

The following material waivers have been applied for and granted from the Stock Exchange and/or the SFC on the basis that the Company's listing in Hong Kong is a secondary listing and not a primary listing and that all Shareholders of the Company, including Hong Kong Shareholders, are adequately protected in relation to the subject matter of the waivers by the relevant laws, regulations and listing rules of the Company's home jurisdiction of Australia.

BASIC CONDITIONS IN RELATION TO QUALIFICATIONS FOR LISTING

According to Rule 8.05 of the Listing Rules, an issuer must satisfy one of the three tests in relation to: (i) profit; (ii) market capitalisation, revenue and cash flow; or (iii) market capitalisation and revenue requirements. Chapter 18 of the Listing Rules applies to mineral companies. Under Rule 18.03 of the Listing Rules, the requirements of Rule 8.05 of the Listing Rules may not apply if the Stock Exchange is satisfied that the directors and management of the issuer have sufficient and satisfactory experience of at least three years in mining and/or exploration activities. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.05 of the Listing Rules in accordance with the reasoning under Rule 18.03 of the Listing Rules.

DEALINGS IN THE SHARES PRIOR TO LISTING

According to Rule 9.09 of the Listing Rules, there must be no dealing in the securities for which listing is sought by any connected person of the issuer from the time of submission of the formal application for listing until listing is granted. In the context of a secondary listing of a widely held, publicly traded company, the Company has no control over the investment decisions of its shareholders. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 9.09 of the Listing Rules which restricts such dealings in the Shares prior to Listing.

In support of its waiver application, the Company confirms:

- the Company's substantial shareholder and potential substantial shareholders as described and referred to in the section headed "Substantial and Selling Shareholders — Substantial Shareholders" in this prospectus, have not been and will not be involved in the management and operation of the Group and flotation exercise prior to the Company's listing in Hong Kong;
- the Company does not have control over the investment decisions of any such substantial shareholder and potential substantial shareholder;
- the Company's Directors and chief executive officer will not deal in the Company's shares before the listing of the Company's shares in Hong Kong (other than as Selling Shareholders pursuant to the Global Offering as set out in the section headed "Substantial and Selling Shareholders — Selling Shareholders" of this prospectus); and
- the Company shall notify the Stock Exchange of any dealing or suspected dealing by any connected persons of the Company of which it becomes aware.

In addition, the Company has undertaken that no non-public information will be disclosed to any such substantial shareholder or any potential substantial shareholder. The Sponsor has undertaken that it will use all reasonable endeavours to ensure that no non-public information will be disclosed to any such substantial shareholder and potential substantial shareholders.

CONSTITUTION

According to Rule 9.11(6) of the Listing Rules, a copy of the memorandum and articles of association or equivalent document complying with Appendix 3 of the Listing Rules must be lodged with the Stock Exchange for initial review at least 20 clear business days before the expected hearing date. The Company's constitution does not strictly comply with sections 4(4), 4(5) and 6(2) of Appendix 3. The Company is of the view that the level of protection afforded to shareholders under the current Constitution, the ASX Listing Rules and/or the Corporations Act is as a whole at least as high as that required under Appendix 3. The Company has applied for, and the Stock Exchange has granted, a partial waiver from strict compliance with Rule 9.11(6) and Appendix 3 of the Listing Rules.

Further details of the Company's constitution are set out under "Appendix V — Summary of the Constitution of the Company and Australian Corporations Act" of this prospectus.

SHARE REPURCHASE

According to Rule 10.06(5) of the Listing Rules, an issuer must ensure that the documents of title of purchased shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase. Under the Corporations Act, shares that are repurchased by the Company are cancelled immediately after the registration of the transfer of repurchased shares to the Company. However, the Company is unable to comply with the requirement to destroy documents of title because Shares held by the Australian Share Registry are held in uncertificated form and no such documents therefore exist. For further details, please refer to the section headed "Listings, Registration, Dealings and Settlement — Registration — Certificates" in this prospectus. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 10.06(5) of the Listing Rules which require the Company to cancel and destroy as soon as reasonably practicable the documents of title of repurchased Shares following settlement of any such repurchase.

SHARE OPTION SCHEMES

According to Rule 17.03 of the Listing Rules, the Stock Exchange provides for certain required provisions to be included in all scheme documents. As the Company is primarily listed on the ASX, the Company's existing share option scheme, the EOP, is already required to comply with the provisions under the ASX Listing Rules. For details of the EOP, please refer to "Appendix VI — Statutory and General Information — Other Information" of this prospectus. The Directors are of the view that the deviation of the terms of the EOP from the Hong Kong Listing Rules is not materially significant, and the level of protection given to Shareholders under the ASX Listing Rules are commensurate with that under the Listing Rules. The Company has applied for, and the Stock Exchange has granted, a partial waiver from strict compliance with Rule 17.03 of the Listing Rules that: (i) the total number of securities which may be issued upon exercise of all options to be granted under the EOP and any other schemes must not in aggregate exceed 10% of the class of securities of the Company in issue as at the date of approval of the EOP; (ii) the exercise price of the options issued under the EOP be calculated as set forth in Rule 17.03 (a) of the Listing Rules, being at least the higher of: (a) the closing price of the securities as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a Business Day; and (b) the average closing price of the securities as stated in the Stock Exchange's daily quotations sheet for the five Business Days immediately preceding the date of grant; and (iii) the term of the EOP be limited to ten years. This waiver is sought based on the condition that: (i) the EOP, and all other employee share or option plans of the Company, continue to contain the following restrictions: (a) the total number of options that may be issued under the EOP, when added to the number of shares or options issued under all other employee share or option plans of the Company, is limited to 10% of the total number of Shares on issue from time to time; and (b) the exercise price of options issued under the EOP is the higher of: (1) a specified fixed price (if any); and (2) the

weighted average price of the shares of the Company on the ASX over the five trading days prior to the date of offer of the options; and (ii) the terms of the EOP continue to be in compliance with the ASX Listing Rules.

CONTINUING OBLIGATIONS

Chapters 14 and 14A provide for a range of continuing obligations which apply to an issuer on the Stock Exchange, including in relation to “Notifiable Transactions” and “Connected Transactions”. As the Company is incorporated in Australia and is primary listed on the ASX, the Company is already subject to a wide range of continuing obligations. The Company has applied for, and the Stock Exchange has granted, a waiver from the operation of Chapters 14 and 14A of the Listing Rules for so long as the Company’s listing in Hong Kong is a secondary listing and not a primary listing.

ESTIMATED CASH FLOW AND FUNDING REQUIREMENTS

Listing Rules 18.09(a) and 18.09(b) require listing applicants whose activities include to a material extent exploration for natural resources, to disclose estimates of funding requirements and cash flows for at least two years following the issue of a listing document. Under Australian law, any prospective financial information made public by the Company such as these estimates will give rise to a breach of the Corporations Act if there are no reasonable grounds for such statements. This is the case irrespective of whether the prospective financial information is actually misleading or is in fact accurate. The Directors are of the view that there are no reasonable grounds to make such statements without breaching the Corporations Act. Accordingly, the Company has applied for, and the Stock Exchange has granted, a partial waiver from strict compliance with Rule 18.09(a) and 18.09(b) of the Listing Rules.

INSPECTION OF LEGISLATION AND REGULATIONS

Listing Rule 19.10(6) provides that an overseas issuer must offer for inspection a copy of any statutes or regulations which are relevant to the summary of the regulatory provisions of the jurisdiction in which the overseas issuer is incorporated. In the case of the Company, these include the Corporations Act, ASX Listing Rules, ASTC Settlement Rules and the Foreign Acquisitions and Takeovers Act. These copies of legislation are lengthy and it would be difficult to deliver copies to Hong Kong in physical format. In addition, these copies of legislation can be readily accessed via the internet. For further details about how to access these copies of legislation via the internet, please refer to the section headed “Documents available for inspection” in Appendix VII to this prospectus. The Company has sought, and the Stock Exchange has granted, a waiver from strict compliance with Rule 19.10(6) of the Listing Rules.

DISCLOSURE OF INTERESTS

Part XV of the SFC imposes duties of disclosure of interest in Shares. The Company is presently subject to a requirement to disclose the interests of its directors and shareholders who hold 5% or more of the Shares under the ASX Listing Rules and the Corporations Act.

The Company has applied for, and the SFC has granted, a partial exemption under section 309(2) from the provisions of Part XV of the SFO to prepare registers, maintain records and file disclosures of interest report, on the condition that the Company file with the Stock Exchange the disclosures of interest filed in Australia, which will then publish such disclosure in the same manner as disclosures made under Part XV of the SFO.

NOT A PUBLIC COMPANY IN HONG KONG

Section 4.1 of the Hong Kong Codes on Takeovers and Mergers and Share Repurchases applies to takeovers, mergers and repurchases affecting public companies in Hong Kong and companies with a primary listing in Hong Kong.

The Company has applied for, and the SFC has granted, a ruling that the Company should not be regarded as a “public company in Hong Kong” for the purposes of section 4.1. This ruling may be reconsidered by the SFC in the event of a material change in information provided to the SFC.

The Company is subject to the provisions of the Corporations Act concerning takeovers. Please refer to “Appendix V — Summary of the Constitution of the Company and Australian Corporations Act — Takeover Regulation” of this prospectus.

In addition, the Company is subject to the provisions of the Corporations Act concerning share repurchases. Please refer to “Appendix VI — Statutory and General Information — Purchase by the Company of its Own Securities” of this prospectus.

INCLUSION OF MAXIMUM OFFER PRICE IN APPLICATION FORMS ONLY

According to Rule 11.06 of the Listing Rules, the listing document must contain all of the specific items of information which are set out in either Part A or B of Appendix 1 of the Listing Rules. In those cases where listing is sought for the securities of an issuer no part of whose share capital is already listed the items of information specified in Part A (“Appendix 1a”) must be included. Paragraph 15(2)(c) of Appendix 1a requires the listing document to include the issue price or offer price of each security in respect of which the application for listing is made. In addition, Paragraph 9 of Part I of the Third Schedule of the Companies Ordinance prescribes that the prospectus must include the amount payable on application and allotment of each share.

As the Shares are already listed and actively traded on the ASX, it would not be appropriate for the Company to adopt conventional pricing methods in the proposed Hong Kong Public Offering. With the recent demand for shares in companies in the gold industry, it is currently expected that there may be significant interests shown by retail investors for the shares to be offered under the Hong Kong Public Offering. As it is expected that a large number of prospectuses will be printed to meet such demand, a longer printing time will be required. By stating the maximum Offer Price in the Application Forms (the printing of which can commence at a later time as they will require less time to print), the Company and the Underwriters can take into account the latest closing price of the Company’s shares on the ASX prior to opening of the Hong Kong Public Offering.

WAIVERS

For these reasons and because it would be unduly burdensome for the Company to comply with paragraph 15(2)(c) of the Listing Rules and paragraph 9 of Part I of the Third Schedule of the Companies Ordinance, the Company has applied for, and the Stock Exchange and SFC have granted a waiver from strict compliance with and an exemption from the requirements to include the issue price or offer price of the shares and the amount payable on application and allotment of each share in the prospectus, such that the Company was not required to include a price range of the proposed offer price in the prospectus but was required to state in the Application Forms the maximum offer price on the conditions that the following are fulfilled:

- a prominent disclosure be made in this prospectus that the maximum Offer Price will be set out in the Application Forms;
- the historical share price of the Company on the ASX be disclosed in this prospectus; and
- the Application Forms containing the maximum Offer Price be made available with the Prospectus commencing on March 5, 2007. Please refer to the section headed “How to apply for Hong Kong Offer Shares” in this prospectus.