



**SYDNEY STOCK EXCHANGE**

**LISTING RULES  
APPENDIX 4-1**

**15 February 2016**

# APPENDIX 4-1

## EQUITY SECURITIES

### APPLICATION AND AGREEMENT

This form is for use by a **listee** seeking admission to the **official list** in the **equity** security category (for an application in relation to **fixed interest securities** use **Appendix 4-2**). 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 **Sydney Stock Exchange** in support of an application become **Sydney Stock Exchange's** property and may be made public. This may be made prior to the admission of the **listee** and **quotation** of its **securities**. Publication does not mean that the **listee** will be admitted or that its **securities** will be **quoted**.

#### PART 1 - APPLICATION FOR ADMISSION TO THE OFFICIAL LIST

Applicant:	Torque Metals Limited
ACN, ARBN or ARSN:	ACN 621 211 905

The Applicant applies for admission to the **official list** of Sydney Stock Exchange Limited (**Sydney Stock Exchange**) and for **quotation** of **securities**.

#### PART 2 - INFORMATION TO BE COMPLETED

##### GENERAL INFORMATION ON THE APPLICANT

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

##### ALL APPLICANTS

<b>1. Main class of securities</b>	<b>Number to be quoted</b>	<b>Class</b>
	66,890,785 Minimum 69,890,785 Maximum	Ordinary
	<b>Number not to be quoted</b>	<b>Class</b>
	Nil	
<b>2. Additional classes of securities</b>	<b>Number to be quoted</b>	<b>Class</b>
	Nil	
	<b>Number not to be quoted</b>	<b>Class</b>
	Nil	
<b>3a. Telephone number, postal address for</b>	08 6323 6826	

all correspondence, general fax number, and fax number for **Sydney Stock Exchange Announcements Office** to confirm release of information to the market.

0421 977 617  
P.O. Box 27, West Perth, W.A. 6872

3b. Name of contact person

Neil McKay

4. Address of principal **security** registry for each **class** of **security**. (**Listing Rule 20.1**)

Advanced Share Registry Limited  
110 Stirling Highway, Nedlands, W.A. 6009  
P.O. Box 156, Nedlands, W.A. 6909

5. Annual balance date

30 June

**COMPANIES ONLY**

(Other **applicants** go to 19)

6. Name and title of chief executive officer/managing director

Ian Donald Finch, Managing Director

7. Name and title of chairperson of directors

Ian Donald Finch

8. Names, address and function of all directors

**Ian Donald Finch (Managing Director, Chairperson)**

6655 Stoneville Road, Stoneville, W.A. 608

Managing Director

responsible for :

operational matters, shareholder/investor communication,  
capital raising

**Neil Wilson McKay (Executive Director)**

Chief Financial Officer

Company Secretary

Public Officer of the Company

Compliance and Corporate Governance

**Antony Leslie Lofthouse (Non-Executive Director)**

Attend all Directors Meetings and Committee Meetings where appropriate.

Perform duties that are outside those of a Non Executive

	Director as and when required by the Company.
9. Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	<p><b>Managing Director</b> – no rotation.  <b>All other Directors</b> – subject to a maximum of 3 years.</p> <p>No entitlement to participate in profits.</p>
10. Name and title of company secretary	Neil Wilson McKay
11. Is the Applicant duly incorporated in Australia ( <b>Listing Rule 4.20</b> )	Yes
If not, place of incorporation	
12. Certificate of incorporation or other evidence of status (including any change of name)	Previously provided to SSX as Attachment 1 – Incorporation Attachment 2 - Pty to Limited
13. The Applicant's registration number	ACN 621 122 905
14. Date of incorporation of the Applicant and expected life	16 August 2017
15. Address of <b>registered office</b> in Australia	4 Glencoe Road, Ardross, W.A. 6153
16. Address of Head Office in Australia	4 Glencoe Road, Ardross, W.A. 6153
17. Month in which annual meeting is usually held	November
18. Months in which <b>dividends</b> are usually paid (or are intended to be paid)	The Board can provide no guarantee as to the extent of future dividends, as these will depend on, among other things, the actual levels of profitability and the financial and taxation position of the Company at the relevant time.

***ALL APPLICANTS EXCEPT COMPANIES***

*(Companies go to 31)*

- |   |     |
|---|-----|
| 19. Name and title of chief executive officer/managing director of the <b>responsible entity</b>  | N/A |
| 20. Name and title of chairperson of directors of <b>responsible entity</b>   | N/A |
| 21. Names, address and function of all directors of the <b>responsible entity</b>   | N/A |
| 22. Duration of appointment of directors of <b>responsible entity</b> (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 <b>responsible entity</b>  | N/A |
| 24. Is the Applicant duly registered in Australia<br><br>If not, place of registration.   | N/A |
| 25. Certificate of registration or other evidence of status (including any change of name)  | N/A |
| 26. The Applicant's registration number   | N/A |
| 27. Date of registration of the Applicant and expected life   | N/A |
| 28. Address of administration office in   |     |

Australia of the Applicant	N/A
29. If the annual meeting is held, month in which it is usually held	N/A
30. Months in which distributions are usually paid (or are intended to be paid)	N/A

## INFORMATION ON LISTING PARTICULARS

### *ALL APPLICANTS*

*Tick to indicate you are providing the information or documents*

Where is the information or document to be found? (eg. cross reference **security offer document**)

31. <input type="checkbox"/> Evidence of compliance with minimum spread requirements ( <b>Listing Rule 4.28</b> )	Post capital raising, prior to listing already supplied to SSX 23 July 2020
32. <input type="checkbox"/> Prospectus, Product Disclosure Statement or information memorandum relevant to the application ( <b>Listing Rule 4.23</b> )  (2 hard copies and 1 electronic copy)	Prospectus dated 19 August 2020
33. <input type="checkbox"/> The letter required by <b>Listing Rule 4.37(b)</b>	N/A
34. <input type="checkbox"/> Latest annual report and any subsequent interim reports  (2 hard copies and 1 electronic copy)	Already provided to SSX
35. <input type="checkbox"/> Cheque for fees ( <b>Listing Rule 4.37(c)</b> )	Completed
36. <input type="checkbox"/> Details of registers the Applicant will operate ( <b>Listing Rule 20.1</b> )	Advanced Share Registry Limited
37. <input type="checkbox"/> Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum	Refer Section 8 of the Prospectus dated 19 August 2020 and previously

	(including any underwriting agreement)	provided to SSX.
38.	<input type="checkbox"/> The <b>sponsor's</b> working capital letter ( <b>Listing Rules 3.22 and 4.37(f)</b> )	Provided 29 July 2020 by Trident Capital Pty. Ltd.
39.	<input type="checkbox"/> Copy of the certificate of incorporation or equivalent document ( <b>Listing Rule 4.37(g)</b> )	See section 12 above (Already provided)
40.	<input type="checkbox"/> Copy of the <b>Applicant's constitution</b> and letter stating that the constitution complies with the Listing Rules ( <b>Listing Rule 4.37(h)</b> )	See attached - Constitution (already provided) - Deed Poll (already provided)
41.	<input type="checkbox"/> If requested by Sydney Stock Exchange, a declaration contemplated by <b>Listing Rule 4.37(i)</b> for a corporate security holder holding 5% or more of the <b>applicant's equity securities</b>	Not requested
42.	<input type="checkbox"/> A sponsor's confirmation of independence ( <b>Appendix 3-2 (Listing Rules 3.21(e) and 4.37(j))</b> )	Previously provided by Trident Capital Pty. Ltd.
43.	<input type="checkbox"/> Reference to the disclaimer in the security offer document required by <b>Listing Rule 4.40 (Listing Rule 4.37(k))</b>	Section 1.15 of the Prospectus dated 19 August 2020 and in the "Notice" section contained in the "Important Information" section of the Prospectus.
44.	<input type="checkbox"/> Any other document required by <b>Sydney Stock Exchange</b> (if notified to applicant)	None notified
45.	<input type="checkbox"/> A certified copy of any <b>restriction</b> agreement entered into in relation to the <b>restricted securities</b> . ( <b>Appendix 21-1</b> )	In process, Also refer to Advanced Share Registry Limited Deed of Undertaking 3 August 2020.
46.	<input type="checkbox"/> If there are <b>restricted securities</b> , undertaking issued by any bank or <b>recognised trustee</b> ( <b>Listing Rule 21.9</b> )	None N/A
47.	<input type="checkbox"/> A brief history of the <b>Applicant</b> or, if applicable, the group.	Section 2 of the Prospectus dated 19 August 2020

**INFORMATION ABOUT THE SECURITIES TO BE QUOTED**  
**ALL APPLICANTS**

48. <input type="checkbox"/> Voting rights of the <b>securities</b>	Section 9 of the Prospectus dated 19 August 2020
49. <input type="checkbox"/> A sample certificate for each <b>class</b> of securities to be <b>quoted</b>	Holding Statement already provided by Advanced Share Registry.
50. <input type="checkbox"/> A description of the terms of the <b>securities</b>	Section 9 of the Prospectus dated 19 August 2020
51. <input type="checkbox"/> Details of 20 largest holders in each <b>class of securities</b> to be <b>quoted</b> , and the number and percentage of each <b>class of securities</b> held by those holders	<b>Ordinary Shares</b> To be provided after capital raising
52. <input type="checkbox"/> Details for each <b>class of equity</b> securities to be <b>quoted</b> , of the number of holders in the following ranges: 1-1,000 1,001 – 5,000 5,001 – 10,000 10,001 – 100,000 100,001 and over	<b>Ordinary Shares</b> To be provided after capital raising
53. <input type="checkbox"/> The number of holders of a parcel of <b>securities</b> with a value of more than \$2,000, based on the issue/sale price.	<b>Ordinary Shares</b> To be provided to SSX after capital raising
54. <input type="checkbox"/> Terms of any <b>fixed interest securities</b> and <b>convertible</b> interest bearing securities	<b>fixed interest securities</b> Nil <b>Convertible Notes</b> Section 8.11 Prospectus dated 19 August 2020
55. <input type="checkbox"/> Trust deed for any <b>fixed interest securities</b> and <b>convertible fixed interest securities</b>	None

***ALL APPLICANTS WITH UNPROVEN ASSETS***  
(Other entities go to 65)

Any **Applicant** that has acquired, or entered into an agreement to acquire an **unproven asset**, must give **Sydney Stock Exchange** the following information.



<p>56. <input type="checkbox"/> Details of the vendor of the <b>unproven asset (vendor)</b> and the relationship of the <b>vendor</b> with the <b>Applicant</b></p>	<p>Section 8 of the Prospectus dated 19 August 2020. All vendors of unproven assets are unrelated parties to the Company.</p>
<p>57. <input type="checkbox"/> If the <b>vendor</b> was not the beneficial owner of the <b>unproven asset</b> at the date of the acquisition or agreement, details of the beneficial owner(s) and the relationship of the beneficial owner(s) to the <b>Applicant</b></p>	<p>N/A. The Vendors are the beneficial owners of the unproven assets.</p>
<p>58. <input type="checkbox"/> The date the <b>vendor acquired</b> the <b>unproven asset</b></p>	<p><b>Austral Pacific Pty. Ltd.</b> Circa 2015 <b>Jindalee Resources Limited</b> EL15/1736 15 April 2020 EL15/1747 10 Nov 2019 Application EL15/1752 13 Dec 2019 Application <b>Tribal Mining Pty. Ltd.</b> EL 77/2607 11 March 2020 <b>Talga Resources Limited</b> Circa 2014</p>
<p>59. <input type="checkbox"/> Details of the transaction by which the <b>vendor acquired</b> the <b>unproven asset</b>, including whether by agreement, exercise of option or otherwise.</p>	<p><b>Bullfinch Tenements</b> New mineral applications by Talga Resources Limited and Tribal Mining Pty. Ltd. <b>Paris Gold Tenements</b> New mineral applications by Jindalee Resources Limited Austral Pacific Pty.Ltd. Acquisition from previous Licensee, on confidential terms.</p>
<p>60. <input type="checkbox"/> Details of the consideration received by the <b>vendor</b> directly or indirectly (when the <b>vendor acquired</b> the asset), and whether the consideration has been provided in full.</p>	<p><b>Bullfinch</b> Talga Resources Limited and Tribal Mining Pty. Ltd. Nil, new applications. <b>Paris Gold Project</b> Jindalee Resources Limited Nil new applications Austral Pacific Pty. Ltd.</p>

Confidential to Austral Pacific

61.  Details of the **unproven asset**, including any title particulars. Sections 2.3 to 2.6 of the Prospectus dated 19 August 2020
62.  The work done developing the **unproven asset** by or for the **vendor** including the amount of money (if any) spent by the **vendor** (along with any supporting information required by **Sydney Stock Exchange**).  
WA Dept. of Mines Historical Tenement Records  
**Austral Pacific Pty Ltd**  
Approximately \$24 million  
**Jindalee Resources Limited**  
Nil  
**Tribal Mining Pty. Ltd.**  
Nil  
**Talga Resources Limited**  
\$92,000 By Vendor  
\$573,000 by Purchaser
63.  The date that the **Applicant acquired** the **unproven asset** from the **vendor**, the consideration received by the **vendor** directly or indirectly, and whether that consideration has been provided in full. Section 8 of the Prospectus dated 19 August 2020 and transaction agreements already provided to SSX
64.  Details of the consideration, including the manner it was calculated, and experts' reports (if any) commissioned or considered (copies of which must be submitted to **Sydney Stock Exchange**). Section 8 of the Prospectus dated 19 August 2020 and transaction agreements already provided to SSX.

#### INFORMATION ABOUT THE APPLICANT'S CAPITAL STRUCTURE

##### ALL APPLICANTS

65.  A copy of the register of members Previously supplied post allotment of
66.  A copy of the terms of any **employee incentive scheme** Note: 8.7 of the Prospectus dated 19 August 2020 provides the summaries of the executive services agreements.]
67.  A copy of the terms of any **dividend or distribution scheme** N/A - None
68.  Details of the terms of any **securities** that will not be **quoted** **Performance Rights**  
Section 9.2 Prospectus dated 19 August 2020

**Lead Manager Options**

Section 9.3 Prospectus dated 19 August 2020

69. □ The following information on the **Applicant's** issued capital (or for a **managed investment scheme**, interests):

(a) details of each **class** of security and the respective:

(i) issue price;

10 cents

(ii) amount paid up;

10 cents

(iii) **dividend** (in the case of a **managed investment scheme**, prescribed interest scheme or similar scheme, distribution) rights and voting rights; and

N/A

(iv) **conversion terms** (if applicable).

N/A

□ (b) details of debentures, other than debentures issued in favour of a bank, showing the:

N/A None

(i) amount outstanding;

(ii) nominal value and issue price;

(iii) interest rate;

(iv) interest payment dates; and

(v) terms of redemption of each **class** and **conversion terms** (if applicable).

<p>□ (c) details of <b>Applicant's</b> unsecured notes, showing:</p> <p>(i) the amount outstanding;</p> <p>(ii) nominal value and issue price;</p> <p>(iii) interest rate;</p> <p>(iv) interest payment dates; and</p> <p>(v) terms of redemption of each <b>class</b> and <b>conversion terms</b> (if applicable).</p>	<p>Unsecured Convertible Notes</p> <p>\$78,200</p> <p>6.7 <b>cents</b></p> <p>7.5% p.a.</p> <p>\$48,200 Expiry of Note i.e. end of 6 months</p> <p>\$30,000 at commencement of Note.</p> <p>To rank equally with ordinary shares on issue</p>
<p>□ (d) details of options to <b>acquire</b> unissued <b>securities</b>, showing the number outstanding.</p>	<p><b>Lead Manager Options</b></p> <p>Section 9.3 Prospectus dated 19 August 2020</p>
<p>□ (e) details of any rights granted to any <b>person</b>, or to any <b>class</b> of <b>persons</b>, to participate in an issue of the <b>Applicant's</b> securities.</p>	<p>N/A None</p>
<p>□ (f) details of any rights granted to any <b>person</b>, or to any <b>class</b> of <b>persons</b>, to participate in an issue of the <b>Applicant's</b> securities.</p>	<p>Same as (e) above</p>
<p>□ (g) other than as noted above, details of any issues of the <b>Applicant's</b> securities (in all <b>classes</b>) in the last 5 years, noting where the consideration was for other than cash.</p>	<p><b>Consulting Geologist</b></p> <p><b>Daniel James Greene</b></p> <p>500,000 ordinary shares at a deemed value of 5 cents [</p> <p><b>Financial Adviser</b></p> <p><b>Luo Qi Capital Pty. Ltd.</b></p> <p>166,667 ordinary shares at a deemed value of 5 cents</p> <p>[</p>
<p>70. □ Details of all:</p> <p>(a) <b>controlled entities</b>; and</p>	<p>Section 9.5 Prospectus dated 19 August 2020</p>

(b) entities in which the Applicant holders (directly or indirectly) 20% or more of the issued capital, including its name, business or undertaking and the **Applicant's** (direct or indirect) percentage holding.

None

**INFORMATION ABOUT THE APPLICANT'S FINANCIAL POSITION**

71.  Details about **Applicant's** principal business activities for the last 3 full financial years

Section 2 of the Prospectus dated 19 August 2020

72.  Details about the **Applicant's** aggregated profit for the last 3 full financial years

**Independent Limited Assurance Report**  
Section 4 Prospectus dated 19 August 2020

73.  **Financial statements** for the last 3 full financial years and audit report, review or statement (**Listing Rule 4.25(a)**) or for a period of less than 3 full financial years if approved by **Sydney Stock Exchange (Listing Rule 4.26)**

Previously provided to SSX

74.  If required by **Sydney Stock Exchange**, a pro forma balance sheet and review (**Listing Rule 4.27**)

Independent Limited Assurance Report Section 4 Prospectus dated 19 August 2020

75.  Evidence of market capitalisation that will satisfy adequate market test (**Listing Rule 4.29**)

Independent Limited Assurance Report Section 4 Prospectus dated 19 August 2020

76.  Details that the **Applicant** has:

(a) (or will have) appropriate levels of assets (other than assets held as cash or in a form readily convertible to cash); or

Independent Limited Assurance Report Section 4 Prospectus dated 19 August 2020

(b) commitments to spend at more than half of the Applicant's cash and assets in a form readily convertible to cash after admission.

Refer to Application for Torque Metals to be admitted to SSX dated 23 July 2020

(See Listing Rule 13.11)

77.  A written report from a **sponsor** confirming that either:
- (a) the working capital available to the **Applicant** is sufficient for its present requirements and is at least \$300,000; or
  - (b) the working capital reasonably expected to be available to the **Applicant** will be sufficient for its present requirements after the admission, refinancing or reconstruction and will be at least \$300,000 after taking into consideration the budgeted revenue for the first full financial year after admission (**Listing Rule 3.22(d)**)

See 38 above

#### **ABOUT THE APPLICANT'S BUSINESS PLAN AND LEVEL OF OPERATIONS**

##### *ALL APPLICANTS*

78.  Details of the **Applicant's** existing and proposed activities, and level of operations. State the main business

**Existing & Proposed activities**  
Mineral development and exploration

**Main Business**  
Mineral development and exploration

79.

#### **INFORMATION MEMORANDUM REQUIREMENTS**

##### *ALL APPLICANTS*

*Note: under Listing Rule 4.23 Sydney Stock Exchange may, in its absolute discretion, determine that an **information memorandum** that complies with this Appendix 4-1 can be issued in place of a **security offer document**.*

80.  All the information that would be required under either:
- section 710 of the **Act** if the **information memorandum** were a prospectus; or
  - sections 1013D to F inclusive and section 1013I of the **Act** if the information memorandum were a product disclosure statement lodged with **ASIC**, offering for subscription the same number of **securities** for which

N/A

- quotation** will be sought is contained in the information memorandum.
81.  The signature of every director, and proposed director, of the **Applicant** personally or by a **person** authorised in writing by the director. N/A
82.  The date the **information memorandum** is signed N/A
83.  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 **Applicant**, in the promotion of the **Applicant**, or in the property **acquired** or proposed to be **acquired** by it. N/A
84.  If the interest was, or is, as a member or partner in of another entity, the nature and extent of the interest in that other entity
85.  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 **Applicant**. N/A
86.  Full particulars of the nature and extent of any interest of every expert in the promotion of the **Applicant**, or in the property **acquired** or proposed to be **acquired** by it
87.  If the interest was or is as a member or partner in of another entity, the nature and extent of the interest that other entity. N/A
88.  If the interest was or is as a member or partner in 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 **Applicant**. N/A
89.  A statement that **Sydney Stock Exchange** does not take any responsibility for the contents of the information memorandum N/A

<p>90. <input type="checkbox"/> A statement that the fact that <b>Sydney Stock Exchange</b> may admit the entity to its <b>official list</b> is not to be taken in any way as an indication of the merits of the <b>Applicant</b></p>	N/A
<p>91. <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.</p>	N/A
<p>92. <input type="checkbox"/> A statement that the <b>Applicant</b> 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</p>	N/A
<p>93. <input type="checkbox"/> A statement that a supplementary information memorandum will be issued if the <b>Applicant</b> becomes <b>aware</b> of any of the following between the issue of the information memorandum and the date the <b>Applicant's</b> securities are <b>quoted</b> or reinstated:</p> <ul style="list-style-type: none"> <li>• A material statement in the information memorandum is false or misleading.</li> <li>• There is a material omission from the information memorandum.</li> <li>• There has been a significant change affecting a matter included in the information memorandum.</li> <li>• A significant new matter has arisen and it would have been required to be included in the information memorandum.</li> </ul>	N/A
<p>94. <input type="checkbox"/> If there is a supplementary information memorandum:</p> <ul style="list-style-type: none"> <li>• Correction of any deficiency.</li> <li>• Details of any material omission, change or new matter.</li> <li>• A prominent statement that it is a supplementary information memorandum.</li> <li>• The signature of every director, or proposed director, of the <b>Applicant</b> personally or by a <b>person</b> authorised in writing by the director.</li> <li>• The date the supplementary information memorandum is signed.</li> </ul>	N/A



*Evidence if supplementary information memorandum is issued*

95.  Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum

N/A

96.  Evidence that the supplementary information memorandum was sent to every person who was sent an **information memorandum**

N/A

**OTHER INFORMATION**

*ALL APPLICANTS*

97.  Details of any material contracts entered into between the **Applicant** and any of its directors

Employment Contracts  
Section 7.5.4 Prospectus

98.  A copy of every prospectus, Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years.

Prospectus' already provided to SSX  
Original 18 October 2018  
Supplementary 8 November 2018  
Original 3 June 2020  
Original 19 August 2020  
and  
Information Memorandums

99.  Information not covered elsewhere and which, in terms of **Listing Rule 11.1**, is likely to materially affect the price or value of the **Applicant's** securities.

N/A - All material information has been disclosed in the Prospectus dated 19 August 2020 in accordance with the Act.

100.  The documents which would have been required to be given to **Sydney Stock Exchange** under **Listing Rules 15.1**, 15.3, 15.4 and 15.12 to 15.13 had the **Applicant** been admitted to the **official list** at the date of its application for admission, unless **Sydney Stock Exchange** agrees otherwise.

Noted

## PART 3 - AGREEMENT

### *ALL APPLICANTS*

The **Applicant** agrees:

1. Its admission to the **official list** is in **Sydney Stock Exchange's** absolute discretion. **Sydney Stock Exchange** may admit the **Applicant** on any conditions it decides. **Quotation** of the **Applicant's securities** is in **Sydney Stock Exchange's** absolute discretion. **Sydney Stock Exchange** may **quote** the **Applicant's securities** on any conditions it decides. The **Applicant's** removal from the **official list** or the suspension or ending of **quotation** of **securities** is in **Sydney Stock Exchange's** absolute discretion, **Sydney Stock Exchange** is entitled immediately to suspend **quotation** of the **Applicants' securities** or remove the **Applicant** from the **official list** if the **Applicant** breaches this agreement.
2. The **Applicant** warrants to **Sydney Stock Exchange** that:
  - the issue of the **securities** to be **quoted** complies with the law;
  - there is no reason why the **securities** should not be granted **quotation**;
  - in the case of an **entity** that is a **managed investment scheme**:
    - (a) no notice has been received under section 601MB of the **Act** (or if received has been declared by a Court to have no effect); and
    - (b) section 1016E of the **Act** does not apply or, where it does apply, the **responsible entity** has complied with section 1016E(2);
  - an offer of the **securities** for sale during the period of 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the **Act**;
  - section 724 of the **Act** does not apply to any applications received by the **Applicant** in relation to any **securities** to be **quoted** and that no person has any right to return any **securities** to be **quoted** under sections 737 or, 738, 992A, 992AA or 1016F of the **Act** at the time that the **Applicant** requests that the **securities** be **quoted**; and
  - if confirmation is required under section 1017F of the **Act** in relation the **securities** to be **quoted**, it has been provided at the time the request is made for the **securities** to be **quoted**; and
  - if the **Applicant** is a non corporate entity, no person has the right to return the **securities** to be **quoted** under section 1019B of the **Act** at the time the **Applicant** requests that the **securities** be **quoted**.
3. The **Applicant** indemnifies **Sydney Stock Exchange** 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 or undertakings in this agreement, including a breach of the **Applicant's** obligations in clause 4 and (upon becoming a **listee**) a contravention of **Listing Rule 4.36**.

4. The **Applicant** agrees to comply with the **Listing Rule 4.36** in respect of any obligations imposed on it by an **approved settlement facility**.
5. The **Applicant** gives **Sydney Stock Exchange** the information and documents required by this form. If any information or document is not available now, the **Applicant** will give it to **Sydney Stock Exchange** before **quotation** of the **securities** begins. The **Applicant** acknowledges that **Sydney Stock Exchange** is relying on the information and documents. The **Applicant** warrants that they are (will be) true and complete.
6. The **Applicant** will comply with the **Sydney Stock Exchange Listing Rules** as in force from time to time, even if **quotation** of the **Applicant's securities** is deferred, suspended or subject to a **trading halt**.
7. The **Sydney Stock Exchange Listing Rules** are to be interpreted so as to promote the purpose and object of the underlying rule.
8. **Sydney Stock Exchange** has discretion to take no action in response to a breach of the **Sydney Stock Exchange Listing Rules**. **Sydney Stock Exchange** may also waive a **Rule** of the **Sydney Stock Exchange Listing Rules** either on request by the **Applicant** or of its own accord on any conditions. **Sydney Stock Exchange** may at any time vary or revoke a decision on request by the **Applicant** or of its own accord.
9. A document given to **Sydney Stock Exchange** by an **Applicant**, or on its behalf, becomes and remains the property of **Sydney Stock Exchange** 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 **Sydney Stock Exchange** in support of the listing application or in compliance with the **Sydney Stock Exchange Listing Rules**.
10. In any proceedings, a copy or extract of any document or information given to **Sydney Stock Exchange** is of equal validity in evidence as the original.
11. The **Applicant** certifies that the **constitution** of the **Applicant** complies with the **Sydney Stock Exchange Listing Rules**.

Dated: 24 August 2020

Executed by Torque Metals Limited (ACN 621 )  
 122 905 ) in accordance with section 127 of the )  
 Corporations Act: )  
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Signature of Director  
 Ian Donald Finch

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Name of Director in full

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Signature of Secretary/other Director  
 Neil Wilson McKay

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Name of Secretary/other Director in full