

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 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12

Part 1 - Application for admission to the official list

Name of entity

Erin Resources Limited

ABN

30 116 800 269

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
75,958,059	<ul style="list-style-type: none"> • 12,958,000 fully paid ordinary shares (Shares) issued pursuant to the Company's prospectus dated 26 July 2012 (Prospectus); • 25,000,000 Shares issued to the shareholders of Erin Mineral Resources Limited; • 3,500,000 Shares issued to Verona Capital Pty Ltd; • 21,500,059 Shares already on

3	Additional ⁺ classes of ⁺ securities (except ⁺ CDIs)		issue (post consolidation); and <ul style="list-style-type: none"> 13,000,000 Shares subject to a voluntary holding lock (VHL Shares) to be issued to the shareholders of Erin Mineral Resources Limited.
		Number to be quoted	⁺ Class

Number not to be quoted	⁺ Class
4,000,000	4,000,000 options to acquire Shares (Options) exercisable at \$0.20 on or before 30 June 2017 to be issued to Verona Capital Pty Ltd.

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.	Telephone: + 61 8 9389 2000 Address: Erin Resources Limited Allendale Square Level 21 77 St Georges Terrace Perth WA 6000 Facsimile: +61 8 9389 2099
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4A	Person(s) responsible for communications with ASX in relation to listing rule matters and contact details for that person, including mobile telephone number and email address.	Rachel Jelleff – Company Secretary + 61 8 9389 2000 rachelj@ver.com.au
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5	Address of principal ⁺ security registries for each ⁺ class of ⁺ security (including ⁺ CDIs)	Computershare Investor Services Pty Limited Level 2, Reserve Bank Building 45 St Georges Terrace Perth WA 6000
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6	Annual balance date	30 June
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Companies only
(Other entities go to 19)

⁺ See chapter 19 for defined terms.

7	Name and title of chief executive officer/managing director	Mr Grant Davey – Managing Director
8	Name and title of chairperson of directors	Mr James Malone – Non-Executive Chairman
9	Names of all directors	<ul style="list-style-type: none"> • Mr Grant Davey - Managing Director • Mr James Malone - Non-Executive Chairman • Mr Jason Davis - Non-Executive Director • Mr Robert Besley - Non-Executive Director
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>Refer to clauses 14.7 to 14.8 and clause 14.15 of Company's Constitution (Item 2).</p> <p>Pursuant to clause 14.7 of the Company's Constitution, at each annual general meeting one-third of the directors (except for the managing director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors in the same day (unless they otherwise agree between themselves) be determined by lot. No director except a Managing director (if there is one) shall retain office for a period in excess of three years or past the third annual general meeting, whichever is longer, without submitting himself for re-election.</p> <p>Pursuant to clause 14.8 of the Company's Constitution, the retiring directors shall be eligible for re-election.</p> <p>Pursuant to clause 14.15 of the Company's Constitution, subject to ASX Listing Rule 10.17, fees payable to non-executive directors shall be by a fixed sum and not by a commission on or a percentage of profit or operating revenue. Remuneration and fees payable to executive directors shall not include a commission on or percentage of operating revenue.</p>
10A	<p>An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:</p> <p>(a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or</p> <p>(b) if such a check is not available in any such country, a statutory declaration from the</p>	

director confirming that fact and that he or she has not been convicted in that country or elsewhere of:

- (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
- (ii) any other criminal offence which at the time carried a maximum term of imprisonment of 5 years or more (regardless of the period, if any, for which he or she was sentenced).

10B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:

- (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or
- (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

10C A statutory declaration from each director or proposed director confirming that:

- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
- (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

11 Name and title of company secretary

Rachel Jelleff – Company Secretary

⁺ See chapter 19 for defined terms.

12	Place of incorporation	New South Wales
13	Date of incorporation	21 October 2005
14	Legislation under which incorporated	<i>Corporations Act 2001 (Cth)</i>
15	Address of registered office in Australia	Allendale Square Level 21 77 St Georges Terrace Perth WA 6000
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	No dividends have been paid by the Company to date. The Company does not intend to pay dividends at this stage.
18	If the entity is a foreign company which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ 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.
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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.
22A	An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:	
	<ul style="list-style-type: none"> (a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of: (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment for 5 years or more (regardless of the period, if any, for which he or she was sentenced). 	
22B	An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:	
	<ul style="list-style-type: none"> (a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or (b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country. 	
22C	A statutory declaration from each director or proposed director of the responsible entity confirming that:	

⁺ See chapter 19 for defined terms.

- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
- (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
- (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

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.
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	<input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	Refer to Section 5.1 (<i>The Offer</i>) of the Prospectus (Item 1).
32	<input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	See copy of Prospectus lodged with ASIC on 26 July 2012 (Item 1).
33	<input checked="" type="checkbox"/> Cheque for fees	Cheque provided.
34	<input checked="" type="checkbox"/> Type of subregisters the entity will operate Example: CHES and certificated subregisters	CHES – refer to Section 13.11 (<i>Clearing House Electronic Sub-Register System (CHES) and Issuer</i>)

⁺ See chapter 19 for defined terms.

		<i>Sponsorship</i>) of the Prospectus (Item 1).
35	<input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Refer to Section 12 (<i>Material Contracts</i>) of the Prospectus (Item 1) and material contracts (Item 3).
36	<input checked="" type="checkbox"/> A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities	Provided to ASX.
37	<input checked="" type="checkbox"/> If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee	Provided to ASX.
38	<input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Certificate of Registration of Company enclosed (Item 4). ASIC Company Search enclosed (Item 5). NB. Company name was changed to Erin Resources Limited on completion of the Financing and Merger Implementation Agreement (Item 3).
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)	Company's Constitution enclosed (Item 2).
		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)	Refer to clause 29.3 of the Company's Constitution as enclosed (Item 2).
42	<input checked="" type="checkbox"/> A brief history of the entity or, if applicable, the group	Refer to Section 3 (<i>Investment Overview</i>) of the Prospectus (Item 1).
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Refer Item 6

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 that the securities to be quoted as fully paid ordinary shares.
44	<input checked="" type="checkbox"/>	Voting rights of +securities to be quoted	Refer to Sections 13.2 (<i>Rights attaching to Shares</i>) and 13.4 of the Prospectus (Item 1).
45	<input checked="" type="checkbox"/>	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	Provided to ASX.
46	<input checked="" type="checkbox"/>	Terms of the +securities to be quoted	Refer to Sections 13.2 and 13.4 (<i>VHL Shares</i>) of the Prospectus (Item 1).
47	<input checked="" 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	Provided to ASX.
48	<input checked="" 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	Provided to ASX.
49	<input checked="" 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	Provided to ASX.
50	<input type="checkbox"/>	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	<input type="checkbox"/>	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 +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.

+ See chapter 19 for defined terms.

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

Refer to material contracts (Item 3) and the summaries of those contracts in Section 12 (*Material Contracts*) of the Prospectus (Item 1).

1) Joint Venture Agreement relating to an 80% interest in the Bouroubourou Permit - AfriGem Society Limited

2) Joint Venture Agreement relating to an 80% interest in the Lingokoto Permit - AfriGem Society Limited

3) Joint Venture Agreement relating to an 80% interest in the Woye, Balakonko and Garaboueya Permits - Mining Research Company Society Limited

4) Joint Venture Agreement relating to a 77.5% interest in the Wassadou (North and South) Permits - Societe Des Mines Du Senegal

Pursuant to the Financing and Merger Implementation Agreement (summarised in Section 12.1 of the Prospectus), the Company has acquired 100% of Erin Mineral Resources Limited (**Erin**) and its two wholly-owned subsidiaries Erin Resources Pty Ltd (**Erin Resources**) and Erin Senegal S.A.U and will accordingly acquire an interest in the Bouroubourou Permit, Lingokoto Permit, Woye Permit, Balakonko Permit, Garaboueya Permit, Wassadou North Permit and Wassadou South Permit (together the **Permits**).

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

Not applicable.

55	<input checked="" type="checkbox"/>	The date that the vendor acquired the +classified asset	<p>1) Bouroubourou Permit – 17 May 2011</p> <p>2) Lingokoto Permit – 17 May 2011</p> <p>3) Woye, Balakonko and Garaboureya Permits – 30 November 2011</p> <p>4) Wassadou North and South Permits – 12 March 2012</p>
56	<input checked="" type="checkbox"/>	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	<p>Refer to material contracts (Item 3) and the summaries of those contracts in Section 12 (<i>Material Contracts</i>) of the Prospectus (Item 1).</p>
57	<input checked="" type="checkbox"/>	The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full	<p>Refer to material contracts (Item 3) and the summaries of those contracts in Section 12 (<i>Material Contracts</i>) of the Prospectus (Item 1).</p>
58	<input checked="" type="checkbox"/>	Full details of the +classified asset, including any title particulars	<p>Refer to Section 6 (<i>Company and Project Overview</i>), Section 8 (<i>Independent Geologist’s Report</i>) and Section 10 (<i>Senegal Title Report</i>) of the Prospectus (Item 1).</p>
59	<input checked="" type="checkbox"/>	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).	<p>Where is the information or document to be found? (eg, prospectus cross reference)</p> <p>Refer to Section 6 (<i>Company and Project Overview</i>) and Section 8 (<i>Independent Geologist’s Report</i>) of the Prospectus (Item 1).</p>

+ See chapter 19 for defined terms.

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

Refer to Section 6 (*Company and Project Overview*), Section 8 (*Independent Geologist's Report*) and Section 10 (*Senegal Title Report*) of the Prospectus (Item 1).

On 14 September 2012, the Company acquired Erin Mineral Resources Limited and Erin Resources Pty Ltd (the holders of the Permits) following completion of the Financing and Merger Implementation Agreement.

Refer to summary of Financing and Merger Implementation Agreement set out in Section 12.1 of the Prospectus (Item 1) and the Financing and Merger Implementation Agreement (Item 3).

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).

Refer to summary of Financing and Merger Implementation Agreement set out in Section 12.1 of the Prospectus (Item 1) and the Financing and Merger Implementation Agreement (Item 3).

No expert reports were commissioned or considered. The consideration was negotiated between the Company and the Vendors in arm's length transactions.

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 required.

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	<input type="checkbox"/>	The terms of any +dividend or distribution plan	Not applicable.
67	<input checked="" type="checkbox"/>	The terms of any +securities that will not be quoted	Refer to the terms of the options in Section 13.3 (<i>Options to be issued to Verona Capital</i>) of the Prospectus (Item 1).
68		Deleted 1/7/98.	
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)	<p>Where is the information or document to be found? (eg, prospectus cross reference)</p> <p>Refer to Section 3.9 (<i>Capital Structure</i>) of the Prospectus (Item 1) for the details of the capital structure and the conversion terms of the options.</p> <p>Refer to Sections 13.2(c) and 13.2(b) of the Prospectus (Item 1) and clauses 24 and 13.10 to 13.18 of the Company's Constitution (Item 2) respectively for the dividend and voting rights attaching to ordinary shares. There are no dividend or voting rights attaching to options.</p>
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.	Not applicable.
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.	Not applicable.
72	<input checked="" 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.	Refer to Section 3.9 (<i>Capital Structure</i>) of the Prospectus (Item 1).
73	<input checked="" type="checkbox"/>	Details of any rights granted to any +person, or to any class of +persons, to participate in	Refer to Sections 3.4 (<i>Summary of the Offer</i>) and 5.1 (<i>The Offer</i>) of the

+ See chapter 19 for defined terms.

an issue of the entity's +securities

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

Prospectus (Item 1).

- 74 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).

Following completion of the Financing and Merger Implementation Agreement, 100% of the issued share capital in Erin Mineral Resources Limited (ACN 128 093 354) and its two wholly-owned subsidiaries, Erin Resources Pty Ltd (ACN 128 242 464) and Erin Senegal S.A.U (NINEA 004480349).

Refer to summary of Financing and Merger Implementation Agreement set out in Section 12.1 of the Prospectus (Item 1) and the Financing and Merger Implementation Agreement (Item 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.

- 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 statement of financial position and review

Not applicable.

- 80B Statement from all directors or all directors of the responsible entity confirming that the

Not applicable.

entity is continuing to earn +profit from continuing operations

All entities meeting the assets test

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

Introduced 01/07/96 Amended 01/07/99, 01/01/12

81 Deleted 1/7/97

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 Section 9 (*Investigating Accountant's Report*) of the Prospectus (Item 1).

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 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)

Refer to Section 3.7 (*Estimated Exploration Budget*) and Section 3.8 (*Use of Funds*) of the Prospectus (Item 1).

84 Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

Refer to Section 3.6 (*Purpose of the Offer*) of the Prospectus (Item 1).

85 Deleted 1/9/99.

86 Deleted 1/7/97.

87 +Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed

Not applicable. Refer to Section 3.13 (*Financial Information*) of the Prospectus (Item 1).

+ See chapter 19 for defined terms.

87A	<input type="checkbox"/>	Half yearly ⁺ accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable. Refer to Section 3.13 (<i>Financial Information</i>) of the Prospectus (Item 1).
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87B Deleted 01/01/12

87C	<input checked="" type="checkbox"/>	Pro forma statement of financial position and review	Refer to Section 9 (<i>Investigating Accountant's Report</i>) of the Prospectus (Item 1).
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(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.

100-105C Deleted 1/9/99.

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	<input checked="" type="checkbox"/>	Details of the entity's existing and proposed activities, and level of operations. State the main business	Refer to Section 8 (<i>Independent Geologist's Report</i>) and Section 9 (<i>Investigating Accountant's Report</i>) of the Prospectus (Item 1).
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107	<input checked="" type="checkbox"/>	Details of any issues of the entity's ⁺ securities (in all ⁺ classes) in the last 5 years. Indicate issues for consideration other than cash	Refer to the Company's ASX Platform and Section 9 (<i>Investigating Accountant's Report</i>) of the Prospectus (Item 1).
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Information memorandum requirements

All entities

108	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	The date the information memorandum is signed	Not applicable.
111(a)	<input type="checkbox"/>	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)	<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.
<i>Information contained in the information memorandum</i>			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.

+ See chapter 19 for defined terms.

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.
116	<input type="checkbox"/>	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	Where is the information or document to be found? (eg, prospectus cross reference) Not applicable.

117	<input type="checkbox"/> 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. <ul style="list-style-type: none"> • 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.
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Information contained in the supplementary information memorandum

118	<input type="checkbox"/> If there is a supplementary information memorandum: <ul style="list-style-type: none"> • 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.
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Evidence if supplementary information memorandum is issued

119	<input type="checkbox"/> Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.	Not applicable.
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Other information

All entities

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

+ See chapter 19 for defined terms.

120	<input 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)	Not applicable.
122	<input checked="" type="checkbox"/>	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Refer to the Company's ASX Platform. To be otherwise provided upon request by ASX.
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	No such information.
123A	<input checked="" type="checkbox"/>	The documents which would have been required to be given to ASX under rules 4.2A, 4.3A, 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.	To be provided if requested by ASX.

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.	Refer to Section 8 (<i>Independent Geologist's Report</i>) of the Prospectus (Item 1).
125		Deleted 1/7/97	

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

- | | | | |
|-----|-------------------------------------|--|---|
| 126 | <input checked="" type="checkbox"/> | <p>A schedule of ⁺mining tenements prepared by a qualified person. The schedule must state in relation to each ⁺mining tenement:</p> <ul style="list-style-type: none"> 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. | <p>Refer to Section 8 (<i>Independent Geologist's Report</i>) and Section 10 (<i>Senegal Title Report</i>) of the Prospectus (Item 1).</p> |
| 127 | <input checked="" type="checkbox"/> | <p>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.</p> | <p>Refer to the material contracts (Item 3) and the summaries of these contracts in Section 12 (<i>Material Contracts</i>) of the Prospectus (Item 1).</p> |
| 128 | <input checked="" type="checkbox"/> | <p>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</p> | <p>Refer to Section 3.7 (<i>Estimated Exploration Budget</i>), Section 3.8 (<i>Use of Funds</i>), Section 3.25 (<i>Expenses of the Offer</i>) and Section 8 (<i>Independent Geologist's Report</i>) of the Prospectus (Item 1).</p> |
| 129 | <input checked="" type="checkbox"/> | <p>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</p> | <p>Refer to Section 2.6 (<i>Competent Person's Statement</i>) and Section 8 (<i>Independent Geologist's Report</i>) of the Prospectus (Item 1).</p> |

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

⁺ See chapter 19 for defined terms.

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
- 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.
- 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.

+ See chapter 19 for defined terms.

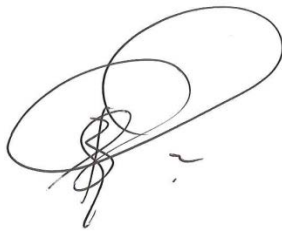
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

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: 19 September 2012

EXECUTED BY
ERIN RESOURCES LIMITED
ACN 116 800 269
in accordance with the Corporations Act:



Director

Grant Davey
Print name



Company Secretary

Rachel Jelleff
Print name