7 NOVEMBER 2018 **ASX ANNOUNCEMENT**

NEW SALE AGREEMENT: MRG TO ACQUIRE HIGH POTENTIAL HEAVY MINERAL SANDS PROJECT IN MOZAMBIQUE UNDER NEW TERMS

Highlights

- **Terms for a new Sale Agreement has been reached in principle with a majority of shareholders and formal documents are in the process of being executed, to acquire 100% of the HMS Mozambique project under new revised terms, that benefit all MRG shareholders**
- **Vendors have agreed to an initial 12-months escrow on MRG securities**
- **Existing Legal proceeding to be dismissed by mutual agreement**
- **Shareholder approval of the transaction to be sought via EGM, and Notice of meeting Draft now being prepared for ASX review**

MRG Metals Limited (ASX: MRQ) is pleased to announce that it re-established negotiations and has now reached agreement on revised terms, to acquire Sofala Resources Pty Ltd and Trophosys Pty Ltd.

During the period of Trading Halt and subsequent Voluntary Suspension, terms of a new Sale Agreement were agreed to in principle with the majority of shareholders of all parties and the process of arranging execution of the Sale Agreement by the various parties has commenced, with exchange anticipated to occur in coming days."

Terms of the Sale Agreement are detailed below, but the key changes from the previous Heads of Agreement are:

- MRG to pay upfront consideration to acquire 100% of Trophosys/Sofala/Sofala Mozambique, which has reduced to 90 million shares (MRQ) and 90 million Options (MRQOB;
- Subsequent Milestone payments have reduced to 160 million shares and 320 million shares;
- Initial payment of Shares and Options will be subject to voluntary escrow for a period of 12 months. Performance milestones will be subject to 3 months escrow;
- Conditions precedents, other than Shareholder and ASX approvals have been removed;
- MRG has agreed to pay Sofala Mozambique tax liabilities should they be imposed by the Mozambique Government on the sale transaction;
- MRG has waived the Due Diligence period as this was completed previously; and
- MRG has agreed to proceed to seek Shareholder approval for the transaction as soon as possible after the ASX approves the Notice of Meeting documentation.

Key Terms of the Sale Agreement are:

1. MRG will purchase:
   (a) all of the shares in Trophosys Pty Ltd (**Trophosys**) from its shareholders (**Trophosys Purchase**); and
   (b) all of the shares in Sofala Resources Pty Ltd (**Sofala**) from its shareholders (**Sofala Purchase**), which includes the Mozambique Company holding the agreed heavy mineral sands assets in Mozambique.

2. The total consideration for the Sofala Purchase and the Trophosys Purchase will be:
   (a) 90,000,000 quoted ordinary shares in MRG Metals Limited (**MRG Share**), together with one free attaching MRQOB Option for each MRG Share issued (**Consideration Shares and Options**);
   (b) 160,000,000 Class A Performance Rights in MRG Metals Limited (**MRG**), each convertible to 1 fully paid MRG Share on the publishing of a JORC 2012-compliant Mineral Resource suitable for a scoping study of greater than 350,000,000 tonnes at a minimum of 5% Total Heavy Mineral (THM) within two years of completion of the Sofala Purchase and the Trophosys Purchase (**Completion**); and
   (c) 320,000,000 Class B Performance Rights in MRG, each convertible to 1 fully paid MRG Share following completion of a Scoping Study on the HMS Projects showing positive economics combined with a MRG Board decision to commence a PFS within 60 days following completion of the Scoping Study
   (d) If the HMS Projects are sold at a valuation greater than $100 million cash or based on consideration that is valued by an Independent Expert's Report, prior to the completion of (b) or (c), then all shares under (b) and (c) will be issued.
   (e) Reimburse Sofala loans (not to exceed US$100,000).

3. MRG will be responsible for payment of any tax payable by the Sofala shareholders and the Trophosys shareholders to the Mozambique Authorities directly arising from the Sofala Purchase.

4. All Consideration Shares and Options will be subject to voluntary escrow for a period of 12 months from date of issue. The shares to be issued pursuant to the Class A Performance Rights and Class B Performance Rights will be subject to voluntary escrow for a period of 3 months from the date of issue. If MRG sells the HMS Projects, then any period of voluntary escrow on foot will cease on the date of completion of that sale.

5. Completion will be subject to the following conditions precedent being achieved (**Conditions Precedent**):
   (a) MRG receiving ASX approval to the transactions contemplated by the Sofala Purchase and the Trophosys Purchase (**Transactions**); and
   (b) MRG receiving its Shareholders' approval to the Transactions.

6. Completion will take place within 14 days after all of the Conditions Precedent are achieved.

7. The directors of Trophosys will resign on a no claim basis and will be replaced by MRG's nominated directors, at Completion.

8. Each party will bear its own costs in connection with the Proceedings and the Transactions.

The Voluntary Suspension in MRG's securities can now be lifted.

Previous Heads Of Agreement ("HOA") refer ASX Announcement 14 May 2018:

Under the HOA, MRG will have 30 days to carry out due diligence to satisfy itself to acquire all of the issued capital of Sofala and Trophosys.

Upon satisfaction of due diligence, approval by MRG Shareholders will be sought at a General Meeting. Following Shareholder and regulatory Approval and at Settlement of the transaction, MRG will:

- *Reimburse Sofala loans (not to exceed US$100,000).*
- *Issue 175,000,000 MRQ fully paid ordinary shares and 175,000,000 MRQOB options to the Sofala and Trophosys shareholders.*

Milestone payments and timeframe for payments:

1. *Within 24 months of Settlement and the achievement of a 350M tonne JORC 2012 compliant resource (minimum Total Heavy Minerals (THM) of 5%), MRG shall issue 240,000,000 MRQ fully paid ordinary shares to Sofala and Trophosys shareholders.*
2. *Following completion of a Scoping Study on the HMS Projects showing positive economics combined with a MRG Board decision to commence a PFS at any time after Settlement or within 30 months MRG shall issue 480,000,000 MRQ fully paid ordinary shares to Sofala and Trophysys. Further, the Sofala and Trophosys shareholders will voluntarily escrow 240,000,000 of these shares, until such time that MRG achieves a Market Capitalisation greater than A$100M for greater than 30 days or for a period of 24 months from issue, whichever occurs first. If the HMS Projects are sold at a valuation greater than $100 million cash or based on consideration that is valued by an Independent Expert's Report, prior to the completion of milestone 2, then all shares under milestones 1 and 2 will be issued.*

MRG Chairman, Andrew Van Der Zwan commented "It is pleasing for the parties to come back together and reach an in principle agreement on acquisition of these highly prospective Projects in a world class HMS mineral province. MRG has reviewed more than 120 projects in pursuit of a Company making project and this acquisition has the potential to meet this objective. The Projects have enormous scale potential and the revised acquisition terms is a good outcome for Shareholders. I'd like to thank the Shareholders of Sofala and Trophosys in recognising the best path forward for all parties was to consummate a deal. We now look forward to progressing the project to the benefit of all Shareholders. We will announce shortly our exploration plans which we will look to implement as soon as possible."

PROJECT HIGHLIGHTS:

Subject to ASX and Shareholder approval the acquisitions will see MRG owning the Corridor, Linhuane and Marao/Marucca mineral sands Projects in the extensively endowed Xai Xai and Inhambane Provinces of south-east Mozambique (refer Figure 1).

- **These HMS Projects have delivered excellent past drill results. The most advanced HMS Project is the Corridor Project where all of the 35 wide spaced drillholes intersected HMS mineralisation; all included high grade assay intervals from surface up to 90m depth over an area of 14kms by 9kms on Corridor Central and 14kms by 6kms on Corridor South.**
- **Highlights include:**
  - **Corridor Central**
    - **DH CS100 - 36m @ 5.2%THM from surface.**
    - **DH CS101- 39m @ 6.7%THM from surface; including 12m @ 9.8% THM from 21m.**
    - **DH CSEX32- 87m @ 3.62%THM from surface to EOH; including 27m @ 6.8% THM from 39m.**
  - **Linhuane**
    - **DH LP1255 – 10.5m @ 15.8%THM from surface to EOH**
    - **DH LP1272 – 10.5m @ 17.9%THM from surface to EOH**
- **Titanium and zircon prices remain firm as demand continues to expand.**

Sofala has secured these highly prospective exploration projects and Sofala directors have an intimate knowledge of the mineral sands potential of Mozambique, providing Sofala and MRG with a significant first mover advantage.

- The **Corridor Project** consists of **Corridor Central** Exploration License (EL) 6620L and **Corridor South** Exploration Licence 6621L and cover 387km^2. These areas were drilled by Southern Mining Corporation and comprise the most advanced project within the portfolio.
- **Linhuane Project** consists of Exploration Licence application 7423L and comprises 113km^2 of a palaeodune adjacent to the coast that Rio Tinto undertook shallow drilling on.
- **Marao/Marruca Project** consists of Exploration License applications 6842L and 6846L that cover 491km^2 of a palaeodune system that lies approximately 50km from the present coastline.

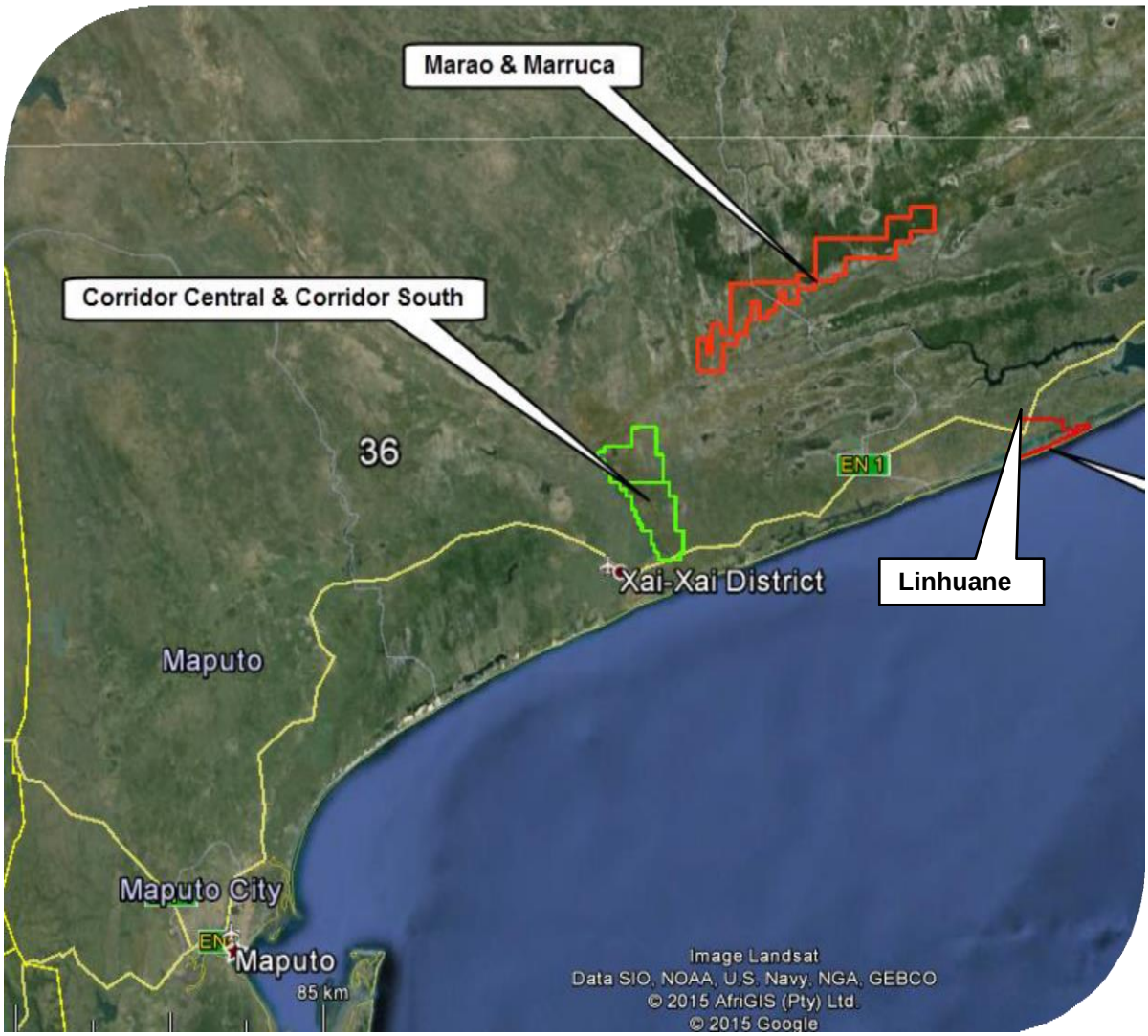

Figure 1: Project locations.

Foreign & Historic Drill Data Background

Corridor Project:

The foreign and historic drill information presented in this release was originally collected by Southern Mining Corporation (SMC), a company incorporated in the Republic of South Africa and a listed Company on the Securities Exchange in Johannesburg (JSE). SMC evaluated the globally significant Corridor Sands heavy mineral sand deposit between 1998 and 2003 and eventually progressed the project through to a Bankable Feasibility Study (BFS) in conjunction with their partners – Western Mining Corporation (WMC) in the year 2000. SMC was eventually purchased by WMC in 2003 which was in turn taken over by BHP in 2005. The main focus of SMC at that time was the main Corridor Deposit but between 1999 and 2000 the Company undertook additional exploration (35 historic drill holes referred to in this release) some 15 to 35km to the south and drilled the tenements now being considered for acquisition by MRG Metals.

Details pertaining to the reliability and quality of the foreign and historic data is presented in Appendix 1 – JORC Table 1 format compiled by Dr Mark Alvin. Dr Alvin has endeavoured, by making all reasonable enquires, to confirm the authenticity, accuracy and completeness of the technical information upon which this release is based. It has not been possible to access original records with the passing of almost 20 years. The exploration and resource activities undertaken by SMC and later WMC over the greater Corridor Sands project that includes the drill data on the Corridor Central and South licenses has been completed to BFS level. Since 2000 the work was primarily undertaken by WMC who was considered a global leader in exploring for and developing mines. WMC had a reputation of maintaining high geoscientific integrity and utilising world best practice in exploration and operations. Whilst it is not possible to completely verify the accuracy and quality of the drill information due to the historic nature of the drill data there is sufficient evidence confirming that the holes were accurately located on the tenements, the sample analysis was undertaken using industry standard techniques and reported to industry standard total heavy mineral and slimes contents. Furthermore, the exploration results show significant zones of heavy mineral sands mineralisation and allow the Company to potentially fast track and focus its exploration efforts post settlement.

It is on this basis that Dr Alvin considers the drill data presented in this release to be material to the assessment of the project being considered for acquisition by MRG Metals. Details of the proposed work plan to verify the historic drill data is presented in Appendix 1, and includes drilling new holes to confirm the depth and grades of mineralisation and to undertake rigorous QA/QC procedures to ensure that future drill information can comply with JORC 2012.

Corridor Project:

The Corridor Project consists of Corridor Central (EL6620L) and Corridor South (EL6621L) licenses. Foreign and Historic first pass RC drilling yielded elevated total heavy mineral ("THM") assay intervals in all of 35 completed holes (Appendix 2). This wide spaced drilling on EL6620L encountered high grade mineralisation from surface to 90m depth over an area of 14km x 9km. Drilling on EL6621L has encountered high grade mineralisation over an area of 14km x 6km. Refer Appendix 2 for drill hole data.

Better drill intercepts included:

DH CS100	36m @ 5.2%THM from surface.
DH CS101	39m @ 6.7%THM from surface; including 12m @ 9.8% THM from 21m.
DH CSEX32	87m @ 3.62%THM from surface to EOH; including 27m @ 6.8% THM from 39m.

The mineralisation is associated with HMS sourced from the interior of Mozambique, deposited by the Limpopo River and suggests significant exploration upside to delineate a substantial resource.

Corridor Projects Drillhole Location

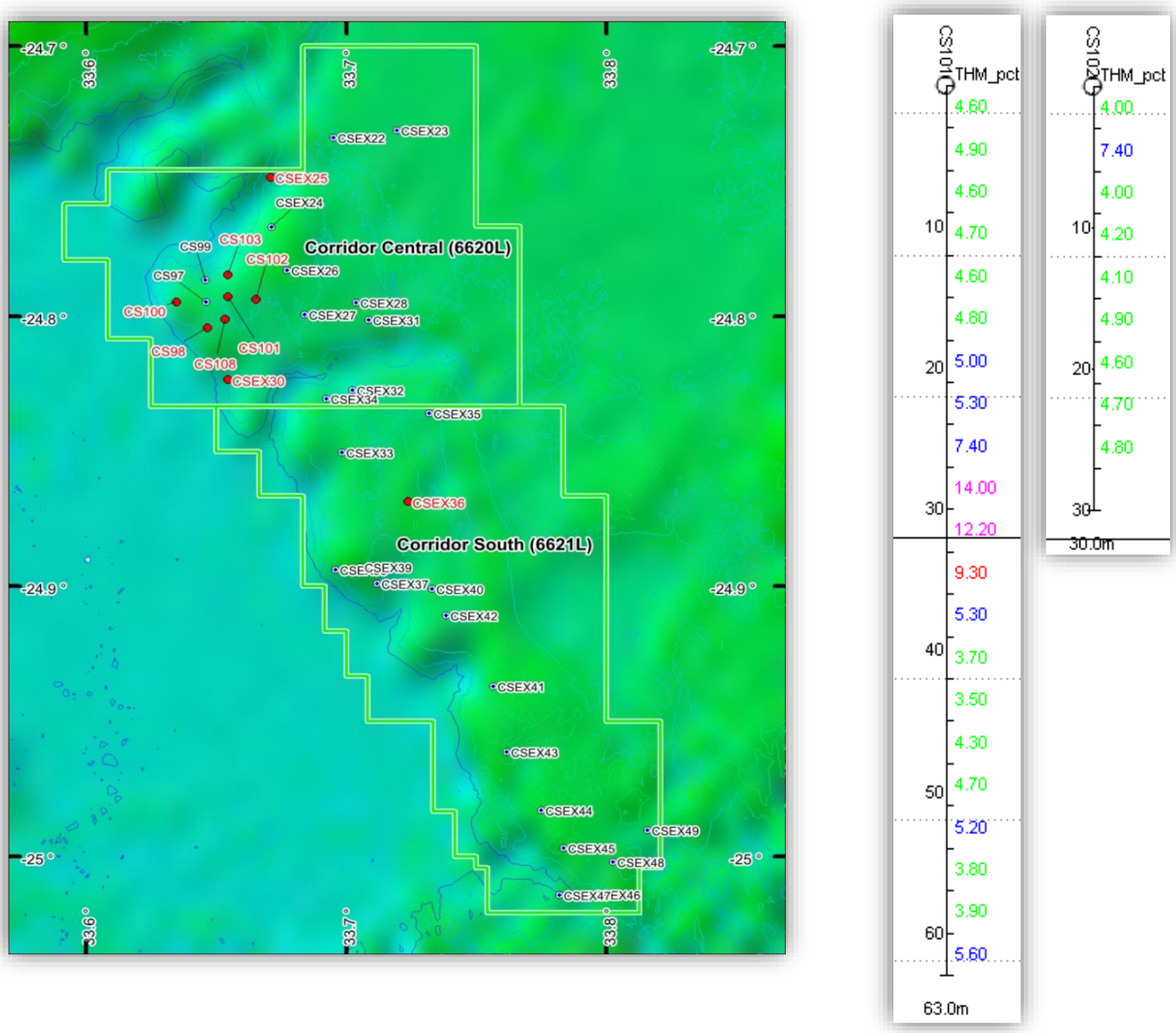

Figure 2: Drillhole location plan over the Corridor South and Central tenements.
Note: Every drill hole contained ore grade heavy mineral sand intersections

The Corridor Projects lie on the north-eastern side of the Limpopo River alluvial plain in a similar geological setting as the currently mined Corridor 1 and Chilubane deposits. The Corridor 1 deposit lies 10km north of the licences and the Chilubane deposit immediately to the south (refer Figure 3).

The globally significant Corridor 1 deposit, which is in production northwest of the Corridor Projects, is a US$471million JV between the Mozambique Government and a Chinese consortium led by Anhui Foreign Economic Construction Group.

The Chilubane deposit to the south of the Corridor Project is owned by Rio Tinto and is currently undergoing a feasibility study as a precursor to mining.

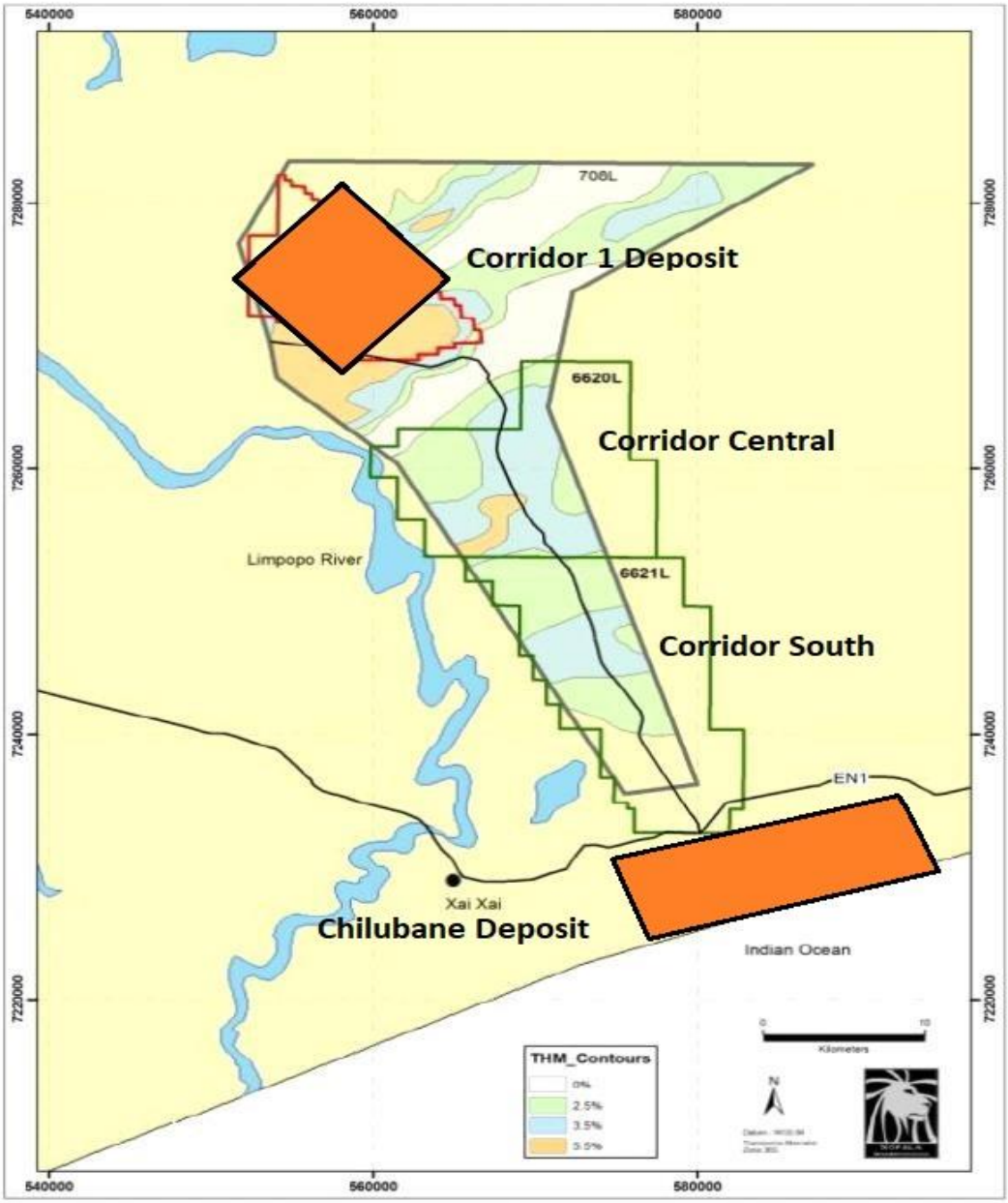

Figure 3: Corridor 1 deposit and Chilubane deposit location map (orange polygons).

Note: The THM contours were derived from the drill programs conducted over the greater Corridor project that includes the drill information presented in this release.

Foreign & Historic Drill Data Background

Linhuane and Marao Projects

The foreign and historic drill information presented in this release was originally collected by Rio Tinto (RT) as part of their regional exploration programs in Mozambique. The drill data was collected between the years 2000 and 2001 from areas covering the Linhuane and Marao license areas.

Details pertaining to the reliability and quality of the foreign and historic data is presented in Appendix 1 – JORC Table 1 format compiled by Dr Mark Alvin. Dr Alvin has endeavoured, by making all reasonable enquires, to confirm the authenticity, accuracy and completeness of the technical information upon which this release is based. It has not been possible to access original records with

the passing of almost 20 years. Rio Tinto is an internationally recognised explorer and producer that have a reputation of maintaining high geoscientific integrity and utilising world best practice in exploration and operations. Whilst it is not possible to completely verify the accuracy and quality of the auger drill information due to the historic nature of the drill data there is sufficient evidence presented in Appendix 1 to provide a high level of confidence the information is reliable and material to assessment of the project being considered for acquisition by MRG Metals. Once the tenure is granted the Company proposes to conduct further drilling activities – auger or AC to confirm the depth and grades of the mineralisation and undertake rigorous QA/QC procedures to ensure that future drill information can comply with JORC 2012.

Linhuane Project:

This Project is under application and is located in Gaza Province covering an area of 113km^2 including a 20km strike of a prospective palaeodune feature, adjacent to the present coast. Open file reports indicate Rio Tinto conducted shallow reconnaissance exploration drilling within the licence. Auger drill holes were reportedly 500m apart on drill traverses 3km apart. Results show continuous zones of high grade THM to depths of 10m @ 5% - 25% THM. No drilling information below 10.5m depth (refer Figure 4). Refer Appendix 3 for drill hole data.

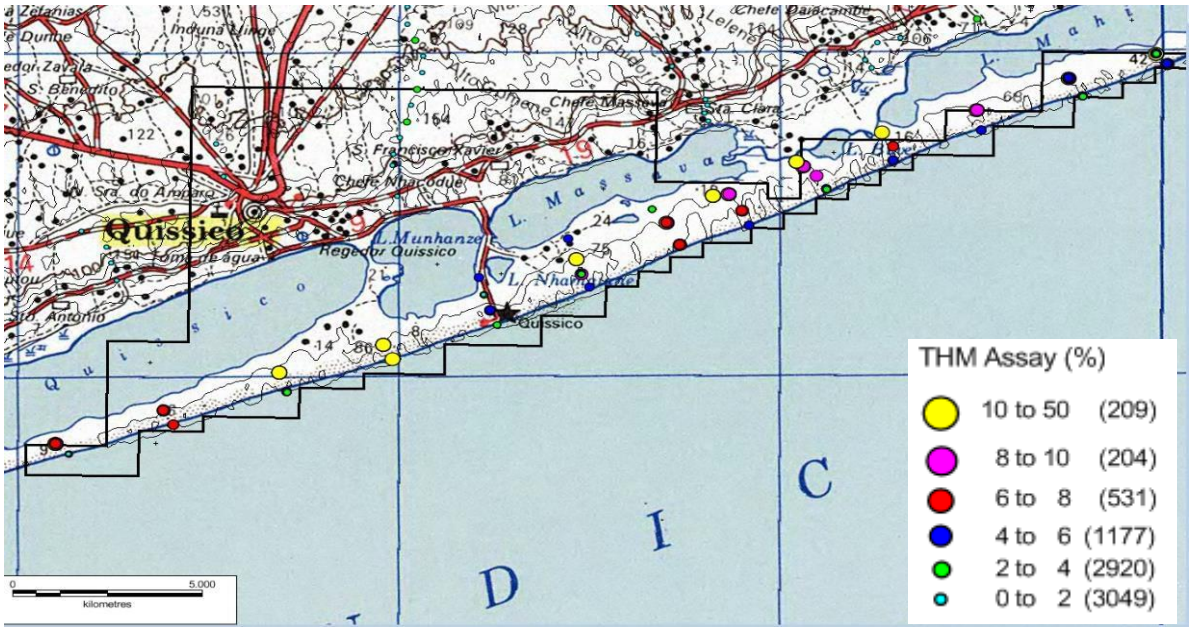

Figure 4: Linhuane project application area.

Marao/Marruca Project:

This project covers an ancient Heavy Mineral strandline. The Marao licence was previously drilled by Rio Tinto and the Marruca application along strike is untested. Open file reports show Rio Tinto undertook shallow reconnaissance exploration on a small portion of the Marao licence 6842L. Grades of 1.5%-2.0% THM from surface to 10.5m downhole, ending in 2.0% THM. Significant result includes 9m @ 2.85% THM with low slimes, typically 10% or less. Surface mineralisation extends up to 7km along strike with drill holes 1km apart. Combined prospective palaeodune strike length of 75km, inland from an interpreted palaeoshoreline. The extent of the mineralisation has never been systematically tested at depth or along strike. Refer Appendix 4 for drill hole data for Marao.

Mozambique - World class Titanium province:

Mozambique is a developing country with an emergent mining and exploration industry. It has an extensive 2,700km-long coastline that has proven to be highly prospective for large titanium and zircon heavy minerals sand deposits. Mozambique has the largest titanium feedstock resources in the world. Modern HMS exploration commenced in the 1980's with discovery of deposits in Nampula (Namalope and Moebase deposits) and Gaza Provinces (Corridor Sands deposit). Early exploration was conducted by Western Mining Corporation & BHP Billiton (Corridor Project), Gencor, Anglo American, Iscor, Iluka Resources and Rio Tinto.

In 2014 the Mozambique government, Anhui Foreign Economic Construction Group (AFECC) and Yunnan Xinli Non-ferrous Metal Company (YXNM) formed the US$471 million Chibuto Joint Venture (CJV). AFECC is currently in production.

Kenmare Resources operates the Moma Mine on the northeast coast of Mozambique and is in production.

Rio Tinto through a joint venture with Savannah Resources is developing the Mutamba and Chilubane projects which are at the feasibility stage.

Other mineral sands explorers in Mozambique include Mozmin Resources, Regius Resources and Pathfinder Minerals.

Forward looking statements

Some of the statements appearing in this document may be in the nature of forward looking statements. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected.

Neither the Company nor any of its officers, or any person named in this document or involved in the preparation of this document, make any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, and prospective investors are cautioned not to place undue reliance on those statements.

The forward looking statements in this document reflect views held only as at the date of this document. The Company does not have an obligation to disseminate after the date of this document any updates or revisions to any such statements to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any of those statements are based unless required to do so under the Corporations Act to update or correct this document or pursuant to the Company's continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

Competent Person's Statement

The information in this report that relates to Exploration Results is based on, and fairly represents, information and supporting documentation prepared by Dr Mark Alvin, who does not work for MRG Metals. Dr Alvin is a Member of The Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which has been undertaken to qualify as Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Dr Alvin consents to the inclusion in this release of the matters based on the information in the form and context in which they appear. Dr Alvin is a shareholder of Sofala Resources and does not hold any shares in MRG Metals.

Appendix 1

JORC Code, 2012 Edition – Table 1

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	• *Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.* • *In cases where 'industry standard' work has been done this would be relatively simple (eg 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (eg submarine nodules) may warrant disclosure of detailed information.*	**Corridor Central and South** • Aircore drilling was undertaken to obtain samples for analysis at 3m intervals (1 drill rod) and less commonly 6m intervals (2 drill rod lengths) • Full details of the sampling techniques are not known due to the foreign and historic nature of the drilling information. • 3m or 6m samples were taken and submitted for THM and slimes content analysis **Linhuane and Marao** • Auger drilling was undertaken to obtain samples for analysis at 1.5m intervals (one and a half drill rod lengths) • The auger drill spoil was quarter-cone split in the field to produce a 1 to 2kg sample that was submitted for THM, Oversize and Slimes analysis
Drilling techniques	• *Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).*	**Corridor Central and South** • Aircore (AC) drilling was used • Wallis Drilling and Westside Drill Companies were engaged to undertake the drilling over the Corridor Central and South tenements and also over the main Corridor Sands deposit • Aircore is considered a standard industry technique for HMS mineralization. Aircore drilling is a form of reverse circulation drilling where the sample is collected at the face and returned inside the inner tube • Aircore drilling is a face sampling technique All drill holes were vertical **Linhuane and Marao** • Auger drilling using a manual system by Dormer Engineering

Criteria	JORC Code explanation	Commentary
		• Drill rods are 1m long • 62mm open hole drilling technique • There is potential for contamination in open hole drilling techniques • All drill holes were vertical
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.* • *Measures taken to maximise sample recovery and ensure representative nature of the samples.* • *Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.*	**Corridor Central and South** • Full details of the drill recoveries are not known due to foreign and historic nature of the drilling information. • It is not known if the recoveries affected sample bias in the determination of grade analysis **Linhuane and Marao** • Auger drilling is considered to be an early stage relatively unsophisticated technique of drilling • It is open hole and drill recoveries are estimated according to the volume of drill spoils that forms from the interval piles. • It is not known if the recoveries affected sample bias in the determination of grade analysis
Logging	• *Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.* • *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.* • *The total length and percentage of the relevant intersections logged.*	**Corridor Central and South** • 3 metre or 6 metre drill logging was carried out describing the geology (sand, clay or silt) colour and grainsize • The logging is considered qualitative and subject to variation depending on the geologist logging the hole • Every drillhole was logged from top of the hole to the end of the hole • Full details of the logging process is not known due to the foreign and historic nature of the drilling information **Linhuane and Marao** • The 1.5m auger intervals were each qualitatively logged and entered into a field pocket PC prior to validation and uploading into a master database • The samples were logged for lithology, colour, grainsize, rounding, sorting, hardness, estimated THM%, and any relevant comments - such as slope, vegetation, or cultural activity • Every drillhole is logged in full
Sub-sampling techniques and sample preparation	• *If core, whether cut or sawn and whether quarter, half or all core taken.* • *If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.* • *For all sample types, the nature, quality and appropriateness of the*	**Corridor Central and South** • Full details of the sub-sampling techniques and sample preparation and specifically ensuring sample representivity are not known due to foreign and historic nature of the drilling information • Sampling AC derived material is considered appropriate and industry

Criteria	JORC Code explanation	Commentary
	sample preparation technique. • *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* • *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.* • *Whether sample sizes are appropriate to the grain size of the material being sampled.*	standard when exploring and drilling out mineral sand anomalies or orebodies **Linhuane and Marao** • The homogenized 1.5m drill spoil composites were quarter-coned onsite • A total of 1 to 2kg was collected into a calico bag and sent to the internal Rio Tinto laboratory for THM%, Oversize% and Slimes% analysis • At the laboratory the sample was riffle split by single tier riffler to about a 300gm sub-sample • Full details of the sub-sampling techniques and sample preparation and specifically ensuring sample representivity are not known due to foreign and historic nature of the drilling information • Sampling auger derived material is considered appropriate and industry standard for the initial evaluation of prospective areas prior to more targeted follow-up with AC drilling
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.* • *Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.*	**Corridor Central and South** • The Aircore samples were first screened for removal and determination of silt content (slimes) and the remainder of the sample was analysed for total heavy mineral (THM %) content by heavy liquid separation • This is an industry standard technique for determining insitu heavy mineral sand content • Full details the quality control procedures adopted during the drilling and sampling assessment specifically issues around accuracy and precision are not known due to the foreign and historic nature of the drilling information • Refer to SRK review in the verification of sampling and assay **Linhuane and Marao** • The initial 1 to 2kg auger samples were split progressively down to 300 to 400g. • The 300 to 400g samples were attritioned to break up any clay particles adhering to the minerals • The attritioned sample was then screened for removal and determination of slimes content (minus 45micron) • The sand fraction was screened to remove the oversize (plus 1mm fraction) • The remainder of the sample (-45um to 1mm) was split a second time

Criteria	JORC Code explanation	Commentary
		with a Jones micro riffle splitter to produce a 100 to 160g sample which was analysed for total heavy mineral (THM %) content by heavy liquid separation using LST (density 2.85) • This is an industry standard technique for determining insitu heavy mineral sand content • Laboratory duplicates were processed every 25th sample and monitored daily against defined precision values • No standards were used
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *The use of twinned holes.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	**Corridor Central and South** • As published in the Annual Report submitted the Johannesburg Stock exchange for the year 2000. Leading independent consultant SRK was engaged by SMC to twin a number of boreholes from the greater Corridor Sands project previously drilled by SMC. The samples were submitted to another independent laboratory that was used by SMC with the intention of verifying the drill data. The evaluation concluded the project represents a world class resource in size, grade and product quality. • The drill data from the Corridor central and south tenements was drilled as part of the greater Corridor Sands project • If the project is acquired by MRG Metals, as part of its future drill programs it will be conducting its own drill programs to verify the foreign and historic data. **Linhuane and Marao** • An external duplicate was sent to Lakefield in South Africa at a rate or 1 per day and submitted every 14 days • The internal and external THM%, Oversize% and Slimes% data was reviewed using a set of internal guidelines established by Rio Tinto. • No detailed information has been assessed that reviews the performance of the internal laboratory
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* • *Specification of the grid system used.* • *Quality and adequacy of topographic control.*	**Corridor Central and South** • The holes were drilled over successive field campaigns in 1999 and 2000 (August and Sept). • The collar information is recorded in UTM zone 36 south WGS 84 to 2 decimal places • The collar information is also recorded in Lat/Long WGS84 to 4 decimal places • Down hole surveys are generally not required for vertical holes • Whilst full details of the location of the data points is not known due to

Criteria	JORC Code explanation	Commentary
		the foreign and historic nature of the drilling information the hole locations were crossed checked in a GIS against publically reported maps and plans and peer-reviewed scientific papers showing the location of heavy mineral sand anomalies within the tenements. It was determined that the higher grade THM hole locations match the locations of the high grade anomalies and provided strong confidence in the drill collar locations. **Linhuane and Marao** • The auger holes were drilled over successive field campaigns in 2000 and 2001. • The collar information is recorded in UTM zone 36 south WGS 84 to 0 decimal places • A hand held Garmin 12XL GPS was used to record the information. The degree of accuracy using GPS at the time is estimated at 10 to 15m • This degree of accuracy is appropriate for first pass auger drilling exploration
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* • *Whether sample compositing has been applied.*	**Corridor Central and South** • The drill holes are wide spaced 1km to 5km apart and have been designed to delineate large zones of mineralization • The drill spacing and distribution is sufficient to establish a degree of geological and grade continuity even at 1km spaced drill holes. **Linhuane and Marao** • The auger drilling spacing at Linhuane is 500 x 2500m and targeted along a significant dunal feature. The mineralization and geological continuity is evident along the dunal feature. • The auger drilling at Marao was dictated by access tracks with holes drilled every 1km and is not considered a systematic test to determine geological or grade continuity
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* • *If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.*	**Corridor Central and South** • With wide spaced drill holes and the intention to discover broad zones of homogenous thick zones of THM mineralization the orientation of the first pass drill program is not considered relevant. • Future close spaced drill programs may discover grade variations associated with dip or cross strike high grade zones of mineralization. • Drill holes were vertical and the nature of the mineralisation is relatively horizontal • The orientation of the drilling is considered appropriate for testing the

Criteria	JORC Code explanation	Commentary
		lateral and vertical extent of homogenous HM mineralization without bias **Linhuane and Marao** • At Linhuane the auger drill testing was oriented to cross the mineralized dunal feature in a perpendicular fashion • At Marao the auger drill lines were located approximately perpendicular to the strike of the palaeoshoreline
Sample security	• *The measures taken to ensure sample security.*	**Corridor Central and South** • Full details regarding the sample security are not known due to foreign and historic nature of the drilling information **Linhuane and Marao** • Samples were transported from the field by Rio Tinto employees to the Rio Tinto Inhambane laboratory. Samples were signed for by the laboratory manager after checking. • Samples sent to Lakefield South Africa were transported by Rio Tinto employees from the Inhambane laboratory to Maputo office. The samples were then transported by DHL to South Africa.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	**Corridor Central and South** • This Table 1 summary represents the first review of the foreign and historic data **Linhuane and Marao** • This Table 1 summary represents the first review of the foreign and historic data

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	• *Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* • *The security of the tenure held at the time of reporting along with any known impediments to obtaining a license to operate in the area.*	**Corridor Central and South (granted)** • The foreign and historic drill exploration results were originally drilled on tenements owned by SMC • The tenements and project was subsequently bought by Western Mining Corporation under a protracted purchase agreement between 2002 and finalized in 2003. The asset was then bought by BHP through the US$7.3b takeover of WMC in addition to many other assets held by WMC at the time. • The current tenements of Corridor Central and South are owned 100% by Sofala Mining and Exploration Limitada • Traditional landowners and village Chiefs of the affected villages will be consulted prior to accessing the areas for on the ground exploration activities. **Linhuane and Marao (in application)** • The foreign and historic drill exploration results were originally drilled on tenements (565R) owned by Rio Tinto • The current tenement applications of Linhuane and Marao are owned 100% by Sofala Mining and Exploration Limitada
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	**Corridor Central and South** • The data presented in this release was originally drilled by SMC between 1999 and 2000. No other historic exploration work has been found over the Corridor Central and South projects. **Linhuane and Marao** • The data presented in this release was originally drilled by Rio Tinto between 2000 and 2001 • The data was accessed from the open file records available at the MEM
Geology	• *Deposit type, geological setting and style of mineralisation.*	**Corridor Central and South** • The Corridor Sands heavy mineral sand (HMS) ilmenite - zircon - rutile deposit is located just to the north-east of the Limpopo river, near the town of Chibuto, some 190 km north-east of Maputo and 50 km inland from the Indian Ocean coast in Gaza Province of southern Mozambique. Corridor is hosted within deltaic, estuarine and shoreline sediments deposited at the mouth of the palaeo-Limpopo River, when it also carried the outflow of the Zambezi, Sashi and Kafue rivers. The heavy minerals transported from inland were

Criteria	JORC Code explanation	Commentary
		winnowed by both longshore currents and onshore winds to produce heavy mineral concentrations in high aeolian sand palaeo-dunes. Subsequent structural uplift associated with the Rift Valley, has both redirected the Zambezi-Kafue river system from the Limpopo valley and resulted in a regression such that the Corridor HMS accumulations are now stranded some 50 km inland from the coast. • The mineralization drilled on the Corridor Central and South tenements is part of the greater Corridor heavy mineral sands system **Linhuane and Marao** • The geology of the Linhuane tenement is dominated by modern dunes that extend along the coastline of this region. The dunes range from 30 to 60m high and have been created from consistent NW directed winds from the Indian Ocean. • The geology of the Marao area is thought to represent palaeodunes formed at a similar time to the main Corridor 1 deposit.
Drill hole Information	• *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:* ○ *easting and northing of the drill hole collar* ○ *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* ○ *dip and azimuth of the hole* ○ *down hole length and interception depth* ○ *hole length.* • *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	**Corridor Central and South** • All of the historic drill holes from the Corridor Central and South tenements are reported in Appendix 2. • Since all of the holes contain mineralised THM intervals they are considered material to this release. **Linhuane and Marao** • All of the historic drill holes from the Linhuane and Marao tenements are reported in Appendix 3 and 4 respectively. • Since all of the auger holes contain some mineralised THM intervals they are considered material to this release
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.* • *The assumptions used for any reporting of metal equivalent values should be clearly stated.*	**Corridor Central and South** • Length weighted intervals are reported in full for each hole (Appendix 2) **Linhuane and Marao** • Length weighted intervals are reported in full for each hole (Appendix 3 and 4)
Relationship	• *These relationships are particularly important in the reporting of*	**Corridor Central and South**

Criteria	JORC Code explanation	Commentary
between mineralisation widths and intercept lengths	*Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* • *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').*	• The nature of the mineralisation is broadly horizontal, thus vertical aircore holes are thought to represent close to true thicknesses of the mineralisation • Downhole widths are reported **Linhuane and Marao** • The nature of the mineralisation is broadly horizontal, thus vertical auger holes are thought to represent close to true thicknesses of the mineralisation • Downhole widths are reported
Diagrams	• *Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	**Corridor Central and South** • Figures and plans are displayed in the main text of the Release **Linhuane and Marao** • Figures and plans are displayed in the main text of the Release
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	**Corridor Central and South** • All results are considered material and have been reported and tabulated in Appendix 2. **Linhuane and Marao** • Figures and plans are displayed in the main text of the Release
Other substantive exploration data	• *Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	**Corridor Central and South** • Mineral assemblage work based on magnetic separation techniques and XRF analysis has also been completed from the heavy mineral concentrate sample. Full details of the techniques used to derive the mineral assemblage work and chemical analysis are not known due the foreign and historic nature of the drill information but the level of detailed analytical information does provide confidence in the quality of the data. **Linhuane and Marao** • No other substantive historic work has been accessed
Further work	• *The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).* • *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	**Corridor Central and South** • The drill plan shown in the main body of the text shows the tenure has had limited drill testing in a systematic manner. Should the acquisition of the Sofala project proceed then MRG Metals should plan additional AC drilling to assist in delineating coherent zones of mineralization • The drill targeting will be assisted by the foreign and historic drilling presented in this release and potentially enhanced with the flying of a detailed aerial magnetic, radiometric and topographic survey

Criteria	JORC Code explanation	Commentary
		Linhuane and Marao • Future drill targeting will be assisted by the foreign and historic drilling presented in this release and potentially enhanced with the flying of a detailed aerial magnetic, radiometric and topographic survey

Appendix 2. Corridor Central and South projects foreign and historic AC drill data

HOLE_ID	UTM E (WGS84)	UTM N (WGS84)	EOH (m)	DIP	AZIMUTH	FROM (m)	TO (m)	COMPLETE DH THM INTERSECT & AVERAGE SILT%
CS97	565300.88	7257634.27	48	-90	360	0	48	48m @ 3.7% THM & 23.7% silt
CS98	565340.88	7256584.27	54	-90	360	0	54	54m @ 4.0% THM & 24.7% silt
CS99	565280.88	7258534.27	40	-90	360	0	40	40m @ 3.2% THM & 25.7% silt
CS100	564152.88	7257624.27	36	-90	360	0	36	36m @ 5.2% THM & 26.6% silt
CS101	566140.88	7257834.27	63	-90	360	0	63	63m @ 5.8% THM & 23.3% silt
CS102	567240.88	7257734.27	30	-90	360	0	30	27m @ 4.7% THM & 27.6% silt
CS103	566140.88	7258734.27	48	-90	360	0	48	48m @ 4.5% THM & 25.3% silt
CS108	566040.88	7256934.27	42	-90	360	0	42	42m @ 4.4% THM & 24.4% silt
CSEX22	570274.87	7264338.3	93	-90	360	0	93	93m @ 3.6% THM & 14.4% silt
CSEX23	572751.87	7264627.3	75	-90	360	0	75	75m @ 3.4% THM & 18.9% silt
CSEX24	567842.87	7260696.3	90	-90	360	0	90	54m @ 3.7% THM & 19.9% silt
CSEX25	567837.87	7262735.3	75	-90	360	0	75	60m @ 4.6% THM & 16.6% silt
CSEX26	568455.87	7258924.3	81	-90	360	0	81	69m @ 3.5% THM & 21.4% silt
CSEX27	569134.87	7257084.3	90	-90	360	0	90	90m @ 3.5% THM & 19.9% silt
CSEX28	571120.87	7257577.3	90	-90	360	0	90	66m @ 2.4% THM & 18.5% silt
CSEX30	566136.87	7254441.3	63	-90	360	0	63	48m @ 4.4% THM & 25.2% silt
CSEX31	571595.87	7256858.3	75	-90	360	0	75	30m @ 3.9% THM & 15.6% silt
CSEX32	570951.87	7253990.27	87	-90	360	0	87	81m @ 3.6% THM & 24.6% silt
CSEX33	570533.87	7251442.27	81	-90	360	0	81	30m @ 3.1% THM & 22.4% silt
CSEX34	569961.87	7253628.27	78	-90	360	0	78	42m @ 3.4% THM & 22.4% silt
CSEX35	573945.87	7253020.27	78	-90	360	0	78	18m @ 1.7% THM & 12.4% silt
CSEX36	573100.87	7249405.27	75	-90	360	0	75	48m @ 4.5% THM & 21.3% silt
CSEX37	571890.87	7246045.27	75	-90	360	0	75	42m @ 3.3% THM & 23.6% silt
CSEX38	570261.87	7246633.27	60	-90	360	0	60	24m @ 3.1% THM & 14.9% silt
CSEX39	571227.87	7246739.27	60	-90	360	0	60	42m @ 3.7% THM & 22.4% silt
CSEX40	574022.87	7245827.27	84	-90	360	0	84	72m @ 3.5% THM & 22.7% silt
CSEX41	576371.87	7241827.27	87	-90	360	0	87	87m @ 3.1% THM & 20.1% silt
CSEX42	574537.87	7244741.27	84	-90	360	0	84	78m @ 3.0% THM & 19.0% silt

CSEX43	576863.87	7239129.27	78	-90	360	0	78	60m @ 2.3% THM & 19.1% slit
CSEX44	578178.87	7236736.27	75	-90	360	0	75	54m @ 2.7% THM & 15.3% silt
CSEX45	579063.87	7235162.27	78	-90	360	0	78	78m @ 2.3% THM & 15.3% silt
CSEX46	580035.87	7233271.27	66	-90	360	0	66	66m @ 2.1% THM & 13.5% silt
CSEX47	578879.87	7233235.27	63	-90	360	0	63	30m @ 1.5% THM & 10.0% silt
CSEX48	580954.87	7234587.27	87	-90	360	0	87	87m @ 3.1% THM & 15.0% silt
CSEX49	582313.87	7235879.27	87	-90	360	0	87	87m @ 2.5% THM & 16.9% silt

Appendix 3. Linhuane foreign and historic auger drill data

HOLE_ID	UTM E (WGS84)	UTM N (WGS84)	EOH	DIP	AZIMUTH	FROM	TO	THM (%)	SLIMES (%)
M119	675335	7266218	6	-90	360	0	6	1.0	11.3
M120	675125	7267213	6	-90	360	0	6	1.3	6.4
M313	679804	7266897	6	-90	360	0	6	1.3	12.1
M314	679976	7267402	6	-90	360	0	6	1.6	6.6
M315	680129	7267902	6	-90	360	0	6	2.3	5.6
M316	680265	7268401	15	-90	360	0	15	1.9	6.3
M322	679780	7266560	9	-90	360	0	9	0.9	10.9
M324	679900	7265600	9	-90	360	0	9	1.1	13.5
LP1238	682506	7261660	6	-90	360	0	6	3.1	2.2
LP1239	682326	7262085	10.5	-90	360	0	10.5	5.9	2.1
LP1240	682162	7262578	10.5	-90	360	0	10.5	2.2	6.6
LP1241	682028	7263092	10.5	-90	360	0	10.5	2.2	7.3
LP1245	684372	7264286	10.5	-90	360	0	10.5	2.7	6.6
LP1246	684597	7263685	9	-90	360	0	9	11.8	0.9
LP1247	684729	7263201	10.5	-90	360	0	10.5	4.4	4.0
LP1248	684936	7262800	7.5	-90	360	0	7.5	3.8	2.6
LP1249	686590	7265212	10.5	-90	360	0	10.5	2.7	6.8
LP1250	686963	7264785	9	-90	360	0	9	9.6	1.2
LP1251	687306	7264112	10.5	-90	360	0	10.5	7.7	1.2
LP1252	689131	7264701	10.5	-90	360	0	10.5	5.2	0.6
LP1253	688946	7265161	6	-90	360	0	6	7.1	1.1
LP1254	688602	7265680	10.5	-90	360	0	10.5	10.8	0.8
LP1255	688197	7265634	10.5	-90	360	0	10.5	15.8	0.7
LP1256	691168	7265820	9	-90	360	0	9	4.2	0.5
LP1257	690898	7266226	9	-90	360	0	9	5.6	0.9
LP1258	690566	7266534	10.5	-90	360	0	10.5	9.9	0.8
LP1260	692928	7266709	7.5	-90	360	0	7.5	4.6	0.6
LP1261	692913	7267143	6	-90	360	0	6	6.2	0.8
LP1262	700133	7269672	10.5	-90	360	0	10.5	7.0	0.6
LP1264	697913	7268690	7.5	-90	360	0	7.5	4.6	0.7
LP1265	697540	7269248	10.5	-90	360	0	10.5	8.2	1.3
LP1266	695254	7267621	9	-90	360	0	9	4.1	0.6
LP1269	679764	7260600	10.5	-90	360	0	10.5	7.1	5.6
LP1270	679515	7261030	10.5	-90	360	0	10.5	15.6	1.4
LP1271	676984	7259583	10.5	-90	360	0	10.5	4.4	5.7
LP1272	676785	7260185	10.5	-90	360	0	10.5	17.9	1.0
LP1273	674004	7258566	10.5	-90	360	0	10.5	5.5	2.4
LP1274	673741	7259018	10.5	-90	360	0	10.5	7.3	2.1
LP1275	671250	7257679	10.5	-90	360	0	10.5	2.2	6.2

Appendix 4. Marao foreign and historic auger drill data

HOLE_ID	UTM E (WGS84)	UTM N (WGS84)	EOH	DIP	AZIMUTH	FROM	TO	THM (%)	SLIMES (%)
MC383	597516	7291471	9	-90	360	0	9	2.3	10.6
MC384	597402	7292460	9	-90	360	0	9	2.2	10.8
MC385	597338	7293523	9	-90	360	0	9	2.5	12.1
MC386	597335	7294450	9	-90	360	0	9	2.9	13.2
MC387	597249	7295448	9	-90	360	0	9	1.8	11.5
MC388	597107	7296342	9	-90	360	0	9	2.5	10.4
MC389	596748	7295374	9	-90	360	0	9	2.3	12.1
MC390	597740	7295444	9	-90	360	0	9	2.0	9.6
MC391	596818	7297340	9	-90	360	0	9	1.4	9.9
MC392	596729	7298268	9	-90	360	0	9	1.2	8.4
MC394	598175	7297447	9	-90	360	0	9	0.2	1.1
MC406	604047	7306068	6	-90	360	0	6	1.0	8.3
MC407	604062	7305125	6	-90	360	0	6	1.2	4.7
MC408	604048	7304212	6	-90	360	0	6	2.9	9.5
MC410	604040	7302313	6	-90	360	0	6	0.7	2.1
MC418	605130	7301594	6	-90	360	0	6	1.3	10.6
MC419	605867	7302284	6	-90	360	0	6	2.5	11.8
MC420	606526	7302900	7.5	-90	360	0	7.5	2.3	11.4
MC421	607238	7303506	6	-90	360	0	6	1.0	27.6
MC422	608020	7304110	6	-90	360	0	6	1.5	10.2
MC423	608929	7304441	6	-90	360	0	6	0.8	6.2
MC440	594820	7291510	7.5	-90	360	0	7.5	1.6	2.9
MC441	593850	7291480	7.5	-90	360	0	7.5	1.2	10.3
MC442	592861	7291366	7.5	-90	360	0	7.5	1.3	11.2
MC443	591891	7291410	7.5	-90	360	0	7.5	1.4	9.5