



TO: The National Stock Exchange of Australia Limited

DECLARATION

1. State:
 - (1) Smith;
 - (2) Adam Paul;
 - (3) 16 March 1972;
 - (4) Shop 6B, Arnhem Road, Nhulunbuy, Northern Territory 0880;
 - (5) Australian; and
 - (6) Accountant (Bachelor of Business (Accounting)), Fellow of the Australian and New Zealand Institute of Insurance and Finance.
2. I am not a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership.
3. I have not at any time been adjudged bankrupt in any jurisdiction.
4. I have not at any time been a party to a scheme of arrangement or made any other form of composition with my creditors.
5. There are no unsatisfied judgements outstanding against me.
6. No corporation has been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when I was (or within the preceding twelve months had been) one of its *directors* or alternate *directors*. No partnership been put into compulsory liquidation or been sequestered during the period when I was (or within the preceding twelve months had been) one of its partners
7. I, or any corporation of which I was a director, shadow director or alternate director, have never been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies.
8. I have not, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by myself towards it or towards any of its members.
9. I have never been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation.

10. I have not, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which I belong or belonged or held a practising certificate subject to conditions.

I, Adam Paul Smith, director of Stacpoole Investments Ltd. (the "*Issuer*") declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the *Exchange* to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the *Exchange* may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the National Stock Exchange of Australia Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this 7th day of February 2012.

Signature: 

Name: Adam Paul Smith