JUNE 2016



Quarterly Activities Report and Appendix 5B

Highlights:

Solid progress on Ngualla Project Bankable Feasibility Study engineering

- Detailed engineering studies are well advanced with Tier 1 specialist international consultants led by lead project engineer AMEC Foster Wheeler.
- The Bankable Feasibility Study (BFS) is on track for completion first Quarter 2017.

Final Pilot Plant commissioned

- The final Pilot Plant of the three stage process developed by Peak for Ngualla's high grade bastnaesite mineralisation has been successfully commissioned at ANSTO's dedicated piloting facility and is expected to be completed next Quarter.
- The selective leach process being piloted is a key factor in Ngualla's low operating and capital costs and also aligns the final products to the high demand magnet metal rare earth market.

European Rare Earth refinery sites identified

Commercial negotiations are in progress on potential sites and associated services identified in Europe for a rare earth refinery.

Project permitting advances

Peak made further progress with the permitting of the Ngualla Rare Earth Project during the June Quarter and the next stage ESIA Draft Report is now ready to be submitted to the National Environmental Management Council in Tanzania in the coming Quarter.

Engagement with potential European offtake customers

- The Company has increased engagement with potential offtake customers in Europe, with seven meetings held with industrial entities in June. Non-disclosure agreements have been signed and discussions continue on ways Peak and potential offtake partners can work together.
- The unique technical merits and low operating and capital costs of project were presented and well received by the parties engaged.
- Meetings with potential offtake customers and strategic partners in Japan, China and the USA will proceed in the coming Quarter.

Company funded to complete BFS

- Peak announced a restructure funding strategy during the Quarter that will fully fund Peak's share to the completion of the BFS and also importantly will result in Peak retaining 75% of Peak African Minerals (PAM) rather than the original envisaged 62.5%.
- The new funding consists of:
 - A\$1.0 million placement to sophisticated and institutional investors completed in May
 - A rights issue and associated shortfall placement to current shareholders for A\$1.81 million
 - Long term loan from Appian Pinnacle Holdco Limited for A\$4.2 million
- International Finance Corporation (IFC) agrees to increase its share ownership in Peak from 2.31% to 5.35%
- Tanzania regulatory approval was received post Quarter end, allowing the completion of the Stage 2 investment and making an additional ~A\$3.1 million project funding into PAM from Appian and IFC available.

Strategic Interest – Ngualla Rare Earth Project

During the Quarter non-binding early stage discussions were held with a potential new strategic investor. Potential synergies being explored relate to possible investment at a project and/or Peak level. Project into an – ethically sustainable – long term – high quality supplier of choice to the global high technology

Developing the Ngualla

DIRECTORS

Non-executive Chairman: Peter Harold

Managing Director: Darren Townsend

rare earth market

Technical Director: Dave Hammond

Non-Executive Directors: Robin Mills Jonathan Murray John Jetter

Company Secretary: Graeme Scott

CORPORATE DETAILS AS AT 30 JUNE 2016:

Ordinary Shares on issue: 454.5million

52 week range: 4.2c – 9.5c

Market Cap: \$21.8m (at 4.8c) ASX: PEK





PEAK RESOURCES LIMITED

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Bankable Feasibility Study engineering

Detailed engineering studies for the Ngualla Rare Earth Project BFS are now well advanced and on track for completion in the first Quarter of 2017.

Appointed Lead Engineer AMEC Foster Wheeler is leading the studies, together with a group of other Tier One specialist international consultants. The engineering design follows the metallurgical flow sheet improvements and pilot plant work summarised in the Project Update of March 2016 and ASX announcement "Ngualla Study delivers substantial Capex and Opex savings" dated 16 March 2016.

Knight Piésold Consulting have completed the geotechnical surveys and studies for the Ngualla site with no issues identified. The design of the tailings storage facility and water supply hydrogeology studies, also under the auspices of Knight Piésold, are nearing completion. Open pit geotechnical and hydrogeological studies have been successfully completed by Golder and Associates.

AMEC Foster Wheeler are advancing the design of the processing plants with South African based subsidiary MDM Engineering, who are also leading the site infrastructure planning at Ngualla.

Tanzania based engineering company COWI Tanzania Ltd have completed route selection in association with Peak for the Ngualla site access road, together with geotechnical sampling and hydrology field surveys. Results of laboratory analysis will allow the design of the final road surface to be completed in the coming Quarter.

Final Pilot Plant commissioned

The final Pilot Plant of Peak's three stage process was successfully commissioned during the Quarter at ANSTO Minerals (ANSTO) near Sydney.

The Leach Recovery Pilot Plant will complete the demonstration of the three stage process flowsheet (Figure 1) that takes Ngualla's unique bastnaesite mineralisation through to high purity separated rare earth products. The operation will provide vital operating and design parameters for incorporating into the BFS.



Figure 1: Pilot Plant status of the three stage process developed by Peak for Ngualla's rare earth mineralisation.

The Pilot Plant at ANSTO's dedicated piloting facility (Figure 2) will treat two tonnes of concentrate with a grade of >40% rare earth oxide (REO) produced from the successful Beneficiation Pilot Plant completed at the end of 2015, using the selective leach process developed by Peak. The Pilot Plant is expected to be competed by the end of the next Quarter.

The selective leach process is a key factor in Ngualla's low operating and capital costs and in aligning the final products to the high demand magnet metal rare earth market. The process effectively minimises the dissolution of impurities and low value cerium whilst maximising the recovery of the high value magnet metals neodymium and praseodymium (Figure 3).



Figure 2: The acid leach section portion of the Leach Recovery Pilot Plant at ANSTO, showing the 4 leach tanks (mid-right) and thickener (left).



Figure 3: Simplified overview of Peak's Leach Recovery flowsheet being piloted at ANSTO.

Advantages of the new leach recovery flowsheet compared to PFS:

- Significant reduction in processing stages
- Reduced plant capital cost through a smaller plant of modular designed polymer plastic tanks for leach and purification
- Uses a simple dilute and selective acid leach process
- Lower operating costs due to reduced reagent consumption
- Early rejection of the majority of low value cerium and deleterious iron without consuming additional acid
- Cerium rejection reduces the size and operating cost of the downstream separation plant
- Focus on the extraction and recovery of the high value magnetic metals neodymium and praseodymium
- Minimises the extraction of deleterious elements thereby simplifying the purification stage

European Rare Earth refinery sites identified

Substantive site investigation and preliminary engineering work has been completed for a number of potential sites for the planned rare earth refinery in Europe.

Priority options have been identified and commercial negotiations are in progress on potential sites and associated services.

The refinery must be located close to transport infrastructure, services and bulk reagent supply, and will use the selective leach recovery and separation processes developed and demonstrated by Peak to further refine the processed high grade concentrate to be produced on site at Ngualla to high purity separated rare earth products.

In addition to a refinery in Europe, Peak is also investigating supplementary marketing strategies including the direct sale of the high grade processed concentrate from Tanzania and the toll treating of the product at existing rare earth refineries around the world (Figure 4).

The Company looks forward to providing further details on the location of the Site 2 refinery on conclusion of commercial negotiations.



Figure 4: Global rare earth refining centres and markets, and the Ngualla Rare Earth Project in Tanzania.

Project permitting

The Company made further progress with the permitting process for the Ngualla Rare Earth Project during the Quarter with a letter of acceptance of the ESIA Scoping Report received from the National Environmental Management Council (NEMC) in Tanzania. The ESIA Draft Report (Figure 5) will be submitted to NEMC in the coming Quarter.

The completion of the ESIA process is required for the issue of an Environmental Certificate (EC). The EC is required prior to the grant of a mining licence. It is expected that the process to obtain an EC will be completed by the end of 2016.

Figure 5 (right): Stages and status of the Tanzania regulatory environmental permitting process for Ngualla. An Environmental Certificate is required for the grant of a Mining Licence for the project.



Engagement with potential European offtake customers

With the appointment of a dedicated Executive Sales and Marketing Manager, the Company has accelerated engagement with potential offtake customers in Europe, with seven meetings held with industrial entities in June. The unique technical merits and low operating and capital costs of project were presented and well received by the parties engaged.

Non-disclosure agreements have been signed with parties to allow more detailed discussions on product requirements, with a view to working together to put offtake agreements in place.

Meetings with additional potential offtake customers and strategic partners in Japan, China and the USA are planned and will proceed in the coming Quarter.

Appointment of Special Advisor to the Board

The Company was pleased to advise the appointment of Ambassador Paul Rupia as a Special Advisor to the Peak Board. Ambassador Rupia is an internationally known and well respected Tanzanian statesman.

Ambassador Rupia has served in the Government of the United Republic of Tanzania at senior levels as Chief Secretary in the President's Office, Secretary to the Cabinet, Head of Civil Service, Principal Secretary in the Ministry of Foreign Affairs, Permanent Representative of Tanzania to the United Nations, Ambassador to Ethiopia and Deputy High Commissioner in the United Kingdom. He is currently Chairman of DCB Commercial Bank Plc and has held this role since it was incorporated in 2002.

Ambassador Rupia is also a Board member of various institutions in Tanzania and was previously awarded the Order for the United Republic. Ambassador Rupia holds a Master Degree in Public Administration from New York University. Mr. Rupia is based in Dar Es Salaam, Tanzania.

The deep experience of Tanzanian regulatory systems and the wise counsel Ambassador Rupia brings will be invaluable as the Ngualla Rare Earth Project advances through the mining permitting phases and beyond.

Community programs

The Company maintains an active and positive relationship with the communities in which it operates and is committed to improving those communities whilst maintaining best practise environmental management.

The end of the rain season at Ngualla has allowed several new projects, which were identified as the highest priority by the local community and District, to commence.

Individual works include the rehabilitation of an Ngwala Primary School teacher's house (Figure 6) and the construction of a pair of new teachers houses at the Ngwala Magereza (sub village) Primary School. Preparations are underway with building sand, aggregate and rocks for foundations, cement and plaster collected and transported to the site. A kiln of 5,000 bricks has been fired (Figure 7) and a second kiln of 7,000 is currently being prepared.

Additional projects soon to commence include assistance with the rehabilitation of parts of the Ngwala village water supply system and the provision of storage facilities for medicines at the Ngwala village dispensary.



Figure 6: Rehabilitation of an old Ngwala Primary School teachers house.



Figure 7: Brick kiln ready for firing for Magereza Primary School teachers houses project.

Company Funded for its share to complete BFS

During the Quarter, Peak announced a restructured funding package which underpins completion of the BFS at Ngualla (ASX Announcement "Restructured funding to deliver Ngualla BFS" of 26 April 2016).

Importantly, the new structure will result in Peak retaining 75% of Peak African Minerals ("PAM"), the Ngualla Joint Venture company, rather than the originally envisaged 62.5%.

The new funding consists of a combination of:

- A placement to sophisticated and institutional investors to raise A\$1million at 5c per share, resulting in the issuance of 20 million new shares
- A rights issue and associated shortfall placement to current shareholders, also at 5c per share, for A\$1.81 million, to result in the total issuance of 36 million new shares (ASX Announcement "Close of Entitlement Offer and Shortfall Offer Update" of 16 June 2016).
- Provision of long term loan from Appian Natural Resources for A\$4.2 million, as detailed in the 26 April ASX Announcement.

Tanzania regulatory approval was also received post Quarter end, allowing the completion of the Stage 2 investment and making an additional ~A\$3.1 million project funding into Peak African Minerals ("PAM") from Appian and IFC available.

The new funding package removes the need for Stage 3 of the previously-announced project financing by Appian and IFC into PAM, the Ngualla joint venture company and leaves Peak fully funded for its share of the BFS.

As a result of the new funding structure, the Company is pleased to advise that the IFC will increase its share ownership in Peak from 2.31% to 5.35%.

Strategic Interest – Ngualla Rare Earth Project

During the quarter non-binding discussions were held with a potential new strategic investor. These discussions are early stage and are expected to continue during the course of 2016 through to the completion of the BFS. Potential synergies with the strategic investor being explored relate to possible investment at a project and/or Peak level. Should these discussions progress to the point of a binding agreement, Peak will update the market accordingly.

Corporate Structure and Cash on Hand

The corporate structure as at the 30 June 2016 was:

ASX: PEK Ordinary Shares on Issue: 454.5 million Cash at hand: \$1.7 million^ (Peak Resources Limited only) 52 week range: 4.2c – 9.5c* Market Cap: \$21.8m (at 4.8c) Unlisted Performance Rights: 8 million# Unlisted Options outstanding: 35.4 million# (exercise prices A\$0.10 to A\$0.55) Liquidity: 0.295 million shares per day (average over 3 months**)

* From 01 July 2015 to 30 June 2016 ** Average from 1 January 2016 to 31 March 2016 # some subject to performance and vesting criteria ^PAM, 87.5% PEK ownership, also retained cash at bank of US\$0.155m at the end of the Quarter. PAM will receive an additional ~A\$3.1 million from the Stage 2 funding on receipt of Tanzanian regulatory approvals, which were granted post Quarter end.

About Appian

Appian Natural Resources Fund is a private equity fund which has been established to invest specifically in the metals and mining sector. Appian has a uniquely collaborative investment approach that seeks to partner with local owners, managers and investors to leverage its world-class operational and corporate finance expertise.

With this value-add approach and long-term investment horizon, it aims to generate significant value for the investors and other stakeholders of both the Company and Appian. For more information, visit **www.appiancapitaladvisory.com**

About IFC

IFC, a member of the World Bank Group, is the largest global development institution focused exclusively on the private sector. Working with private enterprises in about 100 countries, IFC use their capital, expertise and influence to help eliminate extreme poverty and boost shared prosperity. In FY14, IFC provided more than US\$22 billion in financing to improve lives in developing countries and tackle the most urgent challenges of development. For more information, visit www.ifc.org

Darren Townsend Managing Director

The information in this report that relates to Metallurgical Test Work Results based on information compiled and / or reviewed by Gavin Beer who is a Member of The Australasian Institute of Mining and Metallurgy and a Chartered Professional. Gavin Beer is a Consulting Metallurgist with sufficient experience relevant to the activity which he is undertaking to be recognized as competent to compile and report such information. Gavin Beer consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Summary of Mining Tenements and Areas of Interest

As at 30 June 2016

Project/Tenement Held	Location	Tenement Number	Economic Entity's Interest at Quarter End	Change in Economic Entity's Interest During Quarter
Ngualla	Tanzania	PL6079/2009	87.5%	0
Mikuwo	Tanzania	PL9157/2013	87.5%	0

On 27 July 2015, Peak announced the Closing of its financing transaction. As a result, on receipt of the ~A\$20million funding, Peak holds an 87.5% beneficial interest in the above two licences with Appian and IFC holding the remaining 12.5% interest at an 80:20 split through equity in Peak African Minerals.

Quarter ended ("current quarter")

June 2016

Rule 5.5

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

Peak Resources Limited

ABN

72 112 546 700

Consolidated statement of cash flows

Cash f	lows related to operating activities	Current quarter \$A'000	Full Year (12 months) \$A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(1,264)	(6,444) (2,188)
	(e) development costs recovered (f) administration costs recovered	475 90	2,017 330
1.3 1.4	Dividends received Interest and other items of a similar nature	-	-
1.5	received Interest and other costs of finance paid	- -	11 (153)
1.6 1.7	Income taxes paid - R&D Tax refund Other (provide details if material)	531	
	Net Operating Cash Flows	(554)	(5,896)
1.8	Cash flows related to investing activities Payment for purchases of: (a) prospects (b) equity investments	-	-
1.9	(c) other fixed assets Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	(3)	(27)
1.10 1.11	Loans to other entities Loans repaid by other entities – associate	- (517)	-
1.12	companies Other (provide details if material) – Performance Bonds	(517)	1,427 45
	Net investing cash flows	(520)	1,445
1.13	Total operating and investing cash flows (carried forward)	(1,074)	(4,451)

1.13	Total operating and investing cash flows		
	(brought forward)	(1,074)	(4,451)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	2,005	8,596
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	_	-
1.17	Repayment of borrowings	_	(5,000)
1.18	Dividends paid	-	-
1.19	Other (provide details if material)		
	- capital raising costs	(105)	(321)
	- Payment for Royalty	-	-
	- Issue of Convertible note	-	-
	Net financing cash flows	1,900	3,275
	Net increase (decrease) in cash held	826	(1,176)
1.20	Cash at beginning of quarter/year to date	880	2,944
	De-consolidation of associates' cash*	-	(62)
1.21	Exchange rate adjustments to item 1.20	-	-
1.22	Cash at end of quarter	1,706#	1,706#

* Refer Box 2.1 below for further details

 $^{\scriptscriptstyle\#}$ figure excludes cash at end of the quarter retained in PAM amounting to US\$0.155m

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	259
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

1.23 includes salaries, directors fees paid to Directors and payments to Steinepreis Paganin Lawyers & Consultants, an entity related to Jonathan Murray.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Following the closure of the financing transaction and the resultant change in the Peak Group ownership structure Peak has been working with its Auditors, Ernst and Young to confirm the impact on the future presentation of the Company's financial statements. Whilst Peak maintains majority ownership interests (currently at 87.5%) of Peak African Minerals (PAM) it has been determined that PAM and PAM's subsidiary PRNG Minerals Limited (PRNG) (the 'PAM Group'), are no longer solely controlled by the Peak Group. Accordingly, under the requirements of the accounting standards, the PAM Group are to be deconsolidated from the Peak Group effective July 2015, on completion of Stage 1 of the Appian and IFC investment transaction (refer ASX release dated 27 July 2015 - 'Closing of BFS Financing with Appian and IFC). On an ongoing basis the investment in the PAM Group will be recorded in one line on the face of the balance sheet, being an investment in its associate. Accordingly, the Consolidated Statement of Cash flows illustrates the Quarter and Year to Date activities of the remaining Peak Group post-de-consolidation of the PAM Group. The statement includes adjustments to reflect the deconsolidation of the PAM Group previously reported on a fully consolidated basis for the September Quarter. Cash and cash equivalents held in the PAM Group at 30 June 2016 to which the Peak Group owns an 87.5% equity interest is US\$0.155m (31 March 2016: US\$0.739m).

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

n/a

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements – Bank Guarantee re office rent	55	55

Estimated cash outflows for next quarter

	Total	1.547
4.4	Administration (net of recoveries)	455
4.3	Production	-
4.2	Development	1,092*
4.1	Exploration and evaluation	-
		\$A'000

*The figures above are for the remaining Peak group only. The conversion of the outstanding IFC convertible notes will result in a further injection of \$520k into the Company.

Refer ASX announcement dated 26 April 2016 - "Restructured funding package set to deliver Ngualla BFS"

The Company expects to draw down \sim A\$4.1m under the Appian shortfall loan facility in the September Quarter. Additional project development and evaluation expenditure will be incurred during the next quarter which will be funded by PAM Group. PAM retained cash at bank of US\$0.155m at the end of the Quarter. PAM is expected to receive in the September Quarter an additional \sim A\$3.1m from the Stage 2 investment now final regulatory approvals have been received.

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	1,662	836
5.2	Deposits at call	44	44
5.3	Bank overdraft	_	-
5.4	Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)		1,706#	880#

[#] figures exclude cash at end of the Quarter retained in PAM amounting to US\$0.155m (Previous quarter US\$0.739m)

Changes in interests in mining tenements and petroleum tenements

		Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed		Refer Quarterly Activities Report		
6.2	Interests in mining tenements and petroleum tenements acquired or increased		Refer Quarterly Activities Report		

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference +securities (description)				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy- backs, redemptions				
7.3	⁺ Ordinary securities	454,474,034	454,474,034	-	Fully Paid

7.4 Changes during quarter (a) Increases through issues -Placement 20,000,000 20,000,000 \$0.05 Fully Paid Entitlement Issue (10 for 36) 20,096,476 20,096,476 \$0.05 Fully Paid (b) Decreases through returns of capital, buybacks 7.5 +Convertible debt securities Appian and IFC \$0.01 68,743,632* \$0.0076 Convertible notes 7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted 7.7 **Options** Exercise price Expiry date 6,250,000 20 February 2017 (description and \$0.55 conversion 150,000 \$0.55 3 March 2018 factor) 6,383,334 \$0.10 5 January 2017 9,383,333 \$0.15 5 January 2018 9,383,333** \$0.20 5 January 2018 2,500,000 \$0.15 5 June 2017 666,666 \$0.15 5 January 2018 666,666** \$0.20 5 January 2018 Performance Rights 8,000,000# \$0.00 5 January 2018 7.8 Issued during quarter \$0.15 vested 3,000,000 \$0.15 5 January 2018 \$0.20 vest 5/1/2017 3,000,000 \$0.20 5 January 2018 7.9 Exercised during quarter _ 7.10 Expired during _ _ _ quarter 7.11 Debentures (totals only) 7.12 Unsecured notes (totals only)

Appendix 5B Mining exploration entity and oil and gas exploration entity quarterly report

* 15% convertible notes are convertible prior to maturity on 24 July 2017 into fully paid ordinary shares at a conversion price of A\$0.103 per share. If all remaining notes are converted 6,674,140 shares will be issued.

** Options vest subject to length of service criteria

Performance Rights vest on satisfaction of performance milestones

Appendix 5B

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign here:

Graeme Scott Company secretary Date: 25 July 2016

Print name: Graeme Scott

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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