

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the ⁺official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the ⁺official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and ⁺quotation of its ⁺securities. Publication does not mean that the entity will be admitted or that its ⁺securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity

ABN

Victorian Gold Mines NL ACN 139 255 771

82139255771

We (the entity) apply for admission to the ⁺official list of ASX Limited (ASX) and for ⁺quotation of ⁺securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

- 1 Deleted 30/9/2001

- 2 ⁺Main class of ⁺securities

Number	⁺ Class
29,580,003	Ordinary
Number to be quoted	⁺ Class

- 3 Additional ⁺classes of ⁺securities (except ⁺CDIs)

Number not to be quoted	*Class

4 Telephone number, postal address for all correspondence, general fax number, fax number for *company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

PO Box 1075
BENDIGO CENTRAL VIC 3552

Telephone – Michael Trifunovic (Company Secretary):
(02) 9913 8806

Fax: (03) 5442 5038

Email: generaladmin@victoriangoldmines.com.au
Email: michael@victoriangoldmines.com.au

5 Address of principal *security registries for each *class of *security (including *CDIs)

Advanced Share Registry Ltd

PO Box 1156
NEDLANDS WA 6909

Tel: (08) 9389 8033
Fax: (08) 9389 7871

6 Annual balance date

30 June

Companies only
(Other entities go to 19)

7 Name and title of chief executive officer/managing director

Douglass Wakley Cahill – Managing Director

8 Name and title of chairperson of directors

Kevin William Nichol - Chairman

9 Names of all directors

Douglass Wakley Cahill (Managing Director), Kevin William Nichol (Chairman) and Peter James Avery (Non-Executive Director)

+ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors (with the exception of the Managing Director) are subject to rotation requirements as per the Constitution.
11	Name and title of company secretary	Michael Trifunovic
12	Place of incorporation	Queensland
13	Date of incorporation	3 September 2009
14	Legislation under which incorporated	<i>Corporations Act 2001 (Cth)</i>
15	Address of registered office in Australia	7-9 View Point BENDIGO VIC 3552
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	Not applicable
18	If the entity is a foreign company which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable

⁺ See chapter 19 for defined terms.

18A If the entity is a foreign company, the name and address of the entity's Australian agent for service of process

Not applicable

(Companies now go to 31)

All entities except companies

19 Name and title of chief executive officer/managing director of the responsible entity

Not applicable

20 Name and title of chairperson of directors of responsible entity

Not applicable

21 Names of all directors of the responsible entity

Not applicable

22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits

Not applicable

23 Name and title of company secretary of responsible entity

Not applicable

+ See chapter 19 for defined terms.

23A	Trusts only - the names of the members of the compliance committee (if any)	Not applicable
24	Place of registration of the entity	Not applicable
25	Date of registration of the entity	Not applicable
26	Legislation under which the entity is registered	Not applicable
27	Address of administration office in Australia of the entity	Not applicable
28	If an annual meeting is held, month in which it is usually held	Not applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not applicable

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|-------------------------------------|--|--|
| 31 | <input checked="" type="checkbox"/> | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements | Section 1.2 of the Prospectus sets out the issue price. Spread to be provided as per Item 48 below. |
| 32 | <input checked="" type="checkbox"/> | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | 2 copies are attached as Annexure 'A'. Further copies to be provided. CD Rom also enclosed. |
| 33 | <input checked="" type="checkbox"/> | Cheque for fees | Cheque to be provided once tax invoice for fees issued by ASX |
| 34 | <input type="checkbox"/> | Type of subregisters the entity will operate
Example: CHESS and certificated subregisters | CHESS sub-register and certificated issuer sponsored sub-register |
| 35 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | <p>Material Contracts:</p> <ul style="list-style-type: none"> • Wedderburn Agreement • Sheeps Head Agreement • Moliagul Agreement • Christmas and Edmonds Reef Agreement • Consultancy Agreement Douglass Wakley Cahill • Consultancy Agreement Kevin William Nichol • Indigenous Land Use Agreement – MIN 5370 and MIN 5371 • Compensation Agreement Holford • Deed of Access, Indemnity and Insurance for each Director <p>Copies to be provided.</p> |
| 36 | <input checked="" type="checkbox"/> | A certified copy of any restriction agreement entered into in relation to +restricted securities | To be provided |

+ See chapter 19 for defined terms.

- | | | | |
|----|-------------------------------------|--|---|
| 37 | <input checked="" type="checkbox"/> | If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee | To be provided |
| 38 | <input checked="" type="checkbox"/> | (Companies only) - certificate of incorporation or other evidence of status (including any change of name) | Attached as Annexure B |
| 39 | <input type="checkbox"/> | (All entities except companies) - certificate of registration or other evidence of status (including change of name) | Not applicable |
| 40 | <input checked="" type="checkbox"/> | Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) | Attached as Annexure C. Confirmation has been provided to ASX that the Constitution is not inconsistent with the listing rules (copy included). |

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|-----|-------------------------------------|---|---|
| 41 | <input checked="" type="checkbox"/> | Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) | Provided. See Item 40. |
| 42 | <input checked="" type="checkbox"/> | A brief history of the entity or, if applicable, the group | See 'Investment Highlights' section of Prospectus, Chairman's letter and section 2 of Prospectus. |
| 42A | <input checked="" type="checkbox"/> | Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. | Attached as Annexure D. |

About the securities to be quoted

All entities

- | | | | |
|----|-------------------------------------|--|---|
| 43 | <input checked="" type="checkbox"/> | Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules | We confirm the conditions for quotation contained in Listing Rules 2.1 and 2.5 have or will be met. |
| 44 | <input checked="" type="checkbox"/> | Voting rights of +securities to be quoted | Section 9.2 of the Prospectus. |
| 45 | <input type="checkbox"/> | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs | To be provided. |
| 46 | <input checked="" type="checkbox"/> | Terms of the +securities to be quoted | Section 9.2 of the Prospectus. |
| 47 | <input type="checkbox"/> | A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders | To be provided. |
| 48 | <input type="checkbox"/> | A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over | To be provided. |
| 49 | <input type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | To be provided. |

+ See chapter 19 for defined terms.

50 Terms of any +debt securities and +convertible debt securities and

Where is the information or document to be found? (eg, prospectus cross reference)

51 Trust deed for any +debt securities and +convertible debt securities

52 Deleted 24/10/2005.

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

53 The name of the vendor and details of any relationship of the vendor with us

- Huang Jin Mining Pty Ltd ACN 005 367 457 (HJM) (Douglass Wakley Cahill is the company Secretary of HJM and his son, Wesley Cahill is the Sole Director of HJM) – MIN 5471, EL 5116 and EL 5188
- James McNamara (unrelated) – MIN 4986;
- Terrance Frerk (unrelated) – MIN 4611 and MIN 5068;
- Douglass Wakley Cahill (Director of Victorian Gold Mines NL) – MIN 5370 and MIN 5371;
- Robert Palmer (unrelated) – MIN 5370 and MIN 5371

54 If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us

+ See chapter 19 for defined terms.

- 55 The date that the vendor acquired the +classified asset
- MIN 4986 – Acquired by vendor in 1999 by way of agreement for a consideration of \$4,000.

MIN 5371 (encompassing the former MIN 5370) – The vendor applied directly to the Department of Primary Industries for this licence. No agreement was entered into, or consideration paid.

MIN 5471 – The vendor purchased this mining licence from Diamond Hill Mining Pty Ltd on 26 September 2007. No consideration was paid.

EL 5116 - The vendor applied directly to the Department of Primary Industries for this licence. No agreement was entered into, or consideration paid.

EL 5188 - The vendor applied directly to the Department of Primary Industries for this licence. No agreement was entered into, or consideration paid.

Details in relation to the vendor's acquisition of MIN 5068 and MIN 4611 are to be provided.
- 56 The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise
- See item 55
- 57 The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full
- See item 55.
- 58 Full details of the +classified asset, including any title particulars
- See items 53 and 55.

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- 59 The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).
- Huang Jin Mining Pty Ltd has incurred expenditure of \$175,000 in conducting exploration activities in relation to each of the following tenements:
- (a) EL5188 - \$25,000);
 (b) EL 5116 - \$50,000);
 (c) MIN 5471 - \$100,000)
- Huang Jin Mining Pty Ltd has incurred development expenditure of \$350,000 in respect of MIN 5471.
- 60 The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full
- The Company will acquire the classified assets upon quotation. The consideration is passing directly to the respective vendors. The consideration has not yet been provided in full.
- 61 A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).
- See section 9.3 of the Prospectus. No expert reports have been considered (with the exception of those contained in the Prospectus).

About the entity's capital structure

All entities

- 62 Deleted 1/9/99.
- 63 A copy of the register of members, if ASX asks
- To be provided in full if requested.
- 64 A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years
- Not applicable.
- 65 The terms of any +employee incentive scheme
- Not applicable.
- 66 The terms of any +dividend or distribution plan
- Not applicable.

+ See chapter 19 for defined terms.

67 The terms of any +securities that will not be quoted Not applicable.

68 Deleted 1/7/98.

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|-------------------------------------|---|--|
| 69 | <input checked="" type="checkbox"/> | The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable) | Sections 1.6 and 9.2 of the Prospectus. |
| 70 | <input type="checkbox"/> | The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not. | Nil |
| 71 | <input type="checkbox"/> | The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not. | Nil |
| 72 | <input type="checkbox"/> | The number of the entity's options to +acquire unissued +securities, showing the number outstanding

Note: This applies whether the securities are quoted or not. | Nil |
| 73 | <input checked="" type="checkbox"/> | Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities

Note: This applies whether the securities are quoted or not. | Section 9.9 of the Prospectus. |
| 74 | <input checked="" type="checkbox"/> | If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests). | Victorian Gold Mines Pte Ltd. This Company has been recently incorporated in Singapore and is not currently carrying on or conducting any business and does not intend to do so in the next 12 months. |

+ See chapter 19 for defined terms.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

		Where is the information or document to be found? (eg, prospectus cross reference)
75	<input type="checkbox"/> Evidence that the entity has been in the same main business activity for the last 3 full financial years	Not applicable
76	<input type="checkbox"/> Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	Not applicable
76A	<input type="checkbox"/> Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	Not applicable
77	<input type="checkbox"/> Audited ⁺ accounts for the last 3 full financial years and audit reports	Not applicable
78 - 79	Deleted 1/7/97.	
80	<input type="checkbox"/> Half yearly ⁺ accounts (if required) and audit report or review	Not applicable
80A	<input type="checkbox"/> Pro forma balance sheet and review	Not applicable
80B	<input type="checkbox"/> Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn ⁺ profit from continuing operations	Not applicable

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

Deleted 1/7/97

81		
81A	<input checked="" type="checkbox"/> For entities other than ⁺ investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million	Section 5 of the Prospectus.
81B	<input checked="" type="checkbox"/> For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	Not applicable.
81C	<input checked="" type="checkbox"/> Evidence that the entity is a ⁺ pooled development fund with net tangible assets of at least \$2 million	Not applicable.

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

82	<input checked="" type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	Not applicable.
83	<input checked="" type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Section 1.5 and Section 7 of the Prospectus.
84	<input checked="" type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Section 1.5 of the Prospectus.
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	<input type="checkbox"/>	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	Not applicable.
87A	<input type="checkbox"/>	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable.
87B	<input type="checkbox"/>	Audited balance sheet (if required) and audit report	Not applicable.
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review	See sections 5 and 6 of the Prospectus.
<i>(Now go to 106)</i>			
88		Deleted 1/7/97.	
89-92C		Deleted 1/9/99.	
93		Deleted 1/7/97.	
94-98C		Deleted 1/9/99.	
99		Deleted 1/7/97.	
100-105C		Deleted 1/9/99.	

+ See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

106 Details of the entity's existing and proposed activities, and level of operations. State the main business

Sections 1 and 2 of the Prospectus.

107 Details of any issues of the entity's ⁺securities (in all ⁺classes) in the last 5 years. Indicate issues for consideration other than cash

Sections 1.6 and section 5 of the Prospectus.

Information memorandum requirements

All entities

108 If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum

Not applicable

109 The signature of every director, and proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity)

Not applicable.

110 The date the information memorandum is signed

Not applicable.

111(a) Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it

Not applicable.

111(b) If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity

Not applicable.

⁺ See chapter 19 for defined terms.

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|--------|--------------------------|--|-----------------|
| 111(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | Not applicable. |
| 112(a) | <input type="checkbox"/> | Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it | Not applicable. |
| 112(b) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity | Not applicable. |
| 112(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | Not applicable. |
| 113 | <input type="checkbox"/> | A statement that ASX does not take any responsibility for the contents of the information memorandum | Not applicable. |
| 114 | <input type="checkbox"/> | A statement that the fact that ASX may admit the entity to its ⁺ official list is not to be taken in any way as an indication of the merits of the entity | Not applicable. |
| 115 | <input type="checkbox"/> | If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context | Not applicable. |

⁺ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

116 A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum

Not applicable.

117 A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated.

- A material statement in the information memorandum is misleading or deceptive.
- There is a material omission from the information memorandum.
- There has been a significant change affecting a matter included in the information memorandum.
- A significant new circumstance has arisen and it would have been required to be included in the information memorandum

Not applicable.

Information contained in the supplementary information memorandum

118 If there is a supplementary information memorandum:

- Correction of any deficiency.
- Details of any material omission, change or new matter.
- A prominent statement that it is a supplementary information memorandum.
- The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity).
- The date the supplementary information memorandum is signed.

Not applicable.

Evidence if supplementary information memorandum is issued

119 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.

Not applicable.

+ See chapter 19 for defined terms.

Other information

All entities

Where is the information or document to be found? (eg, prospectus cross reference)

120	<input checked="" type="checkbox"/> Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum	Not applicable.
121	<input type="checkbox"/> Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	Consultancy Agreement – Douglass Cahill Consultancy Agreement – Kevin Nichol
122	<input type="checkbox"/> A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable.
123	<input type="checkbox"/> Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's +securities	Not applicable.
123A	<input type="checkbox"/> The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the +official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	ASX to advise if anything further required.

Mining exploration entities

124	<input checked="" type="checkbox"/> A map or maps of the mining tenements prepared by a qualified +person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified +person and the report to which they relate.	Section 7 of the Prospectus.
125	Deleted 1/7/97	

+ See chapter 19 for defined terms.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | |
|-----|--|-------------------------------------|
| 126 | <input checked="" type="checkbox"/> A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement:
the geographical area where the +mining tenement is situated;
the nature of the title to the +mining tenement;
whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
the +person in whose name the title to the +mining tenement is currently held. | Section 8 of the Prospectus. |
| 127 | <input checked="" type="checkbox"/> If the entity has +acquired an interest or entered into an agreement to +acquire an interest in a +mining tenement from any +person, a statement detailing the date of the +acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor. | Section 9.3 of the Prospectus. |
| 128 | <input checked="" type="checkbox"/> A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each +mining tenement or, where appropriate, each group of tenements | Sections 1 and 2 of the Prospectus. |
| 129 | <input checked="" type="checkbox"/> A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and +ore reserves | Section 7 of the Prospectus. |

+ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

- 5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
 - When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

+ See chapter 19 for defined terms.

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility, we confirm that either:

we have given a copy of this application to the approved CS facility in accordance with the operating rules of the approved CS facility; or

we ask ASX to forward a copy of this application to the approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility:

- The approved CS facility is irrevocably authorised to establish and administer a subregister in respect of CDIs.
- We will make sure that CDIs are issued over securities if the holder of quoted securities asks for CDIs.


13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility:


we have given a copy of this application to the approved CS facility in accordance with the operating rules of the approved CS facility; or

we ask ASX to forward a copy of this application to the approved CS facility.

Dated:
Executed
by

Victorian Gold Mines NL ACN 139 255 771
by:

A 
Director

A 
Director/Secretary

A Kevin Nichol
Full name of Director

A Michael Trifunovic
Full name of Director/Secretary

* See chapter 19 for defined terms.