



**CASTILLO COPPER
LIMITED**

ASX Release

26 August 2019

**CASTILLO
COPPER LIMITED**
ACN 137 606 476

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Rob Scott
Simon Paull
Peter Smith
Gerrard Hall

Officer:

Alan Armstrong

Issued Capital:

641.6 million shares
104.5 million options

ASX Symbol:
CCZ

Enforceable undertaking accepted: exploration and trading to resume

Castillo Copper Limited (CCZ or the Company) is pleased to announce the enforceable undertaking agreement (**EUA**) with the NSW Resources Regulator (**NSWRR**) has been accepted, paving the way for a resumption in exploration activities and trading in CCZ shares following the completion of the capital raising of up to £300,000 (circa A\$537,000) announced on 9 August 2019.

On 30 May 2019, the NSWRR approved the resumption of exploration work at CCM but this did not remove the risk of punitive fines, which necessitated securing the EUA to ring fence liabilities.

Cangai Copper Mine (CCM)

In allowing exploration activities to recommence at CCM, the NSWRR noted that CCZ's subsidiaries, Total Minerals Pty Ltd (**TMPL**) and Total Iron Pty Ltd (**TIPL**), which hold exploration licences EL 8625 and EL 8635 respectively, complied with its requirements and were responsive in remedying all outstanding issues satisfactorily.

Notably, CCZ completed the following measures:

- Implemented controls to ameliorate impacts to the environment associated with prospecting operations;
- Appointed a suitably qualified independent expert to complete a site-based performance and risk assessment of surface disturbances associated with prospecting operations;
- Developed and implemented adequate controls recommended by the independent expert to minimise harm to the environment arising from prospecting activities;
- Submitted a report detailing impacts to the environment identified by the site-based performance and risk assessment then implemented control actions to ameliorate impacts/ minimise risk carried out by an independent expert; and
- Appointed an independent expert to complete a compliance audit.

Further, all disturbed sites have been effectively rehabilitated to the satisfaction of the NSWRR at a cost of approximately \$300,000.

In order to ensure compliance going forward, CCZ has undertaken the following:

- Commenced preparing new quality assurance protocols that will be implemented which require any kind of disturbance activity be signed off by several parties including the Environmental and Exploration Managers;
- Updated mandatory induction processes; and
- Commenced training all contractors / employees about the strict requirements to comply with the Mining Act.

Enforceable Undertaking Agreement

Following consultation with the NSWRR and under the terms of the EUA, TMPL and TIPL will conduct activities that will:

- deliver benefits in relation to the management of the exploration licences; and
- deliver benefits to the Clarence Valley community (where CCM is situated).

In addition, TMPL and TIPL will pay the NSWRR's recoverable costs associated with the EUA. The key terms of the enforceable undertaking are set out below (full details are in Appendix A):

Benefits in relation to the management of the tenements

TMPL and TIPL will, in consultation with the NSWRR, undertake the following activities which will deliver benefits in relation to the management of the exploration licences because:

- Employees and contractors will receive additional compliance and induction training;
- The level of compliance will be assessed by an independent auditor; and
- Revised quality assurance protocols will be developed and implemented.

TMPL and TIPL, will in consultation with the NSWRR, develop and implement revised quality assurance protocols within 3 months of the EUA coming into effect.

Additionally, within 6 months of the EUA coming into effect, TMPL and TIPL will:

- Carry out training on the applicable requirements of the Mining Act for all employees and contractors who access the site and are responsible for ensuring compliance with the Mining Act;
- Commission a suitably qualified independent auditor to carry out an independent audit of EL 8625 and EL 8635; and
- Following receipt of the audit report, prepare a submission to the NSWRR outlining what actions have been undertaken to implement and address the findings and recommendations of the audit report.

The total estimated cost associated with benefits in relation to the management of the tenements over the 6-month period is expected to be circa \$18,000.

Benefits to community

TMPL and TIPL will make donations totalling \$55,000 to the Rural Fire Service (RFS) – Clarence Valley District. The RFS is the lead combat agency for bush fires in NSW and is acknowledged as the largest volunteer fire service in the world.

Regulator recoverable costs

TMPL and TIPL must pay the NSWRR's recoverable costs associated with the EUA being \$23,000.

Fundraising

On 9 August 2019, CCZ announced it was undertaking a capital raising of up to £300,000 (circa A\$537,000) pre-costs from UK investors. This was arranged through CCZ's UK corporate advisor, SI Capital, through the issue of convertible loan notes (CLN) and should close imminently.

Funds raised from the CLN are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer	(\$)	%
1	Enforceable Undertaking commitments	96,000	17.9
2	Cangai project	35,000	6.5
3	Mt Oxide project	35,000	6.5
4	Zambia due diligence	50,000	9.3
5	LSE listing	214,800	40.0
6	General working capital	106,200	19.8
	Total	537,000	100

Next steps

Castillo's current proposed exploration activity includes:

1. Cangai Copper Mine (CCM): an economic scoping study is being contemplated given CCM is one of Australia's highest grading copper deposits, while the agreement with Noble Group – to monetise the historic stockpiles – is expected to be finalised;
2. Mt Oxide: all necessary approvals have been secured and CCZ's geology team will be visiting site to commence field work imminently over the Arya prospect where a sizeable, potential massive sulphide conductor has been identified; and
3. Five Zambia assets: due diligence which is now underway with initial reports indicating the tenements are prospective for copper, with the Luanshya and Mkushi projects the priorities to commence immediate exploration work.

For and on behalf of Castillo Copper

Simon Paul
Managing Director



Planning,
Industry &
Environment

Mining Act undertaking

Undertaking to the Secretary,
Department of Planning, Industry and Environment
given for the purposes of Part 17A, Division 4B of the *Mining Act 1992*

by

Total Minerals Pty Ltd

ACN 169 328 090

and

Total Iron Pty Ltd

ACN 167 004 104

ABN 52 167 004 104

Mining Act undertaking

Purpose

The purpose of this Mining Act undertaking is to document the undertaking given to the Secretary of the Department of Planning, Industry and Environment (the regulator), for the purposes of Part 17A, Division 4B of the *Mining Act 1992* (Mining Act) in connection with a matter relating to a contravention or alleged contravention of the Mining Act.

Section A - general information

1. details of the company or individual proposing the undertaking

Name of company or individual	Total Minerals Pty Ltd	
Registered address	Level 26, 140 Georges Terrace, Perth WA 6000	
Mailing address (if different from above)	PO Box 5457, Perth WA 6831	
Contact Officer	Alan Armstrong	
Position	Director	
Telephone	(08) 6558 0886	Mobile 0407 073 763
Email address	aarmstrong@castillocopper.com	
Legal structure	Private Company	
Type of business	Mining exploration	
Commencement date of the entity	1 May 2014	

Name of company or individual	Total Iron Pty Ltd	
Registered address	Level 26, 140 Georges Terrace, Perth WA 6000	
Mailing address (if different from above)	PO Box 5457, Perth WA 6831	
Contact Officer	Alan Armstrong	
Position	Director	
Telephone	(08) 6558 0886	Mobile 0407 073 763
Email address	aarmstrong@castillocopper.com	
Legal structure	Private Company	
Type of business	Mining exploration	
Commencement date of the entity	28 November 2013	

Mining Act undertaking

2. alleged contravention

Total Minerals Pty Ltd

Total Minerals Pty Ltd is the holder of Exploration Licence No. 8625 (Act 1992) (EL 8625).

It is alleged that between 1 December 2017 and 22 November 2018, Total Minerals Pty Ltd contravened section 378D(1) of the Mining Act by not complying with a condition of its authorisation (EL 8625) on 6 occasions. It is also alleged that between 7 September 2018 and 25 September 2018, Total Minerals Pty Ltd did not comply with section 23A of the Mining Act in that it conducted assessable prospecting operations without an activity approval.

Total Iron Pty Ltd

Total Iron Pty Ltd is the holder of Exploration Licence No. 8635 (Act 1992) (EL 8635).

It is alleged that between 1 December 2017 and 22 November 2018, Total Iron Pty Ltd contravened section 378D(1) of the Mining Act by not complying with a condition of its authorisation (EL 8635) on 11 occasions.

3. details of the events surrounding the alleged contravention

Total Minerals Pty Ltd carry out activities under EL 8625.

Total Iron Pty Ltd carry out activities under EL 8635.

The site of the activities permitted under EL 8625 and EL 8635 is located approximately 40 km west-north-west of Grafton, are adjoining licenced areas and form the Cangai Copper Project.

The tables below contain a list of and further details about the allegations made against Total Minerals Pty Ltd (Table 1) and Total Iron Pty Ltd (Table 2).

Table 1: Offences alleged to have been committed by Total Minerals Pty Ltd

No.	Offence Date	Alleged Offence - Particulars	Number of offences
1	1/12/17 - 31/03/18	Non-compliance with activity approval granted on 12 December 2017 (additional five bore holes drilled)	1
2	1/07/18 - 22/11/18	Non-compliance with activity approval granted on 18 June 2018 (drill cutting waste mounded on topsoil - phase 2)	1
3	1/07/18 - 22/11 /18	Non-compliance with activity approval granted on 18 June 2018 (additional two bore holes drilled)	1
4	7/09/18 - 25/09/18	Non-compliance with section 23A Mining Act 1992 (conducting assessable prospecting operation without activity approval at a site known as "Volkhardt's")	1
5	22/11/18	Non-compliance with condition 13(a) of the authorisation (prevent erosion and sedimentation from work areas and tracks)	2
Total number of alleged offences			6

Mining Act undertaking

Table 2: Offences alleged to have been committed by Total Iron Pty Ltd

No.	Offence Date	Alleged Offence - Particulars	Number of offences
6	1/12/17 - 31/03/18	Non-compliance with activity approval granted on 12 December 2017 (drill cutting waste spread and mixed into the topsoil)	1
7	1/12/17 - 31/03/18	Non-compliance with activity approval granted on 12 December 2017 (estimated surface disturbance exceeded the approved total disturbance area)	1
8	1/07/18 - 22/11/18	Non-compliance with activity approval granted on 15 June 2018 (drill cutting waste mounded on topsoil)	1
9	22/11/18	Non-compliance with condition 13(a) of the authorisation (prevent erosion and sedimentation from work areas and tracks)	7
10	22/11/18	Non-compliance with condition 13(b) of the authorisation (prevent spillage of chemicals, fuel and oil)	1
Total number of alleged offences			11

4. an acknowledgement that the regulator alleged a contravention has occurred

Total Minerals Pty Ltd acknowledges that the regulator has alleged it has contravened sections 23A and 378D of the Mining Act in connection with the incidents outlined in Table 1 above.

Total Iron Pty Ltd acknowledges that the regulator has alleged it has contravened section 378D of the Mining Act in connection with the incidents outlined in Table 2 above.

5. any rectifications made as a result of the contravention

All disturbed sites have been effectively rehabilitated costing approximately \$300,000 (excluding GST) and environmental harm has been avoided.

Both Total Minerals Pty Ltd and Total Iron Pty Ltd have voluntarily:

- Commenced preparing new quality assurance protocols that will be implemented which require any kind of disturbance activity be signed off by a number of parties including the Environmental Manager and the Exploration Manager.
- Advised that it will undertake training of all contractors and employees who access the site and are responsible for ensuring compliance with the Mining Act.

Total Minerals Pty Ltd and Total Iron Pty Ltd self-reported alleged offence 4 referred to in Table 1 above to the regulator on 25 January 2019.

6. an acknowledgement that the undertaking and reasons for decision will be published and

Mining Act undertaking

publicised

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledges that the undertaking and reasons for decision will be published on the regulator's website and may be referenced in NSW Resources Regulator material.

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledges that the undertaking may be publicised in newspapers or other publications (where applicable, as specified in Section B – enforceable terms).

7. a statement of ability to comply with the terms of the undertaking

Total Minerals Pty Ltd and Total Iron Pty Ltd jointly and severally have the financial ability to comply with the terms of this enforceable undertaking and have provided evidence with this enforceable undertaking to support this declaration.

8. statement regarding relations with beneficiaries

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledge that there are no known current relationships with the beneficiary outlined in the enforceable undertaking.

In particular, Total Minerals Pty Ltd and Total Iron Pty Ltd give a commitment that it is not aware of any person involved with or employed by the companies that will receive a direct financial or other direct benefit from the contribution to the NSW Rural Fire Service.

9. intellectual property licence

Total Minerals Pty Ltd and Total Iron Pty Ltd grant the regulator a permanent, irrevocable, royalty-free, world-wide, non-exclusive licence to use, reproduce, publish, distribute, electronically transmit, electronically distribute, adapt and modify materials developed as a result of this undertaking.

10. a commitment to participate constructively in all compliance monitoring activities of the undertaking

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledge that responsibility for demonstrating compliance with this enforceable undertaking rests with each of the companies who have given this enforceable undertaking. Evidence to demonstrate compliance with the terms will be provided to the regulator by the due date for the term.

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledges that the regulator may undertake other compliance monitoring activities to verify the evidence that is provided and compliance with the relevant terms of this enforceable undertaking. The evidence provided to demonstrate compliance with the enforceable undertaking will be retained by the organisations who have given this enforceable undertaking until advised by the regulator that the enforceable undertaking has been completely discharged.

Total Minerals Pty Ltd and Total Iron Pty Ltd acknowledges that the regulator may initiate additional compliance monitoring activities of compliance with the terms of the enforceable undertaking, such as inspections, as considered necessary at the regulator's expense.

11. a commitment that the behaviour that led to the alleged contravention has ceased and will not reoccur

Mining Act undertaking

Total Minerals Pty Ltd and Total Iron Pty Ltd jointly and severally commit that the behaviour that led to the alleged contravention has ceased and will not reoccur.

Section B – enforceable terms

Pursuant to Division 4B of Part 17 of the *Mining Act 1992*, Total Minerals Pty Ltd and Total Iron Pty Ltd has committed to the following enforceable terms.

1. Publication of information about the undertaking

Total Minerals Pty Ltd and Total Iron Pty Ltd must jointly, within 30 days of receiving notification from the regulator of the acceptance of this undertaking, cause a public notice to be published in the Sydney Morning Herald and Daily Examiner that serves Grafton NSW which will be drafted using the script provided in **Attachment A**.

2. Strategies that will deliver benefits in relation to the management of the title

Total Minerals Pty Ltd (TMPL) and Total Iron Pty Ltd (TIPL) will each undertake, in consultation with the regulator, the activities numbered 1 to 4 in **Table 3** which will deliver benefits in relation to the management of the Exploration Licences because:

- a) Employees and contractors will receive additional compliance and induction training.
- b) The level of compliance of each company will be assessed by an independent auditor.
- c) Revised quality assurance protocols for each company will be developed and implemented.

Table 3: Undertakings provided by Total Minerals Pty Ltd and Total Iron Pty Ltd.

No.	Program	Outline of Program	Completion Date
1	Compliance training	<p>TMPL and TIPL will carry out training on the applicable requirements of the Mining Act for all employees and contractors who access the site and are responsible for ensuring compliance with the Mining Act (such as Environmental Manager and Exploration Manager)].</p> <p><i>TMPL minimum cost: \$2,500</i></p> <p><i>TIPL minimum cost: \$2,500</i></p>	<p>Within 6 months of the enforceable undertaking taking effect compliance training will occur for all employees and contractors who access the site.</p> <p>Slides for that training will be provided to the regulator within 3 months of the enforceable undertaking taking effect.</p> <p>TMPL and TIPL will provide a report to the regulator within 1 month of the completion of the training. The report will include the details of:</p> <ul style="list-style-type: none"> • the date of the training; • who attended; • details of who conducted the training; and • details on the training that was undertaken (such as a copy of the power point presentation slides and any handouts.)

Mining Act undertaking

No.	Program	Outline of Program	Completion Date
2	Audit of operations	<p>TMPL and TIPL will commission Constructive Solutions Pty Ltd, a suitably qualified independent auditor, to carry out an independent audit of Exploration Licences 8625 and 8635.</p> <p>Scope of the audit:</p> <ul style="list-style-type: none"> • Auditing the level of compliance or otherwise with obligations under: <ul style="list-style-type: none"> ○ EL 8625 and EL 8635; ○ The terms of activity approval for EL 8625 and EL 8635; and ○ The Mining Act and associated relevant regulations. • Providing findings on the level of compliance, including listing any observed non-compliances. • Recommending appropriate measures or actions to address any non-compliances identified and to improve environmental performance. <p><i>TMPL minimum cost: \$4,500</i> <i>TIPL minimum cost: \$4,500</i></p>	<p>The audit will be commissioned and completed within 6 months of the enforceable undertaking taking effect.</p> <p>TMPL and TIPL will provide a copy of the audit report to the regulator within 1 week of completion of the audit report.</p>
3	Response to audit of operations	<p>Following the receipt of the audit report referred to in item 2, TMPL and TIPL will prepare a submission to the regulator outlining what actions have been undertaken to implement and address the findings and recommendations of the audit report.</p> <p><i>TMPL minimum cost: \$1,000</i> <i>TIPL minimum cost: \$1,000</i></p>	<p>TMPL and TIPL will provide the submission to the regulator within 2 months of receipt of the audit report.</p>

No.	Program	Outline of Program	Completion Date
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Mining Act undertaking

4	Quality assurance protocols	<p>TMPL and TIPL will develop, in consultation with the regulator, and implement revised quality assurance protocols.</p> <p>The quality assurance protocols will comprise:</p> <ul style="list-style-type: none"> • Ground Disturbance Permit. • Site Induction material. • Environmental Management Plan. • Rehabilitation Management Plan. • Community Consultation Strategy. <p><i>TMPL minimum cost: \$1,000</i></p> <p><i>TIPL minimum cost: \$1,000</i></p>	<p>First draft of the quality assurance protocols are to be provided to the regulator within one month of the enforceable undertaking taking effect.</p> <p>All the quality assurance protocols will be implemented within 3 months of the enforceable undertaking taking effect, with final copies of the quality assurance protocols to be provided to the regulator.</p>
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3. Strategies that will deliver community benefits

Total Minerals Pty Ltd and Total Iron Pty Ltd will each make donations to the following community organisation for the purposes of delivering community benefits:

- a) A payment of **\$55,000** will be made to the NSW Rural Fire Service - Clarence Valley District in the proportions outlined below by each company. The NSW RFS is the lead combat agency for bush fires in NSW and is acknowledged as the largest volunteer fire service in the world. The areas the subject of the Exploration Licences are subject to bushfire risk. The work of the NSW Rural Fire Service - Clarence Valley District (prevention and response) will provide benefits to the community in responding to bushfire risks.

The full amount of the donation will be paid by each company in full within **90 days** of receiving notification from the regulator of the acceptance of the enforceable undertaking.

Total payment by Total Minerals Pty Ltd	\$40,000
Total payment by Total Iron Pty Ltd	\$15,000

4. Reimbursement of the regulator's agreed costs associated with this enforceable undertaking

Total Minerals Pty Ltd and Total Iron Pty Ltd must pay the regulator's recoverable costs associated with the undertaking, as itemised below, and acknowledges that payment is due **30 days** after receipt of the regulator's invoice.

Total Minerals Pty Ltd:

- | | |
|--|-----------------|
| a) Costs incurred during the course of the investigation | \$10,000 |
| b) Costs of monitoring compliance undertaking | \$ 1,500 |
| Total amount | \$11,500 |

Total Iron Pty Ltd:

- | | |
|--|-----------------|
| a) Costs incurred during the course of the investigation | \$10,000 |
| b) Costs of monitoring compliance with undertaking | \$ 1,500 |
| Total amount | \$11,500 |

5. Minimum spend

Mining Act undertaking

Total Minerals Pty Ltd must spend a minimum of \$60,500, excluding GST, in carrying out its undertakings in this enforceable undertaking, inclusive of the regulator's recoverable costs.

Total Iron Pty Ltd must spend a minimum of \$35,500, excluding GST, in carrying out its undertakings in this enforceable undertaking, inclusive of the regulator's recoverable costs.

Total Minerals Pty Ltd and Total Iron Pty Ltd jointly and severally acknowledges the minimum spend of each company comprises:

Activities to deliver	Total Minerals Pty Ltd - total estimated cost, excluding GST	Total Iron Pty Ltd - total estimated cost, excluding GST
Benefits in relation to the management of the title	\$9,000	\$9,000
Benefits to community	\$40,000	\$15,000
Regulator recoverable costs	\$11,500	\$11,500
Estimated total value of the undertaking	\$60,500	\$35,500

6. Project of undertaking

Where a project or projects are proposed to deliver benefits in relation to the management of the title, industry and community Total Minerals Pty Ltd and Total Iron Pty Ltd offers and commits to carry out the projects set out in Table 3 as described in this enforceable undertaking.

7. Timeframe for delivery

The activities to deliver the benefits of this enforceable undertaking must be completed on or before 12 months following acceptance of this enforceable undertaking by the regulator.

Mining Act undertaking

Section C - Offer of undertaking

BY A CORPORATION

As a duly appointed and authorised officer or agent of

Total Minerals Pty Ltd

I offer this undertaking and commit

Total Minerals Pty Ltd

to the terms herein.

Signed: 
[Director]

Name: Alan Armstrong
[Print name]

Position: Director

Dated at 2:54 PM (AWST) this

22 day of July, 2019

Signed: 
[Director or company secretary]

Name: TIMOTHY SLATE
[Print name]

Position: COMPANY SECRETARY

Dated at 3:30 PM (AWST) this

22 day of JULY, 2019

BY A CORPORATION

As a duly appointed and authorised officer or agent of

Total Iron Pty Ltd

I offer this undertaking and commit

Total Iron Pty Ltd

to the terms herein.

Signed: 
[Director]

Name: Alan Armstrong
[Print name]

Position: Director

Dated at 2:54 PM (AWST) this

22 day of July, 2019

Signed: 
[Director or company secretary]

Name: TIMOTHY SLATE
[Print name]


Position: COMPANY SECRETARY

Dated at 3:30 (AWST) this

22 day of JULY, 2019

Section D - Regulator's acceptance of undertaking

I accept this undertaking as an enforceable undertaking under section 378ZFB of the *Mining Act 1992*.

Signed: 
Position: EXECUTIVE DIRECTOR delegate of the Secretary,

Department of Planning, Industry and Environment

Dated at MARILAND this 21st day of AUGUST, 2019

Attachment A

Public Notice of regulator's acceptance of undertaking

(This attachment is incorporated in and considered part of the enforceable undertaking given by Total Minerals Pty Ltd and Total Iron Pty Ltd for the purposes stated herein, and are enforceable terms given under section B of the undertaking by Total Minerals Pty Ltd and Total Iron Pty Ltd.)

Notice of acceptance of an Enforceable Undertaking under Part 17A of the Mining Act 1992

Total Minerals Pty Ltd carry out activities under Exploration Licence No. 8625 and Total Iron Pty Ltd carry out activities under Exploration Licence No. 8635. The adjoining leases are located about 40 km west-north-west of Grafton NSW.

The Department of Planning, Industry and Environment investigated the serious compliance issues for the two exploration licences held by the mining companies and subsequently alleged that Total Minerals Pty Ltd contravened the *Mining Act 1992* (NSW) (**Mining Act**) by failing to comply with sections 378D(1) and 23A of the Mining Act, and Total Iron Pty Ltd contravened section 378D(1) of the Mining Act.

This notice has been made under the terms of an enforceable undertaking entered into by Total Minerals Pty Ltd, ACN 169 328 090 and Total Iron Pty Ltd, ACN 167 004 104, accepted by the Department of Planning, Industry and Environment, and which is enforceable under the Mining Act.

The undertaking requires the following actions:

- Donation of \$55,000 to the NSW Rural Fire Service, Clarence Valley District, to continue its work in prevention and response to bushfire risk.
- Deliver benefits in relation to the management of the two leases through additional compliance training to all employees and contractors.
- Commission an independent auditor to carry out an audit of the leases to ensure compliance with legal and authorisation conditions.
- Develop and implement revised quality assurance protocols to ensure exploration and activities conducted on the two leases meet, as a minimum, the requirements of the Mining Act and authorisation conditions.

The total value of the Enforceable undertaking is \$96,000.

The full undertaking and general information about enforceable undertakings is available at www.resourcesregulator.nsw.gov.au.