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 01/07/97, 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12

Part 1 - Application for admission to the official list

Name of entity	ABN
Paringa Resources Limited	**44 155 933 010**

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

		Number	+Class
2	+Main class of +securities	**61,083,334**	**Fully paid ordinary Shares**
3	Additional +classes of +securities (except +CDIs)	Number to be quoted	+Class

+ See chapter 19 for defined terms.

Number not to be quoted	+Class
2,250,000	**Unlisted Options, each Unlisted Option exercisable at $0.30 on or before 5pm WST on 30 August 2017**
300,000	**Unlisted Options, each Unlisted Option exercisable at $0.30 on or before 5pm WST on 6 September 2017**

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.	**Address:** Suite 4, Level 3 83-85 South Perth Esplanade South Perth WA 6151 **Telephone:** +61 8 6313 3800 **Fax:** +61 8 6313 3888 **Email:** info@paringa.com
4A	Person(s) responsible for communications with ASX in relation to listing rule matters and contact details for that person, including mobile telephone number and email address.	**Nicholas Day** **Telephone:** + 61 8 6313 3800 + 61 411 778 702 **Email:** nday@mqbventures.com
5	Address of principal +security registries for each +class of +security (including +CDIs)	**Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6953**
6	Annual balance date	**30 June**

Companies only

(Other entities go to 19)

7	Name and title of chief executive officer/managing director	**David Michael Chapman (Managing Director)**
8	Name and title of chairperson of directors	**David John Griffiths (Non-Executive Chairman)**

+ See chapter 19 for defined terms.

9	Names of all directors	**David John Griffiths (Non-Executive Chairman)** **David Michael Chapman (Managing Director)** **Jonathan David King (Technical Director)** **Luis Mauricio Ferraiuoli Azevedo (Non-Executive Director)**
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	**The Managing Director has been engaged pursuant to a service agreement which will commence on the date Paringa Resources Limited ("the Company") lists on ASX and will continue until terminated in accordance with the terms of the agreement. The Managing Director is not required to retire by rotation (refer to clause 6.1(f) of the Constitution) (tab 2)** **All directors (other than the Managing Director) are subject to retirement by rotation (refer to clause 6.1 of the Constitution) (tab 2)** **Refer to clause 6.3 of the Constitution (tab 2) and section 11.5 (Interests of Directors) of the Prospectus (tab 1) for remuneration of directors** **No director has entitlement to participate in profits other than as a shareholder**

10A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:

(a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or

(b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of:
- (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
- (ii) any other criminal offence which at the time carried a maximum term of imprisonment of 5 years or more (regardless of the period, if any, for which he or she was sentenced).

Provided – refer to tab 3 (save for Jonathan King's)

Jonathan King's certificate will be provided once it is received from the Western Australia Police.

10B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director which is not more than 12 months old or, if the director is not an Australian resident, either:

(a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or

(b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

Provided – refer to tab 4

10C A statutory declaration from each director or proposed director confirming that:

(a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;

(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;

(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;

(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and

(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

Provided – refer to tab 5

11	Name and title of company secretary	**Nicholas Findlay Day (Company Secretary)**
12	Place of incorporation	**Western Australia**
13	Date of incorporation	**27 February 2012**
14	Legislation under which incorporated	**Corporations Act 2001 (Cth)**

+ See chapter 19 for defined terms.

15	Address of registered office in Australia	**'South Shore Centre' Suite 4, Level 3 83-85 South Perth Esplanade South Perth WA 6151**
16	Month in which annual meeting is usually held	**Expected to be November**
17	Months in which dividends are usually paid (or are intended to be paid)	**Not applicable - the Company does not intend to declare any dividends during the early years following the issue of the Prospectus (refer to section 1.10 of the Prospectus) (tab 1)**
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**

(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**

+ See chapter 19 for defined terms.

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**

22A An original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:

(a) an equivalent national criminal history check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or

(b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country or elsewhere of: (i) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (ii) any other criminal offence which at the time carried a maximum term of imprisonment for 5 years or more (regardless of the period, if any, for which he or she was sentenced).

Not applicable

22B An original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index for each director or proposed director of the responsible entity which is not more than 12 months old and, if the director is not an Australian resident, either:

(a) an equivalent national bankruptcy check for each country in which the director has resided over the past 10 years (in English or together with a certified English translation); or

(b) if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that or any other country.

Not applicable

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

(a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;

(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;

(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;

(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any

+ See chapter 19 for defined terms.

censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and

(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved.

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**
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**

+ See chapter 19 for defined terms.

30	If the entity is a foreign entity which has a certificated subregister for quoted +securities, the location of Australian +security registers	**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	**Shares are being offered at an issue price of $0.30 each (refer to section 2.1 of the Prospectus) (tab 1)** **Security Transfer Registrar Pty Ltd's Spread Sheet to be provided upon allotment of the securities applied for pursuant to the prospectus**
32	☒	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	**Refer Prospectus dated 15 October 2012 (25 copies to be supplied as soon as they are printed)**
33	☒	Cheque for fees	**A cheque of $78,139 being for:** **(a) Initial listing fee (including GST) = 64,692; and** **(b) Pro-rata annual listing fee (plus GST) – on the basis of fees payable for 19 November 2012 – June 20 2013 = 13,447**
34	☒	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	**CHESS and Issuer Sponsored Register – refer to section 2.14 (CHESS) of Prospectus (tab 1)**

+ See chapter 19 for defined terms.

35	☒	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	**References to material contracts are made in sections 1.14 (Related Party Arrangements), 7 (Brazilian Counsel Legal Opinion) and 11.4 (Summary of Material Contracts) of the Prospectus (tab 1)** **Copies of the material contracts are enclosed (tab 6) (save for the Indemnity, Insurance and Access Deed between the Company and Luis Azevedo, which will be provided in due course)**
36	☒	A certified copy of any restriction agreement entered into in relation to +restricted securities	**Restriction Agreements to be provided when completed**
37	☒	If there are +restricted securities, undertaking issued by any bank or +recognised trustee	**To be provided when Restriction Agreements are completed and Security Transfer Registrars Pty Ltd has set up escrow arrangements**
38	☒	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	**ASIC Certificate of Registration of a Company and ASIC Certificate of Registration on Conversion to a Public Company provided (tab 7)**
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)	**Constitution (tab 2)**
			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)	**The Company has included the provisions of Appendix 15A clause 4 of the Schedule to its constitution (tab 2)**
42	☒	A brief history of the entity or, if applicable, the group	**Refer to section 5.1 of Prospectus (tab 1)**
42A	☒	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	**To be provided when ASX code is confirmed**

+ See chapter 19 for defined terms.

About the securities to be quoted

All entities

No.	Tick	Item	Response
43	☒	Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules	**The fully paid ordinary shares of the entity are eligible to be quoted under the Listing Rules** **Refer to section 2.2 (Priority Offer and Public Offer) of the Prospectus**
44	☒	Voting rights of +securities to be quoted	**Refer to section 11.2 (Rights Attaching to Shares) of the Prospectus (tab 1)**
45	☒	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	**Provided – refer to tab 10**
46	☒	Terms of the +securities to be quoted	**Refer to section 11.2 (Rights Attaching to Shares) of the Prospectus (tab 1)**
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 Security Transfer Registrars Pty Ltd 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 Security Transfer Registrars Pty Ltd 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 Security Transfer Registrars Pty Ltd following allotment of securities applied for pursuant to the Prospectus**
50	☐	Terms of any +debt securities and +convertible debt securities	**None issued**
			Where is the information or document to be found? (eg, prospectus cross reference)
51	☐	Trust deed for any +debt securities and +convertible debt securities	**None issued**
52		Deleted 24/10/2005.	

All entities with classified assets

+ See chapter 19 for defined terms.

(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	**See schedule of classified assets (tab 9)**
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	**See schedule of classified assets (tab 9)**
56	☒	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	**See schedule of classified assets (tab 9)**
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	**See schedule of classified assets (tab 9)**
58	☒	Full details of the +classified asset, including any title particulars	**See schedule of classified assets (tab 9)**
			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 section 6 (Independent Geologist's Report) of the Prospectus (tab 1)**
60	☒	The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full	**See schedule of classified assets (tab 9)**
61	☒	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	**See schedule of classified assets (tab 9)**

About the entity's capital structure

All entities

+ See chapter 19 for defined terms.

62		Deleted 1/9/99.	
63	☐	A copy of the register of members, if ASX asks	**Security Transfer Registrars Pty Ltd will provide if requested**
64	☐	A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	**Not applicable**
65	☐	The terms of any +employee incentive scheme	**Not applicable**
66	☐	The terms of any +dividend or distribution plan	**Not applicable**
67	☒	The terms of any +securities that will not be quoted	**Terms of Unlisted Options – refer to section 11.3 (Terms and Conditions of Unlisted Options) of the Prospectus (tab 1)**
68		Deleted 1/7/98.	
			Where is the information or document to be found? (eg, prospectus cross reference)
69	☒	The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)	**Refer to sections 1.8 (Capital Structure), section 8 (Financial Information and Investigating Accountant's Report), section 11.2 (Rights Attaching to Shares) and section 11.3 (Terms and Conditions of Unlisted Options) of the Prospectus (tab 1)** **The dividend and voting rights attaching to the entity's fully paid ordinary securities are set out in the entity's Constitution (tab 2)**
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.	**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)	**Not applicable**

+ See chapter 19 for defined terms.

		Note: This applies whether the securities are quoted or not.	
72	☒	The number of the entity's options to +acquire unissued +securities, showing the number outstanding Note: This applies whether the securities are quoted or not.	**2,550,000 – refer to sections 1.8 (Capital Structure) and 11.3 (Terms and Conditions of Unlisted Options) of the Prospectus (tab 1)**
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.	**The rights attaching to fully paid ordinary shares in the entity are set out in the entity's Constitution (tab 2) and in certain circumstances regulated by the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules and the general law. Refer to section 11.2 (Rights Attaching to Shares) of the Prospectus for a summary of these rights (tab 1).** **The rights attaching to the Unlisted Options are set out in section 11.3 (Terms and Conditions of Unlisted Options) of the Prospectus.** **Under the Silver Lake Shareholder's Deed (tab 6), subject to Paringa Resources Limited obtaining a waiver from Listing Rule 6.18, or receiving written notice from ASX that Listing Rule 6.18 does not apply, Silver Lake Resources Limited (ACN 108 779 782) will be entitled to a top-up right to maintain its equity interest in Paringa Resources Limited in the event that further equity issues are undertaken by Paringa Resources Limited (Top Up Right). Silver Lake Resources Limited may only exercise the Top Up Right to the extent that such exercise would not cause it to have voting power in the Company exceeding 25%.** **A summary of the Silver Lake Shareholders' Deed is set out in section 11.4 of the Prospectus (tab 1).**

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).	**Paringa Mineração Ltda (Paringa Brazil) - a wholly owned (100%) subsidiary of Paringa Resources Limited** **Paringa Brazil is the holder of the Company's rights in mineral tenements and applications in Brazil**

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 statement of financial position 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 01/07/96 Amended 01/07/99, 01/01/12

81 Deleted 1/7/97

+ See chapter 19 for defined terms.

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 8 (Financial Information and Investigating Accountant's Report) of the Prospectus (tab 1)**
81B	☐	For +investment entities other than +pooled development funds, evidence of net tangible assets of at least $15 million	**Not applicable**
81C	☒	Evidence that the entity is a +pooled development fund with net tangible assets of at least $2 million	**Not applicable**

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)	**Not applicable**
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 sections 1.6 (Use of Funds) and 5.6 (Work Program and Expenditure) of the Prospectus (tab 1)** **Refer to Independent Geologist's Report in section 6 of the Prospectus (tab 1)**
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 sections 1.7 (Working Capital Adequacy) an 5.6 (Work Program and Expenditure) of the Prospectus (tab 1)** **Page 2 of the Independent Geologist's Report in section 6 of the Prospectus (tab 1)**
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	**Not applicable, the Company was incorporated 27 February 2012** **Refer to section 8 (Financial Information and Investigating Accountant's Report) of the Prospectus (tab 1)**

+ See chapter 19 for defined terms.

87A	☐	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	**Not applicable**
87B		Deleted 01/01/12	
87C	☒	Pro forma statement of financial position and review	**Refer to section 8 of the Prospectus (Financial Information and Investigating Accountant's Report) (tab 1)**

(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 sections 1.5 (Purpose of the Offer), 1.6 (Use of Funds) and 5 (Company and Projects) of the Prospectus (tab 1)**
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 table of securities issued by the Company (tab 8)**

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	Not applicable
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**

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	**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**

+ See chapter 19 for defined terms.

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**
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**

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**

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**

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**

+ See chapter 19 for defined terms.

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 11.5 (Interests of Directors) of the Prospectus (tab 1)**
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	**No additional information is relevant**
123A	☒	The documents which would have been required to be given to ASX under rules 4.2A, 4.3A, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the +official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	**Refer to section 8 (Financial Information and Investigating Accountant's Report) of the Prospectus (tab 1)** **ASX to advise if further documents are 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 (Company and Projects) and section 6 (Independent Geologist's Report) of the Prospectus (tab 1)**
125		Deleted 1/7/97	

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

+ See chapter 19 for defined terms.

126	☒	A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement: the geographical area where the +mining tenement is situated; the nature of the title to the +mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the +person in whose name the title to the +mining tenement is currently held.	**Refer to section 7 (Brazilian Counsel Legal Opinion) of the Prospectus (tab 1)**
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 Schedule of classified assets (tab 9)** **Refer to section 7 (Brazilian Counsel Legal Opinion) of the Prospectus (tab 1) which summarises the agreements to acquire the interests in the projects**
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 section 1.6 (Use of Funds) and section 5.6 (Work Program and Expenditure) of the Prospectus (tab 1)**
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 6 (Independent Geologist's Report) of the Prospectus (tab 1)**

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.

+ See chapter 19 for defined terms.

- 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

+ See chapter 19 for defined terms.

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.

+ See chapter 19 for defined terms.

Dated: 22 October 2012

Signed and delivered by **PARINGA RESOURCES LIMITED** in accordance with section 127 of the *Corporations Act 2001* (Cth) and by:

Signature of director	Signature of director/secretary
DAVID CHAPMAN	Nicholas Day
Name of director (print)	Name of director/secretary (print)

== == == == ==

+ See chapter 19 for defined terms.