

360 Capital Industrial Fund

10 December 2012

APPENDIX 1A – LISTING APPLICATION AND AGREEMENT

Please find attached Appendix 1A – Listing Application and Agreement for the 360 Capital Industrial Fund.

For more information, please contact:

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About 360 Capital

360 Capital is a property investment and funds management group concentrating on strategic investment and active investment management of property assets. The company was formed in 2006 and has been actively investing in direct property assets, property securities and various corporate real estate acquisitions within Australian real estate markets on a private equity basis. The company's 15 full time staff located in Sydney have significant property, funds and investment management experience. As at 30 June 2012, 360 Capital managed 11 investment vehicles holding assets valued at more than \$865 million on behalf of over 9,000 investors

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

360 Capital Industrial Fund

ABN

ARSN 099 680 252

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
182,675,535	Ordinary
Number to be quoted	⁺ Class
N/A	N/A

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

⁺ See chapter 19 for defined terms.

Number not to be quoted	+Class
64,890,000	Convertible notes

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.	Suite 804 Level 8, 56 Pitt Street Sydney NSW 2000 Phone: (02) 8405 8660 Fax: (02) 9238 0354 Email: Alan.Sutton@360capital.com.au
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.	Mr Alan Raymond Sutton, Company Secretary 360 Capital RE Limited Suite 804 Level 8, 56 Pitt Street, Sydney NSW 2000 Ph: 02 8405 8862 Mobile: 0416 486 993 Email: Alan.Sutton@360capital.com.au
5	Address of principal +security registries for each +class of +security (including +CDIs)	Boardroom Pty Limited Level 7, 207 Kent Street Sydney NSW 2000 GPO Box 3993 Sydney NSW 2001
6	Annual balance date	30 June

Companies only
(Other entities go to 19)

7	Name and title of chief executive officer/managing director	N/A
8	Name and title of chairperson of directors	N/A

+ See chapter 19 for defined terms.

9	Names of all directors	N/A
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	N/A
10A	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: (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 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;	

⁺ See chapter 19 for defined terms.

- (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	N/A
12	Place of incorporation	N/A
13	Date of incorporation	N/A
14	Legislation under which incorporated	N/A
15	Address of registered office in Australia	N/A
16	Month in which annual meeting is usually held	N/A
17	Months in which dividends are usually paid (or are intended to be paid)	N/A

⁺ See chapter 19 for defined terms.

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

N/A

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

N/A

(Companies now go to 31)

All entities except companies

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

Mr Tony Robert Pitt, Managing Director

20 Name and title of chairperson of directors of responsible entity

Mr Andrew Graeme Moffat, Independent Non-Executive Chairman

21 Names of all directors of the responsible entity

Mr Andrew Graeme Moffat
Mr William John Ballhausen
Mr David van Aanholt
Mr Tony Robert Pitt

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

The directors of the responsible entity hold office indefinitely subject to removal or vacation of office in accordance with law or the responsible entity's constitution. The directors are not subject to retirement by rotation.

Directors have no entitlements to participate in profits.

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:

- (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

⁺ See chapter 19 for defined terms.

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).

Refer Annexure 1 (As per the cover letter, AFP Police Check Applications have been lodged with the AFP for processing and the results will be delivered to ASX as soon as they are received.)

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:

- (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.

Refer Annexure 2

22C A statutory declaration from each director or proposed director of the responsible entity 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

⁺ See chapter 19 for defined terms.

- (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.

Refer Annexure 3. (Please note that Andrew Moffat's statutory declaration is a copy. The original will be provided to ASX as soon as it is received.)

23	Name and title of company secretary of responsible entity	Mr Alan Raymond Sutton, Company Secretary Mr Benjamin Paul James, Company Secretary
23A	Trusts only - the names of the members of the compliance committee (if any)	N/A
24	Place of registration of the entity	The entity is registered in Australia and is administered from Sydney, NSW. The register of the entity is maintained in Victoria. The responsible entity is registered under the laws of Victoria.
25	Date of registration of the entity	7 March 2002
26	Legislation under which the entity is registered	<i>Corporations Act 2001</i> (Cth)
27	Address of administration office in Australia of the entity	Suite 804 Level 8, 56 Pitt Street Sydney NSW 2000
28	If an annual meeting is held, month in which it is usually held	N/A
29	Months in which distributions are usually paid (or are intended to be paid)	Quarterly, paid in July, October, January and April.

⁺ See chapter 19 for defined terms.

30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	N/A
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	N/A

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	The prevailing NTA per unit is \$0.5414. The register (as at 5 November 2012) for the entity shows that 3,096 unitholders hold securities valued at greater than \$2,000 based on the prevailing NTA of \$0.5414.
32	☒ Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	A copy of the Information Memorandum is attached at Annexure 4. Enclosed with this application are 25 copies of the Information Memorandum.
33	☒ Cheque for fees	Enclosed.
34	☒ Type of subregisters the entity will operate Example: CHESS and certificated subregisters	Electronic CHESS sub-register or issuer sponsored sub-register.
35	☒ Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Syndicated Multi Option Facility Agreement with National Australia Bank is attached at Annexure 5.
36	☐ A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities	N/A

⁺ See chapter 19 for defined terms.

37	☐	If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee	N/A
38	☐	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	N/A
39	☒	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	Attached. Refer to Annexure 6.
40	☒	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	A copy of the current consolidated constitution is attached at Annexure 7 (Current Constitution). A copy of the proposed constitution the subject of the 8 November unitholders' meeting is also attached at Annexure 7 (Proposed 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)	Attached. Refer to Annexure 8.
42	☒	A brief history of the entity or, if applicable, the group	The entity has always been an industrial property trust. Refer also to section 2.1, section 6.1 and the Chairman and Managing Director's letter of the Information Memorandum.
42A	☒	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Attached. Refer to Annexure 9.

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	A description of the key rights and liabilities attaching to the Units is contained in section 9.2 of the Information Memorandum. They are eligible to be quoted.
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⁺ See chapter 19 for defined terms.

44	☒	Voting rights of +securities to be quoted	Refer to section 9.2 of the Information Memorandum, article 17.1 and Schedule 2 of the Current Constitution(attached at Annexure 7), articles 13 and 14 of the Proposed Constitution (also attached Annexure 7) and Division 6 of Part 2G.4 of the Corporations Act.
45	☒	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	To be provided upon request.
46	☒	Terms of the +securities to be quoted	Refer to section 9.2 of the Information Memorandum for a description of the key rights and liabilities attaching to the securities to be quoted. The full rights are set out in the Current Constitution and the Proposed Constitution (each attached at Annexure 7).
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	Attached. Refer to Annexure 10. This has been prepared based on unitholdings as at 5 November 2012.
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	Attached. Refer Annexure 11. This has been prepared based on unitholdings as at 5 November 2012.
49	☒	The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price	The register (as at 5 November 2012) for the entity shows that 3,096 unitholders hold securities valued at greater than \$2,000 based on the prevailing NTA of \$0.5414.
50	☒	Terms of any +debt securities and +convertible debt securities	Refer to Schedule 1 of the Notes Trust Deed attached at Annexure 13. Where is the information or document to be found? (eg, prospectus cross reference)
51	☒	Trust deed for any +debt securities and +convertible debt securities	Attached at Annexure 13.
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 | N/A |
| 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 | N/A |
| 55 | ☐ The date that the vendor acquired the ⁺ classified asset | N/A |
| 56 | ☐ The method by which the vendor ⁺ acquired the ⁺ classified asset, including whether by agreement, exercise of option or otherwise | N/A |
| 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 | N/A |
| 58 | ☐ Full details of the ⁺ classified asset, including any title particulars | N/A |
| | | 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). | N/A |
| 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 | N/A |
| 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). | N/A |

⁺ See chapter 19 for defined terms.

About the entity's capital structure

All entities

62	Deleted 1/9/99.	
63	☒ A copy of the register of members, if ASX asks	Attached at Annexure 14.
64	☐ A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	N/A
65	☐ The terms of any *employee incentive scheme	N/A
66	☐ The terms of any *dividend or distribution plan	N/A
67	☒ The terms of any *securities that will not be quoted	Refer terms of convertible notes set out in Schedule 1 to the Notes Trust Deed attached at Annexure 13.
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)	All units are fully paid ordinary units issued at the relevant issued price as varied from time to time in accordance with the constitution. All units rank equally for distribution and voting rights and overview of these rights is set out in section 9.2 of the Information Memorandum with further detail set out in the Current Constitution and the Proposed Constitution.
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.	N/A
71	☒ The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of	64,890,000 convertible notes that have a face value of 40 cents and are currently being paid a coupon at 12

* See chapter 19 for defined terms.

	payment of interest, date and terms of redemption of each ⁺ class and conversion terms (if applicable)	per cent per annum. Refer further detail in Schedule 1 of the Notes Trust Deed attached at Annexure 13.
	Note: This applies whether the securities are quoted or not.	
72	☐ The number of the entity's options to ⁺ acquire unissued ⁺ securities, showing the number outstanding	N/A
	Note: This applies whether the securities are quoted or not.	
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	N/A
	Note: This applies whether the securities are quoted or not.	
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).	Refer to the structure diagram attached at Annexure 15.

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	N/A
76	☐ Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	N/A
76A	☐ Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	N/A
77	☐ Audited ⁺ accounts for the last 3 full financial years and audit reports	N/A
78 - 79	Deleted 1/7/97.	
80	☐ Half yearly ⁺ accounts (if required) and audit report or review	N/A
80A	☐ Pro forma statement of financial position and review	N/A

⁺ See chapter 19 for defined terms.

80B	☐	Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn ⁺ profit from continuing operations	N/A
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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 4 of the Information Memorandum and the Consolidated Financial Statements for 2010, 2011 and 2012 attached at Annexure 16.
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81B	☐	For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	N/A
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81C	☐	Evidence that the entity is a ⁺ pooled development fund with net tangible assets of at least \$2 million	N/A
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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)	Refer to section 4 of the Information Memorandum and the Consolidated Financial Statements for 2010, 2011 and 2012 attached at Annexure 16.
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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)	N/A
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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 9.6 of the Information Memorandum.
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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	Refer to the Consolidated Financial Statements for 2010, 2011 and 2012 attached at Annexure 16.
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⁺ See chapter 19 for defined terms.

87A ☒ Half yearly ⁺accounts (if required) and audit report, review or statement that not audited or not reviewed

Attached. Refer to Annexure 16.

87B Deleted 01/01/12

87C ☒ Pro forma statement of financial position and review

Refer to section 4 of the Information Memorandum.

(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

The entity invests in industrial property. Refer to section 3 of the Information Memorandum.

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

Attached. Refer to Annexure 18. All issues were for cash consideration.

Information memorandum requirements

All entities

⁺ See chapter 19 for defined terms.

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	Refer to the "Important Notice" section of the 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)	Refer to section 9.16 of the Information Memorandum.
110	☒	The date the information memorandum is signed	Refer to section 9.16 of the 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	Refer to section 9.8 of the 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	N/A
<i>Information contained in the information memorandum</i>			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	N/A

+ 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	Refer to section 9.9 of the 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	N/A
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	N/A
113	☒	A statement that ASX does not take any responsibility for the contents of the information memorandum	Refer to the "Important Notice" section of the 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	Refer to the "Important Notice" section of the 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	N/A
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	Refer to the "Important Notice" section of the 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

Refer to the "Important Notice" section of the 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.

N/A

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.

N/A

Other information

All entities

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

⁺ See chapter 19 for defined terms.

120	☐	Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum	N/A
121	☒	Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	There were none.
122	☒	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Attached. Refer Annexure 19.
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	N/A
123A	☒	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.	Attached. Refer Annexure 16.

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.	N/A
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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.	N/A
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.	N/A
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	N/A
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	N/A

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:

- 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

⁺ See chapter 19 for defined terms.

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: 5th December 2012

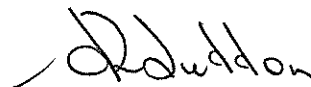
Executed by 360 Capital RE Limited ACN 090 939 192 as responsible entity of the 360 Capital Industrial Fund in accordance with section 127 of the Corporations Act 2001 (Cth):



Signature of director

Tony Pitt

Full name of director



Signature of company secretary/director

Alan Raymond Sutton

Full name of company secretary/director

⁺ See chapter 19 for defined terms.