



# Niuminco Group Limited

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*ABN 44 009 163 919*

16 August, 2018

Ms Violetta Codreanu  
Adviser, Listings  
Australian Stock Exchange

By email [violetta.codreanu@asx.com.au](mailto:violetta.codreanu@asx.com.au)

Dear Ms Codreanu,

## Appendices 3Y - Change of Directors' Interest Notice

We refer to your letter dated 14 August, 2018 regarding the Company's lodgement of Appendices 3Y Notices on 13 August, 2018 and respond to your questions, in the same order, as follows:

### **1. Please explain why the Appendices 3Y were lodged late.**

It was purely an oversight on my part as Company Secretary.

I travelled to the Company's Edie Creek Mine site in the highlands of Papua New Guinea on 27 and 28 July, returning to Sydney on 3 August, 2018. I again travelled to Edie Creek on 9 and 10 August where I remain at the present time.

The mine site suffered an internet outage from 6.00 pm on Friday 10 August, until 4.00pm on Monday 13 August, 2018 making e-lodgement possible that evening, having by then become aware of my earlier oversight.

### **2. What arrangements does NIU have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?**

The Company requires the directors to notify it of any changes of interest within 24 hours of the relevant event, and the Company Secretary monitors any changes as a result of any share issues or purchases. The directors met this requirement in this instance.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does NIU intend to take to ensure compliance with Listing Rule 3.19B?**

The Company believes that the current arrangements are adequate and are being enforced.

To assist in complying with the Listing Rules, the Company is currently in the process of recruiting a new Company Secretary.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Tracey Lake', on a light yellow background.

Tracey Lake  
Managing Director and Company Secretary



14 August 2018

**Mr Tracey Lake**

Managing Director and Company Secretary  
Niuminco Group Limited  
50 Narabang Way  
Belrose NSW 2085

By email: [tlake@niuminco.com.au](mailto:tlake@niuminco.com.au)

Dear Mr Lake

**Niuminco Group Limited ("NIU"): Appendices 3Y – Change of Directors' Interest Notices**

We refer to the following:

1. The Appendices 3Y lodged by NIU with ASX on Monday, 13 August 2018 for Mr Ian Plimer, Mr John Nethery and Mr Tracey Lake (the "Appendices 3Y");
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing Rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by Listing Rule 3.19.A. The entity must enforce the arrangements with the director.

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The Appendices 3Y indicate that a change in the directors' notifiable interests occurred on 24 July 2018. It appears that the Appendices 3Y should have been lodged with ASX by 31 July 2018. Consequently, NIU may be in breach of Listing Rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds NIU of its contract with ASX to comply with the Listing Rules. In the circumstances, ASX considers that it is appropriate that NIU make necessary arrangements to ensure there is not a reoccurrence of a breach of the Listing Rules.

Having regard to Listing Rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under Listing Rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendices 3Y were lodged late.
2. What arrangements does NIU have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does NIU intend to take to ensure compliance with Listing Rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (**i.e. before 9.30 a.m. AEST) on Friday, 17 August 2018.**

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

[Sent electronically without signature]

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**Violetta Codreanu**  
Senior Adviser, Listings Compliance (Sydney)