

Appendix 2A

Application for quotation of additional securities and agreement

This form is for use by an entity seeking +quotation of additional +securities. The form is in 3 parts:

1. *Application for +quotation of added securities;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

Information and documents given to ASX and POMS0X in support of an application become ASX's and POMS0X's property and may be made public.

Part 1 - Application for quotation of additional securities

Name of entity

HIGHLANDS PACIFIC LIMITED

ACN, ARBN or ARSN

078 118 653

We (the entity) apply for +quotation of +securities.

Part 2 - Information to be completed

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

All entities

1	Number of +securities for which +quotation is sought	6,959,707
2	+Class of the +securities for which +quotation is sought	Ordinary
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)	The terms of issue of the shares to Eastern Pacific Mines Limited are that the shares issued will rank equally with existing shares, as to voting rights and distributions.
4	Date of allotment of the additional +securities	13 March 2000
5	Dates of despatch of certificates, or entering of +securities into uncertificated holdings	13 March 2000

Appendix 2A
Application for quotation
of additional securities and agreement

6	Number of holders of the additional +securities	One (1)				
7	Issue price of the additional +securities	A\$0.2730				
8	Purpose of the issue (If issued upon +conversion of another +security, clearly identify that other +security. If issued as consideration for the +acquisition of assets, clearly identify those assets.)	Ordinary shares issued to Eastern Pacific Mines Limited (Eastern) in consideration for Highlands Pacific Limited's purchase from Eastern of 10% interest in the Ramu Nickel Joint Venture.				
9	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: <ul style="list-style-type: none"> • 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 voting rights of the additional +securities. • the rights of the additional +securities to participate in new issues of +securities. 	Yes				
10	Number and +class of all +securities quoted on ASX or POMSoX (<i>including</i> the securities in clause 1)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">216,959,732</td> <td style="text-align: center;">Ordinary</td> </tr> </tbody> </table>	Number	+Class	216,959,732	Ordinary
Number	+Class					
216,959,732	Ordinary					
11	Number and +class of all +securities not quoted on ASX or POMSoX (<i>excluding</i> the securities in clause 1)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">N/A</td> <td></td> </tr> </tbody> </table>	Number	+Class	N/A	
Number	+Class					
N/A						

Appendix 2A
Application for quotation
of additional securities and agreement

- 12 Were the +securities issued for cash?

(If yes, state the amount of discount in relation to each +security *(applicable to POMSoX only.)*)

No

(tick one of 13 or 14)

- 13 Cheque for fees.

- 14 Periodic payment as agreed with the home branch (ASX) and POMSoX has been arranged.
Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

- 15 A specimen certificate/issuer sponsor holding statement.

N/A

- 16 The names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders.

N/A

- 17 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

N/A

- 18 A copy of any trust deed for the additional +securities.

N/A

Restricted securities

- 19 Executed restriction agreements (refer Appendix 9A).
Cross reference: Chapter 9.

N/A

- 20 Undertakings from a bank or +recognised trustee.

N/A

Part 3 - Agreement

- 1 Quotation of our additional +securities is in ASX's or POMSoX's absolute discretion. ASX or POMSoX may quote the +securities on any conditions it decides.
- 2 We warrant to ASX and POMSoX that the issue of the +securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation.
- 3 We will indemnify ASX and POMSoX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX and POMSoX the information and documents required by this form. If any information or document is not available now, we will give it to ASX and POMSoX before +quotation of the +securities begins. We acknowledge that ASX and POMSoX are relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 14 March 2000
(~~Director~~/Company Secretary)

Print name: M A EGERT