Rules 1.1 Cond 3, 1.7

Appendix 1A

ASX Listing application and agreement

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

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

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

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

Part 1 - Application for admission to the official list

Name	of entity			ABN	
				74 116 648 956	
Cha	ice Gold Mines	Limited			
			.1		
		y for admission to the +official list of Australian Stock Exchange for +quotation of +securities.			
СШ	ted (ASA) and	for quotation of 's	securities.	1 13	
				MILK	
Pa	t 2 - Inform	ation to be co	mpleted		
	L mioiin		mpiotod	- Meserman in A	
Ab	ut the entity	•			
			sheets if there is not enou	gh spaçe). 108 FEB 2506	
All	ntities				
,					
1	Deleted 30/9/2001				
2	+Main class o	f ⁺ securities	Number	+Class	
			72,500,000	Fully paid ordinary shares	
3	Additional	+classes of	Number to be	+Class	
,	+securities (e		quoted	Chass	
	,	•			

⁺ See chapter 19 for defined terms.

24/10/2005

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.

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

Part 1 - Application for admission to the official list

Name of entity						ABN
		***************************************				74 116 648 956
Challee Gold	d Mines Limi	ted				
We (the entit	ty) apply for	admission to t	the tofficial	list of A	actrolion St	ock Exchange
		uotation of +s		nst Of At	ustratian Su	ock Exchange
		n to be co				A A A A A A A A A A A A A A A A A A A
About the						0.8 FFB 2 606
You must comp	lete the relevant	sections (attach	sheets if there	is not enou	igh space).	المحالية المستدن المحالة المحافرا
All entities						
1 Deleted	30/9/2001				***************************************	
2 +14:	1 6+	г	N. 1			
2 +Mai	n class of *seco	urities	Number		+Class	
		Ī	72,500,000		Fully paid	ordinary shares
	tional +cl rities (except +	- 1	Number quoted	to be	+Class	
	,					
			·····			

24/10/2005

⁺ See chapter 19 for defined terms.

		Number not to be +Class quoted
		-
		·
4	Telephone number, postal	Chalice Gold Mines Limited
	address for all correspondence,	1,292 Hay Street
	ger eral fax number, fax number	West Perth
	for +company announcements office to confirm release of	Western Australia 6005
	information to the market, and	Phone: (08) 9322 3960
	e-n ail address for contact	Fax: (08) 9322 5800
	purposes.	1 ax. (00) 9322 3000
		Email: rhacker@chalicegold.com
5	Address of principal *security	Computershare Investor Services
	registries for each +class of	
	*security (including *CDIs)	45 St Georges Tce
		Perth Western Australia 6000
e		
6	Annual balance date	30 June
Comp	ania aniv	
	anies only ntities go to 19)	
7		Andrew Bantock
	executive officer/managing director	Executive Chairman
8	Name and title of chairperson	Andrew R Bantock
	of directors	Executive Chairman
9	Names of all directors	John R McIntyre
		Tim R B Goyder
		Bryan W Alexander

⁺ See chapter 19 for defined terms.

		Number not to be +Class quoted
4	Telephone number, postal address for all correspondence, ger eral fax number, fax number for 'company announcements office to confirm release of information to the market, and e-mail address for contact purposes.	West Perth Western Australia 6005 Phone: (08) 9322 3960
5	Address of principal *security	
	registries for each *class of *security (including *CDIs)	Level 2, Reserve Bank Building 45 St Georges Tce Perth Western Australia 6000
6	Annual balance date	30 June
	anies only ntities go to 19)	
7	Name and title of chief executive officer/managing director	Andrew Bantock Executive Chairman
8	Name and title of chairperson of lirectors	Andrew R Bantock Executive Chairman
9	Names of all directors	John R McIntyre Tim R B Goyder Bryan W Alexander

24/10/2005

⁺ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors subject to rotation subject to listing rules and clause 14.4 of the Company's Constitution.
1	Name and secretary title of company	Richard K Hacker
1	Place of incorporation	Perth, Western Australia
1	Date of incorporation	13 October 2005
1.	Legislation under which incorporated	Corporations Act 2001
1	Address of registered office in Australia	Level 2 1,292 Hay Street West Perth Western Australia 6005
1	Month in which annual meeting is usually held	November
1	Months in which dividends are usually paid (or are intended to be paid)	
1	If the entity is a foreign company which has a certificated quoted +securities, the location of Australian +security registers	

⁺ See chapter 19 for defined terms.

10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	Directors subject to rotation subject to listing rules and clause 14.4 of the Company's Constitution.
11	Name and secretary	Richard K Hacker
12	Place of incorporation	Perth, Western Australia
13	Date of incorporation	13 October 2005
14	Legislation under which incorporated	Corporations Act 2001
15	Address of registered office in Australia	Level 2 1,292 Hay Street West Perth Western Australia 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)	N/A
18	If the entity is a foreign company which has a certificated quoted +securities, the location of Australian +security registers	l l

⁺ See chapter 19 for defined terms.

18A	If the entity is a foreign	N/A
	company, the name and	
	address of the entity's	, , , , , , , , , , , , , , , , , , ,
	Australian agent for service of process	
	piocess	
(Compani	es low go to 31)	
All entit	ties except companies	
19	Name and title of chief	
	executive officer/managing	
	director of the responsible	
	ertity	
20	Name and title of chairperson	
20	of directors of responsible	
	entity	
0.4		
21	Names of all directors of the responsible entity	
	responsible entity	
22	Duration of appointment of	
	directors of responsible entity	
	(if not subject to retirement by	
	rotation) and details of any	
	er titlement to participate in	
	profits	
23	Name and title of company	
	secretary of responsible entity	
+ See char	ote 19 for defined terms.	

		-		
	If the entity is a company, the na address of the Australian agent for process	ame and entity's	N/A	
(Companie	s row go to 31)			
All entiti	es except compan	iies		
	Nume and title executive office director of the retity	r/managing		
	Name and title of confiderations of a			
	Names of all directes ponsible entity	tors of the		
	Duration of appoind directors of responsition (if not subject to retrotation) and detailent to parprofits	sible entity circment by ils of any		
	Name and title of secretary of responsi	ible entity		
+ See chap	er 19 for defined term	s.		

Appendix 1A ASX Listing application and agreement

		_
23.	Trusts only - the names of the members of the compliance committee (if any)	
24	Place of registration of the	\neg
	entity	
٥-		
25	Date of registration of the entity	
		_
26	Legislation under which the entity is registered	
	entity is registered	
27	Address of administration	
	office in Australia of the entity	
28	If an annual meeting is held,	
	month in which it is usually held	
29	Months in which distributions are usually paid (or are	
	intended to be paid)	
30	If the entity is a foreign entity	
	which has a certificated	
	subregister for quoted	
	+securities, the location of Australian +security registers	
	rustanan scourty logisters	
30	If the entity is a foreign trust,	
	the name and address of the	
	entity's Australian agent for service of process	
	Solving of places	
	·	
		_

⁺ See chapter 19 for defined terms.

Appendix 1A ASX Listing application and agreement

23,	Trusts only the names of the members of the compliance committee (if any)	
24	Place of registration of the entity	
25	Date of registration of the entity	
26	26 Legislation under which the entity is registered	
27	27 Address of administration office in Australia of the entity	
28	28 If an annual meeting is held, month in which it is usually held	
29	29 Months in which distributions are usually paid (or are intended to be paid)	
30	If the entity which has subregister securities, Australian security registers is a foreign entity a certificated for quoted the location of Australian security registers	
30	30A If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	
		

⁺ See chapter 19 for defined terms.

About th	e entity		
All entitie	,		
Tick to ind documents	cate you are prov	iding the information or	Where is the information or document to be found? (eg, prospectus cross reference)
31		ompliance with 20 cent minimum ale price, and spread requirements	Issue price is 20 cents – refer Section 2, page 8 – Details of the Offer – in prospectus.
32	-	roduct Disclosure Statement or nemorandum relevant to the 0 copies)	50 copies will be provided as soon as they are printed.
33	Cheque for fee	8	ASX to advise amount due.
34		gisters the entity will operate certificated sub registers	Electronic CHESS and issuer sponsored sub – registers – refer to section 10.13 of the prospectus on page 123.
35		` ` `	Copies of material agreements attached – refer Section 6 (ISR) on page 94 and Section 10.3 (Material Contracts) on page 117 of the Prospectus.
36		opy of any restriction agreement relation to *restricted securities	ASX to advise requirements. Agreements then to be provided when completed.
37		restricted securities, undertaking ank or recognised trustee	To be provided when agreements are completed and share reg has set up escrow arrangements.
38		ly) - certificate of incorporation or of status (including any change of	Certificate of Incorporation attached
39		xcept companies) - certificate of other evidence of status (including	N/A
+ See chapte	19 for defined ten	ms.	
Appendix 1	Page 6		11/3/2002

A 7	4•4		
About th	e entity	-	
All entities			
Tick to indidocuments	ate you are prov	iding the information or	Where is the information or document to be found? (eg, prospectus cross reference)
31		ompliance with 20 cent minimum ale price, and spread requirements	Issue price is 20 cents – refer Section 2, page 8 – Details of the Offer – in prospectus.
32	_	roduct Disclosure Statement or nemorandum relevant to the O copies)	50 copies will be provided as soon as they are printed.
33	Cheque for fees		ASX to advise amount due.
34		certificated sub registers	Electronic CHESS and issuer sponsored sub – registers – refer to section 10.13 of the prospectus on page 123.
35	prospectus, Pr	y contracts referred to in the roduct Disclosure Statement or nemorandum (including any reement)	Copies of material agreements attached – refer Section 6 (ISR) on page 94 and Section 10.3 (Material Contracts) on page 117 of the Prospectus.
36		py of any restriction agreement relation to ⁺ restricted securities	ASX to advise requirements. Agreements then to be provided when completed.
37		restricted securities, undertaking ank or *recognised trustee	To be provided when agreements are completed and share reg has set up escrow arrangements.
38		ly) - certificate of incorporation or of status (including any change of	Certificate of Incorporation attached
39		except companies) - certificate of other evidence of status (including	N/A
+ See chapter	19 for defined terr	ns.	

⁺ See chapter 19 for defined terms.

Appendix 1A

\boxtimes	company	, the memorandum and articles of	Refer to Company's Constitution attached.
			Where is the information or document to be found? (eg, prospectus cross reference)
	complie checkli	es with the listing rules (copy of articles st is available from any Companies	The email from ASX dated 26 October 2005 – refer attached.
\boxtimes	A brief group	history of the entity or, if applicable, the	Refer Prospectus - page 5.
\boxtimes	may b	e given to ASX and authenticated	One copy provided – refer attached
ut the	e securi	ties to be quoted	
ntities		-	
			Securities to be quoted are fully paid ordinary shares eligible to be quoted under the listing rules.
	Voting	rights of *securities to be quoted	Refer Prospectus – page 116.
	each +	class of +securities to be quoted and a	Specimen holding statement to be provided.
\boxtimes			Refer Prospectus – page 116.
	largest quoted	holders in each +class of +securities to be, and the number and percentage of each	
	securit holder 1 - 1,0	ies to be quoted, setting out the number of s in the categories -	To be provided to ASX on closing of the offer.
	5,001 - 10,001	- 10,000 - 100,000	
	with a	value of more than \$2,000, based on the	To be provided to ASX on closing of the offer.
		*	N/A
		company association Complete complied checkling Departs A briefing group Copy of may be electron Copy of may be electron It the security are elignored with a security holder 1 - 1,00 1,001 1,00	Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) A brief history of the entity or, if applicable, the group Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. ut the securities to be quoted

⁺ See chapter 19 for defined terms.

40		Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	
			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 email from ASX dated 26 October 2005 – refer attached.
42	\boxtimes	A brief history of the entity or, if applicable, the group	Refer Prospectus - page 5.
42A		Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	
Abo	ut the	e securities to be quoted	
All e	ntities	_	
43	\boxtimes	Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules	Securities to be quoted are fully paid ordinary shares eligible to be quoted under the listing rules.
44	\boxtimes	Voting rights of *securities to be quoted	Refer Prospectus – page 116.
45	\boxtimes	A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs	
46	\boxtimes	Terms of the *securities to be quoted	Refer Prospectus – page 116.
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	the offer.
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	1
49		The number of holders of a parcel of *securities with a value of more than \$2,000, based on the issue/sale price	
50		Terms of any *debt securities and *convertible debt securities	N/A

⁺ See chapter 19 for defined terms.

58	\boxtimes	Full det title par	ails of the ⁺ classified asset, including any ticulars	Refer to Independent Solicitors Report – Section 6 of the Prospectus.
				Where is the information or document to be found? (eg, prospectus cross reference)
59		develop +mining relation by the	rk done by or on behalf of the vendor in ing the +classified asset. In the case of a tenement, this includes prospecting in to the tenement. If money has been spent vendor, state the amount (verification of any be required by ASX).	Refer to Independent Geologists Report – section 5 of the Prospectus.
60		asset fredirectly	e that the entity ⁺ acquired the ⁺ classified om the vendor, the consideration passing or indirectly to the vendor, and whether sideration has been provided in full	Refer to question 35 above.
61		it was reports	down of the consideration, showing how calculated, and whether any experts' were commissioned or considered (and if copies attached).	Refer to question 35 above.
Ab	ut the	e entity	r's capital structure	
All	ntities			
62		Deleted 1/9	9/99.	
63		А сору	of the register of members, if ASX asks	Share registry will provide upon request.
64		reorgan	of any court orders in relation to a isation of the entity's capital in the last	N/A
65		five year	rs ns of any ⁺ employee incentive scheme	Refer Prospectus – page 118 Also refer copy of Employee Share Option Plan attached.
66		The ter	ms of any ⁺ dividend or distribution plan	N/A
67		The ten	rms of any *securities that will not be	Unlisted share options issued under the Company's Employee Share Option Plan – refer Prospectus page 118.

⁺ See chapter 19 for defined terms

58		Full deta title part	ils of the ⁺ classified asset, including any culars	Refer to Independent Solicitors Report – Section 6 of the Prospectus.
				Where is the information or document to be found? (eg, prospectus cross reference)
59		developing the third the third developing the third	k done by or on behalf of the vendor in ng the +classified asset. In the case of a tenement, this includes prospecting in to the tenement. If money has been spent tendor, state the amount (verification of ay be required by ASX).	Refer to Independent Geologists Report – section 5 of the Prospectus.
60		asset fro	that the entity ⁺ acquired the ⁺ classified m the vendor, the consideration passing or indirectly to the vendor, and whether sideration has been provided in full	Refer to question 35 above.
61		it was	down of the consideration, showing how calculated, and whether any experts' were commissioned or considered (and if copies attached).	Refer to question 35 above.
Abo	ut the	e entity	's capital structure	
All e	ntities			
62		Deleted 1/9	99.	
63	\boxtimes	A copy	of the register of members, if ASX asks	Share registry will provide upon request.
64			of any court orders in relation to a sation of the entity's capital in the last	N/A
65				
		five year The term	rs ns of any ⁺ employee incentive scheme	Refer Prospectus – page 118 Also refer copy of Employee Share Option Plan attached.
66		The term		Also refer copy of Employee Share
66 67		The term	ns of any ⁺ employee incentive scheme	Also refer copy of Employee Share Option Plan attached.
		The term	ns of any ⁺ employee incentive scheme ns of any ⁺ dividend or distribution plan	Also refer copy of Employee Share Option Plan attached. N/A Unlisted share options issued under the Company's Employee Share Option

^{&#}x27; See chapter 19 for defined terms

Appendix IA ASX Listing application and agreement

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)	pt Prospectus and Independent Accountants Report (Section 7 of the St. Prospectus).
70		The number of the entity's debentures, except to bankers, showing the amount outstanding nominal value and issue price, rate of interest dates of payment of interest, date and terms of redemption of (if applicable) Note: This applies whether the securities are quoted or not.	g, st, of
71		The number of the entity's unsecured note showing the amount outstanding, nominal valuand issue price, rate of interest, dates of paymer 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.	ne
72		The number of the entity's options to *acquirumissued *securities, showing the number outstanding Note: This applies whether the securities are quoted or not.	
73		Details of any rights granted to any *person, or any class of *persons, to participate in an issue of the entity's *securities Note: This applies whether the securities are quoted or not.	
74		If the entity has any *child entities, a list of a *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 (direct or indirectly) 20% or more of the issued capit (interests).	ne
+ See o	chapter	19 for defined terms.	

Appendix I A ASX Listing application and agreement

68	Deleted 1/7/98.		
		•	Where is the information or document to be found? (eg, prospectus cross reference)
69	separately e +CDIs), the issue price, the distribution)	issued capital (interests), showing ach +class of +security (except amount paid up on each +class, the dividend (in the case of a trust, and voting rights attaching to each econversion terms (if applicable)	Refer to Section 1.6 (page 7) of the Prospectus and Independent Accountants Report (Section 7 of the Prospectus).
70	bankers, sh nominal valuedates of pay redemption of (if applicable)	of the entity's debentures, except to owing the amount outstanding, e and issue price, rate of interest, ment of interest, date and terms of f each +class and conversion terms of the conversion term	N/A
71	showing the and issue pri of interest, d +class and co	of the entity's unsecured notes, amount outstanding, nominal value ce, rate of interest, dates of payment att and terms of redemption of each inversion terms (if applicable) whether the securities are quoted or not.	N/A
72	unissued +s outstanding	of the entity's options to 'acquire ecurities, showing the number whether the securities are quoted or not.	6,075,000 unlisted options pursuant to the Employee Share Option Plan – refer Prospectus page 121.
73	any class of the entity's +	persons, to participate in an issue of	Refer to Section 2.1 – Bullion Priority Offer entitlement.
74	tchild entitie nature of its holding in it. for every ent	has any *child entities, a list of all stating in each case the name, the business and the entity's percentage Similar details should be provided ty in which the entity holds (directly 20% or more of the issued capital	N/A
+ See cha	pter 19 for defined to	rms.	

		entity's financial position the profit test go to 75. For the assets test go to 81A	!.)
All e	ntities n	neeting 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 sam main business activity for the last 3 full financia years	e N/A
76		Evidence that the entity is a going concern (c successor) and its aggregated profit for the last full financial years	i .
76A		Evidence that the entity's *profit from continuing operations in the past 12 month exceeded \$400,000	1
77		Audited ⁺ accounts for the last 3 full financia years and audit reports	al N/A
78 - 7	9	Deleted 1/7/97.	
80		Half yearly ⁺ accounts (if required) and aud report or review	it N/A
80A		Pro forma balance sheet and review	N/A
80B		Statement from all directors or all directors of the responsible entity confirming that the entities continuing to earn *profit from continuing operations	Ey
		neeting the assets test one of 81 A, 81B or 81C and one of 82 or 83)	
Introdu	_	mended 1/7/99. Deleted 1/7/97	
81 81A	\boxtimes	For entities other than *investment entitie evidence of net tangible assets of at least \$ million or market capitalisation of at least \$1 million	in prospectus – page 103.
81B		For *investment entities other than *poole development funds, evidence of net tangible assets of at least \$15 million	
81C		Evidence that the entity is a *poole development fund with net tangible assets of a least \$2 million	
+ c	.1		
' See	chapter 19	of for defined terms.	
11/3/	2002		Appendix 1A Page 11

		entity's financial position g the profit test go to 75. For the assets test go to 81A.)	
All e	ntities n	neeting the profit test	
		•	Where is the information or document to be found? (eg, prospectus cross reference)
75		Evidence that the entity has been in the same main business activity for the last 3 full financial years	N/A
76		Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	N/A
76A		Evidence that the entity's *profit from continuing operations in the past 12 months exceeded \$400,000	N/A
77		Audited ⁺ accounts for the last 3 full financial years and audit reports	N/A
78 - 7	9	Deleted 1/7/97.	
80		Half yearly ⁺ accounts (if required) and audit report or review	N/A
80A		Pro forma balance sheet and review	N/A
80B		Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn *profit from continuing operations	N/A
		neeting the assets test one of 81 4, 81B or 81C and one of 82 or 83)	
	ed 1/7/96. A	mended 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 Independent Accountants Report in prospectus – page 103.
81B		For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	N/A
81C		Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million	N/A
+ a -	aha-t- 10) for J. G J	
See	enapter 19	of for defined terms.	
11/3/2	002		Appendix 1A Page 11

				Where is the information or document to be found? (eg, prospectus cross reference)
82		tangible ass cash or in a	at at least half of the entity's total ets (after raising any funds) is not form readily convertible to cash (if commitments)	Prospectus. Also refer to Independent
83		least half of form readily of the entity	at there are commitments to spend at if the entity's cash and assets in a if convertible to cash (if half or more is total tangible assets (after raising is cash or in a form readily to cash)	Prospectus. Also refer to Independent Geologists Report in the prospectus (Section 5).
84		to carry ou	hat there is enough working capital the entity's stated objectives (and vindependent expert, if required)	
85		Deleted 1/9/99.		
86		Deleted 1/7/97.		
87			or the last 3 full financial years and review or statement that not audited wed	
87A			†accounts (if required) and audit w or statement that not audited or d	
87B		Audited bala report	nce sheet (if required) and audit	No audited balance sheet as only incorporated on 13 October 2005.
87C		Pro forma ba	lance sheet and review	Refer Prospectus section 7 – Independent Accountants Report – page 103.
(Now go	to 196,)		
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.		
100-10		Deleted 1/9/99.		
' See ch	napter 1	9 for defined term	ns.	

			-	Where is the information or document to be found? (eg, prospectus cross reference)
82		tangible ass cash or in a	at at least half of the entity's total ets (after raising any funds) is not form readily convertible to cash (if commitments)	Prospectus. Also refer to Independent
83		least half o form readily of the entity	at there are commitments to spend at f the entity's cash and assets in a convertible to cash (if half or more 's total tangible assets (after raising is cash or in a form readily to cash)	Prospectus. Also refer to Independent Geologists Report in the prospectus (Section 5).
84		to carry out	hat there is enough working capital the entity's stated objectives (and independent expert, if required)	
85		Deleted 1/9/99.		
86		Deleted 1/7/97.		
87			or the last 3 full financial years and review or statement that not audited wed	
87A			+accounts (if required) and audit w or statement that not audited or	
87B		Audited bala report	nce sheet (if required) and audit	No audited balance sheet as only incorporated on 13 October 2005.
87C		Pro forma bal	ance sheet and review	Refer Prospectus section 7 – Independent Accountants Report – page 103.
(Now go	to 196,)		
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.		
100-10	5C	Deleted 1/9/99.		
+ See ch	napter 1	9 for defined terr	ns.	

Ab c	ut the entity's business plan and level of opera	tions
All e	ntities	
	nation contained in the information	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 Prospectus – Section 5 Independent Geologists Report.
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 Independent Accountants Report (Section 7 of the Prospectus)
Info	rmation memorandum requirements	
All e	ntities	
108	If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum	N/A
109	The signature of every director, and proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity)	N/A
110	The date the information memorandum is signed	N/A
111(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	N/A
111(If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	N/A
+ See	chapter 19 for defined terms.	· · · · · · · · · · · · · · · · · · ·

Abo	ut the e	ntity	's business p	lan and level	of operati	ions			
All e	ntities								
	mation orandum	contain	ed in the	information		Where to be to reference	found? (eg,	ion or documer prospectus cros	
106				isting and propose State the main bus		Refer Indepen	Prospectus adent Geologist		5
107	 	classes)	of any issues of in the last 5 ation other than		rities (in all issues for		ndependent Acon 7 of the Prosp	countants Report	rt
Info	rmatio	n mer	norandum r	equirements					
All e	ntities				-				
108		the see into of the into see into the i	e information that ction 710 of the ction 710 of the formation memoratering for subscrucurities for which intained in the interest entity is a trust formation that we ction 1013C of the formation memorate scame number of the control of the contro	mpany, a statement would be required Corporations Act is randum were a projection the same nutlesh function will formation memoral, a statement that a could be required until the Corporations A randum were a Project offering for substitution of the contained of	ed under of the ospectus mber of be sought is ondum. If all the onder ot if the oduct oscription hich	N/A			
109		dir au	rector, of the ent thorised in writi	every director, an ity personally or b ng by the director of the responsible	y a ⁺ person (in the case	N/A			
110		The	date the information	ation memorandun	n is signed	N/A			
111()	inte dire case proi	rest now, or in octor or proposed e of a trust, the motion of the	the nature and ex the past 2 year didirector of the e e responsible ent entity, or in the d to be acquired by	s, of every ntity (in the ity), in the ne property	N/A			
111(» <u> </u>	in		or is, as a member the nature and exer er entity	- ,	N/A		_	
+ See	chapter 19	for defir	ned terms.				1 , 111,149, 2 , 11,111,211 1		
11/3/	2002						Append	lix 1A Page 13	

Information contain	ned 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	N/A
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	N/A
112(b)	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	N/A
112(c)	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *securities or otherwise by any *person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	•
113	A statement that ASX does not take any responsibility for the contents of the information memorandum	N/A
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	N/A
115	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	N/A
+ See chapter 19 fo	or defined terms.	

Information co	ntained in the inf	ormation memorandum		nation or document g, prospectus cross
111(c)	in another or agreed cash, †se induce her as, a him or h	terest was or is as a member or partner or entity, a statement of all amounts paid it to be paid to him or her or the entity in curities or otherwise by any *person to im or her to become or to qualify him or a director, or for services rendered by her or by the entity in connection with otion or formation of the listed entity	N/A	
112(a)	☐ interest of	iculars of the nature and extent of any of every expert in the promotion of the in the property acquired or proposed to red by it	N/A	
112(b)	in anoth	terest was or is as a member or partner er entity, the nature and extent of the of that other entity	N/A	
112(c)	another er agreed to cash, *sec services re	rest was or is as a member or partner in tity, a statement of all amounts paid or be paid to him or her or the entity in urities or otherwise by any *person for endered by him or her or by the entity in a with the promotion or formation of the y	N/A	
113		ent that ASX does not take any lity for the contents of the information um	N/A	
114	entity to in	nt that the fact that ASX may admit the is +official list is not to be taken in any indication of the merits of the entity	N/A	
115	statement based on statement withdrawn memorand	nformation memorandum includes a claiming to be made by an expert or a statement made by an expert, a that the expert has given, and has not, consent to the issue of the information um with the particular statement is form and context	N/A	
+ See chapter 1	9 for defined terr	ns.		

116		A state	ment that the entity has not raised any capital	Where is the in to be found? reference)	formation or document (eg, prospectus cross
	i i	for the inform any ca	3 months before the date of issue of the ation memorandum and will not need to raise pital for 3 months after the date of issue of the ation memorandum		
117	- 1	memori the inentity: A me The me The wo	tement that a supplementary information andum will be issued if the entity becomes of any of the following between the issue of formation memorandum and the date the stecurities are tquoted or reinstated. material statement in the information morandum is misleading or deceptive. The is a material omission from the information morandum. The has been a significant change affecting a ster included in the information memorandum. Significant new circumstance has arisen and it all have been required to be included in the ormation memorandum.	N/A	
Infori	nation conto	ained ir	the supplementary information memorandum		
118		memo Co De ma A inf Th dir aur of Th me	morandum is signed.	N/A	
			ry information memorandum is issued		
119		inform	nce that the supplementary information randum accompanied every copy of the ation memorandum issued after the date of the mentary information memorandum.	N/A	
+ See	chapter 19	for def	ned terms.		

116	fo in an	statement that the entity has not raised any capital r the 3 months before the date of issue of the formation memorandum and will not need to raise by capital for 3 months after the date of issue of the formation memorandum	Where is the information or document to be found? (eg, prospectus cross reference) N/A
117	† m †a th	statement that a supplementary information emorandum will be issued if the entity becomes tware of any of the following between the issue of einformation memorandum and the date the atity's *securities are *quoted or reinstated. A material statement in the information memorandum is misleading or deceptive. There is a material omission from the information memorandum. There has been a significant change affecting a matter included in the information memorandum. A significant new circumstance has arisen and it would have been required to be included in the information memorandum	N/A
Infor	nation contair	ned in the supplementary information memorandum	
118	If m	there is a supplementary information temorandum: Correction of any deficiency. Details of any material omission, change or new matter. A prominent statement that it is a supplementary information memorandum. The signature of every director, or proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity). The date the supplementary information memorandum is signed.	N/A
Evid	nce if supplen	nentary information memorandum is issued	
119	in	vidence that the supplementary information nemorandum accompanied every copy of the aformation memorandum issued after the date of the applementary information memorandum.	N/A
+ Se	chapter 19 fo	or defined terms.	

Othe	r in	ormation		
All en	tities			Where is the information or document to be found? (eg, prospectus cross reference)
120		memorandu	nat the supplementary information in was sent to every *person who information memorandum	N/A
121		between the	any material contracts entered into entity and any of its directors (if a ectors of the responsible entity)	Employment Contracts – Refer to Section 10 'Additional Information' - page 120 of the Prospectus.
122		Disclosure	very disclosure document or Product Statement issued, and every memorandum circulated, in the last	N/A
123		in terms of	not covered elsewhere and which, rule 3.1, is likely materially to affect value of the entity's *securities	N/A
123A		to be given to 5.1, 5.2 and the +official admission, u	nts which would have been required o ASX under rules 4.1, 4.2, 4.3, 4.5, 5.3 had the entity been admitted to list at the date of its application for nless ASX agrees otherwise. may agree otherwise if the entity was recently	ASX to advise information required
Minin	ıg ex	oloration entiti	es	
124		by a qualified ¹ geology and tenements, increlation to a cap to any nearby bearing on the must be dated	s of the mining tenements prepared person. The maps must indicate the other pertinent features of the uding their extent and location in pital city or major town, and relative properties which have a significant potential of the tenements. The maps and identify the qualified *person o which they relate.	Refer to Independent Geologists Report — Section 5 of the Prospectus.
125		Deleted 1/7/97		
+ See cl	hapter	19 for defined term	ns.	

0.4				
Other	r in	formation	-	
All en	titie			Where is the information or document to be found? (eg, prospectus cross reference)
120		□ memorandu	nat the supplementary information m was sent to every *person who information memorandum	N/A
121		between the	any material contracts entered into entity and any of its directors (if a ectors of the responsible entity)	Employment Contracts – Refer to Section 10 'Additional Information' - page 120 of the Prospectus.
122		Disclosure	very disclosure document or Product Statement issued, and every memorandum circulated, in the last	N/A
123		in terms of	not covered elsewhere and which, rule 3.1, is likely materially to affect value of the entity's *securities	N/A
123A		to be given to 5.1, 5.2 and the +official admission, u	ents which would have been required to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.3 had the entity been admitted to list at the date of its application for nless ASX agrees otherwise. may agree otherwise if the entity was recently	ASX to advise information required
Minin	g ex	ploration entit	des	
124		A map or map by a qualified a geology and tenements, inc relation to a ca to any nearby bearing on the must be dated	s of the mining tenements prepared person. The maps must indicate the other pertinent features of the luding their extent and location in pital city or major town, and relative properties which have a significant potential of the tenements. The maps and identify the qualified *person o which they relate.	Refer to Independent Geologists Report - Section 5 of the Prospectus.
125		Deleted 1/7/97		
+ See cl	napter	19 for defined terr	ns.	
Append	ix 1A	Page 16		11/3/2002

		Where is the information or document to be found? (eg, prospectus cross reference)
qualified relation the geog is situate the nature whether approve confirmate the apple	I person. The schedule must state in to each *mining tenement: raphical area where the *mining tenement ed; re of the title to the *mining tenement; the title has been formally confirmed or d and, if not, whether an application for ation or approval is pending and whether ication is subject to challenge; and son in whose name the title to the *mining	Independent Solicitors Report – Prospectus page 88 - 91
†mining detailing interest paid and enforces	agreement to ⁺ acquire an interest in a tenement from any ⁺ person, a statement g the date of the ⁺ acquisition of the from the vendor and the purchase price d all other consideration (whether legally able or not) passing (directly or indirectly)	Independent Solicitors Report – Prospectus page 94
the direct a program	ctors of he responsible entity) setting out ram of expenditure together with a e for completion of an exploration in respect of each *mining tenement or,	Refer Prospectus – Section 1 (page 6) and 3.3 (page 27) of the Prospectus. Also refer to Independent Geologists Report (Section 7).
Australa Mineral	sian Code for Reporting of Identified Resources and Ore Reserves for any	Refer to Independent Geologists Report (Section 7).
	qualified relation the geog is situate the nature whether approve confirms the apple the *pentenement If the entire into an *mining detailing interest paid and enforces to the very standard the direct a program where a	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. 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. A financial statement by the directors (if a trust, the directors of he 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 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

⁺ See chapter 19 for defined terms.

		-	Where is the information or document to be found? (eg, prospectus cross reference)
126	qualified relation the geog is situate the natur whether approve confirmate the appli the *per	ule of ⁺ mining tenements prepared by a d person. The schedule must state in to each ⁺ mining tenement: raphical area where the ⁺ mining tenement ed; re of the title to the ⁺ mining tenement; the title has been formally confirmed or d and, if not, whether an application for ation or approval is pending and whether ication is subject to challenge; and son in whose name the title to the ⁺ mining t is currently held.	Independent Solicitors Report – Prospectus page 88 - 91
127	into an +mining detailing interest paid and	agreement to ⁺ acquired an interest or entered agreement to ⁺ acquire an interest in a tenement from any ⁺ person, a statement to the date of the ⁺ acquisition of the from the vendor and the purchase price all other consideration (whether legally able or not) passing (directly or indirectly) endor.	Independent Solicitors Report – Prospectus page 94
128	the direction a program	cial statement by the directors (if a trust, etors of the responsible entity) setting out ram of expenditure together with a e for completion of an exploration in respect of each *mining tenement or, oppropriate, each group of tenements	Refer Prospectus – Section 1 (page 6) and 3.3 (page 27) of the Prospectus. Also refer to Independent Geologists Report (Section 7).
129	Australa Mineral	ration of conformity or otherwise with the sian Code for Reporting of Identified Resources and Ore Reserves for any on mineral resources and [†] ore reserves	Refer to Independent Geologists Report (Section 7).

⁺ See chapter 19 for defined terms.

Part 3 - Agreement

All entities

You must conplete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- Our admission to the *official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. *Quotation of our *securities is in ASX's absolute discretion. ASX may quote our *securities on any conditions it decides. Our removal from the *official list or the suspension or ending of *quotation of our *securities is in ASX's absolute discretion. ASX is entitled immediately to 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.
- 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.
- 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.

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:

- Qur 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.
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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.

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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.

- 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.
- 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 'ecurities 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.

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.

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.

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.

In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

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.

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⁺ See chapter 19 for defined terms.

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.

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.

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.

In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

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.

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⁺ See chapter 19 for defined terms.

11	effect th	nat the en	se of an entity established in a jurisdiction whose laws have the tity's *securities cannot be approved under the operating rules of facility, we confirm that either:	
			e given a copy of this application to the *approved CS facility in ance with the operating rules of the *approved CS facility; or	
		we ask facility	ASX to forward a copy of this application to the *approved CS	
12			entity established in a jurisdiction whose laws have the effect that the cannot be approved under the operating rules of the 'approved CS	
	•		pproved CS facility is irrevocably authorised to establish and ter a subregister in respect of [†] CDIs.	(
	•		l make sure that *CDIs are issued over *securities if the holder of *securities asks for *CDIs.	
13	In the case entity's + facility:	se of an e securities	entity established in a jurisdiction whose laws have the effect that the cannot be approved under the operating rules of the 'approved CS	
			e given a copy of this application to the approved CS facility in ance with the operating rules of the *approved CS facility; or	
		we ask facility	ASX to forward a copy of this application to the *approved CS	
LIMIT	ED ACN	116 648	LICE GOLD MINES 956 in accordance with tions Act by:	C.
	Hai	h	Myuy	-
Directo	n/Secretary	y	Director	
	+ARD	HAC	KER TIMOTHY RUPERT BAR	n Goyder
Name o	of Director	/Secretar	y (print) Name of Director (print)	
+ See ch	apter 19 for d	lefined term	NS.	

3/5/2004

Appendix 1

Appendix 1A Lage 20

ASX Listing application and agreement