

Registered Facilitators Eligibility Criteria and Framework For Making Applications

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1 Introduction

This form is for use by an entity seeking recognition by the Stock Exchange of Newcastle Limited ABN 11 000 902 063 ('NSX') as a Registered Facilitator.

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

About Registered Facilitators

Registered Facilitators are organisations or individuals that provide services to entities wishing to list their securities or have listed their securities on the NSX. These services include but are not restricted to:

- Share Registries
- Corporate Advisory
- Financial Planning
- Company Secretarial
- Promoters of companies
- Small or boutique law firms
- Small or boutique accounting firms
- Information technology Providers
- Geologists
- Valuation Experts
- Public relations

Eligibility

Eligible organisations can be but are not limited to stockbrokers, bankers, lawyers, accountants, professionals experienced in corporate finance, promoters, company secretarial service providers, share registries, public relations firms, information technology companies.

To remain eligible a facilitator must be providing services to at least one NSX listed entity or providing services to an entity that is making application to list. An annual declaration is required from the Registered Facilitator declaring in what capacity they are involved with the entity. The Registered Facilitator must have this declaration signed by the Company they are representing.

The facilitator must also abide by its relevant industry body code of conduct and ethics or if not a member of an industry body then it must abide by the NSX Code of Conduct and ethics relevant to Registered Facilitators.

Please see the document "Eligibility Criteria and Framework for Making Applications for Registered Facilitator" for further information.

Their Role

The role of Registered Facilitator is very general depending on the services their organisation usually provides. These can be, but not limited to accounting, legal, registry, corporate advisory, company secretarial, promotion, public relations, information technology services, research, geological.

How long is a Registered Facilitator required?

It is optional for a listed entity to retain services of Registered Facilitators.

Why does the NSX have Registered Facilitators?

The NSX is aware of many organisations that provide services to listed entities, but that do not have any other official recognition either in the Listing or Business Rules of the exchange. The NSX is also aware that many entities seeking to list or who are listed require the services of Registered Facilitators in their day to day business to enable them to satisfy various requirements as a professional company.

The Recognition of Facilitators by the NSX provides entities with the ability to contract services with those that are experienced with the needs of listed entities and have declared their suitability to help listed entities by adhering to standards of professional conduct.

However, the recognition by the NSX does not warrant the services provided by the Registered Facilitator. The Registered Facilitator must adhere to the code of conduct and standards as provided for in their membership to an appropriate industry body or the NSX Code of Conduct and Ethics for Registered Facilitators.

More Information and Submission of Application:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions
Stock Exchange of Newcastle Limited
PO BOX 283
Newcastle NSW 2300

Phone: +61 2 4929 6377

Fax: + 61 2 4929 1556

<http://www.newsx.com.au>

2. QUALIFICATIONS FOR APPROVAL

A Registered Facilitator must be:

- a provider of relevant services to NSX Listed Entities.

and

- must nominate at least one responsible officer.
- satisfy the Exchange that it is competent to discharge the responsibilities of a Registered Facilitator;
- undertake to the Exchange to accept the responsibilities of a Registered Facilitator and to discharge those responsibilities at all times to the satisfaction of the Exchange.

3. CRITERIA

The following minimum criteria need to be met by a Registered Facilitator in order to satisfy the Exchange that it is competent to fulfil this role. It is emphasised; however, that in assessing the suitability of an applicant to become a Registered Facilitator the Exchange's overriding consideration will be the preservation of the integrity or reputation of the market.

The Exchange reserves the right at its absolute discretion to reject applications if it considers that the integrity and reputation of the market may be impaired notwithstanding that an applicant otherwise meets the minimum requirements.

Employment Of Staff With Relevant Qualifications And Experience

All professional staff, not only the responsible officers managing the Registered Facilitator engagement, are classed as “executive staff”. Administrative, secretarial and support staff are excluded.

Any staff who are involved in an executive capacity in Registered Facilitator activities and who are not the responsible officers of that Registered Facilitator must work under the direct supervision of a responsible officer of the Registered Facilitator.

Registered Facilitators must have appropriate controls and procedures to ensure that personnel involved in an executive capacity in Registered Facilitator activities do not act beyond their proper authority.

Registered Facilitators must ensure that all staff not involved in an executive capacity in Registered Facilitator activities are supervised and managed by professional staff.

Sufficiency of Staff

Arrangements must be in place for a sufficient number of staff to be available to ensure that the Registered Facilitator responsibilities can be properly discharged at all times.

Registered Facilitators must immediately inform the Exchange, in writing, of any responsible officers who leave their employ.

Continuing Eligibility

If at any time the Exchange considers that the integrity or reputation of the market may be or may have been impaired as a result of the conduct or judgment of a Registered Facilitator the Exchange may remove the Registered Facilitator from the register of Registered Facilitators. The Exchange will review the register of Registered Facilitators annually. This review will consider the conduct of each Registered Facilitator during the past year. The Registered Facilitator will be given written notice of the intention to remove it from the register stating the reasons for removal and advising it of the right of appeal to the Exchange appeals Committee.

When considering the conduct of Registered Facilitators the paramount consideration will be the effect of such conduct on the integrity and reputation of the market but the Exchange may take into account any of the following matters:

- The conduct of companies for which the Registered Facilitator acts

- The conduct of the Registered Facilitator in its dealing with the Exchange, and
- Changes to the composition of the staff of the Registered Facilitator within the previous 12 months

Annual Statement

Registered Facilitators may be required to provide an annual statement to the Exchange including a statement from listed entities that are represented by the Registered Facilitator.

4. THE APPLICATION PROCESS

Applications to become a Registered Facilitator should be made to the Exchange using the relevant prescribed forms, these being:

- Registered Facilitator Application Form; and
- Registered Facilitator Responsible Officer Application Form for use when a Registered Facilitator applies and for individuals thereafter. Each individual who wishes to be appointed a Responsible Officer of a Registered Facilitator must complete Registered Facilitator Application Form before acting in that capacity and be approved by the Exchange.

All applicants will be required to nominate a person to act as the primary contact with the Exchange concerning the application.

Applicants will be expected to be cognisant of the relevant sections of the Exchange rules and the Corporations Act.

Applicants may be asked to attend for interview and/or to provide a further information during the assessment of their application by the Exchange.

If an application is to be refused, the applicant will be given written notice stating the reasons for rejection.

Register

A register of Registered Facilitators will be maintained by the Exchange and published on the Exchange's web site.

Designation

Registered Facilitators may state on their business documentation that they are a 'Registered Facilitator recognised by the Stock Exchange of Newcastle Limited'.

5. FEES & RECOGNITION

- All fees are payable in advance
- An application fee of \$2,750 will be charged. Applications will not be processed or approved unless the application fee has been paid.
- Annual fees will be charged and will be payable on 1 July each year.
- Annual Subscription is \$1,100. Registered Facilitators who have not paid their annual fee by 31st July each year or within 30 days of invoice will automatically be removed.
- All of the above fees are GST inclusive.
- Fees are non-refundable.

- The Applicant will receive a certificate of recognition on approval and subsequently each year on receipt of the annual renewal fee. Applicants will be asked to surrender their latest certificate if they have or have requested to be deregistered.