

## APPENDIX 1: FORM OF LETTER OF APPLICATION

A formal letter of application shall, in substantially the order given below, cover the following information. Information in a draft *disclosure document* which is enclosed with the application letter may be incorporated by reference to:

### 1. General

- (1) the name of the applicant and the date and place of incorporation;  
  
Meridien Resources Limited, ACN 131 758 177, Incorporated 20<sup>th</sup> June 2008 at Sydney.
- (2) if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Act*;  
  
Not Applicable
- (3) the address of the principal registered office and the address of each office at which a share register is kept;  
  
Level 17, 60 Castlereagh Street  
  
Sydney NSW 2000
- (4) a formal request for the *listing* of the *securities* in respect of which application is made, specifying the nature of the *securities* and the amount, class, the voting rights attached and whether they are to be fully paid;  
  
Quotation is sort for up to 7,193,000 Fully Paid ordinary shares based on a maximum subscription under the prospectus dated 3<sup>rd</sup> July 2009. The shares are fully voting.
- (5) the proposed method by which the *securities* are to be brought to *listing* and details of any proposed distribution of the *securities*;  
  
Initial Public Offering via a Prospectus. Details of the proposed distribution will be provided when the offer has closed.
- (6) the estimated market capitalisation of the securities for which a *listing* is sought;  
  
\$3,596,500.00 based on a maximum subscription not including the options on issue.
- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and  
  
\$388,000 for working capital please refer to page 16 of the prospectus dated 3<sup>rd</sup> July 2009.

- (8) the name of any other stock exchange on which any *securities* of the *issuer* are already *listed* and/or traded.

Not applicable

## **2. Share capital and ownership**

- (1) A list in tabular form of:

- (i) the designation or title of each class of share;
- (ii) the number of shares issued;
- (iii) the voting rights attached to each share;
- (iv) the amount of fully paid up shares;
- (v) the shareholdings of the *directors* and officers of the *issuer*, and
- (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the *issuer* who own five percent (5%) or more of the shares of the *issuer* and their respective shareholdings.

Please refer to the prospectus dated 3<sup>rd</sup> July 2009.

- (2) A list in tabular form of the names of all shareholders of the *issuer* including the dates that the shares were allotted to them, the consideration that they provided and the number of share's that are held.

This can be provided after the prospectus has closed.

## **3. Securities**

An outline of the principal terms of the *securities* the applicant wishes to *list*.

These details of the Securities are provided in Section 9.2 of the Prospectus dated 3<sup>rd</sup> July 2009.

## **4. History and nature of business**

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the *issuer* for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the *issuer* and its *child entities*, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

This is included in Section 1 and 2 of the Prospectus dated 3<sup>rd</sup> July 2009.

## **5. Summary of earnings**

A summary of earnings, on a consolidated basis if the applicant has *subsidiaries*, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Please see account included in Section 4 and Section 8 of the Prospectus dated 3<sup>rd</sup> July 2009.

## **6. Tabulation of balance sheet**

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the *issuer* has *subsidiaries*) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per *security* for each of the three (3) financial years.

Please see account included in Section 4 and Section 8 of the Prospectus dated 3<sup>rd</sup> July 2009.

## **7. Employees**

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

There are no full time employees.

## **8. Child entities**

A tabular list of all *child entities* showing in respect of each such corporation:-

- (1) the name of the corporation;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the amount issued and the amount owned by the *holding entity*.

There are no child entities.

## **9. Dividend record**

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its *child entities*) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.

There has been no dividends paid by the company since its incorporation.

## 10. Properties

Describe briefly the general character of the properties of the applicant and its *child entities*, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

Not Applicable

## 11. Litigation

Particulars of any litigation or claims of material importance made against any member of the *group* in the last five (5) years or which is pending or threatened against any member of the *group*, or an appropriate negative statement.

There is no actual or threatened litigation against the company.

## 12. Management

- (1) the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every *director* or proposed *director* and any *person* who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the *group* if significant to the *group*;
- (2) the nature of any family relationship between the *persons* mentioned in (1);
- (3) a brief account of the business experience of each of these *persons* during the last five (5) years;
- (4) indicate any other directorships held by each *director* or proposed *director* in any publicly *listed* or traded companies; and
- (5) state if any *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned

or otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

For a brief description please see section 5 of the Prospectus. Full details will be provided prior to listing.

### **13. Sponsors, bankers, etc.**

- (1) the names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and
- (2) the name, address and professional qualifications of the *issuer's* auditors.

As per the prospectus.

### **14. Statement of non-compliance**

A statement of any requirements of the *Listing Rules* which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

As far as the directors are aware there are no Listing Rules which cannot be met.

### **15. Declaration**

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.



**Director, Meridien Resources Limited**