

Appendix 1A

ASX Listing application and agreement

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

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

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

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

Part 1 - Application for admission to the official list

Name of entity

ABN

CARPENTARIA EXPLORATION LIMITED

63 095 117 981

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
30,000,000	Ordinary fully paid shares (assuming full subscription under the offer)
30,000,000	Ordinary fully paid shares issued prior to the prospectus
5,000,000	Ordinary fully paid shares issued pursuant to the conditions detailed in the prospectus
3,400,000	Options issued pursuant to the conditions detailed in the prospectus

⁺ See chapter 19 for defined terms.

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3	Additional ⁺ classes of ⁺ securities (except ⁺ CDIs)	Number to be quoted	⁺ Class
		Nil	Not Applicable
		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.	Telephone: (08) 9481 2284 Facsimile: (08) 9321 0070 Address: Level 2 33 Ord Street WEST PERTH WA 6005 Email: info@capex.net.au	
5	Address of principal ⁺ security registries for each ⁺ class of ⁺ security (including ⁺ CDIs)	Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WA 6153	
6	Annual balance date	30 June	

Companies only

(Other entities go to 19)

7	Name and title of chief executive officer/managing director	Not Applicable	
8	Name and title of chairperson of directors	Nick Sheard (Executive Chairman)	
9	Names of all directors	Nick Sheard (Executive Chairman) Stan Macdonald (Non Executive Chairman) Bob Hair (Non Executive Chairman)	
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors subject to rotation in accordance with the Listing Rules and clause 14.4 of the Constitution (Attachment "A")	

⁺ See chapter 19 for defined terms.

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11	Name and title of company secretary	Mr Bruce Acutt / Mr Chris Powell
12	Place of incorporation	New South Wales
13	Date of incorporation	17 November 2000
14	Legislation under which incorporated	Corporations Act 2001
15	Address of registered office in Australia	Level 2 33 Ord Street WEST PERTH WA 6005
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	Clause 21 of the Constitution ("Attachment A") provides that the Directors may declare dividends to be payable to the shareholders entitled to the dividends but that no dividends shall be payable except out of profits
18	If the entity is a foreign company which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not Applicable
18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	Not Applicable

⁺ See chapter 19 for defined terms.

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(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity	Not Applicable
20	Name and title of chairperson of directors of responsible entity	Not Applicable
21	Names of all directors of the responsible entity	Not Applicable
22	Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Not Applicable
23	Name and title of company secretary of responsible entity	Not Applicable
23A	Trusts only - the names of the members of the compliance committee (if any)	Not Applicable
24	Place of registration of the entity	Not Applicable
25	Date of registration of the entity	Not Applicable
26	Legislation under which the entity is registered	Not Applicable
27	Address of administration office in Australia of the entity	Not Applicable

⁺ See chapter 19 for defined terms.

28	If an annual meeting is held, month in which it is usually held	Not Applicable
29	Months in which distributions are usually paid (or are intended to be paid)	Not Applicable
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	Not Applicable
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	Not Applicable

About the entity

All entities

Tick to indicate you are providing the information or documents

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

31	☐ Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	Issue price is \$0.25. Refer to Section 2 – Details of the Offer – in the Prospectus (Attachment “B”)
32	☐ Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	50 copies to be provided as soon as they are printed
33	☐ Cheque for fees	ASX to advise amount
34	☐ Type of subregisters the entity will operate Example: CHESS and certificated subregisters	Electronic CHESS and Issuer Sponsored sub-registers. Refer to Section 10.10 of Prospectus (Attachment “B”)

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35	☐	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	Copies of Material Contracts provided (Attachments "C" to "H"). Also see Section 10.3 of the Prospectus (Attachment "B")
36	☐	A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities	To be provided
37	☐	If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee	To be provided when Agreements are completed and the Share Registry has set up escrow arrangements
38	☐	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Copy of change of name and type of company attached (Attachment "I")
39	☐	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	Not Applicable
40	☐	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Copy of Constitution attached as Attachment "A"
			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)	Letter from Elizabeth Harris dated 31 July 2007 (Attachment "J")
42	☐	A brief history of the entity or, if applicable, the group	Refer to Chairman's Letter in Prospectus (Attachment "B")
42A	☐	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	One copy provided as Attachment "K"
43	☐	Confirmation that the ⁺ securities to be quoted are eligible to be quoted under the listing rules	The ordinary fully paid shares of Carpentaria Exploration Limited are eligible to be quoted under the Listing Rules (refer to Prospectus)

⁺ See chapter 19 for defined terms.

About the securities to be quoted

All entities

- | | | | |
|----|--------------------------|--|--|
| 44 | ☐ | Voting rights of +securities to be quoted | Refer to Section 13 of the Constitution (Attachment "A") as summarised at Section 10.2 in the Prospectus (Attachment "B") |
| 45 | ☐ | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs | To be provided |
| 46 | ☐ | Terms of the +securities to be quoted | Ordinary fully paid shares. Terms are set out in the Constitution (Attachment "A") and summarised in Section 10.2 of the Prospectus (Attachment "B") |
| 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 by Share Registry following allotment of securities applied for pursuant to the Prospectus |
| 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 by Share Registry following allotment of securities applied for pursuant to the Prospectus |
| 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 by Share Registry following allotment of securities applied for pursuant to the Prospectus |
| 50 | ☐ | Terms of any +debt securities and +convertible debt securities | Not Applicable |
| | | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 51 | ☐ | Trust deed for any +debt securities and +convertible debt securities | Not Applicable |
| 52 | ☐ | Deleted 24/10/2005. | Not Applicable |

⁺ 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 | Refer to Chairman's Letter and Section 10.3 of the Prospectus (Attachment "B") |
| 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 | Refer to Agreements of Sale of Mining Tenements between Carpentaria Exploration Limited and Giralia Resources NL dated 8 August 2007 amended 4 September 2007 (Attachment "C"). Refer to Section 10.3 of Prospectus (Attachment "B") |
| 56 | ☐ | The method by which the vendor ⁺ acquired the ⁺ classified asset, including whether by agreement, exercise of option or otherwise | Refer to Agreements of Sale of Mining Tenements between Carpentaria Exploration Limited and Giralia Resources NL dated 8 August 2007 amended 4 September 2007 (Attachment "C"). Refer to Section 10.3 of Prospectus (Attachment "B") |
| 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 Agreements of Sale of Mining Tenements between Carpentaria Exploration Limited and Giralia Resources NL dated 8 August 2007 amended 4 September 2007 (Attachment "C"). Refer to Section 10.3 of Prospectus (Attachment "B") |
| 58 | ☐ | Full details of the ⁺ classified asset, including any title particulars | Refer to Section 6 – Independent Solicitor's Report of the Prospectus (Attachment "B") |

⁺ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.

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|----|--------------------------|--|---|
| 69 | ☐ | 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 Section 5 – Independent Geological Report of Prospectus (Attachment “B”) |
| 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 Item 35 |
| 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 Item 35 |

About the entity’s capital structure

All entities

- | | | | |
|----|--------------------------|---|--|
| 62 | | Deleted 1/9/99. | |
| 63 | ☐ | A copy of the register of members, if ASX asks | Share Registry will provide if asked |
| 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 | A copy of the Employee Share Scheme established by the Company is annexed (Attachment “F”) as discussed at section 10.3 of the Prospectus (see Attachment “B”) |
| 66 | ☐ | The terms of any +dividend or distribution plan | Not Applicable |
| 67 | ☐ | The terms of any +securities that will not be quoted | Refer to section 10.4 – Interests of Directors in the Prospectus (Attachment “B”) |
| 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 to Section 2.9 – Capital Structure, Section 7 – Independent Accountant's Report and Section 10.4 – Interests of Directors in the Prospectus (Attachment "B") |
| 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)

<small>Note: This applies whether the securities are quoted or not.</small> | Not Applicable |
| 71 | ☐ | The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)

<small>Note: This applies whether the securities are quoted or not.</small> | Not Applicable |
| 72 | ☐ | 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> | Refer to Section 2.9 – Capital Structure, Section 7 – Independent Accountant's Report and Section 10.4 – Interests of Directors in the Prospectus (Attachment "B") |
| 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

<small>Note: This applies whether the securities are quoted or not.</small> | Refer to Sections 2.2, 2.10 and 2.11 in the Prospectus (Attachment "B") |
| 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). | Not Applicable |

⁺ 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	Not Applicable
76	☐	Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	Not Applicable
76A	☐	Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	Not Applicable
77	☐	Audited ⁺ accounts for the last 3 full financial years and audit reports	Not Applicable
78 - 79 Deleted 1/7/97.			
80	☐	Half yearly ⁺ accounts (if required) and audit report or review	Not Applicable
80A	☐	Pro forma balance sheet and review	Not Applicable
80B	☐	Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn ⁺ profit from continuing operations	Not Applicable

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	Refer to Section 7 - Independent Accountant's Report in the Prospectus (Attachment "B")
81B	☐	For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	Not Applicable

⁺ See chapter 19 for defined terms.

81C	☐	Evidence that the entity is a ⁺ pooled development fund with net tangible assets of at least \$2 million	Not Applicable
			Where is the information or document to be found? (eg, prospectus cross reference)
82	☐	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	Refer to Section 7 – Independent Accountant's Report in the Prospectus (Attachment "B")
83	☐	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Refer to Section 2.8 – Expenditure Plans and Use of Funds and Section 5 – Independent Geological Report in the Prospectus (Attachment "B")
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 2.8 – Expenditure Plans and Use of Funds in the Prospectus (Attachment "B")
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	Carpentaria Exploration Limited (formally Sunmustard Pty Ltd) has been a wholly owned subsidiary of Giralia Resources NL for the last 3 years. See Attachment "L" for Giralia Resources NL latest annual report and attachment "M" for Carpentaria's balance sheet for previous 3 years.
87A	☐	Half yearly ⁺ accounts (if required) and audit report, review or statement that not audited or not reviewed	Refer to item 87
87B	☐	Audited balance sheet (if required) and audit report	Refer to the Balance sheet contained in Section 7 – Independent Accountant's Report – in the Prospectus (Attachment "B")
87C	☐	Pro forma balance sheet and review	Refer to Section 7 – Independent Accountant's Report in the Prospectus (Attachment "B").

⁺ See chapter 19 for defined terms.

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(Now go to 106)

88	Deleted 1/7/97.
89-92C	Deleted 1/9/99.
93	Deleted 1/7/97.
94-98C	Deleted 1/9/99.
99	Deleted 1/7/97.
100-105C	Deleted 1/9/99.

About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

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

- 106 ☐ Details of the entity's existing and proposed activities, and level of operations. State the main business

Refer to Chairman's Letter, Section 1.1 – Company Overview and Objectives, Section 2.8 – Expenditure Plans and Use of Funds, Section 2.9 – Capital Structure and Section 7 – Independent Accountant's Report in the Prospectus (Attachment "B")

- 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

Refer to Section 7 – Independent Accountant's Report in the Prospectus (Attachment "B")

Information memorandum requirements

All entities

- 108 ☐ If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of ⁺securities for which ⁺quotation will be sought is contained in the information memorandum

Not Applicable

⁺ See chapter 19 for defined terms.

109	☐	The signature of every director, and proposed director, of the entity personally or by a ⁺ person authorised in writing by the director (in the case of a trust, director of the responsible entity)	Not Applicable
110	☐	The date the information memorandum is signed	Not Applicable
111(a)	☐	Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not Applicable
111(b)	☐	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not Applicable
<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	Not Applicable
112(a)	☐	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not Applicable
112(b)	☐	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	Not Applicable

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112(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, ⁺ securities or otherwise by any ⁺ person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	Not Applicable
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	Not Applicable
114	☐	A statement that the fact that ASX may admit the entity to its ⁺ official list is not to be taken in any way as an indication of the merits of the entity	Not Applicable
115	☐	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Not Applicable
			Where is the information or document to be found? (eg, prospectus cross reference)
116	☐	A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	Not Applicable

⁺ See chapter 19 for defined terms.

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

118	☐	If there is a supplementary information memorandum: - Correction of any deficiency. - Details of any material omission, change or new matter. - A prominent statement that it is a supplementary information memorandum. - The signature of every director, or proposed director, of the entity personally or by a ⁺person authorised in writing by the director (in the case of a trust, director of the responsible entity). - The date the supplementary information memorandum is signed.	Not Applicable
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Evidence if supplementary information memorandum is issued

119	☐	Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.	Not Applicable
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⁺ See chapter 19 for defined terms.

Other information

All entities

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

120	☐ Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum	Not Applicable
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 10.3 – Material Contracts in the Prospectus (Attachment “B”) and item 35 above
122	☐ A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Not Applicable
123	☐ Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity’s ⁺ securities	Not Applicable
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.	ASX to advise if information required

Mining exploration entities

124	☐ A map or maps of the mining tenements prepared by a qualified ⁺ person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified ⁺ person and the report to which they relate.	Refer to Section 5 – Independent Geological Report in the Prospectus (Attachment “B”)
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 Section 6 – Independent Solicitor’s Report in the Prospectus (Attachment “B”)
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.	Refer to Agreements of Sale of Mining Tenements between Carpentaria Exploration Limited and Giralia Resources NL dated 8 August 2007 ammended 4 September 2007 [*] (Attachment “C”). Refer to Section 10.3 of Prospectus (Attachment “B”)
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 to Chairman’s Letter, Section 1.1 – Company Overview and Objectives and Section 2.8 – Expenditure Plans and Use of Funds in the Prospectus (Attachment “B”)
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	Refer to Section 5 – Independent Geological Report in the Prospectus (Attachment “B”)

⁺ 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.

Appendix 1A
ASX Listing application and agreement

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:

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

EXECUTED by **CARPENTARIA EXPLORATION LIMITED** (ACN 095 117 981) in accordance with section 127 of the Corporations Act by:

Secretary/Director

Director

Name of Secretary/Director (print)

Name of Director (Print)

⁺ See chapter 19 for defined terms.