

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, 11/1/2003, 24/10/2005

Part 1 - Application for admission to the official list

Name of entity

ABN

ATHENA RESOURCES LIMITED

69 113 758 900

We (the entity) apply for admission to the *official list of Australian Stock Exchange 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
23,100,000	ORDINARY
Number to be quoted	*Class

3 Additional *classes of *securities (except *CDIs)

* See chapter 19 for defined terms.

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Number not to be quoted	*Class

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

63 LINDSAY STREET
 PERTH WA 6000
 TELEPHONE 9328 8277
 FAX 9328 5188
 admin@athenaresources.com.au

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

COMPUTERSHARE INVESTOR SERVICES PTY LTD
 LEVEL 2, 45 ST GEORGES TERRACE
 PERTH WA 6000

6 Annual balance date

JUNE 30

Companies only
(Other entities go to 19)

7 Name and title of chief executive officer/managing director

EDMOND WILLIAM EDWARDS – EXECUTIVE CHAIRMAN

8 Name and title of chairperson of directors

EDMOND WILLIAM EDWARDS

9 Names of all directors

EDMOND WILLIAM EDWARDS
 DONALD FERGUSON THOMSON
 SHANE BEATTY SADLEIR

+ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	SUBJECT TO ROTATION. NO ENTITLEMENT TO PARTICIPATE IN PROFITS.
11	Name and title of company secretary	EDMOND WILLIAM EDWARDS
12	Place of incorporation	WESTERN AUSTRALIA
13	Date of incorporation	11 APRIL 2005
14	Legislation under which incorporated	CORPORATIONS ACT 2001
15	Address of registered office in Australia	63 LINDSAY STREET 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)	NOT APPLICABLE
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	NOT APPLICABLE

+ See chapter 19 for defined terms.

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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)

⁺ See chapter 19 for defined terms.

About the entity

All entities

Tick to indicate you are providing the information or documents	Where is the information or document to be found? (eg, prospectus cross reference)
31 <input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	PROSPECTUS SECTION 4.1 SPREAD REQUIREMENT TO BE PROVIDED
32 <input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	1 COPY OF PROSPECTUS ATTACHED 250 TO BE PROVIDED
33 <input checked="" type="checkbox"/> Cheque for fees	ATTACHED
34 <input checked="" type="checkbox"/> Type of subregisters the entity will operate <small>Example: CHESS and certificated subregisters</small>	CHESS AND ISSUER SPONSORED
35 <input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	ATTACHED
36 <input checked="" type="checkbox"/> A certified copy of any restriction agreement entered into in relation to *restricted securities	TO BE PROVIDED
37 <input checked="" type="checkbox"/> If there are *restricted securities, undertaking issued by any bank or *recognised trustee	TO BE PROVIDED
38 <input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	ATTACHED
39 <input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	NOT APPLICABLE
40 <input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	ATTACHED

⁺ See chapter 19 for defined terms.

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		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)	SEE CLAUSE 2 OF CONSTITUTION
42	<input checked="" type="checkbox"/> A brief history of the entity or, if applicable, the group	PROSPECTUS SECTIONS 7 AND 13.1
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	ATTACHED

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	SEE PROSPECTUS SECTION 4.8
44	<input checked="" type="checkbox"/> Voting rights of +securities to be quoted	SEE PROSPECTUS SECTION 13.8.2
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	STANDARD CHESS AND COMPUTERSHARE STATIONERY
46	<input checked="" type="checkbox"/> Terms of the +securities to be quoted	SEE PROSPECTUS SECTION 13.8
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	TO BE PROVIDED
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	TO BE PROVIDED
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	TO BE PROVIDED
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)

+ See chapter 19 for defined terms.

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 ⁺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 TIED NOMINEES PTY LTD,
TIED INVESTMENTS PTY LTD,
LIGHTWAVE INVESTMENTS AND GRANT DONNES. TIED NOMINEES AND TIED INVESTMENTS ARE ASSOCIATED WITH MR E W EDWARDS A DIRECTOR.

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 The date that the vendor acquired the ⁺classified asset VARIOUS – REFER
PROSPECTUS SOLICITORS
REPORT SECTION 10

56 The method by which the vendor ⁺acquired the ⁺classified asset, including whether by agreement, exercise of option or otherwise VARIOUS – REFER
PROSPECTUS SOLICITORS
REPORT SECTION 10

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 NOT APPLICABLE

58 Full details of the ⁺classified asset, including any title particulars VARIOUS – REFER
PROSPECTUS SOLICITORS
REPORT SECTION 10

⁺ See chapter 19 for defined terms.

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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). REFER PROSPECTUS INDEPENDENT GEOLOGIST REPORT SECTION 8
- 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 SEE ATTACHED AGREEMENTS
- 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 ATTACHED AGREEMENTS AND SOLICITORS REPORT SECTION 10

About the entity's capital structure

All entities

- 62 Deleted 1/9/99
- 63 A copy of the register of members, if ASX asks
- 64 A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years NOT APPLICABLE
- 65 The terms of any +employee incentive scheme NOT APPLICABLE
- 66 The terms of any +dividend or distribution plan NOT APPLICABLE
- 67 The terms of any +securities that will not be quoted RESTRICTED SHARES ON SAME TERMS AS QUOTED SHARES
- 68 Deleted 1/7/98

+ See chapter 19 for defined terms.

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

- | | | | |
|----|-------------------------------------|---|---|
| 69 | <input checked="" type="checkbox"/> | The entity's issued capital (interests), showing separately each class of security (except CDIs), the amount paid up on each class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each class and the conversion terms (if applicable) | SEE PROSPECTUS SECTION 3.5 AND INDEPENDENT ACCOUNTANTS REPORT SECTION 9 (FOR ISSUED CAPITAL) AND SECTION 13.8 (FOR VOTING RIGHTS) |
| 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)

<small>Note: This applies whether the securities are quoted or not.</small> | 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)

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

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

<small>Note: This applies whether the securities are quoted or not.</small> | NOT APPLICABLE |
| 74 | <input checked="" type="checkbox"/> | If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests). | SEE PROSPECTUS SECTION 13 CAPRICORN RESOURCES PTY LTD 100% OWNED AND MINERAL EXPLORATION. SEE SALE OF SHARES AGREEMENT ATTACHED |

[†] See chapter 19 for defined terms.

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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 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

SEE PROSPECTUS SECTION 3 AND
INDEPENDENT ACCOUNTANTS
REPORT SECTION 9

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

+ See chapter 19 for defined terms.

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

82	<input type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	NOT APPLICABLE
83	<input checked="" type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	SEE PROSPECTUS SECTION 3.4 AND 7 AND INDEPENDENT GEOLOGIST REPORT SECTION 8
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)	SEE PROSPECTUS SECTION 3.4 AND INDEPENDENT GEOLOGIST REPORT SECTION 8
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	SEE PROSPECTUS INDEPENDENT ACCOUNTANTS REPORT SECTION 9 AND ATTACHED ACCOUNTS AT JUNE 30 2006
87A	<input type="checkbox"/>	Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed	NOT APPLICABLE
87B	<input checked="" type="checkbox"/>	Audited balance sheet (if required) and audit report	SEE PROSPECTUS INDEPENDENT ACCOUNTANTS REPORT AND ATTACHED ACCOUNTS
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review	SEE PROSPECTUS INDEPENDENT ACCOUNTANTS REPORT
<i>(Now go to 106)</i>			
88		Deleted 1/7/97	
89-92C		Deleted 1/9/99	
93		Deleted 1/7/97	
94-98C		Deleted 1/9/99.	
99		Deleted 1/7/97	
100-105C		Deleted 1/9/99.	

+ See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum		Where is the information or document to be found? (eg, prospectus cross reference)	
106	X Details of the entity's existing and proposed activities, and level of operations. State the main business	<table border="1"><tr><td>MINERAL EXPLORATION SEE PROSPECTUS SECTION 3 AND 7 AND INDEPENDENT GEOLOGIST REPORT</td></tr></table>	MINERAL EXPLORATION SEE PROSPECTUS SECTION 3 AND 7 AND INDEPENDENT GEOLOGIST REPORT
MINERAL EXPLORATION SEE PROSPECTUS SECTION 3 AND 7 AND INDEPENDENT GEOLOGIST REPORT			
107	X Details of any issues of the entity's *securities (in all *classes) in the last 5 years. Indicate issues for consideration other than cash	<table border="1"><tr><td>SEE PROSPECTUS SECTION 3 AND INDEPENDENT ACCOUNTANTS REPORT</td></tr></table>	SEE PROSPECTUS SECTION 3 AND INDEPENDENT ACCOUNTANTS REPORT
SEE PROSPECTUS SECTION 3 AND INDEPENDENT ACCOUNTANTS REPORT			

* See chapter 19 for defined terms.

Other information

All entities

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

- | | | | |
|------|-------------------------------------|--|---|
| 120 | <input type="checkbox"/> | Evidence that the supplementary information memorandum was sent to every [†] person who was sent an information memorandum | NOT APPLICABLE |
| 121 | <input checked="" 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) | SEE PROSPECTUS SECTION 10 SOLICITORS REPORT |
| 122 | <input type="checkbox"/> | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years | NOT APPLICABLE |
| 123 | <input type="checkbox"/> | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's [†] securities | NOT APPLICABLE |
| 123A | <input type="checkbox"/> | The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the [†] official list at the date of its application for admission, unless ASX agrees otherwise.

<small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | NOT APPLICABLE |

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. | SEE PROSPECTUS INDEPENDENT GEOLOGIST REPORT SECTION 8 |
| 125 | | Deleted 1/7/97 | |

[†] See chapter 19 for defined terms.

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

- | | | |
|-----|--|---|
| 126 | <p>X 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.</p> | <p>SEE PROSPECTUS SOLICITORS REPORT SECTION 10 AND INDEPENDENT GEOLOGIST'S REPORT SECTION 8</p> |
| 127 | <p>X 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>SEE PROSPECTUS SOLICITORS REPORT SECTION 10</p> |
| 128 | <p>X 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>SEE PROSPECTUS SECTION 3.4 AND 7 AND INDEPENDENT GEOLOGIST REPORT SECTION 8</p> |
| 129 | <p>X 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>SEE PROSPECTUS INDEPENDENT GEOLOGIST REPORT SECTION 8</p> |

* 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.

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- 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.

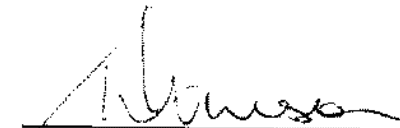
Dated: 27 September 2006

Executed by Athena Resources Limited)
(ACN 113 758 900) in accordance with
section 127 of the Corporations Act:



(Signature of Secretary/other Director)

EDMOND WILLIAM EDWARDS



(Signature of Director)

DONALD FERGUSSON THOMSON

^ See chapter 19 for defined terms.