SECTION 3
PARTICULARS OF AREA

EXPLORATION LICENCE
TO BE RENEWED

EL9346

<table>
<thead>
<tr>
<th>Number of Blocks</th>
<th>2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Period Licence Required</td>
<td>2 Years</td>
</tr>
</tbody>
</table>

Description of Area: by Latitudes and Longitudes or by Map Number and Block Numbers

Map Mount Bundey 8/6-111
Blocks 1265, 1365

SECTION 4
COMPREHENSIVE REPORT OF EXPLORATION ACTIVITIES CARRIED OUT DURING THE TERM OF THE EXPLORATION LICENCE TO THE DATE OF APPLICATION

Work during the current renewal period (05/02-05/04) was carried out by Renison Consolidated Mines NL under a joint venture agreement entered into in October, 1996. The earning period for this agreement expired early in 2003 but final documentation terminating the agreement was only put in place in recent months.

Apart from a review of previous exploration on the tenement and incorporation of it into a GIS database, RCM has not otherwise explored the title, concentrating their attention instead, on exploitation and exploration of their nearby Quest 29 mine to the east and on exploration at Tom’s Gully to the north.

SECTION 5
COMPREHENSIVE DETAILS OF PROGRAM FOR THE FIRST YEAR AND ESTIMATED EXPENDITURE

<table>
<thead>
<tr>
<th>Proposed Work Program for the First Year</th>
<th>Minimum Expenditure</th>
</tr>
</thead>
<tbody>
<tr>
<td>Following the return of the exploration rights on the tenement to Rustler’s Roost Mining Pty Ltd, and a renewed emphasis on exploration in the vicinity of RRMPL’s Rustler’s Roost gold deposit by RRMPL’s parent company, Valencia Ventures Inc, RRMPL’s new management plan to conduct a detailed review of all previous exploration on the tenement in year 1. The results of this review will be incorporated into RRMPL’s ongoing exploration program at Rustler’s Roost and surrounding titles.</td>
<td>$5,000</td>
</tr>
</tbody>
</table>

Total Expenditure Proposed for the First Year

$5,000
SECTION 6  COMPREHENSIVE DETAILS OF PROGRAM FOR THE SECOND YEAR AND ESTIMATED EXPENDITURE

<table>
<thead>
<tr>
<th>Proposed Work Program for the Second Year</th>
<th>Minimum Expenditure</th>
</tr>
</thead>
<tbody>
<tr>
<td>Exploration in the second year of renewal will be totally dependent on identification of a new exploration strategy arising from the review of past exploration of this particular title as well as other exploration conducted both at the Rustler’s Roost gold mine and at other prospects in the area in 2004 period.</td>
<td>$10,000</td>
</tr>
<tr>
<td><strong>Total Expenditure Proposed for the Second Year</strong></td>
<td><strong>$10,000</strong></td>
</tr>
</tbody>
</table>

SECTION 7  DETAILS OF FINANCIAL RESOURCES TO FUND PROPOSALS

Attach latest annual report containing financial statement or letter from financial institution, and detail pre-existing commitments

In February 2003, Valencia Ventures Inc (formerly William Resources Inc) announced to the Toronto Stock Exchange that it had raised C$1.5 million to advance exploration and metallurgical investigations with a view to resurrecting operations at Rustler’s Roost Gold mine which had been shut down since 1997. A independent geological report in support of the capital raising and application of funds (Instrument 43-101) was lodged with the Ontario Securities Commission in July, 2003.

The company has subsequently raised an additional $1.5 million to pursue exploration opportunities in the Rustler’s Roost area and elsewhere.

In excess of $550,000 these funds have been applied to two core drilling programs at Rustler’s Roost in 2003 and follow-up interpretation.

A VVI’S unaudited FINANCIAL STATEMENTS as at 30 September, 2003, are attached.

Further details of the status of VVI can be found at http://valenciaventures.com/
15 June, 2004

The Director of Titles
NT Department of Business Industry and Resource Development
Centrepoint Tower
The Mall
DARWIN 0820

Attn: Ms Debbie Rees

Dear Debbie

Re: EL 9346 – Rustler’s Roost Mining Pty Ltd (RRMPL)
Annual Report - Year Ended 14 May, 2004

Between 1998 and 2003, this licence was the subject of a farm-in agreement with Remison Consolidated Mines NL (RCM). The earning period for this agreement expired early in 2003 but final documentation terminating the agreement was only put in place late last year. As a result, no on-ground exploration was carried out either by RCM or RRMPL in the 2003 field season, and protracted wet season conditions prevented any on-ground exploration prior to the anniversary date in 2004.

As outlined in the recent renewal application for this licence, following the return of the exploration rights on the tenement to RRMPL, our client-Company management conducted their own detailed review of all previous exploration on the tenement in parallel with a renewed emphasis on exploration by RRMPL at and in the vicinity of its adjacent Rustler’s Roost gold deposit. The results of this review are being incorporated into RRMPL’s ongoing exploration program at Rustler’s Roost and surrounding titles.

Exploration completed by RRMPL at Rustler’s Roost in 2003 comprised 9 HQ core drill holes totalling 2828 metres in two programs which cost in excess of $512,000. Data from that work is still being evaluated with a view to proceeding to a new feasibility study on the project.

In 2004, our client has commissioned a new Resource Estimate and metallurgical reviews for Rustler’s Roost. Under a farm-in arrangement, they have also approved an extensive systematic soil sampling program over four gold prospects on Northern Gold NL’s EL 9154 to the immediate north of Rustler’s Roost to locate additional gold resources in the area. We estimated this program will cost in excess of $70,000 and we have scheduled its re-commencement later this week (having had to abandon the first attempt to start a few weeks back due to the late rain across the Top End).
Legal and administrative costs associated with termination of the agreement with RCM (estimated $5,500) and professional costs of RRMPL management and consultants reviewing previous exploration results (estimated $4,500) together satisfy the expenditure covenant for the year past.

Exploration proposed for the next year of the licence remains unchanged from that stated in the renewal application lodged with your Department on 5 February, 2004.

Yours Faithfully

EXPLOREMIN PTY LTD

[Signature]

MANAGING DIRECTOR
BSc(Hons) MSc FAIG

Cc: Mr Doug Currie, Exploration Director, Valencia Ventures Inc, Toronto, Canada.