

Appendix 1A
ASX Listing application and agreement

Rules 1.1 Cond 3, 1.7

Appendix 1A

ASX Listing application and agreement

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

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

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

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

Part 1 - Application for admission to the official list

Name of entity	ABN
ATLAS GROUP HOLDINGS LIMITED	22 098 674 545

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

Part 2 - Information to be completed

About the entity

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

All entities

1 Deleted 30/9/2001

2 Main class of securities

Number	Class
Maximum of 130,200,000 to be confirmed upon Final Price being settled (48,214,650 of which will be bought back immediately after quotation)	Ordinary
3 Additional classes of securities (except CDs)	Number to be quoted Class

⁺ See chapter 19 for defined terms.

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* See chapter 19 for defined terms.

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Number not to be quoted	+Class

- 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.
- Lynch Road
Altona North Vic 3025
tel: 03 9272 9999
fax: 03 9272 9965
email: mitchelm@atlas-steels.com.au**
- 5 Address of principal +security registries for each +class of +security (including +CDIs)
- ASX Perpetual Registrars Limited
Level 4
333 Collins Street
Melbourne Vic 3000**
- 6 Annual balance date
- 30 June**

Companies only
(Other entities go to 19)

- 7 Name and title of chief executive officer/managing director
- Mr Kym Godson**
- 8 Name and title of chairperson of directors
- Mr Phillip Cave**
- 9 Names of all directors
- Mr Phillip Cave
Mr Kym Godson
Mr Malcolm Mitchell
Mr Peter Smaller
Mr Richard Grellman**

+ See chapter 19 for defined terms.

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- | | | |
|----|--|--|
| 10 | Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits | <p>Three years.
 The directors will only have an entitlement to participate in profits to the extent they hold shares and on the same basis as other shareholders.</p> |
| 11 | Name and title of company secretary | <p>Mr Malcolm Mitchell</p> |
| 12 | Place of incorporation | <p>New South Wales</p> |
| 13 | Date of incorporation | <p>7 November 2001</p> |
| 14 | Legislation under which incorporated | <p>Corporations Act 2001</p> |
| 15 | Address of registered office in Australia | <p>Lynch Road
 Altona North Vic 3025</p> |
| 16 | Month in which annual meeting is usually held | <p>November</p> |
| 17 | Months in which dividends are usually paid (or are intended to be paid) | <p>April and November</p> |
| 18 | If the entity is a foreign company which has a certificated subregister for quoted securities, the location of Australian security registers | |

⁺ See chapter 19 for defined terms.

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

(Companies now go to 31)

+ 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 | |
| 20 | Name and title of chairperson of directors of responsible entity | |
| 21 | Names of all directors of the responsible entity | |
| 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 | |
| 23 | Name and title of company secretary of responsible entity | |
| 23A | Trusts only - if the trust is a registered managed investment scheme, the names of the members of the compliance committee (if any) | |
| 24 | Place of registration of the entity | |
| 25 | Date of registration of the entity | |
| 26 | Legislation under which the entity is registered | |
| 27 | Address of administration office in Australia of the entity | |

⁺ See chapter 19 for defined terms.

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- 28 If an annual meeting is held, month in which it is usually held
- 29 Months in which distributions are usually paid (or are intended to be paid)
- 30 If the entity is a foreign entity which has a certificated subregister for quoted ⁺securities, the location of Australian ⁺security registers
- 30A If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process

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About the entity

All entities

Tick to indicate you are providing the information or documents

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

- | | | | |
|----|-------------------------------------|--|--|
| 31 | <input checked="" type="checkbox"/> | Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements | <p>A copy of the prospectus is enclosed. See section 9 of the prospectus. The ordinary shares will be issued fully paid at the Final Price to be determined through the institutional offer or at \$1.10 (in respect of retail applicants) if the Final Price is higher than \$1.10. The indicative range for the institutional offer is \$1.00 to \$1.15. Shares will not be issued if the Final Price is lower than \$0.20.</p> <p>Evidence of spread requirements to be provided following issue.</p> |
| 32 | <input checked="" type="checkbox"/> | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | <p>To be provided after the prospectus has been printed.</p> |
| 33 | <input checked="" type="checkbox"/> | Cheque for fees | <p>To be provided after Final Price and total number of shares are determined and fee can be calculated.</p> |
| 34 | <input checked="" type="checkbox"/> | Type of subregisters the entity will operate
Example: CHESSE and certificated subregisters | <p>CHESSE and issuer sponsored.</p> |
| 35 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | <p>The following documents are attached:</p> <ul style="list-style-type: none"> • Constitution • Broking Agreement • Settlement Underwriting Agreement • ARCELOR Joint Venture Agreement • ARCELOR Supply Agreement • GE Loan Facility • Voluntary Restriction Deeds |
| 36 | <input checked="" type="checkbox"/> | A certified copy of any restriction agreement entered into in relation to restricted securities | <p>Voluntary restriction agreements - copies attached.</p> |

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- 37 If there are +restricted securities, undertaking issued by any bank or +recognised trustee **Voluntary restriction only. There is no undertaking by any bank or recognised trustee.**
- 38 (Companies only) - certificate of incorporation or other evidence of status (including any change of name) **Enclosed.**
- 39 (All entities except companies) - certificate of registration or other evidence of status (including change of name)
- 40 Copy of the entity's constitution (eg, if a company, the memorandum and articles of association) **Enclosed.**
- Where is the information or document to be found? (eg, prospectus cross reference)
- 41 Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department) **Enclosed.**
- 42 A brief history of the entity or, if applicable, the group **The entity was formed in 2001 to acquire the underlying businesses from Emalt Limited. The entity is an importer, processor and distributor of specialty metals in Australia and New Zealand and has operations in Asia. In addition it exports quenched and tempered steel plate to North America, South America and Africa. See also prospectus section 3.1.**
- 42A Copy of agreement with ASX that documents may be given to ASX and authenticated electronically. **Enclosed.**

+ See chapter 19 for defined terms.

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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 | See prospectus section 9.12. |
| 44 | <input checked="" type="checkbox"/> | Voting rights of +securities to be quoted | See prospectus section 9.2 and constitution rule 7.8. |
| 45 | <input checked="" type="checkbox"/> | A specimen certificate/holding statement for each +class of +securities to be quoted and a specimen holding statement for +CDIs | To be provided. |
| 46 | <input checked="" type="checkbox"/> | Terms of the +securities to be quoted | See prospectus section 9.2 and constitution. |
| 47 | <input checked="" type="checkbox"/> | A statement setting out the names of the 20 largest holders in each +class of +securities to be quoted, and the number and percentage of each +class of +securities held by those holders | To be provided after issue. |
| 48 | <input checked="" type="checkbox"/> | A distribution schedule of each +class of +equity securities to be quoted, setting out the number of holders in the categories -
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over | To be provided after issue. |
| 49 | <input checked="" type="checkbox"/> | The number of holders of a parcel of +securities with a value of more than \$2,000, based on the issue/sale price | To be provided after issue. |
| 50 | <input type="checkbox"/> | Terms of any +debt securities and +convertible debt securities | Where is the information or document to be found? (eg. prospectus cross reference) |
| 51 | <input type="checkbox"/> | Trust deed for any +debt securities and +convertible debt securities | |
| 52 | <input type="checkbox"/> | Trusts only - if the trust is not a registered managed investment scheme, ASIC exemption re buy-back provisions | |

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All entities with classified assets

(Other entities go to 62)

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

- 53 The name of the vendor and details of any relationship of the vendor with us
- 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
- 55 The date that the vendor acquired the ⁺classified asset
- 56 The method by which the vendor ⁺acquired the ⁺classified asset, including whether by agreement, exercise of option or otherwise
- 57 The consideration passing directly or indirectly from the vendor (when the vendor ⁺acquired the asset), and whether the consideration has been provided in full
- 58 Full details of the ⁺classified asset, including any title particulars
- Where is the information or document to be found? (eg, prospectus cross reference)
- 59 The work done by or on behalf of the vendor in developing the ⁺classified asset. In the case of a ⁺mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).
- 60 The date that the entity ⁺acquired the ⁺classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full
- 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).

⁺ See chapter 19 for defined terms.

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About the entity's capital structure

All entities

62 Deleted 1/9/99.

63 A copy of the register of members, if ASX asks

64 A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years

65 The terms of any +employee incentive scheme

Copies of the Employee Share Acquisition Plan and the Performance Rights Plan are attached.

66 The terms of any +dividend or distribution plan

Copy of the Dividend Reinvestment Plan attached.

67 The terms of any +securities that will not be quoted

The issue of 1,505,000 performance rights to 2 executive directors was approved by shareholders of the company on 12 May 2003. The shareholders also approved the issue of 1,500,000 performance rights to other senior executives on 12 May 2003. See prospectus, section 9.6.2 for a summary of the terms of the performance rights.

68 Deleted 1/7/98.

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

69 The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)

The ordinary shares will be issued fully paid at the Final Price to be determined through the institutional offer or at \$1.10 (in respect of retail applicants) if the Final Price is higher than \$1.10. The indicative range for the institutional offer is \$1.00 to \$1.15. Shares will not be issued if the Final Price is lower than \$0.20. See section 8 of the prospectus. The voting and dividend rights are summarised in section 9.2 of the prospectus and set out in full in the constitution.

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- 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)
- Note: This applies whether the securities are quoted or not.
- 71 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable)
- Note: This applies whether the securities are quoted or not.
- 72 The number of the entity's options to +acquire unissued +securities, showing the number outstanding
- Note: This applies whether the securities are quoted or not.
- 73 Details of any rights granted to any +person, or to any class of +persons, to participate in an issue of the entity's +securities
- Note: This applies whether the securities are quoted or not.
- 74 If the entity has any +child entities, a list of all +child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).
- The entity has a 100% direct interest in each of:**

(1) **Atlas Steels (Australia) Pty Ltd which is primarily involved in the distribution and processing of specialty metals. The entity holds indirect interests in the following companies through its holding in Atlas Steels (Australia) Pty Ltd:**

 - Pacific Stainless Processors Pty Ltd a special metals processing joint venture with ARCELOR, 50%
 - Atlas Steels NZ Limited which is primarily involved in the distribution and processing of specialty metals, 100%
 - Gilbert Lodge NZ Limited, a dormant company, 100%

(2) **Bisalloy Steels Pty Ltd, which is involved in the processing of steel. Through its interest in Bisalloy Steels Pty Ltd, the entity holds a 60% indirect**

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- interest in PT Bima Bisalloy an Indonesian joint venture which distributes quenched and tempered steel plate and engineering steels.
- (3) Bisalloy Asia Pte Ltd, which comprises speciality joint venture distribution businesses throughout Asia. Bisalloy Asia Pte Ltd has the following interests:
- 100% interest in Bisalloy Malaysia Sdn Bhd, in Malaysia, which through its investment in a Malaysian joint venture distributes quenched and tempered steel plate and engineering steels in Malaysia.
 - 85% interest in Bisalloy (Thailand) Co Ltd, a joint venture distributes tempered steel and stainless steel plate.
- (4) Atlas Alloys Pty Ltd, a dormant company, which in turn holds a 20% interest in Stainless Bar Co Pty Ltd, a dormant company.

The entity has an 80% direct interest in Stainless Bar Co Pty Ltd (in which it also holds a 20% indirect interest (see item (4)).

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About the entity's financial position

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

All entities meeting the profit test

		Where is the information or document to be found? (eg, prospectus cross reference)
75	<input type="checkbox"/> Evidence that the entity has been in the same main business activity for the last 3 full financial years	
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	
76A	<input type="checkbox"/> Evidence that the entity's *profit from continuing operations in the past 12 months exceeded \$400,000	
77	<input type="checkbox"/> Audited *accounts for the last 3 full financial years and audit reports	
78 - 79	Deleted 1/7/97.	
80	<input type="checkbox"/> Half yearly *accounts (if required) and audit report or review	
80A	<input type="checkbox"/> Pro forma balance sheet and review	
80B	<input type="checkbox"/> Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn *profit from continuing operations	

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All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

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

81

Deleted 1/7/97

81A For entities other than *investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million

See attached copies of accounts.

81B For *investment entities other than *pooled development funds, evidence of net tangible assets of at least \$15 million

81C Evidence that the entity is a *pooled development fund with net tangible assets of at least \$2 million

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

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

See audited accounts for the 6 month period ended 31 December 2002.

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

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

See prospectus, section 1.4.

85 Deleted 1/9/99.

86 Deleted 1/7/97.

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- 87 *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed
- Audited accounts for the periods 7 months to 30 June 2002 and 6 months to 31 December 2002 attached.**

Accounts for the three month period to 31 March 2003 which have been reviewed by the auditors but not audited attached.

Accounts setting out combined adjusted historical performance for the 12 months to 31 March 2001, 15 months to 30 June 2002 also attached.

See also letter dated 30 April 2003 (copy attached).
- 87A Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed
-
- 87B Audited balance sheet (if required) and audit report
-
- 87C Pro forma balance sheet and review
- See section 5.5 of prospectus and investigating accountant's report (section 6 of prospectus).**
- (Now go to 106)*

88 Deleted 1/7/97.

89-92C Deleted 1/9/99.

93 Deleted 1/7/97.

94-98C Deleted 1/9/99.

99 Deleted 1/7/97.

100-105C Deleted 1/9/99.

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About the entity's business plan and level of operations

All entities

Information contained in the information memorandum

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

See prospectus, section 2.

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

The company was registered on 7 November 2001. Ordinary shares were issued for cash in November 2001. The shareholders (and their holdings) were Phillip Cave (885,001), Kym Godson (535,001), Malcolm Mitchell (300,001), Quadrant Capital Fund No. 3 (2,211,145), Smaller Holdings Pty Limited (150,000) and AB Steel Management Trust (350,000). These shares were converted on a 12 for 1 basis with effect from 12 May 2003. Options were issued in August 2002 to Kym Godson (over 200,000 shares), Malcolm Mitchell (over 200,000 shares), Stephen McDonald (over 25,000 shares), Ben Hancock (over 20,000 shares), Nick Hardeastle (over 7,500 shares) and Robert Terpening (over 50,000 shares). These options were all exercised on 9 May 2003 and the shares issued as a consequence were also converted on a 12 for 1 basis on 12 May 2003.

+ See chapter 19 for defined terms.

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Information memorandum requirements

All entities

- | | | | |
|--|--------------------------|---|--|
| 108 | <input type="checkbox"/> | If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of *securities for which *quotation will be sought is contained in the information memorandum. | <div style="border: 1px solid black; height: 200px; width: 100%;"></div> |
| 109 | <input type="checkbox"/> | The signature of every director, and proposed director, of the entity personally or by a *person authorised in writing by the director (in the case of a trust, director of the responsible entity) | <div style="border: 1px solid black; height: 50px; width: 100%;"></div> |
| 110 | <input type="checkbox"/> | The date the information memorandum is signed | <div style="border: 1px solid black; height: 20px; width: 100%;"></div> |
| 111(a) | <input type="checkbox"/> | Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it | <div style="border: 1px solid black; height: 80px; width: 100%;"></div> |
| 111(b) | <input type="checkbox"/> | If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity | <div style="border: 1px solid black; height: 40px; width: 100%;"></div> |
| <i>Information contained in the information memorandum</i> | | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 111(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, *securities or otherwise by any *person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | <div style="border: 1px solid black; height: 100px; width: 100%;"></div> |

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- | | | | |
|--------|--------------------------|---|--|
| 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 | |
| 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 | |
| 112(c) | <input type="checkbox"/> | If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, securities or otherwise by any person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity | |
| 113 | <input type="checkbox"/> | A statement that ASX does not take any responsibility for the contents of the information memorandum | |
| 114 | <input type="checkbox"/> | A statement that the fact that ASX may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity | |
| 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 | |
| | | | Where is the information or document to be found? (eg, prospectus cross reference) |
| 116 | <input type="checkbox"/> | 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 | |

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- 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

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.

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.

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Other information

All entities

		Where is the information or document to be found? (eg, prospectus cross reference)
120	<input type="checkbox"/> Evidence that the supplementary information memorandum was sent to every +person who was sent an information memorandum	
21	<input 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)	
122	<input type="checkbox"/> A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	
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 +securities	
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 +official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	

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Mining exploration entities

- 124 A map or maps of the mining tenements prepared by a qualified *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 *person and the report to which they relate.
- 125 Deleted 1/7/97
- Where is the information or document to be found? (eg, prospectus cross reference)
- 126 A schedule of *mining tenements prepared by a qualified person. The schedule must state in relation to each *mining tenement:
the geographical area where the *mining tenement is situated;
the nature of the title to the *mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
the *person in whose name the title to the *mining tenement is currently held.
- 127 If the entity has *acquired an interest or entered into an agreement to *acquire an interest in a *mining tenement from any *person, a statement detailing the date of the *acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.
- 128 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 *mining tenement or, where appropriate, each group of tenements
- 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

* See chapter 19 for defined terms.

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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.
- 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 *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if *quotation of our *securities is deferred, suspended or subject to a *trading halt.

⁺ See chapter 19 for defined terms.

Appendix 1A
ASX Listing application and agreement

- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

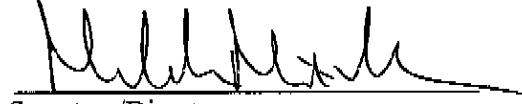
13 In the case of an entity established in a jurisdiction whose laws have the effect that -CHESS cannot be used for holding legal title to +securities:

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

Dated: 19 May 2003

Signed by
Atlas Group Holdings Limited

by:

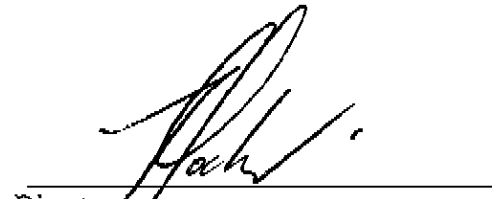


Secretary/Director

MALCOLM C. I. MITCHELL

Name (please print)

=====



Director

KYM B GODSON

Name (please print)

+ See chapter 19 for defined terms.