

Appendix 1B

Debt issuer application and agreement

This form is for use by an entity seeking admission to the +official list as a debt issuer (for classification in the general category use Appendix 1A, and for classification as an exempt +foreign entity 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 POMSoX in support of an application become POMSoX'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.

Part 1 - Application for admission to the official list

Name of entity

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We (the entity) apply for admission to the +official list of Port Moresby Stock Exchange Limited (POMSoX) as a debt issuer and for +quotation of the following +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	+Main class of +securities	Number	+Class
2	Additional +classes of +securities	Number to be quoted	+Class
		Number not to be quoted	+Class

3 Postal address for all correspondence, general fax number, and fax number for POMSoX to confirm release of information to the market

4 Addresses of +security registries

5 Annual balance date

Companies only

(Other entities go to 17)

6 Name and title of chief executive officer/managing director

7 Name and title of chairperson of directors

8 Names of all directors

9 Name and title of company secretary

10 Place of incorporation

11 Date of incorporation

12 Legislation under which incorporated

13 Address of registered office and address for service in Papua New Guinea

14 Month in which annual meeting is usually held

15 Months in which interest is usually paid (or is intended to be paid)

16 If the entity is an overseas company, the location of Papua New Guinea *security registers, registers of depositary receipts or other facilities for registration of transfers

(Companies now go to 27)

All entities except companies

17 Name and title of chief executive officer of the management company

18 Name and title of chairperson of directors of management company

19 Names of all directors of the management company

20 Name and title of company secretary of management company

21 Place of registration

22 Date of registration

23 Legislation under which registered

24 Address of administration office in Papua New Guinea

25 Months in which interest is usually paid (or is intended to be paid)

26 If the entity is a **foreign entity*, the location of Papua New Guinea **security registers*, registers of depositary receipts or other facilities for registration of transfers

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)

27 Prospectus relevant to the application (25 copies)

28 Cheque for fees

29 Type of register the entity will operate

30 Copies of any contracts referred to in the prospectus (including any underwriting agreement)

31 (Companies only) certificate of incorporation or other evidence of status (including any change of name)

32 (All entities except companies) certificate of registration or other evidence of status (including change of name)

33 A brief history of the entity or, if applicable, the group

34 Evidence of K1 million of issued *debt securities

35 Evidence of at least 25 holders of the *debt securities to be quoted

About the securities to be quoted**All entities**

36 Confirmation that the *securities to be quoted are eligible to be quoted under the listing rules

37 A specimen certificate for each ⁺class of ⁺securities to be quoted

38 Terms of the ⁺securities to be quoted

39 Terms of the ⁺debt securities

40 Trust deed for the ⁺debt securities

About the entity's capital structure

All entities

41 The number of debentures, except to bankers, showing the amount outstanding, 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.

42 The number of unsecured notes, showing the amount outstanding, issue price, rate of interest, dates of payment of interest, date and terms of redemption of each ⁺class and ⁺conversion terms (if applicable)

About the entity's business plan and level of operations

All entities

43 Details of existing and proposed activities, and level of operations. State the main business.

44 Information not covered elsewhere and that, in terms of rule 3.1, is likely materially to affect the price or value of the entity's ⁺debt securities.

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 and classification as a debt issuer is in POMSoX's absolute discretion. POMSoX may admit us on any conditions it decides. +Quotation of our +securities is in POMSoX's absolute discretion. POMSoX may quote our +securities on any conditions it decides. Our removal from the +official list, the suspension or ending of +quotation of our +securities, or a change in the category of our admission is in POMSoX's absolute discretion. POMSoX 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 POMSoX is not limited.
2. We warrant to POMSoX that the issue of the +securities to be quoted complies with the law, and is not for an illegal purpose; and that there is no reason why the +securities should not be granted +quotation.
3. We will indemnify POMSoX 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 POMSoX the information and documents required by this form. If any information or document is not available now, we will give it to POMSoX before +quotation of the +securities begins. We acknowledge that POMSoX 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.
6. The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
7. POMSoX has discretion to take no action in response to a breach of a listing rule. POMSoX may also waive a listing rule (except one that specifies that POMSoX will not waive it) either on our application or of

its own accord on any conditions. POMSoX may at any time vary or revoke a decision on our application or of its own accord.

8. A document given to POMSoX by an entity, or on its behalf, becomes and remains the property of POMSoX 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 POMSoX in support of the listing application or in compliance with the listing rules.
9. In any proceedings, a copy or extract of any document or information given to POMSoX is of equal validity in evidence as the original.
10. [Not used]
11. [Not used]

Dated:

[Proper execution - if the entity has a seal, execution must be under seal]

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The common Seal of ...(*name of entity*).....was

Affixed in the presence of:

Secretary/Director	Print Name	Date
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Director	Print Name	Date
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