineralised shoots up to 100m in length separated by 3-20m of barren rock
  - high-grade shoots predominantly occurred in the southern portion of the mine; 4 shoots defined (A, B, C and X) with extraction mainly from the B and C lodes and small tonnages from the X-lode (see Figure 3)
- quartz is not abundant in most of the lode horizons and the presence of abundant quartz is usually an indication that the limits of economic mineralisation have been reached
- mineralised sections alternate with barren sections along major shear zones; this pattern is repeated within individual shear zones or lodes
- the ore mined from underground was un-oxidised sulphide rich material with the gangue minerals consisting mainly of chlorite with subordinate sericite, albite and quartz; calcite is common
  - the ore minerals consisted of pyrite, significant arsenopyrite and minor pyrrhotite, galena and sphalerite and traces of free gold
  - gold is typically inter-grown with pyrite and massive sulphides can contain up to 3oz gold per tonne although in some portions of the Victoria lode in the lower portions of the Cowarra mine massive sulphides were reported to carry no gold.

8.4 Exploration by Capital Mining

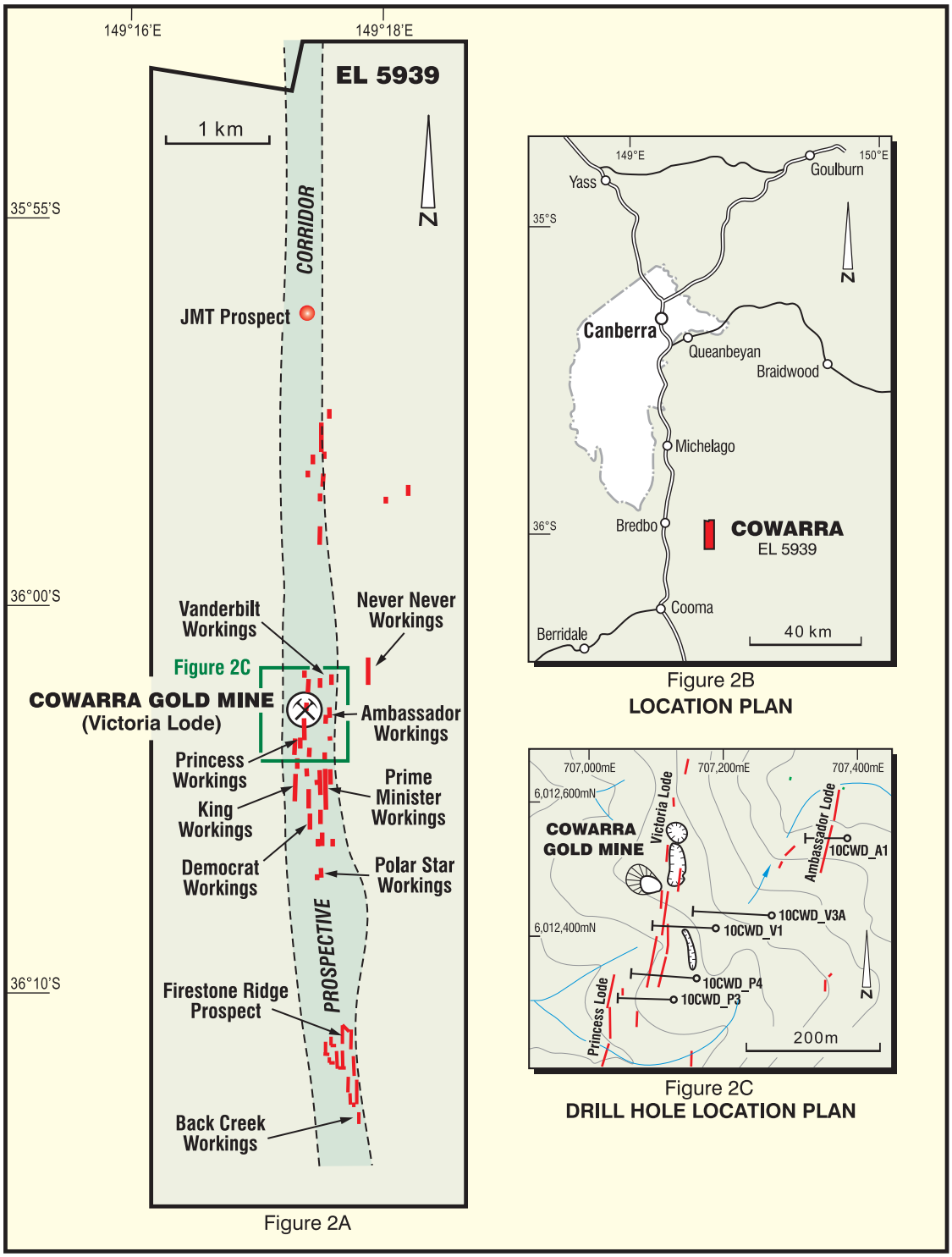
Following the purchase of the EL 5939 from Atlas, Capital Mining's work has consisted of:

- compilation and review of the available historical data
- reprocessing the available airborne geophysical data
- geological mapping in conjunction with rock chip sampling
- inspection of 2-level by temporarily re-opening the underground workings
- tailings re-sampling and assaying
- estimation of the resources above the 1-level utilising the results of the Atlas RCP drilling
- five DDH core holes were completed (subsequent to the resource estimate); two holes on the Cowarra and Princess zones and one hole on the Ambassador zone.

8.4.1 Resource Estimate

Capital Mining commissioned resource consultants Derwent Geoscience Pty Ltd ("Derwent") to undertake an open pit resource estimate of the Victoria zone based on previous fieldwork, historic mine (levels 1- 4 underground plans and underground diamond drill holes) and the RCP holes drilled by Atlas. The historical underground drilling was principally used to assist in interpretation of the mineralised wireframes and only a few holes, with complete assay data, drilled from the 1-level were used in the resource estimate. Sixteen of the 32 holes drilled by Atlas, with intercepts above the lower cut-off grade of 1g/t Au, were utilised in the resource estimate.

Table 8.2 below summarises the available salient features of the data utilised and the parameters adopted by Derwent in its resource estimate. It is significant to note that there were no available records indicating what, if any, quality control and quality assurance ("QA/QC") procedures Horizon may have conducted as part of its drilling and assaying. No Horizon drill core was available.



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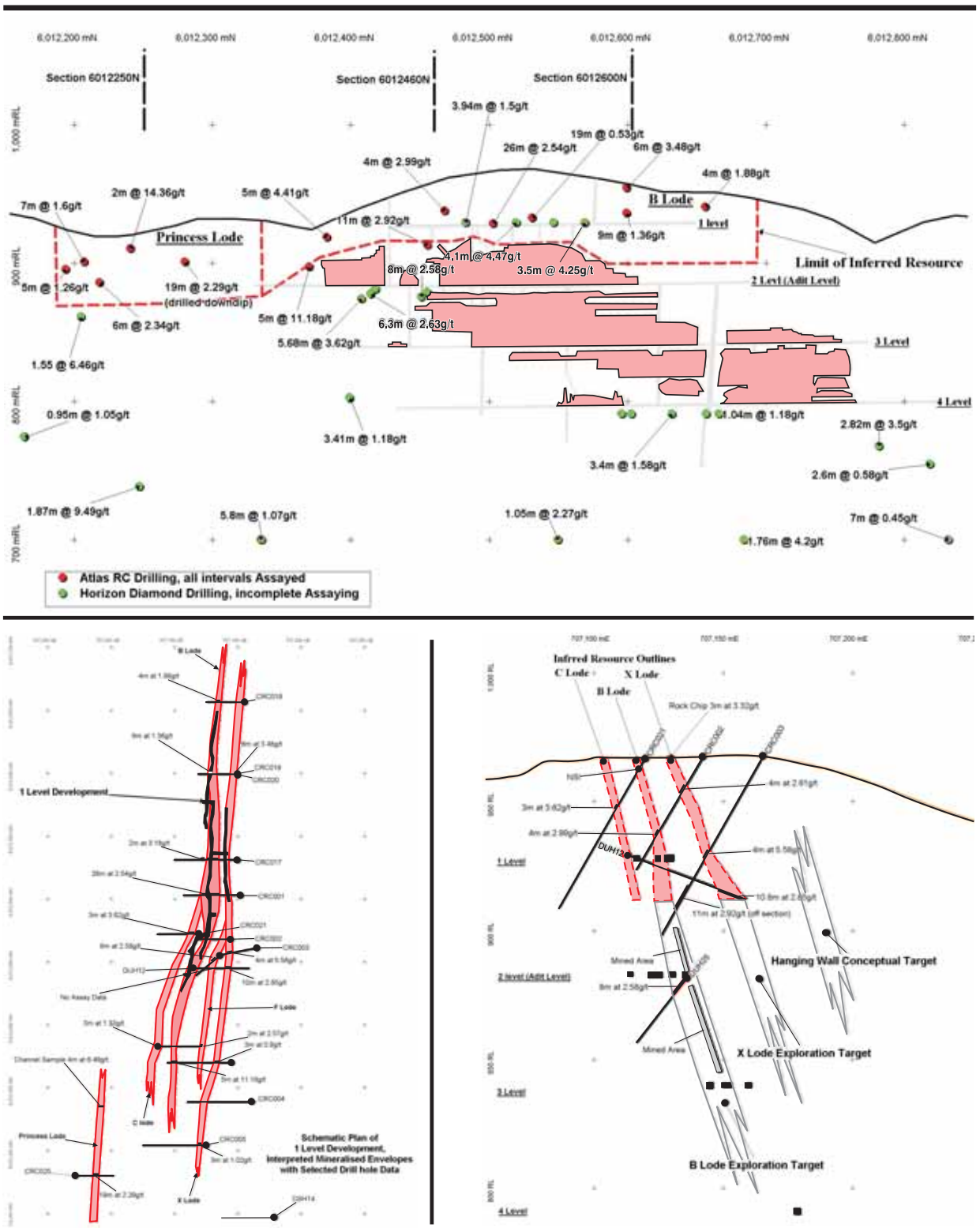
Cowarra Project
Lode Location Plan

Figure 2

Goldner and Associates



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Cowarra Project
Long Section and Cross Sections

Figure 3

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TABLE 8.2

DETAILS OF DATA UTILISED IN THE COWARRA PROJECT RESOURCE ESTIMATE

	Horizon			Atlas	Comment
Item	**Underground Workings**	**Underground DDH**	**Surface DDH on a number of prospects**	**Surface RCP holes**	
Data Utilised					
Survey	Details from Horizon records used to orient development outlines	Collar surveyed; no down hole survey data located	Collars probably surveyed by mine surveyor; most holes with down hole surveys at 20m intervals	Drill collars around Victoria surveyed using differential GPS; other holes surveyed with hand held GPS; RL estimated from contour plans; no down hole surveying	
Geology	Horizon's geological plans rectified and digitised	Longhand geological logs		1m RCP samples washed and chips geologically logged	
Sampling	Not stated	Selective sampling on visual assessment; varying sample widths of 15cm to several metres; likely that whole core sampled	Samples taken over variable lengths	RCP face samples collected in 1m intervals by cyclone and then split by riffle splitter	Atlas only cleaned the splitter after each rod (i.e. 6m interval); cyclone was cleaned prior to start of each hole but was inspected at the end of each rod and cleaned of any material build-up. Spear sampling used to collect samples for analysis
Assaying	Not stated	Gold by bottle roll in on-site laboratory or by fire assay at ALS Orange	Gold by Fire assay at ALS Orange; a number of samples assayed for an additional suite of elements	Genalysis in Perth using 50g lead collection fire assay with flame AAS finish for gold only	Atlas sampled zones with visible sulphides or alteration in 1m intervals; all other zones sampled in 4m intervals
QA/QC		No record of any QA/QC undertaken	No records of any QA/QC undertaken	Certified standards inserted every 20 samples; repeat analyses (25g fire assay) on 5% of pulps; duplicate pulps from 5% of primary samples and analysed (50g fire assay)	All standards submitted by Atlas reported assays within ± 10% range and most within ± 5% range Duplicate pulps show good correlation with primary sample results
Specific gravity		Not stated; probably not undertaken	Not stated; probably not undertaken	Not undertaken	SGs based on averages from Field Geologist's Manual
Underground water				Significant water intersected in many holes drilled away from the ridge	High flows recorded in holes CRC 7, 9, and 14 to 16

Resource Estimate Parameters

Data Density	Holes along section lines usually 60m apart; maximum spacing 80m; usually 2 holes per section with vertical intercept spacing of about 25m
Mineralised Wireframes	5 wireframes based on nominal 0.5ppm Au lower cut-off and logging of mineralisation in drill holes but not based solely on assay data instead; interpretation based on Horizon underground mapping and surface mapping by Derwent;
Block Model	Primary Blocks - 5m (east-west) x 10m (north-south) x 5m RL; Sub-blocks- 2.5m x 5m x 2.5m
Assay Data	Composited to 2m intervals; 172 composites
Cut-off grade	1g/t Au lower cut-off: 8g/t Au upper cut-off
Search Ellipses	Selected to correspond with the average orientation of the mineralised wireframes; with separate ellipses used where significant orientation changes evident; all mineralisation assumed to plunge 22^{0} north; initial search ellipse 80m x 40m x 10m; minimum of 2 and maximum of 5 samples for each estimate and maximum of 4 samples per drill hole
	Second pass ellipse broadened to 160m x 80m x 20m; minimum of 2 and maximum of 5 samples for each estimate; no restriction of the number of samples per drill hole
Interpolation	Inverse distance squared; sub-block grade assumed to be the same as parent block grade

Mineral Resource Estimate

The resulting total resource estimate totalled 501,000 tonnes at 2.3g/t Au (round by GA), has been subdivided as follows:

- Victoria
    - B lode – 206,000t at 2.2g/t Au
    - C lode – 64,000t at 2.1g/t Au
    - F lode – 39,000t at 2.3g/t Au
    - X lode – 95,000t at 2.5g/t Au
- Princess Lode – 97,000 at 2.4g/t Au

All resource have been classified Inferred Mineral Resources due to the wide spacing of the available analytical data, the lack of down-hole surveys for the RCP drilling, and poor definition of the location and volumes of stopes below 1- level. The Inferred Mineral Resource for the Victoria mineralisation is restricted to material above the level of stoping. In the case of the Princess mineralisation the Inferred Resource has been restricted to a maximum of 60m below the natural surface that is the maximum depth of reliable drilling information and analytical data.

The block model for the Victoria zone developed by Derwent extended below the base of the Inferred Resource to the 4-level. Although it is possible to estimate the potential tonnage and grade of the mineralisation in this area, the data on which it is based is of questionable origin and significant portions of this region have been previously mined. The actual quantity and grade of the remaining mineralisation is therefore uncertain and at this stage it cannot be classified under the JORC code. It nevertheless remains an area of potential additional mineralisation that may warrant further investigation.

GA Comment

Given the nature and quality of available data GA is of the opinion that the resource estimate has been undertaken to acceptable industry standards and is based on realistic interpretations and assumptions. Given the wide spacing of the drill holes and the comparatively low number of data points on which the resource is based, in combination with the fact that it is based primarily on RCP drilling, GA concurs that the categorisation as an Inferred Resource is appropriate.

The Victoria zone mineralisation remains open along strike to the north and at depth; further drill testing is clearly justified to evaluate the potential extensions to the zone. Considerable additional drilling will also be required to increase the confidence level of the current resources to higher resource categories and to assess the amount of remnant mineralisation that may be available in un-mined areas of the Cowarra Mine. Future drilling should include down holes surveys of all holes, the acquisition of a bulk density data base and be subjected to rigorous and well documented QA/QC procedures.

8.4.2 Capital Mining Drilling

In 2010 Capital Mining completed five diamond core holes to further evaluate the Victoria, Princess and Ambassador zones. The results from this drilling, that postdate the Derwent resource estimate and consequently are not part of the resource database, are summarised in Table 8.3 below.

TABLE 8.3

SUMMARY RESULTS OF CAPITAL MINING'S FIRST PASS DRILLING PROGRAMME

(1.0g/t Au over 0.5m Lower Cut-off Grade, Maximum internal dilution of 1.0m at less than 1.0g/t Au.)

Hole No	AMG Collar Coordinates (Zone 55)		Dip	Azimuth	Total Depth	Target Lode	Down Hole Intercept	Grade	From	Comment
	East	North	Deg	(Deg AMG)	(m)		(m)	(g/t Au)	(m)	
10CWD_V1	707188	6012413	-60	270	178.65	Victoria	2.22	2.02	10.00	Oxide
							1.04	2.43	58.52	Sulphide
							1.07	1.97	67.68	Sulphide
							4.80	1.21	88.50	Sulphide
							3.00	1.41	113.00	Sulphide
							1.83	2.87	121.00	Sulphide
							2.33	9.71	158.33	Victoria Zone
							1.07	3.94	167.26	Victoria Zone
10CWD_V3A	707270	6012432	-55	270	187.60	Victoria	0.91	2.84	80.87	Sulphide
							0.77	1.17	97.06	Sulphide
							1.33	5.15	107.12	Victoria Lode
						incl.	0.34	10.55	107.12	Victoria Lode
							0.96	5.05	151.04	Sulphide
10CWD_P3	707126	6012307	-60	270	151.30	Princess incl.	2.1 0.38	5.81 28.70	26.00 27.72	Poss. Victoria Lode Extension
							0.76	6.66	132.30	Princess Lode
10CWD_P4	707161	6012338	-55	270	163.47	Princess	0.99 0.71	1.43 1.11	59.01 79.20	Hole terminated short of target
10CWD_A1	707383	6012546	-60	270	120.60	Ambassador	1.49	2.76	30.10	
							3.26	9.14	34.91	Ambassador Lode
						incl.	0.54	45.80	36.04	

GA Comment

Four of the five DDH holes drilled by Capital Mining intersected the target lodes; due to drilling problems hole 10CWD_P4 was terminated short of the Princess lode target.

The Capital Mining results confirm that there is little or no halo of lower grade mineralisation extending either side of the sharply defined lode channel. Nevertheless, as can be seen above, a number of additional mineralised horizons (i.e. zones above 1g/t Au) are present in the hanging wall and footwall of Victoria Lode and in the hanging wall of the Princess lode although these are generally of lower grade tenor than the main target lodes. The potential to economically extract these lower grade zones in any future mine development cannot be determined at this stage.

8.4.3 Other Defined Prospects and Targets within EL 5939

In addition to the known mineralised horizons in and around the Cowarra mine, the earlier work undertaken by Atlas and the follow-up exploration by Capital has identified a number of regional prospects and targets that will be further evaluated by on-going exploration. These targets are briefly summarised below.

Other Lode Systems

Beyond the main Victoria line of lode, on which the Cowarra underground mine was established, and a number of sub-parallel mineralised horizons in the immediate vicinity of the Cowarra mine, there are a number of more distal mineralised horizons that remain poorly explored. The general distribution of the known mineralised horizons is shown on Figure 2A. Specific horizons identified by Capital as warranting further follow-up include:

- Princess Zone
    - a hole drilled by Atlas (CRC029) on the northern side of this horizon returned an intercept of 9m at 3.8g/t Au; the hole was drilled down dip and the true intercept width is estimated to be about 4m
    - a surface rock chip sample 40m to the north of the hole returned 2m at 5.72g/t Au
    - the Princess Zone is located immediately south and about 50m into the structural footwall of the C lode at Victoria; none of the Victoria drilling extended far enough to intersect the Princess Zone. Capital Mining hole 10CWD_P3 is interpreted to have possibly intersected the Victoria Lode above the Princess Lode as shown on Table 8.3 above.

This is considered by Capital as a priority target given its proximity to Victoria and further drill testing is planned.

- Democrat Zone
    - an average width of 0.9m and grades of between 4.7g/t Au and 6.2g/t Au from historical production records; reports suggest the lode pinched out a number of times over a strike length of 400m
    - two of three RCP holes drilled by Atlas along the 400m strike length returned significant intercepts of 4m at 10.83g/t Au and 5m at 2.3g/t Au
    - mineralisation is interpreted to be open along strike and the zone has not been tested below a vertical depth of 60m

An IP survey followed by further drill testing is planned.

- Vanderbilt Zone
    - two of three RCP holes drilled by Atlas to evaluate the shallow potential returned significant intercepts of 5m at 4.26g/t Au and 4m at 2.13g/t Au; the third hole intersected a void and was abandoned due to high water inflows
    - the zone has been identified over a 100m strike length and remains open to the north and at depth.

This is considered a lower priority target by Commissioners due to its current short strike length but further detailed mapping and sampling is planned.

Back Creek Prospect

Located 2-3km south of the Cowarra mine area (Figure 2A), and based on a gold-in-soil anomaly delineated by a previous explorer. Atlas undertook further soil sampling to relocate the prospect accompanied by selected rock chip sampling. Encouraging rock chip results included:

- a float rock sample of sandstone with gossanous textures (after pyrite) yielding 0.53ppm Au
- a 2m composite rock chip of altered sediment (containing a 10cm gossan vein) from an old prospecting trench returned 1.53ppm Au.

As the Back Creek soil anomaly is characterised by very limited outcrop further exploration is likely to include a line of shallow rotary air blast ("RAB") or RCP holes across the centre of the soil anomaly to clarify the geology.

Firestone Ridge Prospect

The Firestone Ridge prospect is a 750m long by 50m wide zone between the Polar Star and Back Creek prospects (see Figure 2A). Mapping and rock chip sampling by Capital, within the 300-400m wide sharply defined magnetic corridor between the Polar Star and Back Creek prospects indicated the area is predominantly underlain by variably altered slate with two zones of mineralisation (marked by shallow workings, minor ferruginous gossan bands and quartz veining in slate) noted along the western and eastern margins of the corridor. Rock chip grab and channel

samples collected from the Firestone Ridge Prospect, a 750m long by 50m wide zone, located 1.4km south of the Polar Star workings, yielded anomalous gold results. Of the 52 samples collected 10 samples returned values of greater than 1g/t Au with the highest value of 18.3g/t Au obtained from a shallow pit located some 1.75km south of Polar Star.

Follow up detailed exploration, incorporating RCP drilling, is planned.

JMT Prospect

This prospect, located in the northern part of EL 5939 (Figure 2A), is based on Atlas stream sediment and ridge and spur soil sampling surveys, which returned peak values of 40.57ppb Au and 20.55ppb Au respectively. A single rock chip sample of mineralised float yielded 6.63ppm Au. Follow-up grid soil and rock chip sampling will be undertaken.

8.4.4 Reprocessing of the Airborne Geophysical Data

Airborne magnetic data was purchased from a previous explorer and reprocessed through specialised resolution enhancing software. The resulting images revealed the presence of several previously undetected deep underlying southwest trending structures, possibly representing large granitoid dykes emanating from what may be a deep north-south trending batholiths-sized body to the east of the licence. One of the southwest trending deep structures passes directly underneath the Cowarra mine workings which are confined within a narrow, north-south trending magnetic corridor.

8.5 Proposed Exploration Program and Budget

The two-year program and budget summarised on Table 8.4 below has been prepared by Capital Mining and remains to be formally accepted by Commissioners.

Work during Year 1 will include mapping and sampling of the prospective magnetic corridor to the north of the Cowarra mine area and an RCP drilling program to evaluate the Firestone Ridge prospect. Revision and updating of the Victoria resource estimate, incorporating the results from Capital Mining's DDH program is planned.

Capital has also planned a 5-hole DDH drilling program, totalling some 650m, to further evaluate the Ambassador Zone. Depending on the amount raised, the Ambassador DDH program may need to be extended into Year 2. On a conceptual basis, and depending on the drilling results, an exploration decline to access the Ambassador lode on Level 3 may be included in the Year 2 program with the objective of obtaining a bulk sample. Additional scoping studies are also contemplated for Year 2.

TABLE 8.4

COWARRA PROGRAM AND BUDGET

PROGRAM AND BUDGET	IPO RAISING	
	$2.5M $	$4.5M $
Year 1		
Map and sampling in the northern sector of the prospective corridor;	250,000	500,000
RCP (± 350m) at Firestone Ridge and DDH drilling (650m) at Ambassador-Vanderbilt;		
Revision of Victoria Block Model resource estimate if required		
Sub-total	**250,000**	**500,000**
Year 2		
Develop 3.5m x 3.5m Exploration decline (± 125m length) to 3-level of Ambassador lode to obtain a bulk sample for toll treatment	250,000	500,000
Evaluate open pit potential of Firestone Ridge prospect		
Scoping studies into development of other areas.		
Sub-total	**500,000**	**1,000,000**
TOTAL	**750,000**	**1,000,000**

GA Comments

GA is of the view that the proposed program and budget is appropriate given the current stage of the evaluation of Cowarra project and the results obtained to date. The present shallow Inferred Mineral Resource at Victoria is too small to support a stand-alone operation, as there is no longer a processing plant on site. Nevertheless, most of the drilling to date has targeted shallow mineralisation and there appears to be good potential for expansions of the Victoria mineralised lodes both along strike and at depth. As indicated in the Derwent resource report, there is remaining higher-grade material within the previously developed Cowarra underground mine that could be available for future extraction. There are also numerous other poorly explored, auriferous zones proximal to the Victoria zone with resource potential that warrant drill testing. The main potential for the Cowarra project is for the development of a series of proximal small-tonnage medium to high-grade gold deposits that together could aggregate into a medium-sized resource that would support a centrally located processing facility.

9.0 OBERON PROJECT

9.1 Location and Tenure

The Oberon project, covering an area of approximately 23km^2, consists of recently granted licence EL 7702 that replaces EL 6016 and an overlapping application, ELA 4091; Commissioners is earning a 70% interest in the project by funding exploration.

The town of Oberon lies approximately 4km south of the southern boundary of EL 7702 and access to Oberon from both Bathurst and Sydney is by sealed highways (Figure 1). Within the project tenements access is provided by a number of sealed public roads and a network of unsealed forestry and farm tracks. The project is characterised by moderately steep topography and consists of a mixture of lightly timbered and more open grass lands used for grazing and pine forest plantations.

The details of the arrangement entered into by Commissioners and Central West with respect to the Oberon Project tenements are summarised in Section 6 above and full details are presented elsewhere in this prospectus.

9.2 Mining and Exploration History

Following the discovery of gold in 1896 ten shafts and almost 90 other excavation (pits, adits, open cuts and trenches) were developed. There are a number of historical production figures for Black Bullock quoted in various DII records with the most frequently used figure being 4,700 tons (about 4,775 tonnes) averaging about 22g/t Au which is most likely an understatement of the actual production.

Extensive detailed exploration of this area has been undertaken by a number of previous explorers since the early 1980s, mainly around the Black Bullock and Mt Gossan gold workings and has variously included grid controlled geological mapping, soil and rock chip sampling as well as IP surveys. A considerable amount of drilling (both RCP and diamond core) has also been undertaken. Prior detailed exploration from the mid 1980s, including a substantial amount of drilling, was undertaken by a variety of companies including but not limited to BP Australia Gold Pty Ltd,, Windsor Resources NL, Sipa Exploration NL and RGC Exploration Pty Ltd. The exploration target being sought by these groups being a large tonnage, low grade gold deposit amenable to open cut mining.

Three priority targets (see Figure 4) identified from the historical soil and rock chip sampling were known as the Mine Zone (presumably referring to the Black Bullock Mine workings), Trig Zone and West Ridge Zone (assumed to be the same as the North West Ridge Zone). The soil and rock chip sampling undertaken indicated that the gold ("Au") mineralisation was associated with anomalous antimony ("Sb"), arsenic ("As"), barium ("Ba"), lead ("Pb"), copper ("Cu") and silver ("Ag"). Encouraging surface rock chip sampling (319 samples collected) yielded a best result of 9.25g/t Au, 296g/t Ag, 3.6% Pb, 2.5% Zn and 1.6% As. Sampling of the Black Bullock mine dumps yielded up to 22g/t Au, 280g/t Ag, 880ppm Sb, 1979ppm As, 243ppm Cu and 722ppm Pb from a silica rich sample containing pyrite and chalcopyrite.

Previous explorers, excluding Central West Gold NL, drilled 84 RCP and six DDH core holes with numerous holes intersecting comparatively wide zones of anomalous gold (>0.20g/t Au) containing occasional narrow, but discontinuous, intervals greater than 1g/t Au.

Geos Mining has extracted down hole intercepts of greater than 1m based on a lower cut-off grade of 1g/t Au from the open file historical exploration reports as summarised on Table 9.1 below.

TABLE 9.1

HISTORICAL INTERCEPTS OF GREATER THAN ONE METRE AND ABOVE 1g/t Au

Hole No	Hole Type	Down hole width	Depth From	Grade		Zone
		(m)	(m)	(g/t Au)	(g/t Ag)	
NRD001	DDH	1	131	1.06	29	North West Ridge
NRP001	RCP	6	50	1.19	33	North West Ridge
NRP001	RCP	17	102	2.13	65	North West Ridge
WCP049	RCP	4	49	1.92	19	North West Ridge
WCD004	DDH	19	81	4.04	15	North West Ridge
PWC021	DDH	12	74	3.10	77	North West Ridge
PWC033	DDH	12	16	1.57	11	North West Ridge
PWC014	DDH	14	30	2.25	4	Trig
PWC014	DDH	2	62	1.50	1	Trig
PWC034	DDH	2	30	2.90	0	Trig
WCP041	RCP	11	38	1.22	3	Trig
WCP044	RCP	22	51	1.22	1	Trig
WCP055	RCP	6	74	1.49	2	Trig
WCP062	RCP	3	84	2.80	0	Trig
WCP070	RCP	6	30	1.43	3	Trig
WCD003	DDH	5.24	90.26	3.57	4	Central West

9.3 Project Area Geology and Mineralisation

The project area is underlain by a north northwest trending, centrally located belt of Ordovician Rockley Volcanics (mafic volcanic derived sediments, chert, siltstones minor breccias and conglomerates) that are overlain to the east and west by the Silurian Campbells Formation; a sequence of acid volcanics and associated sediments (Figure 4). To the south of the tenements the sequence has been folded and intruded by a series of Carboniferous granitoid plutons that are often characterised by wide contact metamorphic aureoles.

The Black Bullock gold prospect, in the northeastern portion of EL 7702, occurs within a folded and well jointed fine-grained siltstone with irregular zones of silicification enclosed within a broader halo of sericite alteration. The known mineralisation within the Black Bullock area consists of a northwest-striking lode system of hydrothermal quartz vein breccias and minor limonite-rich breccias (after sulphides). Several pits, shafts and adits have been developed in at least six locations known as Northwest Ridge, Central West, Mt Gossan (or Western Ridge) Black Bullock, Trig Zone and Central North.

The ore consisted of pyritic vein quartz, with some galena, and in the Black Bullock mine, came from the 22m and 36m levels and was considered to be refractory. The material on the dumps consists of silicified breccia and the mineralisation is thought to be localised along a northwest trending fault zone. Widespread iron staining and gossan development indicates the presence of abundant sulphides. A number of zones of gold anomalism have been identified by soil and rock chip geochemical sampling within the Black Bullock prospect area. The gold mineralisation is described as mesothermal in character and is closely associated with both zones of silicification and the presence of sulphides. The dominant sulphide is pyrite; other sulphides noted include arsenopyrite, pyrrhotite, stibnite, galena and sphalerite.

A number of small historical gold workings occur to the west and southwest of the Black Bullock area and include: Lucks-all Reef, Malloy's Reef, Faugh-a-Ballah Reef and Lambert & Davis that are all located adjacent to a regional north northwest trending fault zone, the Western Fault Zone (Figure 4).

9.4 Exploration by Central West and Commissioners

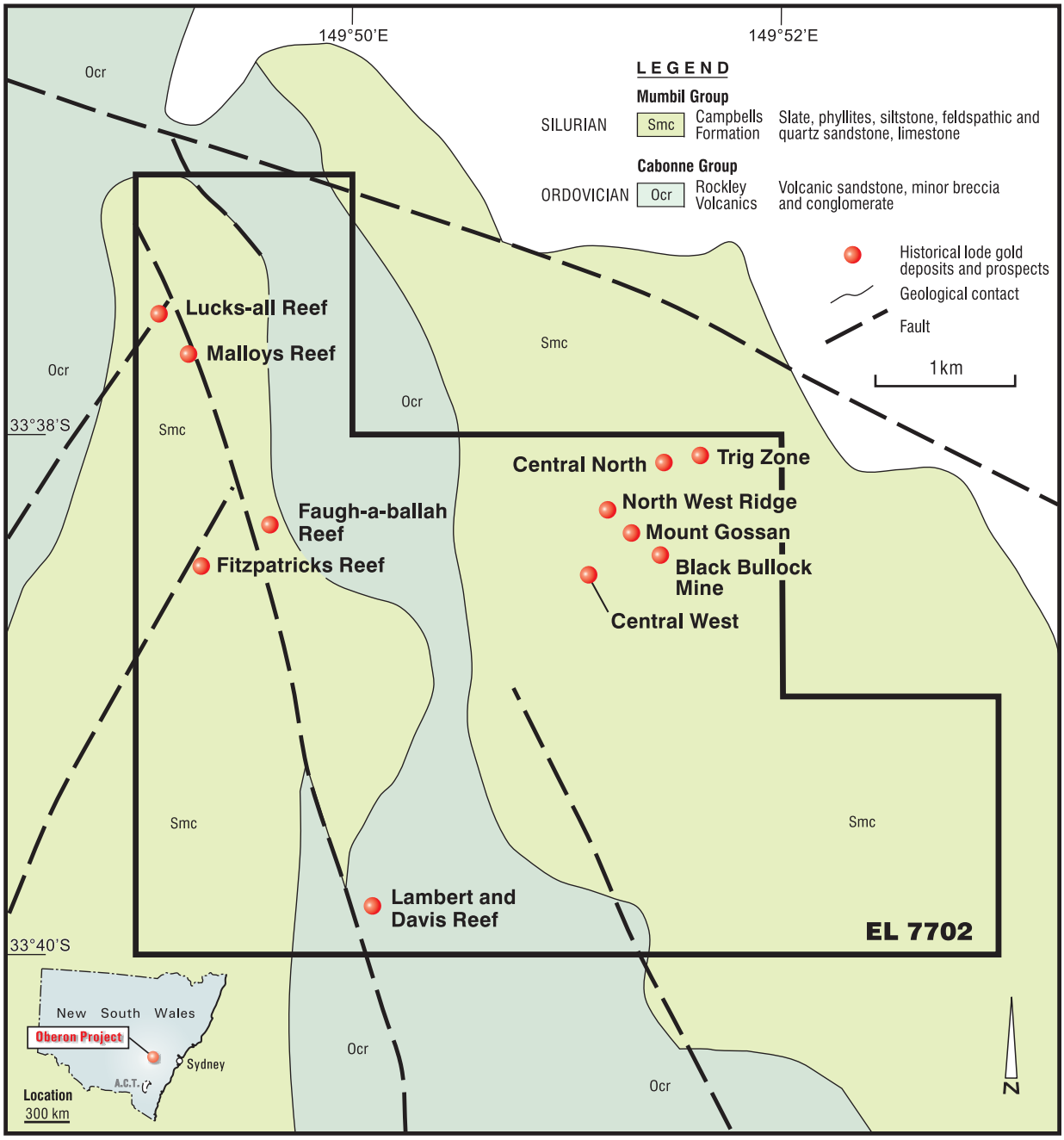
The Central West exploration consisted of assessing and re-interpreting all available data generated by prior explorers and identified two main zones of interest; the Eastern Zone (containing the Black Bullock workings and Trig area of mineralisation) and Western Zone (containing the Mt Gossan and Northwest Ridge area of mine workings). Follow-up investigation included detailed mapping, rock chip sampling, reprocessing and remodelling of the available IP data and the drilling of four RCP holes. Results from the Central West drilling were not conclusive with a best result from hole CWG 04 of 4m at 0.42% Zn, 0.14% Pb from 85m and 3m at 0.36g/t Au from 9m. The latter result may be due to surface enrichment.

As part of its joint venture commitment Commissioners has completed three RCP holes (a fourth was abandoned due to drilling difficulties) of a planned six-hole program; results are summarised on Table 9.2 below.

TABLE 9.2

SUMMARY OF COMMISSIONERS' DRILLING RESULTS
(based on 0.2g/t Au lower cut-off)

Hole No	Target	Inclination	Azimuth (Magnetic)	Hole Length (m)	Result: Down Hole Width (m)	Result: Grade (g/t Au)	Result: From (m)	Comments
CWG005	Northern extension of the Northwest Ridge zone and the western IP anomaly	70°	265°	145	No results above 0.2g/t Au			Mainly meta-siltstones, weakly silicified in the primary zone. Quartz veining and sulphides poorly developed
CWG006	Northern extension of the Trig Zone	60°	075°	abandoned at 62m (caving), re-drilled as CWG007 located 90m east and 60m north	2	0.24	39	Moderately to strongly silicified chert; from 51m intensely silicified with up to 5% quartz veining and disseminated sulphides
					2	0.51	47	
					2	0.40	52	
CWG007	As above	60°	075°	150	1	0.24	100	Alternating sequence of silicified siltstones and strongly silicified chert; quartz veining and sulphides poorly developed
					1	0.21	105	
					1	0.27	110	
CWG008	Untested IP anomaly	75°	245°	197	1	0.25	2	Weakly to moderately silicified and foliated siltstone and small intervals of chert; a number of zones of quartz veining with sulphides
					1	0.22	79	
					1	0.32	96	
					1	0.27	101	
					1	0.21	115	
					1	0.39	119	
					1	0.20	176	



Commissioners Gold Limited

Oberon Project Geological Plan

Figure 4

Goldner and Associates

9.5 Proposed Exploration Program and Budget

The two year program and budget summarised on Table 9.3 below has been prepared by Geos Mining and has been reviewed by GA in the context of the previous work undertaken. Further exploration of the Black Bullock area will initially involve completion of the RCP program undertaken in 2010 (i.e. a further two holes) to fully evaluate the western IP anomaly. Follow-up drilling will be undertaken if warranted by the results and some additional holes to examine the deeper potential of the area may be drilled. Soil sampling programs are also planned to test for mineralisation along strike and to the west of the Black Bullock zone.

Exploration will include mapping with associated soil, rock and stream sediment geochemical sampling and this work will be concentrated along the north northwest trending Western Fault Zone that appears to have a close relationship with a number of the historical gold occurrences in the area. RCP and diamond drilling will be considered, if warranted, in Year 2.

The two budgets in Table 9.3 reflect the likely variation in the amount to be raised by Commissioners. In each case the actual work to be undertaken in year 2 will be dependent on the results obtained in year 1.

TABLE 9.3

OBERON PROGRAM AND BUDGET

PROGRAM AND BUDGET	IPO RAISING	
	$2.5M $	$4.5M $
Year 1		
Completion of the Black Bullock RCP drilling program; mapping, geochemical sampling and ground geophysics to define structures for additional drill testing; RCP drilling as required.	120,000	120,000
Sub-total	**120,000**	**120,000**
Year 2		
Further drill testing, resource estimation, metallurgical and scoping studies plus other relevant work as required.	220,000	350,000
Sub-total	**220,000**	**350,000**
TOTAL	**340,000**	**470,000**

GA Comments

Initial drill testing by Commissioners in 2010, to further evaluate some of the known zones of mineralisation, while not intersecting any significant results, was not completed as planned due to drill availability issues; two of the originally planned holes remain to be drilled. Consequently the potential of the Black Bullock prospect has not been comprehensively evaluated and there remain a number of other prospects within the project area requiring exploration.

Additional work is warranted to fully evaluate this prospect and should include the completion of the originally planned drilling to test the western IP anomaly. In addition detailed structural mapping of the Black Bullock region and elsewhere in the tenement has to date not been undertaken and may assist in determining the controls to mineralisation that in turn could lead to the definition of further drilling targets. GA is of the view that the proposed program and budget is appropriate for the style of mineralisation indicated at the Oberon prospect.

10.0 DALTON PROJECT

10.1 Location and Tenure

The Dalton Project, consisting of granted EL 6922 is located immediately adjacent to the village of Dalton; some 50km west of Goulburn in central NSW (see Figure 1). The area is characterised by relatively low, gently undulating relief and, in part, is utilised for sheep grazing. The historical Coronation and Dalton groups of gold workings occur along the flank of a prominent north-south trending, moderately timbered, ridge crest that does not appear to be used for farming purposes.

The area is readily accessible by sealed public roads and a network of unsealed tracks provides access within EL 6922. Four wheel drive vehicles are required to access some portions of the area.

Forty two percent of EL 6922 is the subject of a Native Title Claim and Commissioners will need to comply with the Native Title Act 1993 (Cth) as described in the Hetherington Report. GA understands that most, if not all, of the historical gold workings within EL 6922, which represent the priority targets for initial exploration by Commissioners, are on private land and not subject to the Native Title Claim.

10.2 Mining and Exploration History

Three groups of mine workings occur within EL 6922; the Jerrawa Creek Group in the west, the Dalton Group in the southern central portion of the tenement and the Coronation Group in the central eastern portion of the tenement. Available, but probably incomplete, production records from the numerous small gold mine workings (summarised in Table 10.1) were obtained from DPI-MR publications.

The mines reputedly ceased operations due to a combination of depletion of oxidised free milling ore and increasingly difficult treatment associated with the gold being associated with arsenopyrite; probably a factor below the level of oxidation. Manpower shortages due to World War II are also suggested as a factor. There is some indication that the influx of water into the Coronation Mine may have created operational difficulties.

The area covered by EL 6922 has been previously explored by a variety of companies which held exploration tenure that partially or completely covered the current tenement. Some of the earlier company exploration, partly focussed on the base metal potential of the area, involved regional geophysical and geochemical surveys as well as regional mapping.

The previous modern gold exploration appears to have been quite limited. As many of the gold workings were previously held by individuals or syndicates under prospecting licences or mining leases with no reporting requirements, comprehensive records of the work undertaken are not available.

Prior exploration over EL 6922 of most significance to Commissioners with respect to identifying gold targets includes:

- 1970 to 1971 – Waitovu Investments Pty Limited (in joint venture with Horizon Exploration Limited) who explored EL 369 for base metals and gold mainly utilising airborne geophysical surveying (magnetic, radiometric and electromagnetic) and regional mapping. Targets included skarn deposits in the contact zone of the Wyangla Batholith and structurally controlled hydrothermal vein-style mineralisation. The three mines in the Coronation Group (Coronation, Budget and Big Mines) were considered noteworthy on the basis of the historical production.
- 1983 to 1986 – Nationwide Resources Pty Limited (in joint venture with Nicron Resources and Petrocarb Exploration NL) undertook the most detailed exploration for gold with most work focused on the Coronation Group of mines. Detailed mapping, grid soil geochemical sampling some rock chip sampling and percussion drilling was undertaken.
- In 1988 detailed grid controlled mapping and sampling was undertaken by a consultant at the Dalton Mine Group on behalf of a syndicate who then held mining leases over the mine area.

TABLE 10.1

HISTORICAL MINE WORKINGS WITHIN EL 6922

Mine/Workings	Recorded Production (oz Au)	Indicative Recovered Grade (g/t Au)	Comments
Jerrawa Creek Workings	150 oz from 508t ore	9.2	Shafts, drives adits and open cuts over 30m. Worked between 1875 and 1888. Production records are incomplete. Brecciated quartz vein 1.5m wide and approximately 500m long, striking 080°, dip 85°S. Rock Chip sampling yielded 2.8g/t Au, 13g/t Ag and 280ppm As over 1.3m
Dalton Group			Mainly worked between 1933 and 1941.
Green Workings	1.8 oz	18.4	8m deep shaft on 0.3m wide quartz vein within slate. Veins strike at 360°.
Star of Dalton, Starrs Mine	Nil .		Shafts to 16m on 0.3m wide quartz vein
King Solomon Shaft	Nil		Shaft to 4m depth. Only trace gold obtained from assay over 1m.
Weisman & Holzigal Workings			Shafts to 13m, adits, open cuts over 172m. Zone strikes 340°. A number of sub-parallel zones to 0.32m wide. Sampling obtained 27.8g/t Au, 3.38g/t Ag over 0.3m. Arsenopyrite and pyrite present.
Dalton Mine, Budget, Big Mine and Collins Big	354 oz	30.6	Shafts to 50m depth. Series of en echelon north-south striking quartz veins in sheared slate and quartzite. Arsenopyrite, pyrite and native gold present.
Alchin's Day Dawn, Matthews and Canada Mines	Nil		Shafts to 25m depth. Multiple quartz veins present. Rich shoots of gold recorded from some shafts. Recorded grades of 6.6g/t Au and 16.6g/t Au.
Golden Dyke Shaft	7.5oz from 20t ore	11.7	Shaft to 8m depth on 0.7m wide quartz vein hosted by slate. Recorded assays of 7.97g/t Au and 1.27g/t Au over 1m width.
Queen May Shaft	Nil		Shafts to 8m depth and cross cuts developed on a shear controlled quartz vein (1.3m wide). Recorded assay over 1.3m – 1.27g/t Au, 0.32g/t Ag and 4.92g/t Au, 0.95g/t Ag.
Honeyfield's Workings	Nil		Shaft to 12m depth on multiple quartz veins hosted by sheared slate and quartzite.
Honeyfield's Lookout Mine	12 oz		Shafts to 15m depth on ~1m wide quartz vein. Visible gold noted. Assays of 51.6g/t Au and 24.8g/t Au. Records indicate that prospecting to north obtained anomalous gold over 12-18m in a quartz stockwork zone
Alchin's Workings	Nil		Shaft to 8m depth on 0.2m wide quartz vein hosted by slate. Assays to 11g/t Au.
Coronation Group	1,530 oz from 2,180t	21.9	
Davis Mine, Suttons Mine	125.2 oz	27.5	Shafts to 34m deep, drives and winzes on 0.3m wide quartz vein and stockwork within a shear. Native gold present. Assays to 11g/t Au.
Coronation Mine, Hodgkinsons Mines	1,390 oz	21.4	Shafts to 40m with drives up to 25m long on at least two levels. A series of vertical quartz veins striking 192° localised on cleavage in carbonaceous siltstone; assays yielded 140g/t Au, 10g/t Ag over 0.3m. Some disseminated mineralisation within the shear zone yielded 21g/t Au, 6,300ppm As in a grab sample. Arsenopyrite, pyrite and native gold. Drill hole PH-C2 obtained 1.01g/t Au over 1m.
Red Mine	142 oz	27.5	Shafts (to 27m deep) and drives developed on quartz veins (striking 010°) and stockworks within a shear zone. Vein widths to 0.9m. Decomposed granite encountered at depth.

Note: The above table represents summary information obtained from a combination of the DPI Metmin 97 database and the Mine Data Sheets accompanying the Goulburn 1:250,000 Metallogenic Map (1975).

Salient features from prior company exploration of the known deposits are summarised below:

The Coronation Group of mines are located within a broad, northerly trending shear and within a 40m wide package of carbonaceous siltstones and minor interbedded sandstones dipping 80° east. The historical mines occur within several narrow (up to 4m wide) en echelon, strongly silicified, mineralised zones containing quartz stringers and veins, as well as abundant disseminated medium to coarse grained arsenopyrite and traces of pyrite, as well as copper, lead and zinc sulphides. The mineralised zones are lens shaped and have an apparent short strike length, the main lode being approximately 110m long.

Grid soil geochemical sampling by a previous explorer delineated two parallel north-south trending zones of discontinuous arsenic anomalism (based on an arsenic in soil threshold of 25ppm As) up to 1500m long. The eastern zone extends from the Coronation Mine in the south to the Davis Mine in the north, a distance of some 150m. The second zone is located some 250m to the west, and encompasses the Red Mine. Scattered anomalous gold values (up to 330ppb Au) occur within both zones.

Five percussion holes, totalling 318m, were drilled to further evaluate the area with disappointing results. Three holes (spaced 200m apart) on the Red Mine anomaly intersected broad, patchy intervals of over 250ppm As with no anomalous gold values. The two holes on the Coronation – Davis Mine zone intersect several, 1-12m wide, anomalous arsenic intervals ranging from 250ppm to 2510ppm As. The best gold intercept, from a hole drilled below the main Coronation Shaft, was 3m at 0.43g/t Au from 60m depth including a high of 1m at 1.01g/t Au. A hole drilled under the northern extensions of the working yielded three narrow, 1-2m wide, with a best intercept of 2m at 0.17g/t Au from 65m depth. The percussion drilling technique used may not have been appropriate technique as a loss of sample can occur where water is present. This may result in low assay results.

The Dalton Group of mines located some 5km south of the Coronation Group were, until recently, covered by mining leases held by a private syndicate. Although no open file reports are available, summary details of the previous mapping and sampling undertaken were made available to GA by Geos Mining. This work indicates that auriferous zone represented by the Dalton Group could be traced over a north-south strike distance of over 1km and of 15 rock chip samples collected, three returned values of greater than 1g/t Au from the main Dalton lode. A number of parallel vein systems were identified based on the presence of old workings, mapped geology and arsenic anomalism.

Observations during GA's site visit confirmed the presence of workings on multiple parallel zones of intensely sheared, dark grey, fine grained slate containing variable quantities of vein quartz. An adit developed into what may have been the main Dalton lode, indicated the zone was approximately 2m wide with an internal, 0.5m wide, zone of intense shearing. Only minor quantities of vein quartz were noted either in outcrop or on the mullock dumps. The distribution of the workings along the strike of shear zone suggests that previous mining was preferentially concentrated on higher grade shoots and suggests that cross cutting structural relationships may be important in localising the gold mineralisation.

10.3 Project Area Geology and Mineralisation

The area is predominantly underlain by a monotonous series of Upper Ordovician deep water sediments belonging to the Adaminaby Group (Figure 5). This basement sequence, predominantly consisting of alternating bands of shale, slate, siltstone sandstone/quartzite and some limestone, has been intruded by lenticular granitoid bodies and porphyritic dykes associated with the margins of the Wyangala Batholith outcropping to the east and south of the tenement. Tertiary basalt, in places overlying fluvial sediments originally deposited within Tertiary drainage channels, occur as generally small, residual remnants on some of the ridge crests.

Highly silicified rhyolite porphyry dykes and sills have been recorded intruding the Adaminaby Group units north of the Dalton Mine and are probably related to the Wyangala Batholith. The Wyangala Batholith has been subdivided into three distinct granitic phases based on variations in the mineralogy and consists of biotite-hornblende granite, granodiorite and alaskite.

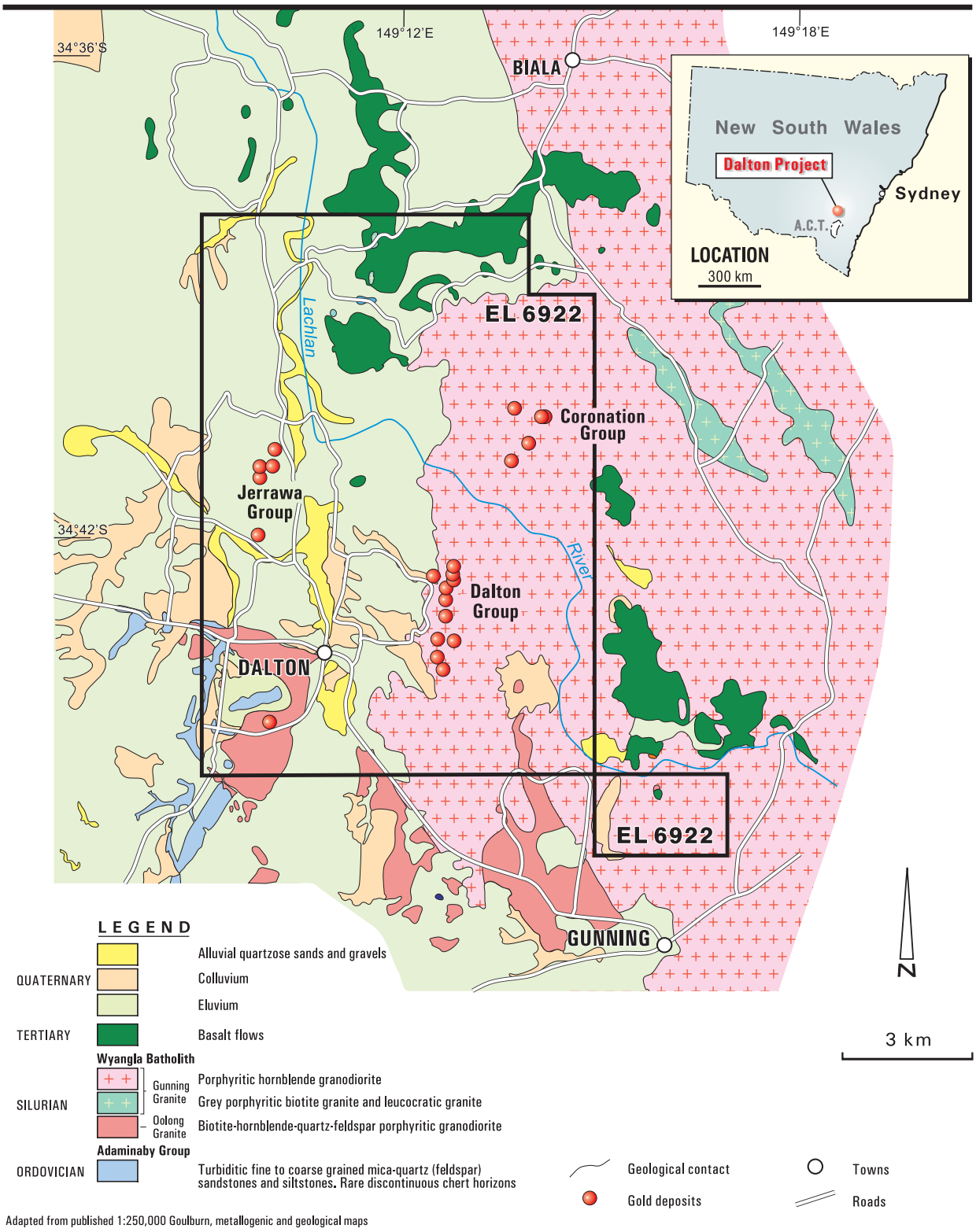
From the available information, confirmed by GA's site visit, the known gold mineralisation within EL 6922 is associated with distinct, narrow shear zones paralleling the bedding planes within the Adaminaby Group. Regional trends in the metasediments are generally north to northeast although in the Jerrawa area they trend east-west and dip shallowly north.

The Coronation/Red Mine in the northeast and the Dalton/Big Mine in the south are some 5km apart and may be localised on the same regional, north northeast trending, shear zone. The Dalton/Big Mine line of workings can be traced over a strike length of some 2km with the Alchins workings at the southern end and the Holzigals workings located at the northern end. The Jerrawa Creek workings, including Reef Hill, lie on a separate shear zone further to the west. The gold mineralisation, invariably hosted by vein quartz, typically occurred as native gold in the oxide zone and appears to have been closely associated with arsenopyrite and pyrite below the level of oxidation.

10.4 Exploration by Commissioners

Commissioners acquired EL 6922 in October 2007 and the company has completed a review and assessment of the results of previous exploration and compiled the available historical exploration results into a digital data base. The tenement was renewed in October 2009 for approximately 50% of its original size; the known historical mine working are still contained within the reduced tenement.

Limited rock chip sampling along the Dalton line of workings during 2009 yielded four samples (of a total of 10 collected) with gold values of above 1g/t Au, the highest value obtained being 29.3g/t Au and the anomalous gold values were associated with anomalous arsenic. During 2010 Commissioners completed soil geochemical programs, with associated geological mapping, over three areas within EL 6922. The surveys were undertaken along east-west oriented soil lines spaced 200m apart with station intervals of 100m along the lines. An X-ray Fluorescent (“XRF”) analyser was used to obtain with XRF determinations for base metals and arsenic at each station. Gold cannot be determined by this method and a number of soil samples were collected for laboratory analysis from stations that returned anomalous arsenic values. These results were not available to GA at the time of preparing the IGR.



Adapted from published 1:250,000 Goulburn, metallogenic and geological maps

Commissioners Gold Limited

Dalton Project Geology

Figure 5

Goldner and Associates

The three areas covered by Commissioners' work to date are as follows:

- Zone 1 – the full strike length of the Dalton Group of workings
- Zone 2 – a southeastern, possible faulted offset extension of the Dalton Group line represented by a magnetic high
- Zone 3 – a magnetic high extending south from the Coronation workings.

Prior exploration indicates the known gold mineralisation, which is closely associated with regional northerly-trending shear structures, has a positive correlation with anomalous values of arsenic. The XRF arsenic-in-soil levels obtained by Commissioners are briefly summarised below. It is notable that the XRF arsenic values were not as high as had been previously obtained in the historical rock chip and soil sampling; Geos Mining attribute this to the difference in sampling and assaying techniques.

- Zone 1 – several discrete anomalies correlate well with known workings
  - a distinct change in anomalous trend in the northern portion of the Dalton line is possibly due to cross faulting
  - the arsenic anomalism extended to the northeast for over 800m.
- Zone 2 – an offset, low level arsenic anomaly defined; thought to represent a fault-offset of the Dalton line
- Zone 3 – no significant arsenic anomaly.

A fourth zone of interest over the Jerrawa Creek Group of workings was not sampled during the 2010 program.

10.5 Proposed Exploration Program and Budget

The two year program and budget summarised on Table 10.2 below has been prepared by Geos Mining and has been reviewed by GA in the context of the previous work undertaken to date. The proposed work program will initially involve trenching, detailed geological mapping accompanied by geochemical sampling of the Dalton line of workings accompanied by ground geophysics. This will be followed, if warranted, by RCP and/or diamond drilling.

TABLE 10.2

DALTON PROGRAM AND BUDGET

PROGRAM AND BUDGET	IPO RAISING	
	$2.5M $	$4.5M $
Year 1		
Geological mapping, geochemical sampling, interpretation of aeromagnetic data, ground geophysical surveys as indicated.	80,000	80,000
Sub-total	**80,000**	**80,000**
Year 2		
Drill testing, resource estimation if warranted as well as other relevant work such as petrological and metallurgical studies as required.	180,000	280,000
Sub-total	**180,000**	**280,000**
TOTAL	**260,000**	**360,000**

GA Comments

The most detailed historical exploration of the known gold workings appears to have been restricted to the Coronation Group with detailed grid controlled mapping and soil geochemical surveys followed by percussion drilling. Although no significant gold intersections were obtained, the limited number of short holes drilled did not fully evaluate the strong arsenic-in-soil anomalies. In addition it is possible that the RCP drilling technique employed would have resulted in sub-optimum samples given that wet ground conditions were noted.

Commissioners XRF geochemical program has confirmed the anomalous gold associated with the Dalton line extends over a strike length of over 800m possibly extending to the Coronation Group. Further exploration of this zone is warranted and should initially consist of detailed mapping, rock chip and soil sampling and possibly some ground geophysics.

The historical data and Commissioners' work to date suggests that the individual known gold occurrences, although high grade, were small and in GA's opinion the main exploration target for Commissioners is the

identification of a multiple small high-grade deposits that could supply a central processing plant. Geos Mining believe the eastern portion of the licence may have potential for intrusive related gold deposits, although at this stage this remains a conceptual target.

GA is of the view that the proposed program and budgets are appropriate for the style of mineralisation indicated in the Dalton project area. The fact that prior exploration of the Dalton Group of workings was funded by a private syndicate suggests that targets identified may not have been adequately tested by drilling due to funding limitations. The presence of considerable sulphides associated with the gold mineralisation indicates that detailed geophysical surveys may be useful in locating non-outcropping extensions to the known lodes.

11.0 MONGARLOWE – CORANG PROJECT

11.1 Location and Tenure

This project is located approximately 230km southwest of Sydney and about 40km southeast of Goulburn and consists of two non-contiguous granted exploration licences, (ELs 6919 - Mongarlowe and 6921 – Corang) as shown on Figure 1. The region is characterised by deeply incised drainages associated with the Shoalhaven and Mongarlowe Rivers and varying thicknesses of recent alluvial deposits are present within most of the current creeks and rivers.

Although the project area is characterised by rugged, incised topography, excellent access is available to most of the project along a network of sealed and unsealed public roads and farm tracks. Numerous small "lifestyle" landholdings occur throughout the project area, particularly fringing the public roads and the major drainages. It is anticipated that Commissioners will need to dedicate a significant amount of time to access negotiations with the landholders.

Two small ML's held by another party are present over alluvial gold workings in the Croker's Mint to Paul's Workings area along the Shoalhaven River, in the southern portion of EL 6921. These MLs have a depth restriction of 50m, below which EL 6921 remains in force.

11.2 Mining and Exploration History

Previous mining and exploration within the Mongarlowe-Corang project area has been predominantly focussed on the numerous occurrences of alluvial gold accumulations associated with the current drainages and in paleo-alluvials deposited in Tertiary drainages. Less historical exploration has been undertaken on the lode gold occurrences that occur within the project tenements. Some of the historical exploration has targeted volcanogenic massive sulphide ("VMS") deposits as a number of VMS deposits, such as Captains Flat and Woodlawn, have been mined to the north and west of the project tenements.

11.2.1 Alluvial Deposits

Historically significant gold production was derived from alluvial gold deposits associated with the Shoalhaven River valley covering an area of about 7,250km^2. The project tenements cover portions of both the Shoalhaven River (EL 6921) and Mongarlowe River (EL 6919) drainages. Considerable historical alluvial (placer) gold production was derived from both the alluvial gravels in the current drainages and from some of the elevated Tertiary alluvial deposits occurring on some of the ridges within EL 6921. The alluvial deposits were previously mined by a variety of methods including:

- large company-scale dredging of the main drainages and associated bank deposits
- individual and syndicate-scale hydraulic sluicing
- smaller-scale open pit and underground mining (by shaft or adits) of alluvials distal from the current drainages.

The gold was recovered by a variety of gravity techniques and, away from the active drainages, the water used for mining and processing was often brought to site by a network of water races.

Production figures for the alluvial operations, that are almost certainly incomplete and consequently understate the amount of gold produced, frequently do not distinguish between gold derived from the Tertiary alluvial deposits and that derived from the current drainages. Where production figures for the alluvial mining are available they typically incorporate production from both within and beyond the tenements held by Commissioners. The figures produced below (mainly extracted from Clift 1975) are provided to demonstrate that significant gold production was derived from the Shoalhaven River Valley rather than to imply that this production was entirely sourced from within the project tenements.

- Southern District dredging production from 1900 to 1942 - 237,731 oz of gold with the bulk of this production (214,576 oz) being derived from deposits outside of the current project tenements.
  - This almost certainly did not include the smaller-scale sluicing or alluvial mining operations by individuals and syndicates.
- Alluvial gold production from within EL 6921, but probably also including areas along the Shoalhaven River both to the southwest and northeast of this tenement, occurred from 1851 with production records only available from 1878.

- Recorded production from the Shoalhaven River and its terraces between 1878 and 1901 totalled 14,177 oz of gold. This appears to have been derived from mining (and possibly sluicing) operations rather than dredging; predominantly from near Nerriga, at Oallen Crossing and in the area below the confluence of the Shoalhaven and Mongarlowe Rivers.
    - Attempts to mine and treat the extensive high level (30m to 135m above the Shoalhaven River) older (Tertiary) alluvial deposits, in this area, (known to be auriferous in places) were largely unsuccessful due to lack of water. In a few places poorer grade, high level gravels were mined and processed.
    - A 6 month dredging operation at Oallen Crossing in 1901 yielded 514 oz of gold.
- In the Mongarlowe River (partly within EL 6919) most of the gold in the alluvial deposits of the current river was considered to have been derived from both high-level Tertiary gravels and from quartz vein lode deposits in the area of Half Moon Flat (within EL 6919).
    - High level gravels in this area were up to 65m above the river bed and varied in thickness from a few centimetres to 3m with the gold typically being coarse (nuggets) but erratically distributed. Mining was predominantly by sluicing; actual production figures are not available.
    - Clift estimates that dredging production from the Mongarlowe River probably exceeded 5,000 oz (principally from the Half Moon area) but few records are available and the estimate may well include production from both sluicing of the high level gravels as well as that from dredging.

Only limited modern exploration of the gold potential has been undertaken, the most significant by CSR Limited ("CSR") in the 1980s. This company undertook a detailed evaluation of a number of areas of high level Tertiary gravels adjacent to the Shoalhaven River both within and outside the current EL 6921. Within EL 6921 the Tertiary gravel deposits at the previously mined deposits of Oallen Mint, Jessop's, Tom's and Paul's workings in the Oallen–Oallen Ford area were investigated in detail. The work undertaken included seismic reflection geophysics, excavation and sampling of costeans and large diameter drilling, environmental and archaeological studies. Results included:

- The Mint area - 3m thick horizon of auriferous gravels in-filling a deep, but narrow paleo-channel averaged 0.4-0.5g/m^3 (some results exceeding 0.6g/m^3) below overburden ranging from 4-6m thick
- Paul's area - 1m thick auriferous basal gravel (no grade quoted) beneath overburden of more than 6m
- CSR concluded that significant gold grades (in their view grades exceeding 0.3g/m^3) occurred only at Jessop's, The Mint, Tom's Creek and Paul's workings, but only over thin stratigraphic intervals.
- an engineering and financial analysis, based on The Mint grade, thickness and overburden parameters, indicated that an area of some 30km^2 was required to meet CSR's required large scale project parameters. It was concluded that this sized deposit was unlikely to occur in the area.

11.2.2 Lode Gold Deposits

A number of quartz vein-hosted or quartz stockwork-hosted gold occurrences are known from within the current project tenements largely in two areas; The Rise and Shine – Alma May – Day Dawn group of mines (herein referred to as the Southern Group) within EL 6919 and the Mantons – Jasper Valley – Kangaroo Reefs area (the Northern Group) in the northern portion of EL 6921 as shown on Figure 6. Production records are scarce and undoubtedly incomplete and there are probably additional, unrecorded small lode gold workings within the project tenements.

These mines and prospects as well as numerous other lode-style deposits are located upstream of the Shoalhaven and Mongarlowe River catchments, but beyond the limits of the current project tenements (particularly the deposits, such as Majors Creek hosted in the Braidwood Granite), are the obvious source of the alluvial gold in the Tertiary gravels. The alluvial gold within the current drainages will have been derived from a combination of the erosion of the Tertiary gravels as well as from the lode deposits.

(i) The Southern Group Lode Gold Prospects

The main historical workings in this group, all located east and northeast of Braidwood, generally appear to be localised along a northeasterly trending lineament and consist of gold associated with quartz veins and quartz stockworks within the Ordovician metasedimentary basement. There appears to be a frequent close spacial association of the auriferous quartz veins with dolerite dykes. A number of companies and syndicates have undertaken some prior exploration; available production and exploration details are summarised on Table 11.1 below:

TABLE 11.1

SOUTHERN GROUP OF GOLD PROSPECTS

Mine/Workings	Recorded Production (oz au)	Indicative Recovered Grade (g/t Au)	Comments
Rise and Shine	50	3g/t Au	At least 11 shear controlled quartz lodes up to 1.3m wide with a maximum strike length of 91m, variously containing visible gold, arsenopyrite and pyrite. Numerous shafts (up to 20m deep), shallow pits and costeans present. Previous exploration identified weakly pyritic stockwork zone of quartz veinlets up to 10m wide with rock chip sampling results of between 0.78 to 3.9g/t Au associated with strongly anomalous lead and arsenic values. Five historical percussion holes targeted below the workings; 2 holes intersected anomalous gold values: CSR1 – 4m at 0.89g/t Au, 0.8% As from 16m depth CSR3a – 2m at 0.78g/t Au, 0.18% As from 24m depth.
Alma May	418 oz from 160 tonnes (1908 to to 1932) 1915 and 1930	81g/t Au	The mineralisation is associated with a strong northeasterly trending shear Zone and an adjacent dolerite dyke. Very high grade gold (> 100g/t Au) occurs in thin (up to 25mm) quartz-chlorite veinlets containing native gold, pyrite and arsenopyrite. The area was evaluated by a private syndicate with assistance from the DPI between 1976 and 1980. Underground channel sampling by DPI geologists obtained values of up to 223g/t Au. At least two separate vein systems (Lodes A and B) were recognised.
Day Dawn	3,003 oz from 2,629 tonnes (1884 to 1905)	35.5g/t Au	Northeasterly striking quartz vein (0.07 to 1.2m wide) dipping to the southeast. Native gold and gold associated with pyrite. Pyrite concentrates contained up to 12oz/t Au.
Homeward Bound	19,461 oz (1878 to 1960)	Na	213m strike length, shaft to 121m depth. Quartz vein 1m wide at bottom of workings of vein with grades up to 6g/t Au.
Red, White & Blue	Na	Na	Very rich coarse gold in thin veins apparently present.

(ii) The Northern Group of Lode Gold Prospects

A number of known quartz vein-hosted gold deposits extend from the northern boundary of EL 6919 over a south southeasterly distance of approximately 8km. Mines and prospects known from this area include Spa Creek, Kangaroo Reef, Jasper Valley, Mantons Reef and Phoenix. Prior exploration in this area included an evaluation of the potential for volcanogenic massive sulphide deposits largely utilising airborne geophysics as well as stream sediment and rock chip geochemical sampling. Limited mapping and rock chip sampling of some of the known mine workings has also been undertaken by previous explorers. Data summarised from available open file reports is presented on Table 11.2.

TABLE 11.2

NORTHERN GROUP OF GOLD PROSPECTS

Mine/Workings	Recorded Production (oz au)	Indicative Recovered Grade (g/t Au)	Comments
Spa Creek	Na	Na	Two large open pits (southern pit - 10m deep) and at least one adit. Limited available descriptions suggest both a paleo-placer and auriferous quartz vein lode mineralisation may be present. Chlorite alteration noted at western end of an adit that follows a dolerite dyke. Rock chip sampling on the adit's north wall yielded 10m at 0.24g/t Au and up to 380ppm As.
Mantons Reef	Na but considered significant	Na	Pits and shafts to >30m depth intersected a north-south geological contact dipping 40^{0}-50^{0} east. Quartz veins in Ordovician meta-sediments. Zone of persistent quartz veins over 3.km strike distance from Jasper Gully mine just north of EL 6919 boundary.
Japer Valley	Na	Na	Four to five deep pits located 2.6km south of Mantons Reef mine. Easterly dipping quartz stockwork zone. Quartz vein sample from dump contained 0.178g/t Au with anomalous lead and arsenic.
Kangaroo Reef	Na	Na	Described as consisting of quartz-chlorite stockwork veining along the contact of a pyritic dolerite dyke.

11.2.3 Base Metal (± Gold) Prospects

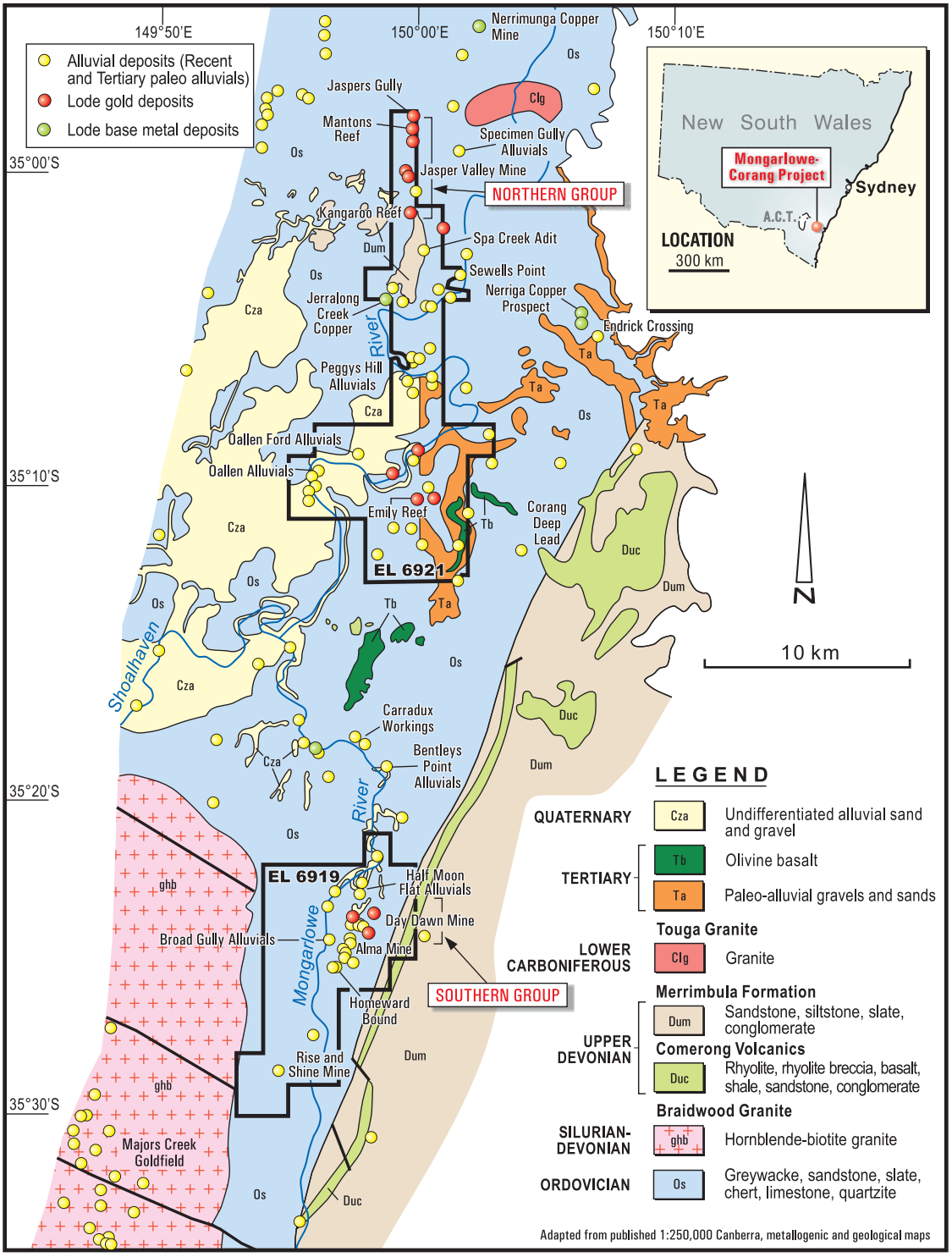
There are few examples of base metal occurrences within the Commissioners' tenements with only the Jerralong Creek copper prospect, in EL 6921, noted on a number of maps within the open file reports. No significant details could be located with respect to this occurrence.

11.3 Project Area Geology and Mineralisation

As shown on Figure 6, the Mongarlowe-Corang project is underlain by an Ordovician basement sequence of metasediments predominantly consisting of sandstones, shales, greywackes, with some interbedded calcareous units and chemical chert horizons. These units are folded into steeply plunging isoclinal folds and disrupted by north northeasterly and, less commonly easterly-trending, faults. The units are intruded by a number of granitoids including the Silurian to Devonian Braidwood Granite to the west of EL 6919 and the small Lower Carboniferous Touga Granite north of EL 6921. Devonian sediments and acid volcanics (with some minor basalts and interbedded sediments) occur in a northeasterly trending belt east of EL 6919. Partially eroded Tertiary alluvial deposits (with some minor basalt) of varying thickness occur on many of the higher ridges within the EL 6921.

A number of styles of mineralisation occur within the project tenements and include:

- Placer gold deposits associated with the current drainages.
  - Fluvial gravels and sands have accumulated within and adjacent to the larger drainages; there is evidence of extensive historical workings along the major drainages within both tenements. The source of the gold in these placer deposits was almost certainly from the same lode gold deposits that were the source of the gold in the paleo-placer deposits (see below) and from the subsequent erosion of the Tertiary paleo-placer deposits.
- High-level Tertiary gravels in paleo-drainage channels.
  - These paleo-placer deposits have been a significant historical source of gold in the Shoalhaven district with a number of workings occurring within EL 6921. The original source of the gold in the paleo-placers was probably the various quartz vein-hosted and quartz stockwork deposits within both the Ordovician basement sequence and the Majors Creek Goldfield within the Braidwood Granite to the southeast of the project tenements.
- Quartz vein and stockwork gold occurrences within the basement metasediments.
  - A number of gold occurrences associated with quartz veins are recorded from within the project tenements. Sulphides, consisting variously of pyrite, arsenopyrite as well as minor chalcopyrite and galena, are typically present in these occurrences; the veins are almost invariably associated with northeasterly and easterly trending faults and shears. More massive quartz veins often occur within an alteration envelope containing chlorite ± calcite and stockwork zones of fine quartz veinlets.
- Base metal and gold occurrences hosted by the basement metasediments.
  - Only two base metal occurrences, the Jerralong Creek Copper prospect and the Nerriga Copper prospect, have been recorded adjacent to EL 6921. The former is described as a hydrothermal quartz vein containing copper, lead and zinc with malachite staining at surface. No information could be located with respect to the latter prospect.



Commissioners Gold Limited

Mongarlowe-Corang Project Geology

Figure 6

Goldner and Associates

11.4 Exploration by Commissioners

Exploration to date has been limited to EL 6919 and involved an XRF soil sampling program over the potential extensions of the Rise and Shine lode system. Soil traverse lines were spaced 200m apart with XRF readings taken at 100m stations along the lines with closer station intervals used where anomaly definition was required.

Historical records indicate the Rise and Shine mineralisation is closely associated with moderate to high levels of arsenic and consequently XRF determined arsenic values were used by Geos Mining as a pathfinder indicator to gold mineralisation. The overall XRF arsenic values are comparatively low (maximum of 135ppm As) however, based on a threshold value of 35ppm As, over which Geos Mining considers values to be anomalous, several discrete anomalies were outlined over a northeast strike length of some 800m. This anomalous trend correlates well with the mapped extent of the historical workings and the XRF data also suggests a possible correlation with elevated lead values. Geos Mining has recommended a continuation of the XRF soil program, accompanied by mapping and a ground electromagnetic survey in the Rise and Shine region to identify and refine targets for drill testing.

11.5 Proposed Exploration Program and Budget

The two year program and budget summarised on Table 11.3 below has been prepared by Geos Mining and has been reviewed by GA in the context of the previous work undertaken and the targets identified that warrant further evaluation. The two budgets reflect the likely variation in the amount to be raised by Commissioners. Both the Mongarlowe and Corang areas have a number of known lode-style gold prospects while Corang also contains a number of high-level alluvials that may have potential for small scale development. The year 2 program will be contingent on the positive results obtained in year 1.

TABLE 11.3

MONGARLOWE - CORANG PROGRAM AND BUDGET

PROGRAM AND BUDGET	IPO RAISING $2.5M $	IPO RAISING $4.5M $
Year 1		
EL 6919 - Mongarlowe		
Geological mapping, geochemical sampling of selected mineralised zones; interpretation of open file aeromagnetic data to interpret basement structures and possible buried intrusions; ground electrical and magnetic surveys; RCP and/or diamond drilling of defined targets	70,000	70,000
EL 6921 - Corang		
Geological mapping, geochemical sampling; interpretation of available remote sensing data, trenching, pitting and bulk sampling; reinterpretation of aeromagnetic data	50,000	50,000
Sub-total	**120,000**	**120,000**
Year 2		
EL 6919 - Mongarlowe		
Geological mapping, geochemical sampling, RCP and/or diamond drilling of defined targets	100,000	250,000
EL 6921 - Corang		
Geological mapping, geochemical sampling, RCP and/or diamond drilling of defined targets; bulk sampling of selected high-level alluvials	100,000	170,000
Sub-total	**200,000**	**420,000**
TOTAL	**320,000**	**540,000**

GA Comment

In GA's view the most appropriate exploration targets, for Commissioners, within the project tenements are represented by the known quartz vein and quartz stockwork gold occurrences. The wider alteration and stockwork envelopes noted around the more significant quartz vein occurrences represent attractive exploration targets for medium sized gold deposits. Most prior mining typically concentrated on the narrower, high grade, massive quartz veins.

Commissioners' limited exploration to date suggests that arsenic and lead represent useful pathfinder elements for Rise and Shine-style gold mineralisation. GA concurs with Geos Mining recommendations that further XRF soil programs both in the Rise and Shine area and also more regionally are justified. GA however believes that the 100m sample spacing employed to date is too wide and that XRF readings should be undertaken at no more than 25m spacing along lines 100m apart.

- *Other obvious areas warranting follow-up investigation in EL 6919 include:*
- *the Homeward Bound and possibly the Day Dawn historical mine areas where records indicate significant historical high grade production*
- *the Alma May area where underground sampling by DPI-MR confirmed the presence of high gold grades associated with narrow quartz veins.*

There is very limited data available for prospects within EL 6921 however it appears that the Manton's Reef mine may have been a significant producer and should initially be inspected in the field; logically the other known occurrences in this group would be inspected at the same time. Additional research of the DPI-MR open file records is also required.

There are also at least two areas of alluvials, Oallen to Oallen Ford and the Mint-Jessops-Toms/Pauls area, within EL 6921 that merit further investigation based on the results of prior company exploration. The former area appears to lie within two MLs held by another party and may therefore not be available to Commissioners.

Overall the potential for discovery of non outcropping quartz vein-style gold deposits within the project tenements warrants further work. An attempt at reconstructing the Tertiary drainage pattern, particularly in EL 6921, as well as a careful assessment of the likely sources for the alluvial gold within the current drainages may prove useful in determining some additional, previously undiscovered, bedrock sources for the gold within the project tenements. Stream sediment sampling within the current drainages is unlikely to be useful given that these will be contaminated by the previous alluvial mining activity.

The Tertiary paleo-placer deposits within the project tenements are generally limited in their mapped extent (Figure 6) but two targets warrant further consideration:

- *the largest mapped area of Tertiary sediments occurs in the Oallen to Oallen Ford area in the western portion of EL 6921. Previous exploration yielded some encouraging results and as the previous explorer was a major company with a large scale target objective, the area remains attractive for a smaller company such as Commissioners. Only those portions of the paleo-placer alluvials not covered by the two MLs held by another party would be of potential interest to Commissioners*
- *the reasonably large area of Tertiary basalt mapped within EL 6921 may also represent an area warranting exploration for paleo-placer deposits; the basalt has almost certainly been deposited within a Tertiary drainage channel and there may be gravel accumulations below the basalt*
- *prior to incurring any significant expense in exploration for paleo-placer deposits a realistic assessment of the likelihood of approval in the event of a discovery should be established by discussions with the DPI-MR. Mining of any form of placer deposit would have a significant disturbance footprint and development approval may be difficult given the general environmental sensitivity of the Shoalhaven River catchment and the comparatively high density of small farms in the area.*

From the available limited information the known base metal occurrences are extremely small and are unlikely to represent appropriate exploration targets for Commissioners.

GA is of the view that the proposed program and budget is appropriate for the style of mineralisation indicated in the Mongarlowe-Corang project area.

MUTTAMA PROJECT

12.1 Location and Tenure

The Muttama Project, located some 18km southeast of Cootamundra in southeastern NSW consists of a single exploration licence, EL 6920 as shown on Figure 1.

The current tenement is characterised by gently undulating topography used for grazing. A central north-south trending range of elevated topography is in part timber covered. Excellent vehicular access to the area is available from Cootamundra and Gundagai by a combination of sealed and gravel public roads and within the tenement by unsealed farm tracks.

12.2 Mining and Exploration History

The Christmas Gift Mine is held by another company and was the largest producer in this general region with an historical recorded production of approximately 37,000oz of gold.

The available historical production from gold workings within EL 6920 are summarised in Table 12.1 below. The largest producer within EL 6920 was the Democrat Mine in the northern portion of the tenement. In the south at least 12 lodes (collectively referred to as the Muttama Gold Field) occur in three groups over an 11km long, north-south trending, semi-continuous zone of workings as follows:

1. Northern Group consisting of the Muttama and nearby Doctors and Guy Brothers underground workings located within EL 6920. Most production predated the commencement of record keeping by the Government in 1875. Some reports suggest mined grades ranged between 1 and 7oz/t Au
   Central Group consisting of the Excelsior and adjacent Chance Reef located on, or adjacent to, the southern boundary of EL 6920. It is unclear whether these workings are within, or just south of the current tenement
2. The Southern Group consisting of the Booth Reward Mines that are located beyond the boundary of EL 6920.

Some minor alluvial gold mining is reported to have occurred from the Muttama Goldfield however no production figures are available.

A number of DPI-MR open file government and company exploration reports provide limited details with respect to some of the historical mine workings within EL 6920 and these are summarised on Table 12.1 below.

TABLE 12.1

HISTORICAL MINE WORKINGS WITHIN EL 6920 – METMIN 97 SUMMARY DATA

Mine/Workings	Recorded Production (oz Au)	Indicative Recovered Grade (g/t Au)	Comments
Democrat	2,036 oz from 7,045 tonnes	9.0	Shafts, crosscuts, pits. Stockwork veining (12m wide) on an intrusive contact.
Muttama Goldfield			
Muttama (incl. Doctors and Guy Brothers)	Na	Possibly between 1-7oz/t at Muttama Up to 4oz/t	Muttama mine workings (pits and trenches) over at least 400m sinuous north-south strike. Shafts to 12m but indications that reefs were worked to a depth of at least 70m. One small adit present. A number of northerly plunging shoots within quartz veins in dacite porphyry. Sub-parallel Doctors Reef, 200m to west of Muttama Reef, with workings over 300m strike length. Gold occurs in a number of north plunging shoots in quartz veins (0.1 to 2m wide) and is associated with galena and pyrite. Guy Brothers reef varies from 20cm to 36cm.
Excelsior (incl. Chance Reef)	~290 oz	22 g/t Au to 7oz/t	Discontinuously worked to 1893. Shaft to ~3.3m, quartz vein from 15cm to 61cm wide. Another shaft 200m south on 10cm wide quartz vein.
Mooney Mooney Area (Juliff's and Dusthole Mines)	Na		Located east of the Muttama workings. Reefs striking to north northwest and hosted in sandstone. Shallow pits and shaft (to 120m) with north-south drives.
Rosehill Area (Prospect)			
Red Jacket and Collis & Petersons Mine	~100 Na		Shafts and drives. Rich patches of gold were found in a thin quartz vein. Outcrop extends for at least 0.4 km, several minor workings in the area.

Previous exploration within the area now covered by EL 6920 has been undertaken by numerous companies with targets including both gold and volcanogenic massive sulphide deposits. A number of smaller companies also evaluated the potential for viable chromite and platinum group metal ("PGM") deposits. Prior explorers have included, but are not limited to, CSR Limited (on behalf of a consortium of joint venture partners), Dampier Mining Company, Range Resources Limited, Billiton Australia Limited and Red Anchor Resources Limited.

The work undertaken included extensive regional stream sediment geochemical sampling, as well as more detailed prospect scale exploration including grid soil and some rock chip sampling, geophysical surveys (ground and airborne) and some selected drill testing. Within EL 6920 limited drilling has been undertaken at the Rose Hill Prospect (includes the Red Jacket and the Collis & Peterson Mines) and at the Mooney Mooney Prospect that appears to include the Juliff's and Dusthole workings. Considerable prior detailed exploration, including considerable drilling, has been undertaken in the area of the Christmas Gift Mine (to the north of EL 6920) as this was the largest historical producer in the district.

12.3 Project Area Geology and Mineralisation

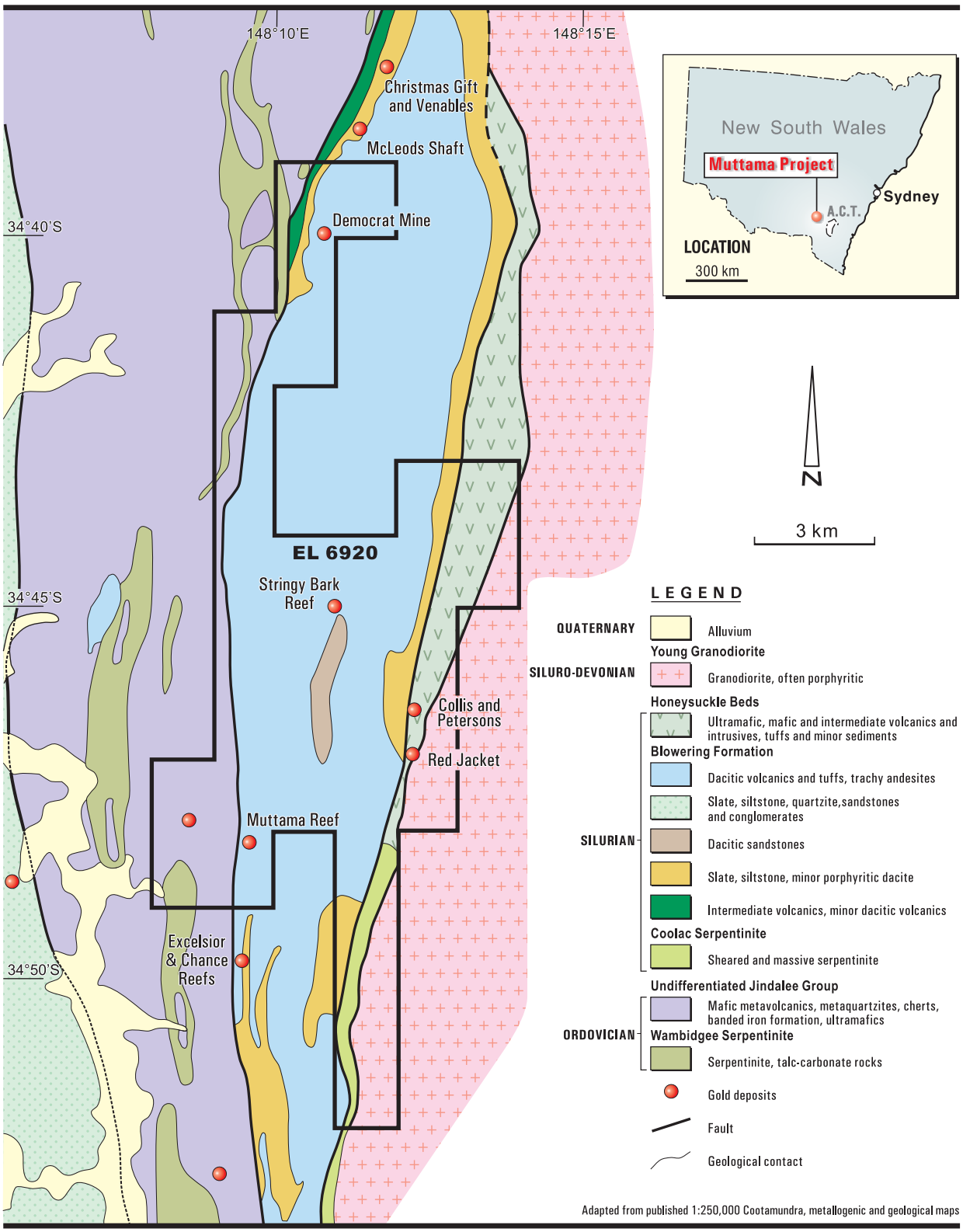
EL 6920 is predominantly underlain by the Silurian Blowering Formation, a sequence dominated by dacitic volcanics interbedded with fine to medium grained sediments (siltstones to sandstones) and minor limestone. To the west this unit is in faulted contact with the Ordovician Jindalee Group consisting of metamorphosed oceanic sediments (quartzite, banded iron formation, chert and schists) and ultrabasics. To the east the Blowering Formation is in faulted contact with Honeysuckle Beds (intermediate to ultramafic volcanics and minor sediments) and, in the south of the tenement with the Coolac Serpentinite. The Siluro-Devonian Young Granodiorite occurs on the eastern margin of EL 6920 (Figure 7).

There are a number of gold occurrences within and adjacent to EL 6920 and occur as structurally controlled, quartz vein-hosted deposits dominantly at or near the fault bounded contacts of the Blowering Formation. The largest known deposits are the Callinga Group of workings located just to the north of EL 6920 and not held by Commissioners. EL 6920 was acquired by Commissioners on the basis that it contained a number of known gold prospects in apparently a similar geological setting to the Callinga Group.

The Callinga Group of workings are developed within a narrow, 6km long zone adjacent to the faulted Blowering Formation/Jindalee Group contact. The largest deposit within this group is the Christmas Gift deposit where the gold mineralisation is associated with disseminated pyrite, pyrrhotite and galena. Minor sphalerite and chalcopyrite, in foliated quartz-calcite veins with epidote and wollastonite are present in the wall rocks. Although these minerals are usually associated with skarn-style mineralisation, the currently favoured view is that they represent alteration minerals associated with structurally controlled vein-style mineralisation.

Apart from the Stringy Bark Reef workings in the central part of EL 6920, the known gold occurrences within and immediately south of the tenement appear to be closely associated with the faulted contacts of the Blowering Formation (Figure 7) as summarised below:

- western contact workings appear to occur within a unit consisting of andesitic tuffs and sediments grading to more acid units and finer grained sediments near the contact with an overlying porphyritic dacitic tuff
- in the south of the tenement gold workings can be found along a 11km strike length of the western Blowering Formation faulted contact zone from north of the Muttama Group of mines (within EL 6920) extending south of EL 6920 through the Excelsior workings to the Booths Reward area
  - at Muttama the gold occurs in small, north-plunging shoots within narrow quartz veins in metasediments and to a lesser degree in porphyritic dacites; most of the auriferous quartz veins parallel the foliation with some also occurring in cross cutting joints and fractures; pyrite and galena as well as native gold are present
- in the north of EL 6920 the Democrat Mine (within EL 6920) lies in the same stratigraphic position as the southern workings (i.e. on the western contact zone of the Blowering Formation) as do the Christmas Gift/Venables Mines in the Cullinga area just to the north of EL 6920
  - eastern contact workings, consisting of the Red Jacket and Collis & Peterson Mines, are located on the eastern faulted contact between the Blowering Formation and the overlying Honeysuckle Beds.



Commissioners Gold Limited

Muttama Project Geology

Figure 7

Goldner and Associates

12.4 Exploration by Commissioners

The only work undertaken by Commissioners to date on this area consists of a review of the historical exploration data available on the DPI-MR website, with particular emphasis on the results for geochemical surveys undertaken by prior explorers, liaison and access negotiations with landowners and some very limited rock chip sampling during a brief site visit.

12.5 Proposed Exploration Program and Budget

The two year program and budget summarised on Table 12.2 below has been prepared by Geos Mining and has been reviewed by GA in the context of the previous work undertaken and the targets identified that warrant further evaluation. Most of the planned exploration will be concentrated on more closely evaluating the potential of the known gold occurrences represented by the historical workings in the Democrat, Muttama and Rose Hill areas and will involve utilising improved geophysical and geochemical surveys in conjunction with detailed, prospect-scale mapping to evaluate the structural controls to the gold mineralisation. Targets developed will be evaluated by drilling if warranted.

The two budgets detailed in Table 12.2 reflect the likely variation in the amount to be raised by Commissioners and in each case the actual work to be undertaken in year 2 will be dependent on the results obtained in year 1.

GA Comment

Results from earlier historical exploration, including limited drill testing in and around some of the known mine areas, indicate the known workings were developed on small, high grade shoots with limited tonnage potential. However the drill testing to date has not adequately evaluated these zones and further limited exploration, particularly of the Democrat and Muttama mine areas, is justified given their similar geological setting to the Christmas Gift mine.

In addition exploration of the regional potential of EL 6920, focussing on the eastern and more western fault bounded contacts of the Blowering Formation, is clearly warranted. The association of pyrite and galena with gold, in combination with an obvious structural and stratigraphic control to the mineralisation, suggests that exploration by Commissioners should include detailed mapping of the Blowering Formation contact zones in conjunction with soil geochemistry and electrical geophysical surveys. The relevant prior company geochemical and geophysical data should be consolidated into a digital database and assessed in detail to guide further exploration.

GA is of the view that the proposed program and budget is appropriate for the style of mineralisation indicated in the Muttama project area. The early interpretation of available open file geophysical data may well identify structural zones representing targets for more detailed evaluation by ground follow-up geophysical and geochemical surveys.

TABLE 12.2

MUTTAMA PROGRAM AND BUDGET

PROGRAM AND BUDGET	IPO RAISING $2.5M $	IPO RAISING $4.5M $
Year 1		
Geological mapping and geochemical sampling; re-interpretation of aeromagnetic data.	30,000	30,000
Sub-total	**30,000**	**30,000**
Year 2		
Additional Geological mapping and geochemical sampling; drill testing		
of targets if warranted.	50,000	100,000
Sub-total	**50,000**	**100,000**
TOTAL	**80,000**	**130,000**

13.0 PRINCIPAL INFORMATION SOURCES

The principal information sources used to compile this Independent Geologist's Report are listed below.

General			
Clift	D.S.L.	1975	Gold Dredging in New South Wales Geological Survey of New South Wales Mineral Resources No. 14
Hough	M.A.	2007	A Review of the Metallogeny and Tectonics of the Lachlan Orogen
Bierlein	F.P		Mineralium Deposita (2007) 42: pp 435-438
Wilde	A.R.		
Cowarra			
Capital Mining		2010	Review of Operations – Cowarra Project. Data lodged onto CML website
Capital Mining		Nov 2010	Annual Report 2009 – Review of Operations. Cowarra Project – New Acquisition
Capital Mining		2010	
Capps	S	Aug 2009	Resource Estimation, Cowarra Mine, Bredbo NSW, Derwent Geoscience Pty Ltd
Capps	S	2009	Annual Report EL 5939 Cowarra Project Bredbo NSW 30th April 2008 to 29 April 2009. Prepared on behalf of Atlas Resources Pty Ltd
Commissioners		2010	Heads of Agreement, Cowarra Project, NSW. Between Capital Mining Limited and Commissioners Gold Limited
Department of Mines		1972	Proposed re-opening of Cowarra Mining on Mining Reserve R 30850, Parish Abercrombie, Count Beresford; Letter from Department of Mines to Shire Clerk, Monaro Shire Council
Department of Mines - Shire Clerk		Sept 1972	Proposed Re-opening of the Cowarra Mine on Mining Reserve R 30850, Parish Abercrombie, County Beresford.
McCann	L	Aug 2010	Annual Report for the Period Ended 29 April 2010 on Exploration Licence 5939
Hine	R		Cowarra (SJ 55-4)
Oberon			
Booker	F.W.	1942	Bismuth Deposits at Duckmaloi.
DPI-MR		1942	Commonwealth Geological Adviser re Duckmaloi Bismuth Deposits (MR 2925)
Hall Relph & Associates Pty Ltd		1969	Request for Drilling Aid at Duckmaloi on behalf of Australian Ores and Minerals. GS 1971/405
Cartwright	A.J.	1991	Exploration Licence Nos 3230, 3624 and 3625 (Oberon, Wisemans Creek and Black Bullock respectively). 1st Combined Six-monthly Report 1 August 1990 to 31st January 1991. RGC Exploration Pty Limited. GS 1991/175.
Curnow	G	2007	Exploration Licence EL 6016, Oberon NSW Fifth Annual Report for the Period 25/10/2006 to 24/10/2007
DPI-MR		1935	Mine Record re Black Bullock (MR 0130).
Hawley	D	2004	Rio Tinto plc Visit to Black Bullock Prospect Oberon
Jones Mining Limited		1984	Sixth Six-Monthly Exploration Report. Exploration Licence 1674 (Bindo), Oberon Area NSW. Period 22 January to 21 July 1984. GS 1984/226
Kalnejas	J	1983	Report on Exploration Licence 1989, Oberon District NSW. Final Report. GS 1983/207
McClatchie	L	2003	Exploration Licence 6016. First Annual Report (Period 25.10.2002 – 24.10.2003)
Pedler	A.D.	1985	BP Minerals Australia. Wisemans Creek EL 2098. Six Monthly Report for the period 13th April to 12th October 1984. GS 1984/383.
Re	M	1991	RGC Exploration Pty Limited. Exploration Licence 3625 - Black Bullock. Fourth and Final Report (1st August 1991 to 31 July 1992) – GS 1992/244
Re	M	1991	RGC Exploration Pty Limited. Exploration Licence Nos 3230, 3624 and 3625 (Oberon, Wisemans Creek and Black Bullock respectively). 1st Combined Six Monthly Report (1st August 1990 to 31st January 1992) – GS 1992/244
Stanley	G.D.	1982	Second Six Monthly Exploration Progress Report, Exploration Licence 1674 Bindo, Oberon Area, NSW. Period 22 July 1981 to 22 July 1982. Report 08.1182. Shell Company of Australia Limited. GS 1983/194.
Stanley	G.D.	1982	Third Six Monthly Exploration Progress Report, Exploration Licence 1674 Bindo, Oberon Area, NSW. Period 22 July 1982 to 21 January 1983. Report 08.1121. Shell Company of Australia Limited. GS 1983/194.

Windsor Resources NL		1998	Final Report Exploration Licence 2098, Wisemans Creek NSW. GS 1998/277
Dalton			
McLennan	R.M.	1984	First half Yearly Report EL 2147 Coronation. GS 1984/080
Ward	D.F.		
Nationwide Resources Pty Limited		1984	Progress Report Coronation and Jerrawa Gold Prospects ELs 2050 and 2147 Dalton NSW. GS 1984/255
O'Connor	D	1986	Final Report on Exploration Licences 2050 and 2147. GS 1986/016
Raphael	N	2007	Second Annual Report for the Period 28 September 2005 to 27 September 2006.
Border	S		Exploration Licence 6307 Kinsha Exploration
Tiwari	R.K.	1971	Gunning and Dalton Prospects MELs 352 and 369. First Progress Report. GS 1971/717
Mongarlowe - Corang			
BHP Limited		1982	Exploration Licences 1301 Muttama and 1230 Callinga NSW. Final Report. GS 1982/334
BHP Limited		1982	Exploration Licences 1301 Muttama and 1230 Callinga NSW. Final Report. GS 1982/334
Border Raphael	S N	2006	Exploration Licence 6308, Muttama NSW. Second Annual Report Year Ended 27th September 2006
Border Raphael	S N	2006	Exploration Licence 6308, Muttama NSW. Second Annual Report Year Ended 27th September 2006
Borton Watt	D J	1985	Exploration Licence 2406 – Rosehill Cootamundra District NSW. First Exploration Progress Report for Period 30/4/85 to 29/10/85. Billiton Australia. GS 1985/276
Borton Watt	D J	1985	Exploration Licence 2406 – Rosehill Cootamundra District NSW. First Exploration Progress Report for Period 30/4/85 to 29/10/85. Billiton Australia. GS 1985/276
Clift	D.S.L	1970	The Muttama Gold Field – A Compilation. Geological Survey of New South Wales. GS 1970/677.
Clift	D.S.L	1970	The Muttama Gold Field – A Compilation. Geological Survey of New South Wales. GS 1970/677.
Cotton	R.E.	1991	Economic Assessment of Exploration Licence 3356, Muttama NSW. Red Anchor Resources Limited. GS 1991/118
Cotton	R.E.	1991	Economic Assessment of Exploration Licence 3356, Muttama NSW. Red Anchor Resources Limited. GS 1991/118
Gilligan	L.B.	1980	Further Developments at the Alma may Gold Mine, Mongarlowe. GS 1980/012
Govey	A.L.	1985	Report on Exploration for Alluvial Gold EL 2324, Jerralong NSW for CSR Limited. GS 1985/202
Greig Walker	D.D B.G.	1980	Report for the Six-Month Period Ending 28 November 1980 ELs 1261 and 1264 for Essex Minerals Company GS 1980/437
Johnson	R.D.	1991	Exploration Licence 3393, Nerrimunga NSW for Red Anchor Resources Limited GS 1992/198
Muttama			
Rampe	M	1988	Exploration Licence 2904 Final Report. Prepared for Talberth NL. GS 1988/036
Rampe	M	1988	Exploration Licence 2904 Final Report. Prepared for Talberth NL. GS 1988/036
Red Anchor Resources Limited		1992	Prospectus Report
Schwebel	P	1997	Exploration Licence 5246, Cullinga NSW. First Annual Report for Period 27 February 1997 to 22 September 1997. Gold Mines of Australia. GS 1998/003
Schwebel	P	1997	Exploration Licence 5246, Cullinga NSW. Second Annual Report for Period 23 September 1997 to 22 September 1998. Mt Lyell Mining Company Limited.
Schwebel	P	1997	Exploration Licence 5246, Cullinga NSW. First Annual Report for Period 27 February 1997 to 22 September 1997. Gold Mines of Australia. GS 1998/003
Schwebel	P	1997	Exploration Licence 5246, Cullinga NSW. Second Annual Report for Period 23 September 1997 to 22 September 1998. Mt Lyell Mining Company Limited.

14.0 STATEMENT OF CAPABILITY

This report has been prepared by Goldner and Associates with the principal consultant engaged in the current review being as follows:

Mr Peter Goldner (BSc. [Hon] Geology, FAusIMM, FAIG, CPGeo), the Managing Director of Goldner and Associates, has more than 35 years experience in exploration and mineral project evaluation, and the provision of geological services. He has worked in both surface and underground operations in a range of commodities, including gold and precious metals, copper, lead/zinc, base metals, nickel and uranium. He has extensive experience in resource/reserve estimation and reconciliation procedures and the audit and review of estimates. Mr Goldner has worked throughout Australia, PNG, Southeast Asia and in Alaska USA.

15.0 STATEMENT OF INDEPENDENCE

GA is independent of all parties involved with the project activities described in this report. GA will receive a professional fee based on standard rates plus reimbursement of out of pocket expenses for the preparation of this report. The payment of these fees is not contingent upon the success or otherwise of the proposed capital raising pursuant to the prospectus within which this report is contained. There are no pecuniary or other interests that could be reasonably regarded as being capable of affecting the independence of GA or the undersigned.

GA, the undersigned and members of the undersigned's family, have no interest in, or entitlement to, any of the project areas that are the subject of this report.

16.0 LIMITATIONS AND CONSENT

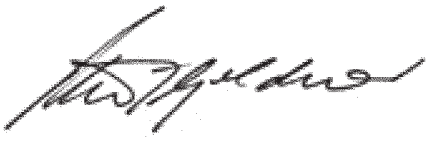
This report has been based on data, reports and other information made available by Commissioners, its subsidiaries or otherwise obtained through publicly available sources. A draft copy of this report has been provided to Commissioners for comment as to errors of fact, material omissions or incorrect assumptions. GA has no reason to believe that the information provided by Commissioners is misleading or that any material facts have been withheld. The opinions expressed herein are given in good faith and GA believes that any assumptions or interpretations are reasonable.

With respect to this GA Report and its use by Commissioners and its advisers, Commissioners agrees to indemnify and hold harmless GA its shareholders, directors, officers and associates against any and all losses, claims, damages, liabilities or actions to which they or any of them may become subject under any securities act, statute or common law, except in respect to fraudulent conduct, negligence or wilful misconduct, and will reimburse them on a current basis for any legal or other expenses incurred by them in connection with investigating any claims or defending any actions, except where they or any of them are found liable for, or guilty of fraudulent conduct, negligence or wilful misconduct.

This report is provided to Commissioners solely for the purpose of assisting potential investors in assessing the geological and technical issues as well as the potential risks associated with an investment in Commissioners and should not be used or relied upon for any other purpose. This report does not constitute a full technical audit but rather it seeks to provide an independent overview and technical appreciation of Commissioners' current projects. Neither the whole nor any part of this report, nor any reference thereto, may be included in, or with, or attached to any document or used for any purpose without GA's written consent to the form and context in which it appears.

GA has consented to the inclusion of its report in Commissioners' prospectus document dated on or about 23 March 2011 in the form and context in which it appears and has not withdrawn its consent prior to the lodgement of the prospectus with the Australian Securities and Investments Commission.

Yours faithfully,
GOLDNER AND ASSOCIATES



Peter T Goldner
Managing Director

GLOSSARY OF TECHNICAL TERMS, ABBREVIATIONS AND UNITS OF MEASURE

Term/Abbreviation	Description
acid/acidic	A descriptive term applied to igneous rocks that contain more than 60% silica (SiO_2)
adit	Horizontal passage from the surface into a mine
aeromagnetic	A technique of geophysical prospecting using an airborne magnetometer
Ag	The chemical symbol for silver
alaskite	A plutonic rock consisting of light coloured to white feldspar minerals, quartz and muscovite
albite	A sodium-rich plagioclase feldspar
alluvial (alluvium)	Sediment deposited by a stream or river
alteration	Change in the mineralogical and chemical composition of a rock, generally produced by hydrothermal fluids or by weathering
anomaly(ies)/anomalous	Value higher or lower than the expected norm
arsenopyrite	A sulphide mineral of iron and arsenic (FeAsS)
As	The chemical symbol for arsenic
Atomic Absorption Spectrophotometry (AAS)	An analytical technique where an element in its atomic form is introduced into a light beam of appropriate wavelength causing the atom to absorb light (atomic absorption) and enter an excited state. The resulting reduction in the intensity of the light beam which can be measured and directly correlated with the concentration of the elemental atomic species
Au	The chemical symbol for gold
aureole	A zone surrounding an igneous intrusion in which contact metamorphism of the country rock has taken place
auriferous	Gold bearing
basalt/basaltic	A fine grained dark coloured extrusive volcanic rock with a low silica content
base metal	Generally a non-ferrous metal inferior in value to the precious metals; usually and especially copper, lead, zinc, nickel
basin	A low area in the earth's crust, of tectonic origin, in which sediments have accumulated
batholith	A large, generally discordant plutonic mass that has more than 100km^2 surface exposure and no known floor
biotite	A common rock forming silicate mineral of the mica group, containing varying proportions of potassium, iron magnesium and aluminium
breccia/brecciated	A coarse-grained rock consisting of angular broken rock fragments held together by a fine-grained matrix, distinct from conglomerate
bulk leach extractable gold (BLEG)	Refers to bulk samples (usually at least 2 kilograms in weight) collected for subsequent laboratory analysis where the gold is initially extracted by cyanide
calcareous	Calcium bearing, usually referring to sediments
calcite	A calcium carbonate mineral. $CaCO_3$
Cambrian	The earliest period of the Palaeozoic era, covering the time between 570 and 500 million years ago.
carbonaceous	Carbon bearing, usually referring to a sediment
carbonate mineral (carbonates)	A mineral formed by the combination of the complex ion $(CO_3)^{2-}$ with positive ions, e.g. calcite ($CaCO_3$)
Carboniferous	A geological time period ranging from 345 and 280 million years ago
chalcopyrite	A sulphide mineral of iron and copper ($CuFeS_2$)
channel sample	A sample obtained by cutting a rectangular channel across a rock face; more representative than a chip sample or a grab sample
chert	A hard, dense microcrystalline or cryptocrystalline siliceous rock
chlorite	A group of platy mica minerals, usually green in colour, often occurring as alteration products of ferromagnesian minerals
conglomerate	A sedimentary rock formed by the cementing together of rounded, water-worn pebbles, distinct from breccia
contact metamorphic	Refers to the metamorphic alteration occurring locally, at and near the contacts between intrusions and the surrounding country or host rock

costean	An excavated trench
Cu	The chemical symbol for copper
dacite/dacitic	Volcanic rock (or lava) that characteristically is light in colour and contains 62% to 69% silica and moderate amounts of sodium and potassium
Devonian	The fourth period, in order of decreasing age, of the Palaeozoic era covering the time span between 400 and 345 million years ago
dip (dipping)	The angle that a stratum or planar feature such as a fault makes with the horizontal, measured perpendicular to the strike and in the vertical plane
disseminated	Said of a mineral deposit in which the desired minerals occur as scattered particles in the rock
dolerite	A medium grained plutonic rock with the composition of basalt
dyke	A tabular igneous intrusion cutting across the bedding or other planar structures
Electromagnetic (EM)	A geophysical method employing the generation of electromagnetic waves at the earth's surface. When the waves impinge on a conducting formation or sulphide rich body at depth they induce an electrical response that can be detected by instruments
epidote	A silicate mineral containing calcium, aluminium and iron
en echelon	Refers to closely-spaced, parallel or sub parallel, overlapping or step-like minor structural features in rock
epithermal deposit	A deposit formed shallow depths and low temperatures and pressures, within fissures or other openings in rocks, by deposition from ascending magmatic solutions
fault	A fracture or fracture plane along which there has been displacement of the sides relative to one another parallel to the fracture
feldspar	A group of silicate minerals containing varying amounts of aluminium, sodium, potassium and other elements
fluvial	Of or pertaining to rivers
flux	A substance that reduces the melting point of a mixture or that helps metals fuse
Formation	A body of rock strata that consists dominantly of a certain lithological type or combination of types
g	gram
g/t	Gram per tonne
galena	Lead sulphide mineral (PbS)
geochemical sampling	Systematic collection of rock or soil samples in order to study their chemistry
geochemical survey	A systematic study of the variation of chemical elements in rocks or soils
geochemically anomalous	An area having elevated levels of specified elements in rocks or soils
geosyncline	A large trough that subsided deeply throughout a long period of time into which a thick succession of sediments and volcanic rocks accumulated
Gossan/gossanous	An iron rich, often spongy rock found at or near the surface, produced by the weathering and oxidation of sulphide minerals and the leaching out of the sulphur and often some of the metals
grade	Average quantity of ore or metal in a specified quantity of rock
granite/granitic	Coarse-grained acid igneous rock containing quartz and feldspar
granitoid	Pertaining to or composed of granite
granodiorite	A plutonic rock consisting of quartz, calcium/sodium-rich and potassium-rich feldspars as well as some mafic minerals such as biotite, hornblende etc
greywacke	A poorly sorted sediment deposited in submarine conditions and containing sand-sized angular grains of quartz, feldspar and other minerals
hornblende	A common silicate mineral of the amphibole group containing variable amounts of calcium, iron, sodium, magnesium and aluminium
hydrothermal	Of or pertaining to hot water, to the action of hot water or to the products of this action such as a mineral deposit. Precipitated from hot aqueous solutions
intermediate	Descriptive of igneous rocks lying midway between acid and basic in composition
intrusive	Of or pertaining to intrusion, both the process and the rock so formed
isoclinal	Said of a fold with parallel limbs

JORC	Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves 2004 Edition
kg	Kilogram. 1 kilogram = 1000 grams
km	kilometre – 1kilometre = 1000 metres
km^2	square kilometre – 1 square kilometre = an area of 1000 metres by 1000 metres
limonite	A hydrous ferric oxide mineral, usually brown or orange in colour [$FeO(OH).nH_2O$]
limestone	A carbonate sedimentary rock containing more than 95% calcite ($CaCO_3$)
lineament	A linear topographic feature of regional extent that is believed to reflect crustal structure
lode	A mineral deposit consisting of a zone of veins or veinlets or disseminations; also a mineral deposit in solid rock as opposed to a placer deposit
m	Metre – 1 metre = 100 centimetres
M	million
mafic	An igneous rock with high magnesium and iron content, usually dark in colour
malachite	A bright green copper carbonate mineral [$Cu_2CO_3(OH)_2$]
metamorphic	Rocks formed in response to pronounced changes in temperature, pressure or chemical environment
metasediments	Sedimentary rocks that have been metamorphosed
mudstone	A fine grained sedimentary rock whose original constituents were clays or muds
mullock	The spoil or waste rock from a mine often contains some remnant pieces of ore
muscovite	A colourless mineral of the mica group [$KAl_2(AlSi_3)O_{10}(OH)_2$]
Ordovician	The second earliest period of the Palaeozoic Era between 500 and 440 million years ago
orogen	A belt of deformed rocks, often accompanied by metamorphic and plutonic rocks
orogenic belt	A linear or arcuate region that has been subjected to folding and other deformation
ounce (oz)	troy ounce – 12 troy ounces = 1 Avoirdupois pound (lb), 1 oz = 31.103477 g
outcrop	Rock exposed to view at the surface and physically connected to solid rock at depth
oxide zone	The region in the near surface environment where the minerals and rocks have been modified by the action of water
paleo-	A combining form meaning old or ancient
Palaeozoic	An era of geological time from about 570 to 225 million years ago
Pb	The chemical symbol for Lead
percussion drilling	A drilling technique in which the rock cuttings or fragments are recovered rather than core
placer	A surfical mineral deposit formed by mechanical concentration of mineral particles from weathered debris
plate boundary or margin	Zone of seismic activity along the edges of lithosphere plates
plunge/plunging	The inclination of a fold axis or other linear feature, measured in the vertical plane
pluton	A body of medium to coarse grained igneous rock that formed beneath the surface by crystallisation of a magma
plutonic	Refers to igneous rocks (usually coarse grained) that have crystallised deep below the earth's surface
porphyry (-itic)	An igneous rock in which larger crystals ("phenocrysts") are scattered through a matrix of smaller crystals ("groundmass"); descriptive of rocks displaying such textures
ppb	Parts per billion
ppm	parts per million, 1ppm = 1g/t
precious metals	Includes gold, silver and the platinum group metals
pyrite	Common iron sulphide mineral (FeS_2)
pyrrhotite	A magnetic iron sulphide [$Fe_{1-x}S$]
quartz	A mineral composed of silicon and oxygen (SiO_2)
quartzite	A granoblastic metamorphic rock consisting mainly of quartz and formed by the recrystallisation of sandstone or chert
reef(s)	A provincial term for a metalliferous mineral deposit especially gold bearing quartz

Reverse Circulation Percussion (RCP)	A percussion drilling technique in which the cuttings are recovered using air pressure up the inside of the drill rods to minimize contamination from the wall of the hole
rhyolite/rhyolitic	Fine grained intrusive rocks, often porphyritic, with a glassy matrix and the composition of granite
rock chip sampling	Obtaining a sample, generally for assay, by breaking chips off a rock face
Rotary Air Blast (RAB)	A non core drilling technique for shallow holes; usually used for geochemical programs
sandstone	A clastic sedimentary rock composed of sand sized grains
Sb	The chemical symbol for antimony
schist	A strongly foliated crystalline rock formed by dynamic metamorphism that has a well developed parallelism of more the 50% of the minerals present
sediment(s)	Rocks formed by transportation of particles by air, water or ice
sericite	A fine grained form of mica formed by the chemical alteration of other minerals
serpentinite/serpentinised	A metamorphic rock composed chiefly or wholly of the mineral serpentine $\{(Mg,Fe,Ni)_3Si_2O_5(OH)_4\}$
shale	A fine grained laminated sedimentary rock
shear(ed)	A deformation resulting from stresses that cause contiguous parts of a body to slide relative to each other in a direction parallel to their plane of contact
silicified/silicification	The introduction of, or replacement by, silica, that may replace existing minerals
sill	A tabular igneous intrusion that parallels the planar structure of the surrounding rock
siltstone	A sedimentary rock composed of silt-sized particles
Silurian	A period within the Palaeozoic era between 440 and 400 million years ago
skarn	A metamorphosed calcareous sediment into which silica and other elements, often including metals, have been introduced from an adjoining intrusive body
slate	A compact fine grained metamorphic rock that possess slaty cleavage and hence can be split into slabs and thin plates
sluicing	Concentrating heavy minerals such as gold, by washing unconsolidated material through boxes equipped with riffles that trap the heavier minerals on the floor of the box
soil geochemistry	A systematic sampling and chemical analysis of soils
sphalerite	A sulphide mineral of zinc and iron [(Zn, Fe)S], the main ore mineral of zinc
sq. km. (km^2)	Square kilometre
stibnite	A steel grey antimony sulphide mineral with the formula Sb_2O_3
stockwork veining	A vein system consisting of a three dimensional network of planar to irregular veinlets
stream sediment geochemistry	Systematic sampling and chemical analysis of sediments within drainage channels
strike	Trend or direction of rock strata in a horizontal plane; to extend in that direction
sulphide	A mineral compound characterised by the linkage of sulphur with metal
t	tonne - a metric tonne, 1 tonne = 1000 kilograms
tectonic	Pertaining to the forces involved in or the resulting structures of deformation of rock units
tenement	A land use instrument issued by state governments for regulation of mineral exploration and mining
Tertiary	A geological time period between 65 and 2 million years ago
tuff (-aceous)	Volcanic ash strata (derived from weathering of, or containing, tuff strata)
ultrabasic	An igneous rock having a silica content lower than about 45%
ultramafic	An igneous rock with very high magnesium and iron, virtually no quartz or feldspar and generally containing less than 45 per cent silica
vein	Generally tabular mineral deposit, usually relatively narrow and occurring between well defined walls
volcanic(s)	Refers to rocks derived from volcanoes or volcanic eruptions
volcaniclastic	A clastic rock containing material derived from volcanic source rocks
volcanogenic	Formed by the processes directly connected to volcanism; said of mineral deposits considered to have been produced through volcanic agencies and demonstrably associated with volcanic phenomena
Zn	The chemical symbol for zinc

6. INVESTIGATING ACCOUNTANT'S REPORT

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"Day Dawn" Mine Workers (1880 - 1908), Mongarlowe Tenement.
Image courtesy Braidwood Historical Society and Museum.

COMMISSIONERS GOLD LIMITED

BARNES DOWELL JAMES

CHARTERED ACCOUNTANTS

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B Kolevski (Affiliate ICAA)
M Galouzis CA

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AJD:KG

21 March 2011

The Directors
Commissioners Gold Limited
18/47 Neridah Street
CHATSWOOD NSW 2067

Dear Sirs,

This report has been prepared, at your request, for inclusion in a Prospectus to be issued by Commissioners Gold Limited dated on or about 23 March 2011 in relation to the issue of 22,500,000 shares in Commissioners Gold Limited at an issue price of 20 cents each to raise $4,500,000 with a minimum subscription of $2,500,000.

Scope of our report:

You have requested that Barnes Dowell James report on whether anything has come to our attention that would indicate that the financial information disclosed in Section 6 – Appendix A of the Prospectus does not present fairly:

- Commissioners Gold Limited's results for the period from 1 July 2010 to 31 December 2010; and

- Commissioners Gold Limited's assets and liabilities as at 31 December 2010 both historical and assuming that the offer and all of the transactions outlined in Section 1 of the Prospectus had taken place.

This financial information has been reproduced at Appendix A to this report, including the financial reporting framework and details of adjustments to the historical financial position.

The Directors of Commissioners Gold Limited are responsible for the preparation and presentation of the financial information as set out in the Prospectus, including the assumptions detailed on which they are based.

In our role as Independent Accountant in relation to the Prospectus, we have reviewed this financial information in accordance with Australian auditing standards applicable to review engagements, in particular Auditing Standards AUS 902 Review of Financial Reports. Such a review is limited primarily to inquiries of Commissioners Gold Limited's Directors and analytical procedures applied to the financial information. These procedures do not provide all of the evidence that would be required in an audit and, accordingly, we do not express an audit opinion.

Liability limited by a scheme approved under Professional Standards Legislation
Please refer to the website for our standard terms of engagement

Website: www.bdj.com.au

Expressions used in this report that are defined in the Prospectus have the same meaning as in the Prospectus.

Financial Information

The historical financial information has been derived from Commissioners Gold Limited's unaudited financial statements for the period 1 July 2010 to 31 December 2010.

Commissioners Gold Limited's proforma statement of financial position as at 31 December 2010 reflects the completion of the Offer as though it had taken place on 31 December 2010, and;

(a) To reflect the completion of the Minimum Subscription under the Offer, includes the following transactions:
- The issue of 12,500,000 shares for $0.20 each, being the Minimum Subscription under the Offer; and
- Costs of $485,000 associated with the issue; and

(b) To reflect the acceptance of the Maximum Subscription under the Offer, includes the following transactions:
- The issue of a further 10,000,000 shares for $0.20 each, being the Maximum Subscription under the Offer; and
- Further costs of $132,500 associated with the issue.

Subsequent Events

To the best of our knowledge and belief there have been no material items, transactions or event, outside the ordinary course of Commissioners Gold Limited's business, that have occurred subsequent to 31 December 2010 which are not otherwise disclosed in the Prospectus that require comment upon or adjustment to the information referred to in this report or which would cause such information to be misleading or deceptive.

Independence

Barnes Dowell James does not have any interest in the outcome of the Offer other than in connection with the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received.

Yours faithfully,
BARNES DOWELL JAMES

Anthony Dowell
Partner

APPENDIX A

Statement of Financial Position as at 31 December 2010 set out below is Commissioners Gold Limited's unaudited statement of position as at 31 December 2010 and its proforma statements of financial position as at 31 December 2010 incorporating the transactions in Note 3.

The proforma statements of financial position show Commissioners Gold Limited's financial position on the assumption that the Subscription is taken up under the Offer.

The historical and proforma statements of financial position should be read in conjunction with the accompanying notes.

	Note	Historical 31 December 2010 $	Proforma Minimum Subscription 31 December 2010 $	Proforma Maximum Subscription 31 December 2010 $
ASSETS				
Current Assets				
Cash		551,934	2,568,184	4,435,684
Receivables		3,928	3,928	3,928
Total Current Assets		555,862	2,572,112	4,439,612
Non Current Assets				
Tenement Security Deposits		60,000	60,000	60,000
Exploration Costs		120,000	120,000	120,000
Total Non Current Assets		180,000	180,000	180,000
Total Assets		735,862	2,752,112	4,619,612
LIABILITIES				
Current Liabilities				
Other Payables		-	-	-
Total Current Liabilities		-	-	-
Total Liabilities		-	-	-
Net Assets		735,862	2,752,112	4,619,612
Shareholders' Equity				
Ordinary share capital	4(a)(b)	1,418,650	3,919,900	5,919,900
Share issue costs	4(a)(b)	-	(485,000)	(617,500)
Accumulated losses		(682,788)	(682,788)	(682,788)
TOTAL EQUITY		735,862	2,752,112	4,619,612

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1. FINANCIAL REPORTING FRAMEWORK

The financial information included in this report has been prepared in accordance with applicable accounting standards and other mandatory professional reporting requirements.

The financial information has been prepared on the basis of historical costs and does not take into account changing money values or current valuations of non-current assets. Cost is based on fair values of the consideration given in exchange for assets.

The following significant accounting policies have been adopted in the preparation and presentation of the financial information and will be used in the preparation of subsequent financial reports.

a) Share issue costs

Costs incurred and directly attributable to the issue of Shares are deducted from the proceeds of the issue.

b) Exploration and Evaluation Expenditure

Exploration and evaluation is considered separately for each area of interest.

Exploration and evaluation expenditure related to an area of interest will be written off as incurred, except that it may be carried forward providing that rights to tenure of the area of interest are current and provided further that at least one of the following conditions is met:

(i) Such expenditure is expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; and

(ii) Exploration and evaluation activities in the area of interest have not, at balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest, are continuing.

Impairment Testing

Under Australian equivalents to International Financial Reporting Standards (A-IFRS) all current and non-current assets are subject to impairment testing. The Company has tested the values attributed to assets when impairment is indicated. Such testing will require the Company to identify the smallest group of assets generating independent cash inflows, called cash generating units ("CGUs"), and determine the recoverable amount for each CGU. Recoverable amounts are determined using the higher of either value in use calculated using reliable estimates of future discounted cash flows, or fair values. Where the carrying amount of CGU exceeds the recoverable amount, an impairment loss exists which will be recognised in the statement of income. The Company has determined that there will be no impact from impairment required. It is not practicable to determine the impact of the change in accounting policy for future financial reports, as any impairment or reversal thereof will be affected by future conditions.

2. STATEMENT OF COMPREHENSIVE INCOME

The statements of comprehensive income shown below have been summarised from the Company's unaudited financial statements for the half year ended 31 December 2010.

	Historical 31 December 2010 $	Proforma Minimum And Maximum Subscription 31 December 2010 $
Income	6,252	6,252
Less: Expenses		
Administration Costs		
- Public Relations	8,330	8,330
- Legal Fees	4,008	4,008
- Consultants Fees	16,231	16,231
- General Office Expenses	1,870	1,870
- R & D Expenses	2,820	2,820
- Subscriptions	2,957	2,957
- Other Costs	3,339	3,339
Total Expenses	39,555	39,555
Loss for the Period	33,303	33,303
Accumulated Losses brought forward	649,485	649,485
Accumulated Losses carried forward	682,788	682,788

3. PROFORMA STATEMENTS OF FINANCIAL POSITION

The proforma statements of financial position as at 31 December 2010 that reflects the completion of the Minimum and Maximum Subscriptions under the Offer as though they had taken place on 31 December 2010 (Proforma Minimum Subscription and Proforma Maximum Subscription) includes the following transactions:

(a) The issue of 12,500,000 Shares for $0.20 each (Minimum Subscription);

(b) The issue of 22,500,000 Shares for $0.20 each (Maximum Subscription); and

(c) Cost of $485,000 (Minimum Subscription) and $617,500 (Maximum Subscription) associated with the Issue.

4. ISSUED CAPITAL

	Number of Shares	$
a) ORDINARY SHARES On the assumption that the MINIMUM Subscription is taken up under the offer		
Shares on issue at 1 July 2010 (audited)	16,080,000	1,108,650
Issued during the period	4,900,000	310,800
Shares issued pursuant to the Prospectus	12,500,000	2,500,000
Less: Costs associated with the issue		(485,000)
Capital raising performance shares - post IPO	950,000	450
Total ordinary shares	34,430,000	3,434,900
b) ORDINARY SHARES On the assumption that the MAXIMUM Subscription is taken up under the offer		
Shares on issue at 1 July 2010 (audited)	16,080,000	1,108,650
Issued during the period	4,900,000	310,800
Shares issued pursuant to the Prospectus	22,500,000	4,500,000
Less: Costs associated with the issue		(617,500)
Capital raising performance shares- post IPO	1,350,000	450
Total ordinary shares	44,830,000	5,302,400

5. FINANCIAL REPORTING BY SEGMENTS

The Company currently operated solely in the resources industry in Australia.

7. INDEPENDENT TENEMENT REPORT

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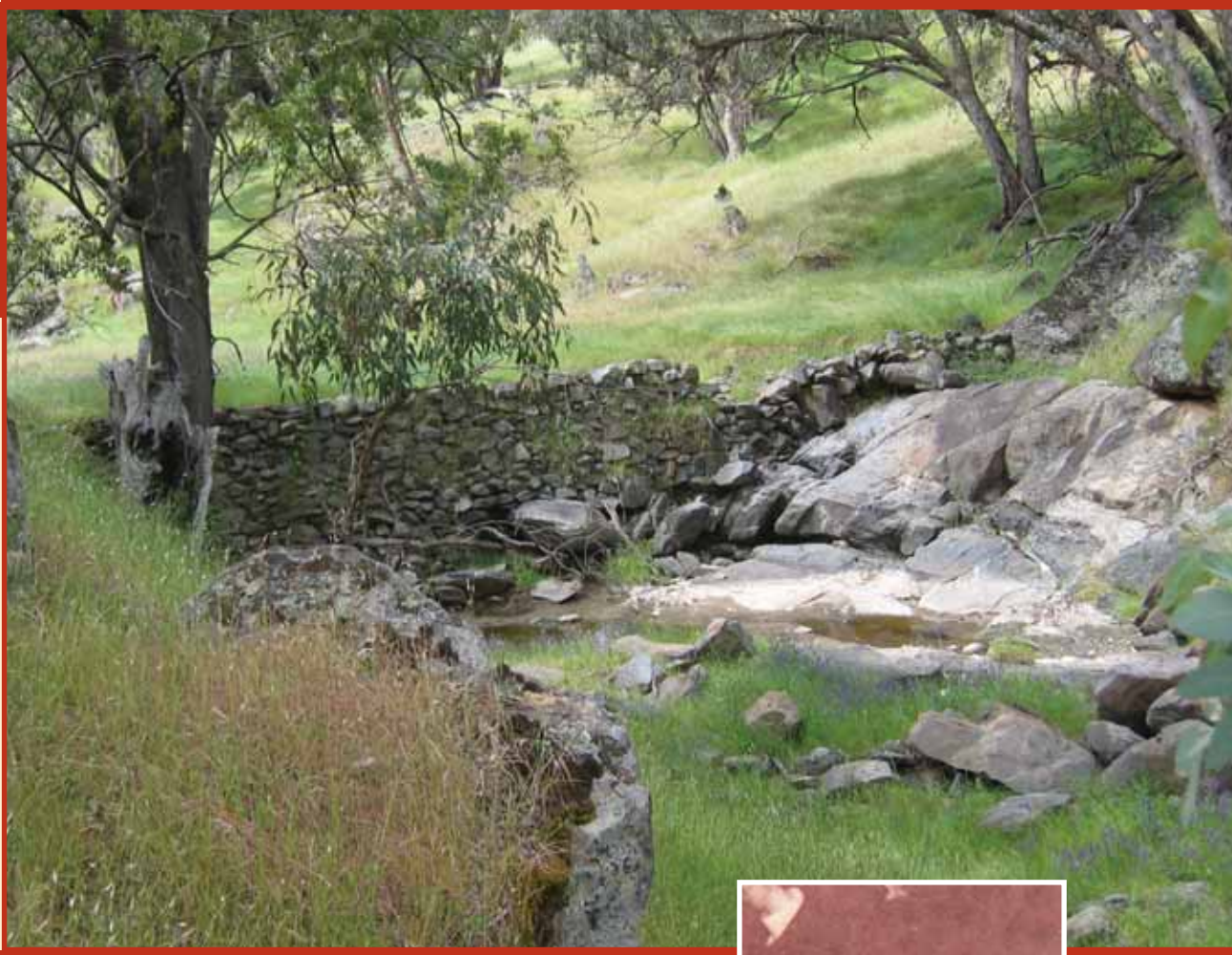

Chinese water race, Corang tenement EL 6921

Mei Quong Tart
(Braidwood Goldfields)

COMMISSIONERS GOLD LIMITED

COMMISSIONERS GOLD LIMITED

INDEPENDENT EXPLORATION TITLES REPORT

1. INTRODUCTION

1.1 Scope of Instructions

The following report has been prepared independently and in compliance with the Valmin Code.

Hetherington Exploration & Mining Title Services Pty Limited ("HEMTS") has been instructed by Commissioners Gold Limited (ACN 115 845 942) ("the Company") to conduct searches of and outline the rights conferred by various exploration titles in New South Wales (collectively referred to as "the Tenements"), as set out in the attached Schedule ("the Schedule").

1.2 Qualifications

Russell Hetherington has approximately 33 years experience in exploration and mining tenement management across Australia. Russell Hetherington is a member of the Australian Mining and Petroleum Law Association and a member of the Business Law Section of the Law Council of Australia.

1.3 Independence

HEMTS is independent from the Company within the meaning of the Valmin Code. HEMTS costs of preparing this report have been calculated at its normal charge out rate.

2. COMMENTARY ON THE TENEMENTS

The following information has been obtained from the New South Wales Department of Industry and Investment ("the Department"), the National Native Title Tribunal, the Department of Environment, Climate Change and Water and the New South Wales State Heritage Register.

Much of the information obtained from the Department has been obtained from the Department's Tenement Administration System ("TAS"). This report is subject to the proviso that TAS may contain errors and is not always reliable. Where possible, the information obtained from TAS has been verified against other available information, such as Exploration Licence instruments, electronic maps, etc.

Basic details of the Tenements are set out in the Schedule.

General

The Tenements are comprised of Exploration Licences No's 5939 ("EL 5939"), 6919 ("EL 6919"), 6920 ("EL 6920"), 6921 ("EL 6921"), 6922 ("EL 6922") and 7702 ("EL 7702").

The Tenements have been granted pursuant to the terms of the Mining Act 1992 ("the Mining Act").

The Company is the registered holder of EL 6919, EL 6920, EL 6921 and EL 6922.

Central West Gold NL is the registered holder of EL 7702.

Capital Mining Limited is the registered holder of EL 5939.

The Tenements all apply to Group 1 minerals, which are metallic minerals such as gold, silver, copper, etc.

The Tenements allow exploration by all methods (although some methods require additional approval by the Environment Branch of the Department).

The current term of EL 5939 expires on 29 April 2011. Renewal has been sought over all the units over which the Licence is in effect for a further period of two years. Details of special circumstances to support the renewal of EL 5939 without reduction have been lodged with the Department (Section 114(6) Mining Act).

2.2 Exclusions

The terms of the Exploration Licence instruments exclude land vested in the Commonwealth of Australia and any land subject to a National Park, regional park, historic site, nature reserve, karst conservation reserve or Aboriginal area which existed at the date of grant.

Approximately 1.5 per cent of EL 5939 has been excluded by the Mount Dowling Nature Reserve, situated on the north-western boundary of EL 5939.

Approximately 1 per cent of EL 6921 has been excluded by the Jerralong Nature Reserve, situated on the western boundary of EL 6921, the Bees Nest Nature Reserve, situated on the eastern boundary of EL 6921, and the Morton National Park, situated on the eastern and south-eastern border of EL 6921.

Approximately 1 per cent of EL 6919 has been excluded by Monga National Park, situated on the southern boundary of EL 6919.

Time does not permit an investigation into whether there is any land vested in the Commonwealth of Australia, historic site, nature reserve, regional reserve, karst conservation reserve or Aboriginal area, although it is considered unlikely that there are large areas of such land within the Tenements.

2.3 Other Titles and Applications

The area of EL 6921 partially excludes Mining Lease Nos 887 and 888, held by Hi Quality Quarry (NSW) Pty Ltd. These Mining Leases, which are subject to a 50 metre depth restriction, are excluded from EL 6921 from the surface of the earth to a depth of 50 metres by Section 19 of the Mining Act and the terms of the subject Licence instrument. Below 50 metres, EL 6921 remains in force.

2.4 Encumbrances

On 17 March 2011, the Company applied for the registration of a Farm-in and Joint Venture Heads of Agreement dated 14 February 2008 ("the Agreement") and a Deed of Variation dated 10 December 2010 ("the Deed") in respect to EL 7702 in accordance with Section 161 of the Mining Act.

The Deed varies the Agreement to provide that if the Company solely contributes the sum of $350,000.00 to exploration expenditure no later than 30 June 2012, the Company shall be deemed to have acquired a 70 per cent interest in EL 7702.

On 17 March 2011, the Company applied for the registration of the Cowarra Project Heads of Agreement dated 25 November 2010 ("the Heads of Agreement") in respect to EL 5939 in accordance with Section 161 of the Mining Act.

The Heads of Agreement between the Company and Capital Mining Limited, provides that the Company will conduct exploration activities for the purposes of assessing the mineral bearing capacity of EL 5939, for an earning-in period of two years and six months, commencing from 23 November 2010. At the end of the earning-in period, the Company shall be deemed to have acquired a 50 per cent interest in EL 5939. The Company then has the option to solely expend an additional $350,000 on exploration activities for a second earn-in period of two years, upon successful completion of which the Company's interest in EL 5939 would be increased to 85 per cent.

2.5 State Forests and State Conservation Areas

Approximately 23 per cent of the EL 7702 area is subject to the Lowes Mount and Blenheim State Forests.

State Forests are not excluded from Exploration Licences, but exploration activities within State Forests are subject to specific requirements.

Forests New South Wales is a public trading enterprise within the Department and a landholder for the purposes of the Mining Act. It is therefore necessary to enter into an access agreement with Forests New South Wales before commencing prospecting in a State Forest (Section 140 Mining Act).

State Forests are exempted areas for the purposes of Section 30 of the Mining Act. This provision requires the consent of the Minister for Mineral Resources before carrying out exploration within exempted areas. Such consent would entail environmental assessment of the proposed exploration by the Department. It would also be expected that such consent would be granted only in consultation with Forests New South Wales and subject to the terms of an access agreement reached with Forests New South Wales.

Approximately 5 per cent of the EL 6919 area is subject to the Monga State Conservation Area.

State Conservation Areas are exempted areas under the Mining Act and pursuant to the requirements of Section 30 of the Mining Act and Section 47J(7) of the National Parks and Wildlife Act 1974 ("NPW Act"), the Licence holder may not exercise rights pursuant to the Licence within State Conservation Areas except with the consent of the Minister for Mineral Resources, given with the approval of the Minister for the Environment (see also Section 2.7 below). A Review of Environmental Factors must also be prepared and submitted for approval according to the Department's guidelines at least 6 weeks prior to the commencement of any prospecting operations.

2.6 Mining Reserve

Approximately 9 per cent of the EL 6919 area is subject to Mining Reserve No 3177 dedicated on 7 November 1980. This Mining Reserve prohibits the grant of a Mining Lease or Mineral Claim within the relevant area.

2.7 Exploration Licence Conditions

The conditions attached to the Exploration Licences relate to environmental management of exploration, drilling requirements, reporting requirements, expenditure commitments, clearing of vegetation, rehabilitation of disturbed land and lodgement of security deposits.

Each Exploration Licence also contains conditions relating to Native Title (see Section 2.10 below).

In addition to the foregoing, the following conditions apply to the relevant Tenements:

- Condition No 4 of EL 6919 stipulates that the Licence holder must not commence prospecting operations in a State Conservation Area without obtaining prior written consent from the Minister and subject to any conditions that may be stipulated (see above Section 2.5).

- Condition No 7 of EL 6919 and EL 6921 stipulates that at least 28 days prior to commencing any prospecting operations which will involve disturbance to the surface of any area under the control of the Sydney Catchment Authority ("the Authority"), the Licence holder must notify the Authority's General Manager – Catchment Operations and Major Projects of the intention to do so and must supply any information required by the Authority to determine the precise location of the proposed operations.
- Condition No 9 of EL 5939, EL 6919, EL 6920, EL 6921 and EL 6922 stipulates that the Licence holder must not clear, drain or fill the land or construct a levee on a wetland without written approval of the Department. Approval may be granted subject to conditions and is subject to the concurrence of the Director-General of the Department of Planning.
- "Wetlands" means wetlands mapped as such under the State Environmental Planning Policy No 14 – Coastal Wetlands ("SEPP 14"). No land mapped as wetland under SEPP 14 appears to be located within EL 5939, EL 6919, EL 6920, EL 6921 or EL 6922. Accordingly, Condition 9 appears to be of no consequence to operations conducted on EL 5939, EL 6919, EL 6920, EL 6921 and EL 6922.
- Condition No 35 of EL 7702 stipulates that the Licence holder must rehabilitate to the satisfaction of the Department any areas disturbed by operations carried out under Exploration Licence No 6016 (which previously existed over part of the land) and must lodge any reports required in connection to that Licence.

2.8 Expenditure and Reporting Requirements

Compliance with the expenditure and reporting requirements of each of the Tenements is important because those matters are considered by the Department when determining whether or not to renew that Exploration Licence, and if so, whether to renew the Exploration Licence in full, or to require a 50 per cent reduction in the Exploration Licence area upon renewal.

The Department advises that all reporting obligations in respect to the Tenements have been complied with, but that expenditure commitments attached to several of the Tenements have not been met.

The current annual expenditure commitment for each of the Tenements is noted in the Schedule.

2.9 Access and Compensation

It is necessary to enter into a written access agreement with the landholder prior to carrying out exploration on land which is owned or occupied. A landholder is entitled to compensation for all compensable loss caused to such land by exploration (Section 263(1) Mining Act). In the event that an agreement cannot be reached with the landholder, the matter can be referred to arbitration, and if not resolved, to the Land and Environment Court for determination.

It is necessary for the holder of an Exploration Licence to obtain the prior written consent of the owner of any dwelling house, garden or improvement before carrying out exploration within 200 metres of the relevant dwelling house, within 50 metres of the relevant garden or on the land on which there is any significant improvement (Section 31 Mining Act).

2.10 Native Title

Approximately 42 per cent of EL 6922 and all of EL 7702 is subject to the registered Gundungurra Tribal Council Aboriginal Corporation #6 Native Title Claim NC 97/7.

No other Tenements are affected by a current Native Title Claim.

The issue of whether or not a Native Title Claim applies to the land subject to the Tenements is irrelevant to the requirement to comply with the Native Title processes prescribed by the Native Title Act 1993 (Cth) if the relevant land is land where Native Title exists or may exist ("Native Title land"). The threshold question when considering Native Title issues is therefore whether or not the relevant land is Native Title land or, in other words, whether or not Native Title has been extinguished. If Native Title has been extinguished, then it is not necessary to consider whether or not there is a Native Title Claim in respect to the relevant land before carrying out exploration.

If Native Title has not been extinguished, then it will (except in very specific circumstances) be necessary to comply with Native Title processes before carrying out exploration. The presence of a registered Native Title Claim simply means that it will be necessary to reach an agreement with the Native Title Claimants before proceeding with the relevant exploration activity. This may not be the case where there is currently no registered Native Title Claim, although in that case it is still necessary to undergo the Right to Negotiate process prescribed by the Native Title Act 1993 (Cth) or other Native Title process.

As a general statement, it can be said that Native Title has been extinguished in most of New South Wales. Nonetheless, it is likely that all of the Tenements contain at least some Crown land. The status of any Native Title in land cannot be determined with certainty until a thorough search of each parcel of land is carried out. Such searches are beyond the scope of this report.

All of the Tenements except EL 5939 contain the "Minister's consent" condition. This means that before carrying out exploration on Native Title land, the Minister's consent must be obtained. The Minister will not grant that consent until the Right to Negotiate process prescribed by the Native Title Act 1993 (Cth) has been undergone.

The Right to Negotiate process prescribed by the Native Title Act 1993 (Cth) was conducted in respect of EL 5939. Accordingly, the EL 5939 Licence instrument does not contain the "Minister's consent" condition.

On 12 November 2003, the then holder of EL 5939, Atlas Resources Pty Ltd ("Atlas"), sought consent from the Minister to explore on Native Title land within EL 5939. The relevant Native Title land was subject to the registered Ngunawal People (NSW) Native Title Claim NC 00/1 ("the Native Title Claimants"). Negotiations between the Native Title Claimants, Atlas and the Department resulted in a Section 31 Deed ("the Deed") being entered into. On 5 October 2004 the Minister granted consent for Atlas to explore on Native Title land within EL 5939, subject to the provisions of the Deed.

An ancillary agreement to the Deed, the Negotiated Agreement dated August 2004 between the Native Title Claimants and Atlas ("the Negotiated Agreement"), provided that Atlas may assign its interest in EL 5939, provided the proposed assignee executes a Deed of Assumption which is effective to assume the obligations of Atlas under the Negotiated Agreement.

Subsequent to entering into the Deed, the Ngunawal People (NSW) Native Title Claim NC 00/1 has been finalised and discontinued.

EL 5939 was transferred to Capital Mining Limited on 28 July 2009. HEMTS has not been advised whether a Deed of Assumption was entered into pursuant to the requirements of the Negotiated Agreement.

2.11 Aboriginal Places and Objects

An Aboriginal object is any material evidence relating to Aboriginal habitation of an area. An Aboriginal place is a place declared as such by the Minister administering the NPW Act, because that place is deemed to have special significance to Aboriginal culture. An Aboriginal place may or may not contain Aboriginal objects.

Aboriginal places and objects are registered on the Aboriginal Heritage Information Management System ("AHIMS") at the Department of Environment, Climate Change and Water. A search of AHIMS indicates that there are multiple places or objects located within or in close proximity to the Tenements.

Pursuant to Section 86(2) and (4) of the NPW Act, it is a strict liability offence to harm an Aboriginal object, or harm or desecrate an Aboriginal place. It is also an offence to harm or desecrate an Aboriginal object that the person knows is an Aboriginal object pursuant to Section 86(1) of the NPW Act. It may be necessary to apply for an Aboriginal Heritage Impact Permit if the activities contemplated in exercising rights under the Tenements are likely to cause damage to Aboriginal objects or places. The prohibitions contained in Section 86(1), (2) and (4) of the NPW Act apply whether or not the Aboriginal place or Aboriginal object has been registered on the AHIMS.

A defence is available to a person charged with a strict liability offence pursuant to Section 87 of the NPW Act. Pursuant to Section 87(2) of the NPW Act, the defendant must show that the defendant exercised due diligence to determine whether the act or omission constituting the alleged offence would harm an Aboriginal object, and reasonably determined that no Aboriginal object would be harmed.

It should be emphasised that the issue of Aboriginal places and objects is entirely separate to that of Native Title.

2.12 Heritage Sites

There are a number of items listed on the State Heritage Inventory in respect to the local government areas in which the Tenements are located. Whilst the geographical location of some entries on the State Heritage Inventory is unclear, the Company must exercise normal caution when carrying out exploration. If the Company comes across what may be a heritage item in the course of exploration, it should check with the local Council and/or the New South Wales Heritage Council.

2.13 Future Obligations

The holder has an ongoing obligation to comply with the terms and conditions of grant of the Tenements, including satisfaction of the expenditure conditions, unless otherwise varied by the Department.

Rehabilitation of any current and future exploration disturbances will be necessary and will need to be conducted in accordance with the conditions of the Tenements, as well as any conditions of any additional consent that might be issued in accordance with the requirements of law or those conditions.

The activities conducted under the authority of the Tenements are likely to result in the creation of environmental liabilities for the holders. The environmental liabilities will commence when exploration causes on-site ground disturbance. When any disturbed area has been satisfactorily rehabilitated, the environmental liability in respect to that area will cease.

If exploration is conducted on Native Title land, additional costs in respect to making an application for the Minister's consent to conduct activities on Native Title land, the "Right to Negotiate", Native Title consultation, negotiation and compensation payments and cultural heritage site clearances should be anticipated.

The holders of the Tenements may apply to renew the Tenements for further terms. The renewal applications should be lodged within two months before the relevant expiry date (Section 113(2)(a) Mining Act).

The Mining Act requires the holder of the Tenements to periodically reduce by half the area of each of the Tenements. Pursuant to Section 114(6) of the Mining Act, the holder of the Tenements may make application to the Department to vary these reduction requirements.

RUSSELL HETHERINGTON

17 March 2011

COMMISSIONERS GOLD LIMITED – SCHEDULE

TENEMENT	STATE	REGISTERED HOLDER	GRANT DATE	EXPIRY DATE	STATUS	AREA (UNITS)	SECURITY		EXPENDITURE COMMITMENT (PA)	ENCUMBRANCES	MINERALS
							REQUIRED	HELD			
EL 5939	NSW	Capital Mining Limited	30-Apr-2002	29-Apr-2011	Renewal Pending	12	$10,000	$10,000 (cash)	$42,000	Cowarra Project Heads of Agreement	Group 1
EL 6919	NSW	Commissioners Gold Limited	24-Oct-2007	24-Oct-2011	Current	36	$10,000	$10,000 (cash)	$66,000	Nil	Group 1
EL 6920	NSW	Commissioners Gold Limited	24-Oct-2007	24-Oct-2011	Current	33	$10,000	$10,000 (cash)	$63,000	Nil	Group 1
EL 6921	NSW	Commissioners Gold Limited	24-Oct-2007	24-Oct-2011	Current	48	$10,000	$10,000 (cash)	$78,000	Nil	Group 1
EL 6922	NSW	Commissioners Gold Limited	24-Oct-2007	24-Oct-2011	Current	43	$10,000	$10,000 (cash)	$73,000	Nil	Group 1
EL 7702	NSW	Central West Gold NL	09-Feb-2011	09-Feb-2013	Current	8	$10,000	$10,000 (cash)	$24,000	Farm-in and Joint Venture Heads of Agreement and Deed of Variation	Group 1

8. Material Contracts

Set out below are summaries of the more important provisions of contracts to which the Company is a party and which are or may be material in terms of the Offer or the operations of the Company or otherwise are or may be relevant to an investor who is contemplating the Offer.

To fully understand all rights and obligations in the material contracts it is necessary to read them in full. A copy of each of these contracts may be inspected during normal business hours at the registered office of the Company.

8.1 Directors' Indemnity, Insurance and Access Deeds

As permitted by the Constitution, the Company has entered into an Indemnity, Insurance and Access Deed with each Director. The indemnity is subject to restrictions prescribed in the Corporations Act.

In summary, the Deed:

- requires the Company to indemnify a Director against liabilities incurred as a result of acting as a director subject to certain exclusions and provides for related legal costs to be paid by the Company;
- requires the Company to use its best endeavours to maintain an insurance policy against any liability incurred by a person in his capacity as a Director during that person's term of office and seven years thereafter; and
- provides a Director with a right of access to board papers and other documents while in office and for seven years thereafter.

8.2 Black Bullock Farm-in and Joint Venture Heads of Agreement with Central West Gold NL

The Company (formerly known as Nerriga Mining Group Pty Ltd) and Central West Gold NL ("**Central West Gold**") are parties to the Black Bullock Farmin and Joint Venture Heads of Agreement dated 14 February 2008 (as varied by Deed of Variation dated 10 December 2010) in respect of New South Wales EL 6016 and ELA 4091 (which tenements have been replaced by EL 7702 in February 2011) ("**Black Bullock Tenement**").

The Company may earn a 70% interest in the Black Bullock Tenement by contributing $350,000 to joint venture expenditure (of which at least $250,000 shall be direct expenditure on drilling) by no later than 30 June 2012.

When the Company has earned a 70% interest, Central West Gold may elect to participate with its 30% interest or to dilute its interest. If Central West Gold's interest is diluted to 15%, its interest will be free carried until commencement of commercial mining operations, with the costs of carrying Central West Gold to be recovered by the Company from 60% of Central West Gold's share of cash flow from mine production.

Any party may withdraw from the joint venture on 30 days' notice to the other, provided that the Company may not withdraw until it has spent at least $150,000 and must have met the current year statutory expenditure commitment.

An operating committee consisting of a representative of each party will be established after the Company has ceased to be the sole contributor to joint venture expenditure to consider and approve programs and budgets and to determine policies and make decisions affecting the management of the joint venture. The Company will be the manager of the joint venture while it is sole contributor to joint venture expenditure or holds the largest joint venture interest.

Although the Company is required to pay all outgoings and maintain the tenement in good standing during the earning period referred to above, Central West Gold will provide the cash security required under the Mining Act and licence conditions in relation to the grant of any exploration licence pursuant to ELA 4091 (EL 7702 has been so granted and replaces EL 6016 and ELA 4091), except that the Company shall make a contribution of $10,000 towards that amount before 30 June 2011.

8.3 Cowarra Project Heads of Agreement with Capital Mining Limited

The Company and Capital Mining Limited ("**Capital Mining**") are parties to the Cowarra Project Heads of Agreement dated 25 November 2010. The Company may earn a 50% interest in New South Wales EL 5939 ("**Cowarra Tenement**") by sole funding the higher of $500,000 or the minimum expenditure obligation for that tenement within two and a half years from the date of the Agreement. During this period the Company may withdraw on two months' notice to Capital Mining, provided that it has spent the higher of $100,000 or the amount required to meet the annual expenditure commitments pro rata to the date of withdrawal.

When the Company has earned a 50% interest, it has the option (subject to Capital Mining electing not to commence contributing its equity share of expenditure at that time) to increase its interest in the tenement to 85% by sole funding a further $350,000 of expenditure within the following two year period, during which period the Company shall also assume responsibility for the bond required under the Mining Act.

When the Company has earned an 85% interest, Capital Mining's interest will convert to a 15% interest free carried to completion of a positive final feasibility study, at which time Capital Mining will re-commence expenditure contributions on a pro rata basis and the parties will negotiate a formal joint venture agreement.

Capital Mining will be the manager throughout the farm-in phase and shall be entitled to levy an overhead charge of 15% of direct exploration expenditure by the Company which will contribute to the expenditure earning interest.

Implementation of this Agreement is subject to further renewal of the Cowarra Tenement beyond the current expiry date of 29 April 2011.

8.4 Letter Agreement with Spencer Hamilton Limited

The Company and Spencer Hamilton Limited ("**Spencer Hamilton**") (a company associated with Mr Robert Waring) entered into a Letter Agreement on 29 November 2010.

By the Agreement, the Company engages Spencer Hamilton as a consultant to provide certain corporate advisory services, including the provision of general corporate advisory work to the Company in connection with its listing on ASX as well as company secretarial and accounting assistance if required during the period until listing.

In consideration for these services, the Company will pay Spencer Hamilton at an hourly rate for work performed by it (ranging from $130-$220 per hour plus GST). The Company will also reimburse Spencer Hamilton for reasonable incidental expenses including travel and other related expenses.

The Company has also agreed, if approval is obtained for listing, to grant to Spencer Hamilton or its nominee a success fee of either 250,000 Shares at an issue price of $0.001 or 600,000 Options each with an exercise price of $0.25 and expiring on 30 June 2015. Spencer Hamilton has elected to receive its success fee by way of Shares (and not by way of Options).

Either party may terminate the Agreement on one month's written notice, unless otherwise agreed.

8.5 Financial Advisor and Sponsoring Broker Agreement with Novus Capital Limited

The Company and Novus Capital Limited ("**Novus Capital**") entered into a Letter Agreement on 10 February 2011 under which Novus Capital agrees to act as financial advisor and sponsoring broker to the Issue.

The Agreement is conditional upon:

- the final composition of the Company's Board being satisfactory to Novus Capital;
- all financial results, due diligence and Prospectus verification being satisfactory to Novus Capital;
- the Company's business plan for the next two years being satisfactory to Novus Capital;
- the founder's shares being escrowed for 24 months after Quotation and other pre-IPO shares restricted in accordance with ASX's requirements; and
- the Company retaining Novus Capital as financial advisor and sponsoring broker in respect of any capital raising and/or merger or acquisition activity for a minimum period of 24 months after Quotation.

The Company will pay to Novus Capital a financial advisory fee of $130,000 and a brokerage fee of 6% of the total subscription amount. In addition, the Company will upon Quotation issue to Novus Capital one Share for every 25 Shares issued pursuant to this Prospectus.

The Company will reimburse Novus Capital any expenses incurred in the course of or in connection with the capital raising.

Either party may terminate the Agreement by notice to the other.

8.6 Executive Service Agreement with Mr Robert McCauley

The Company and Mr Robert McCauley are parties to an Executive Employment Agreement dated 10 February 2011 by which the Company will employ Mr McCauley as an executive director from the day that the Company's shares are listed on ASX. Mr McCauley will work for the Company an average minimum of three days each week.

The Company will pay Mr McCauley a remuneration package of $135,000 per annum, plus superannuation. The Company will review Mr McCauley's performance annually and may in its absolute discretion award Mr McCauley a bonus of up to 100% of the amount of his remuneration package.

The Company may terminate Mr McCauley's employment summarily if he:

- commits any serious or persistent breach of the Agreement;
- engages in serious misconduct or wilful neglect in the discharge of his duties;
- becomes bankrupt or makes any arrangement or composition with his creditors;
- becomes of unsound mind;
- is convicted of any criminal offence other than an offence which in the reasonable opinion of the Company does not affect Mr McCauley's position as an executive of the Company; or
- becomes permanently incapacitated by reason of accident or illness and thereby unable to perform the inherent requirements of his position.

Either party may terminate the Agreement by six months' notice to the other or, in the case of the Company, providing an equivalent payment of the remuneration package in lieu of notice (subject to obtaining any shareholder approval which may be required under the Corporations Act).

8.7 Agreement with GJN Enterprises Pty Ltd trading as Geos Mining

The Company and GJN Enterprises Pty Ltd ("**Geos Mining**") are parties to an Agreement dated 23 February 2011 under which Geos Mining will provide certain geological services to the Company.

The Agreement is for an initial period of 12 months commencing on 23 February 2011, and may be extended by agreement.

The Company will pay Geos Mining a rate of up to $200 (exclusive of GST) per hour for services provided. The Company will also pay all on-costs such as airfares, accommodation, analytical costs and sundry expenses.

A party may terminate the Agreement:

- by giving the other party 60 days' written notice (or a lesser time if agreed by both parties in writing); or
- immediately by giving notice to the other party if that other party commits a breach of the Agreement which is not capable of remedy or if it is capable of remedy, is not remedied within 14 days after receiving notice requiring it to do so.

Geos Mining may also terminate the Agreement if any invoice remains unpaid for more than 15 days.

9. ADDITIONAL INFORMATION

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Cowarra core library

9.1 Tax Status and Financial Year

The Company is taxed in Australia as a public company. The financial year of the Company ends on 30 June annually.

9.2 Corporate Governance

The Board of Directors of Commissioners Gold will be responsible for the corporate governance of the Company including its strategic development. The format of this Section is guided by the ASX Corporate Governance Council's best practice recommendations. The Company's corporate governance principles and policies are therefore structured as follows:

Principle 1 Lay solid foundations for management and oversight

Principle 2 Structure the Board to add value

Principle 3 Promote ethical and responsible decision making

Principle 4 Safeguard integrity in financial reporting

Principle 5 Make timely and balanced disclosure

Principle 6 Respect the rights of Shareholders

Principle 7 Recognise and manage risk

Principle 8 Remunerate fairly and responsibly

Except as detailed below, the corporate governance practices of Commissioners Gold are compliant with the Council's best practice recommendations.

9.2(a) Board Responsibilities

The Board will be accountable to the Shareholders for the performance of the Company and will have overall responsibility for its operations. Day to day management of the Company's affairs, and the implementation of the corporate strategy and policy initiatives, will be formally managed by Messrs Battye and McCauley, Executive Chairman and Managing Director of the Company respectively.

The key responsibilities of the Board will include:

- approving the strategic direction and related objectives of the Company and monitoring management performance in the achievement of these objectives;
- adopting budgets and monitoring the financial performance of the Company;
- overseeing the establishment and maintenance of adequate internal controls and effective monitoring systems;
- overseeing the implementation and management of effective safety and environmental performance systems;
- ensuring all major business risks are identified and effectively managed; and
- ensuring that the Company meets its legal and statutory obligations.

For the purposes of the proper performance of their duties, the Directors are entitled to seek independent professional advice at Commissioners Gold's expense, unless the Board determines otherwise. The Board schedules meetings on a regular basis and other meetings as and when required.

9.2(b) Size and Composition of the Board

The Directors consider the size and composition of the Board is appropriate given the size and status of the Company. However, the composition of the Board will be subject to review in a number of ways.

- The Constitution provides that at every annual general meeting, one third of the Directors shall retire from office but may stand for re-election.
- Board composition will also be reviewed periodically either when a vacancy arises or if it is considered the Board would benefit from the services of a new director, given the existing mix of skills and experience of the Board, which should match the strategic demands of the Company. Nominations would then be received and reviewed by the Board.

9.2(c) Ethics and Independence

The Board recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics when engaging in corporate activity. Commissioners Gold intends to maintain a reputation for integrity. The Company's officers and employees are required to act in accordance with the law and with the highest ethical standards.

The Board is conscious of the need for independence and ensures that where a conflict of interest may arise, the relevant Director(s) leave the meeting to ensure a full and frank discussion of the matter(s) under consideration by the rest of the Board. Those Directors who have interests in specific transactions or potential transactions do not receive Board papers related to those transactions or potential transactions, do not participate in any part of a Directors' meeting which considers those transactions or potential transactions, are not involved in the decision making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other Directors.

Corporate Governance Council Recommendation 2.1 requires a majority of the Board to be independent directors. In addition, Recommendation 2.2 requires the chairperson of the Company to be independent. The Corporate Governance Council defines independence as being free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgement. In accordance with this definition, two Directors are considered to be independent.

Commissioners Gold considers industry experience and specific expertise to be important attributes of its Board members and therefore believes that the composition of the Board is appropriate given the size and development of the Company at the present time.

9.2(d) Board Committees

It is the role of the Board to oversee the management of the Company and it may establish appropriate committees to assist in this role.

Each committee will maintain minutes of each meeting of the committee, which will be circulated to all Directors.

The Board has established:

1. An Audit and Risk Management Committee

2. A Corporate Governance Committee

3. A Remuneration and Nomination Committee

At the present time no other committees will be established because of the size of the Company and the involvement of the Board in the operations of the Company. The Board takes ultimate responsibility for the operations of the Company including remuneration of Directors and executives and nominations to the Board.

Audit and Risk Management Committee

This committee will initially be comprised of Messrs Harder and Waring, both Non-Executive Directors being free from any relationships which might, in the opinion of the Board, be construed as a conflict of interest. The Board will annually confirm the membership of the committee.

As noted above, Messrs Harder and Waring are considered as independent when applying the Council's definition of independence.

The committee's primary responsibilities are to:

- oversee the existence and maintenance of internal controls and accounting systems;
- oversee the management of risk within the Company;
- oversee the financial reporting process;
- review the annual and half-year financial reports and recommend them for approval by the Board of Directors;
- nominate external auditors;
- review the performance of the external auditors and existing audit arrangements; and
- ensure compliance with laws, regulations and other statutory or professional requirements, and the Company's governance policies.

The size and nature of the activities of the Company does not presently require the services of a chief financial officer. It is proposed that Mr Robert Waring, Non-Executive Director, will initially provide accounting and financial support to the Company. Mr Waring will be required to state in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results are in accordance with relevant accounting standards. Included in this statement will be confirmation that the Company's risk management and internal controls are operating efficiently and effectively.

Corporate Governance Committee

This committee will initially be comprised of Messrs McCauley and Waring, Executive and Non-Executive Directors respectively.

Remuneration and Nomination Committee

This committee will initially be comprised of Messrs Battye and Harder, Executive Chairman and Non-Executive Director respectively.

9.2(e) Shareholder Communication

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well-informed investment decisions. Information is communicated to Shareholders through:

- annual and half-yearly financial reports and quarterly reports;
- annual and other general meetings convened for Shareholder review and approval of Board proposals;
- continuous disclosure of material changes to ASX for open access to the public; and
- the Company's website, where all ASX announcements, notices and financial reports are published as soon as possible after release to ASX.

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and content of the audit report.

9.2(f) Identification and Management of Business Risk

The Board has identified the significant areas of potential business and legal risk of Commissioners Gold. The identification, monitoring and, where appropriate, the reduction of significant risk to Commissioners Gold will be the responsibility of the Board.

The Board reviews and monitors the parameters under which such risks will be managed. Management accounts will be prepared and reviewed at subsequent Board meetings. Budgets are prepared and compared against actual results.

9.2(g) Remuneration

The Chairman and the Non-Executive Directors are entitled to draw Directors fees and receive reimbursement of reasonable expenses for attendance at meetings. The Company is required to disclose in its annual report details of remuneration to Directors. The maximum aggregate annual remuneration which may be paid to Non-Executive Directors is $300,000. This amount cannot be increased without the approval of the Company's shareholders. A detailed explanation of the basis and quantum of Directors remuneration is set out in Section 9.7 of this Prospectus.

9.2(h) Securities Trading Disclosure

The Company has a formal policy for dealing in the Company's securities by Directors, employees and contractors. This sets out their obligations regarding disclosure of dealing in the Company's securities. The Constitution permits Directors to acquire securities in the Company. However, Company policy prohibits Directors and senior management from dealing the Company's securities at any time whilst in possession of price sensitive information and for 48 hours after:

- any major announcements;
- the release of the Company's quarterly reports to the ASX; and
- the Annual General Meeting.

Directors must advise the Chairman of the Board before buying or selling securities in the Company. All such transactions are reported to the Board. In accordance with the provisions of the Corporations Act and the Listing Rules, the Company advises ASX of any transaction conducted by Directors in the securities of the Company.

9.3 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

9.4 Rights Attaching To Shares

The Shares to be issued under this Prospectus will rank equally with the issued fully paid ordinary shares in the Company. The rights attaching to Shares are set out in the Company's Constitution and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules and general law.

The following is a summary of the more significant rights of the holders of Shares of the Company. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members.

- General Meeting

  Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Company's Constitution, the Corporations Act or the Listing Rules.

- Voting

  Subject to any rights or restrictions for the time being attached to any class or classes of shares whether by the terms of their issue, the Constitution, the Corporations Act or the Listing Rules, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by a representative has one vote on a show of hands and every such holder present in person or by a representative, proxy or attorney has one vote per share on a poll. A person who holds an ordinary share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share. A member is not entitled to vote unless all calls and other sums presently payable by the member in respect of shares in the Company have been paid. Where there are two or more joint holders of the share and more than one of them is present at a meeting and tenders a vote in respect of the share (whether in person or by proxy or attorney), the Company will count only the vote cast by the member whose name appears before the other(s) in the Company's register of members.

- Issues of Further Shares

  The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Company's Constitution, the Listing Rules, the Corporations Act and any rights for the time being attached to the shares in special classes of shares.

- Variation of Rights

  At present, the Company has on issue one class of shares only, namely ordinary shares. The rights attached to the shares in any class may be altered only by a special resolution passed at a separate meeting of the holders of the issued shares of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class.

- Transfer of Shares

  Subject to the Company's Constitution, the Corporations Act, the ASTC Settlement Rules and the Listing Rules, ordinary shares are freely transferable.

  The shares may be transferred by a proper transfer effected in accordance with ASTC Settlement Rules, by any other method of transferring or dealing introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by the Directors that is permitted by the Corporations Act. The Company may decline to register a transfer of shares in the circumstances described in the Company's Constitution and where permitted to do so under the Listing Rules. If the Company declines to register a transfer, the Company must, within five business days after the transfer is lodged with the Company, give the lodging party written notice of the refusal and the reasons for refusal. The Directors must decline to register a transfer of shares when required by law, by the Listing Rules or by the ASTC Settlement Rules.

- Partly Paid Shares

  The Directors may, subject to compliance with the Company's Constitution, the Corporations Act and the Listing Rules, issue partly paid shares upon which amounts are or may become payable at a future time(s) in satisfaction of all or part of the unpaid issue price.

- Dividends

  The Directors may declare a dividend and may authorise the payment to the members of such interim dividends as appear to the Directors to be justified by the Company's profits and for that purpose may declare such interim dividends.

  Subject to the rights of members entitled to shares with special rights as to dividend (if any), all dividends in respect of shares (including ordinary shares) are to be declared and paid proportionally to the amount paid up or credited as paid up on the shares.

- Winding Up

  Subject to the rights of holders of shares with special rights in a winding up, if the Company is wound up, members (including holders of ordinary shares) will be entitled to participate in any surplus assets of the Company in proportion to the shares held by them respectively irrespective of the amount paid up or credited as paid up on the shares.

- Dividend Plans

  The Directors may establish and maintain dividend plans under which (among other things) a member may elect that dividends payable by the Company be reinvested by way of subscription for shares in the Company or a member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead an issue of shares.

- Directors

  The Company's Constitution states that the minimum number of Directors is three.

- Powers of the Board

  The Directors have power to manage the business of the Company and may exercise that power to the exclusion of the members, except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Company's Constitution.

9.5 Terms and Conditions of Options

As at the date of this Prospectus, the Company has granted 1,500,000 Options to its Managing Director on the following terms and conditions:

750,000 of the Options held by the Optionholder are exercisable on or before 31 December 2013 by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of $0.25 per Option in cleared funds. Options not exercised before this date will lapse.

750,000 of the Options held by the Optionholder are exercisable on or before 31 December 2015 by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price of $0.30 per Option in cleared funds. Options not exercised before this date will lapse.

Some or all of the Options may be exercised at any one time or times prior to the expiry date provided that no less than 10,000 Options are exercised at any one time.

The Company will not apply for official quotation on ASX of the Options.

The Company will make application for official quotation on ASX of new shares allotted on exercise of the Options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the Options will qualify for dividends declared after the date of their allotment.

Options are not transferable, except that if at any time before expiry of the Exercise Period the Optionholder dies, the legal personal representative of the deceased Optionholder may:

- elect to be registered as the new holder of the Options;
- whether or not he becomes so registered, exercise those Options in accordance with the terms and conditions on which they were granted; and
- if the deceased has already exercised Options, pay the exercise price in respect of those Options.

An Optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the Option has been exercised and shares allotted in respect of the Option before the record date for determining entitlements to the issue.

If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the Option is exercisable will be increased by the number of ordinary shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

If the Company makes a rights issue (other than a bonus issue), the exercise price of Options on issue will be reduced according to the following formula:

$$A = O - \frac{E\,[P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying ordinary shares into which one Option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stockmarket of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded Option exercises);

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

If, during the currency of the Options the issued capital of the Company is reorganised, those Options will be reorganised to the extent necessary to comply with ASX Listing Rules.

9.6 Employee Share Option Plan

The Company has established the Commissioners Gold Limited Employee Share Option Plan ("Plan") to assist in the attraction, retention and motivation of employees of the Company and its related bodies corporate ("Group"). A summary of the Rules of the Plan is set out below.

All employees (full and part-time) will be eligible to participate in the Plan.

The allocation of Options to each employee is at the discretion of the Board.

If permitted by the Board, Options may be issued to an employee's nominee.

Each Option is to subscribe for one fully paid ordinary share in the Company and will expire 5 years from its date of issue. An Option is exercisable at any time from its date of issue.

Options will be issued free. The exercise price of Options will be the amount determined by the Board. The total number of shares the subject of Options issued under the Plan, when aggregated with issues during the previous 5 years pursuant to the Plan and any other employee share plan, must not exceed 5% of the Company's issued share capital.

If, prior to the expiry date of Options, an employee's employment is terminated where such termination has either been voluntary on the employee's part or otherwise has occurred without cause, the Options held by that person (or that person's nominee) must be exercised within 30 days after the termination (but prior to the expiry date of Options) otherwise they will automatically lapse.

Except with the consent of the Board, Options may not be transferred and will not be quoted on or by ASX.

Shares issued as a result of the exercise of Options will rank equally with the Company's previously issued shares.

Optionholders may only participate in new issues of securities by first exercising their Options.

If there is a bonus share issue to the holders of shares, the number of shares over which an Option is exercisable will be increased by the number of shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

If there is a pro rata issue (other than a bonus share issue) to the holders of shares, the exercise price of an Option will be reduced to take account of the effect of the pro rata issue in accordance with the formula in Section 9.5 of this Prospectus.

If there is a reorganisation of the issued capital of the Company, unexercised Options will be reorganised in accordance with the Listing Rules.

The Board may amend the Plan Rules subject to the requirements of the Listing Rules.

9.7 Directors' Interests

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares; or
- the Offer of the Shares.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or given or agreed to be paid or given to any Director or to any company or firm with which a Director is associated to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her or any company or firm with which the Director is associated in connection with:

- the formation or promotion of the Company; or
- the Offer of the Shares.

(a) Remuneration of Directors

Each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The aggregate remuneration for all non-executive directors has been set at an amount of $300,000 per annum. The Directors have resolved that non-executive directors' fees will be $35,000 per annum.

The Company has entered an Executive Service Agreement with Mr Robert McCauley. A summary of this Agreement, including the remuneration payable to Mr McCauley, is contained in Section 8.6 of this Prospectus.

In addition Mr McCauley has been paid an amount of $4,000 for services provided up to the date of this Prospectus.

(b) Other interests of Directors

All Directors are entitled to be paid all travelling and other expenses properly incurred by them in attending, participating in and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

Mr Robert Waring is a director and shareholder of Spencer Hamilton Limited. Details of the amounts to be paid to Spencer Hamilton Limited are set out in Section 8.4 of this Prospectus.

In addition, the Company will issue 250,000 Shares to Spencer Hamilton Limited upon approval by ASX of Quotation pursuant to the Letter Agreement referred to in Section 8.4 of this Prospectus.

Mr Robert McCauley is a director and shareholder of Capital Mining Limited. Details of the Heads of Agreement between the Company and Capital Mining Limited are set out in Section 8.3 of this Prospectus.

(c) Directors' Interests in the Company's Securities

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
Chris Battye	8,000,000	Nil	Nil	Nil
Robert McCauley	200,000	600,000*	750,000	750,000
Wes Harder	200,000	Nil	Nil	Nil
Robert Waring	Nil	250,000†	Nil	Nil

*200,000 of these Shares will be issued if and when the Company is admitted to the Official List.

The terms and conditions of these Options are set out in Section 9.5 of this Prospectus.

†See the Agreement with Spencer Hamilton Limited referred to in Section 8.4 of this Prospectus.

(d) Shareholding Qualifications

The Directors are not required to hold any Shares under the Constitution of the Company.

(e) Indemnity, Insurance and Access

The Company has entered into an Indemnity, Insurance and Access Deed with each of the Directors as referred to in Section 8.1 of this Prospectus.

(f) Insurance

The Company maintains Directors' and Officers' Liability Insurance on behalf of the Directors and Officers of the Company.

9.8 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter, underwriter, expert or any other 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, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares; or
- the Offer of the Shares.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or given or agreed to be paid or given to any promoter, underwriter, expert or any other 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, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Prospectus.

Barnes Dowell James ("BDJ") has acted as the investigating accountant in relation to the Offer. As investigating accountant, BDJ has been involved in undertaking due diligence in relation to financial and taxation matters and preparing pro-forma financial accounts, and has prepared the Investigating Accountant's Report which has been included in this Prospectus. In respect of this work the Company has agreed to pay BDJ a total of $6,000 (exclusive of GST) for these services.

O'Loughlins Lawyers has acted as the solicitors to the Company in relation to the Offer, and in that capacity and otherwise assisting the Company with the preparation of this Prospectus, O'Loughlins Lawyers has been involved in undertaking certain due diligence enquiries in relation to legal matters and providing legal advice to the Company in relation to the Offer. In respect of this work, the Company has agreed to pay O'Loughlins Lawyers $35,000 (exclusive of GST) for these services up to the date of this Prospectus. O'Loughlins Lawyers have been paid $8,334 (exclusive of GST) for professional fees from the Company during the last 24 months.

Hetherington Exploration & Mining Title Services Pty Ltd ("Hetherington") has prepared the Independent Tenement Report which has been included in this Prospectus. Hetherington will receive professional fees of $7,500 (exclusive of GST) for the provision of the Independent Tenement Report.

Goldner & Associates will receive professional fees of $42,205 (exclusive of GST) for the provision of the Independent Geologist's Report.

Spencer Hamilton Limited has acted as Corporate Advisor to the Company in relation to this Prospectus. In respect of this work, Spencer Hamilton Limited is estimated to receive fees of between $20,000 and $25,000 (exclusive of GST). In addition, the Company will issue 250,000 Shares to Spencer Hamilton Limited upon ASX approval for Quotation pursuant to the Letter Agreement referred to in Section 8.4 of this Prospectus.

Novus Capital Limited has agreed to act as Financial Advisor and Sponsoring Broker in respect of the Offer pursuant to the Financial Advisor and Sponsoring Broker Agreement which (including the fees payable to Novus Capital Limited) is described in Section 8.5 of this Prospectus.

Registries Limited has agreed to provide share registry services to the Company in accordance with a detailed schedule of fees listed in its "Proposal to Commissioners Gold Limited for Share Registry Services" dated 15 December 2010.

GJN Enterprises Pty Ltd trading as Geos Mining will receive fees pursuant to the Agreement referred to in Section 8.7 of this Prospectus.

WHK Audit Services (Central West) are the auditors to the Company and has undertaken the audit of the Company's financial statements for the periods from 1 July 2008 to 30 June 2009 and 1 July 2009 to 30 June 2010, in respect of which the Company has paid $4,000 (exclusive of GST).

9.9 Expenses of the Offer

The estimated expenses (exclusive of GST) connected with the Offer which are payable by the Company, based on the minimum subscription of $2,500,000 and maximum subscription of $4,500,000 are as follows:

ISSUE COSTS
The following costs are anticipated issue costs.
Share Price: $0.20

Shares	**Minimum**	**Maximum**
Number of Shares to be issued	12,500,000	22,500,000
Capital Raising	**$2,500,000**	**$4,500,000**
Financial & Corporate Advisory Fees	$150,000	$150,000
Brokerage & Commissions	$150,000	$270,000
Australian Legal Fees	$35,000	$35,000
Investigating Accountants Fees	$6,000	$6,000
Expert Reports	$50,000	$50,000
ASX, ASIC & Registry Fees	$44,000	$49,500
Printing, Marketing & Distribution	$40,000	$47,000
Other	$10,000	$10,000
Total	**$485,000**	**$617,500**
Performance Shares		
Novus Capital Limited	500,000	900,000
Spencer Hamilton Limited	250,000	250,000
Robert McCauley	200,000	200,000

9.10 Consents

Each of the parties referred to in this Section:

a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section; and

b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Barnes Dowell James has given their written consent to the inclusion in Section 6 of this Prospectus of its Investigating Accountant's Report and to all statements referring to that report in the form and context in which they appear, and to being named as Investigating Accountant, and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

O'Loughlins Lawyers has given their written consent to being named as Solicitors to the Company, and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Hetherington Exploration & Mining Title Services Pty Ltd has given its written consent to the inclusion in Section 7 of this Prospectus of its Independent Tenement Report and to all statements referring to that report in the form and context in which they appear, and to being named as Independent Tenement Consultant, and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Goldner & Associates has given their written consent to the inclusion in Section 5 of this Prospectus of their Independent Geologist's Report and to all statements referring to that report in the form and context in which they appear, and to being named as the Independent Geologist, and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

Novus Capital Limited has given and as at the date hereof has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named as the Financial Advisor and Sponsoring Broker.

Spencer Hamilton Limited has given and as at the date hereof has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named as Corporate Advisor.

GJN Enterprises Pty Ltd trading as Geos Mining has given and as at the date hereof has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named as Project Managers and Geological Consultants.

WHK Audit Services (Central West) has given and as at the date hereof has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named as Independent Auditors.

Registries Limited ("Registries") has given and, as at the date hereof, has not withdrawn its written consent to be named as Share Registrar in the form and context in which it is named. Registries has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registrar to the Company. Registries has not authorised or caused the issue of any part of this Prospectus.

Copies of the consents to the issue of this Prospectus are available for inspection, without charge, at the registered office of the Company.

There are a number of other persons referred to in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in this Prospectus and did not authorise or cause this issue of this Prospectus.

9.11 Electronic Prospectus

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC and the issue of securities in response to an electronic application form subject to compliance with certain provisions.

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@commissionersgold.com.au and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

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 this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

9.12 Documents Available for Inspection

Copies of the following documents may be inspected free of charge at the registered office of the Company during normal business hours:

- the material contracts referred to in Section 8 of this Prospectus;
- the Constitution of the Company;
- the consents referred to in Section 9.10 of this Prospectus; and
- the original independent reports contained in this Prospectus.

10 DEFINITIONS

In this Prospectus, unless the context otherwise requires:

"A$"** and **"$" means Australian dollars, unless otherwise stated.

"Applicant" means a person who submits an Application Form under this Prospectus.

"Application Form" means the application form contained in this Prospectus or a copy of the application form contained in this Prospectus or a direct derivative of the application form which is contained in this Prospectus.

"Application Money" means 20 cents being the amount payable in respect of each Share under the Offer.

"Application" means a valid application to subscribe for Shares.

"ASIC" means Australian Securities and Investments Commission.

"ASTC Settlement Rules" means the operating rules of the ASTC and, to the extent that they are applicable, the operating rules of ASX and the operating rules of Australian Clearing House Pty Ltd.

"ASTC" means ASX Settlement and Transfer Corporation Pty Ltd (ACN 008 504 532).

"ASX" means ASX Limited (ACN 008 624 691).

"Commissioners Gold Limited" or **"Commissioners Gold"** means the Company.

"Board of Directors" and **"Board"** means the Board of Directors of the Company as constituted from time to time.

"Business Day" means a day on which the trading banks are open in Sydney, New South Wales.

"CHESS" means ASX Clearing House Electronic Subregistry System.

"Closing Date" means the date on which the Offer closes.

"Company" means Commissioners Gold Limited (ACN 115 845 942).

"Completion of the Offer" means the allotment of at least 12,500,000 Shares offered under this Prospectus.

"Constitution" means the constitution of the Company.

"Corporations Act" means the Corporations Act 2001 of Australia.

"Directors" means the directors of the Company.

"EL" and **"Exploration Licence"** means an area granted under the Mining Act in respect to mineral exploration.

"ELA" and **"Application for Exploration Licence"** means an Exploration Licence application.

"EST" means Eastern Standard Time as applicable in Sydney, New South Wales.

"Exposure Period" means the period of seven days (or longer as ASIC may direct) from the date of lodgement of this Prospectus with ASIC.

"HIN" means holder identification number.

"Issue" means the issue of Shares pursuant to this Prospectus.

"Issuer Sponsored" means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

"Listing Rules" means the listing rules of the ASX.

"Maximum Subscription" means $4,500,000 or 22,500,000 Shares.

"Minimum Subscription" means $2,500,000 or 12,500,000 Shares.

"Mining Act" means the Mining Act 1992 of New South Wales.

"Offer Period" means the period commencing on the Opening Date and ending on the Closing Date.

"Offer Price" means 20 cents being the amount payable in respect of each Share under the Offer.

"Offer" means the invitation to apply for Shares pursuant to this Prospectus.

"Official List" means the Official List of the ASX.

"Opening Date" means 7 April 2011.

"Option" means a right to subscribe for a Share.

"Optionholder" means a holder of an Option.

"Prospectus" means this disclosure document.

"Quotation" means quotation of the Shares on the Official List.

"Share Registrar" means Registries Limited (ACN 000 937 879).

"Share" means a fully paid ordinary share in the capital of the Company.

"Shareholder" means a holder of Shares in the Company.

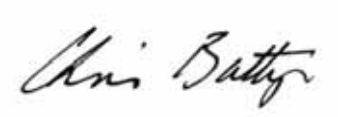
"Tenement" means an EL, ELA or any other form of mineral licence or title held or applied for by the Company or in which the Company has an interest.

11 DIRECTORS' CONSENTS

Each of the Directors has consented in writing to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 23 March 2011

Signed for and on behalf of the Company



CHRIS BATTYE

Chairman

COMMISSIONERS GOLD LIMITED

Commissioners Gold Limited

ACN 115 845 942

Broker Reference – Stamp Only

Broker Code

Advisor Code

Application form

Fill out this Application form if you wish to apply for Shares in Commissioners Gold Limited

- Please read the Prospectus dated 23 March 2011.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

A **Number of shares you are applying for**

x $0.20 per share =

B **Total amount payable**

Minimum of 10,000 Shares to be applied for, and thereafter in multiples of 1,000 Shares.

C **Write the name(s) you wish to register the Shares in *(see reverse for instructions)***

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D **Write your postal address here**

Number / Street

Suburb/Town

State

Postcode

E **CHESS participant – Holder Identification Number (HIN)**

X

Important please note *if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.*

F **Enter your Tax File Number(s), ABN, or exemption category**

Applicant #1

Applicant #2

Applicant #3

G **Cheque payment details –** PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Cheque Amount A$

H **Contact telephone number (daytime/work/mobile)**

I **Email address**

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are compete and accurate. I/We agree to be bound by the constitution of Commissioners Gold Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.
These instructions are cross-referenced to each section of the Application Form.

Instructions

A. If applying for Shares insert the ***number*** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 and then in multiples of 1,000). Multiply by $0.**20** AUD to calculate the total for Shares and enter the ***$amount*** at B.

C. Write your ***full name***. Initials are not acceptable for first names.

D. Enter your ***postal address*** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.

F. Enter your Australian ***tax file number*** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.

G. Complete ***cheque details*** as requested. Make your cheque payable to **Commissioners Gold Limited Share Application Account**, cross it and mark it **"not negotiable"**. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.

H. Enter your ***contact details*** so we may contact you regarding your Application Form or Application Monies.

I. Enter your ***email address*** so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address:

Commissioners Gold Limited
C/- Registries Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Commissioners Gold Limited
C/- Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Registries Limited on 02 9290 9600.

Privacy Statement:

Registries Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.registriesltd.com.au/help/share_privacy.html).

COMMISSIONERS GOLD LIMITED

Commissioners Gold Limited

ACN 115 845 942

Broker Reference – Stamp Only

Broker Code

Advisor Code

Application form

Fill out this Application form if you wish to apply for Shares in Commissioners Gold Limited

- Please read the Prospectus dated 23 March 2011.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

A **Number of shares you are applying for**

x $0.20 per share =

B **Total amount payable**

Minimum of 10,000 Shares to be applied for, and thereafter in multiples of 1,000 Shares.

C **Write the name(s) you wish to register the Shares in *(see reverse for instructions)***

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D **Write your postal address here**

Number / Street

Suburb/Town

State

Postcode

E **CHESS participant – Holder Identification Number (HIN)**

X

Important please note *if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.*

F **Enter your Tax File Number(s), ABN, or exemption category**

Applicant #1

Applicant #2

Applicant #3

G **Cheque payment details –** PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Cheque Amount A$

H **Contact telephone number (daytime/work/mobile)**

I **Email address**

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are compete and accurate. I/We agree to be bound by the constitution of Commissioners Gold Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.
These instructions are cross-referenced to each section of the Application Form.

Instructions

A. If applying for Shares insert the ***number*** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 and then in multiples of 1,000). Multiply by $0**.20** AUD to calculate the total for Shares and enter the ***$amount*** at B.

C. Write your ***full name***. Initials are not acceptable for first names.

D. Enter your ***postal address*** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
NB: your registration details provided must match your CHESS account exactly.

F. Enter your Australian ***tax file number*** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.

G. Complete ***cheque details*** as requested. Make your cheque payable to **Commissioners Gold Limited Share Application Account**, cross it and mark it **"not negotiable"**. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.

H. Enter your ***contact details*** so we may contact you regarding your Application Form or Application Monies.

I. Enter your ***email address*** so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address:

Commissioners Gold Limited
C/- Registries Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Commissioners Gold Limited
C/- Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Registries Limited on 02 9290 9600.

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The former Colonial Secretary's building on the corner of Macquarie and Bridge Streets, Sydney.
Image courtesy of Industry & Investment NSW Minerals Division Image Library, photographer David Barnes.

Forwarding Address:
Commissioners Gold Limited
Box 5100, West Chatswood, NSW 1515
Facsimile - +612 9410 0458

COMMISSIONERS GOLD LIMITED

is named after the Gold Commissioners of Australia's first Gold Rush

No. XLIII.

An Act for regulating the Management of the Gold Fields of New South Wales. *28th December, 1852*

" When any Gold Mine or Gold Field shall have been discovered... a preference shall in all cases be given to the discoverer by the Commissioner."

Drill core (Black Bullock)

CORPORATE DIRECTORY

DIRECTORS

Chris Battye	Executive Chairman
Robert McCauley	Managing Director
Robert Waring	Non-Executive Director
Wesley Harder	Non-Executive Director

COMPANY SECRETARY

Keith Taylor

REGISTERED AND PRINCIPAL OFFICE

18/47 Neridah Street
CHATSWOOD NSW 2067

Telephone: 02 9410 3445

Facsimile: 02 9410 0458

Web: **www.commissionersgold.com.au**

Email: info@commissionersgold.com.au

FINANCIAL ADVISOR AND SPONSORING BROKER

Novus Capital Limited
Level 24, Royal Exchange Building
56 Pitt Street
SYDNEY NSW 2000

Telephone: 02 9375 0100

Facsimile: 02 9247 4844
www.novuscapital.com.au

PROJECT MANAGERS AND GEOLOGICAL CONSULTANTS

GJN Enterprises Pty Ltd trading as
Geos Mining
Suite 301, 68 Alfred Street
MILSONS POINT NSW 2061

SHARE REGISTRAR

Registries Limited

Level 7, 207 Kent Street
SYDNEY NSW 2000,
GPO Box 3993, SYDNEY NSW 2001

Telephone: 1300 737 760

Facsimile: 1300 653 459

Telephone Outside Australia: +61 2 9290 9600

Facsimile: +61 (2) 9279 0664

Email: registries@registries.com.au

Website: www.registries.com.au

SOLICITORS TO THE COMPANY

O'Loughlins Lawyers
Level 2, 99 Frome Street
ADELAIDE SA 5000

INDEPENDENT TENEMENT CONSULTANT

Hetherington Exploration & Mining Title Services Pty Ltd
Level 1, 503 Willoughby Road
WILLOUGHBY NSW 2068

INDEPENDENT GEOLOGIST

Goldner & Associates
Level 9, 80 Mount Street
NORTH SYDNEY NSW 2060

CORPORATE ADVISOR

Spencer Hamilton Limited
Suite 305, Level 3
4 Bridge Street
SYDNEY NSW 2000

INDEPENDENT AUDITORS

WHK Audit Services (Central West)
157 George Street
BATHURST NSW 2795

INVESTIGATING ACCOUNTANT

Barnes Dowell James
Level 13, 122 Arthur Street
NORTH SYDNEY NSW 2060

PROPOSED ASX CODE CGU

Novus Capital

Novus Capital Limited

COMMISSIONERS GOLD LIMITED