

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, SASKATCHEWAN, MANITOBA AND ONTARIO

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF DE BEERS AUSTRALIA HOLDINGS PTY. LTD.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the Provinces of British Columbia, Saskatchewan, Manitoba, and Ontario (the "Jurisdictions") has received an application (the "Application") from De Beers Australia Holdings Pty. Ltd. (the "Applicant") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirements under the Legislation applicable to take-over bid bids (the "Take-Over Bid Requirements") shall not apply to the Applicant's proposed cash take-over bid (the "Offer") for all of the outstanding shares of Ashton Mining Limited ("Ashton");

AND WHEREAS pursuant to the Mutual Reliance System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Applicant has represented to each Decision Maker that:

1. the Applicant is an indirect wholly-owned subsidiary of De Beers Centenary AG ("DBC"), a corporation incorporated under the laws of Switzerland with its head office in Langensandstrasse 27, CH-6000, Luzern 14, Switzerland. DBC is a member of the De Beers Group, which is in the business of mining and marketing rough diamonds;
2. the Applicant was incorporated on May 4, 2000 under the Australian Corporations Law. The registered office and corporate head office of the Applicant is located at Level 39, 101 Collins Street, Melbourne, Victoria, Australia;
3. neither the Applicant nor DBC is a reporting issuer under the laws of any other province or territory of Canada;
4. the issued capital of the Applicant consists of one (1) ordinary share;
5. Ashton is a body corporate incorporated under the Corporations Law of Victoria, Australia and is not a reporting issuer under the laws of any other province or territory of Canada;

6. the ordinary shares of Ashton are listed and posted for trading on the Australian Stock Exchange. Ashton also participates in a sponsored American Depositary Receipt ("ADR") program in the United States of America. Each ADR represents five Ashton ordinary shares.

7. as at December 31, 1999, Ashton had issued and outstanding 338,863,925 fully paid ordinary shares;

8. as at August 2, 2000, there were:

(i) in respect of the Province of British Columbia, two (2) shareholders resident, holding 533 ordinary shares of Ashton, representing 0.0002% of the total outstanding ordinary shares,

(ii) in respect of the Province of Saskatchewan, one (1) shareholder resident, holding 10,000 ordinary shares of Ashton, representing 0.0031% of the total outstanding ordinary shares,

(iii) in respect of the Province of Manitoba, one (1) shareholder resident, holding 956 ordinary shares of Ashton, representing 0.0003% of the total outstanding ordinary shares, and

(iv) in respect of the Province of Ontario, three (3) shareholders resident, holding 833 ordinary shares of Ashton, representing 0.0003% of the total outstanding ordinary shares;

9. the Applicant intends that the Offer will be a cash take-over bid to purchase all of the outstanding ordinary shares of Ashton;

10. the Offer will be made in compliance with applicable Australian law; and

11. all of the holders of ordinary shares of Ashton resident in each of the Jurisdictions will be provided with all of the documents relating to the Offer provided to holders of ordinary shares of Ashton resident in Australia and copies thereof will be delivered to each Decision Maker;

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each Decision Maker is satisfied that the test contained in the Legislation that provides each Decision Maker with the Jurisdiction to make the Decision has been met;

THE DECISION of the Decision Maker pursuant to the Legislation is that the Take-Over Bid Requirements shall not apply to the Offer provided that:

(a) the Offer and all amendment thereto are made in compliance with the applicable Australian law; and

(b) all materials relating to the Offer and all amendments thereto which are sent by or on behalf of the Applicant to holders of ordinary shares of Ashton in Australia are concurrently sent to holders of ordinary shares of Ashton whose last address on the books of Ashton is in the Jurisdictions and copies thereof are filed with each Decision Maker.

DATED August "24th", 2000.

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Take-over bid for Australian corporation that is not a reporting issuer in Canada - bid made in compliance with applicable Australian laws - only seven registered Canadian target shareholders holding less than 0.004% of the outstanding target shares - offeror exempted from take-over bid requirements, subject to conditions.

Applicable Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 95, 96, 97, 98, 100 and 104(2)(c).