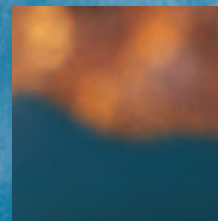


OFFER OF
17,500,000 SHARES
AT AN ISSUE PRICE
OF 20 CENTS EACH
TO RAISE \$3,500,000

Shares offered
by this Prospectus
are speculative



Dynasty Metals Australia PROSPECTUS



ABN 80 110 385 709



Lead Manager to the Issue

Cube Financial Group
FS Licence No. 232455



IMPORTANT NOTES

The Prospectus

This Prospectus is dated 4 October 2005 and was lodged with the ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of the Prospectus. No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. Shares allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In particular, investors should consider the potential of the Company's exploration tenements and the proposed programs and budgets. Investors should also consider the financial information and the risk factors that could affect the performance of the Company. Investors should carefully consider these factors mindful of personal circumstances (including financial and taxation issues) and seek professional advice from an accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest in the Company.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in Section 8 of this Prospectus.

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

Electronic Prospectus

A copy of this Prospectus can be downloaded from Dynasty's website at www.dynastymetals.com.au. The Offer by this Prospectus is available to persons receiving an electronic version of this Prospectus within Australia, however, there is no facility to accept Applications electronically. Applications must be made by completing paper copies of the Application Form. The Corporations Act prohibits any person from passing to another person the Application Form unless it is attached to or accompanies the complete and unaltered version of this Prospectus.

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 the ASIC. This period may be extended by the ASIC for a further period of up to seven days. The purpose of this exposure period is to enable this Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found deficient, Applications received during the exposure period will be dealt with in accordance with section 724 of the Corporations Act. Applications received prior to the expiration of the exposure period will not be processed until after the exposure period. No preference will be conferred on Applications received during the exposure period and all Applications received during the exposure period will be treated as if they were simultaneously received on the Opening Date.

CORPORATE DIRECTORY

Directors

Peter Andrews	Chairman
Richard Stanger	Managing Director
Rita Brooks	Director
Graham Anderson	Director and Company Secretary

Registered Office

Level 1
1174 Hay Street
West Perth WA 6005

Phone (08) 9322 7200
Fax (08) 9322 7211

Share Registry

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Phone (08) 9315 0933
Fax (08) 9315 2233

Exploration Consultant

Alan Svanosio
Sutton Park Road
Newlyn Vic 3364

Independent Geologist

Plutonic Geological Services
16 Rosalie Street
Shenton Park WA 6008

Lead Manager to the Issue

Cube Financial Group Pty Ltd
67-69 Nicholson Street
St Leonards NSW 2066

Phone (02) 9438 3777
Fax (02) 9383 3444
FS License No 232455

Principal Office

Dynasty Metals Australia Ltd
Level 1
10 Stirling Highway
Nedlands WA 6009

Phone (08) 9389 1884
Fax (08) 9389 1284
Email admin@dynastymetals.com.au
Website www.dynastymetals.com.au

ASX Code

DMA

Auditor

Stantons International
Level 1
1 Havelock Street
West Perth WA 6005

Investigating Accountant

Stanton Partners Corporate Pty Ltd
Level 1
1 Havelock Street
West Perth WA 6005

Solicitor

Lawton Gillon
Level 3
9 Pier Street
Perth WA 6000

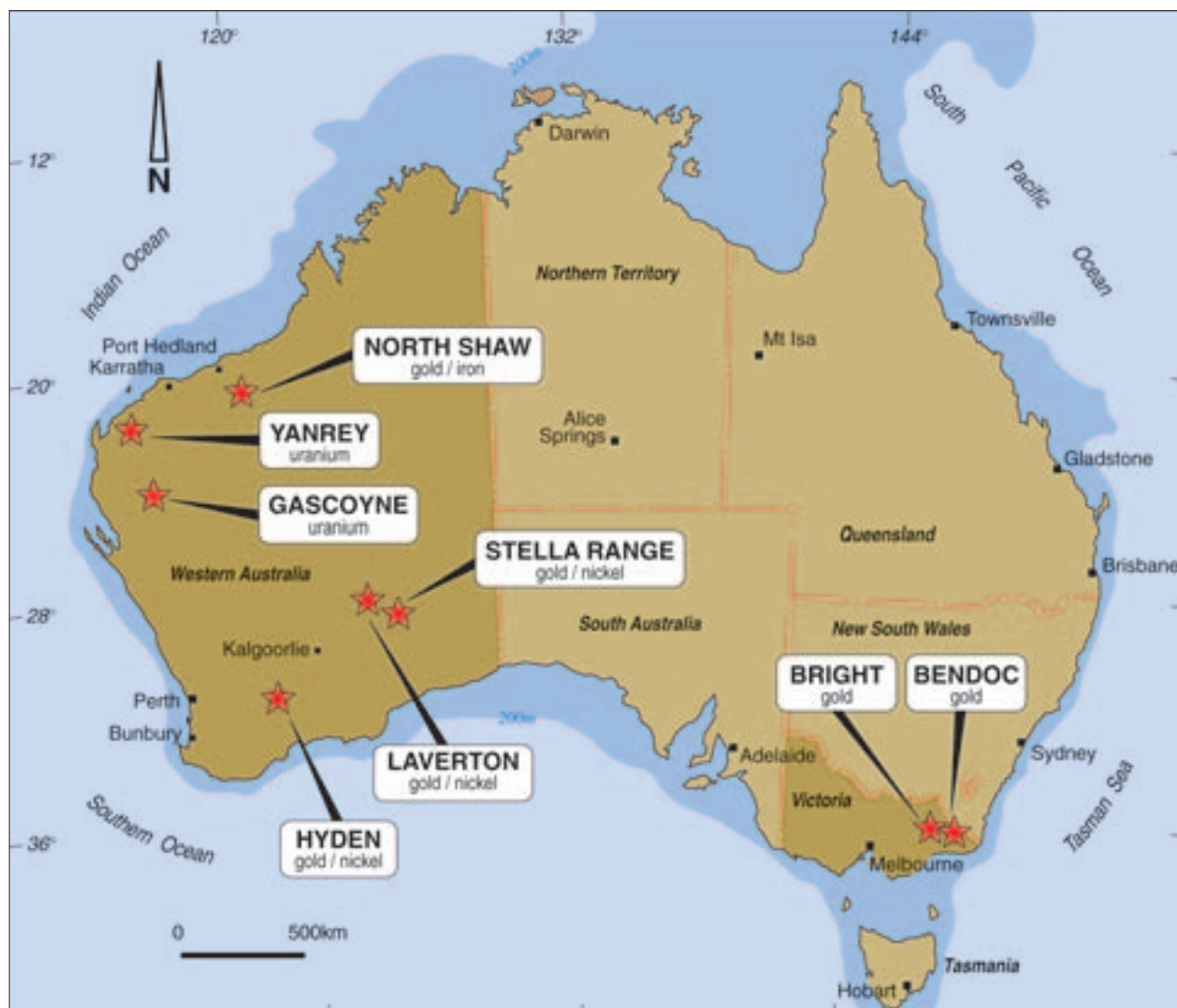


Figure 1: Projects - Location Map

SECTIONS	PAGE
Corporate Directory	1
Investment Highlights	3
Chairman's Investment Invitation	4
1 Directors and Exploration Consultant	5
2 Details of the Offer of Shares	7
3 Dynasty and its Projects	10
4 Risk Factors	17
5 Independent Geologist's Report	18
6 Solicitor's Report on Mining Tenements	44
7 Investigating Accountant's Report	50
8 Additional Information	57
Application Forms	65

INVESTMENT HIGHLIGHTS

EXPLORING FOR GOLD, URANIUM, NICKEL AND IRON.

- Rights to 100% interests in a diversified portfolio of Victorian and Western Australian exploration projects.

GOLD - VICTORIA

- Bright and Bendoc Gold Projects covering most of the Bright-Harrietville and Bendoc Goldfields that have produced over 380,000 ounces of gold.
- Aiming to advance priority gold targets by drilling.

NICKEL, GOLD - WESTERN AUSTRALIA

- Laverton Nickel Gold Project near the Windarra nickel mine.
- Stella Range Gold Nickel Project with geology similar to nearby gold and nickel deposits.

URANIUM - WESTERN AUSTRALIA

- Gascoyne and Yanrey Uranium Projects with exploration license applications prospective for uranium mineralisation.
- Anomalous uranium values in stream sediment, rock chip and shadow drill intercepts within the Gascoyne Uranium Tenements.
- One Yanrey Uranium tenement interpreted to have part of the same palaeochannel that hosts the Manyingee uranium deposit.

These Investment Highlights are simply that and should be read in context with the more detailed information in this Prospectus. Investors should read the entire Prospectus and should be particularly aware of the risks associated with investing in a company such as Dynasty, which are more fully described in Section 4 of this Prospectus. The Shares offered by this Prospectus should be considered speculative.

Indicative Timetable

Prospectus lodged with ASIC	Tuesday 4 October 2005
Opening Date	Wednesday 12 October 2005
Closing Date	Friday 18 November 2005
Dispatch of Shareholding Statements	Monday 28 November 2005
Date of quotation of Shares on ASX	Wednesday 30 November 2005

CHAIRMAN'S INVESTMENT INVITATION

Dear Investor

I am pleased to present this Prospectus to you on behalf of the Directors of Dynasty Metals Australia Ltd (Dynasty).

On ASX listing, Dynasty will have a 100% interest in tenements over the majority of two Victorian goldfields that have produced over 380,000 ounces of gold. Dynasty will also have the rights to 100% of six Western Australian projects that have potential for several commodities, including gold, uranium, nickel, and iron.

In Victoria, the Bright Gold Project covers most the Bright-Harrierville Goldfields which produced over 340,000 ounces of gold. There are over 250 quartz reefs which have received little modern exploration. At the historic Peabody Gold Mine recent underground rock chip sampling has produced gold results of up to 32.0g/t.

The Bendoc Gold Project covers an area in the Lachlan Fold Belt which produced about 40,000 ounces of gold. In 1997, drilling at the Victoria Star Goldmine produced a highest intercept of 2m at 12.0g/t. Dynasty will undertake systematic exploration programs on both these projects, including drilling, aiming to discover new gold deposits.

In Western Australia, Dynasty's projects comprise six large groups of exploration tenements. At its Laverton Gold/Nickel Project, Dynasty's tenements provide over 450km² of Archaean geology, close to the Windarra Nickel Mine, which are to be assessed for their nickel and gold potential. Dynasty's Stella Range Gold Nickel Project of 64km² covers geology favourable for gold and nickel mineralisation. Both projects are in areas containing several gold and nickel deposits and operating gold mines within 30 kilometres.

Dynasty has the rights to five applications for exploration licenses in the Gascoyne and Ashburton regions, known as the Gascoyne Uranium Project and Yanrey Uranium Project which have indications of uranium mineralisation. Modern exploration, both for primary and secondary for uranium mineralisation is warranted, especially on one of Dynasty's Yanrey tenements that is interpreted to have part of the same paleochannel that hosts the Manyingee uranium deposit.

Dynasty has applied for an exploration license in the Pilbara region which is considered prospective for iron and gold. It has also applied for a large area of exploration tenements south of Southern Cross extending past Forestania, which are considered prospective for gold and nickel.

Dynasty's initial focus after listing will be on testing new targets that have been identified by the Company's Exploration Consultant from a review and interpretation of existing data and on generating new gold, nickel and uranium targets for drill-testing. The focus will be on testing the granted tenements whilst the other tenement applications are in the grant process.

The Board has four Directors who have extensive experience in various aspects of the resources industry. Rita Brooks, a Dynasty Director has been responsible for acquiring the Company's projects. Managing Director, Richard Stanger who has recently been appointed to head Dynasty, has a long history of project management. He, along with Rita Brooks, Director and Company Secretary Graham Anderson and myself will oversee the direction of Dynasty. Alan Svanosio, an experienced geologist, has been engaged by Dynasty as its Exploration Consultant to coordinate its exploration programs, having worked on some of them for several years already.

12,350,000 Existing Shares have been issued to Directors, Technical Consultant and investors who have provided seed capital. Investors are invited to subscribe for a further 17,500,000 Shares at 20 cents each to raise \$3,500,000 primarily to fund two years' exploration of Dynasty's mineral projects.

On behalf of my fellow Directors, I invite you to become a shareholder of Dynasty with us. We are committed to adding value by exploration success and welcome your investment in Dynasty as it seeks to list on ASX and prepares to further explore its gold, nickel, uranium and iron projects.



Peter Andrews
Chairman

DIRECTORS AND EXPLORATION CONSULTANT

Peter Andrews

**BSc(Hons), BJuris(Hons), LLB, FAusIMM, FAIG
Chairman**

Peter Andrews is an honours graduate in science (geology) and law from The University of Western Australia. He specialises in the listing, reconstruction, sourcing of projects, funding and management of resource, technology and energy companies. He completed his science studies at the end of 1967 and worked as a geologist. In 1975 he resumed university studies and graduated in law, returning to the resources industry in 1978. In 1986 he listed the first of a number of ASX listed companies. He has organised considerable fundraising for junior listed companies and other ventures. He has been a director of 20 ASX listed companies. Peter brings to Dynasty considerable experience in facilitating ASX listings and in the management and development of public listed junior resource companies.

Richard Stanger

**BBus, MAMA
Managing Director**

Richard Stanger has over 25 years' business experience in a wide range of industries, with a significant emphasis on exploration and mining. Since 1987, he has worked as a management consultant, both in a private capacity and also with Proudfoot Consulting and with the Jamieson Consulting Group in a wide variety of industries including mining (underground and open-cut) and in an international capacity for some of the largest and most prestigious multi-national and national companies. Richard has been involved in most aspects of the mining industry from property acquisition, exploration, mining production, processing and corporate management. Prior to joining Dynasty Richard worked as the Senior Analyst – Asia Pacific for Proudfoot Consulting. He returned to Western Australia at the beginning of 2005 and joined Dynasty as its Managing Director in August 2005.

Rita Brooks

**BEd
Director**

Rita Brooks has worked in the exploration industry for 20 years. She was a founding director of the gold and nickel explorer Berkeley Resources Ltd which listed on ASX in 2003. She is a Director of several private companies and has acquired and explored projects for gold and other commodities throughout Australia. Rita has been involved in several other listed companies and also has experience developing new businesses in the mining and hospitality industries. Over the last five years, Rita has been instrumental in securing the Victorian and Western Australian tenements which comprise Dynasty's exploration portfolio.

Graham Anderson

BBus CA

Director & Company Secretary

Graham Anderson has over 20 years' commercial experience as a Chartered Accountant. He operates his own specialist accounting and management consultancy practice, providing a range of corporate advisory and audit services to both public and private companies. From 1990 to 1999 he was an audit partner at Horwath Perth. He is a director and company secretary of a number of listed and unlisted public companies in both the resource and industrial sectors. He is also an advisor to other public companies. He is currently company secretary of Apex Minerals NL, Eagle Bay Resources NL, Falcon Minerals Limited and Gallery Gold Limited. Graham will be responsible at Dynasty for compliance matters, financial reporting and corporate governance.

EXPLORATION CONSULTANT

Alan Svanosio

DipAppGeol, BSc, MAIG

Exploration Consultant

Alan Svanosio has been retained by Dynasty to advise and undertake the Company's exploration programs on normal consulting terms and conditions. Alan has over 30 years experience in mineral exploration and management working mainly as a contractor/consultant specialising in gold and base metals. Past significant staff positions include Exploration Geologist, Victoria, Carpentaria Exploration Pty. Ltd. (MIM Holdings); Senior Exploration Geologist, Victoria, SA, Tasmania., Sons of Gwalia NL; Project Geologist, Desoza Mine, Ballarat, Kinglake Resources Pty Ltd and Project Geologist, Woodsreef, NSW, Pacific Magnesium Limited. Work as a consultant has taken Alan to McAuthur River, NT, all other states of Australia and to the USA and PNG. Based in Victoria, Alan has been working on Dynasty's exploration projects there for some years.

DETAILS OF THE OFFER OF SHARES

2.1 The Offer

The Company invites investors to subscribe for a total 17,500,000 Shares at an issue price of 20 cents each to raise \$3,500,000.

The rights attaching to the Shares are described in Section 8.3.

2.2 Indicative Timetable

These dates below are indicative only and may vary. The Directors reserve the right to vary the Opening Date and Closing Date of the Offer without prior notice. This may impact on subsequent dates.

Prospectus lodged with ASIC	Tuesday 4 October 2005
Opening Date	Wednesday 12 October 2005
Closing Date	Friday 18 November 2005
Dispatch of Shareholding Statements	Monday 28 November 2005
Date of quotation of Shares on ASX	Wednesday 30 November 2005

2.3 Purposes of the Offer

The purposes of the Offer are to enable Dynasty to comply with the admission requirements for official quotation on ASX, to provide Dynasty with funds to conduct exploration on its tenements and for administration and general working capital.

2.4 Minimum Subscription and Oversubscriptions

The Minimum Subscription in this Prospectus is \$2,700,000 by issuing 13,500,000 Shares under the Offer. If for any reason the Minimum Subscription is not reached within three months from the date of this Prospectus, all applications will be dealt with in accordance with the Corporations Act.

No provision is made for Oversubscriptions.

Sections 3.2 and 3.3 detail the Capital Structure and the Use of Funds for the Minimum Subscription of \$2,700,000 and the Offer subscription of \$3,500,000.

2.5 How to Apply for Shares

Applicants must apply for a minimum of 10,000 Shares representing a minimum investment of \$2,000. Applicants requiring additional Shares must apply for Shares in multiples of 1,000.

To participate in the Issue, the Application Form attached to or accompanying this Prospectus must be completed in accordance with the instructions accompanying the form and be posted or delivered to:

Dynasty Metals Australia Ltd
Level 1
10 Stirling Highway
Nedlands WA 6009

OR

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Applications must be accompanied by payment in full in Australian currency of 20 cents for each Share for which Application is made.

Payment must be by way of cheque or bank draft drawn on and payable on an Australian bank and should be made payable to 'Dynasty Metals Australia Ltd – Share Issue' and crossed 'Not Negotiable'.

No brokerage or stamp duty is payable by Applicants in respect of their Applications for Shares under this Prospectus. The amount payable on Application will not vary during the period of the Issue and no further amount is payable on allotment.

A duly completed and lodged Application Form will constitute an offer by the Applicant to subscribe for the number of Shares applied for pursuant to the Application Form. Applications must be received by the Closing Date.

2.6 Application Monies to be held in Trust

Application monies will be held by Dynasty in trust in a bank account until allotment or, where applicable, they are repaid to the Applicants. The subscription account has been established solely for the purpose of depositing Application monies received. Interest earned on Application monies will be retained by Dynasty. Interest will not be paid on monies refunded.

2.7 Allotment of Shares

Allotment of Shares will take place as soon as practicable after the Closing Date.

The Directors reserve the right to allot to an Applicant a lesser number of Shares than the number applied for or to reject an Application. If the number of Shares allotted is fewer than the number applied for, surplus Application monies will be refunded in full as soon as practicable.

2.8 Lead Manager to the Issue

Cube Financial Group Pty Ltd has been engaged as Lead Manager to the Issue on a best endeavours basis to raise the Minimum Subscription and will be paid a fee of 5% in respect of any Application for Shares which are received and accepted and bear its stamp, and any Applications which are unstamped and have not been sourced by the Directors.

2.9 Underwriting & Handling Fees

The Offer is not underwritten.

The Company reserves the right to pay a handling fee of up to 5% in respect of any Applications for Shares which are received and accepted and which bear the stamp of an entity that is a member of ASX or holds a Security Dealer's License.

2.10 Australian Stock Exchange Limited

Within seven days of the date of this Prospectus, application will be made by the Company to the ASX for the Company to be admitted to the Official List of ASX and for official quotation by ASX of the Shares and the Existing Shares that have no restrictions applied to them by ASX. If permission is not granted for the Company to be admitted to the Official List of ASX and approval for quotation of the Shares and the appropriate Existing Shares is not granted within three months after the date of this Prospectus, all Application monies will be refunded without interest.

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

2.11 CHESS

Dynasty proposes to participate in the Clearing House Electronic Sub Register 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 SCH Business Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASTC will send them a CHESS statement.

The CHESS statement will set out the number of securities allotted to each holder under the Prospectus, give details of the holder's Holder Identification Number and give the participant an Identification Number of the sponsor.

If you are registered on the Issuer Sponsored Statement, your statement will be dispatched by the share registry and will contain the number of securities allotted under the Prospectus and the Shareholder's Security holder Reference Number.

A CHESS statement or Issuer Sponsored Statement will routinely be sent to holders at the end of any calendar month during which the balance of their holding changes. A holder may request a statement at any other time, however, a charge may be made for additional statements.

2.12 Restricted Securities

The ASX may classify certain Existing Shares as being subject to the restriction provisions of the Listing Rules. These Existing Shares may be required to be held in escrow for periods up to 24 months from the date of quotation to be determined by ASX.

2.13 Applicants outside Australia

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person whom it would be illegal to issue it or make the Offer. It is the responsibility of any applicant who is resident outside of Australia to ensure compliance with all laws of any country relevant to their application.

No action has been taken to register or qualify the Shares or the offer or otherwise permit a public offering of the Shares in any jurisdiction other than Australia.

2.14 Privacy Disclosure

By submitting an Application Form, an Applicant provides the Company with certain personal information. If an Applicant does not provide complete and accurate personal information on the Application Form, the Application may not be able to be processed.

The Company's securities registers are maintained by Security Transfer Registrars Pty Ltd. These registers are required by law to contain certain information about security holders such as name, address and details of securities held. In addition, the Company collects personal information from security holders including contact details and tax file numbers.

This information is used to carry out registry functions such as: payment of dividends; dispatch of yearly and half yearly reports, notices of meetings and newsletters; and notification to the Australian Taxation Office. In addition, contact information will be used from time to time to inform security holders of new initiatives concerning the Company.

The Company will only disclose personal information about security holders:

- when they agree to disclosure;
- when the information is used for the purposes for which it was collected;
- when disclosure is used for compliance by the Company with legal and regulatory requirements;
- to their brokers;
- to external service providers who supply services in connection with the administration of the Company's securities registers.

Security holders have the right to access, update and correct the personal information held by the Company and its Share Registry, except in certain limited circumstances. Security holders may do so by contacting the Company or its Share Registry.

2.15 Entitlement Issue of Options after Listing

No Options are being offered by this Prospectus.

All shareholders registered on the share register of Dynasty at a record date to be announced about six weeks after the Shares are admitted to the Official List of ASX will be entitled to participate in a non renounceable entitlement of Options on the basis of one Option for every one share held.

The Options are to be issued at 1 cent each with an exercise price of 20 cents each and an expiry date of 29 February 2008.

A disclosure document for the entitlements issue of Options will be issued when the Options are offered. Shareholders registered at the record date and who wish to subscribe for Options will need to complete the application form that will accompany and form part of the disclosure document at that time.

DYNASTY AND ITS PROJECTS

The information set out in this section is not comprehensive and should be read in conjunction with more detailed information appearing elsewhere in this Prospectus.

3.1 Company Background

Dynasty was incorporated in August 2004 to acquire a portfolio of exploration projects in Victoria and Western Australia. This portfolio has been assembled by Dynasty Director Rita Brooks over the last five years (see section 3.5). It includes granted tenements and applications for tenements made directly by the Company or to be acquired from Rita Brooks and her related entities. In December 2004, Dynasty raised \$236,000 in seed capital and has now issued this Prospectus to raise \$3,500,000 (with a minimum of \$2,700,000), primarily to undertake the exploration programs described in the Independent Geologist's Report in Section 5 and detailed in the Table in Section 3.9.

3.2 Capital Structure

On completion of the fully subscribed Offer which raises \$3,500,000, the capital structure of Dynasty will be:

	Shares	%
Existing Shares		
Directors & Technical Consultant	10,000,000	33.50
Seed Investors	2,350,000	7.87
	12,350,000	41.37
Shares now offered	17,500,000	58.63
Total issued capital	29,850,000	100.00

The final numbers of Shares will depend on the actual funds raised between the Minimum Subscription of \$2,700,000 and the full Offer Subscription of \$3,500,000.

3.3 Use of Funds

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

Available Funds	Note	Minimum Subscription \$	Offer Full Subscription \$
Funds raised by the Offer		2,700,000	3,500,000
Use of Funds			
Costs of fundraising and listing		150,000	150,000
Provision for Application handling fees	1	135,000	175,000
Tenement Purchases and Options	2	208,000	208,000
Reimbursement of loans	3	90,982	90,982
Exploration Programs Year 1	4	663,000	820,000
Exploration Programs Year 2	4	718,000	1,035,000
Administration & working capital		665,018	1,021,018
Total Expenditure		2,700,000	3,500,000

Notes:

- Any amount not paid from this provision will be added to working capital in accordance with Sections 2.8 and 2.9.
- As described in the Material Contracts in Section 8.6.
- Amounts expended on behalf of Dynasty by interests related to Rita Brooks prior to this Prospectus.
- The majority of the funds will be used for exploration activities on Dynasty's projects as described in Sections 3.6 and 3.9 in the Independent Geologist's Report in Section 5.

3.4 Working Capital Adequacy

On completion of the Minimum Subscription, the Directors believe that Dynasty will have sufficient working capital to carry out its Year 1 and Year 2 objectives.

3.5 Tenement Summary

On ASX listing, Dynasty will hold 100% of the rights to certain exploration tenements and applications for tenements in Victoria and Western Australia. The granted tenements have been purchased from Dynasty Director, Rita Brooks and her related entities, subject to ASX listing. All tenements in the Company's name are at the application stage and there can be no certainty that all of these tenements will be granted. Applications for tenements that are not in the name of Dynasty are under option to the Company from interests associated with Rita Brooks. The Company intends to exercise all of these options at such times as the tenements to which they relate are granted and title can be transferred to the Company.

Details of the Tenements are disclosed in the Tenement Schedule of the Solicitor's Report in Section 6, and summaries of the Material Contracts are disclosed in Section 8.6.

3.6 Dynasty's Exploration Projects

Dynasty is focussed on becoming a successful exploration company. The Company believes that the demand for gold, uranium, nickel, and iron will continue strongly over the short to medium term.

Dynasty's current exploration portfolio comprises eight projects, namely, Bright and Bendoc in Victoria and Laverton, Stella Range, Gascoyne Uranium, Yanrey, Hyden and North Shaw in Western Australia. (Figure 1) The projects are more fully described in the Independent Geologist's Report in Section 5.

The exploration portfolio has potential for the discovery of significant mineral deposits. There are already several drill targets and the first projects to be drill-tested are expected to be Bendoc in Victoria and Laverton and Stella Range in Western Australia.

Proposed exploration programs and budgets for all Dynasty's project are detailed in the Table in Section 3.9.

Besides exploring its current gold, nickel, uranium and iron projects, Dynasty may acquire other projects with potential for the discovery of other minerals. The exploration strategies will be those that allow the Company to grow.

Bright Gold Project

Dynasty holds most of the the Bright-Harrietteville Goldfields which have recorded gold production in excess of 340,000 ounces.

The Bright Gold Project comprises one Exploration license with an area of over 185km² which is situated 200km northeast of Melbourne.



Extract from Figure 1: Projects - Location Map (page 2)



Extract from Figure 2: Bright Gold Project (page 20)

The Bright Gold Project in the Bright-Harrietville Goldfields Goldfields comprises historical workings spread over 30km north-south. Recorded production is 341,218 ounces of gold from quartz reef sources with grade averages between 18-20g/t Au. The Bright-Harrietville Goldfields are of a similar style to the Bendigo-Ballarat Goldfields with gold rich quartz reefs from <1m to 40m wide, which mostly appear to have been emplaced in faults. Over 250 gold-bearing reefs have been discovered within the project area.

Only minor drilling has been carried out adjacent to the old gold workings and the project is considered “under-explored” as far as modern exploration is concerned. Soil sampling in the southwest corner of the tenement delineated an 800m gold-in-soil anomaly with values up to 2.8g/t Au. This anomaly requires further evaluation, as does the previous drilling carried out 2km to the southeast of the soil sampling, which intersected a shear zone with associated quartz stockworking and gold assays up to 5.0g/t Au.

Underground rock sampling at the Peabody Mine in the north of the tenement resulted in gold assays up to 116.9g/t and one channel sample of 5m @ 11g/t Au. Soil sampling in the vicinity of the Peabody Mine highlighted several sub parallel linear gold anomalies which may be the surface expression of gold rich quartz reefs.

Dynasty’s initial focus at Bright will be the Peabody Mine where there is the potential for high grade gold mineralisation. Dynasty is also encouraged by the results from the southeastern part of the project and historical gold mines within the project area. A comprehensive exploration program, including early drilling, will be undertaken to test the known gold targets and to generate further targets within the project area.

Bendoc Gold Project

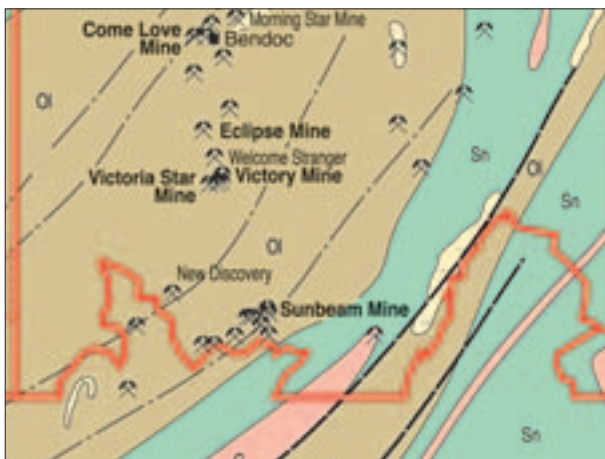
Bendoc has 60 historic mines and gold prospects have been recorded, few of which have had significant modern exploration

The Bendoc Gold Project comprises two granted exploration licenses covering an area in excess of 475km². It is situated 400km northeast of Melbourne, within the Lachlan Fold Belt adjacent to the New South Wales border.

This project area has 60 historic mines and gold prospects has been recorded, most of which have not been exposed to significant modern exploration. Recorded production is about 40,000 ounces of gold. The Bendoc Gold Project has similarities to the Bendigo-Ballarat goldfields, however most gold at Bendoc was “won” from alluvial mining with minor hard rock quartz mining, whereas at Ballarat and Bendigo, major hard rock mining followed the discovery of alluvial gold. The potential to delineate significant hard rock gold resources at Bendoc is an exciting challenge.

Drilling at the Victoria Star Gold Mine has identified a gold zone, coincident with the line of old workings with grades up to 12g/t Au. The gold is associated with two saddle reefs, similar to the Bendigo and Ballarat settings.

Dynasty’s initial focus will be to evaluate the Victoria Star Mine for its potential to host a significant mineralised system with high gold grades. The many other historic gold workings provide Dynasty with follow-up targets.



Extract from Figure 4: Bendoc Gold Project (page 23)



Extract from Figure 1: Projects - Location Map (page 2)

Yanrey Uranium Project

Dynasty has an option to acquire three exploration licenses prospective for uranium located near Manyingee.

The prime target is the eastern part of the interpreted palaeochannel which hosts the Manyingee Uranium deposit, held by Paladin Resources NL. Manyingee contains a reported Inferred and Indicated Resource of 12,078 tonnes U_3O_8 . Dynasty's northernmost tenement applications contains this paleochannel next to ground held by Energy Metals Ltd. The other two tenement application cover geology which has not been recently tested for uranium mineralisation by modern exploration methods.



Extract from Figure 11: Yanrey Uranium Project (page 36) Extract from Figure 1: Projects - Location Map (page 2)

Gascoyne Uranium Project

Dynasty has applications for two exploration licenses prospective for uranium with anomalous uranium in stream sediment samples.

The Gascoyne Uranium Project comprises two exploration License applications which have known stream sediment and rock chip samples anomalous in uranium. Uranium values up to 2m @ 380ppm have been reported from shallow drilling (0-2m). When granted the area will be systematically explored to discover the extent of these uranium anomalies and any new occurrences to be drilled in this under-explored region.

Exploration will focus on primary uranium mineralisation however secondary uranium enrichment in calcretes will be able to be investigated.



Extract from Figure 1: Projects - Location Map (page 2) Extract from Figure 10: Gascoyne Uranium Project (page 32)



Extract from Figure 9: Gascoyne Uranium Project (page 32)

Laverton Nickel Gold Project

Dynasty holds an under-explored gold and nickel project area close to the Windarra nickel mine near Laverton.

The Laverton Gold and Nickel Project comprises two granted exploration licenses, three exploration License applications and three prospecting License applications covering an area in excess of 450km² and is situated 14km northeast of Laverton and 350km northeast of Kalgoorlie. It adjoins the closed Windarra nickel mine and surrounds the Woodline Well nickel prospect area (not held by Dynasty).

The Laverton region is host to multi million ounce gold deposits at Sunrise Dam and Wallaby with previous gold and nickel production near Dynasty's tenements, at Lancefield (1.9 million ounces of gold) and Windarra (138,000 tonnes of nickel). This is testament to the significant gold and nickel potential of the region. Niagara Mining Ltd has recently announced its purchase of the closed Windarra nickel project adjacent to Dynasty's project area.

The project geology comprises greenstones which may be remnants of the mineralised Windarra BIF/ultramafics sequence. A small excised tenement within Dynasty's E38/930 contains one such greenstone remnant comprising a peridotite unit with disseminated nickel sulphide values up to 7.2%Ni that is currently being evaluated by Peryilya Mines Ltd. Gryphon Minerals Ltd has reported a significant nickel drilling intercept of 15m @ 0.5%Ni nearby.

Dynasty's tenements are covered by thin transported material and have had limited exploration. Dynasty's initial focus will be to use detailed aeromagnetic data to generate high quality gold and nickel targets for follow-up soil sampling and drilling during its first year after listing.

Stella Range Nickel Gold Project

Stella Range provides Dynasty with targets for gold and nickel exploration in an under-explored greenstone belt with nearby recently reported gold resources. (Lord Byron & Fish)

The Stella Range Nickel Gold Project comprises one granted exploration license and one exploration license application covering an area in excess of 60km². The project is situated 100km southeast of Laverton and 300km north-east of Kalgoorlie.

The Stella Range Project occurs within a poorly exposed greenstone belt situated to the east of the Laverton greenstone belt and southeast of the Brightstar gold deposit. Modern exploration has highlighted the potential for the Stella Range region to host significant gold and nickel resources. For example, Brightstar is a significant new gold discovery situated 70km² northwest of Stella Range. The Lord Byron and Fish prospects are situated adjacent to Dynasty's tenement E39/929.

Lord Byron contains reported 4.4 million tonnes @ 1.83g/t Au (Inferred Resource) and Fish contains reported 0.6 million tonnes @ 4.0g/t Au (Indicated & Inferred Resource)(not held by Dynasty).

Nickel discoveries include the nearby Irwin Hills and Cogleia Well lateritic nickel deposits and an area adjacent to Dynasty's project where drilling intersected significant nickel mineralisation, reporting 36m @ 1.37%Ni and 42m @ 1.07%Ni.

The Stella Range project is under-explored, however, recent regional exploration has highlighted its nickel and gold potential. Dynasty will initially acquire high quality aeromagnetic data for nickel and gold target generation followed by drilling of the priority targets.

North Shaw Gold Iron Project

Dynasty has applied for one Pilbara exploration license application prospective for iron.

The Pilbara Iron Project comprises one exploration license application covering what appear to be several extensions to known iron deposits. When granted the area will be systematically explored to discover the extent and grade of these iron deposits within the Dynasty tenement. The project area also has some gold potential which will be investigated.

Hyden Nickel Gold Project

Dynasty has applied for a large area of the Southern Cross Greenstone Belt. There are competing tenements in some areas.

The Hyden Gold and Nickel Project comprises nine exploration license applications and four prospecting license applications with six competing applications indicating that not all Dynasty's applications will be granted. The project is situated 40km south of Southern Cross and 300km east of Perth.

The project area is situated within the Southern Cross Forrestania Greenstone Belt which has produced in excess of 10 million ounces of gold. The ultramafic units are also prospective for nickel sulphide mineralisation as seen at Flying Fox to the south of Dynasty's tenement applications with a recently announced Mineral Resources (Inferred and Indicated) of 946,000 tonnes @ 6.5%Ni.

Dynasty will be actively pursuing the granting of its tenements with a view to acquisition of high quality aeromagnetic data and drill targeting.

3.7 Exploration Programs and Budget

The Independent Geologist states:

"Dynasty has provided comprehensive programs and budgets for each of its projects covering an initial two years of exploration, which indicate its intention to spend a total of \$1,855,000 million on exploration over this period from the raising of \$3,500,000 million. These budgets are considered to be adequate to cover the cost of the proposed exploration program and to maintain the tenements in good standing."

The Company's exploration programs and budgets are planned to be implemented on its granted tenements over the next two years. They are based on the Company's present knowledge of the projects. Actual expenditure allocation may vary depending on the exploration successes and results which may change the proposed exploration and evaluation activities. The proposed exploration programs and budgets are presently only directed to the granted tenements. Several of Dynasty's tenements are at the application stage. These include Gascoyne Uranium, Yanrey, Hyden and North Shaw. Allocations for exploration will be made out of working capital at such time as tenements are granted and options to acquire certain tenements are exercised.

Dynasty's detailed exploration programs and budgets are described in section 3.9.

3.8 Future Capital Requirements

Future capital requirements will depend on many factors, including Dynasty's exploration results. Additional funds may be needed to fully drill-out and exploit any mineralisation that may be discovered, to complete joint venture earning terms, (if entered into) to commence mining, or to purchase other mining projects.

The Directors will also investigate the most appropriate manner in which to obtain further funds at the relevant times. This future funding may be met by the issue of additional Dynasty securities, or by farming out tenement interests to or joining with other companies, or by project financing. Dynasty may seek joint ventures to alleviate some of its exploration risks.

A further fundraising by the issue of Options is foreshadowed in Section 2.15

3.9 Detailed Exploration Programs and Budgets

	Minimum Expenditure \$			Full Offer Subscription \$		
	\$	\$	\$	\$	\$	\$
Bright-Victoria	Year 1	Year 2	Total	Year 1	Year 2	Total
Wages, Salaries, Consultants	15,000	20,000	35,000	30,000	45,000	75,000
Field and Staff Costs	15,000	20,000	35,000	30,000	45,000	75,000
Mapping, Interpretation, Modelling	5,000	5,000	10,000	5,000	5,000	10,000
Database Management	2,600	2,000	4,600	2,600	2,000	4,600
Geochemical and Underground Surveys	25,000	20,000	45,000	15,000	25,000	40,000
Field Costs, Consumables	5,000	5,000	10,000	10,000	20,000	30,000
Drilling, Assaying(RC&Diamond)	80,000	140,000	220,000	90,000	150,000	240,000
Tenement, Administration Costs	5,000	5,000	10,000	5,000	5,000	10,000
	137,600	197,000	334,600	157,600	252,000	409,600
Bendoc-Victoria	Year 1	Year 2	Total	Year 1	Year 2	Total
Field and Staff Costs	15,000	20,000	35,000	25,000	50,000	75,000
Mapping, Interpretation, Modelling	5,000	5,000	10,000	5,000	5,000	10,000
Geophysical Surveys	5,000	8,000	13,000	5,000	10,000	15,000
Geochemical Surveys	10,000	10,000	20,000	10,000	20,000	30,000
Database Management	1,900	1,500	3,400	1,900	1,500	3,400
Field Costs, Consumables	5,000	5,000	10,000	10,000	25,000	35,000
Drilling, Assaying(RC&Diamond)	90,000	90,000	180,000	90,000	135,000	225,000
Tenement, Administration Costs	5,000	5,000	10,000	5,000	5,000	10,000
	136,900	144,500	281,400	151,900	251,500	403,400
Laverton-WA	Year 1	Year 2	Total	Year 1	Year 2	Total
Field and Staff Costs	15,000	15,000	30,000	20,000	25,000	45,000
Mapping, Interpretation, Modelling	3,000	3,000	6,000	3,000	3,000	6,000
Aeromag Survey	40,000	-	40,000	40,000	-	40,000
Geophysical Surveys	8,000	-	8,000	8,000	-	8,000
Database Management	2,600	2,000	4,600	2,600	2,000	4,600
Field Costs, Consumables	5,000	5,000	10,000	7,000	10,000	17,000
Drilling, Assaying(RAB)	60,000	60,000	120,000	70,000	70,000	140,000
Drilling, Assaying(RC)	40,000	70,000	110,000	90,000	120,000	210,000
Tenement, Administration Costs	5,000	5,000	10,000	5,000	5,000	10,000
	178,600	160,000	338,600	245,600	235,000	480,600
Stella Range-WA	Year 1	Year 2	Total	Year 1	Year 2	Total
Field and Staff Costs	20,000	30,000	50,000	25,000	50,000	75,000
Mapping, Interpretation, Modelling	5,000	5,000	10,000	5,000	5,000	10,000
Geophysical Survey	3,000	-	3,000	3,000	-	3,000
Database Management	1,900	1,500	3,400	1,900	1,500	3,400
Geochemical Surveys	15,000	10,000	25,000	15,000	20,000	35,000
Field Costs, Consumables	10,000	25,000	35,000	10,000	25,000	35,000
Drilling, Assaying(RAB)	60,000	50,000	110,000	90,000	80,000	170,000
Drilling, Assaying(RC)	90,000	90,000	180,000	110,000	110,000	220,000
Tenement, Administration Costs	5,000	5,000	10,000	5,000	5,000	10,000
	209,900	216,500	426,400	264,900	296,500	561,400
Gascoyne-WA						
	-	-	-	-	-	-
Yanrey-WA						
	-	-	-	-	-	-
North Shaw-WA						
	-	-	-	-	-	-
Hyden-WA						
	-	-	-	-	-	-
Total	663,000	718,000	1,381,000	820,000	1,035,000	1,855,000

RISK FACTORS

4.1 Introduction

This section identifies the areas that the Directors regard as involving the major risks associated with an investment in Dynasty. There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks associated with Dynasty's business and its involvement in the exploration and mining industry. Investors should be aware that an investment in Dynasty involves many risks that may be higher than the risks associated with an investment in other companies. The list of risk factors may not be exhaustive of the risks faced by Dynasty or by investors in Dynasty. Intending subscribers should read the whole of this Prospectus before any decision is made to subscribe for Shares.

4.2 Operating History – Key Personnel

Dynasty was incorporated in August 2004 and had a limited operating history. It had no exploration and mining interests until February 2005 when it made its first tenement applications. In its initial stages, Dynasty will rely heavily on its Directors and its Exploration Consultant. There is a risk of some detrimental impact on Dynasty if these key personnel leave the Company and people with at least comparable attributes are not available to replace them. The Company has contracted its Managing Director for an initial 12 months.

4.3 Share Investment

Applicants should be aware that there are risks associated with any share investment. The prices at which Dynasty's Shares trade may be above or below the issue price for the Shares offered under this Prospectus. The trading price of the Shares could be volatile and subject to wide fluctuations. The Shares allotted under this Prospectus carry no guarantee of the price at which they may trade on the ASX.

4.4 Exploration Risks

Dynasty as an exploration company will be dependent on a number of factors, including, but not limited to, the following:

- a) Risks inherent in exploration and mining including, among other things, successful exploration and identification of mineralisation and the eventual conversion through to ore reserves, funding, satisfactory performance of mining operations and competent management;
- b) The risk that not all the tenement applications will be granted or can be transferred to the Company;
- c) The risk of material adverse changes in the government policies or legislation of Australia which might affect the level of mining and exploration activities;
- d) The strength of equity and share markets in Australia and throughout the world;
- e) General economic conditions in Australia and its major trading partners international and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruptions;
- f) Environmental issues with which Dynasty may be required to comply from time to time;
- g) Poor weather conditions over a prolonged period which might adversely affect exploration activities;
- h) Insolvency or other managerial failure by any of the contractors used by Dynasty in its mining and exploration activities;
- i) Commodity supply and demand factors, especially those related to the metals sought by Dynasty;
- j) Risks that certain tenement applications may not be granted or that certain granted tenements may not have their terms renewed;
- k) Changes in the status of any Dynasty's joint ventures (if any), including changes caused financial failure or default by a participation in the joint venture; and
- l) Native Title and access, where applicable.

4.5 Speculative Nature of Investment

Risk factors may materially affect the financial performance of Dynasty and the value of the Shares. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that an investment in Dynasty is speculative and should consult their professional advisor

INDEPENDENT GEOLOGIST'S REPORT

Plutonic Geological Services
16 Rosalie Street
SHENTON PARK WA 6008
ABN 62 177 213 513

30 September 2005

The Directors
Dynasty Metals Australia Ltd
Level 1, 10 Stirling Highway
Nedlands WA 6009

Dear Sirs/Madam

Independent Geologist's Report

Plutonic Geological Services ("Plutonic") has been commissioned by Dynasty Metals Australia Ltd ("Dynasty" or "The Company") to provide an Independent Geologist's Report on its various mineral exploration tenements ("Mineral Properties") located in Western Australia and Victoria in which the Company has an interest. This report is to be included in a Prospectus to be lodged with the Australian Securities and Investment Commission ("ASIC") on or about 4 October 2005, offering for subscription 17,500,000 Shares at an issue price of 20 cents per share to raise a total of \$3,500,000 (before costs associated with the issue). The funds raised will be used for the purpose of exploration and evaluation of the existing Mineral Properties and identification of new projects, and prospects.

Plutonic has not been requested to provide an Independent Valuation of the Company's Mineral Properties nor have we been asked to comment on the Fairness or Reasonableness of any vendor or promoter considerations, and we have therefore not offered any opinion on these matters.

In addition, Plutonic has not been asked to investigate possible Native Title issues associated with the Mineral Projects being reviewed. This issue is dealt with in the Solicitor's Report section of this Prospectus.

Plutonic has based its review of the various Mineral Properties on information provided by the Company, along with technical reports prepared by Government agencies and previous tenement holders, and other relevant published and unpublished data. A listing of the principal sources of information is included in the Independent Geologist's Report. No site visits have been made for the purposes of this Prospectus.

The Independent Geologist's Report has been prepared in accordance with the Code and Guidelines for Assessment and Valuation of Mineral Assets and Mineral Securities for Independent Expert Reports (the Valmin Code), which is binding upon members of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG), and the rules and guidelines issued by bodies such as ASIC and ASX, which pertain to Independent Expert Reports. Where mineral resources have been referred in this report their classification is consistent with the Australian Code for Reporting of Ore Reserves (JORC Code) prepared by the Joint Ore Reserves Committee (JORC) of the AusIMM.

Dynasty's Mineral Properties all represent "Exploration Areas" as defined in the Valmin Code, and are therefore inherently speculative in nature. The Mineral Properties are nevertheless considered to be sufficiently prospective, subject to varying degrees of technical and exploration risk, to justify further investigation of their economic potential. Exploration programs prepared by Dynasty are regarded as consistent with potential in each instance, provided they are staged appropriately to permit on going assessment of exploration results. Dynasty has provided comprehensive programs and budgets for each of its projects covering an initial two years of exploration, which indicate its intention to spend a total of \$1,855,000 million on exploration over this period from the raising of \$3,500,000 million.

These budgets are considered to be adequate to cover the cost of the proposed exploration programs, and maintain the tenements in good standing.

The report has been compiled by Nigel Cranley, who is a member of the AusIMM, and has over 30 years experience in the exploration and evaluation of mineral properties. The author has the appropriate relevant qualifications, experience, competence and independence to be considered to be an “Expert” under the definitions provided in the Valmin Code.

Neither Plutonic nor the author of this report has or has previously had any material interest in Dynasty, or the Mineral Properties in which the Company has an interest. The relationship with Dynasty is solely one of a professional association between client and independent consultant. This report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is no way contingent on the results of this report.

Plutonic agrees to the inclusion of this report in the Prospectus in the form and context in which it is included and has not withdrawn its consent before lodgement of the Prospectus with the ASIC.

Yours faithfully
PLUTONIC GEOLOGICAL CONSULTANTS



Nigel Cranley

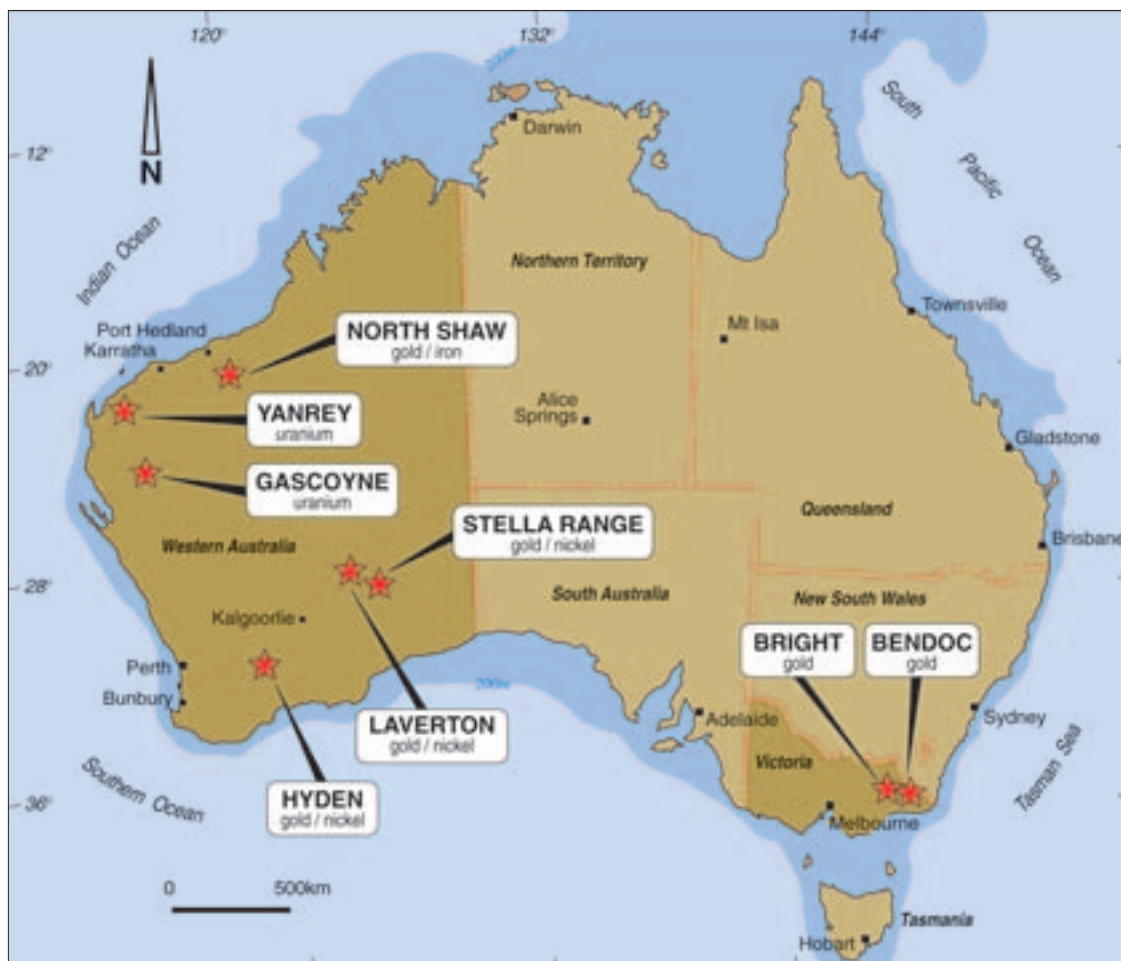


Figure 1: Projects - Location Map

VICTORIA

Bright Gold Project

Introduction

Exploration License EL4571 is located approximately 200km northeast of Melbourne and encompasses much of the Bright-Harrierville Goldfields and is held in the name of Target Mineral Exploration Pty Ltd. Recorded production is 341,218 ounces of gold from quartz reef sources with grade averages between 18-20g/t Au. The Bright-Harrierville Goldfields are of a similar style to the Bendigo-Ballarat Goldfields with gold rich quartz reefs from <1m to 40m wide, which appear to have been emplaced in faults. The largest producers were the Oriental, Sambas, William's United and the Rose, Thistle and Shamrock.

Tenements and Access

The tenement was granted to Target Mineral Exploration Pty Ltd on 25 July 2002 for two years and has been subsequently extended to 25 July 2006. It covers an area of 185km². Access to the area is via the Ovens Valley Highway and four wheel drive tracks.

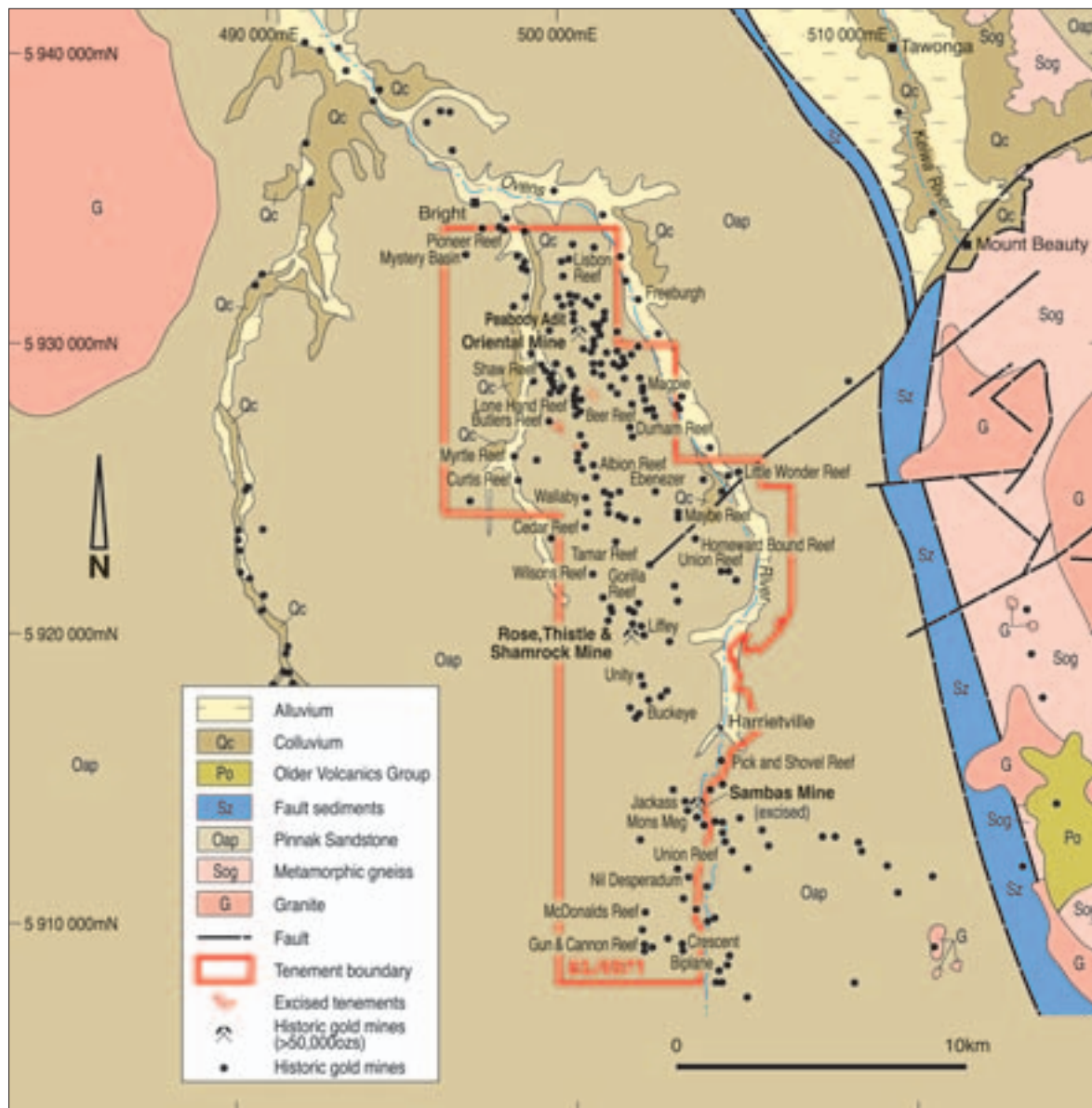


Figure 2: Bright Gold Project - Tenement Location & Regional Geology

Regional Geology

The Ordovician Hotham Group, a sequence of folded and faulted sandstones, siltstones and shales, underlies the License area. Dolerites and granites of Devonian age intrude the Hotham Group sediments. The north-north west trending Kiewa Thrust Zone dominates the structure of the region. Within the area, folding and axially oriented faults mostly parallel the Kiewa Thrust.

Gold mineralisation is associated with the emplacement of the Devonian intrusive during the Tabberabberan Orogeny. Quartz reefs ranging from a few centimetres to 40 metres wide are emplaced in faults and less frequently in fold saddles.

Mineralisation

Available production figures indicate that over 500,000 tonnes of ore were mined in the area for a recovery of over 341,000 ozs of gold at an average grade of 19.5g/t Au up to 1914. The largest producers were the Rose, Thistle and Shamrock (101,240t @ 21.4g/t Au), the Sambas group (134,000 tonnes @ 19.0g/t Au) (excluded from the Exploration License) and the Oriental (127,571t @ 14.4g/t). (see Figure 2)

A summary of significant production from historical gold mines within EL4571 is tabulated below:

Mine Name	Tonnes	Ounces	Grade (g/t)Au
Landtax	902	889	30.7
Homeward Bound	12,142	5,592	14.3
Ebenezer	2,089	2,823	42.0
Woolshed	4,926	5,299	33.5
Reliance	6,661	4,636	21.6
Pioneer	40,888	19,967	15.2
Rose Thistle and Shamrock	101,270	69,655	21.4
Oriental	127,521	58,824	14.4

Previous Exploration

A number of companies have explored the area enclosed by EL4571 during the past 20 years. These include Planet Gold NL, Western Mining Corporation, Endeavour Resources NL, Golden Shamrock NL, the Metana Minerals NL/Dalrymple Resources Joint Venture, Goldminco NL and Crest Resources NL. Most exploration concentrated on strike extensions of the historic gold mines. Only limited drilling has occurred at the Gun and Cannon and Victory and Crescent mine areas.

Metana Minerals NL explored around the old Gun and Cannon workings located in the southern part of the Exploration License. Significant soil sample assays included 2.8ppm Au in the vicinity of the Cannon workings with the anomalous zone open to the north and approximately 800 metres in strike length.

Golden Shamrock NL drilled three holes in the Victory and Crescent workings 2km southeast of the Gun prospect. These holes intersected strongly developed shear zone structures that contained quartz stockworks and black shales, however, the gold grades were disappointing at less than 5g/t. Unfortunately not all high grade soil anomalies were tested and further work is proposed.

Goldminco's BLEG analysis of drill cuttings indicated that the gold is often nuggety and in some samples is contained within sulphides. Stream sediment samples were collected and 49 were analysed for gold, arsenic, copper, lead, zinc and silver. No strong link between gold and base metals was identified and subsequent samples were only analysed for gold and arsenic. Results varied from 0.1ppb to 7,275ppb Au with most of the high values being due to the presence of old mine workings in the catchment of the creek. The 7,275ppb result, for example, is from a creek below the Sambas mine. Rock chip sampling and examination of the underground exposures were undertaken to ascertain the likely width and grade of mineralisation mined in the district. 16 samples of vein material taken from the backs or walls of underground exposures were collected from the Sambas, Landtax, New Victoria and Peabody mines. The results ranged from 0.04g/t to 52.8g/t Au.

A further 27 underground rock chip samples were collected from the Victoria reef within the Peabody mine at 1.5 metre intervals along the drive and leading stope on the reef.

The samples covered the 40.5m strike length currently exposed. The results range from 0.10g/t to 32.0g/t Au (see Figure 3). Investigation of the underground workings and historic mine plans indicate that most mineralisation is confined to steeply plunging shoots with limited strike extent. 24 surface rock chip samples were collected from various surface features and a program of ridge and spur soil sampling of the B/C soil horizon was undertaken. A total of 234 samples were taken and analysed for gold and arsenic. Interpretation of the results show a number of sub parallel linear anomalies.

Proposed Exploration

A program of geological mapping, especially around the major workings, is to be carried out, identifying and recording all old gold workings lying within the EL area.

The company's initial focus will be the Peabody Mine where there is the potential for high grade gold mineralisation over mineable widths. A program of RC diamond drilling is planned.

In addition examination of the underground workings of the Peabody, Victoria and Crimeen adits including detailed structural mapping is proposed.

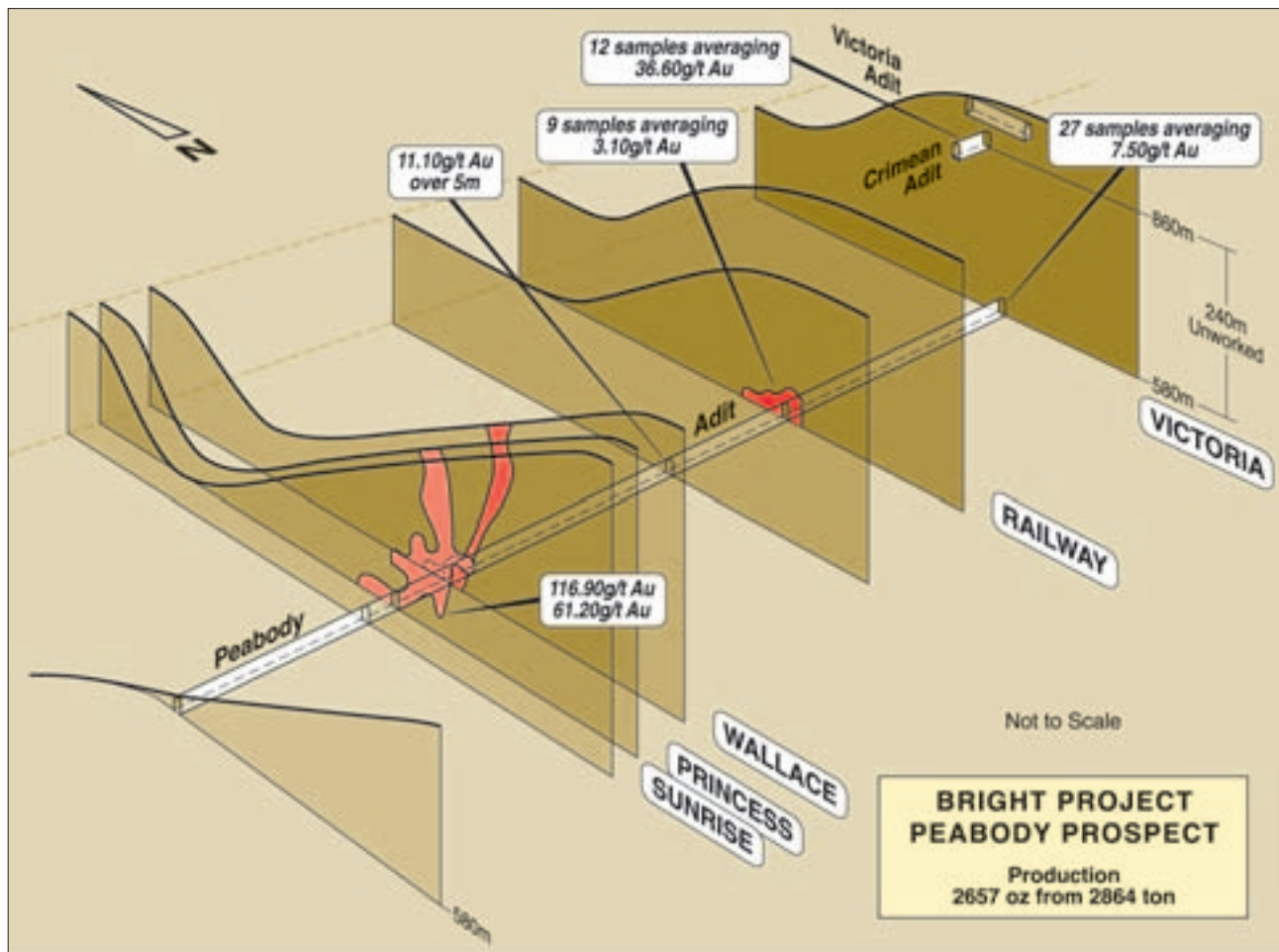


Figure 3: Bright Gold Project - Peabody Gold Prospect & Associated Reef Lines Isometric Diagram

Bendoc Gold Project

Introduction

The Bendoc Gold Project is located in the East Gippsland region, approximately 400 kilometres east north east of Melbourne. A total of 60 mines and mineral prospects have been recorded in the project area with gold production predominantly from shallow alluvial deposits but auriferous quartz reefs have also been recorded. The principal goldfields of the area were those of Bendoc, Bonang and Clarkeville in the north of the area, but numerous other gold deposits were worked in outlying districts.

Tenements and Access

The area is covered by two Mineral Exploration Licenses, EL4799 and EL4824, covering a combined area of 475km² and are held in the name of Baracus Pty Ltd. These two tenements cover most of the reported gold occurrences in the region. Road access to the area is via bitumen roads to Bendoc and then by timber trails through the tenements.

Geology and Mineralisation

Regional Setting

The Bendoc project area lies within the Lachlan Fold Belt, a Palaeozoic orogenic system developed by stepwise continental accretion of oceanic sequences. It is defined by several structural zones of imbricated, tightly chevron folded turbidites separated by linear, fault bounded “greenstone” belts. Accretion was accompanied by marked late Ordovician-Silurian structural thickening and shortening of the Cambrian oceanic crust and overlying Ordovician sediment system to form 35-40km of “continental” crust. The belt is intruded by a significant volume of granitic plutons, which resulted from major magmatic underplating and lower crustal melting in the Late Silurian through Late Devonian.



Figure 4: Bendoc Gold Project - Tenement Location & Regional Geology

Project Geology

The tenement area covers Ordovician and Early Silurian marine sedimentary sequences of the Mallee Structural Zone. The dominant formations are the Pinnak Sandstone and the Broadbent River Formation which host the majority of the gold occurrences. These sandstones are turbiditic with interbedded siltstones and shales. Intruded into these sequences are Silurian granodiorites which appear to be fault bounded.

Mineralisation

The Bendoc Gold Field has a recorded production of around 40,000 ounces Au from the main Bendoc and Clarkeville mining centres, lesser areas of old workings, and from related alluvials. (see Figure 4)

Most recent exploration has been centred on the Victoria Star Mine which produced over 4,000 ounces Au from a series of quartz reefs. The main mineralised centres with their production are tabulated below:

Mine Name	Goldfield	Period	Ounces	Grade (g/t) Au
Rising Sun	Bonang	1866-1897	5,887	33
Victoria Star	Bendoc	1911-1938	4,534	51
Bonanza	Bonang	1892-1905	1,765	27
South Bonanza	Bonang	1899-1904	1,222	209
Come Love	Bendoc	1866-1872	974	25
New Discovery	Clarkeville	1890-1903	839	28
Welcome Stranger	Bendoc	1888-1915	813	68
Duke of Westminster	Bonang	1889	408	57
Morning Star	Bendoc	1866-1870	302	15
Sunbeam	Clarkeville	1891-1898	299	47
Eclipse	Bendoc	1887-1889	247	78

Previous Exploration

Victoria Star Mine

In 1981 Freeport Australia Ltd carried out trenching and bulk sampling, with the highest assay value of 4.22g/t over 2.5 metres being obtained. The results of trenching indicated that the gold values were restricted to narrow zones of quartz veining

In 1994 Zephyr Minerals carried out exploration on Victoria Star testing for the potential for a medium to high tonnage of gold ore amenable to open cut mining. The model was based on the multiple old gold worked reefs and their extent over an area of 200m x 70m. By 1997 a total of 93RC holes for 6662m had been drilled, outlining mineralisation over 600 metres coincident with the line of old workings. The highest gold grades, up to 12.0g/t Au over two metres, occurred near to, or above the local water table. The gold bearing intercepts appear to occur in two saddle reefs aligned parallel to the regional strike.

Proposed Exploration

Geological mapping is recommended with a view to identifying those zones with significant potential for moderate to large tonnages of mineralisation. These zones are expected to be structurally complex and should be tested by a combination of RC and diamond drilling. Gold and base metal soil geochemical anomalies defined by Zephyr also require follow-up.

Dynasty Metals' initial focus will be on evaluating the potential of the Victoria Star Mine for its potential to host a significant mineralised system with high gold grades. The many other historic gold workings provide Dynasty with follow-up targets.

WESTERN AUSTRALIA

Laverton Gold Nickel Project

Introduction

The project area lies 15 north west of Laverton, approximately 800 kilometres north east of Perth.

Tenements and Access

The area is covered by two granted Exploration licenses E39/930 and E38/1450, three Exploration License Applications ELA38/1622, ELA38/1587 and ELA38/1752 and three Prospecting License Applications PLA38/3272, PLA38/3273 and PLA38/3274. The ELA's cover a combined area of 455km² and the PLA's a combined area of 4.2km². The tenements are located on the Laverton Downs Pastoral Lease. Access is via the main Leonora-Laverton bitumen road to Laverton and then by gravel station roads to the prospect.

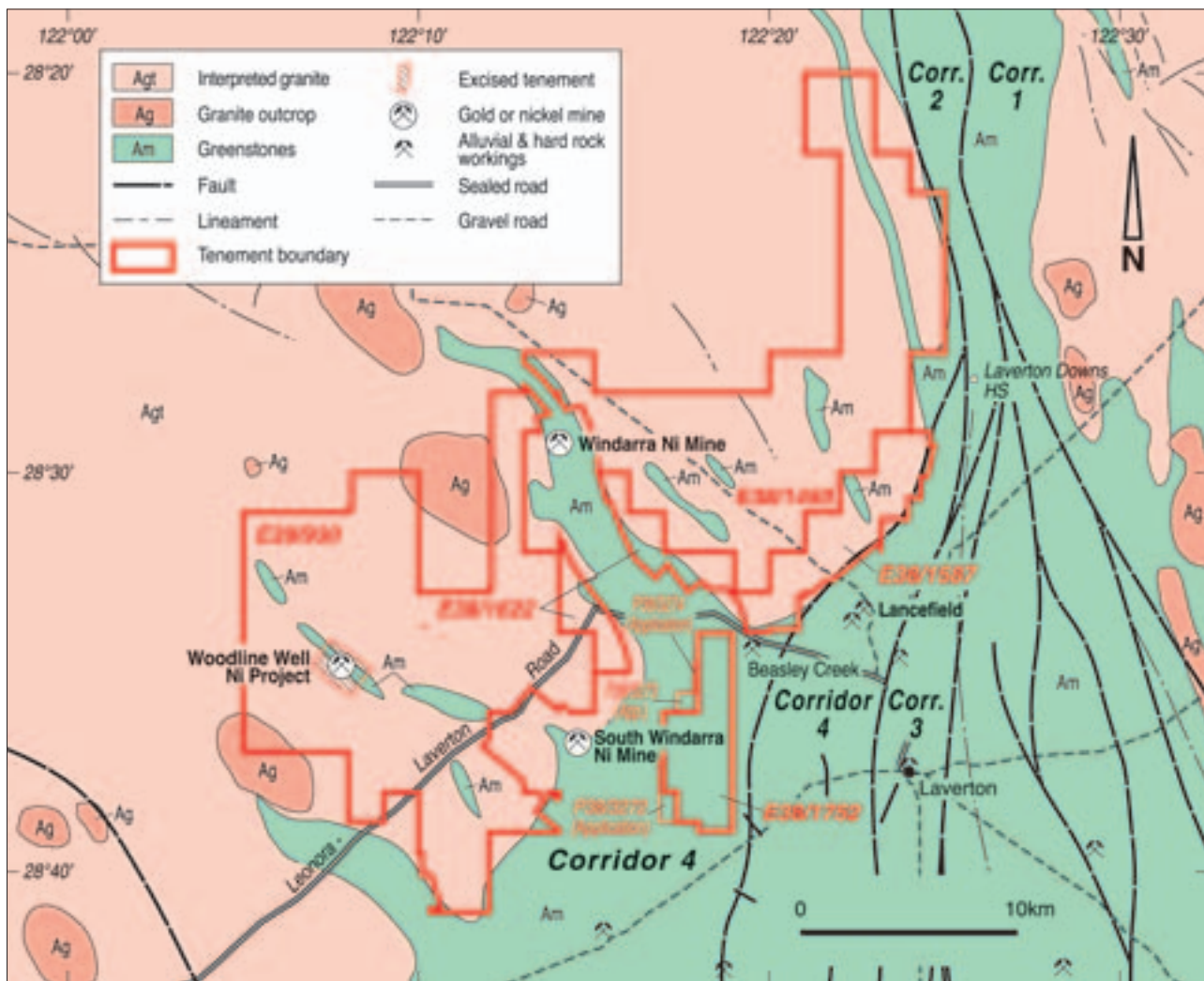


Figure 5: Laverton Gold & Nickel Project - Tenement Location & Regional Geology

Geology and Mineralisation

Regional

The area is divided into four broadly defined north-south lithostructural corridors bounded by major strike shear zones. (see Figure 5). The eastern corridor (Corridor1) consists predominantly of strongly deformed metasediments and andesitic volcanoclastics, and includes slate, greywacke, andesite and chert. This domain is bounded to the west by the Childe Harold fault, one of the bounding faults to the Laverton Tectonic Zone, which hosts the Granny Smith deposits.

To the west, Corridor 2 comprises a complex assemblage of mafic and ultramafic volcanic and intrusive rocks, with interlayered iron formation and black shale. Most of the banded iron formation and mafic hosted gold deposits of the Laverton area are hosted by these lithologies.

Corridor 3 is a relatively narrow, fault bounded zone occupied almost entirely by deformed sediments, including conglomerates, forming the characteristic hanging wall assemblage of the Lancefield mine stratigraphy. Little or no gold mineralisation is known within these rocks.

Corridor 4 comprises strongly deformed ultramafics, mafic volcanic and intercalated BIF and sediments, and include the Lancefield, Gladiator and Gladiator South gold deposits. Felsic volcanic occur within the sequence at Gladiator South and Gladiator North. The sequence includes gabbroic intrusions conformable to stratigraphy and abundant generally transgressive felsic dykes. In the footwall to the immediate mine stratigraphy at Lancefield, the structurally thickened ultramafic footwall is interpreted to have been domed by several discrete plugs of granitoid. The Lancefield gold deposit is located in a series of stacked interflow sediments within a predominantly mafic part of Corridor 4 assemblage.

Structurally, the area comprises a moderately-eastward dipping and eastward facing suite of greenstones in a transition zone between the linear, strike fault controlled Laverton Greenstone Belt and the more open structure of the Margaret Anticline to the southwest. The sequence is prised apart from the north by a blunt wedge of granitoid, the Windarra Batholith, against which the greenstones are strongly compressed, sheared and interlayered with granite phases. Thrust-like layer parallel movement has taken place along ultramafic horizons, including the batholith near Lancefield. A major upright southeast-trending fault from Beasley Creek to near Gladiator offsets the succession in a sinistral sense at least 1.5km. In the northwestern corner of the area, this structure meets another curvilinear sinistral fault which is projected to link the northwest Beasley Creek prospect and the Gladiator South deposit.

Project Geology

The project area covers part of a large composite granite pluton occupying the core of the Margaret Anticline, a south plunging regional scale fold structure bounded on either side by the Celia Lineament and Laverton Tectonic Zone respectively. In and around the project area, the granites contain a number of dismembered remnants of the mineralised Windarra BIF/ultramafic sequence. The discontinuous zone of greenstone remnants trending north west from Woodline Well may represent part of a contact zone between different intrusions.

The Laverton dyke suite is clearly visible on the aeromagnetics, trending east west although no exposures are known. A north northwest trending gravity lineament passes through the Korong-Gum Well area. Faults showing a similar orientation can also be interpreted from aeromagnetic data. North westerly trending shear zones have also been interpreted from the magnetics.

Outcrop within the tenements is generally poor. Subcropping ultramafics together with minor BIF and gabbro is locally present north west of Woodline Well. This package disappears under sand cover immediately north of the Woodline nickel sulphide occurrence. Subcropping weathered granitoid gneiss is exposed along the eastern boundary of the project area adjacent to a north-south trending saline drainage system.

Mineralisation

The major producing mines of the region include Lancefield, Beasley Creek, Mt Windarra, and South Windarra, the statistics for which are tabulated on the following page:

Deposit	Status	Commodity	Past Production	Remaining Resource
Beasley Creek	Closed	Gold	*see Lancefield	
Lancefield	Closed	Gold	1.9m ozs Au	17Mt@2.96g/t Au
Mount Windarra	Closed	Nickel	97,582t Ni	4.12Mt@1.33% Ni
South Windarra	Closed	Nickel	40,704t Ni	

Previous Exploration

In 1970 Union Miniere Development and Mining Corporation Ltd carried out 1:12,000 mapping of the area, as part of reconnaissance copper and nickel exploration program. In 1972-73 Uranium and Nickel Exploration NL and Kennecott Exploration Australia Pty Ltd carried out mapping and percussion drilling for copper, nickel and zinc.

Ashton Gold WA Ltd – Hill Minerals NL JV explored for gold using aeromagnetic and ground magnetic surveys to define chert horizons prospective for Lancefield style mineralisation. Areas of interest were tested with RAB and RC drilling. Spotty gold mineralisation of up to 4m @ 0.61g/t Au was reported.

In the period 1969-1974, Carpentaria Exploration explored for nickel sulphides in the Woodline Well area. A small sub-economic nickel sulphide resource was established, consisting of disseminated sulphides within a peridotite host rock. This resource is currently held within an excised area within E39/930. Although grades of up to 7.2%Ni were established by this work, the overall resource grade was low, and the nickel bearing ultramafic was lost at depth. Recent drilling by Perilya Mines Ltd in July 2004 intersected sulphide bearing ultramafics in three of the holes.

During 1988-89, Western Mining Corporation explored for gold in greenstone xenoliths within the granite batholith. 2180 lag samples were collected on a 400x100m grid. Samples were also analysed for Ni, Cu, Bi, and As. Three anomalies in excess of 20ppb gold were outlined. Followup sampling infilled the pattern to 100x40m. Results were disappointing, and WMC concluded that the original values were the result of laboratory error.

Anvil Mining NL purchased multiclient aeromagnetic data and carried out 1:25,000 outcrop mapping. Four rock chip samples were collected from two costeans, a drill hole and rock waste from Eleven Mile Well and analysed for Cu, As, Ag, Pb and Au (ppm) by AAS. Twenty two minus 80# soil samples were collected from sites along the WMC grid and analysed for Au (ppb), Cu and As (ppm). All samples failed to report gold values above the 1ppb detection limit.

In 1996, Voyager Gold NL carried out hydrogeochemistry over E39/930. This method is a technique where treated ground water samples are tested for very low levels of soluble metals typically associated with mineralised systems. Ground water is known to be effective in taking a wide range of chalcophile elements into solution, and, because of the nature of flow within the aquifer, dispersing the resulting anomaly pattern over a large area. The ability, using Neutron Activation Analysis, to reliably analyse gold content of ground waters to 1ppt has helped produce a cost effective exploration tool over regolith dominated area.

These hydrogeochemical samples were collected from four accessible bores and submitted to CSIRO. Gold values were universally low, with a peak value of 2.6ppt from Gum Well. Arsenic values were also low, however there was distinct anomalism in a base metal suite including Ni, Cu, Pb, Zn, Sb, Cd, Co, and Mo. They concluded that this anomalism may reflect known nickel sulphide mineralisation at Woodline, or the presence of as yet undiscovered resources.

Recently Gryphon Minerals confirmed the presence of ultramafic rock types on its tenements which adjoin the north east boundary of E39/930. Aircore drilling gave a best result of 15m @ 0.53% Ni.

Proposed Exploration

Open file aeromagnetic data will be obtained and merged with a new aeromagnetic survey. A regolith landform map will be produced to determine the viability of surficial geochemical exploration. Interpretation of the detailed aeromagnetic data will be used to site RAB/Air Core drill holes followed by RC and Diamond Drilling.

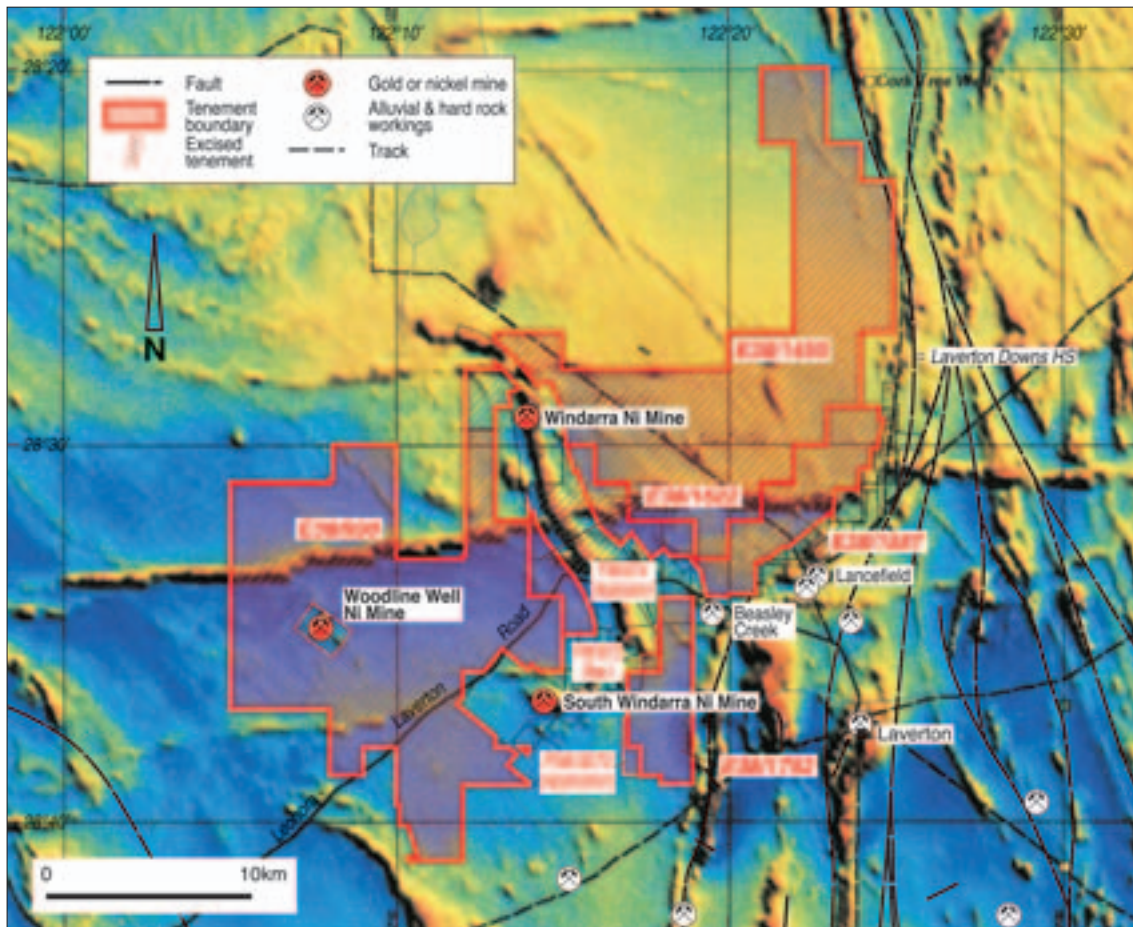


Figure 6: Laverton Gold & Nickel Project - Tenements Over Magnetic Image

Stella Range Nickel Gold Project

Introduction

The Stella Range Nickel Gold Project lies approximately 100km east-southeast of Laverton in the Mount Margaret Mineral Field of Western Australia.

Tenements and Access

The project area comprises one granted Exploration License E39/929, and one Exploration License Application E39/1066, covering an area of 42.7km² and 22km² respectively. The tenements are held by Target Minerals Pty Ltd and Baracus Pty Ltd respectively. Access is via a gravel road connecting Laverton to the prospect area. (see Figure 7)

Geology

The tenements cover portions of the poorly exposed Merolia greenstone belt which trends south-southeast from the Burtville mining centre past the Brightstar gold discovery held by A1 Minerals Ltd through the Jasper Hills/Irwin Hills area and on to Stella Range. The Merolia greenstone belt is flanked to the West by the Jasper Hill Fault and to the east by the Merolia Fault

Transported cover comprising primarily aeolian sands and colluvium overlie much of the tenement. Discontinuous greenstone assemblages form two distinct topographic highs at the northern and southern extremities of the tenement. The northern sequence comprises the southern extension of the Irwin Hills belt, comprising a discrete adcumulate ultramafic with basalts, felsic volcanics and minor banded iron formation. The southern sequence comprises two subparallel belts of mafic rocks within an assemblage of felsic volcanic and metasediments. The entire (southern) sequence has been intruded by quartz feldspar porphyry.

Previous Exploration and Mineralisation

The area was explored by NiWest Ltd during the period December 2000 to May 2002. They evaluated collated data, and followed up with field visits and limited (275m) RC drilling. The holes were targeted utilising interpreted geological and geophysical data in conjunction with historical data. A small inferred resource of 192,640 tonnes grading 0.6% Ni and 0.03% Co was delineated. This resource lies approximately 8km south of the southern boundary of E39/929.

Exploration by WMC in 1985-1990 delineated significant zones of gold mineralisation to the south of E39/929 associated with BIF/chert hosted mafic volcanic.

Significant mineralised resources recently delineated adjacent to the tenement areas include gold resources at the Fish Prospect (indicated and inferred resource of 0.621Mt @ 4.0 g/t Au)(Crescent Gold) and the Lord Byron Prospect(inferred resource of 4.125Mt at 1.00g/t Au)(Crescent Gold Announcement July 2005).

In addition Yilgarn Mining Ltd acquired the Coglia Well Nickel Project from the administrators of Sons of Gwalia Ltd (SOG) in 2004. SOG had delineated an inferred high grade nickel-cobalt laterite resource in 2004, and reported to the ASX as 2Mt grading 1.52%Ni and 0.26% Co (cutoff grade 1.3% Ni). Further air core drilling has confirmed this resource with metallurgical testing of the ore indicating that significant upgrading of the cobalt grade by beneficiating (sizing) can be achieved. In July 2005 Yilgarn announced a Joint venture with Minara Resources Ltd to develop the Irwin Hills-Coglia Well laterite nickel-cobalt project.

Proposed Exploration

It is proposed to utilise the available magnetic data to further interpret details of the greenstone geology and to identify zones of structural complexity. (see Figure 7(a)). A detailed geochemical program using appropriate sampling techniques is proposed to define targets for initial testing using RAB drilling.

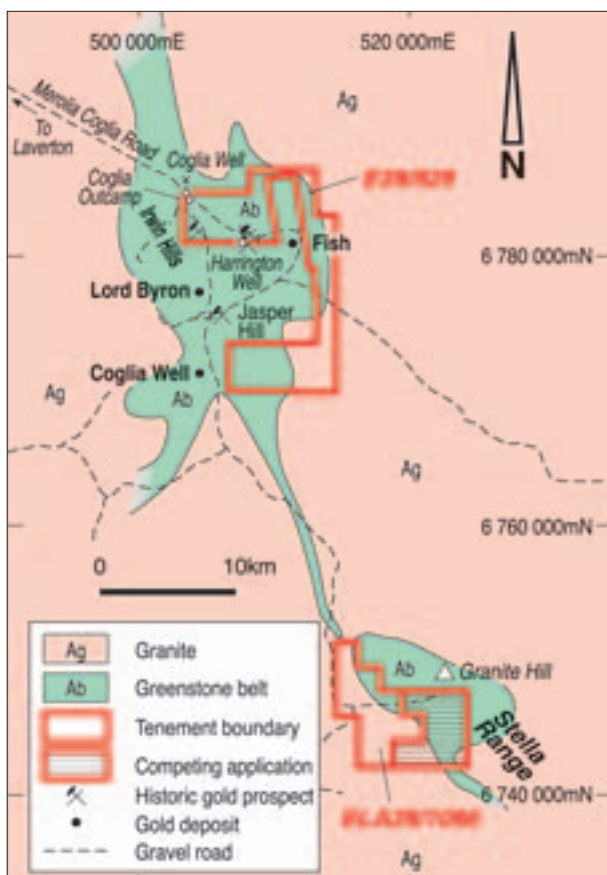
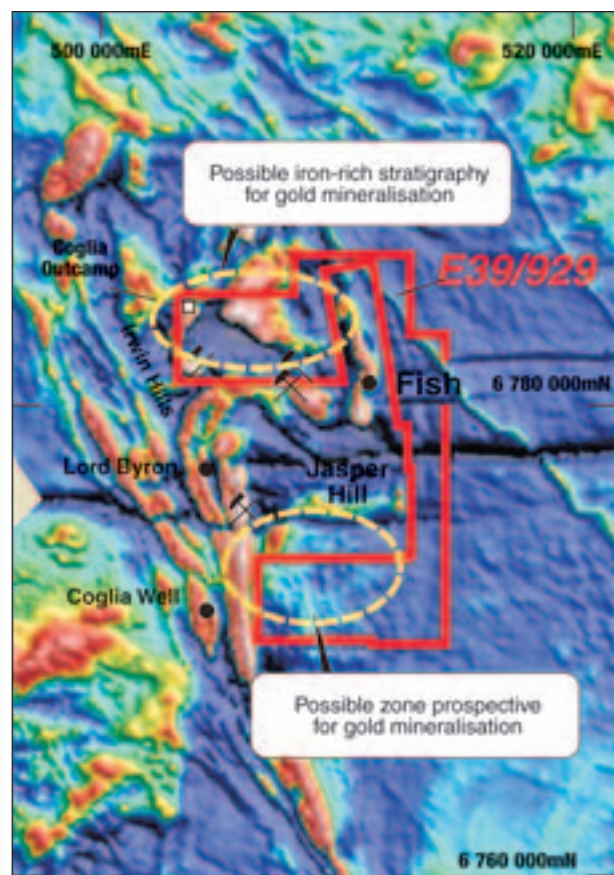


Figure 7: Stella Range Nickel Gold Project



Tenements Over Magnetic Image
Figure 7(a): Stella Nickel Range Gold Project

Hyden Nickel/Gold Project

Introduction

Dynasty has recently applied for nine Exploration licenses and marked out and applied for four Prospecting licenses in the Southern Cross-Hyden greenstone belt. The company believes that it is likely that some of the area of these applications will be granted but it is unable to estimate when this may occur. All reasonable effort will be applied to have them granted as soon as possible. Figure 8 shows the location of these tenements.

Tenements and Access

The project area is covered by nine Exploration License Applications (ELA's 77/1248-1256) and four Prospecting License Applications (PLA's 77/3533-3536). Seven of the nine ELA's are totally covered by previous ELA's lodged by other holders. One ELA is partially covered by tenement applications held by other applicants lodged prior to these ELA's. The four Prospecting License Applications are unencumbered and cover a total area of 791 ha. Access is via the main Southern Cross – Marvel Loch road and then by gravel roads to the prospect areas.

Geology and Mineralisation

The tenements are located on the Southern Cross- Forresteria greenstone belt. This belt is mainly composed of mafic to ultramafic volcanic and intrusive rocks and metasediments. The belt is a significant gold and nickel province. In the Southern Cross and Forresteria Greenstone Belts gold mineralisation appears to have been confined to the lower greenstone succession and predominantly occurring as two styles:

- Shear hosted deposits occurring as multiple sheet-like lodes within broad zones on lithological contacts. Major Yilgarn deposits (eg Marvel Loch) are typical of this style.
- Quartz lode deposits localised within fold hinges in competent rock types, particularly banded iron formations. The Bounty Mine is included in this category.



**Figure 8: Hyden Nickel & Gold Project -
Tenement & Regional Geology**

Economic nickel mineralisation was discovered along the Forrestania Greenstone Belt following the initial discovery of anomalous nickel and copper in a gossan in 1969. Up until 1984, five deposits had been discovered namely Cosmic Boy, Digger Rocks, Digger Rocks South, Flying Fox and New Morning. These deposits, along with other nickel occurrences, are located on both limbs of the syncline. Nickel mineralisation typically occurs near the base of ultramafic flow units and has often been remobilized into structurally controlled sites.

In July 2005, Western Areas NL announced a revised indicated and inferred resource for the T1, T2, and T5 deposits at Flying Fox of 946,000 tonnes @ 6.5% nickel containing approximately 62,000 tonnes of nickel. (June Quarter 2005 Western Areas Quarterly Report).

In August 2005, Western Areas NL executed an agreement with Outokumpu to earn 100% interest in the precious metals rights to the West Quest prospect. Sons of Gwalia conducted systematic gold assaying of earlier nickel exploration drill holes. Sons of Gwalia's best target was at West Quest where widely spaced drilling intersected 6m @ 2.5g/t gold and 8m @ 2.6g/t gold along a 5km long ultramafic/sediment contact associated with up to 0.8% nickel. Drilling by Western Areas NL is planned in September to confirm and possibly extend the area of gold mineralisation.

Proposed Exploration

During the period while the tenements are in the application stage it is planned to compile all available information, undertake interpretations, develop possible target zones and complete preliminary field assessments to assign priorities to those targets and decide on the most appropriate evaluation approach for each.

As some of the tenement application areas are competing with previous pegged tenement application not all tenements will be granted. Consequently it is not feasible at this time to develop an appropriate exploration budget.

Gascoyne Uranium Project

Introduction

Dynasty Metals has an option to acquire 100% of two exploration areas comprising two Exploration License Applications. These applications cover mapped occurrences of uranium mineralisation in both erosional and depositional environments. Past exploration has reported "intrusive" style uranium mineralisation (eg Radium Hill, S.A.) associated with pegmatites and widely dispersed "surficial" style uranium mineralisation (eg Yeelerie, W.A.) associated with calcretes. Both of these styles of mineralisation will be extensively investigated along with unconformity related style deposits (eg Nabarlak, N.T.)

Tenements and Access

The Project comprises two Exploration License Applications ELA09/1202 to ELA09/1204. The applications cover a combined area of 356 km² and are held in the name of Baracus Pty Ltd. The project area lies approximately 270km east of Carnarvon and 850km north of Perth. Access is via the all weather sealed Great Northern Highway from Perth to Carnarvon and thence via the dry weather Carnarvon to Mount Augustus road. Access within the tenements is provided by station tracks and fence lines. The tenements are located within the Yinnetharra and Mooloo Pastoral Leases.

Regional Geology

The Gascoyne Uranium Project is situated within the southern half of the Proterozoic Gascoyne Province. The Gascoyne Province is that part of a Palaeoproterozoic orogenic belt not covered by major sedimentary basins and flanked by the Mesoproterozoic Bangemall Basin to the north and the Archaean Yilgarn Craton to the south (See Figures 9 and 10).

The Gascoyne appears to have evolved over the interval 2.0 to 1.6 Ga with part of the Gascoyne Province consisting of well-banded diorite gneiss, which is considered to be Archaean. The Archaean within the Gascoyne Province formed the basement to Palaeoproterozoic shelf and trough sediments. Orogenic activity deformed and metamorphosed these sediments which now form the Morrissey Metamorphic Suite. Granitoids related to this orogenic event were emplaced at various intervals in the Morrissey Metamorphic Suite.

Project Geology

ELA09/1202 (see Figure 9)

E09/1202 is the northern most tenement within the Gascoyne Uranium Project and comprises Morrissey Metamorphic rocks in the west and east with a small outlier of Bangemall basin sediments in the centre. The Morrissey Metamorphic Suite is composed of prograde and retrograde pelitic schists, phyllite, quartzite, micaceous quartzite and thick sequences or fine grained quartz-feldspathic paragneiss. The Morrissey Metamorphic Suite is a metamorphosed sequence of shale, siltstone, sandstone, greywacke, arkose and conglomerate.

The small outlier of Bangemall Basin Sediments unconformably overlies the Morrissey Metamorphics and comprises unmetamorphosed marine and continental sediments which have been intruded by several dolerite dykes and sills (northwest-southeast elongate green units shown below). A northwest – southeast structure appears to have controlled the position of the Bangemall Basin Sediments as is the case with the main areas of Bangemall Basin Sediments to the north where faults delineate the present southern margin.

ELA09/1204 (see Figure 10)

E09/1204 is situated 50km south of E09/1202 and is close to the boundary of the Palaeoproterozoic Gascoyne Province with the Archaean Yilgarn Craton. Morrissey Metamorphic suite rocks predominate with granitoids outcropping in the south of the tenement. A small outlier of Bangemall Basin Sediments is situated in the southeast and comprises predominantly dolostone and dolomitic siltstone of the Irregulley Formation. The presence of the Irregulley Formation appears to have been controlled by a northeast-southwest fault.

Uranium Mineralisation

Known uranium mineralisation within the project area includes both primary and secondary occurrences including beta-uranophane/uraninite near Mummill Well in the northeast of E09/1202 associated with a large body of pegmatite and several occurrences of carnotite (hydrated K U V oxide) associated with calcrete and older colluvium. The carnotite was precipitated in cavities, as coatings along joints and on quartz grains in calcrete and underlying clays. An augen gneiss (basement) situated to the southwest of E09/1202 has above background radioactivity and may be the source rocks for the Proterozoic clastic rocks which were subsequently metamorphosed and migmatised to form the Morrissey Metamorphic Suite. It is feasible that uranium could have become concentrated during this cycle.

Giralia Resources NL has recently acquired uranium prospects within a 30km radius outside of Dynasty's tenement boundaries. Details of these properties have been reported as follows:

Paddy Well – ore grade drilling intersections of 4m @ 0.12% U_3O_8 (max 0.44% U_3O_8) and 8m @ 0.09% U_3O_8 including 1m @ 0.37% U_3O_8 from chlorite altered graphite schists with uraninite. Strong geological similarities to the Jabiluka deposit have been noted

Wabli Creek – a calcrete hosted uranium occurrence with rock chip sampling returning grades of 0.125% U_3O_8 to 0.26% U_3O_8 . Nearby pegmatite outcrops contain pitchblende, with assays up to 0.105% U_3O_8 .

The possible styles of uranium mineralisation within the Gascoyne Uranium Project could include granitoid/pegmatite hosted uranium mineralisation such as occurs at Rössing in Namibia and unconformity style uranium mineralisation as occurs at East Alligator River in the Northern Territory. Exploration will focus on the search for primary uranium mineralisation, however, secondary uranium enrichments in calcretes will not be ignored.

Previous Exploration

Historical exploration within the Gascoyne Uranium Project has been sporadic and limited in nature, despite numerous occurrences of primary and secondary uranium and potential source rocks with above background radioactivity.

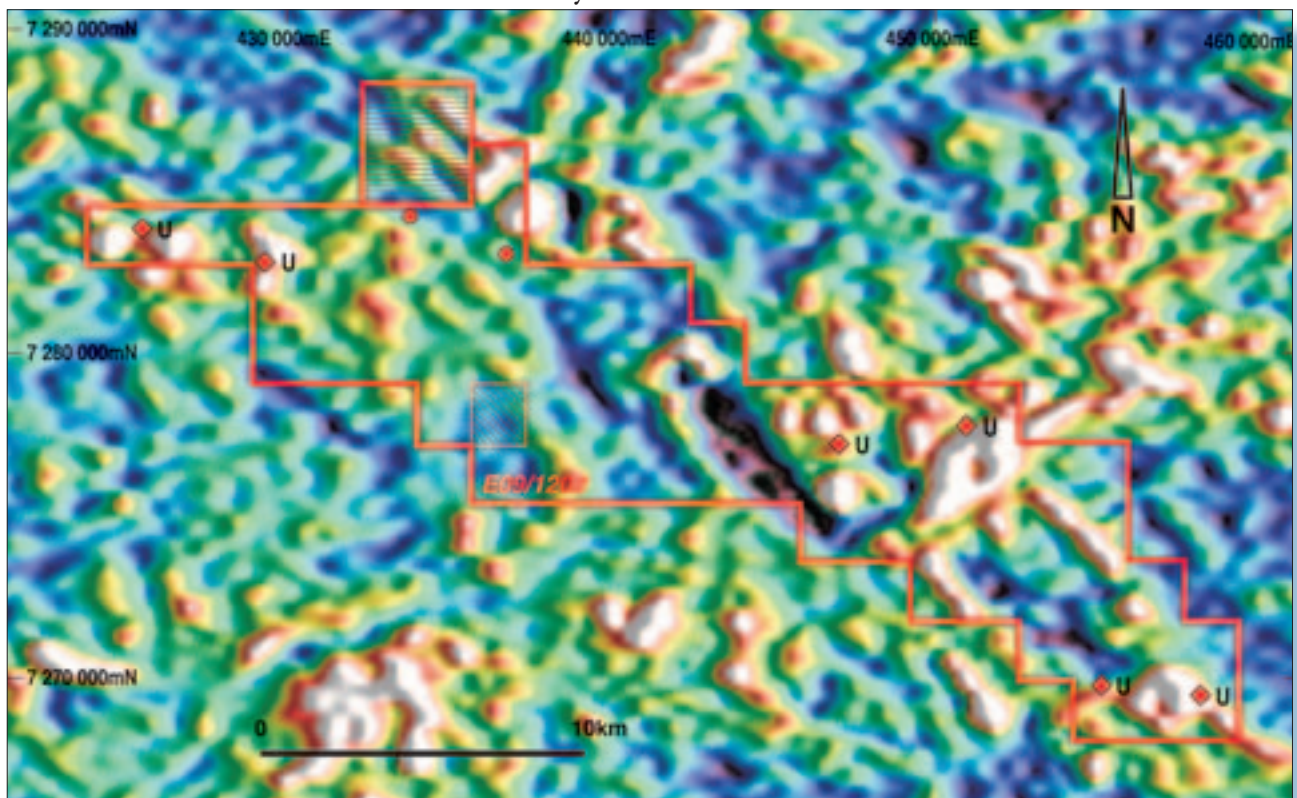
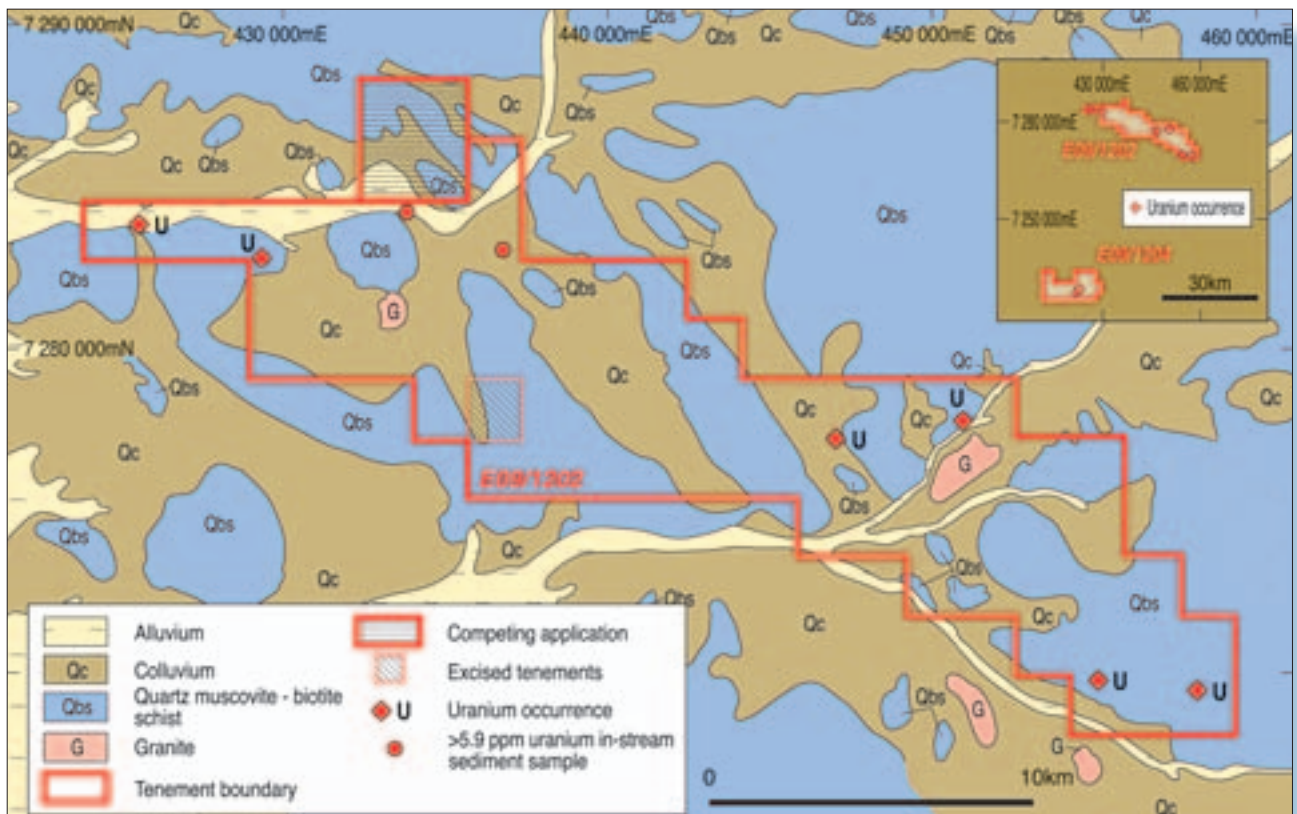


Figure 9: Gascoyne Uranium Project - E09/1202

ELA09/1202

Between 1974 and 1978, Agip Nucleare Australia carried out limited surface exploration over a small area in the northwest of E09/1202. A large body of pegmatite was noted to carry minor disseminated uraninite and no assay results were given in a poorly documented report. Agip carried out radiometric surveys, costeaning and geological mapping. Vacuum drilling was carried out to shallow depths with elevated uranium values between 260ppm and 380ppm U being obtained from the top 2 metres of the holes.

Between 1977 and 1978, Esso explored for uranium at Minniritchie Well, 12km south west of the south west boundary of ELA9/1202, within Palaeoproterozoic rocks with numerous pegmatite intrusions. Abundant carnotite was observed with rock geochemistry results to 4800ppm U.

ELA09/1204

From 1980 to 1982, Urangesellschaft Aust Pty Ltd explored for uranium and tungsten within and adjacent to E09/1204, within TR8090-Hector Bore covering E09/1204. No drilling was carried out within the Hector Bore area with many of the radioactive anomalies being due to thorium in monazite. Uranerz Australia Pty Ltd explored for uranium within and adjacent to E09/1204.

At Hector Bore radioactivity in the basal Yilgatherra Member (pebbly sandstone) is thorium based whilst anomalies in the Irregulley Formation (Bangemall Basin) are bound to uraniferous calcrete type environments. At Middle Bore the highest radioactivity was associated with mafic gneisses containing allanite(thorium bearing epidote). Twelve kilometres north of E09/1204 six areas associated with vein type or pegmatite uranium mineralisation were located. Several samples of quartz feldspar mica pegmatite containing euxenite (niobate and titanate of rare earths and uranium) assayed up to 5.3% uranium and 2.17% thorium. Based on limited sampling Urangesellschaft concluded the pegmatites were of limited tonnage.

Between 1992 and 2000, PNC Exploration Australia Pty Ltd carried out uranium and gold exploration within the southern Gascoyne Province. Their E09/603 incorporated the current E09/1204. Airborne radiometric and EM surveys were flown with several EM anomalies being related to graphitic schist.

Proposed Exploration

Initial exploration will involve the acquisition of Landsat imagery which will be processed to highlight surficial accumulations of clays, iron and carbonate as an aid to detailed regolith mapping. During the mapping phase all known uranium occurrences will be visited and sampled by gamma ray spectrography and rock chip geochemistry. In addition an airborne aeromagnetic and radiometric survey will be flown to highlight structures and radiometric anomalies which may result from accumulations of uranium minerals.

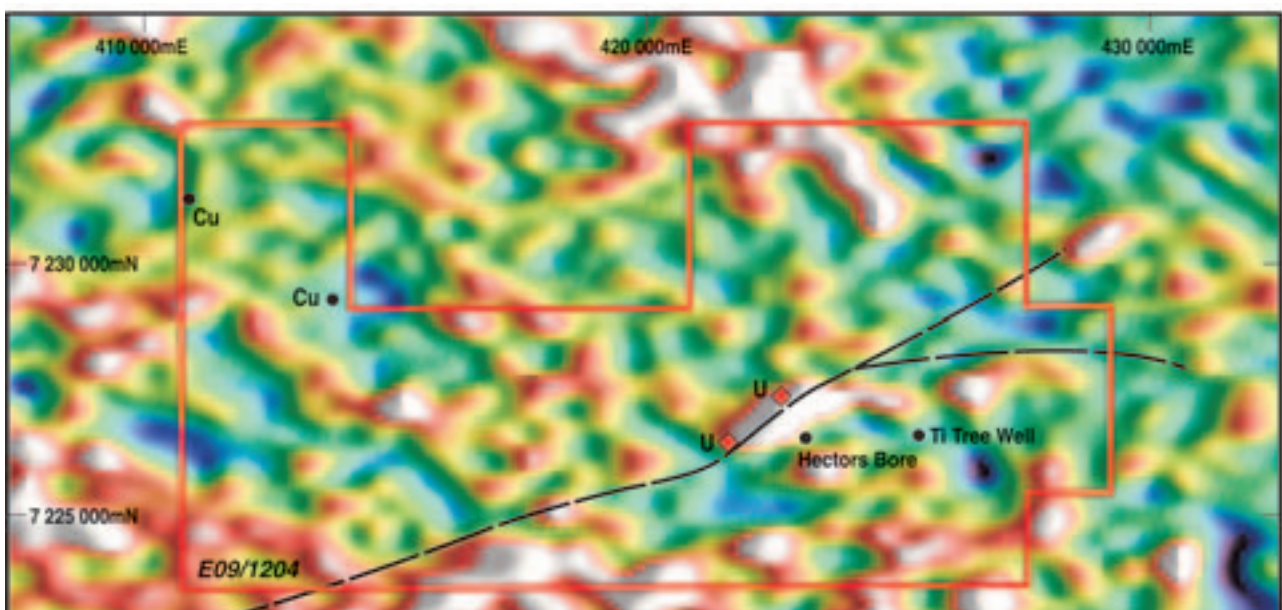
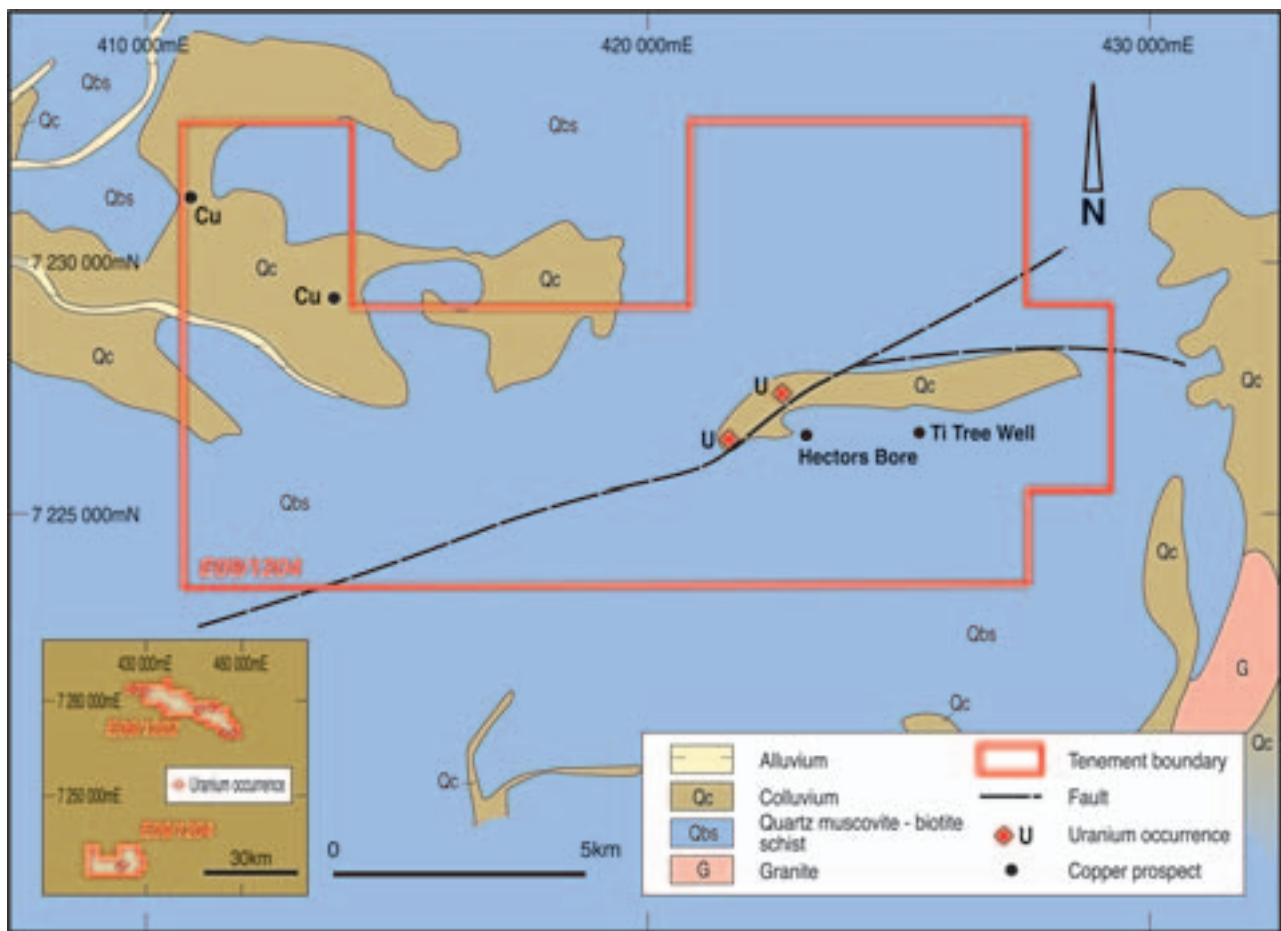


Figure 10: Gascoyne Uranium Project - E09/1204

Yanrey Uranium Project

Introduction

Dynasty has an option to acquire 100% of three Exploration licenses lying within the Ashburton mineral district. One of the tenements, ELA08/1538, lies east of the Manyingee Uranium deposit, held by Paladin Resources Ltd. The basal palaeochannel that hosts the Manyingee deposit has been interpreted as crossing this northernmost tenement and will be a priority exploration target once the tenement is granted.

Tenements and Access

The Yanrey Uranium Project comprises three Exploration License applications ELA09/1538 to ELA09/1540. The applications cover a combined area of 356 km² and are held in the name of Baracus Pty Ltd and are under option to Dynasty Metals.

The Project area is located within the Pilbara District in the northwest of Western Australia, approximately 95 kilometres south of Onslow, and between 10 and 25 kilometres west of the North West Coastal Highway. The Prospect is reached either westerly from the Nanutarra Roadhouse or east from the Barradale to Onslow gravel Road.

Regional Geology

The Project area covers the contact between the younger Cretaceous rocks of the Carnarvon Basin and the underlying Paleoproterozoic granite and metamorphic sedimentary and igneous rock sequences of the Ashburton Province.

Surrounding the project area are the crystalline basement rocks of the Ashburton Province. These Paleoproterozoic rocks consist of intensely metamorphosed gneissic sedimentary and igneous rocks intruded by foliated even-grained adamellite, granite and an unfoliated suite of megacrystic adamellite granitoids. These granitoids are late Paleoproterozoic intrusions and are notably enriched in uranium and thorium. South of the Prospect these crystalline rocks are overlain by a strongly folded Mesoproterozoic sedimentary sequence of sandstone, arkoses, shales and dolerite known as the Uaroo Group.

Unconformably overlying and onlapping the basement rocks, infilling paleovalleys and cropping out as remnant mesas are the Cretaceous sediments of the Peedamulla Shelf of the Carnarvon Basin. These sediments are typically intensely weathered, forming ferruginous and siliceous duricrusts on the outcropping sediments. The northerly trending contact corridor or paleocoastline between the basement and overlying Cretaceous rocks, particularly where ancient rivers incised into the basement, is the favoured host position for the formation of enriched or roll-front uranium deposits and historical exploration has focused on this corridor.

Prospect Geology

ELA08/1538 (see Figure 11)

The tenement is situated 2km to the east of the Manyingee deposit and covers extensions of the Ashburton River and its tributaries. Outcropping are Lower Proterozoic porphyritic adamellites and gneisses overlain by Cretaceous sediments. Energy Metals Australia reported in their prospectus that the Manyingee roll-front uranium deposits are located within a paleochannel incised into the basement rocks trending west to northwesterly and passing north of Manyingee Hill.

The formation of the known Manyingee uranium deposits occurred by a process of oxidation and progressive accumulation of uranium. A local pre-requisite for the formation of a potentially viable uranium deposit is the presence of river paleochannels incised into the basement rocks in what, in the Cretaceous period was a paleocoastline. The channels ensure a coarse porous sedimentary sequence derived in part from uranium bearing granite rocks and amenable to the progressive enrichment of uranium by oxygenated ground water at the interface with the reduced sediments.

ELA08/1539

The tenement is located west south of ELA08/1538 and encompasses Lower Proterozoic adamellites and gneisses, overlain by Nanutarra Sandstone. It is interpreted that basal Cretaceous paleochannels extend south west from the Manyingee deposit.

ELA08/1540

The tenement is located 15km south of ELA08/1538 and covers dominantly Quaternary alluvium. Irregular outcrops of Cretaceous sandstones break through the overlying cover. Scimitar Resources reported that the Bennett Well Channel prospect identified by CRAE is located 20km southwest of the Manyingee Uranium deposit. The channel area which is between ELA08/1538 and ELA08/1540 was drilled using open hole and also diamond drilling with several high grade intersections including 0.35m at 0.41% (4.11kg/t U₃O₈), 3.25m at 0.28% U₃O₈ and 1.45m at 0.14% U₃O₈.



Figure 11: Yanrey Uranium Project - Tenement Location & Surface Geology

Previous Exploration

The dominant activity has been the discovery of the Manyingee uranium deposit in 1974 by TOTAL Mining Australia Pty Ltd [renamed Afmeco Mining and Exploration Pty Ltd and later renamed Cogema Australia Pty Ltd] and later joint venture partner Urangesellschaft Australia Pty Ltd. In 1998 the property was purchased by current owner Paladin Resources Ltd. An Indicated and Inferred Resource figure of 12,078t of U_3O_8 at 0.08% U_3O_8 has been reported by Paladin Resources Ltd.

During the period 1978 to 1983 CRA Exploration Pty. Limited (CRAE) carried out exploration south of the Manyingee Prospect, identifying over a distance of some 50 kilometres the prospective redox interface. CRAE identified six separate basement paleochannels infilled with basal Cretaceous sediments, one of which, the Bennett Channel, contained encouraging uranium mineralisation. CRAE concluded that the high clay content of the mineralisation indicated a marine depositional environment and also contributed to a low permeability, mitigating against future in-situ leaching of uranium. Accordingly, and notwithstanding a stated potential for 1000 to 1500 tonnes of U_3O_8 in the Bennett Channel deposit, CRAE withdrew from the property. In 1985 TOTAL acquired the Bennett Well property, covering the interpreted roll-front uranium bearing channel. TOTAL carried out a limited test magnetic survey in an attempt to define the redox boundary within the property. This was unsuccessful and TOTAL withdrew from the property within one year.

The Bennett Channel is approximately 12 kilometres southwest of the Manyingee Uranium Deposit, and lies approximately 8km north west from the northern boundary of ELA08/1540

Proposed Exploration

Dynasty has identified a preliminary work program to explore the three EL's once the tenements are granted. Planned work includes digital compilation of previous exploration data and acquisition/purchase of available airborne radiometric data. Aircore drilling will be used to identify prospective paleochannels and uranium mineralisation that may occur under transported cover. In addition testing for repetitions of the paleochannel within ELA 08/1538 and locating any coarse sediment filled channel into the basement is proposed.

North Shaw Gold Iron Project

Introduction

Dynasty Metals has applied for an Exploration License in the Pilbara region of Western Australia. The area is considered prospective for both gold mineralisation and iron ore.

Tenements and Access

The project area comprises one Exploration License Application ELA45/2728, covering an area of 22km². The tenement is held by Dynasty. Excluded from the tenement is ML 249 SA Sec 13,14,15,18 & 19, held by BHP-Itochu-Mitsui for iron ore. The project area lies approximately 90km south of Port Hedland and 70km west of Marble Bar in the Pilbara Mineral Field of Western Australia.

Regional Geology

The area lies within the Pilbara Block, an Archaean craton of broad granite batholiths separated by synclinoria containing folded and sheared volcanic, sedimentary, and intrusive rocks. The Archaean volcanic, sedimentary, and associated stratiform intrusive rocks are divided into two major stratigraphic units: the Warrawoona Group, a predominantly volcanic assemblage of mafic, felsic, and ultramafic rocks; and the Gorge Creek Group, a predominantly sedimentary succession of sandstone, conglomerate, shale, and banded iron formation with subordinate basalt. The thick banded iron formations outcrop in the Pincunah Hill area within the ELA 45/2728.

Numerous historic gold workings occur throughout the district with the largest recent deposit being Lynas Find. It was mined by Lynas Gold NL between 1995 and 1998 as a series of shallow open-cut operations. During its lifespan Lynas Find produced 125,493oz Au from 2.114m tonnes of ore at a grade of 1.85g/t Au.

Prospect Geology (see Figure 11)

The area is covered in the west by the Archaean Gorge Creek Group, including the iron rich Cleaverville Formation, consisting dominantly of banded iron formation and chert. To the east the area has been intruded by the Yule Granitoid Complex. Structurally the area is dominated by the Pilgangoora Syncline comprising the Lalla Rookh Sandstone, Cleaverville Chert and a basic-ultramafic sequence of the Euro Basalt of the Warrawoona Group. This volcanic sequence has been extensively stopped out by granitoid rock.

Previous Exploration

In the early 1970's the area was investigated by BHP for iron ore. In 1974 several Mining Leases were pegged, covering all of the outcropping iron formation. These areas are still held by the BHP Billiton- Itochu-Mitsui Joint Venture.

Work completed during 1992 and 1993 on the south east portion of the tenement by CRA

Exploration comprised geological mapping, and interpretation, lithogeochemical, stream and rock chip sampling, lead isotope analysis of gossan material, an airborne magnetic and radiometric survey, EM survey and RC drilling. Several anomalous zones were identified but all were outside the current tenement boundary.

Between 1994 to 1997, Lynas Gold NL explored for gold within the chert horizon of the Cleaverville Formation. This horizon marks the base of the sedimentary succession and correlates with a similar limonitic chert unit at the Mount York gold deposit. Rock chip and stream sediment sampling did not return any significant results.

Between 1997 to 1999, Stockdale Prospecting Ltd completed a geophysical data interpretation, and an airborne magnetic survey over the south west portion of the tenement. One magnetic anomaly was identified from regional magnetic interpretation. The detailed magnetic survey downgraded the anomaly.

Proposed Exploration

Initially all open file data will be compiled and prepared in a GIS database. Following production of suitable base plans, field checking of data and preparation of a geological/ regolith map will be undertaken in preparation for rock chip and geochemical sampling. Once targets have been identified, a program of RC drilling will be undertaken.

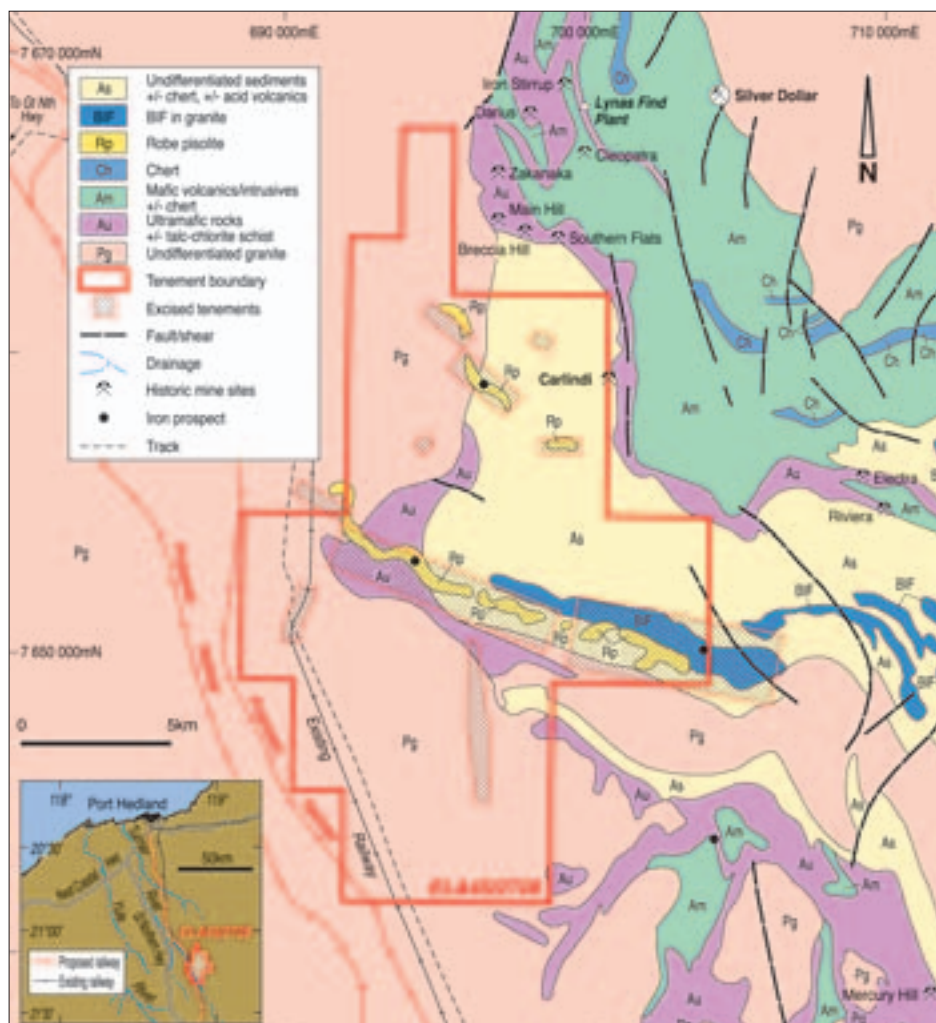


Figure 11: North Shaw Gold & Iron Project - Tenement Location & Geology

Sources of Information

Agip Nucleare, 1976.	Final Report TR5967H for period ending December 1976. Agip Nucleare Australia Pty Ltd
Agip Nucleare, 1977.	Annual Report M.C.'s 09/2138,2155. Agip Nucleare Australia Pty Ltd
Andrew, R.L., March 1983.	Final report on exploration completed within Exploration licenses 08/32 Myallis and 08/33 Osborne, Yanrey, Western Australia. CRA Exploration Pty. Limited
Berkeley Resources Limited	Prospectus 2003 Section 5
Bielby, G. 1995.	EL 3464 & 3570 , Bendoc – Annual Technical Report. For the period ending 3rd June 1995 – Zephyr Minerals (Internal report)Victorian Department of Natural Resources and Environment
Bielby, G. 1996.	EL 3464 & 3570 , Bendoc – Annual Technical Report. For the period ending 3rd June 1996 – Zephyr Minerals (Internal report)Victorian Department of Natural Resources and Environment
Bradford, W.M 1903.	The Harrierville Goldfield.Geological Survey of Victoria Bulletin No. 11
Bout, J.P., July 1987.	EL 08/52 Relinquishment Report for area relinquished February 1987. TOTAL Mining Australia Pty. Ltd.
Bout, J.P., February 1988.	EL 08/52 Ashburton Mineral Field, Fourth year relinquishment report February 1988. TOTAL Mining Australia Pty. Limited.
CRA Exploration Pty Ltd	Annual Report E45/1423 for period 1992-1993. Panorama gold/base metals/ nickel exploration
Davies, H. 1996.	Lynas Find project E45/1500 Annual Report for the period 26-5-1995 to 25-5-96. Lynas Gold NL
Dahl, N. 1978.	Final Report on TR6568H Nanutarra – Project 871. Esso Exploration August 1978
Dowling S.E. 1998.	Partial Surrender Report Spinifex Well Project, Metex Resources NL/Anvil Mining NL Joint Venture E38/625 July 1998
Elleston, P.F 1992.	EL 3262(2523) – Fourth Six Monthly Report For period ending 25th May 1992 Noble Resources Victorian Department of Natural Resources and Environment
Energy Metals Australia Ltd	Prospectus July 2005
Fazakerley, V. and Muggeridge, G.D.,	Annual report on Exploration completed within temporary reserves 6714H Myallis, 6715H Osborne and Minerals Claims 08/2916-2933, Manyingee August 1982 Bore, Yanrey, Western Australia. Report by CRA Exploration Pty. Limited.
Fullwood, K. 1996.	Partial Surrender Report E9/567 Gascoyne Project for period 7/12/92 to 6/12/96. PNC Exploration (Mines Dept Report)
Gifford, W. 1997.	EL 3464 , Bendoc – Annual Technical Report. For the period ending 3rd June 1997– Zephyr Minerals (Internal report)Victorian Department of Natural Resources and Environment.
Goertz, S 2001.	EL 38/851 – Stella Range Project-Annual Technical Report. For period ending 14th December 2001 – Target Mineral Exploration Pty Ltd WA Department of Mines and Energy
Goertz, S 2002.	EL 38/851 – Stella Range Project- Summary Relinquishment For period ending 31st December 2002 – Target Mineral Exploration Pty Ltd WA Department of Mines and Energy

Great Western Exploration Ltd 2002.	Prospectus
Gryphon Minerals Ltd	Quarterly Report for period ending 30 June 2004, Mt Windarra
Harrop, D.W. , Oct1985.	EL 08/77 Ashburton Mineral Field, Western Australia, Final Report. TOTAL Mining Australia Pty. Ltd.
Haythorpe, A.	February 2004 Second Quarter Activities Report. Apollo Gold Mining Ltd. ASX Report February 2004
Haythorpe, A. July 2005.	Fourth Quarter Activities Report. Crescent Gold Mining Ltd. ASX Report July 2005
Hochwimmer, B 1989.	EL 1927 – Soil Geochemical Anomalies – Gun Group
Baracus Pty Ltd	(Internal Report)
Johnson, G.I. 1997.	EL 38/625 – Spinifex Well-Annual Technical Report. For period ending 26th May 1997 – Metex Resources NL WA Department of Mines & Energy
Kenny, J.P.L 1966.	Bright, Wandiligong and Freeburgh Goldfields. Geological Survey of Victoria Bulletin No. 44
Kroupnik, V 1994.	EL 3464 , Bendoc – Annual Technical Report. For the period ending 3rd June 1994– Zephyr Minerals (Internal report) Victorian Department of Natural Resources and Environment
Kwiecien, B.S 1996.	EL 38/625 – Spinifex Well-Annual Technical Report. For period ending 26th May 1996 – KKR Resources NL WA Department of Mines & Energy
Lloyd, B. 1982.	Gold at Harrierville. Published by Shoestring Press – Wangaratta – 211pp.
Metex Resources NL , 1997.	Partial Surrender Report Spinifex Well Project Exploration License 38/62 (unpub) WA Department of Mines and Energy
Perilya Mines Ltd	Quarterly Report for period ending 30 June 2004, Woodline Well
Stephens, R 1995	EL 38/625 – Spinifex Well-Annual Technical Report. For period ending 26th May 1995 – KKR Resources NL WA Department of Mines & Energy
Stockdale Prospecting Ltd ,	Annual Report E45/1825. For period 1997 to 1999
Sylvestor, G.C 1997.	EL 3464 , Bendoc – Final Technical Report. For the period ending 3rd June 1998– Zephyr Minerals (Internal report)Victorian Department of Natural Resources and Environment
Thevissen, J. 1982.	Surrender Report Polly Well TR8219H for period ending June 1982. Urangesellschaft Australia Pty Ltd
Topping, T. 2005.	Quarterly Report for period ending 30 June 2005. Scimitar Resources Ltd. Yanrey Uranium Project July 2005
VandenBerg A.H.M.et al , 1992.	Bendoc Geological Report Geological Survey Report 20 Dept of Manufacturing and Industry Development
Voyager Gold NL	Annual Report E39/525 for year ending July 1997
Van de Graaff, et al , 1980.	Yanrey-Ningaloo, Western Australia, 1:250,000 Geological Series, Geological Survey of Western Australia. Explanatory Notes SF/49-12 SF/50-12.

Glossary of Geological Terms

Aeromagnetic	A survey undertaken by a helicopter or fixed wing aircraft for the purpose of recording magnetic characteristics of rocks by measuring deviations of the earth's magnetic field
Airborne geophysical survey data	Data pertaining to the physical properties of the earth's crust or near surface and collected from an aircraft
Aircore (drilling)	An air drilling technique employed in poorly consolidated rocks, in which the sample is returned to surface inside the drill rods under the influence of an applied air pressure
Alluvial	Detrital material transported by a river and deposited at points along the flood plain of a river
Alluvium	Clay silt, sand, gravel, or other rock materials transported by flowing water and deposited in comparatively recent geologic time as sorted or semi-sorted sediments in river beds, estuaries, and flood plains, on lakes, shores and in fans at the base of mountain slopes and estuaries
Anomalism	Exploration results higher (or sometimes lower) than the local background level
Anticline	A fold in the rocks in which strata dip in opposite directions away from the central axis
Au	Chemical symbol for the element Gold
BIF	Banded Iron Formation. A rock consisting essentially of iron oxides and cherty silica, and possessing a marked banded appearance
Calcrete	Superficial residual rocks cemented by or precipitated from groundwater as secondary calcium carbonate
Carnotite	A hydrated basic vanadate of potassium and uranium mineral, $K_2(UO_2)(VO_4)_2 \cdot 3H_2O$
Channel	The bed where surface water may flow, an abandoned or buried water course, represented by stream deposits of sand or gravel.
Chert	Fine grained sedimentary rock composed of cryptocrystalline silica
Chevron Fold	Folds with straight limbs and sharp hinges
Colluvium	A loose heterogeneous and incoherent mass of soil material deposited by slope processes
Dolerite	A medium grained basic intrusive igneous rock composed mostly of pyroxenes and sodium calcium feldspar
Dyke	A sheet like body of igneous rock which is discordant
Electromagnetic (EM)	A geophysical exploration technique whereby transmitted electrical fields are used to energise and detect conductive material beneath the surface; maybe conducted from the air or on ground
Epiclastic	Refers to sedimentary rock fragments that are younger than the rocks in which they occur
Felsic	An adjective indicating that a rock contains abundant feldspar and silica
Footwall	Supports the hanging wall and is underneath the fault plane
GIS Database	A system devised to present partial data in a series of compatible and interactive layers
Granitoid	A field name for a coarse grained felsic igneous rock, resembling granite
Granodiorite	Coarse grained acid igneous rock
Graticular	Lines defining one minute longitude by one minute latitude
Greenschist	A schist that forms under conditions of high pressure and fairly low temperature
GSWA	Geological Survey of Western Australia
Hematite	Iron oxide mineral, Fe_2O_3
I-type Granitoid	Granitoids considered to have formed by melting of an original igneous type source. These are generally metaluminous granites, expressed mineralogically by the absence of peraluminous minerals and the absence of peralkaline minerals, as discussed below. Instead these rocks contain biotite and hornblende as the major mafic minerals.
Greenstone	A field term for any slightly altered basic igneous rock
Indicated Resource	As defined in the JORC code, "that part of mineralisation where the nature, quality, amount and distribution of data are such as to allow confident interpretation of the geological framework and to assume continuity of mineralisation. Confidence in the estimate is sufficient to allow the appropriate application of technical and economic parameters and to enable an evaluation of economic viability"
Inferred Resource	As defined in the JORC code, "that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drillholes which may be limited or of uncertain quality and reliability"
Komatiite	A metamorphosed high magnesium rich rock ranging in composition between mafic to ultramafic
Laterite	A cemented residuum of weathering, generally leached in silica with high alumina and/or iron content

Lode	A tabular or sheet like body of minerals which has been intruded into a joint or fissure in rocks
Lithostructural	Rock types present in a structural setting (eg stratigraphic)
Mafic	Pertaining to, or composed dominantly of, the ferromagnesian rock forming minerals
Measured Resource	As defined in the JORC code, "that part of a Mining Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and/or grade continuity".
NA	No assays available
Nickel Laterite	Nickel ore hosted within the laterite profile, usually derived from the weathering of olivine-rich ultramafic rocks
Orogeny	Period of mountain building
Orogenic	An adjective describing the process of mountain building, leading to the formation of intensely deformed belts
Paleochannel	An ancient preserved stream or river
Pegmatite	A very coarse grained igneous rock formed at a late stage of magmatic differentiation
Pelitic	Describing metamorphosed argillaceous rocks
Pluton	High level cylindrical mass of granite rock emplaced at low temperature in a near solid state
Proterozoic	The geological age after Archaean, approximately 570 to 2400 million years ago
Pyrite	A sulphide mineral of iron FeS_2
RAB	Rotary Air Blast drilling
Redox Interface	The electrochemical boundary between oxidised and reduced chemical species
RC Drilling	A drilling method in which the fragmented rock sample is brought to the surface inside the drill rods, thereby reducing contamination
Regolith	The mantle of loose, incoherent rock material, of whatever origin, that nearly everywhere forms the surface of the land and rests on the hard or "bed" rocks
Rheological	Rheology is the study of the deformation and flow of matter
Roll Front	A concentration of precipitation of an element (such as uranium) or minerals at an interface between oxidised and reduced rocks or materials; (may be migrating, see Redox Interface)
Sandstone	A medium grained clastic sedimentary rock composed of rounded or angular fragments set in fine grained matrix (silt or clay); the consolidated equivalent of sand
Slope	Is the mechanism for the emplacement of large masses of igneous rock.
Saprolite	Weathered rock in which the original rock textures are still recognisable
Serpentine	The main alteration product of olivines and pyroxenes, found in ultrabasic rocks
Shear (zone)	A zone in which shearing has occurred on a large scale so that the rock is crushed and brecciated
Sill	A sheet like body of igneous rock that is conformable with the layer it intrudes
Stratiform	Occurring parallel to the rock strata, and deposited at the same time
Stratigraphic	Describes the succession of superimposition of rock strata
Stream sediment	The collection of samples of stream sediment with the intention of analysing them for trace elements.
Thorium	This occurs in thorite and thorianite. The metal is a source of nuclear power however has many uses. Recovered commercially from the mineral Mozanite which contains 3% to 9% ThO_2 along with rare earth minerals.
Tholeiitic	A basalt consisting of basic plagioclase and pigeonite
Turbidites	Describes sediments deposited by a submarine mass flow
Uraninite	A uranium oxide mineral, UO_2 , always partially oxidised with a composition between UO_2 and U_3O_8 , the mineral constituent of pitchblende
Uranium U_3O_8	Uranium oxide
Ultramafic	Igneous rocks consisting essentially of ferromagnesium minerals with trace quartz and feldspar
Underplating	Thickening of the lithosphere due to cooling of the crust and mantle as the slab moves away from the ridge where it formed
Volcanoclastic	Pertaining to a clastic rock containing volcanic material without regard to its environment or origin
Volcanic	Relating to the eruption of a volcano

SOLICITOR'S REPORT ON MINING TENEMENTS

Lawton Gillon
Barristers & Solicitors
Garry Hamilton Lawton
Ian Ross Gillon
Simon Christopher England

3rd Floor
19 Pier Street
Perth WA 6000
Telephone (08) 9221 5445
Fax (08) 9221 4224
Email lawyer@lawtongillon.com.au
19 September 2005

30 September 2005
The Directors
Dynasty Metals Australia Limited
Level 1
10 Stirling Highway
NEDLANDS WA 6009

Dear Sirs

Re: **Solicitor's Report on Mining Tenements**

This report is prepared for inclusion in a prospectus to be dated on or about 30 September 2005 to be issued by Dynasty Metals Australia Limited ("Dynasty") for an issue of 17,500,000 ordinary shares at 20 cents each in the capital of Dynasty.

This report relates to the mining tenements either held by or applied for by Dynasty or otherwise mining tenements that Dynasty has agreed to purchase in Western Australia set out in the Schedule of Mining Tenements which forms part of this report.

We have conducted searches of the tenements in the register maintained by the Western Australian Department of Industry and Resources ("the Department") and other records maintained by the Department pursuant to the Mining Act 1978 (as amended) ("the Mining Act"). As a result of those searches and subject to relying on the searches and information obtained from the Department, we are satisfied that:

1. The details of the tenements as set out in the Schedule are accurate; and
2. Where title to a tenement has not been granted, that fact is disclosed in the Schedule.

The *Aboriginal Heritage Act 1972, Western Australia* ("WA Heritage Act") applies to the tenements. The Heritage Act makes it an offense to alter or damage any Aboriginal site or object on or under an Aboriginal site. The site is defined to include any sacred ritual or ceremonial site which is of importance and of special significance to persons of Aboriginal descent. There is no requirement or need for a site to be registered in a public record or to be in any way acknowledged as an Aboriginal site for it to qualify as an Aboriginal site for the purposes of the WA Heritage Act.

The *Aboriginal and Torres Strait Islander Heritage Act 1984* ("Commonwealth Heritage Act") applies to all the tenements and is aimed at the preservation and protection from desecration of significant Aboriginal areas and significant Aboriginal objects. An area or object is found to be desecrated if it is used or treated in a manner inconsistent with Aboriginal tradition.

The High Court of Australia held in *Mabo v Queensland* (No. 2) (1992) 175 CLR (“the Mabo Case”) that the law of Australia recognises and will continue to protect the native title rights of Aboriginal Australians in cases where those rights have not otherwise been extinguished. The “*Racial Discrimination Act*” 1975 enacted by the Commonwealth of Australia is binding on the State of Western Australia. The *Racial Discrimination Act* makes racial discrimination unlawful. The Mabo Case created uncertainty as to the validity of tenements granted, renewed or extended after 31 October 1975 and of conversions of mining leases occurring after that date. It may be that at some future time compensation will be payable in respect of the extinguishment or interference with native title.

On 1 January 1994, the Commonwealth enacted the *Commonwealth Native Title Act* (“Native Title Act”) which Act was amended in 1998 by the *Native Title Amendment Act*. The effect of the Native Title Act is to give statutory protection to native title and the effect of the amendments made in 1998 is to give certainty and validity to titles to tenements which may have been invalidly granted over pastoral leases and other leasehold interests between 1 January 1994 and 23 December 1996.

The Western Australian Government has implemented the Titles (Validation) and Native Title (Effect of Past Acts) Act 1995 which adopts the Native Title Act as amended in Western Australia.

We have not undertaken searches to ascertain if any Aboriginal sites have been registered in the vicinity of the tenements under any appropriate legislation as there is no obligation to register sites and in any event, the exact location of the sites is not ascertainable from such searches. Further, these enquiries are generally done by the mining company after the mining tenure applied for is granted and once a particular work programme has been determined.

To ensure that it does not contravene any applicable legislation while carrying out operations on the tenements, the company will need to conduct heritage surveys to determine if any Aboriginal sites exist within the area of the tenements and if so, would need to ensure that any interference with such Aboriginal sites is in strict conformity with the provisions of the legislation as appropriate.

Native title claims have been made over all the tenements in Western Australia. The claims are described in the Schedule. While the status of the tenements is dealt with in the Schedule, we point out by way of summary that:

- (a) we have assumed the results of the searches which we have made or caused to be made of the Register established and maintained pursuant to the Mining Act and our enquiries are accurate; and
- (b) the holding of the tenements is subject to compliance with the terms and conditions of the provisions of the Mining Act.

Western Australian Tenements

The Western Australian tenements comprise Exploration Licenses applied for, Mining Leases granted, Prospecting Licenses granted and Prospecting Licenses applied for under the Mining Act.

Exploration License (E)

An Exploration License remains in force for a period of 5 years. The Minister for State Development (“the Minister”) may extend the term for a further period or periods of 1 or 2 years. An Exploration License cannot be assigned during the first year of its term without the prior written consent of the Minister. Thereafter there is no restriction on assignment

Pursuant to sections 67(1) and 75(7) of the Mining Act, the holder of an Exploration License may apply and, subject to the provisions of the Mining Act and the conditions of the License, have the right to have granted one or more Mining Leases over any of the land within the area of the License. Prior to the expiration of the term of the Exploration License set out in the schedule, an application may be made to convert it to one or more Mining Leases.

Prospecting License (P)

A Prospecting License remains in force for a period of 2 years and may be renewed for a further period of 2 years. The holder of a Prospecting License may apply to have the License converted to a Mining Lease.

General conditions

Mining tenements are granted subject to the various conditions prescribed by the Mining Act, including payment of rent, compliance with minimum expenditure, the provision of security deposits or bonds and reporting requirements.

Certain conditions which apply to one or more of the tenements include standard environmental conditions. Tenements are also subject to statutory requirements of certain other acts, including Aboriginal heritage legislation, environmental protection legislation and rights in water legislation. These standard conditions are not detailed in the notes to the schedule.

Victorian Tenements

Mineral tenements in Victoria are principally dealt with by the Department of Energy and Minerals under the Mineral Resources Development Act 1990.

The tenements in which the company proposes to acquire an interest in Victoria are Exploration Licenses (EL). The holder of an Exploration License in Victoria is required to submit an annual report at the end of each 12 month period.

Compliance with the expenditure and reporting requirements of each Exploration License is important as those matters are considered by the Department when determining whether or not to renew that Exploration License and, if so, upon what terms and conditions.

Yours faithfully



LAWTON GILLON

Schedule of Tenements

No	Tenement	Tenement Type	Registered Holder	Grant Status	Registered Interest	Tenement Size	Expiry Date	Minimum Annual Expenditure	Native Title Claims
----	----------	---------------	-------------------	--------------	---------------------	---------------	-------------	----------------------------	---------------------

VICTORIA

BRIGHT

1.	EL 4571	Exploration License	Target Mineral Exploration Pty Ltd	Granted 25 July 02	100 %	185 hectares	25 July 2006	\$89,600.00	Nil
----	---------	---------------------	------------------------------------	-----------------------	-------	--------------	--------------	-------------	-----

BENDOC

2.	EL 4799	Exploration License	Baracus Pty Ltd	Granted 25 May 04	100 %	345 hectares	23 May 2010	\$52,950.00	Nil
----	---------	---------------------	-----------------	----------------------	-------	--------------	-------------	-------------	-----

3.	EL 4824	Exploration License	Baracus Pty Ltd	Granted 14 Sep 04	100 %	253 hectares	13 Sept 2009	\$66,250.00	Nil
----	---------	---------------------	-----------------	----------------------	-------	--------------	--------------	-------------	-----

WESTERN AUSTRALIA

LAVERTON

4.	E 38/1752	Exploration License	Dynasty Metals Australia Limited	Application	100%	7 graticular blocks	N/A	N/A	WC99/1
----	-----------	---------------------	----------------------------------	-------------	------	---------------------	-----	-----	--------

5.	P 38/3272	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	140 hectares	N/A	N/A	WC99/1
----	-----------	---------------------	----------------------------------	-------------	-------	--------------	-----	-----	--------

6.	P 38/3273	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	143 hectares	N/A	N/A	WC99/1
----	-----------	---------------------	----------------------------------	-------------	-------	--------------	-----	-----	--------

7.	P 38/3274	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	119 hectares	N/A	N/A	WC99/1
----	-----------	---------------------	----------------------------------	-------------	-------	--------------	-----	-----	--------

8.	E 38/1622	Prospecting License	Baracus Pty Ltd	Application	100 %	14 graticular blocks	N/A	N/A	WC99/1
----	-----------	---------------------	-----------------	-------------	-------	----------------------	-----	-----	--------

9.	E 38/1587	Exploration License	Rita Marian Brooks	Application	100 %	12 graticular blocks	N/A	N/A	WC99/1
----	-----------	---------------------	--------------------	-------------	-------	----------------------	-----	-----	--------

10.	E 38/1450	Exploration License	Target Mineral Exploration Pty Ltd	Granted 22 Apr 04	100 %	54 graticular blocks	21 April 2009	\$48,600.00	WC99/1
-----	-----------	---------------------	------------------------------------	----------------------	-------	----------------------	---------------	-------------	--------

No	Tenement	Tenement Type	Registered Holder	Grant Status	Registered Interest	Tenement Size	Expiry Date	Minimum Annual Expenditure	Native Title Claims
11.	E 39/930	Exploration License	Target Minerals Exploration Pty Ltd	Granted 3 May 04	100 %	70 graticular blocks	2 May 2009	\$63,000.00	WC99/1
12.	STELLA RANGE E 39/1066	Exploration License	Baracus Pty Ltd	Application	100 %	19 graticular blocks	N/A	N/A	WC99/1
13.	E 39/929	Exploration License	Target Minerals Exploration Pty Ltd	Granted 20 Aug 04	100 %	30 graticular blocks	19 August 2009	\$27,000.00	WC99/1
14.	HYDEN E 74/333	Exploration License	Dynasty Metals Australia Limited	Application	100 %	17 graticular blocks	N/A	N/A	WC99/29
15.	E 77/1248	Exploration License	Dynasty Metals Australia Limited	Application	100 %	38 graticular blocks	N/A	N/A	WC99/29
16.	E 77/1249	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29
17.	E 77/1250	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29
18.	E 77/1251	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29
19.	E 77/1252	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29
20.	E 77/1253	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29
21.	E 77/1254	Exploration License	Dynasty Metals Australia Limited	Application	100 %	70 graticular blocks	N/A	N/A	WC99/29

No	Tenement	Tenement Type	Registered Holder	Grant Status	Registered Interest	Tenement Size	Expiry Date	Minimum Annual Expenditure	Native Title Claims
22.	E 77/1255	Exploration License	Dynasty Metals Australia Limited	Application	100 %	30 graticular blocks	N/A	N/A	WC99/29
23	E 77/1256	Exploration License	Dynasty Metals Australia Limited	Application	100 %	5 graticular blocks	N/A	N/A	WC99/29
24.	P 77/3533	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	200 hectares	N/A	N/A	WC99/29
25.	P 77/3534	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	199 hectares	N/A	N/A	WC99/29
26.	P 77/3535	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	199 hectares	N/A	N/A	WC99/29
27.	PL 77/3536	Prospecting License	Dynasty Metals Australia Limited	Application	100 %	193 hectares	N/A	N/A	WC99/29
28.	GASCOYNE URANIUM E 09/1202	Exploration License	Baracus Pty Ltd	Application	100 %	70 graticular blocks	N/A	N/A	WC97/28 and WC01/3
29.	E 09/1204	Exploration License	Baracus Pty Ltd	Application	100 %	44 graticular blocks	N/A	N/A	WC01/3
30.	YANREY E 08/1538	Exploration License	Baracus Pty Ltd	Application	100 %	34 blocks	N/A	N/A	WC99/45
31.	E 08/1539	Exploration License	Baracus Pty Ltd	Application	100 %	35 blocks	N/A	N/A	WC99/45
32.	EL08/1540	Exploration License	Baracus Pty Ltd	Application	100 %	34 blocks	N/A	N/A	WC99/45
33.	NORTH SHAW E 45/2728	Exploration License	Dynasty Metals Australia Limited	Application	100 %	69 graticular blocks	N/A	N/A	WC99/8 and WC99/3

INVESTIGATING ACCOUNTANT'S REPORT



30 September 2005

The Directors
Dynasty Metals Australia Limited
Level 1
1174 Hay Street
WEST PERTH WA 6005

Dear Sirs

RE: Investigating Accountant's Report

1. Introduction

This report has been prepared at the request of the Directors of Dynasty Metals Australia Ltd ("Dynasty" or "the Company") for inclusion in a Prospectus to be dated on or around 30 September 2005 ("the Prospectus") relating to the proposed issue by Dynasty of 17,500,000 shares to be issued at a price of 20 cent per share to raise \$3,500,000. The minimum subscription has been set at \$2,700,000 (13,500,000 shares).

2. Basis of Preparation

This report has been prepared to provide investors with information on historical results, the assets and liabilities of Dynasty and the pro-forma consolidated assets and liabilities of Dynasty as noted in Appendix 3. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports in accordance with the Corporation Act 2001. This report does not address the rights attaching to the securities to be issued in accordance with the Prospectus, nor the risks associated with the investment. Stanton Partners Corporate Pty Ltd has not been requested to consider the prospects for Dynasty, the securities on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly, has not done so, nor purports to do so. Stanton Partners Corporate Pty Ltd accordingly, takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors are set out in Section 4 of the Prospectus.

3. Background

Dynasty was incorporated on 6 August 2004 and 2 shares were issued on incorporation. In December 2004, a total of 8,999,998 shares were issued to Baracus Pty Ltd ("Baracus") a company associated with Rita Brooks who is a director of Dynasty), 500,000 shares to interests of Peter Andrews and 500,000 shares to the interests of Graham Anderson, both directors of Dynasty. The 10,000,000 shares were issued for a total consideration of \$1,002.

In December 2004, the Company issued 2,350,000 shares at 10 cents each to investors to raise a gross \$235,000.

In September 2005, the Company entered into agreements with Target Mineral Exploration Pty Ltd (“Target”), Baracus and Rita Brooks for the transfer of and/or option to transfer various tenements. These agreements are summarised in Section 8.6 of the Prospectus.

Potential investors should read the Prospectus in full that includes an Independent Geologist’s Report and Solicitor’s Report on mining tenements. We make no comments as to ownership or values of the mineral tenement interests (including mining information) acquired or to be acquired by Dynasty. Further details on all significant contracts entered into by the Company since incorporation are referred to in Section 8.6 of the Prospectus.

4. Scope of Examination

You have requested Stanton Partners Corporate Pty Ltd to prepare an Independent Accountant’s Report on:

- (i) The results of Dynasty for the period from incorporation to 30 June 2005;
- (ii) The statement of financial position of Dynasty as at 30 June;
- (ii) The pro-forma statement of financial position of Dynasty at 30 June 2005 adjusted to include funds to be raised by the Prospectus and the completion of transactions referred to in note 2 of Appendix 3;

All of the financial information referred to above has not been audited however has been subject to audit review. The Directors of Dynasty are responsible for the preparation and presentation of the historical and pro-forma financial information, including the determination of the pro-forma transactions. We have however examined the financial statements and other relevant information and made such enquiries, as we considered necessary for the purposes of this report. The scope of our examination was substantially less than an audit examination conducted in accordance with Australian Auditing Standards and accordingly, we do not express such an opinion.

Our examination included:

- (i) Discussions with Directors and other key management of Dynasty;
- (ii) Review of contractual arrangements;
- (iii) A review of publicly available information; and
- (iv) A review of work papers, accounting records and other documents.

5. Opinion

In our opinion, the pro-forma statement of financial position as set out in Appendix 2 presents fairly, the pro-forma statement of financial position of Dynasty as at 30 June 2005 in accordance with the accounting methodologies required by Australian Accounting Standards on the basis of assumptions and transactions set out in Appendix 3. No opinion is expressed on the historical results, as shown in Appendix 1, except to state that nothing has come to our attention which would require any further modification to the financial information in order for it to present fairly, the results of the periods identified. Based on the current information on Dynasty, the adoption of the Australian equivalents of International Financial Reporting Standards (“IFRS”) from 1 January 2005 should have no material effect on the reported results as disclosed in the Statement of Financial Performance or on the reported assets, liabilities and equity as disclosed in the Statements of Financial Position as noted in Appendix 2 and 3. However, the standard pertaining to the extractive industries arguably has a more rigorous criteria to carry forward capitalised exploration and evaluation costs and may lead to full write off or significant write downs in previously capitalised exploration and evaluation costs. However, Dynasty is already expensing exploration and evaluation costs (but capitalising acquisition costs). Furthermore, the issue of share options under the international accounting reporting standard pertaining to equity based compensation will need to be valued at fair value at date options vest and expensed as a cost in the Statement of Financial Position. Under IFRS a balance sheet approach is undertaken to assess the tax position of the Company.

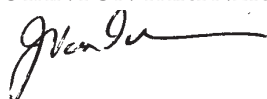
To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2005, that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

6. Other Matters

At the date of this report, Stanton Partners Corporate Pty Ltd and or Stantons International do not have any material interest in Dynasty either directly or indirectly, or in the outcome of the offer. Stantons International, a firm that is related to Stanton Partners Corporate Pty Ltd were appointed as auditors of Dynasty in November 2004. Stanton Partners Corporate Pty Ltd and Stantons International were not involved in the preparation of any other part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus. Stanton Partners Corporate Pty Ltd consents to the inclusion of this report (including Appendices 1 to 3) in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully

STANTON PARTNERS CORPORATE PTY LTD



J P Van Dieren FCA
Director

INVESTIGATING ACCOUNTANT'S REPORT

APPENDIX 1 UNAUDITED STATEMENT OF FINANCIAL PERFORMANCE

	6 August 2004 to 30 June 2005 \$
Operating Revenue	-
Exploration expenditure	143,669
Interest expense	4,995
Administration expenses	18,333
Operating costs	6,936
Net (loss) before tax	(173,893)
Income Tax expense attributable to net loss	-
Net (loss) after tax	(173,893)

APPENDIX 2 UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Note	Unaudited 30 June 2005 \$	Pro-forma Unaudited 30 June 2005 \$
Current Assets			
Cash assets	3	155,940	3,000,650
Receivables	4	8,459	3,788
Total Current Assets		164,399	3,004,438
Non Current Assets			
Exploration expenditure	5	-	-
Total Non Current Assets		-	-
Total Assets		164,399	3,004,438
Current Liabilities			
Payables		11,308	-
Interest bearing liabilities	7	90,982	-
Total Current Liabilities		102,290	-
Total Liabilities		102,290	-
Net Assets		62,109	3,004,438
Equity			
Contributed equity	8	236,002	3,406,331
Accumulated losses	9	(173,893)	(401,893)
Total Equity		62,109	3,004,438

To be read in conjunction with Appendix 3

INVESTIGATING ACCOUNTANT'S REPORT

APPENDIX 3

NOTES TO THE STATEMENT OF FINANCIAL PERFORMANCE AND STATEMENTS OF FINANCIAL POSITION

1. Statement of Significant Accounting Policies

(a) Basis of Accounting

The unaudited Statement of Financial Performance and unaudited Statements of Financial Position have been prepared in accordance with applicable accounting standards, the Corporations Act 2001 and mandatory professional reporting requirements in Australia and we have made such disclosures as considered necessary. They have also been prepared on the basis of historical cost and do not take into account changing money values. The accounting policies have been consistently applied, unless otherwise stated.

(b) Income Tax

The Company adopts the liability method of tax effective accounting, whereby the income tax expense in the Statement of Financial Performance is based on the operating profit before tax adjusted for permanent differences. Future income tax benefits are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits in relation to tax losses are not brought to account unless there is virtual certainty of realisation of the benefit. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation, the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and that the Company will comply with the conditions of deductibility imposed by the law.

(c) Exploration, evaluation and development expenditure

Exploration and evaluation costs are expensed as incurred. Acquisition costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. When an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future.

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

(d) Accounts Payable

Accounts payable represent the principal amounts outstanding at balance date, plus, where applicable, any accrued interest.

(e) Recoverable Amount of Non Current Assets

The carrying amounts of non-current assets are reviewed annually by Directors to ensure they are not in excess of the recoverable amounts from those assets. The recoverable amount is assessed on the basis of the expected net cash flows, which will be received from the assets employed and subsequent disposal. The expected net cash flows have not been discounted to present values in determining recoverable amounts.

(f) Operating Revenue

Revenue represents interest received and reimbursements of exploration expenditures.

(g) Contributed Equity

Issued capital is recognised at the fair value of the consideration received by the Company. Any transaction costs on the issue of shares are recognised directly in equity as a reduction of the share proceeds received.

2. Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Statement of Financial Position

Actual and proposed transactions adjusting the 30 June 2005 unaudited Statement of Financial Position of Dynasty in the pro-forma Statement of Financial Position of Dynasty are as follows:

- (a) The issue of a maximum of 17,500,000 ordinary shares at 20 cent each pursuant to the Prospectus to raise a gross \$3,500,000;
- (b) The payment of accounts payable of \$11,308;
- (c) The payment of further expenses of the prospectus issue totalling an estimated \$325,000 and expensed against contributed equity, along with the expensing to equity of prepaid capital raising costs of \$4,671 (total capital raising costs of \$329,671);
- (d) The repayment of a loan due to Baracus of \$90,982;
- (e) The payment for the purchases and options to purchase tenements from Rita Brooks, Target and Baracus of \$208,000 and
- (f) The payment of further administration costs of say \$20,000 to 31 October 2005;

	Note 2	Unaudited 30 June 2005 \$	Pro-forma Unaudited 30 June 2005 \$
3. Cash Assets			
The movements in cash at bank and on hand are as follows:			
Unaudited 30 June 2005		155,940	155,940
Issue of shares pursuant to the Prospectus (a)		-	3,500,000
Payment of accounts payable (b)		-	(11,308)
Prospectus issue costs (c)		-	(325,000)
Repayment of loan (d)		-	(90,982)
Purchase of/option to purchase tenements (e)		-	(208,000)
Payment of administration costs (f)		-	(20,000)
		<u>155,940</u>	<u>3,000,650</u>
4. Receivables			
GST Receivable		3,788	3,788
Prepaid capital raising costs		4,671	4,671
Less: Transfer to equity (c)		-	(4,671)
		<u>8,459</u>	<u>3,788</u>
5. Exploration Expenditure			
Balance as 30 June 2005		-	-
		<u>-</u>	<u>-</u>
6. Payables			
Accounts payable		11,308	11,308
Less: Payment of payable (b)		-	(11,308)
		<u>11,308</u>	<u>-</u>

	Note 2	Unaudited 30 June 2005 \$	Pro-forma Unaudited 30 June 2005 \$
7. Interest Bearing Liabilities			
Loan from related party (Baracus)		90,982	90,982
Less: Repayment of loan (e)		-	90,982
		<u>90,982</u>	<u>-</u>
8. Contributed Equity			
a) Share Capital			
12,350,000 shares at 30 June 2005		236,002	236,002
17,500,000 shares at 20 cents each (a)		-	3,500,000
Less: Share issue costs (c)(d)		-	(329,671)
Pro-forma (29,850,000 shares)		<u>236,002</u>	<u>3,406,331</u>

In the event that only the minimum subscription of \$2,700,000 is raised (13,500,000 shares issued), the number of shares on issue would be 24,850,000, the share capital would reduce to \$2,646,331 (assuming capital raising costs are reduced by \$40,000) and cash funds would decrease to \$2,240,650.

9. Accumulated losses			
Balance as at 30 June 2005		173,893	173,893
Purchase of/option to purchase tenements (e)		-	208,000
Further costs incurred (f)		-	20,000
Balance as at 30 June 2005 (Pro-forma)		<u>173,893</u>	<u>401,893</u>

10. Contingent Liabilities and Commitments

Based on discussions with the Directors and legal advisors, to our knowledge, the Company has no other material contingent liabilities not disclosed in this report or the Prospectus. Investors should read the Independent Solicitor's Report on title to the mineral projects and the Independent Consulting Geologist's Report for further possible contingencies and commitments. Various royalties are payable as noted in Section 8.6 in the Prospectus.

11. Exploration commitments

In order to maintain current rights to tenure to exploration and mining tenements, the company has the following discretionary exploration expenditure requirements up until expiry of leases. These obligations, which may be varied from time to time and which are subject to renegotiation upon expiry of the lease are not provided for in the financial report and are payable:

No later than one year	347,400
After one year but less than two years	257,800
After two years but less than five years	568,550
After five years	-
	<u>1,173,750</u>

12. Rental of Premises Commitments

The Company will seek premises on a more permanent basis after it achieves an ASX listing. Currently it pays rent of \$800 per month (plus GST) on a casual basis.

13. Management and Consulting Agreement

The Company has entered into a one year management services contract with Liberty Mining Corporation Pty Ltd, a company associated with Mr Richard Stanger for an amount of \$100,000 plus GST per annum. Further details are more fully described in Section 8.6 of the Prospectus.

ADDITIONAL INFORMATION

8.1 Dynasty

Dynasty was incorporated in Western Australia on 6 August 2004 as BBC Resources Limited and changed its name to Dynasty Metals Australia Ltd on 31 August 2005. The financial year of the Company ends on 30 June annually. The Company has not declared a dividend for the year ended 30 June 2005 nor is it likely to in the foreseeable future.

8.2 Seed Capital & Pre-Prospectus Funding

\$236,002 in capital has been raised by the Company prior to this Prospectus. All expenses prior to that and some amounts subsequent have been met by Rita Brooks and her related entities who will be reimbursed from the proceeds of the Issue as to any amounts still owing to them.

8.3 Rights Attaching to Shares

There is only one class of shares on issue in the Company being fully paid ordinary shares. The rights attaching to Shares in the Company are set out in the Constitution of the Company and, in certain circumstances, regulated by the Corporations Act, the Listing Rules of the ASX, the SCH Business Rules and the general law.

The following is a summary of the principal rights of the holders of Shares.

Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative have one vote for the Share and a fraction of a vote for every partly paid share proportional to the amount paid up per partly paid share, registered in such shareholder's name on the Company's share register. A poll may be demanded by the chairperson of the meeting, by any five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the shares of all those shareholders having the right to vote at that meeting.

Dividends

Dividends are payable out of the Company's profit and are declared by the Directors. Dividends declared will be payable on the Shares at an amount per share determined by the Directors.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by the ASX or in any other usual form or in any form approved by the Directors. The Directors may refuse to register any transfer of Shares, other than a Proper SCH Transfer (as defined in the Corporations Act), where permitted by the Listing Rules of the ASX. The Company must not refuse to register or give effect to or delay or in any way interfere with a Proper SCH Transfer of Shares or other securities.

Meetings and Notice

Each shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution of the Company, the Corporations Act or the ASX Listing Rules.

Liquidation Rights

The Shares rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of shareholders divide the whole or any part of the remaining assets of the Company between the shareholders in proportion to the paid-up value of their respective holdings. The liquidator can with the sanction of a special resolution of the Company's shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the Company can be compelled to accept any shares or other securities in respect of which there is any liability.

Shareholder Liability

As the Shares are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of shareholders present and voting at the general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

ASX Listing Rules

If the Company is admitted to the Official List of the ASX, then despite anything in the Constitution of the Company, if the ASX Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

8.4 Options

There are no Options at the date of this Prospectus. An entitlement issue of Options is foreshadowed in Section 2.15.

8.5 Directors' Interests

Other than set out below or elsewhere 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 securities, or the offer of the securities.

Other than set out below or elsewhere in this Prospectus, no amounts of any kind (whether in cash or Shares or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which the 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 offer of the securities.

Interests in property acquired by the Company

No Director has any direct or indirect interests in any of the tenements to be acquired by Dynasty or the applications for Tenements that are under option to Dynasty other than the interests of Rita Brooks described below.

Rita Brooks is a shareholder and Director of Baracus Pty Ltd and Target Mineral Exploration Pty Ltd both of which are vendors to the Company and in the names of which the granted tenements which the Company is acquiring and some of the tenement applications which the Company has under option are variously held. The relationship and dealings between the Company and Baracus Pty Ltd, the Company and Target Mineral Exploration Pty Ltd and the Company and Rita Brooks are described in the Material Contracts in Section 8.6.

Shareholding Qualifications

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

Remuneration of Directors

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The current aggregate maximum is \$150,000. A Director may be paid fees or other amounts as the Board determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties. Executive Directors may be paid on commercial terms as the Directors see fit.

The three Directors, other than the Managing Director, will be paid a total of \$90,000 between them per annum, commencing immediately upon ASX listing. In addition, Graham Anderson will be paid professional fees at normal commercial rates for his work as Company Secretary.

The Managing Director's related entity will be paid plus GST to provide the services of Richard Stanger as the Managing Company's Director. (see Section 8.6).

Directors' Shareholdings

The details of Directors' interests in the Shares when the Offer is completed and ASX has approved the Company for listing will be:

Director	Shares	
	Directly held	Indirectly held
Peter Andrews	Nil	1,000,000
Graham Anderson	Nil	500,000
Rita Brooks	Nil	7,150,000
Richard Stanger	Nil	1,000,000

Preparation of Prospectus

In addition to the remuneration of the Directors described above, which only become payable commencing on ASX listing, interests associated with Peter Andrews and Graham Anderson will be paid a total fee of \$40,000 (plus GST) between them for their work for the Company from December 2004, their corporate work on the preparation of this Prospectus and the management of the ASX listing process for the Company. This fee is only due and payable upon the successful listing of the Company.

8.6 Summary of Material Contracts

Set out below are a brief summaries of certain contracts which have been entered into by Dynasty and which have been identified as material and relevant to potential investors. To fully understand all the rights and obligations of a Material Contract it would be necessary to review each contract in full and these summaries should be read on that basis.

Bright Project – Purchase Agreement

The Company has entered into an agreement with Target Mineral Exploration Pty Ltd ("Target") whereby the Company can purchase the interests of Target in Exploration License No 4571.

The Agreement is subject to the Company being listed on ASX. The purchase price is \$60,000 payable within 10 Business days of ASX listing and the payment of royalties.

The Company is required to pay Target a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Bendoc Project – Options to Purchase

The Company has entered into two agreements with Baracus Pty Ltd ("Baracus") whereby the Company has the option to purchase the interests of Baracus in Exploration License No's 4799 and Exploration License 4824. The agreements are subject to the Company being listed on ASX. The option fee for each exploration license is \$15,000 payable within 10 Business Days of ASX listing.

The term of the option granted to the Company is two years from 1 August 2005. The Company can exercise the option at any time during the option term. The Company has the exclusive right to prospect and explore for minerals over the tenements during the option term. The Company is responsible for maintaining the tenements in good standing, including paying all rents, rates, taxes and fees levied or assessed on the tenements and meeting expenditure requirements.

If the option is exercised by the Company, the Company is required to reimburse Baracus for all payments and expenditures made or incurred by Baracus in relation to the tenements which have not previously been reimbursed. The Company, on exercise of the option, is also required to pay Baracus a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross products royalty of all other product produced from the tenements. The Directors have resolved to exercise both options over these granted tenements prior to ASX listing.

Laverton – Option to Purchase

The Company has entered into an agreement with Baracus and Rita Marian Brooks (“Brooks”) whereby the Company has the option to purchase the interests of Baracus and Brooks in Exploration License No's 38/1622, 38/1587 and 39/1066. The agreement is subject to the Company being listed on ASX. The option fee is \$4,000 payable within 10 Business Days of ASX listing.

The term of the option granted to the Company is 2 years from 1 August 2005. The Company can exercise the option at any time during the option term. The Company has the exclusive right to prospect and explore for minerals over the tenements during the option term. The Company is responsible for maintaining the tenements in good standing, including paying all rents, rates, taxes and fees levied or assessed on the tenements and meeting expenditure requirements.

If the option is exercised by the Company, the Company is required to reimburse Baracus and Brooks for all payments and expenditures made or incurred by Baracus and Brooks in relation to the tenements which have not previously been reimbursed. The Company, on exercise of the option, is also required to pay Baracus and Brooks a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Laverton – Purchase Agreements

The Company has entered into two agreements with Target whereby the Company can purchase the interests of Target in Exploration License No 39/930 and 38/1450.

The agreements are subject to the Company being listed on ASX. The purchase of each tenement is \$30,000 payable within 10 Business Days of ASX listing and the payment of royalties.

The Company is required to pay Target a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Yanrey – Option to Purchase

The Company has entered into an agreement with Baracus whereby the Company has the option to purchase the interests of Baracus in Exploration License No's 08/1538, 08/1539 and 08/1540. The Agreement is subject to the Company being listed on ASX. The option fee is \$15,000 payable within 10 Business Days of ASX listing.

The term of the option granted to the Company is two years from 1 August 2005. The Company can exercise the option at any time during the option term. The Company has the exclusive right to prospect and explore for minerals over the tenements during the option term. The Company is responsible for maintaining the tenements in good standing, including paying all rents, rates, taxes and fees levied or assessed on the tenements and meeting expenditure requirements.

If the option is exercised by the Company, the Company is required to reimburse Baracus for all payments and expenditures made or incurred by Baracus in relation to the tenements which have not previously been reimbursed. The Company, on exercise of the option, is also required to pay Baracus a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Stella Range – Purchase Agreement

The Company has entered into an agreement with Target whereby the Company can purchase the interests of Target in Exploration License No 39/929.

The Agreement is subject to the Company being listed on ASX. The purchase price is \$30,000 payable within 10 Business Days of ASX listing and the payment of royalties.

The Company is required to pay Target a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Gascoyne Uranium – Option to Purchase

The Company has entered into an agreement with Baracus whereby the Company has the option to purchase the interests of Baracus in Exploration License No's 09/1202 and 09/1204. The Agreement is subject to the Company being listed on ASX. The option fee is \$9,000 payable within 10 Business Days of ASX listing.

The term of the option granted to the Company is two years from 1 August 2005. The Company can exercise the option at any time during the option term. The Company has the exclusive right to prospect and explore for minerals over the tenements during the option term. The Company is responsible for maintaining the tenements in good standing, including paying all rents, rates, taxes and fees levied or assessed on the tenements and meeting expenditure requirements.

If the option is exercised by the Company, the Company is required to reimburse Baracus for all payments and expenditures made or incurred by Baracus in relation to the tenements which have not previously been reimbursed. The Company, on exercise of the option, is also required to pay Baracus a royalty equal to \$1.00 per dry tonne of precious metals bearing ore mined from the tenement or a royalty equal to 2% of the net smelter return in respect of nickel and/or base metals recovered from the tenements or a 2% gross production royalty of all other product produced from the tenements.

Baracus – Loan

The Company has agreed with Baracus Pty Ltd that Baracus will provide loan funds to the Company up to \$200,000 for additional working capital prior to this Prospectus. The funds plus 10% interest annualised to be repaid from the proceeds of the Issue.

Cube Financial Group – Lead Manager

Cube Financial Group Pty Ltd FS License No 232455 (Cube) has been engaged by the Company as Lead Manager to the Issue. Cube will work on a best endeavours basis to raise the Minimum Subscription by the Closing Date. Cube will be paid a fee of 5% (plus GST) for all Applications bearing its stamp and for all Applications not bearing the stamp of a licensed securities dealer, except those non-stamped Applications sourced by the Directors.

Service Agreement – Liberty Mining

The Company has entered into a Service Agreement with Liberty Mining Corporation Pty Ltd ("Liberty") and Richard Stanger whereby Liberty Mining will provide management services to the Company for a period 12 months.

The Company is to pay to Liberty the sum of \$100,000.00 plus GST per annum and Liberty is to ensure that the majority of the services to be provided to the Company are provided by Richard Stanger. The Company may terminate the Agreement without penalty if Richard Stanger ceases to be a Director of the Company.

8.7 Disclosure of Interests and Fees

Except as disclosed in this Prospectus, no promoter 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 the 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.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash or Shares or otherwise) have been paid or agreed to be paid to any promoter 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 the Prospectus, or to any firm 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.

Lawton Gillon has acted as the Solicitor to the Company and in that capacity has prepared the Material Contracts and Section 6 Solicitor's Report. Lawton Gillon has been involved in undertaking due diligence enquiries in relation to the Australian legal matters and providing legal advice to the Company in relation to the Offer. In respect of all this work, the Company will pay approximately \$35,000.

Plutonic Geological Services has prepared the Independent Geologist's Report included in this Prospectus. The Company has agreed to pay approximately \$7,500 for these services.

Stanton Partners Corporate Pty Ltd has prepared the Independent Accountant's Report included in this Prospectus. The Company has agreed to pay approximately \$7,000 for this report.

8.8 Consents

Each of the parties referred to in this Section 8.9:

- 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 that 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.

Plutonic Geological Services has given its written consent to the inclusion in this Prospectus of the Independent Geologist's Report and to the inclusion of statements made by it, or statements said in this Prospectus to be based on statements made by it, in the form and context in which they are included and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Lawton Gillon has given its written consent to the inclusion in this Prospectus of the Solicitor's Report in the form and context in which it appears and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Stanton Partners Corporate Pty Ltd has given its written consent to the inclusion in this Prospectus of the Investigating Accountant's Report in the form and context in which it appears and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Each of the following has consented to being named in the Prospectus in the capacity as noted below and has not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC:

- a) Lawton Gillon as Solicitors to the Company;
- b) Plutonic Geological Services as Independent Consulting Geologist;
- c) Stanton Partners Corporate Pty Ltd as Investigating Accountant;
- d) Stantons International as Auditor of the Company;
- e) Security Transfer Registrars Pty Ltd as Share Registrar; and
- f) Alan Svanosio as Exploration Consultant.
- g) Cube Financial Group Pty Ltd as Lead Manager to the Issue.

There are persons referred to elsewhere 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 the Prospectus and did not authorise or cause the issue of the Prospectus.

8.9 Expenses of the Issue

The total estimated costs of the Issue, including legal fees incurred, ASIC and ASX fees, fees for other advisors and consultants, prospectus design, printing and advertising expenses and other miscellaneous expenses will be approximately \$150,000 including GST where applicable. The fee for preparing the Prospectus is included in this amount. Handling fees may be paid in respect of certain Applications for Shares as described in Section 2.7, up to a maximum of \$135,000 on the \$2,700,000 sought by the Minimum Subscription or up to a maximum of \$175,000 on the Offer subscription of \$3,500,000.

8.10 Legal Proceedings

The Directors are not aware of any litigation of a material nature pending or threatened, which may significantly affect Dynasty.

8.11 Corporate Governance

The Board is responsible for the corporate governance of Dynasty and the members of the Board recognise the need for the highest standards of behaviour and accountability. When listed, the Board will aspire to follow ASX's Best practice Recommendations for Corporate Governance set by the ASX Corporate Governance Council as far as they are practical and are within their capability, taking into account the size of the Company, its available funds and its level of activities. The Board of Directors considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the establishment of separate Board committees. Accordingly, all matters that may be capable of delegation to committees will be dealt with by the full Board.

As such, the Directors are responsible for setting the strategic direction of the Company and establishing the policies of the Company. It is their responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the shareholders, by whom the Directors are elected and to whom they are accountable. The Directors also address issues relating to internal control and the Company's approach to risk management. Section 1 of the Prospectus contains summaries of the Directors' skills, experience, and qualification.

The primary responsibilities of the Board include:

- The establishment of long term goals for the Company and strategic plans to achieve these goals.
- Implementing adequate systems of internal control together with appropriate monitoring of compliance activities and establishment of and adherence to ethical and environmental standards.
- Reviewing the results and findings of the external auditors, the adequacy of internal accounting and financial controls and obtaining feedback on the implementation of recommendations made.
- Reviewing and approving the financial reports of the Company and receiving the audit/review reports.
- Determining the remuneration of the Directors and senior executives as part of an annual review, having regard to a performance evaluation process, market factors; and, where necessary, independent remuneration advice.
- Implementing policies and codes of conduct to assist the Company and all its employees in maintaining appropriate standards of behaviour, business ethics and integrity.
- Implementing policies and programmes aimed at complying with all environmental statutory standards and where standards do not exist, applying appropriate self-regulation.
- Adopting practices designed to identify and monitor significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. The strategic planning process, which will be updated regularly, is the principal tool in this process.
- Evaluating and, where appropriate, adopting with or without modification the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.
- Recognising that adherence to corporate governance standards and benchmarks is an evolving process by reviewing and updating the Company's practices periodically or when otherwise appropriate.
- Preparing, implementing and monitoring policies to ensure that all major developments affecting the financial position and state of affairs of the Company and any subsidiaries are announced to ASX immediately.

8.12 Taxation

Investors should seek and rely on their own professional taxation advice in relation to an investment in the Company.


8.13 Profit Forecast

The Directors have considered the matters set out in ASIC Policy Statement 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. Any forecast would contain such a wide range of potential outcomes that it is not possible to prepare a reliable best estimate profit forecast or projection.

8.14 Directors' Responsibility Statement and Consent

This Prospectus is authorised by the Company and is lodged with the ASIC pursuant to Section 718 of the Corporations Law. The Directors have consented in writing to this lodgement in the terms of Section 720 of the Corporations Law.

Dated 4 October 2005



Peter Andrews
Chairman

DEFINED TERMS

The following definitions apply throughout this document unless the context requires otherwise.

Applicant(s)	The person(s) who submit valid Application Forms pursuant to this Prospectus.
Application	A valid application made to subscribe for a specified number of Shares pursuant to this Prospectus.
Application Form	The form so described and attached to this Prospectus.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Stock Exchange Limited.
Dynasty or the Company	Dynasty Metals Australia Ltd ACN 110 385 709
Closing Date	5.00pm Western Standard Time 18 November 2005.
Directors	The directors of the Company.
Electronic Prospectus	An electronic version of the Prospectus.
Existing Shares	The 12,350,000 Shares on issue as at the date of this Prospectus.
Issue	The issue of Shares pursuant to this Prospectus.
Listing Rules	The official Listing Rules of ASX.
Minimum Subscription	The Offer to raise at least \$2,700,000.
Offer	The invitation to the public made in this Prospectus to subscribe for 17,500,000 Shares.
Offer Subscription	The Offer to raise \$3,500,000.
Opening Date	9.00am Western Standard Time 12 October 2005.
Option	An option to subscribe for a Share proposed to be issued as described in Section 2.15 of this Prospectus
SCH Business Rules	The same meaning as in the Corporations Act.
Share(s)	Fully paid ordinary share(s) in the Company.

APPLICATION FORM

Please read all instructions on the reverse of this form.
Please use block letters.

Share Registrar use only

A Number of Shares

(minimum 10,000 Shares)
(then multiples of 1,000 Shares)

Shares at 20 cents each =

B Total amount Payable

cheque(s) to equal this amount

A\$

Broker/Dealer Reference – Stamp

Broker Code

Advisor Code

C Full name details *title, given name(s) (no initials) and surname or company name*

Name of Applicant 1

Name of Applicant 2 or <account name>

Name of Applicant 3 or <account name>

D Tax File Number(s)/ABN or exemption category

Applicant 1/company

Applicant 2/trust

Applicant 3/exemption

E Full postal address

Number/street

Suburb/town

State/postcode

G CHESS HIN (if applicable)

H Cheque Details please fill out your cheque details and make your cheque payable to “Dynasty Metals Australia Ltd – Share Issue”

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

F Contact Details

Contact Name

Daytime Telephone Number

Contact Email Address

I Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares and Company. I/We declare that:

- this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
- I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form before applying for Shares.

HOW TO COMPLETE THE APPLICATION FORM

Forward your completed Application Form together with the application money to

Dynasty Metals Australia Ltd
Level 1
10 Stirling Highway
Nedlands WA 6009

OR

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Applications must be received by no later than 5:00 pm, WST on the Closing Date.

Please complete all relevant sections of the Application Form using capital letters.

- A. Enter the number of Shares you wish to apply for. Applications must be for the minimum of 10,000 Shares, and thereafter in multiples of 1,000 Shares.
- B. Enter the total amount of application money payable. To calculate the amount, multiply the number of Shares applied for by the amount of 20 cents per Share.
- C. Enter the full name(s) and title(s) of all legal entities that are to be recorded as the registered holder(s). Refer to the name standards below for guidance on valid registration.
- D. Enter the tax file number(s) or ABN(s) of the applicant(s). With a joint holding, only the tax file numbers of two holders are required.
- E. Enter the postal address for all communications from Dynasty. Only one address can be recorded.
- F. Enter telephone numbers and a contact person that the share registry can speak to if they have any queries regarding this application.
- G. If you are sponsored in CHESS by a stockbroker or other CHESS participant, enter your Holder Identification Number (HIN). Otherwise, leave the boxes marked "CHESS HIN" blank and on allotment, you will be sponsored by Dynasty and a Shareholder Reference Number will be allocated to you.
- H. Complete cheque details as requested. Payment must be made in Australian currency and cheques must be drawn on an Australian bank. Cheques or bank drafts must be payable to "Dynasty Metals Australia Ltd – Share Issue" and crossed not negotiable.
- I. Before completing the Application Form the applicant(s) declares that he or she has read the Prospectus to which the application relates. The applicant(s) agree(s) that this application is for Shares in Dynasty Metals Australia Ltd upon and subject to the terms of the Prospectus, agree(s) to take any number of Shares equal to or less than the number of Shares indicated in Box A that may be allotted to the applicant(s) pursuant to the Prospectus and declare(s) that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Correct forms of title

Only legal entities may be registered as holders of the Shares. Applications must be in the full name(s) of natural persons, companies or other legal entities. Shares cannot be registered in the name of a trust and no trust can be implied. The name of a beneficiary or any other registerable name may be included by way of account description if completed exactly as described in the examples of correct forms of registerable names below.

Type of investor	Correct form of registration	Incorrect form of registration
Individual		
Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company		
Use company title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Trust		
Use the trustee(s) names, not the name of the trust	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estate		
Use the executor(s) personal names, not the name of the deceased	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Partnership		
	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Superannuation Fund		
Use the name of the trustees, not the name of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

APPLICATION FORM

Please read all instructions on the reverse of this form.
Please use block letters.

A Number of Shares

(minimum 10,000 Shares)
(then multiples of 1,000 Shares)

Shares at 20 cents each = **A\$**

B Total amount Payable

cheque(s) to equal this amount

Share Registrar use only

Broker/Dealer Reference – Stamp

Broker Code

Advisor Code

C Full name details *title, given name(s) (no initials) and surname or company name*

Name of Applicant 1

Name of Applicant 2 or <account name>

Name of Applicant 3 or <account name>

D Tax File Number(s)/ABN or exemption category

Applicant 1/company

Applicant 2/trust

Applicant 3/exemption

E Full postal address

Number/street

Suburb/town

State/postcode

G CHESS HIN (if applicable)

H Cheque Details please fill out your cheque details and make your cheque payable to “Dynasty Metals Australia Ltd – Share Issue”

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

F Contact Details

Contact Name

Daytime Telephone Number

Contact Email Address

I Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares and Company. I/We declare that:

- this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
- I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form before applying for Shares.

HOW TO COMPLETE THE APPLICATION FORM

Forward your completed Application Form together with the application money to

Dynasty Metals Australia Ltd
Level 1
10 Stirling Highway
Nedlands WA 6009

OR

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Applications must be received by no later than 5:00 pm, WST on the Closing Date.

Please complete all relevant sections of the Application Form using capital letters.

- A. Enter the number of Shares you wish to apply for. Applications must be for the minimum of 10,000 Shares, and thereafter in multiples of 1,000 Shares.
- B. Enter the total amount of application money payable. To calculate the amount, multiply the number of Shares applied for by the amount of 20 cents per Share.
- C. Enter the full name(s) and title(s) of all legal entities that are to be recorded as the registered holder(s). Refer to the name standards below for guidance on valid registration.
- D. Enter the tax file number(s) or ABN(s) of the applicant(s). With a joint holding, only the tax file numbers of two holders are required.
- E. Enter the postal address for all communications from Dynasty. Only one address can be recorded.
- F. Enter telephone numbers and a contact person that the share registry can speak to if they have any queries regarding this application.
- G. If you are sponsored in CHESS by a stockbroker or other CHESS participant, enter your Holder Identification Number (HIN). Otherwise, leave the boxes marked "CHESS HIN" blank and on allotment, you will be sponsored by Dynasty and a Shareholder Reference Number will be allocated to you.
- H. Complete cheque details as requested. Payment must be made in Australian currency and cheques must be drawn on an Australian bank. Cheques or bank drafts must be payable to "Dynasty Metals Australia Ltd – Share Issue" and crossed not negotiable.
- I. Before completing the Application Form the applicant(s) declares that he or she has read the Prospectus to which the application relates. The applicant(s) agree(s) that this application is for Shares in Dynasty Metals Australia Ltd upon and subject to the terms of the Prospectus, agree(s) to take any number of Shares equal to or less than the number of Shares indicated in Box A that may be allotted to the applicant(s) pursuant to the Prospectus and declare(s) that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Correct forms of title

Only legal entities may be registered as holders of the Shares. Applications must be in the full name(s) of natural persons, companies or other legal entities. Shares cannot be registered in the name of a trust and no trust can be implied. The name of a beneficiary or any other registerable name may be included by way of account description if completed exactly as described in the examples of correct forms of registerable names below.

Type of investor	Correct form of registration	Incorrect form of registration
Individual		
Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company		
Use company title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Trust		
Use the trustee(s) names, not the name of the trust	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estate		
Use the executor(s) personal names, not the name of the deceased	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Partnership		
	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Superannuation Fund		
Use the name of the trustees, not the name of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

www.dynastymetals.com.au



**1st Floor, 10 Stirling Hwy
Nedlands
Western Australia 6009**

P: (08) 9389 1884

F: (08) 9389 1284

E: admin@dynastymetals.com.au