Rules 1.1 Cond 3, 1.7

Appendix 1A

ASX Listing application and agreement

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

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

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

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

Part 1 - Application for admission to the official list

Name of entity	ACN
Australian Bauxite Limited (ABx)	139 494 885

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
		70,000,000	Ordinary
3	Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class
		Not Applicable	Not Applicable

+ See chapter 19 for defined terms.

Number not to be quoted	+Class
12,000,000	Options
	7,200,000 allocated options under the ESOP exercisable at $0.30 per Option with an Expiry Date of 15 October 2012 1,800,000 unallocated options under the ESOP exercisable in accordance with the terms of the ESOP ; 3,000,000 Success Options exercisable at $0.30 per Option with an Expiry Date 3 years from the date of Official Quotation of ABx on the ASX.
One (1)	Convertible Note
	One issued to Hudson Resources Limited with a face value of $2.4m. Terms are that the convertible note bears interest at the rate of 6% pa and is repayable 3 years from the date of Official Quotation of ABx on the ASX. The Company at its option may repay the $2.4m by issuing ordinary shares at $0.30 per share up to the amount of $2.4m

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.	Level 2, 131 Macquarie Street SYDNEY NSW 2000 Tel 9251 7177 Fax (general): 02 9251 7500 Fax (company announcements): 02 9251 7500 Email: hkinstlinger@australianbauxite.com.au
5	Address of principal +security registries for each +class of +security (including +CDIs)	Computershare Investor Services Pty Limited GPO Box 2975 MELBOURNE VIC 3001 Australia

+ See chapter 19 for defined terms.

6	Annual balance date	31 December

Companies only

(Other entities go to 19)

7	Name and title of chief executive officer/managing director	Ian Warwick Levy Managing Director
8	Name and title of chairperson of directors	Peter John Meers
9	Names of all directors	Peter John Meers Ian Warwick Levy Vincent See Yin Tan Rado Jacob Rebek Wei Huang
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	3 year rotation No entitlement to participate in profits
11	Name and title of company secretary	Joint company secretaries are Henry Kinstlinger and Mr David Lawrence Hughes
12	Place of incorporation	Victoria
13	Date of incorporation	23 September 2009
14	Legislation under which incorporated	Corporations Act, 2001

+ See chapter 19 for defined terms.

15	Address of registered office in Australia	Level 2, 131 Macquarie Street SYDNEY NSW 2000
16	Month in which annual meeting is usually held	May
17	Months in which dividends are usually paid (or are intended to be paid)	Has not been determined as dividends are not anticipated to be paid in the short term.
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
20	Name and title of chairperson of directors of responsible entity	Not Applicable
21	Names of all directors of the responsible entity	Not Applicable

+ See chapter 19 for defined terms.

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
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

+ See chapter 19 for defined terms.

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	See section 2.1 of Prospectus attached as Annexure 1 for terms of issue for shares issued pursuant to the Prospectus. Hudson Resources Limited holds 50,000,000 shares in the Company which were issued for a total consideration of $1.00 or $0.00000002 per share. Restriction agreements will need to be entered into in relation to these shares.
32	☒	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	Annexure 1 – Prospectus. 2 hard copies and 1 soft copy on CD with this application, 50 copies to be provided next week after exposure period and printing complete.
33	☒	Cheque for fees	Enclosed for estimated fees. Any difference to be settled once advised of amount payable.
34	☒	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and uncertificated Issuer Sponsored Sub-registers
			Where is the information or document to be found? (eg, prospectus cross reference)
35	☒	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Annexure 2 – Contracts referred to in Prospectus. a) Acquisition Agreement; b) Convertible Note; c) IP Licence Agreement d) Sponsoring Broker and Lead Manager Agreement

+ See chapter 19 for defined terms.

			e) Executive Services Agreement f) Employee Share Option Plan; g) Director's Indemnity Agreement
36	☒	A certified copy of any restriction agreement entered into in relation to +restricted securities	None entered yet. Restriction agreements will need to be entered into once ASX confirms number of restricted securities and duration of escrow period. Will be provided once advised of requirements and executed by relevant parties.
37	☒	If there are +restricted securities, undertaking issued by any bank or +recognised trustee	Will provide confirmation once restricted securities determined by ASX and restriction agreements are executed.
38	☒	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Annexure 3 – Certificate of Incorporation
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)	Annexure 4 – Constitution
			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)	Constitution attached as Annexure 4 contains provisions in the terms set out in Appendix 15A at clause 4 of the Constitution. If ASX requires constitution checklist, a copy can be provided.
42	☒	A brief history of the entity or, if applicable, the group	See sections 2.4 and 5 of the Prospectus, attached as Annexure 1.
42A	☒	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Annexure 5 – Agreement for electronic lodgement.

+ See chapter 19 for defined terms.

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	Annexure 6 – confirmation of listing eligibility.
44	☒	Voting rights of +securities to be quoted	See clause 43 of Constitution attached as Annexure 4.
45	☒	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	Annexure 7 – Specimen holding statement.
46	☒	Terms of the +securities to be quoted	Fully paid ordinary shares.
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 Closing Date of offer under Prospectus and allotment.
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 Closing Date of offer under Prospectus and allotment.
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 Closing Date of offer under Prospectus and allotment.
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.	

+ See chapter 19 for defined terms.

All entities with classified assets

(Other entities go to 62)

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

53	☒	The name of the vendor and details of any relationship of the vendor with us	See sections 2.4 and 5 of the Prospectus. The Vendor is Hudson Resources Limited and North Eastern Bauxite Pty Ltd (a 100% owned subsidiary of Hudson). Hudson Resources Limited holds 50,000,000 ordinary shares, and one \$2.4m convertible note which carries 6% per annum interest (interest is payable upon redemption) & is repayable 3 years from the date of Official Quotation of ABx on the ASX.
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	
55	☒	The date that the vendor acquired the +classified asset	See "Date Granted" in the table in section 12.3 of the Prospectus.
56	☒	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	By Agreement
57	☒	The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full	Application fees and rents payable upon grant of exploration licences
58	☒	Full details of the +classified asset, including any title particulars	See Prospectus at section 11 - Legal report on ABx Project Tenements

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
59	☒	The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).	See sections 5 and 8 of the Prospectus attached as Annexure 1.
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	16 October 2009 See Acquisition Agreement at Annexure 2 The Company issuing to Hudson the Convertible Note for $2.4m. To be issued upon the Official Quotation of the Company on ASX.
61	☒	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	See Acquisition Agreement at Annexure 2 Subject to the Company issuing to Hudson the Convertible Note for $2.4m.

About the entity's capital structure

All entities

62		Deleted 1/9/99.	
63	☒	A copy of the register of members, if ASX asks	Annexure 10 – copy of register of members. An updated register of members can be provided on request.
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	See Employee Share Option Plan attached as Annexure 2.
66	☐	The terms of any +dividend or distribution plan	Not applicable

+ See chapter 19 for defined terms.

67	☒	The terms of any +securities that will not be quoted	Restricted securities as required by ASX will not be quoted. Options will also not be quoted. See section 13.7 of Prospectus attached as Annexure 1 for summary of options and the terms of the options. The Convertible Note will not be quoted.
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 +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)	Issued capital: See section 2.3 of Prospectus attached as Annexure 1. Rights attaching to Shares: See section 13.1 of Prospectus attached as Annexure 1.
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 +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 +class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	See section 13.6 of the Prospectus - Convertible Note of $2.4m issued by the Company to Hudson resources Limited which carries interest at 6% per annum (interest payable on redemption) repayable three years from the date of Official Quotation of ABx on ASX with the Company having the option to repay the same by issuing ordinary shares in itself at $0.30 per share up to $2.4m.
72	☒	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.	12,000,000 options have been or will be issued. All are outstanding. See section 11.6 of Prospectus attached as Annexure 1.

+ See chapter 19 for defined terms.

73	☐	Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities Note: This applies whether the securities are quoted or not.	Not applicable.
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).	ABx1 Pty Ltd 100% ABx2 Pty Ltd 100% ABx3 Pty Ltd 100% See the diagram in section 3 of the Prospectus attached as Annexure 1.

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 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

+ See chapter 19 for defined terms.

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.

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	See sections 9 and 10 (Investigating accountant's report) of Prospectus attached as Annexure 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)	See sections 2.5 of Prospectus attached as Annexure 1.
84	☒	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	See section 2.5 of Prospectus attached as Annexure 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	Company has been in business for less than 3 financial years. See section 9 and 10 of Prospectus attached as Annexure 1.
87A	☐	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	Not applicable

+ See chapter 19 for defined terms.

87B	☐	Audited balance sheet (if required) and audit report	Not applicable
87C	☒	Pro forma balance sheet and review	See section 9 of Prospectus attached as Annexure 1.

(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	☒	Details of the entity's existing and proposed activities, and level of operations. State the main business	See sections 5, 6 and 8 (Independent expert geologist's report) of Prospectus attached as Annexure 1. The Company is involved in the exploration for bauxite.
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	For ordinary shares: Issue on incorporation: See register of members attached as Annexure 10 for amount paid on shares. For Options: See section 2.3 and 13.7 of the Prospectus.

+ See chapter 19 for defined terms.

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. Company has issued a Prospectus and is not issuing an Information Memorandum.
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. Company has issued a Prospectus and is not issuing an Information Memorandum.
110	☐	The date the information memorandum is signed	Not applicable. Company has issued a Prospectus and is not issuing an Information Memorandum.
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. Company has issued a Prospectus and is not issuing an Information Memorandum.
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. Company has issued a Prospectus and is not issuing an Information Memorandum.

		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, +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. Company has issued a Prospectus and is not issuing an Information Memorandum.

+ See chapter 19 for defined terms.

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. Company has issued a Prospectus and is not issuing an Information Memorandum.
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. Company has issued a Prospectus and is not issuing an Information Memorandum.
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, +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. Company has issued a Prospectus and is not issuing an Information Memorandum.
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Not applicable. Company has issued a Prospectus and is not issuing an Information Memorandum.
114	☐	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. Company has issued a Prospectus and is not issuing an Information Memorandum.
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. Company has issued a Prospectus and is not issuing an Information Memorandum.
			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. Company has issued a Prospectus and is not issuing an Information Memorandum.

+ See chapter 19 for defined terms.

117	☐	A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated. • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum	Not applicable. Company has issued a Prospectus and is not issuing an Information Memorandum.

Information contained in the supplementary information memorandum

118	☐	If there is a supplementary information memorandum: • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed.	Not applicable. No supplementary information memorandum was issued.

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. Company has issued a Prospectus and is not issuing an Information Memorandum.

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 +person who was sent an information memorandum	Not applicable. Company has issued a Prospectus and is not issuing an Information Memorandum.
121	☐	Details of any material contracts entered into between the entity and any of its directors (if a	Not applicable.

+ See chapter 19 for defined terms.

		trust, the directors of the responsible entity)	
122	☐	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not applicable. Company has issued a Prospectus and is not issuing an Information Memorandum.
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 +securities	Not applicable. If information of this nature is acquired, the Company will notify ASX accordingly.
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 +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.	Not applicable. the Company will provide the appropriate documents when required

Mining exploration entities

124	☒	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.	See figures in section 8 Independent Technical (Geologist) Report of the Prospectus attached as Annexure 1. These maps are part of the Independent Technical (Geologist) Report. Unless otherwise stated, the maps were prepared by the independent expert geologists as part of the report provided in the Prospectus.
125		Deleted 1/7/97	

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

+ See chapter 19 for defined terms.

126	☒	A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement: the geographical area where the +mining tenement is situated; the nature of the title to the +mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the +person in whose name the title to the +mining tenement is currently held.	See section 11 (Legal report on tenements) of Prospectus attached as Annexure 1.
127	☒	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.	See section 13.6 of the Prospectus attached as Annexure 1 and the Acquisition Agreement attached at Annexure 2. Consideration is a Convertible Note issued to Hudson Resources Limited with a face value of $2.4m. Terms are that the convertible note bears interest at the rate of 6% pa and is repayable 3 years from the date of Official Quotation of ABx on the ASX. The Company at its option may repay the $2.4m by issuing ordinary shares at $0.30 per share up to the amount of $2.4m
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 +mining tenement or, where appropriate, each group of tenements	See sections 2.5 and 8 (Independent expert geologist's report) of Prospectus attached as Annexure 1 for expenditure which is currently proposed. If required, the Company can provide this to ASX once a more detailed program of expenditure is determined.
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 +ore reserves	Not applicable. The Company is exploring for bauxite, and no economic bauxite resources have yet been reported.

+ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

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

We agree:

1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.

- There is no reason why the +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.

6 The listing rules are to be interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and
- in a way that best promotes the principles on which the listing rules are based.

7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.

8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.

9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

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

- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
- When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

+ See chapter 19 for defined terms.

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

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

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

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

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

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

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

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

Dated: 27/10/09

Executed by Australian Bauxite Limited
ACN 139 494 885 in accordance with section 127
of the *Corporations Act, 2001*

P Meers

Director (signature) Company Secretary (signature)

PETER MEERS HENRY KINSTLINGER

[Proper execution - if the entity has a seal, execution must be under seal]

+ See chapter 19 for defined terms.