A-CAP RESOURCES LIMITED
ACN: 104 028 542

Share Registry:
Advanced Share Registry Ltd
All Correspondence to:
PO Box 1156, Nedlands WA 6909
151 Stirling Highway
Nedlands WA 6009
T: (08) 9389 8033 F: (08) 9389 7871
W: www.advancedshare.com.au

Code: ____________________________
Holder No: ________________________
Record Date: ______________________

**NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00 PM AWST ON 22 DECEMBER 2010**

1. I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below:

<table>
<thead>
<tr>
<th>Offer</th>
<th>Maximum Amount</th>
<th>Total Subscription Amount @ $0.42 Per Share</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>$15,000</td>
<td>35,714</td>
<td></td>
</tr>
<tr>
<td>B</td>
<td>$10,500</td>
<td>25,000</td>
<td></td>
</tr>
<tr>
<td>C</td>
<td>$6,300</td>
<td>15,000</td>
<td></td>
</tr>
<tr>
<td>D</td>
<td>$2,100</td>
<td>5,000</td>
<td></td>
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</table>

2. I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
3. I/We hereby authorise you to place my/our name(s) on the register of members in respect of the Fully Paid Shares allotted to me/us.
4. I/We agree to be bound by the Constitution of the Company and the terms of the SPP.
5. I/We hereby agree to accept any lesser number of new Shares applied for.
6. I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of $15000 worth of Shares) does not exceed $15000, taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests. Limit on Participation - see overleaf for details.

7. My/Our contact details in case of enquiries are:

<table>
<thead>
<tr>
<th>NAME</th>
<th>TELEPHONE NUMBER</th>
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</table>

EMAIL ADDRESS

| CHANGE OF NAME OR ADDRESS: If your registration details are incorrect, please mark this box and make the correction on this form. Please note CHESS sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry. |

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE SECURITIES BEING OFFERED

**PAYMENT INFORMATION**

The following payment methods are available for the acceptance of the Securities offered:

- BPAY
  - CHEQUE/MONEY ORDER
    All cheques (expressed in Australian currency) are to be made payable to A-CAP RESOURCES LIMITED and crossed "Not Negotiable".

Please refer to payment instructions overleaf

**PAYMENT BY BPAY**

Biller Code: #XXXXX
Ref No: #XXXXXXXX

(08) 9389 8033   F: (08) 9389 7871
W: www.advancedshare.com.au
APPLYING FOR SHARES & PAYMENT DETAILS
You may apply for Shares under the SPP by utilising the payment options detailed below. By making your payment using either BPAY or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the SPP as set out in the SPP Offer Document and this Application Form.

You may also apply for Shares by completing this Application Form and paying by cheque, bank draft or money order. Your cheque, bank draft or money order must be made payable to “A-CAP RESOURCES LIMITED”, drawn on an Australian branch of a financial institution, expressed in Australian currency and crossed “Not Negotiable”. Please ensure you submit the correct amount. Incorrect payments will result in your application being dealt with as set out in the SPP Offer Document.

Your Application Form should be paper clipped to your cheque, bank draft or money order (please do not staple), posted to the address below and received by Advanced Share Registry Limited (ASW) no later than 5.00pm AWST on 22 December 2010. You should allow sufficient time for this to occur. You will need to affix the appropriate postage. Cheques may be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected.

Cash will not be accepted. A receipt for payment will not be forwarded. Neither ASW nor A-Cap accepts any responsibility if you lodge the Application Form at any other address or by any other means.

CONTACT DETAILS
Please enter the name of a contact person and telephone number. These details will only be used in the event that ASW has a query regarding this Application Form.

PRIVACY STATEMENT
Personal information is collected on this form by ASW, as registrar for securities issuers (the issuer), for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ASW, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ASW. In accordance with the Corporations Act 2001 (Cth), you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting ASW. You can contact ASW using the details provided on the front of this form.

If you have any enquiries concerning this Application Form or your entitlement, please contact ASW on (61 8) 9389 8033.

This form may not be used to notify your change of address. For information, please contact ASW on (61 8) 9389 8033 or visit www.advancedshare.com.au (certificated/issuer sponsored holders only). CHESS holders must contact their Controlling Participant to notify a change of address.

PAYMENT INSTRUCTIONS
PAYMENT BY BPAY
BPAY VIEW - View and pay using internet banking. Registration Number - your Reference Number as quoted on the front of this form (Payment Instructions box)

PAYMENT BY CHEQUE
All cheques (expressed in Australian currency) are to be made payable to A-CAP RESOURCES LIMITED and crossed “Not Negotiable” and mailed using the enclosed reply paid envelope to A-Cap Resources Limited, C/- Advanced Share Registry Ltd, PO Box 1156, Nedlands WA 6909

Do not forward cash as receipts will not be issued.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

PLEASE NOTE
Cash payments will not be accepted via the mail or at Advanced Share Registry Ltd.

Direct bank transfer is not permitted.

A-Cap Resources Limited may reject any application submitted for this offer, in its absolute discretion, or if this form is not completed in accordance with this offer, or is incomplete, or if the correct amount payable is not tendered with this form or has not been paid electronically using BPAY.

Receipt by A-Cap Resources Limited of this form duly completed, together with the full subscription amount, will constitute irrevocable acceptance in accordance with the Share Purchase Plan Terms and Conditions and the Constitution of A-Cap Resources Limited by the shareholder named on this form. A signature on this form is not required.