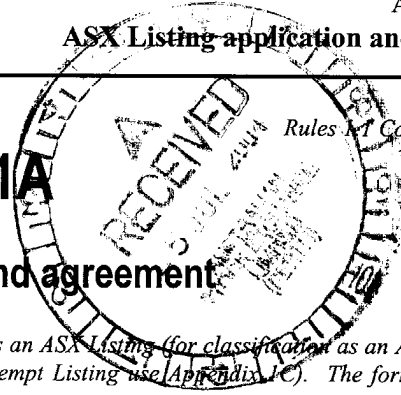


# Appendix 1A

## ASX Listing application and agreement



This form is for use by an entity seeking admission to the <sup>+</sup>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 <sup>+</sup>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 <sup>+</sup>quotation of its <sup>+</sup>securities. Publication does not mean that the entity will be admitted or that its <sup>+</sup>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.

### Part 1 - Application for admission to the official list

Name of entity

ABN

Structural Monitoring Systems plc

ARBN 106 307 322

We (the entity) apply for admission to the <sup>+</sup>official list of Australian Stock Exchange Limited (ASX) and for <sup>+</sup>quotation of <sup>+</sup>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 <sup>+</sup>Main class of <sup>+</sup>securities

Number	<sup>+</sup> Class
178,142,679	Ordinary shares (Shares)
62,179,622	Options to acquire Shares exercisable at \$0.20 on or before 30 April 2007 (Options)

3 Additional <sup>+</sup>classes of <sup>+</sup>securities (except <sup>+</sup>CDIs)

Number not to be quoted	+Class
10,000,000	Options to acquire Shares exercisable at \$0.25 on or before 31 December 2009 ( <b>Unquoted Options</b> )

- 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.
- 5 Address of principal +security registries for each +class of +security (including +CDIs)
- 6 Annual balance date

Unit 5  
15 Walters Drive  
Osborne Park WA 6017  
  
Ph: (08) 9204 4844  
Fax: (08) 9204 4866  
Email: sms@smsystems.com.au

Advanced Share Registry Services  
Level 7  
200 Adelaide Terrace  
Perth WA 6892

30 June

**Companies only**  
*(Other entities go to 19)*

- 7 Name and title of chief executive officer/managing director
- 8 Name and title of chairperson of directors
- 9 Names of all directors

Robin John Dean  
Managing Director

Air Marshal Sir John Walker  
Non-Executive Chairman

Robin John Dean  
Sir John Walker  
David Anthony Forsyth  
Anthony Thomas Brennan

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>At each annual general meeting of the Company one third of the directors (or the number nearest to and exceeding one third) must retire and, being eligible, may offer themselves for re-election (Article 22.5(a) and Article 22.6(a)).</p> <p>Any director who has held office past the third annual general meeting following appointment or 3 years (whichever is longer) must retire (Article 22.5(c)).</p> <p>Any director may be paid special remuneration whether by lump sum, salary, commission, participation in profits or otherwise as the board decides in addition to any remuneration payable where the director performs or renders any special duties or services outside his ordinary duties as a director (Article 21.2).</p> <p>The remuneration of an executive director will be fixed by the board and may be by way of salary, commission, participation in profits or otherwise. No executive director may be paid as the whole or part of his remuneration as a commission on, or percentage of, operating revenues (Article 23.2).</p>
11	Name and title of company secretary	Stephen Randell Company Secretary
12	Place of incorporation	United Kingdom
13	Date of incorporation	16 July 2003
14	Legislation under which incorporated	Companies Act of the United Kingdom (1985)
15	Address of registered office in Australia	Unit 5 15 Walters Drive Osborne Park WA 6017
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	No dividends are expected to be paid.
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	Robin John Dean 14 Whittington Avenue Carine WA 6020
-----	--	--

*(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 - if the trust is a registered managed investment scheme, the names of the members of the compliance committee (if any)	Not applicable.
24	Place of registration of the entity	Not applicable.
25	Date of registration of the entity	Not applicable.
26	Legislation under which the entity is registered	Not applicable.
27	Address of administration office in Australia of the entity	Not applicable.
28	If an annual meeting is held, month in which it is usually held	Not applicable.
29	Months in which distributions are usually paid (or are intended to be paid)	Not applicable.
30	If the entity is a foreign entity which has a certificated subregister for quoted <sup>†</sup> securities, the location of Australian <sup>†</sup> 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 | <input checked="" type="checkbox"/> | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements   | Refer to the Offer Statistics in section 1 of the prospectus. Confirmation of spread to be provided.  |
| 32 | <input checked="" type="checkbox"/> | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)  | Copy of prospectus lodged with ASIC enclosed. 250 copies of the prospectus to be provided.  |
| 33 | <input checked="" type="checkbox"/> | Cheque for fees  | Enclosed.   |
| 34 | <input checked="" type="checkbox"/> | Type of subregisters the entity will operate<br><small>Example: CHESSE and certificated subregisters</small>   | CHESSE and Issuer Sponsored subregister.  |
| 35 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | Copies of the following contracts are enclosed:<br><br>1. Underwriting agreement;<br>2. Service Agreements between SMSL and Robin Dean and Wall Street Nominees Pty Limited.<br>3. Officer Protection Deeds between the Issuer and each of its directors.<br>4. Technology agreement between the Issuer, Tulip Bay Pty Limited and Kenneth Davey.<br>5. Consultancy agreement between the Company, SMSL, Booragoon and Peter Schoonens. |
| 36 | <input type="checkbox"/>            | A certified copy of any restriction agreement entered into in relation to <sup>†</sup> restricted securities   | To be provided.   |
| 37 | <input type="checkbox"/>            | If there are <sup>†</sup> restricted securities, undertaking issued by any bank or <sup>†</sup> recognised trustee                                   | To be provided.   |
| 38 | <input checked="" type="checkbox"/> | (Companies only) - certificate of incorporation or other evidence of status (including any change of name)   | Copy enclosed.  |

- |     |                                     |   |  |
|-----|-------------------------------------|---|--|
| 39  | <input type="checkbox"/>            | (All entities except companies) - certificate of registration or other evidence of status (including change of name)                              | Not applicable.  |
|     |                                     |   | Where is the information or document to be found? (eg, prospectus cross reference) |
| 40  | <input checked="" type="checkbox"/> | Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)  | Enclosed.  |
| 41  | <input checked="" type="checkbox"/> | Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) | Enclosed.  |
| 42  | <input checked="" type="checkbox"/> | A brief history of the entity or, if applicable, the group  | Refer to section 4 of the prospectus.  |
| 42A | <input checked="" type="checkbox"/> | Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.   | Enclosed.  |

### About the securities to be quoted

#### All entities

- |    |                                     |  |   |
|----|-------------------------------------|--|---|
| 43 | <input checked="" type="checkbox"/> | Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules   | Confirmed.  |
| 44 | <input checked="" type="checkbox"/> | Voting rights of +securities to be quoted  | Refer to section 10 of the prospectus – “Rights Attaching to Shares” and “Rights Attaching to Options”. |
| 45 | <input checked="" type="checkbox"/> | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs  | To be provided if required.   |
| 46 | <input checked="" type="checkbox"/> | Terms of the +securities to be quoted  | Refer to section 10 of the prospectus.  |
| 47 | <input type="checkbox"/>            | A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders                                | To be provided on entry of securities into holdings.  |
| 48 | <input type="checkbox"/>            | A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -<br>1 - 1,000<br>1,001 - 5,000<br>5,001 - 10,000<br>10,001 - 100,000<br>100,001 and over | To be provided on entry of securities into holdings.  |

- |    |                          |   |  |
|----|--------------------------|---|--|
| 49 | <input type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | To be provided on entry of securities into holdings.                               |
| 50 | <input type="checkbox"/> | Terms of any +debt securities and +convertible debt securities  | Not applicable.  |
|    |                          |   | Where is the information or document to be found? (eg, prospectus cross reference) |
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities  | Not applicable.  |
| 52 | <input type="checkbox"/> | Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions   | Not applicable.  |

**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 | <input checked="" type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us  | Kenneth Davey and Tulip Bay Pty Limited – inventor of technology. Ken Davey is now an employee of the Company. |
| 54 | <input type="checkbox"/>            | 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 | <input checked="" type="checkbox"/> | The date that the vendor acquired the +classified asset   | Vendor invented the SMS Technology prior to May 1994 – see Section 9 of the prospectus.                        |
| 56 | <input checked="" type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise   | Invention of technology and creation of intellectual property rights.  |
| 57 | <input type="checkbox"/>            | The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full   | Nil  |

- |    |                                     |  |  |
|----|-------------------------------------|--|--|
| 58 | <input checked="" type="checkbox"/> | Full details of the +classified asset, including any title particulars   | See Section 9 of the prospectus - "Patent Report".   |
| 59 | <input checked="" type="checkbox"/> | 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). | Further enhancements and "sibling inventions" of the parent invention.                                   |
| 60 | <input checked="" type="checkbox"/> | 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   | 29 November 1999   |
| 61 | <input checked="" type="checkbox"/> | 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).   | A\$500,000 and a continuing royalty. See Section 10 of the prospectus and Technology Agreement enclosed. |

### About the entity's capital structure

#### All entities

- |    |                                     |   |   |
|----|-------------------------------------|---|---|
| 62 |                                     | Deleted 1/9/99.   |   |
| 63 | <input type="checkbox"/>            | A copy of the register of members, if ASX asks  | To be provided if required.                                       |
| 64 | <input type="checkbox"/>            | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | Not applicable.   |
| 65 | <input checked="" type="checkbox"/> | The terms of any +employee incentive scheme   | Enclosed.   |
| 66 | <input type="checkbox"/>            | The terms of any +dividend or distribution plan   | Not applicable.   |
| 67 | <input checked="" type="checkbox"/> | The terms of any +securities that will not be quoted  | Refer to Section 10 of the prospectus - "Underwriting Agreement". |
| 68 |                                     | Deleted 1/7/98.   |   |

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

- |    |                                     |   |  |
|----|-------------------------------------|---|--|
| 69 | <input checked="" type="checkbox"/> | <p>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)</p>   | <p>Refer to section 10 of the prospectus.</p>  |
| 70 | <input type="checkbox"/>            | <p>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)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p> | <p>Not applicable.</p>   |
| 71 | <input type="checkbox"/>            | <p>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)</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>               | <p>Not applicable.</p>   |
| 72 | <input checked="" type="checkbox"/> | <p>The number of the entity's options to +acquire unissued +securities, showing the number outstanding</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>   | <p>Refer to section 10 of the prospectus.<br/>72,179,622 options to acquire Shares.</p>  |
| 73 | <input type="checkbox"/>            | <p>Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities</p> <p><small>Note: This applies whether the securities are quoted or not.</small></p>   | <p>Not applicable.</p>   |
| 74 | <input checked="" type="checkbox"/> | <p>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).</p>              | <p>Structural Monitoring Systems Limited (ACN 067 556 245). See page 57 (section 10) of the prospectus.</p> <p>100% owned.</p> |

### 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      | <input type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 76      | <input type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 76A     | <input type="checkbox"/> | Evidence that the entity's <sup>+</sup> profit from continuing operations in the past 12 months exceeded \$400,000  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 77      | <input type="checkbox"/> | Audited <sup>+</sup> accounts for the last 3 full financial years and audit reports   | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 78 - 79 |                          | Deleted 1/7/97.   |   |
| 80      | <input type="checkbox"/> | Half yearly <sup>+</sup> accounts (if required) and audit report or review  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 80A     | <input type="checkbox"/> | Pro forma balance sheet and review  | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |
| 80B     | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn <sup>+</sup> profit from continuing operations | <div style="border: 1px solid black; height: 30px; width: 100%;"></div> |

#### 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 | <input checked="" type="checkbox"/> | For entities other than <sup>+</sup> investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | <div style="border: 1px solid black; padding: 5px;">Refer to section 1 of the prospectus - "Offer Statistics".</div> |
| 81B | <input type="checkbox"/>            | For <sup>+</sup> investment entities other than <sup>+</sup> pooled development funds, evidence of net tangible assets of at least \$15 million                     | <div style="border: 1px solid black; padding: 5px;">Not applicable.</div>  |
| 81C | <input type="checkbox"/>            | Evidence that the entity is a <sup>+</sup> pooled development fund with net tangible assets of at least \$2 million   | <div style="border: 1px solid black; padding: 5px;">Not applicable.</div>  |

<sup>+</sup> See chapter 19 for defined terms.

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

- |     |                                     |   |  |
|-----|-------------------------------------|---|--|
| 82  | <input type="checkbox"/>            | Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)  |  |
| 83  | <input checked="" type="checkbox"/> | Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) | Refer to page 6 of the prospectus – "Purpose of the Offer".  |
| 84  | <input checked="" type="checkbox"/> | Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)   | Refer to page 6 of the prospectus.   |
| 85  |                                     | Deleted 1/9/99.   |  |
| 86  |                                     | Deleted 1/7/97.   |  |
| 87  | <input checked="" type="checkbox"/> | *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed  | The Company was incorporated on 16 July 2003 and has not been trading. See audited accounts enclosed for SMSL. |
| 87A | <input checked="" type="checkbox"/> | Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed  | The Company was incorporated on 16 July 2003 and has not been trading. See audited accounts enclosed for SMSL. |
| 87B | <input checked="" type="checkbox"/> | Audited balance sheet (if required) and audit report  | The Company was incorporated on 16 July 2003 and has not been trading. See audited accounts enclosed for SMSL. |
| 87C | <input checked="" type="checkbox"/> | Pro forma balance sheet and review  | The Company was incorporated on 16 July 2003 and has not been trading. See audited accounts enclosed for SMSL. |

(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. |

KCP1877.doc

\* See chapter 19 for defined terms.

## About the entity's business plan and level of operations

### All entities

Information contained in the information memorandum

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

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

Refer to section 4 of the prospectus. The Company's main business is the development and commercialisation of products for testing and maintaining the structural integrity of materials.

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 ASX submissions re: escrow attached.

## 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

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)

110  The date the information memorandum is signed

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

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

*Information contained in the information memorandum*

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

- |        |                          |  |  |
|--------|--------------------------|--|--|
| 111(c) | <input type="checkbox"/> | 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, <sup>†</sup> securities or otherwise by any <sup>†</sup> 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 |  |
| 112(a) | <input type="checkbox"/> | 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   |  |
| 112(b) | <input type="checkbox"/> | 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   |  |
| 112(c) | <input type="checkbox"/> | 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, <sup>†</sup> securities or otherwise by any <sup>†</sup> person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity  |  |
| 113    | <input type="checkbox"/> | A statement that ASX does not take any responsibility for the contents of the information memorandum   |  |
| 114    | <input type="checkbox"/> | A statement that the fact that ASX may admit the entity to its <sup>†</sup> official list is not to be taken in any way as an indication of the merits of the entity   |  |
| 115    | <input type="checkbox"/> | 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   |  |

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

117  A statement that a supplementary information memorandum will be issued if the entity becomes <sup>+</sup>aware of any of the following between the issue of the information memorandum and the date the entity's <sup>+</sup>securities are <sup>+</sup>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

*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 <sup>+</sup>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.

*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.

**Other information**

**All entities**

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

- |      |                                     |  |   |
|------|-------------------------------------|--|---|
| 120  | <input type="checkbox"/>            | Evidence that the supplementary information memorandum was sent to every <sup>+</sup> person who was sent an information memorandum  | Not applicable.   |
| 121  | <input checked="" type="checkbox"/> | Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)   | Refer to section 10 of the prospectus and copies of the enclosed contracts. |
| 122  | <input type="checkbox"/>            | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years   | Not applicable.   |
| 123  | <input type="checkbox"/>            | Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's <sup>+</sup> securities   | See prospectus.   |
| 123A | <input type="checkbox"/>            | The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the <sup>+</sup> official list at the date of its application for admission, unless ASX agrees otherwise.<br><br><small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | The Company was incorporated on 16 July 2003 and has not been trading.      |

**Mining exploration entities**

- |     |                          |  |  |
|-----|--------------------------|--|--|
| 124 | <input type="checkbox"/> | A map or maps of the mining tenements prepared by a qualified <sup>+</sup> 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 <sup>+</sup> person and the report to which they relate. |  |
| 125 |                          | Deleted 1.7.97   |  |

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

- |     |                          |   |  |
|-----|--------------------------|---|--|
| 126 | <input type="checkbox"/> | <p>A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement:<br/>         the geographical area where the +mining tenement is situated;<br/>         the nature of the title to the +mining tenement;<br/>         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<br/>         the +person in whose name the title to the +mining tenement is currently held.</p> | <div style="border: 1px solid black; height: 150px; width: 100%;"></div> |
| 127 | <input type="checkbox"/> | <p>If the entity has +acquired an interest or entered into an agreement to +acquire an interest in a +mining tenement from any +person, a statement detailing the date of the +acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.</p>   | <div style="border: 1px solid black; height: 100px; width: 100%;"></div> |
| 128 | <input type="checkbox"/> | <p>A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each +mining tenement or, where appropriate, each group of tenements</p>  | <div style="border: 1px solid black; height: 100px; width: 100%;"></div> |
| 129 | <input type="checkbox"/> | <p>A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and +ore reserves</p>  | <div style="border: 1px solid black; height: 100px; width: 100%;"></div> |

## 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.

- 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.

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:

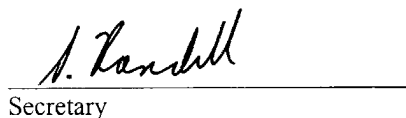
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

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:

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Anthony Brennan

\_\_\_\_\_  
Stephen Randell