



**THE SECURITIES ACT (ELDERS RESOURCES NZFP LIMITED)
EXEMPTION NOTICE 1989**

PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

NOTICE

1. Title and commencement—(1) This notice may be cited as the Securities Act (Elders Resources NZFP Limited) Exemption Notice 1989.

(2) This notice shall come into force on the day after the date of its notification in the *Gazette*.

2. Interpretation—(1) In this notice, unless the context otherwise requires,—

“The Act” means the Securities Act 1978:

“The Company” means Elders Resources NZFP Limited:

“Crown convertible notes” means subordinated convertible capital notes of \$1.25 each issued by Crown Corporation Limited:

“Crown options” means options to acquire ordinary shares in Crown Corporation Limited:

“Rada options” means options to acquire ordinary shares in Rada Corporation Limited:

“Take-over offer” means a take-over offer within the meaning of Part I of the Companies Amendment Act 1963.

(2) Any term or expression which is not defined in this notice, but which is defined in the Act, shall have the meaning given to it by the Act.

3. Elders Resources NZFP Limited exempted from sections 33 (1), 37, and 37A of the Securities Act 1978 in respect of certain offers of equity securities—(1) Subject to subclauses (2), (3), and (4) of this clause, the Company, and every person acting on its behalf, is exempted from compliance with the provisions of sections 33 (1), 37, and 37A of the Act in respect of—

(a) Any offer of equity securities of which the Company is the issuer made to any person who is, when the offer is made, the holder of Crown convertible notes or Crown options or Rada options:

(b) Any offer of equity securities which are, or are to be, allotted pursuant to the terms of, or the exercise by any person of a right conferred by, an equity security referred to in paragraph (a) of this subclause:

(c) Any offer of equity securities which are, or are to be, allotted pursuant to the terms of, or the exercise by any person of a right

conferred by, an equity security allotted pursuant to a take-over offer made by the Company to persons for the acquisition of shares issued by Crown Corporation Limited or Rada Corporation Limited.

(2) The exemption granted by subclause (1) (a) of this clause is subject—

(a) In the case of an offer made to a person who is, when the offer is made, the holder of Crown convertible notes or Crown options, to the condition that the offer is made in conjunction with the making of a take-over offer by the Company to persons who are the holders of equity securities issued by Crown Corporation Limited:

(b) In the case of an offer made to a person who is, when the offer is made, the holder of Rada options, to the condition that the offer is made in conjunction with the making of a take-over offer by the Company to persons who are the holders of equity securities issued by Rada Corporation Limited.

(3) The exemption granted by subclause (1) (b) of this clause is subject to the conditions that—

(a) Before allotment of the equity securities to which the offer relates and before the exercise of any right conferred by any equity security referred to in subclause (1) (a) of this clause the holder of that equity security has been given either—

(i) A copy of an audited consolidated balance sheet as at the end of, and an audited consolidated profit and loss account for, the most recently completed accounting period of the Company and its subsidiaries, which give a true and fair view of the state of affairs and results thereof in accordance with provisions relating to group accounts contained in the Companies Act 1955; or

(ii) A copy of—

(A) An interim consolidated balance sheet as at the end of, and an interim consolidated profit and loss account for, a period commencing after the accounting period referred to in subparagraph (i) of this paragraph and ending not more than 9 months after that accounting period, which give a true and fair view of the state of affairs and results of the Company and its subsidiaries in accordance with provisions relating to group accounts contained in the Companies Act 1955 (except that they need not be audited); and

(B) A statement containing a description of the company and its subsidiaries; and

(b) The date of allotment of the equity securities to which the offer relates is not more than 9 months after the date of that balance sheet or interim balance sheet, as the case may be.

(4) The exemption granted by subclause (1) (c) of this clause is subject to the conditions that—

(a) Before allotment of the equity securities to which the offer relates and before the exercise of any right conferred by any equity security allotted pursuant to the take-over offer referred to in that subclause the holder of that equity security has been given either—

(i) A copy of an audited consolidated balance sheet as at the end of, and an audited consolidated profit and loss account for, the most recently completed accounting period of the Company and its subsidiaries, which give a true and fair view of the state of affairs and results thereof in accordance with provisions relating to group accounts contained in the Companies Act 1955; or

(ii) A copy of—

(A) An interim consolidated balance sheet as at the end of, and an interim consolidated profit and loss account for a period commencing after the accounting period referred to in subparagraph (i) of this paragraph and ending on a date that is not more than 9 months after that accounting period, which give a true and fair view of the state of affairs and results of the Company and its subsidiaries in accordance with the provisions relating to group accounts contained in the Companies Act 1955 (except that they need not be audited); and

(B) A statement containing a description of the company and its subsidiaries; and

(b) The date of allotment of the equity securities to which the offer relates is not more than 9 months after the date of that balance sheet or interim balance sheet, as the case may be.

5. Revocation—The Securities Act (Elders Resources NZFP Limited) Exemption Notice 1988* is hereby revoked.

Dated at Wellington this 16th day of June 1989.

The Common Seal of the Securities Commission was hereunto affixed in the presence of:

[L.S.]

C. I. PATTERSON,
Chairman.

EXPLANATORY NOTE

This note is not part of the notice, but is intended to indicate its general effect.

This notice replaces the Securities Act (Elders Resources NZFP Limited) Exemption Notice 1988.

This notice exempts Elders Resources NZFP Limited, from the provisions of sections 33 (1), 37, and 37A of the Securities Act 1978 in respect of—

- (a) Offers of equity securities made to the holders of convertible notes and options issued by Crown Corporation Limited and the holders of options issued by Rada Corporation Limited;
- (b) Offers of equity securities which are, or are to be, allotted pursuant to the terms of, or the exercise by a person of a right conferred by, an equity security referred to in paragraph (a) above;
- (c) Offers of equity securities which are, or are to be, allotted pursuant to the terms of, or the exercise by any person of a right conferred by, an equity security allotted pursuant to a take-over offer made under the Companies Amendment Act 1963 to the holders of shares issued by Crown Corporation Limited or Rada Corporation Limited.

In the case of offers of equity securities referred to in paragraphs (b) and (c), a condition of the exemption granted by the Securities Act (Elders Resources NZFP Limited) Exemption Notice 1988 was that the date of allotment was required to be not later than 9 months after the date of the audited consolidated balance sheet sent, together with the audited consolidated profit and loss account, to the person to whom the offer was made. This notice allows for allotments to be made within 9 months of the date of interim unaudited accounts covering a period of up to 9 months after the end of the accounting period to which the company's audited accounts relate.

Issued under the authority of the Regulations Act 1936.
Date of notification in *Gazette*: 22 June 1989.
This notice is administered in the Securities Commission.