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.

Part 1 - Application for admission to the official list

Name of entity	ABN
Prime Minerals Limited	61 120 658 497

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

		Number	+Class
2	+Main class of +securities	32,350,001	ORD
3	Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class
		Nil	OPTIONS, 20 cent, 31 Oct 2009

+ See chapter 19 for defined terms.

Number not to be quoted	+Class
2,200,000	OPTIONS, 20 cent, 31 Oct 2009

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.	Tel: 08 9488 5299 Fax: 08 9321 6699 Address: 34 Parliament Place West Perth WA 6005 Email: admin@primeminerals.com.au
5	Address of principal +security registries for each +class of +security (including +CDIs)	Computershare Investor Services Pty Ltd Level 2 Reserve Bank Building 45 St Georges Tce Perth WA 6000
6	Annual balance date	30 June

Companies only

(Other entities go to 19)

7	Name and title of chief executive officer/managing director	Mr Emilio Pietro Del Fante – Executive Director
8	Name and title of chairperson of directors	Mr Bruce Richard Hawley - Chairman
9	Names of all directors	Mr Bruce Richard Hawley (Chairman) Mr Emilio Pietro Del Fante (Executive Director) Mr Vincent Kenneth Hyde (Non-Executive Director) Mr Bruce David Waddell (Non-Executive Director)

+ 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	Pursuant to clause 14.4 of the Constitution, at least 1/3 of the directors must retire from office at each AGM and no director may retain office for more than 3 years or until the third AGM following the director's appointment, whichever is longer. There is no entitlement to participate in profits other than in respect of ordinary share holdings.
11	Name and title of company secretary	Mr Bruce David Waddell
12	Place of incorporation	Perth, Australia
13	Date of incorporation	27 July 2006
14	Legislation under which incorporated	Corporations Act 2001
15	Address of registered office in Australia	34 Parliament Place West Perth WA 6005
16	Month in which annual meeting is usually held	As the company has been in existence for less than one year it has not yet held an AGM. Intention is for meeting to be held annually in November.
17	Months in which dividends are usually paid (or are intended to be paid)	Not applicable. The Company does not expect to declare a dividend during the evaluation and development stage of its projects. Subject to the Company attaining sustained profitability, the Directors will consider paying dividends subject to available cash flow and capital requirements.
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	N/A

+ See chapter 19 for defined terms.

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	N/A
20	Name and title of chairperson of directors of responsible entity	N/A
21	Names of all directors of the responsible entity	N/A
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	N/A
23	Name and title of company secretary of responsible entity	N/A

+ See chapter 19 for defined terms.

23A	Trusts only - the names of the members of the compliance committee (if any)	N/A
24	Place of registration of the entity	N/A
25	Date of registration of the entity	N/A
26	Legislation under which the entity is registered	N/A
27	Address of administration office in Australia of the entity	N/A
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)	N/A
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

+ 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	☐	Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	Prospectus section 3.1 (page 15) Evidence of compliance with spread requirements will be provided in due course.
32	☐	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	Enclosed one 'pdf' copy. Additional printed copies will be provided when available.
33	☐	Cheque for fees	Cheque for $22,579.86 is enclosed.
34	☐	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and issuer sub-registers
35	☐	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Refer Annexure "A"
36	☐	A certified copy of any restriction agreement entered into in relation to +restricted securities	Will be provided following ASX response to escrow submission accompanying this Application
37	☐	If there are +restricted securities, undertaking issued by any bank or +recognised trustee	Will be provided following ASX response to escrow submission accompanying this Application
38	☐	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Refer Annexure "B" – Certificate of Registration dated 27/7/06. - Certificate of Registration on Change of Name to Prime Minerals dated 31/8/06
39	☐	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	N/A

+ See chapter 19 for defined terms.

40	☐	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Refer Annexure "C"
			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)	Refer Annexure "C"
42	☐	A brief history of the entity or, if applicable, the group	Company was incorporated on 27/7/06 initially as Noble Resources Ltd. Initial directors were Bruce Waddell, Vince Hyde and Peter Del Fante. The members and directors resolved to change the name to Prime Minerals to avoid confusion with a foreign company of the same name with investments in Australia. Change of name was registered on 31 August 2006. Share capital of $235,000 was raised in August 2006. In September 2006, Prime entered into four Share Sale agreements to acquire 100% of the issued capital of companies holding tenements in Lake Mason, Barrambie and Dales Gorge/Tom Price. In October 2006, entered into JV assignment deed over Star of Mangaroon project area. Mr Bruce Hawley was appointed to the Board. Lodged prospectus on 31 October 2006.
42A	☐	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Refer Annexure "D"

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	Securities to be quoted are ordinary fully paid shares. They are the only class of securities on issue other than director options and consultant options for which quotation will not be sought.

+ See chapter 19 for defined terms.

44	☐	Voting rights of +securities to be quoted	Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.
45	☐	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	Refer Annexure "E"
46	☐	Terms of the +securities to be quoted	Shares – ordinary fully paid
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 when Prospectus is closed and shares have been allotted.
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 when Prospectus is closed and shares have been allotted.
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 when Prospectus is closed and shares have been allotted.
50	☐	Terms of any +debt securities and +convertible debt securities	N/A
			Where is the information or document to be found? (eg, prospectus cross reference)
51	☐	Trust deed for any +debt securities and +convertible debt securities	N/A
52	☐	Deleted 24/10/2005	N/A

All entities with classified assets

(Other entities go to 62)

+ See chapter 19 for defined terms.

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	Refer to Summary of Acquisition Agreements Annexure "F"
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	Refer to Summary of Acquisition Agreements Annexure "F"
55	☐	The date that the vendor acquired the +classified asset	Refer to Summary of Acquisition Agreements Annexure "F"
56	☐	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	Refer to Summary of Acquisition Agreements Annexure "F"
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	Refer to Summary of Acquisition Agreements Annexure "F"
58	☐	Full details of the +classified asset, including any title particulars	Refer to Summary of Acquisition Agreements Annexure "F"
			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 to Summary of Acquisition Agreements Annexure "F"
60	☐	The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full	Refer to Summary of Acquisition Agreements Annexure "F"

+ See chapter 19 for defined terms.

61	☐	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	Refer to Summary of Acquisition Agreements Annexure "F"

About the entity's capital structure

All entities

62		Deleted 1/9/99.	
63	☐	A copy of the register of members, if ASX asks	To be provided when Prospectus is closed and shares have been allotted.
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	Annexure "G", Employee Share Option Plan Rules approved by the Board
66	☐	The terms of any +dividend or distribution plan	N/A
67	☐	The terms of any +securities that will not be quoted	Refer Section 10.3 of the Prospectus in respect of the unlisted Directors and Consultants options
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	☐	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)	Refer Annexure "H" Shares For dividend and voting rights refer to Section 10.2 of the Prospectus.
70	☐	The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +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 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
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.	Refer Annexure "H" Options Issued for nil consideration Nil voting and dividend rights.
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.	N/A – However the company intends to complete a non-renounceable entitlements issue of loyalty options on the basis of 1 option for every 2 shares held approximately 4 months after the commencement of trading of the Company's shares on ASX (refer to section 3.3 of the Prospectus)
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).	Child entities are Mitis Resources Pty Ltd, Fineloop Holdings Pty Ltd, Megaworld Pty Ltd and Wildfire Property Investment Pty Ltd. All entities will be 100% owned, subject to Prime receiving in-principle approval to list on ASX. All entities are involved in minerals exploration.

+ See chapter 19 for defined terms.

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, not meeting profit test
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 balance sheet and review	N/A
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

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	Company is raising $2,200,000 plus seed capital of $236,000. Costs of Issue are $313,000. Therefore net tangible assets is expected to be $2,123,000 after costs of issue.
81B	☐	For +investment entities other than +pooled development funds, evidence of net tangible assets of at least $15 million	N/A
81C	☐	Evidence that the entity is a +pooled development fund with net tangible assets of at least $2 million	N/A

+ See chapter 19 for defined terms.

			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)	N/A
83	☐	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Refer to Use of Funds at Annexure "I". Total raised (after adding back costs of issue) is $2,513,000. The company has commitments to spend $313,000 on costs of issue, $150,000 on acquisitions and $915,000 on granted tenements, being $440,000 at Lake Mason (refer detailed budget at p32 of the Independent Geological Report) and $475,000 on the Star of Mangaroon JV (refer detailed budget at p51 of the Independent Geological Report). Therefore total committed is $1,378,000 which is 54.8% of the entity's cash and cash assets.
84	☐	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Refer to section 3.8 of the Prospectus
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	Prime Minerals Limited was incorporated on 27/7/06. The Company's financials are included in the Financial Information in Section 7 of the Prospectus. Statement that accounts were not audited can be found in section 6 (sub section 4.1 and 4.2)of the Prospectus – Report of the Investigating Accountant.
87A	☐	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	N/A.
87B	☐	Audited balance sheet (if required) and audit report	N/A

+ See chapter 19 for defined terms.

87C	☐	Pro forma balance sheet and review	Refer section 6 of the Prospectus – Investigating Accountant's Report Refer section 7 of the Prospectus – Financial Information

(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	Refer Section 1 of the Prospectus "Project Overview". The Company's main business is to advance its projects by systematic exploration.
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	1. Incorporation share, cash, 1 share @ $1.00 2. First stage seed shares, cash , 1,000,000 shares @ $0.001 3. Second stage seed shares, cash, 2,350,000 shares @ $0.10 Vendor shares and Broker shares will be issued upon satisfaction of conditions.

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	N/A
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 annexure "J"
110	☐	The date the information memorandum is signed	Prospectus was signed on 31 October 2006
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 10.4 of the Prospectus
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	Peter Del Fante holds option through Red Bluff Nominees Pty Ltd. Mr Del Fante is a director and shareholder in Red Bluff Nominees Pty Ltd Bruce Hawley holds shares and options through West Coast Projects Pty Ltd which holds interest in trust for the Bruce Hawley Superannuation Fund of which Mr Hawley is a beneficiary

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	Refer to Section 10.4 of the Prospectus

+ 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 10.6 of the Prospectus, which contains a summary of the interests of Promoters
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	Refer to section 10.6 of the Prospectus, which contains a summary of the interests of Promoters
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	Refer to section 10.6 of the Prospectus, which contains a summary of the interests of Promoters
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Refer p2, "Important Notice" paragraph 2.
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 Section 3.11 of the Prospectus
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	Refer to Section 10.5 of the Prospectus
			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	N/A – not 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	N/A

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)
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)	Refer to Section 10.4 and Section 5 "Independent Solicitors Report" of the Prospectus. The only agreements with

+ See chapter 19 for defined terms.

			directors relate to Director Officer & Protection Deeds.
122	☐	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	N/A
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 4.1, 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.	Company only recently incorporated.

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.	Refer to the reports of the Independent Consulting Geologists contained in Section 4 of the Prospectus.

125 Deleted 1/7/97

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
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.	Refer to the Independent Solicitors Report contained in Section 5 of the Prospectus
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.	All acquisitions were indirectly via the purchase of shares in proprietary companies and have been summarised at Annexure "F". The only other agreement to acquire an interest in a mining tenement is via the Assignment, Assumption and Variation Star of Mangaroon Farm-in and Joint Venture Agreement. The Company is required to sole fund all exploration costs up to a maximum of $300,000 within 3 years to earn a 51% joint venture interest, and may elect to sole fund a further $200,000 in a further 2 years to earn a total 80% joint venture interest. The vendor, Marc Clifton is entitled to a 1.5% net smelter return.
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	Refer Use of Funds at Annexure "I" and to detailed budgets contained within the Independent Consulting Geologists Report in relation to each project.
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 – No resources or reserves. Statement to the effect that pre-JORC target mineralisation should not be interpreted as a mineral resource or ore reserve is clearly made in Section 1.1 of the Prospectus

+ 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:

SIGNED for and on behalf of **PRIME MINERALS LIMITED** by authority of its Directors in accordance with section 127 of the Corporations Act	)	Director	B.D.Waddell Secretary/Director
	)	EMILIO PIETRO DEL FANTE Print name	BRUCE DAVID WADDELL Print name

PRIME MINERALS LTD.
A.C.N. 120 658 497
Common Seal

+ See chapter 19 for defined terms.