

# CONSOLIDATED

## TIN MINES LIMITED



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18 December 2014

Company Announcements Office  
Australian Securities Exchange  
Level 4 20 Bridge St  
Sydney NSW 2000

### **APPENDIX 3B AND APPENDIX 3Y (x2) – PRIORITY ENTITLEMENT ISSUE**

Please find attached an Appendix 3B in respect of the issue of 22,489,450 options, exercisable at 20 cents each and expiring 31 December 2015, pursuant to a Priority Entitlement Offer (Offer) which closed on 10 December 2014.

The Directors will endeavour to place the 39,185,540 shortfall options pursuant to the terms of the Offer prospectus dated 18 November 2014.

Also attached are Appendix 3Y's for Mr Ralph De Lacey and Mr Andrew Kerr in relation to the changes in their interests following completion of the Offer.

#### **Consolidated Tin Mines Limited**

Kevin Hart  
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

Name of entity

Consolidated Tin Mines Limited

ABN

57 126 634 606

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   | Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 22,489,450  |
| 3 | Principal terms of the +securities (eg, 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) | Options exercisable at 20 cents each and expiring 31 December 2015. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment 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>	<p>No</p>
<p>5 Issue price or consideration</p>	<p>0.5 cents per Option</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Options issued pursuant to a Priority Entitlement Offer approved by Shareholders on 17 November 2014.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>17 November 2014</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/a</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/a</p>

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	22,489,450 Options issued pursuant to shareholder approval granted on 17 November 2014.							
6f	Number of securities issued under an exception in rule 7.2	N/a							
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.	N/a							
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	N/a							
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	Yes							
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	17 December 2014							
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">279,770,521</td> <td style="vertical-align: top;">Ordinary shares (CSD)</td> </tr> <tr> <td style="vertical-align: top;">22,489,450</td> <td style="vertical-align: top;">Options exercisable at 20 cents each expiring 31 December 2015</td> </tr> </tbody> </table>	Number	+Class	279,770,521	Ordinary shares (CSD)	22,489,450	Options exercisable at 20 cents each expiring 31 December 2015	
Number	+Class								
279,770,521	Ordinary shares (CSD)								
22,489,450	Options exercisable at 20 cents each expiring 31 December 2015								

+ See chapter 19 for defined terms.

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	2,200,000	Options expiring 31 December 2013 exercisable at \$0.20 each
	2,200,000	Options expiring 31 December 2013 exercisable at \$0.20 each
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	N/a
12	Is the issue renounceable or non-renounceable?	N/a
13	Ratio in which the +securities will be offered	N/a
14	+Class of +securities to which the offer relates	N/a
15	+Record date to determine entitlements	N/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/a
17	Policy for deciding entitlements in relation to fractions	N/a

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+ See chapter 19 for defined terms.

18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/a
19	Closing date for receipt of acceptances or renunciations	N/a
20	Names of any underwriters	N/a
21	Amount of any underwriting fee or commission	N/a
22	Names of any brokers to the issue	N/a
23	Fee or commission payable to the broker to the issue	N/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/a
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/a
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	N/a
28	Date rights trading will begin (if applicable)	N/a
29	Date rights trading will end (if applicable)	N/a

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

## Appendix 3B New issue announcement

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- 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 +Despatch 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

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+ See chapter 19 for defined terms.

37  A copy of any trust deed for the additional +securities

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

38 Number of securities for which +quotation is sought 

N/a
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39 Class of +securities for which quotation is sought 

N/a
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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/a
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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/a
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	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

+ 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 not available now, 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:

Company secretary

Date: 18 December 2014

Print name:

Kevin Hart

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

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

Introduced 01/08/12

### 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 fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	223,314,381
<p><b>Add</b> the following:</p> <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><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p><u>Issued with shareholder approval:</u></p> <p>– 29,156,140 shares issued to repay loan</p> <p><u>Issued under exception rule 7.2:</u></p> <p>– 27,300,000 options exercised</p>
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	279,770,521

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	41,965,578
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	–
“C”	-
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	41,965,578
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.15] – “C”	<b>41,965,578</b> <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## 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>	279,770,521
<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>	27,977,052
<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  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	Nil

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<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>	27,977,052
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	Nil
<b>Total ["A" x 0.10] – "E"</b>	<b>27,977,052</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ 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 30/9/2001.

<b>Name of entity</b>	<b>CONSOLIDATED TIN MINES LIMITED</b>
<b>ABN</b>	<b>57 126 634 606</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>	RALPH DE LACEY
<b>Date of last notice</b>	1 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 and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Controlling interests in companies holding shares in Consolidated Tin Mines Limited
<b>Date of change</b>	17 December 2014

+ See chapter 19 for defined terms.

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

<p><b>No. of securities held prior to change</b></p>	<p><b>Direct:</b>  <u>Ralph De Lacey ATF Ralph De Lacey Superannuation Fund:</u>            Ordinary fully paid shares – 16,250,000            Unlisted options – 2,200,000</p> <p><b>Indirect:</b>  <u>Contin NQ Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Mining Enterprises Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>Palmer Gold NQ Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Ex Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Mining and Exploration Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p>
<p><b>Class</b></p>	<p>Listed options exercisable at 20 cents each and expiring 31 December 2015</p>
<p><b>Number acquired</b></p>	<p>4,725,000</p>
<p><b>Number disposed</b></p>	<p>Nil</p>
<p><b>Value/Consideration</b>            Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>0.5 cents per Option</p>

+ See chapter 19 for defined terms.

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

<b>No. of securities held after change</b>	<p><b><u>Direct:</u></b>  <u>Ralph De Lacey ATF Ralph De Lacey Superannuation Fund:</u>            Ordinary fully paid shares – 16,250,000            Listed options – 4,725,000            Unlisted options – 2,200,000</p> <p><b><u>Indirect:</u></b>  <u>Contin NQ Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Mining Enterprises Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>Palmer Gold NQ Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Ex Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>NQ Mining and Exploration Pty Ltd:</u>            Ordinary fully paid shares – 10,000</p> <p><u>ARM (NQ) Pty Ltd:</u>            Ordinary fully paid shares – 29,156,140</p>
<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	Options issued pursuant to a Priority Entitlement Offer which closed on 10 December 2014 and shareholder approval granted on 17 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>	N/a
<b>Nature of interest</b>	N/a
<b>Name of registered holder (if issued securities)</b>	N/a
<b>Date of change</b>	N/a

+ See chapter 19 for defined terms.



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

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

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +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>	N/a
<b>If prior written clearance was provided, on what date was this provided?</b>	N/a

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+ 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 30/9/2001.

<b>Name of entity</b> Consolidated Tin Mines Limited
<b>ABN</b> 57 126 634 606

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>	Andrew Kerr
<b>Date of last notice</b>	3 January 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>	Spouse
<b>Date of change</b>	17 December 2014
<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"> <li>• 20,000 ordinary fully paid shares</li> </ul>
<b>Class</b>	Listed options exercisable at 20 cents each on or before 31 December 2015
<b>Number acquired</b>	10,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	0.5 cents per option
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>• 20,000 ordinary fully paid shares</li> <li>• 10,000 listed options exercisable at 20 cents each and expiring 31 December 2015</li> </ul>

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+ See chapter 19 for defined terms.

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

<p><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</p>	<p>Options issued pursuant to a Priority Entitlement Offer which closed on 10 December 2014 and shareholder approval granted on 17 November 2014.</p>
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**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>	N/a
<b>Nature of interest</b>	N/a
<b>Name of registered holder (if issued securities)</b>	N/a
<b>Date of change</b>	N/a
<p><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</p>	N/a
<b>Interest acquired</b>	N/a
<b>Interest disposed</b>	N/a
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	N/a
<b>Interest after change</b>	N/a

**Part 3 – +Closed period**

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

+ See chapter 19 for defined terms.