

**ENFORCEABLE UNDERTAKING****AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ACT 1989****SECTION 93AA**

This undertaking is made to the Australian Securities and Investments Commission ("ASIC") by:

Mr Matthew John Huggan
45 Nicholson Crescent
Turner ACT 2612

and

Asia Pacific Resources Limited
C/- G. H. Whiteside and Co.
211 Ratu Sukuna Road
Suva Fiji Islands

1. BACKGROUND

- 1.1 Asia Pacific Resources Limited ("APRL") is a company duly incorporated in Fiji.
- 1.2 APRL has one director and one nominee director. The one director is Mr Matthew Huggan ("Mr Huggan").
- 1.3 From June 2000 APRL and Mr Huggan caused a document titled "Asia Pacific Resources Limited - Investment Strategy" to be circulated in Australia and Fiji.
- 1.4 As a consequence of ASIC's inquiries regarding the document ASIC has obtained information that gives it reason to suspect that contraventions of section 995 of the Corporations Law ("CL") may have been committed.
- 1.5 Pursuant to section 1324 of the CL, ASIC may, inter alia, apply for an injunction restraining a person from engaging in certain conduct and requiring the person to do an act or thing.
- 1.6 APRL and Mr Huggan acknowledge that ASIC has the concerns referred to in paragraph 1.4 above and have offered the undertakings set out in part 2.

2. UNDERTAKINGS

- 2.1 Pursuant to section 93AA of the ASIC Law, APRL and Mr Huggan jointly and severally undertake that application money that has been received, from a person located in Australia, applying for shares in APRL, will be refunded to that person within 21 days of this undertaking being accepted by ASIC unless:

- (a) that person has been informed of the following facts ("Facts"), in writing, within 5 days of this undertaking being accepted by ASIC -
- (i) that the application money paid by that person has not and will not be held in trust;
 - (ii) that the application money paid by that person has been and will be treated as a loan to APRL by that person; and
 - (iii) that shares in APRL have not been issued to that person;
- (b) that person confirms in writing ("Confirmation") that they are aware of the Facts and do not want the application money refunded; and
- (c) Mr Graeme Plath, a staff member of ASIC's Regional Office in the Australian Capital Territory, is provided with a copy of the Confirmation referred to in (b) above.
- 2.2 Pursuant to section 93AA of the ASIC Law, APRL and Mr Huggan jointly and severally undertake that no application money will be received, from a person located in Australia, applying for shares in APRL, unless that person has been provided with written information that shows any pre-requisites that must be satisfied prior to the shares being issued.
- 2.3 Pursuant to section 93AA of the ASIC Law, APRL and Mr Huggan jointly and severally undertake that application money that is received, from a person located in Australia, applying for shares in APRL, will be held in trust until the shares applied for are issued.
- 2.4 Pursuant to section 93AA of the ASIC Law, APRL and Mr Huggan jointly and severally undertake:
- (a) not to issue or make available, to a person located in Australia, the document titled "Asia Pacific Resources Limited - Investment Strategy" being a document identified by ASIC with the barcode C00048432; and
 - (b) not to make information available, to a person located in Australia, that shows that APRL holds a mineral exploration licence when a written licence, authorising the mineral exploration that is described in the information, has not been issued by a government.
- 2.5 Pursuant to section 93AA of the ASIC Law, APRL and Mr Huggan jointly and severally undertake to ensure that no information is made available regarding APRL, to a person located in Australia, that:
- (a) describes a tonnage of ore as a "minimum" indicated resource in circumstances where the tonnage is a best estimate based on current information available; and

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(b) contains a valuation or forecast for which neither the assumptions or methodology are disclosed.

2.6 Pursuant to section 93AA of the ASIC Law, Mr Huggan undertakes to be responsible for ensuring that APRL complies with the undertakings given by APRL in this undertaking.

3. ACKNOWLEDGMENTS

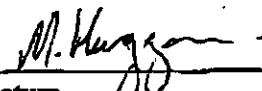
3.1 APRL and Mr Huggan acknowledge that ASIC:

- (a) may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
- (b) may from time to time publicly refer to this undertaking; and
- (c) will make this undertaking available for public inspection.

3.2 APRL and Mr Huggan acknowledge that this undertaking in no way derogates from the rights and remedies available to any other person or entity arising from any conduct described in this undertaking.

3.3 APRL and Mr Huggan acknowledge that this undertaking has no operative force until accepted by ASIC.

Signed by Matthew John Huggan)
in the presence of)



Signature



Signature of witness

Ronald Anthony Clapham
Barrister, Solicitor & Notary Public
Migration Agent 9900536

Name of witness (print)

MEYER CLAPHAM
BARRISTERS, SOLICITORS & NOTARIES
LEVEL 2, 1 FARRELL PLACE

Address of witness
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