

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, and 04/03/13

Name of entity

NAMIBIAN COPPER NL

ABN

52 118 913 232

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                            |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5,043,429                  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)                                                                                                                                                                                                                                                                                                    | Fully Paid Ordinary Shares |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?<br><br>If the additional +securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | Yes                        |
| 5 | Issue price or consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | \$0.007138 per Share       |

+ See chapter 19 for defined terms.

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**New issue announcement**

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of shares in lieu of director fees as approved by Shareholders at the AGM held on 28 November 2014										
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes										
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2014										
6c	Number of +securities issued without security holder approval under rule 7.1	Nil										
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil										
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil										
6f	Number of +securities issued under an exception in rule 7.2	Nil										
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Nil										
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Nil										
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<table border="1"> <tr> <td>7.1</td> <td>6,030,321</td> </tr> <tr> <td>7.1A</td> <td>7,382,500</td> </tr> </table>		7.1	6,030,321	7.1A	7,382,500					
7.1	6,030,321											
7.1A	7,382,500											
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	28 January 2015										
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th colspan="2">Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td>314,629,149</td> <td>Ordinary Shares</td> </tr> <tr> <td></td> <td>240,760,719</td> <td>Options</td> </tr> </tbody> </table>		Number		+Class		314,629,149	Ordinary Shares		240,760,719	Options
Number		+Class										
	314,629,149	Ordinary Shares										
	240,760,719	Options										

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	2,000,000	Performance Rights Class A
	2,000,000	Performance Rights Class B
	4,000,000	Performance Rights Class C
	4,000,000	Performance Rights Class C
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Pro rata issue

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
18 Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19 Closing date for receipt of acceptances or renunciations	
20 Names of any underwriters	
21 Amount of any underwriting fee or commission	
22 Names of any brokers to the issue	
23 Fee or commission payable to the broker to the issue	
24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	

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- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 \*Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of \*securities  
(tick one)

(a)  \*Securities described in Part 1

(b)  All other \*securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36  If the \*securities are \*equity securities, a distribution schedule of the additional \*securities 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

37  A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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 those +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 737, 738 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.



Sign here:

Date: 2 February 2015

Print name:

**JAY STEPHENSON**  
*Company Secretary*

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# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>STEP 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of <b>fully paid ordinary securities</b> on issue 12 months before date of issue or agreement to issue	73,825,001
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul>	<p style="text-align: center;">-</p> <p style="text-align: center;">-</p>
<i>Note:</i> <ul style="list-style-type: none"> <li>• Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	73,825,001
<b>STEP 2: Calculate 15% of “A”</b>	
	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A”</b> by 0.15	11,073,750
<b>STEP 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of <b>equity securities</b> issued or agreed to be issued in that 12 month period <b>not</b> counting those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul>	5,043,429
<i>Note:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>“C”</b>	5,043,429
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A”</b> x 0.15	11,073,750
<i>Note: number must be same as shown in Step 2</i>	

+ See chapter 19 for defined terms.

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<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	5,043,429
<b>Total</b> [ "A" x 0.15 ] – "C"	6,030,321 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

**Part 2**

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</b>	
<b>"A"</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	73,825,001
<b>Step 2: Calculate 10% of "A"</b>	
<b>"D"</b>	0.10 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.10</b>	7,382,500
<b>Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	N/A
<b>"E"</b>	nil
<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	7,382,500
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	nil
<b>Total</b> [ "A" x 0.10 ] – "E"	7,382,500 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.



# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>NAMIBIAN COPPER NL</b>
<b>ACN</b>	<b>118 913 232</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Neil Warburton
<b>Date of last notice</b>	18 December 2014

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	1. Michlange Pty Ltd <Warburton Self Admin S/F A/C> 2. Michlange Pty Ltd <Warburton Super Fund A/C>
<b>Date of change</b>	28 January 2015
<b>No. of securities held prior to change</b>	1. 7,142,857 Ordinary Shares 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D  2. 7,142,857 Options exercise price of \$0.015, expiry 30/04/2019
<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	1,681,143
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.007138 per Share
<b>No. of securities held after change</b>	<ol style="list-style-type: none"> <li>1. 8,824,000 Ordinary Shares 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D</li> <li>2. 7,142,857 Options exercise price of \$0.015, expiry 30/04/2019</li> </ol>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares in lieu of director fees as approved by Shareholders at the AGM held on 28 November 2014

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>Date of change</b>	-
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	-
<b>Interest after change</b>	-

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	-
<b>If prior written clearance was provided, on what date was this provided?</b>	-

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<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>NAMIBIAN COPPER NL</b>
<b>ACN</b>	<b>118 913 232</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Michael Curnow
<b>Date of last notice</b>	18 December 2014

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	1. Gold Service Industries Pty Ltd <The Curnow Super Fund A/C> 2. Gold Service Industries <The Bambino Discretionary Trust
<b>Date of change</b>	28 January 2015
<b>No. of securities held prior to change</b>	2,850,000 Ordinary Shares 2,850,000 Options, exercise price of \$0.015, expiry 30/04/2019 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D
<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	1,681,143
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.007138 per Share
<b>No. of securities held after change</b>	1. 2,850,000 Ordinary Shares 2,850,000 Options, exercise price of \$0.015, expiry 30/04/2019 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D 2. 1,681,143 Ordinary Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares in lieu of director fees as approved by Shareholders at the AGM held on 28 November 2014

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>Date of change</b>	-
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	-
<b>Interest after change</b>	-

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	-
<b>If prior written clearance was provided, on what date was this provided?</b>	-

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<sup>+</sup> See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>NAMIBIAN COPPER NL</b>
<b>ACN</b>	<b>118 913 232</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Gregory Hall
<b>Date of last notice</b>	18 December 2014

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	28 January 2015
<b>No. of securities held prior to change</b>	2,850,000 Ordinary Shares 2,850,000 Options, exercise price of \$0.015, expiry 30/04/2019 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D
<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	1,681,143
<b>Number disposed</b>	Nil

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.007138 per Share
<b>No. of securities held after change</b>	4,531,143 Ordinary Shares 2,850,000 Options, exercise price of \$0.015, expiry 30/04/2019 250,000 Performance Rights Class A 250,000 Performance Rights Class B 500,000 Performance Rights Class C 500,000 Performance Rights Class D
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares in lieu of director fees as approved by Shareholders at the AGM held on 28 November 2014

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	-
<b>Nature of interest</b>	-
<b>Name of registered holder (if issued securities)</b>	-
<b>Date of change</b>	-
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	-
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	-
<b>Interest after change</b>	-

+ See chapter 19 for defined terms.



**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	-
<b>If prior written clearance was provided, on what date was this provided?</b>	-

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<sup>+</sup> See chapter 19 for defined terms.