

# Appendix 1A

## ASX Listing application and agreement

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

1. *Application for admission to the <sup>+</sup>official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

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

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

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

Name of entity

ABN

Brazilian Metals Group Limited

107 118 678

We (the entity) apply for admission to the <sup>+</sup>official list of ASX Limited (ASX) and for <sup>+</sup>quotation of <sup>+</sup>securities.

### Part 2 - Information to be completed

#### About the entity

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

#### All entities

- 1 Deleted 30/9/2001

- 2 <sup>+</sup>Main class of <sup>+</sup>securities

Number	<sup>+</sup> Class
71,099,260	Fully paid ordinary shares
Number to be quoted	<sup>+</sup> Class
Nil	Nil

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

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

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Number not to be quoted	+Class
2,750,006	Options expiring 31 October 2011 Ex 20c
2,000,000	Options expiring 30 November 2012 Ex 20c
72,198,501	Shares subject to escrow in accordance with Appendix 9B of the Listing Rules, of which: <ul style="list-style-type: none"> <li>• 12,611,015 are subject to escrow until 26 November 2011; and</li> <li>• 59,587,486 are subject to escrow for a period of 24 months following re-quotations of the Company's securities</li> </ul>

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.

14<sup>th</sup> Floor  
191 St Georges Terrace  
Perth WA 6000  
  
Phone: 08 9321 5922  
Fax: 08 9321 5932  
  
Email: companysecretary@bmgl.com.au

5 Address of principal +security registries for each +class of +security (including +CDIs)

Computershare Investor Services Pty Ltd  
Level 2  
Reserve Bank Building  
45 St George's Terrace  
Perth WA 6000

6 Annual balance date

30 June

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

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7	Name and title of chief executive officer/managing director	<p>A permanent CEO/managing director will be appointed after the readmission of the Company upon a reassessment of the new and proposed directors' roles within the Board.</p> <p>In the interim, Malcolm Castle and Carl Swensson will be responsible for overseeing technical work, while the Board will be responsible for all corporate and administrative matters.</p>
8	Name and title of chairperson of directors	<p>A permanent chairman will be appointed after the readmission of the Company, upon a reassessment of the new and proposed directors' roles within the Board. In the interim, the directors will appoint one of their members to chair any Board meetings held at the start of each meeting.</p>
9	Names of all directors	<p>Mr Craig Bromley Mr Thomas Kelly Mr Carl Swensson Mr Robert Pett Mr Malcolm Castle Mr Anthony Trevisan</p>
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p>Except for the managing director, all directors are required to be re-elected every three years, and at least one third of directors must retire at each Annual General Meeting. Refer to clause 79 of the Company's Constitution (Item 2).</p> <p>All directors are entitled to be remunerated out of company funds as is determined from time to time by the Company in general meeting. Refer to clause 82 of the Company's Constitution.</p>
11	Name and title of company secretary	Mrs Fleur Hudson
12	Place of incorporation	Western Australia
13	Date of incorporation	20 November 2003
14	Legislation under which incorporated	Corporations Act 2001 (Cth)
15	Address of registered office in Australia	14 <sup>th</sup> Floor, 191 St Georges Terrace Perth WA 6000
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	No dividends have as yet been paid by the Company.

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18 If the entity is a foreign company which has a certificated subregister for quoted <sup>+</sup>securities, the location of Australian <sup>+</sup>security registers

N/A

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 )*

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

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**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
23A	Trusts only - 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

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30 If the entity is a foreign entity which has a certificated subregister for quoted <sup>+</sup>securities, the location of Australian <sup>+</sup>security registers

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

**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

See Key Information and Section 4.1 of Prospectus for a summary of Offer.

32  Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)

Prospectus provided (Item 1).

33  Cheque for fees

To be provided.

34  Type of subregisters the entity will operate  
Example: CHES and certificated subregisters

CHES. Refer to Section 5.10 of the Prospectus (Item 2).

35  Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)

Copies of material contracts provided (Item 3).

36  A certified copy of any restriction agreement entered into in relation to <sup>+</sup>restricted securities

Provided

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

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- |     |                                     |                                                                                                                                                   |                                                                                               |
|-----|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 37  | <input type="checkbox"/>            | If there are +restricted securities, undertaking issued by any bank or +recognised trustee                                                        | To be provided as part of the Company's pre-quotation disclosure                              |
| 38  | <input checked="" type="checkbox"/> | (Companies only) - certificate of incorporation or other evidence of status (including any change of name)                                        | Refer to Item 4 - historical ASIC search.                                                     |
| 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)                                                  | Constitution Provided (Item 2).                                                               |
| 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) | Refer to Clause 126 of the Constitution regarding compliance with ASX Listing Rules (Item 2). |
| 42  | <input checked="" type="checkbox"/> | A brief history of the entity or, if applicable, the group                                                                                        | Refer to Section 6 of the Prospectus (Item 1).                                                |
| 42A | <input checked="" type="checkbox"/> | Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.                                                   | Already provided.                                                                             |

**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                                | We confirm that the securities to be quoted are ordinary fully paid shares (in accordance with Chapter 6 of the ASX Listing Rules). |
| 44 | <input checked="" type="checkbox"/> | Voting rights of +securities to be quoted                                                                                       | Refer to Section 12.1(b) of the Prospectus (Item 1) and clause 67 of the Company's Constitution (Item 2).                           |
| 45 | <input type="checkbox"/>            | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs | Refer to Item 11.                                                                                                                   |
| 46 | <input checked="" type="checkbox"/> | Terms of the +securities to be quoted                                                                                           | Refer to Section 12 of the Prospectus (Item 1).                                                                                     |

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- 47  A statement setting out the names of the 20 largest holders in each <sup>+</sup>class of <sup>+</sup>securities to be quoted, and the number and percentage of each <sup>+</sup>class of <sup>+</sup>securities held by those holders To be provided as part of the Company's pre-quotations disclosure
- 48  A distribution schedule of each <sup>+</sup>class of <sup>+</sup>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 as part of the Company's pre-quotations disclosure
- 49  The number of holders of a parcel of <sup>+</sup>securities with a value of more than \$2,000, based on the issue/sale price To be provided as part of the Company's pre-quotations disclosure.
- 50  Terms of any <sup>+</sup>debt securities and <sup>+</sup>convertible debt securities N/A
- 51  Trust deed for any <sup>+</sup>debt securities and <sup>+</sup>convertible debt securities N/A
- 52  Deleted 24/10/2005.

**All entities with classified assets**

(Other entities go to )

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

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

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- 53  The name of the vendor and details of any relationship of the vendor with us
- The shareholders of Brilliant City Holdings Limited and Star Castle Holdings Limited (each incorporated under the laws of Hong Kong) being:

  - TRG Equity Investments Pty Ltd
  - Indochina Minerals Ltd
  - Agricola Mining Consultants Pty Ltd
  - Transcontinental Investments Pty Ltd
  - AAT Holdings Ltd
  - Nefco Nominees Pty Ltd
  - Upper Rise Group Limited
  - S&J Stone Pty Ltd as trustee for the Stone Family Superannuation Fund Number 1
  - Greg and Carmen Hill
  - Monica and Alfred Attard

For details regarding the interests of the Directors in the Vendors refer to Section 13.7 of the Prospectus (Item 1)
- 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
- N/A
- 55  The date that the vendor acquired the +classified asset
- Minas Norte Mineracao Ltda (a wholly owned subsidiary of the Holding Companies) acquired the classified asset on 15 July 2010.
- 56  The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise
- Brazilian Tenements – via Share Sale Agreement (Refer to Section 13.2 of the Prospectus (Item 1)).

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- 57  The consideration passing directly or indirectly from the vendor (when the vendor <sup>+</sup>acquired the asset), and whether the consideration has been provided in full Brazilian Tenements - via Share Sale Agreement (Refer to Section 13.2 of the Prospectus (Item 1)).
- 58  Full details of the <sup>+</sup>classified asset, including any title particulars Refer to Section 9 (Independent Geologist Report) of the Prospectus (Item 1).
- 59  The work done by or on behalf of the vendor in developing the <sup>+</sup>classified asset. In the case of a <sup>+</sup>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 9 (Independent Geologist Report) of the Prospectus (Item 1).
- 60  The date that the entity <sup>+</sup>acquired the <sup>+</sup>classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full Acquisition on 24 November 2010 via the acquisition of 100% of the Shares in the Holding Companies.
- 61  A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached). Refer to Section 13.2 (Summary of Share Sale Agreement) of the Prospectus (Item 1).

**About the entity's capital structure**

**All entities**

- 62 Deleted 1/9/99.
- 63  A copy of the register of members, if ASX asks Attached
- 64  A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years N/A
- 65  The terms of any <sup>+</sup>employee incentive scheme Incentive Option Scheme approved at the Annual General Meeting held on 23 November 2005. A copy of the scheme can be provided if required.
- 66  The terms of any <sup>+</sup>dividend or distribution plan N/A

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- 67  The terms of any +securities that will not be quoted Refer to Section 12 of the Prospectus (Item 1).
- 68 Deleted 1/7/98.
- 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) See Section 4.6 of the Prospectus for details of the capital structure (Item 1).  
  
Refer to Section 13 of the Prospectus for the rights attaching to ordinary shares (Item 1).
- 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) None.  
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) None.  
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 Refer to Section 4.6 of Prospectus (Item 1).  
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 Refer to Section 4.6 of Prospectus (Item 1).  
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). King Energy Pty Ltd (ACN: 117 472 803) 100% owned by Brazilian Metals Group Limited. An Australian company set up to explore for uranium and other mineral/metal resources in South America.  
  
S.L.M Arauco Minerals (Chilean Company) owned 100% by Brazilian Metals Group Limited through King Energy's Pty Ltd 100% ownership. A

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Chilean company set up to explore for uranium and other mineral/metal resources in Chile.

Star Castle Holdings Ltd, owned 100% by Brazilian Metals Group Limited. This is a Hong Kong holding company that owns 50% of the Brazilian exploration company, Minas Norte Mineracao Limitada.

Brilliant City Holdings Ltd, owned 100% by Brazilian Metals Group Limited. This is a Hong Kong holding company that owns 50% of the Brazilian exploration company, Minas Norte Mineracao Limitada.

Minas Norte Mineracao Limitada, owned 100% by Brazilian Metals Group Limited indirectly through the ownership of Star Castle Holdings Ltd and Brilliant City Holdings Ltd. This is a Brazilian company acquired to explore for minerals in Brazil.

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### About the entity's financial position

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

#### All entities meeting the profit test

- |         |                          |                                                                                                                                                                         |     |
|---------|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 75      | <input type="checkbox"/> | Evidence that the entity has been in the same main business activity for the last 3 full financial years                                                                | N/A |
| 76      | <input type="checkbox"/> | Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years                                                | N/A |
| 76A     | <input type="checkbox"/> | Evidence that the entity's <sup>+</sup> profit from continuing operations in the past 12 months exceeded \$400,000                                                      | N/A |
| 77      | <input type="checkbox"/> | Audited <sup>+</sup> accounts for the last 3 full financial years and audit reports                                                                                     | N/A |
| 78 - 79 |                          | Deleted 1/7/97.                                                                                                                                                         |     |
| 80      | <input type="checkbox"/> | Half yearly <sup>+</sup> accounts (if required) and audit report or review                                                                                              | N/A |
| 80A     | <input type="checkbox"/> | Pro forma balance sheet and review                                                                                                                                      | N/A |
| 80B     | <input type="checkbox"/> | Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn <sup>+</sup> profit from continuing operations | N/A |

#### All entities meeting the assets test

(only complete one of A, B or C and one of or )

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

Deleted 1/7/97

- |     |                                     |                                                                                                                                                                     |                                                                                 |
|-----|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| 81  |                                     |                                                                                                                                                                     |                                                                                 |
| 81A | <input checked="" type="checkbox"/> | For entities other than <sup>+</sup> investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million | Refer to Section 10 (Investigating Accountant's Report) of Prospectus (Item 1). |
| 81B | <input type="checkbox"/>            | For <sup>+</sup> investment entities other than <sup>+</sup> pooled development funds, evidence of net tangible assets of at least \$15 million                     | N/A                                                                             |
| 81C | <input type="checkbox"/>            | Evidence that the entity is a <sup>+</sup> pooled development fund with net tangible assets of at least \$2 million                                                 | N/A                                                                             |

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82	<input type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	N/A
83	<input checked="" type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Refer to Section 4.4 of the Prospectus (Item 1).
84	<input checked="" type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	Refer to Section 4.3 of the Prospectus (Item 1).
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	<input checked="" type="checkbox"/>	*Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	Refer to Item 7.
87A	<input type="checkbox"/>	Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed	To be provided upon request.
87B	<input checked="" type="checkbox"/>	Audited balance sheet (if required) and audit report	Refer to Item 7 (2010 Annual Financial Accounts).
87C	<input checked="" type="checkbox"/>	Pro forma balance sheet and review	Refer to Section 10 (Investigating Accountant's Report) of the Prospectus (Item 1)
(Now go to )			
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**

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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 3 and 6 of the Prospectus (Item 1).

107  Details of any issues of the entity's <sup>+</sup>securities (in all <sup>+</sup>classes) in the last 5 years. Indicate issues for consideration other than cash

As per ASX disclosures.

### Information memorandum requirements

#### All entities

108  If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of <sup>+</sup>securities for which <sup>+</sup>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 <sup>+</sup>securities for which <sup>+</sup>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 <sup>+</sup>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(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

N/A

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

N/A

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*Information contained in the information memorandum*

- |        |                          |                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |
|--------|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 11(c)  | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, <sup>+</sup> securities or otherwise by any <sup>+</sup> person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | 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, <sup>+</sup> securities or otherwise by any <sup>+</sup> person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity                                                                            | 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 <sup>+</sup> 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 |

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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 N/A

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

N/A

*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.

N/A

*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. N/A

**Other information**

**All entities**

Where is the information or

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document to be found? (eg, prospectus cross reference)

120	<input type="checkbox"/> Evidence that the supplementary information memorandum was sent to every <sup>+</sup> person who was sent an information memorandum	N/A
121	<input checked="" type="checkbox"/> Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	See Section 13 of the Prospectus (Item 1)
122	<input checked="" type="checkbox"/> A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	Refer to the IPO Prospectus, Entitlement Issue Prospectus, (Item 5) and Prospectus (Item 1).
123	<input type="checkbox"/> Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's <sup>+</sup> securities	N/A
123A	<input type="checkbox"/> The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the <sup>+</sup> official list at the date of its application for admission, unless ASX agrees otherwise.  <small>Example: ASX may agree otherwise if the entity was recently incorporated.</small>	N/A

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**Mining exploration entities**

- |     |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                          |
|-----|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 124 | <input checked="" type="checkbox"/> | A map or maps of the mining tenements prepared by a qualified <sup>+</sup> person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified <sup>+</sup> person and the report to which they relate.                                                                                                                                     | Refer to Section 9 (Independent Geologists Report) of the Prospectus (Item 1), the Independent Geologist Report on Australian Tenements (Item 6) and the Solicitors Report on Australian Tenements (Item 8).                                                             |
| 125 |                                     | Deleted 1/7/97                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                          |
| 126 | <input checked="" type="checkbox"/> | A schedule of <sup>+</sup> mining tenements prepared by a qualified person. The schedule must state in relation to each <sup>+</sup> mining tenement:<br>the geographical area where the <sup>+</sup> mining tenement is situated;<br>the nature of the title to the <sup>+</sup> mining tenement;<br>whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and<br>the <sup>+</sup> person in whose name the title to the <sup>+</sup> mining tenement is currently held. | Refer to Section 11 (Review of Mineral Rights) of the Prospectus (Item 1), the Independent Geologist Report on Australian Tenements (Item 6) and the Solicitors Report on Australian Tenements (Item 8).                                                                 |
| 127 | <input checked="" type="checkbox"/> | If the entity has <sup>+</sup> acquired an interest or entered into an agreement to <sup>+</sup> acquire an interest in a <sup>+</sup> mining tenement from any <sup>+</sup> person, a statement detailing the date of the <sup>+</sup> 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 Section 13.2 (Additional Information – Summary of Share Sale Agreement) of the Prospectus (Item 1).<br><br>Note that the Company has acquired the tenements indirectly via the acquisition of Brilliant City Holdings Limited and Star Castle Holdings Limited. |
| 128 | <input checked="" type="checkbox"/> | 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 <sup>+</sup> mining tenement or, where appropriate, each group of tenements                                                                                                                                                                                                                                                                                                            | Refer to Section 4 (Investment Overview) of the Prospectus (Item 1).                                                                                                                                                                                                     |

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

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**Appendix 1A**  
**ASX Listing application and agreement**

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- 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 page 2 of Section 9 (Independent Geologists Report) in the Prospectus (Item 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.
  - 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.

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- 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 <sup>+</sup>quotation of the <sup>+</sup>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 <sup>+</sup>quotation of our <sup>+</sup>securities is deferred, suspended or subject to a <sup>+</sup>trading halt.
- 6 The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- We will satisfy the <sup>+</sup>technical and performance requirements of the <sup>+</sup>approved CS facility and meet any other requirements the <sup>+</sup>approved CS facility imposes in connection with approval of our <sup>+</sup>securities.
  - When <sup>+</sup>securities are issued we will enter them in the <sup>+</sup>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.

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- 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.

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Dated: 6 December 2010

EXECUTED BY  
BRAZILIAN METALS GROUP LIMITED  
ACN 107 118 678  
in accordance with Section 127 of the  
Corporations Act:



Director



Director/Secretary

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\* See chapter 19 for defined terms.

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