

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, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity

ABN

Suncorp Group Limited ("Company")

66 145 290 124

We (the entity) apply for admission to the ⁺official list of ASX 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
1,281,390,524	Ordinary Shares
Number to be quoted	⁺ Class
	None.
Number not to be quoted	⁺ Class
	None.

3 Additional ⁺classes of ⁺securities (except ⁺CDIs)

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⁺ See chapter 19 for defined terms.

11/3/2002

- | | | |
|---|---|---|
| 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. | GPO Box 1453
Brisbane QLD 4000

Tel: (07) 3835 5214
Fax: (07) 3836 1190
Email: cliff.chuter@suncorp.com.au |
| 5 | Address of principal +security registries for each +class of +security (including +CDIs) | Link Market Services Limited
Level 15
324 Queen Street
Brisbane QLD 4000

Tel: (02) 8280 7450 |
| 6 | Annual balance date | 30 June |

Companies only

(Other entities go to 19)

- | | | |
|----|--|---|
| 7 | Name and title of chief executive officer/managing director | From the Effective Date (currently anticipated to be 23 December 2010):
Patrick Joseph Robert Snowball
Group Chief Executive Officer and Managing Director |
| 8 | Name and title of chairperson of directors | From the Effective Date:
John Douglas Story
Chairman |
| 9 | Names of all directors | Current directors:
Patrick Joseph Robert Snowball
Patrick John Nesbitt
Clayton Neil Herbert

From the Effective Date:
William John Bartlett
Paula Jane Dwyer
Stuart Ian Grimshaw
Ewoud Jacobus Kulk
Geoffrey Thomas Ricketts
Patrick Joseph Robert Snowball
John Douglas Story
Zygmunt Edward Switkowski |
| 10 | Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits | All directors, other than the Managing Director, are subject to retirement by rotation in accordance with the Company's Constitution.

Directors may participate in the profits of the Company via dividends paid on shares held by them. |
| 11 | Name and title of company secretary | Clifford Roe Chuter
Darren Charles Solomon (joint company secretary) |
| 12 | Place of incorporation | Queensland |
| 13 | Date of incorporation | 25 August 2010 |

14	Legislation under which incorporated	Corporations Act 2001 (Cth)
15	Address of registered office in Australia	Level 18, Suncorp Centre 36 Wickham Terrace Brisbane QLD 4000
16	Month in which annual meeting is usually held	October
17	Months in which dividends are usually paid (or are intended to be paid)	October / April
18	If the entity is a foreign company which has a certificated subregister for quoted +securities, the location of Australian +security registers	N/A
18	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	N/A

(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity	N/A
20	Name and title of chairperson of directors of responsible entity	N/A
21	Names of all directors of the responsible entity	N/A
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	N/A
23	Name and title of company secretary of responsible entity	N/A

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+ See chapter 19 for defined terms.

23A	Trusts only - the names of the members of the compliance committee (if any)	N/A
24	Place of registration of the entity	N/A
25	Date of registration of the entity	N/A
26	Legislation under which the entity is registered	N/A
27	Address of administration office in Australia of the entity	N/A
28	If an annual meeting is held, month in which it is usually held	N/A
29	Months in which distributions are usually paid (or are intended to be paid)	N/A
30	If the entity is a foreign entity which has a certificated subregister for quoted ⁺ securities, the location of Australian ⁺ security registers	N/A
30A	If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	N/A

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 | See Explanatory Memorandum attached as Annexure A .

Existing ordinary shareholders in Suncorp Metway Limited (SML) will exchange their ordinary SML shares on a one for one basis for ordinary shares in the Company. There are approximately 200,000 shareholders in SML and as at 9 November 2010, the closing price of SML ordinary shares was \$9.51 per share. The Company's ordinary shares are expected to commence trading on or about the last closing price of SML shares following the scheme of arrangement becoming effective. |
| 32 | <input checked="" type="checkbox"/> | Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies) | See Annexure A .

Additional copies will be delivered separately. |
| 33 | <input type="checkbox"/> | Cheque for fees | To be paid separately by electronic transfer. |
| 34 | <input checked="" type="checkbox"/> | Type of subregisters the entity will operate
<small>Example: CHESS and certificated subregisters</small> | CHESS and issuer sponsored subregisters. |
| 35 | <input checked="" type="checkbox"/> | Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement) | The following key contracts referred to in section 12.4 of the Explanatory Memorandum are attached as: <ul style="list-style-type: none">• Annexure B - Restructure Implementation Deed• Scheme Deed Poll (attached as annexure B of the Restructure Implementation Deed)• Buy-back Agreement (attached as annexure C of the Restructure Implementation Deed)• Annexure C – CPS Deed Poll |
| 36 | <input type="checkbox"/> | A certified copy of any restriction agreement entered into in relation to +restricted securities | None. |

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+ See chapter 19 for defined terms.

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	Tick to indicate you are providing the information or documents	Where is the information or document to be found? (eg, prospectus cross reference)
37	<input type="checkbox"/> If there are +restricted securities, undertaking issued by any bank or +recognised trustee	N/A
38	<input checked="" type="checkbox"/> (Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Certificate of Incorporation attached as Annexure D .
39	<input type="checkbox"/> (All entities except companies) - certificate of registration or other evidence of status (including change of name)	N/A
40	<input checked="" type="checkbox"/> Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Current constitution attached as Annexure L . Constitution to be adopted from the Effective Date attached as Annexure E .
41	<input checked="" type="checkbox"/> Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	See constitution checklist attached as Annexure F . (This is the checklist against the constitution to be adopted from the Effective Date – see Annexure E .)
42	<input type="checkbox"/> A brief history of the entity or, if applicable, the group	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
42A	<input checked="" type="checkbox"/> Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Attached as Annexure G .

About the securities to be quoted

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)
43	<input checked="" type="checkbox"/> Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules	The securities to be quoted are eligible to be quoted under the Listing Rules.
44	<input checked="" type="checkbox"/> Voting rights of +securities to be quoted	Holders of ordinary shares are entitled to one vote per ordinary share – see the Constitution attached as Annexure E .
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	See specimen holding statement attached as Annexure H .
46	<input checked="" type="checkbox"/> Terms of the +securities to be quoted	See the Constitution attached as Annexure E .
47	<input 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	Indicative top 20 to be provided as required by the ASX.
48	<input 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	Indicative distribution schedule to be provided as required by the ASX.
49	<input 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	Indicative number of holders of securities with a value of more than \$2,000 to be provided as required by the ASX.
50	<input type="checkbox"/> Terms of any +debt securities and +convertible debt securities	N/A
51	<input type="checkbox"/> Trust deed for any +debt securities and +convertible debt securities	N/A
52	<input type="checkbox"/> Deleted 24/10/2005.	

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 N/A
- 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 N/A
- 55 The date that the vendor acquired the ⁺classified asset N/A
- 56 The method by which the vendor ⁺acquired the ⁺classified asset, including whether by agreement, exercise of option or otherwise N/A
- 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 N/A
- 58 Full details of the ⁺classified asset, including any title particulars N/A
- 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). N/A
- 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 N/A
- 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). N/A

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About the entity's capital structure

All entities

62	Deleted 1/9/99.	
63	<input type="checkbox"/> A copy of the register of members, if ASX asks	
64	<input checked="" type="checkbox"/> A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	None.
65	<input checked="" type="checkbox"/> The terms of any +employee incentive scheme	See terms of the Company's proposed employee incentive schemes attached as Annexure I .
66	<input checked="" type="checkbox"/> The terms of any +dividend or distribution plan	See terms of the Company's proposed dividend reinvestment plan attached as Annexure J .
67	<input type="checkbox"/> The terms of any +securities that will not be quoted	N/A
68	Deleted 1/7/98.	
69	<input checked="" type="checkbox"/> 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)	<p>The Company has 1,281,390,524 fully paid ordinary shares.</p> <p>Consideration for issue is one for one exchange for each SML ordinary share held by an SML shareholder as at the Record Date for the Scheme, currently anticipated to be 4 January 2011.</p> <p>Shareholders are entitled to payment of dividends in accordance with the Company's constitution (see Annexure E).</p> <p>Holders of ordinary shares are entitled to one vote per ordinary share.</p>
70	<input type="checkbox"/> 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)	N/A
	Note: This applies whether the securities are quoted or not.	
71	<input type="checkbox"/> 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)	N/A
	Note: This applies whether the securities are quoted or not.	

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+ See chapter 19 for defined terms.

- 72 The number of the entity's options to ⁺acquire unissued ⁺securities, showing the number outstanding N/A

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.

Under the terms of the Company's proposed employee incentive schemes (see **Annexure I**), participants in the schemes may be entitled to be issued with SGL ordinary shares (however, it is noted that the current policy of Suncorp is to make transfers of shares under the employee incentive schemes, rather than issues of new shares and it is intended this policy will continue).

Under the amended terms of the CPS shares, a holder of CPS shares will be entitled to be issued with SGL ordinary shares in certain prescribed circumstances. The terms of the CPS shares are being amended as part of the NOHC transaction. See **Annexure C** for details of the proposed amended terms of the CPS shares.

- 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).

See Suncorp Group organisation plans attached as **Annexure K**.



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

Tick to indicate you are providing the information or documents

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	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
76A	<input type="checkbox"/>	Evidence that the entity's ⁺ profit from continuing operations in the past 12 months exceeded \$400,000	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
77	<input type="checkbox"/>	Audited ⁺ accounts for the last 3 full financial years and audit reports	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
78 - 79		Deleted 1/7/97.	
80	<input type="checkbox"/>	Half yearly ⁺ accounts (if required) and audit report or review	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
80A	<input type="checkbox"/>	Pro forma balance sheet and review	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.

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.

Deleted 1/7/97

81			
81A	<input type="checkbox"/>	For entities other than ⁺ investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
81B	<input type="checkbox"/>	For ⁺ investment entities other than ⁺ pooled development funds, evidence of net tangible assets of at least \$15 million	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
81C	<input type="checkbox"/>	Evidence that the entity is a ⁺ pooled development fund with net tangible assets of at least \$2 million	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.

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

82	<input type="checkbox"/>	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)	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
83	<input type="checkbox"/>	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)	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
84	<input type="checkbox"/>	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	<input type="checkbox"/>	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
87A	<input type="checkbox"/>	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
87B	<input type="checkbox"/>	Audited balance sheet (if required) and audit report	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.
87C	<input type="checkbox"/>	Pro forma balance sheet and review	N/A See "in-principle" waivers letter from the ASX dated 6 October 2010.

(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.

+ See chapter 19 for defined terms.

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

N/A
See "in-principle" waivers letter from the ASX dated 6 October 2010.

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

N/A
See "in-principle" waivers letter from the ASX dated 6 October 2010.

Information memorandum requirements

All entities

108 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

N/A
See "in-principle" waivers letter from the ASX dated 6 October 2010.

109 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)

See Explanatory Memorandum attached as **Annexure A**.

See also the "in-principle" confirmations in the letter from the ASX dated 6 October 2010, which states that "Item 109 of Appendix 1A would be satisfied by the inclusion of either the signature of every director, and proposed director, of the entity personally or by a person authorised in writing by the director in the meeting documentation for the Scheme to be included in the Restructure Booklet."

110 The date the information memorandum is signed

N/A
See "in-principle" waivers letter from the ASX dated 6 October 2010.

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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
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	N/A See "in-principle" confirmations letter from the ASX dated 6 October 2010.
113	<input checked="" type="checkbox"/>	A statement that ASX does not take any responsibility for the contents of the information memorandum	See the Important Notices section of the Explanatory Memorandum on page 5.
114	<input checked="" 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	See the Important Notices section of the Explanatory Memorandum on page 5.
115	<input checked="" 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	See section 12.15 of the Explanatory Memorandum on page 118.

- | | | |
|-----|---|---|
| 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 | N/A
See "in-principle" waivers letter from the ASX dated 6 October 2010. |
| 117 | <input checked="" type="checkbox"/> 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. <ul style="list-style-type: none">• 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 | See section 12.12 of the Explanatory Memorandum on page 117. |
| 118 | <input type="checkbox"/> If there is a supplementary information memorandum: <ul style="list-style-type: none">• 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. | N/A |

Evidence if supplementary information memorandum is issued

- | | | |
|-----|---|-----|
| 119 | <input type="checkbox"/> Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum. | N/A |
|-----|---|-----|

Other information

All entities

- | | | | |
|------|-------------------------------------|--|--|
| 120 | <input type="checkbox"/> | Evidence that the supplementary information memorandum was sent to every ⁺ person who was sent an information memorandum | N/A |
| 121 | <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) | None. |
| 122 | <input checked="" type="checkbox"/> | A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years | None, other than the Explanatory Memorandum attached as Annexure A. |
| 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 | None. |
| 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.

<small>Example: ASX may agree otherwise if the entity was recently incorporated.</small> | None. |

Mining exploration entities

- | | | | |
|-----|--------------------------|--|-----|
| 124 | <input type="checkbox"/> | 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. | N/A |
| 125 | | Deleted 1/7/97 | |

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

- | | | |
|-----|---|-----|
| 126 | <input type="checkbox"/> 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. | N/A |
| 127 | <input type="checkbox"/> 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. | N/A |
| 128 | <input type="checkbox"/> 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 | N/A |
| 129 | <input type="checkbox"/> 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 | N/A |

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.

6 The listing rules are to be interpreted:

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+ See chapter 19 for defined terms.

- 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 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX 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 ASX 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 ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
 - When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:
- we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- 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 the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 18 November 2010

Executed by Suncorp Group Limited in)
accordance with section 127 of the)
Corporations Act 2001 (Cth):)



.....
Company Secretary/Director

CLIFFORD R. CHUTER
.....
Name of Company Secretary/Director
(print)


.....
Director

CLAYTON N. HERBERT
.....
Name of Director (print)