

# Appendix 1A

## ASX Listing application and agreement

This form is for use by an entity seeking admission to the <sup>+</sup>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 <sup>+</sup>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 <sup>+</sup>quotation of its <sup>+</sup>securities.

Publication does not mean that the entity will be admitted or that its <sup>+</sup>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
Monteray Group Ltd	15 062 959 540

We (the entity) apply for admission to the <sup>+</sup>official list of ASX Limited (ASX) and for <sup>+</sup>quotation of <sup>+</sup>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 <sup>+</sup>Main class of <sup>+</sup>securities

Number	<sup>+</sup> Class

3	Additional <sup>+</sup> classes of <sup>+</sup> securities (except <sup>+</sup> CDIs)	31,500,406	Ordinary Shares (post-Consolidation)  Includes existing shares, shares issued under the Share Purchase Agreement (attached as Annexure 3), and assumes maximum subscription under the Prospectus (refer to section 2 of Annexure 2). Excludes any fractional entitlements that may arise from the Consolidation.
		Number to be quoted	<sup>+</sup> Class
		Not applicable.	Not applicable.
		Number not to be quoted	<sup>+</sup> Class
		10,110,000	Options over Ordinary Shares (post-Consolidation)  Includes existing options and options granted under the Share Purchase Agreement (attached as Annexure 3).

4	Telephone number, postal address for all correspondence, general fax number, fax number for <sup>+</sup> company announcements office to confirm release of information to the market, and e-mail address for contact purposes.	Monteray Group Ltd Level 18 50 Cavill Avenue Surfers Paradise, Queensland, 4217 Phone: 07 5538 2558 Fax: 07 5526 8922 Email: scole@charpac.com.au
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5	Address of principal <sup>+</sup> security registries for each <sup>+</sup> class of <sup>+</sup> security (including <sup>+</sup> CDIs)	ComputerShare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford, Victoria, 3067
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6	Annual balance date	30 June
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**Companies only**  
(Other entities go to 19)

7	Name and title of chief executive officer/managing director	To be appointed – any change will be announced pursuant to Listing Rule 3.16.
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<sup>+</sup> See chapter 19 for defined terms.

8	Name and title of chairperson of directors	To be appointed – any change will be announced pursuant to Listing Rule 3.16.
9	Names of all directors	Subject to Shareholder approval, the directors of the Company will be Mr Kevin Dart, Mr Sandy Barblett and Mr John Hannaford.
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>The Constitution of Monterey Group Ltd is attached as Annexure 1.</p> <p>Clause 20.1 of the Constitution provides that each director must not hold office (without re-election) past the third annual general meeting following its appointment or election or 3 years, whichever is longer, after which they must retire from office. The clause does not apply to the managing director, but if there is more than 1 managing director, only 1 is entitled not to be subject to the rule.</p> <p>Clause 21.3(a) provides that the fees payable to non-executive directors must be by way of a fixed sum, and not by way of a commission on or a percentage of profits on operating revenue. Clause 21.3(b) provides that the remuneration payable to executive directors must not include a commission on or a percentage of profits on operating revenue.</p>
11	Name and title of company secretary	Mr Steven Cole – Company Secretary
12	Place of incorporation	Victoria
13	Date of incorporation	24 December 1993
14	Legislation under which incorporated	Corporations Act 2001 (Cth)
15	Address of registered office in Australia	Level 18, 50 Cavill Avenue, Surfers Paradise, Queensland, 4217
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	Refer to section 6.4 of the Prospectus - there is currently no intention on the part of the Board to pay dividends. Payment of dividends by the Company will depend upon the availability of distributable earnings, and the Company's franking credit position, operating results, available cash flows, financial condition, taxation position, future capital requirements, general business and financial conditions, and other factors the Directors consider relevant.

18 If the entity is a foreign company which has a certificated subregister for quoted <sup>+</sup>securities, the location of Australian <sup>+</sup>security registers

Not applicable.

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.

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.

<sup>+</sup> See chapter 19 for defined terms.

- |     |   |                 |
|-----|---|-----------------|
| 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. |

## 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  Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements

Shareholders have been asked to approve a Consolidation of the Share Capital, on the basis that every twenty (20) Shares be consolidated into one (1) Share and where the Consolidation results in a fraction of a Share being held by a Shareholder, the Directors be authorised to round that fraction up to the nearest whole Share. The last trading price for Shares in the Company immediately prior to suspension is expected to be at least \$0.01 per Share (pre-Consolidation) which equates to a trading price of at least \$0.20 per Share (post-Consolidation). Shares issued under the Prospectus will be issued at an issue price of \$0.20 per Share (post-Consolidation).

- Refer to Resolution 9 of the Notice of EGM attached as Annexure 23 and section 2.5 of the Prospectus.
- 32  Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) A copy of the Prospectus is attached as Annexure 2. Please let us know if further copies are required.
- 33  Cheque for fees A cheque for the initial listing fee and applicable pro-rata annual listing fees will be provided once ASX has provided an invoice.
- 34  Type of subregisters the entity will operate  
Example: CHESS and certificated subregisters CHESS
- 35  Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) Copies of the material contracts referred to in section 10 of the Prospectus are provided as Annexures 3 to 16.
- 36  A certified copy of any restriction agreement entered into in relation to <sup>+</sup>restricted securities Restriction agreements to be executed and provided after consultation with ASX.
- 37  If there are <sup>+</sup>restricted securities, undertaking issued by any bank or <sup>+</sup>recognised trustee Not applicable.
- 38  (Companies only) - certificate of incorporation or other evidence of status (including any change of name) Certificate of registration on change of name is attached as Annexure 17.
- 39  (All entities except companies) - certificate of registration or other evidence of status (including change of name) Not applicable.
- 40  Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) The Constitution of the Company is attached as Annexure 1. Note clause 1.7 which provides ASX Listing Rules prevail (per Appendix 15A).  
Where is the information or document to be found? (eg, prospectus cross reference)
- 41  Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) Not required. Note clause 1.7 of the Constitution which provides ASX Listing Rules prevail (per Appendix 15A).

<sup>+</sup> See chapter 19 for defined terms.

- 42  A brief history of the entity or, if applicable, the group See Prospectus section 3.
- 42A  Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. The Company has an existing agreement with ASX.

**About the securities to be quoted**

**All entities**

- 43  Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules The proposed quotation complies with Listing Rule 2.1. In particular, Condition 2 will be satisfied by the Consolidation.
- 44  Voting rights of +securities to be quoted See Prospectus section 10.2.
- 45  A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs To be provided.
- 46  Terms of the +securities to be quoted See Constitution clause 2 and section 10.2 of the Prospectus.
- 47  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 after completion of the offer and allotment of shares under the Prospectus.
- 48  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 after completion of the offer and allotment of shares under the Prospectus.
- 49  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 after completion of the offer and allotment of shares under the Prospectus.
- 50  Terms of any +debt securities and +convertible debt securities Not applicable.
- Where is the information or document to be found? (eg, prospectus cross reference)
- 51  Trust deed for any +debt securities and +convertible debt securities Not applicable.
- 52  Deleted 24/10/2005.

## All entities with classified assets

(Other entities go to 62)

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

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

Jaek Holdings Pty Ltd ACN 145 089 596 (Vendor)

The Vendor is a related party of the Company for the purposes of chapter 2E of the Corporations Act, as the Company has reasonable grounds to believe that the Vendor is likely to become a related party of the Company in the future.

A director is a 'related party' for the purposes of chapter 2E of the Corporations Act. The Company has reasonable grounds to believe that it is likely that resolutions 1 to 10 of the Notice of Extraordinary General Meeting will be passed by Shareholders, and therefore that Mr John Hannaford, the sole director of the Vendor, will be a director of the Company in the future.

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<sup>+</sup> See chapter 19 for defined terms.



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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

The Company announced to the market on 8 October 2010 that the Company had entered into a legally binding Share Purchase Agreement with Aberystwyth Nominees Pty Ltd ACN 145 832 775 (Aberystwyth) and the Vendor to acquire from the Vendor 100% of the issued shares in Aberystwyth (Proposed Transaction).

Under the Heads of Agreement and Amending Deed attached as Annexures 18 and 19, Aberystwyth has a legally enforceable right to obtain from Murchison Resources Pty Ltd ACN 009 175 491 an 80% interest in the following exploration licences and prospecting licences located in the goldfields region of Western Australia (Portfolio):

(a) Golden Rdg. Sth, Western Australia prospecting licence P26/3218, granted 10 August 2007;

(b) Golden Rdg. Sth, Western Australia prospecting licence P26/3219, granted 10 August 2007;

(c) Malcolm King, Western Australia prospecting licence P37/7778, granted 18 June 2007;

(d) Triple 3, Western Australia exploration licence E25/333, granted 21 June 2007; and

(e) Hickmans, Western Australia exploration licence E25/341, granted 19 March 2008.

In addition, two further exploration licence applications proximal to the Hickmans licence, ELA 25/460 and ELA 25/459, form part of the Portfolio.

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The date that the vendor acquired the \*classified asset

Aberystwyth will acquire the Portfolio on completion of the Heads of Agreement, which must be completed by 30 November 2010, unless the Heads of Agreement is extended by a further 3 months (see clause 3 of the Heads of Agreement attached as Annexure 18).

56  The method by which the vendor <sup>+</sup>acquired the <sup>+</sup>classified asset, including whether by agreement, exercise of option or otherwise

Aberystwyth will acquire the Portfolio on the terms of the Heads of Agreement and Amending Deed attached as Annexures 18 and 19.

57  The consideration passing directly or indirectly from the vendor (when the vendor <sup>+</sup>acquired the asset), and whether the consideration has been provided in full

Consideration payable by Aberystwyth to Murchison for the Portfolio is \$100,000 cash plus GST, shares to the value of \$150,000 in the Company and an equivalent number of options to acquire shares in the Company (see clause 3 of the Heads of Agreement attached as Annexure 18), such shares and options to be issued and granted (as the case may be) by the Company to Murchison pursuant to clause 4 of the Share Purchase Agreement attached as Annexure 3.

Consideration will be provided on completion of the Heads of Agreement.

58  Full details of the <sup>+</sup>classified asset, including any title particulars

(a) Golden Rdg. Sth, Western Australia prospecting licence P26/3218, granted 10 August 2007;  
(b) Golden Rdg. Sth, Western Australia prospecting licence P26/3219, granted 10 August 2007;  
(c) Malcolm King, Western Australia prospecting licence P37/7778, granted 18 June 2007;  
(d) Triple 3, Western Australia exploration licence E25/333, granted 21 June 2007; and  
(e) Hickmans, Western Australia exploration licence E25/341, granted 19 March 2008.

In addition, two further exploration licence applications proximal to the Hickmans licence, ELA 25/460 and ELA 25/459, form part of the Portfolio.

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

<sup>+</sup> See chapter 19 for defined terms.

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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).

Aberystwyth Nominees Pty Ltd and Jaek Holdings Pty Ltd have not done any work in developing the tenements. The Company understands that no work has been performed by Murchison Resources Pty Ltd, apart from that required to meet annual expenditure requirements under the conditions of the tenements.



The date that the entity <sup>+</sup>acquired the <sup>+</sup>classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full

Aberystwyth will acquire the Portfolio on completion of the Heads of Agreement, which must be completed by 30 November 2010, unless the Heads of Agreement is extended by a further 3 months (see clause 3 of the Heads of Agreement attached as Annexure 18).

Consideration payable by the Company to Aberystwyth for the Portfolio is:

(a) cash payment of \$110,000 to be paid by the Company to the Vendor (or Murchison, as the case may require) as follows:

(i) \$10,000 which was paid to the Vendor on 20 August 2010; and

(ii) a further cash payment of \$100,000 to Murchison on completion of the Proposed Transaction;

(b) 40 million Shares (pre-Consolidation) in the Company at an issue price of \$0.01 (pre Consolidation) to be issued to the Vendor;

(c) 15 million Options (pre-Consolidation) in the Company exercisable at \$0.0125 (pre Consolidation) each on or before 31 August 2014 to be issued to the Vendor;

(d) 40 million Shares (pre-Consolidation) in the Company at an issue price of \$0.01 (pre Consolidation) to be issued to the Vendor ; and

(e) 15 million Options (pre-Consolidation) in the Company exercisable at \$0.0125 (pre Consolidation) each on or before 31 August 2014 to be issued to the Vendor.

Consideration will be provided on completion of the Share Purchase Agreement.

<sup>+</sup> See chapter 19 for defined terms.

- 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).

A breakdown of the consideration is outlined at item 60 above.

Please see the Independent Expert's Report attached to the Notice of EGM attached as Annexure 23.

## 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 if requested by ASX.

- 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 <sup>+</sup>employee incentive scheme

Not applicable.

- 66  The terms of any <sup>+</sup>dividend or distribution plan

Not applicable.

- 67  The terms of any <sup>+</sup>securities that will not be quoted

The terms of the options are set out in sections 10.9 and 10.10 of the Prospectus.

- 68 Deleted 1/7/98.

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

- 69  The entity's issued capital (interests), showing separately each <sup>+</sup>class of <sup>+</sup>security (except <sup>+</sup>CDIs), the amount paid up on each <sup>+</sup>class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each <sup>+</sup>class and the conversion terms (if applicable)

The Company will have at the time of listing 31,500,406 (post-Consolidation) fully paid ordinary shares on issue and 10,110,000 (post-Consolidation) options to acquire ordinary shares.

Includes existing shares, shares issued under the Share Purchase Agreement (attached as Annexure 3), and assumes maximum subscription under the Prospectus (refer to section 2 of Annexure 2). Includes existing options and options granted under the Share Purchase Agreement (attached as Annexure 3).

Excludes any fractional entitlements that may arise from the Consolidation.

No dividends have been paid to date.

The rights attaching to these shares are set out in the Company's Constitution which is attached as Annexure 1. See also section 10.2 of the Prospectus.

Terms of the options on issue are set out in sections 10.9 and 10.10 of the Prospectus.

- 70  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 <sup>+</sup>class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

Not applicable.

- 71  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 <sup>+</sup>class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

Not applicable.

- 72  The number of the entity's options to <sup>+</sup>acquire unissued <sup>+</sup>securities, showing the number outstanding

Note: This applies whether the securities are quoted or not.

The Company will have at the time of issue 10,110,000 options to acquire shares in the Company currently on issue.

- 73  Details of any rights granted to any <sup>+</sup>person, or to any class of <sup>+</sup>persons, to participate in an issue of the entity's <sup>+</sup>securities

Note: This applies whether the securities are quoted or not.

Not applicable.

- 74  If the entity has any <sup>+</sup>child entities, a list of all <sup>+</sup>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).

The Company will acquire 100% of the issued share capital in Aberystwyth as part of the Proposed Transaction (refer to the Share Purchase Agreement attached as Annexure 3).

### 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  Evidence that the entity has been in the same main business activity for the last 3 full financial years

Not applicable.

<sup>+</sup> See chapter 19 for defined terms.

76  Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years Not applicable.

76A  Evidence that the entity's +profit from continuing operations in the past 12 months exceeded \$400,000 Not applicable.

77  Audited +accounts for the last 3 full financial years and audit reports Not applicable.

78 - 79 Deleted 1/7/97.

80  Half yearly +accounts (if required) and audit report or review Not applicable.

80A  Pro forma balance sheet and review Not applicable.

80B  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  For entities other than +investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million Refer to the consolidated pro forma balance sheet at section 6.3 of the Prospectus – the Company will satisfy the net tangible assets test following the issue of shares under the Prospectus.

81B  For +investment entities other than +pooled development funds, evidence of net tangible assets of at least \$15 million Not applicable.

81C  Evidence that the entity is a +pooled development fund with net tangible assets of at least \$2 million Not applicable.

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

82  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)	The Company has plans to utilise its cash and assets for the development of the Portfolio acquired as part of the Proposed Transaction. Refer to section 2.7 of the attached 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)	The Company has sufficient working capital for its stated objectives as outlined in the program of expenditure in section 2.7 of the attached Prospectus. Refer to section 6.3 of the Prospectus for the pro forma balance sheet of the consolidated entity post completion of the Proposed Transaction and statement that there is enough working capital to carry out the Company's stated objectives.
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	<input checked="" type="checkbox"/>	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	Accounts for the Company for 2008, 2009 and 2010 are attached as Annexures 12, 20 and 21.  Aberystwyth was incorporated on 17 August 2010. Unaudited management accounts (as at 30 September 2010) are included in section 6.2 of the attached Prospectus.
87A	<input checked="" type="checkbox"/>	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable.
87B	<input checked="" type="checkbox"/>	Audited balance sheet (if required) and audit report	Refer to Annexure 12.
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review	See section 6.3 of the Prospectus and review letter from PKF attached as Annexure 22. A full review will be provided as required.

(Now go to 106)

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.

+ 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

The Company's business following Shareholder Approval is to progress exploration activities on the Portfolio, in the mining sector.

See section 1 of the Prospectus for details of the Company's existing and proposed activities and level of operations.

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

To be provided.

**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.

*Information contained in the information memorandum*

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

111(c)  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, <sup>+</sup>securities or otherwise by any <sup>+</sup>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)  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)  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)  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, <sup>+</sup>securities or otherwise by any <sup>+</sup>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  A statement that ASX does not take any responsibility for the contents of the information memorandum

Not applicable.

114  A statement that the fact that ASX may admit the entity to its <sup>+</sup>official list is not to be taken in any way as an indication of the merits of the entity

Not applicable.

<sup>+</sup> See chapter 19 for defined terms.

- 115  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.
- 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 <sup>+</sup>aware of any of the following between the issue of the information memorandum and the date the entity's <sup>+</sup>securities are <sup>+</sup>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 <sup>+</sup>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.

## Other information

### All entities

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

120  Evidence that the supplementary information memorandum was sent to every <sup>+</sup>person who was sent an information memorandum

Not applicable.

121  Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)

The Company has entered into standard deeds of indemnity and access with the directors, attached as Annexures 5 to 8.

The Company has undertaken, consistent with the Corporations Act, to indemnify each director in certain circumstances and to maintain directors' and officers' insurance cover in favour of the director for seven years after the Director has ceased to be a Director.

The Company has further undertaken with each director to maintain a complete set of the Company's board papers and to make them available to the Director for seven years after the director has ceased to be a director.

122  A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years

Not applicable.

123  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 <sup>+</sup>securities

Not applicable.

123A  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 <sup>+</sup>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.

To be provided if requested by ASX, where applicable.

### Mining exploration entities

<sup>+</sup> See chapter 19 for defined terms.

- 124  A map or maps of the mining tenements prepared by a qualified <sup>+</sup>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 <sup>+</sup>person and the report to which they relate.
- Refer to the Independent Geologist's Report in section 7 of the Prospectus attached as Annexure 2.
- 125 Deleted 1/7/97
- Where is the information or document to be found? (eg, prospectus cross reference)
- 126  A schedule of <sup>+</sup>mining tenements prepared by a qualified person. The schedule must state in relation to each <sup>+</sup>mining tenement:  
the geographical area where the <sup>+</sup>mining tenement is situated;  
the nature of the title to the <sup>+</sup>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 <sup>+</sup>person in whose name the title to the <sup>+</sup>mining tenement is currently held.
- Refer to the Independent Geologist's Report in section 7 of the Prospectus and the Independent Solicitor's Report in section 8 of the Prospectus.
- 127  If the entity has <sup>+</sup>acquired an interest or entered into an agreement to <sup>+</sup>acquire an interest in a <sup>+</sup>mining tenement from any <sup>+</sup>person, a statement detailing the date of the <sup>+</sup>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.
- Please refer to the material provided above at item 60.
- 128  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 <sup>+</sup>mining tenement or, where appropriate, each group of tenements
- Please refer to section 2.7 of the Prospectus.
- 129  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 <sup>+</sup>ore reserves
- Please refer to section 4.2 of the Prospectus.

### 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.

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

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+ See chapter 19 for defined terms.

- 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 <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:

- We will satisfy the <sup>+</sup>technical and performance requirements of the <sup>+</sup>approved CS facility and meet any other requirements the <sup>+</sup>approved CS facility imposes in connection with approval of our <sup>+</sup>securities.
- When <sup>+</sup>securities are issued we will enter them in the <sup>+</sup>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 <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the <sup>+</sup>securities for which <sup>+</sup>quotation is sought.

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

- we have given a copy of this application to the <sup>+</sup>approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility ; or
- we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.

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

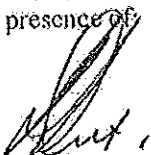
- The \*approved CS facility is irrevocably authorised to establish and administer a subregister in respect of \*CDIs.
- We will make sure that \*CDIs are issued over \*securities if the holder of quoted \*securities asks for \*CDIs.

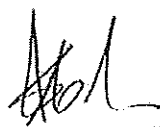
13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's \*securities cannot be approved under the operating rules of the \*approved CS facility:

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.

EXECUTED for and on behalf of  
 MONTERAY GROUP LTD  
 ACN 062 959 540 in accordance with its  
 constitution in the presence of:

  
 A \_\_\_\_\_  
 Director

  
 A \_\_\_\_\_  
 Director

KEVIN JAMIN DART  
 A \_\_\_\_\_  
 Full name of Director

STEVEN ALLAN COLE  
 A \_\_\_\_\_  
 Full Name of Director