

Appendix 1A
ASX Listing application and agreement

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.

Part 1 - Application for admission to the official list

Name of entity	ABN
Auzex Resources Limited	74 106 444 606

We (the entity) apply for admission to the +official list of Australian Stock Exchange Limited (ASX) and for +quotation of +securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1 Deleted 30/9/2001

2 +Main class of +securities

Number	+Class
21,840,000	Ordinary
Number to be quoted	+Class

3 Additional +classes of +securities (except +CDIs)

+ See chapter 19 for defined terms.

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Number not to be quoted	*Class
3,000,000	Options

- 4 Telephone number, postal address for all correspondence, general fax number, and fax number for *company announcements office to confirm release of information to the market
- Phone: 07 3303 0198
Level 30
AMP Place
10 Eagle Street
BRISBANE QLD 4000
General Facsimile: 07 3303 0196
Facsimile to confirm release of information: 07 3303 0196
- 5 Address of principal *security registries for each *class of *security (including *CDIs)
- Mailing Address**
Computershare Investor Services Pty Ltd
GPO Box 523
Brisbane QLD 4001
- Delivery address**
Computershare Investor
Level 27, Central Plaza
345 Queen Street
Brisbane QLD 4000
- 6 Annual balance date
- 30 June

Companies only (Other entities go to 19)

- 7 Name and title of chief executive officer/managing director
- Jeffrey John Lawton
Chief Executive Officer
- 8 Name and title of chairperson of directors
- Jeffrey John Lawton, Executive Chairman
- 9 Names of all directors
- Jeffrey John Lawton
Gregor Alan Partington
Paul Michael Frederiks
Chris Baker

* See chapter 19 for defined terms.

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10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	One third of Directors, except the Executive Chairman, are subject to retirement by rotation in accordance with added clause 13.5 of the Constitution and listing rule 14.4.
11	Name and title of company secretary	Paul Michael Frederiks
12	Place of incorporation	Queensland
13	Date of incorporation	29 September 2003
14	Legislation under which incorporated	Corporations Act 2001
15	Address of registered office in Australia	Level 30, AMP Place, 10 Eagle Street, Brisbane Qld 4000
16	Month in which annual meeting is usually held	In 2005 the Annual Meeting will be held in September. In future years the Annual Meeting will be held in November.
17	Months in which dividends are usually paid (or are intended to be paid)	The Board does not intend to declare any dividends in the foreseeable future.
18	If the entity is a foreign company which has a certificated subregister for quoted *securities, the location of Australian *security registers	N/A

[†] See chapter 19 for defined terms.

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18A If the entity is a foreign company, the name and address of the entity's Australian agent for service of process

N/A

(Companies now go to 31)

All entities except companies

19 Name and title of chief executive officer/managing director of the responsible entity

N/A

20 Name and title of chairperson of directors of responsible entity

N/A

21 Names of all directors of the responsible entity

N/A

22 Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits

N/A

23 Name and title of company secretary of responsible entity

N/A

⁺ See chapter 19 for defined terms.

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

[†] See chapter 19 for defined terms.

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About the entity

All entities

Tick to indicate you are providing the information or documents

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

- | | | |
|----|--|---|
| 31 | <input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements | Issue price is \$0.50, shareholder spread to be provided on close of offer. Annexure 1 (Prospectus), Section 1, p6. |
| 32 | <input checked="" type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | Prospectus, provided separately. 50 additional copies will be provided when available from printer. |
| 33 | <input checked="" type="checkbox"/> Cheque for fees | \$36, 017.30 including GST based on the 21 million securities to be quoted on ASX at an issue price of \$0.50 |
| 34 | <input checked="" type="checkbox"/> Type of subregisters the entity will operate
Example: CHESS and certificated subregisters | Electronic CHESS subregister and electronic issuer sponsored subregister |
| 35 | <input checked="" type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | Annexure 1 – Executive Service Agreement: John Lawton
Annexure 2 – Interim Employment Agreement and Service Agreement: Roger Mustard
Annexure 3 - Kenex Service Agreement (not for public release)
Annexure 4 - Kingsgate (ELA 2537) Agreement (not for public release)
There is no written agreement for the Advisory Agreement with Philip Chisholm. It is referred to in Section 10, p117 of the Prospectus. |
| 36 | <input checked="" type="checkbox"/> A certified copy of any restriction agreement entered into in relation to ⁺ restricted securities | Will provide on confirmation from ASX of the number of restricted securities and the application period |
| 37 | <input type="checkbox"/> If there are ⁺ restricted securities, undertaking issued by any bank or ⁺ recognised trustee | N/A |
| 38 | <input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name) | Annexure 5 – Certificate of Incorporation and Certificate of Registration on Conversion to a Public Company |

⁺ See chapter 19 for defined terms.

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|----|---|--|
| 39 | <input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name) | N/A |
| 40 | <input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) | Annexure 6 – Auzex Constitution |
| | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 41 | <input checked="" type="checkbox"/> Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) | Annexure 7 – ASX Checklist for Constitution |
| 42 | <input checked="" type="checkbox"/> A brief history of the entity or, if applicable, the group | Section 2 of the Prospectus, p16 |

About the securities to be quoted

All entities

- | | | |
|----|--|---|
| 43 | <input checked="" type="checkbox"/> Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules | Complies with listing rule 2.1 |
| 44 | <input checked="" type="checkbox"/> Voting rights of *securities to be quoted | Section 11 of the Prospectus, p120 |
| 45 | <input checked="" type="checkbox"/> A specimen certificate/holding statement for each *class of *securities to be quoted and a specimen holding statement for *CDIs | Annexure 8 – Specimen holding statement |
| 46 | <input checked="" type="checkbox"/> Terms of the *securities to be quoted | Fully paid ordinary shares, Section 11 of the Prospectus, p120 -122 |
| 47 | <input checked="" type="checkbox"/> A statement setting out the names of the 20 largest holders in each *class of *securities to be quoted, and the number and percentage of each *class of *securities held by those holders | To be provided on completion of offer |
| 48 | <input checked="" type="checkbox"/> 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 on completion of offer |

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|----|-------------------------------------|---|---------------------------------------|
| 49 | <input checked="" type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | To be provided on completion of offer |
| 50 | <input type="checkbox"/> | Terms of any +debt securities and +convertible debt securities | N/A |
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities | N/A |
| 52 | <input type="checkbox"/> | Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions | N/A |

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

- | | | | |
|----|--------------------------|---|-----|
| 53 | <input type="checkbox"/> | The name of the vendor and details of any relationship of the vendor with us | N/A |
| 54 | <input type="checkbox"/> | If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us | N/A |
| 55 | <input type="checkbox"/> | The date that the vendor acquired the +classified asset | N/A |
| 56 | <input type="checkbox"/> | The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise | N/A |
| 57 | <input type="checkbox"/> | The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full | N/A |
| 58 | <input type="checkbox"/> | Full details of the +classified asset, including any title particulars | N/A |

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- | | | | |
|----|--------------------------|--|-----|
| 59 | <input type="checkbox"/> | The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX). | N/A |
| 60 | <input type="checkbox"/> | The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full | N/A |
| 61 | <input type="checkbox"/> | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). | N/A |

About the entity's capital structure

All entities

- | | | | |
|--|-------------------------------------|--|---|
| 62 | Deleted 1/9/99. | | |
| 63 | <input checked="" type="checkbox"/> | A copy of the register of members, if ASX asks | Will be supplied if requested |
| 64 | <input type="checkbox"/> | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | N/A |
| 65 | <input type="checkbox"/> | The terms of any +employee incentive scheme | Annexure 9 – Auzex Option Plan |
| 66 | <input type="checkbox"/> | The terms of any +dividend or distribution plan | N/A |
| 67 | <input type="checkbox"/> | The terms of any +securities that will not be quoted | N/A |
| 68 | Deleted 1/7/98. | | |
| Where is the information or document to be found? (eg, prospectus cross reference) | | | |
| 69 | <input checked="" type="checkbox"/> | 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) | See Section 1 Details of the Offer, p11 and section 11, Additional Information p120 of the Prospectus. Also see Annexure 10 – Details of the entity's securities. |
| 70 | <input type="checkbox"/> | The number of the entity's debentures, except to bankers, showing the amount outstanding. | N/A |

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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.

- 71 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)

Note: This applies whether the securities are quoted or not.

- 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.

- 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.

- 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).

N/A

3 million. Refer to Section 11, p124 of the Prospectus. Also refer to Annexure 10 - Details of issues of the entity's securities.

N/A

Auzex Resources (NZ) Pty Limited, the holders of the New Zealand Permits. This company is 100% by Auzex Resources Ltd.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

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

- 75 Evidence that the entity has been in the same main business activity for the last 3 full financial years

N/A

- 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

+ See chapter 19 for defined terms.

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78 - 79

Deleted 1/7/97.

80 Half yearly *accounts (if required) and audit report or review

N/A

80A Pro forma balance sheet and review

N/A

80B Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn *profit from continuing operations

N/A

All entities meeting the assets test*(only complete one of 81A, 81B or 81C and one of 82 or 83)*

Introduced 1/7/96. Amended 1/7/99.

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

Section 4, p37 and Appendix A of the Prospectus

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

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

82 Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)

N/A

83 Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)

Section 4, p40 of the Prospectus

84 Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

Section 4, p40 of the Prospectus

85

Deleted 1/9/99.

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86		Deleted 1/7/97.	
87	<input checked="" type="checkbox"/>	*Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	Appendix A of the Prospectus The Accounts are for the period from 29/09/03 (Date of Incorporation) to 30/06/04 and from 1/07/04 to 31/05/05.
87A	<input type="checkbox"/>	Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed	N/A
87B	<input type="checkbox"/>	Audited balance sheet (if required) and audit report	N/A
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review <i>(Now go to 106)</i>	Section 4 of the Prospectus
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.	

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About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

- | | | | |
|-----|-------------------------------------|--|--|
| 106 | <input checked="" type="checkbox"/> | Details of the entity's existing and proposed activities, and level of operations. State the main business | Where is the information or document to be found? (eg, prospectus cross reference)
Section 2 of the Prospectus. Mineral Exploration Company. |
| 107 | <input checked="" type="checkbox"/> | Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash | Annexure 10 - Details of all issues of the entity's securities, including those to be issued on completion of the offer. |

Information memorandum requirements

All entities

- | | | | |
|--------|--------------------------|--|------------|
| 108 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | 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 | <input type="checkbox"/> | The date the information memorandum is signed | N/A |
| 111(a) | <input type="checkbox"/> | 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(b) | <input type="checkbox"/> | If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity | N/A |

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<i>Information contained in the information memorandum</i>	Where is the information or document to be found? (eg, prospectus cross reference)
111(c) <input type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *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) <input type="checkbox"/> Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	N/A
112(b) <input type="checkbox"/> If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	N/A
112(c) <input type="checkbox"/> If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *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	N/A
113 <input type="checkbox"/> A statement that ASX does not take any responsibility for the contents of the information memorandum	N/A
114 <input type="checkbox"/> 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 <input type="checkbox"/> If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	N/A

+ See chapter 19 for defined terms.

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12 In the case of an entity established in a jurisdiction whose laws have the effect that +CHESS cannot be used for holding legal title to +securities:

- SCH is irrevocably authorised to establish and administer a +CHESS 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 +CHESS cannot be used for holding legal title to +securities:

- we have given a copy of this application to +SCH in accordance with section 3A of the SCH Business Rules; or
- we ask ASX to forward a copy of this application to +SCH.

Dated:

Executed by **Auzex Resources Limited ACN 106 444 606** by being signed by:

John Lawton

 Signature of Director

[Signature]

 Signature of *Director/*Company Secretary

JOHN LAWTON

 Print full name

PAUL FREEMAN

 Print full name

**Delete whichever is not applicable*

+ See chapter 19 for defined terms.