

22 December 2022

Ms Zufishan Anjum
Compliance Adviser, Geology, Listing Compliance
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Ms Anjum,

Papyrus Australia Limited

We refer to your letter of 20th December 2022 in which several matters were raised in regards to Director's interests and in particular Appendix 3X, Appendix 3Z and Appendix 3Y. In response to your queries, we advise as follows:

1. Please explain why the Appendices 3Y for Messrs Byrt and Rigano were lodged late.

Appendix 3B's were release to the market on the 19 December 2017, on returning back to work following the Christmas break, it was discovered that Appendix 3Y's had not been lodged for Messrs Byrt and Rigano and this was immediately rectified with the lodgement of the Appendix 3Y's on 4 January 2018.

2. Please identify when PPY released the relevant Appendices 3X for Mr Howe and Ms Chikarovski. If no Appendices 3X were lodged, please explain why not.

A review of the Companies ASX announcements files have identified that appendix 3X's were not released to the market, this was an oversight and has been rectified with appropriate releases made on the 22 December 2022.

3. Please identify when PPY released the relevant Appendix 3Z for Mr Howe.

A review of the Companies ASX announcements files have identified that appendix 3Z for Mr Howe was not released to the market, this was an oversight and has been rectified with appropriate release made on the 22 December 2022.

4. Please explain why Appendix 3Z for Ms Chikarovski was lodged late.

Subsequent to the resignation of Ms Chikarovski as a director (ASX Announcement 25 November 2022, and a review of various announcements to the market, it was noted that an Appendix 3Z had not been released and this was immediately rectified.

5. Please confirm that no other Appendices 3x, 3Y or 3Z are outstanding to date

A review of ASX announcements and directors interest indicates that there are no other Appendices 3x, 3Y or 3Z outstanding.

6. What arrangements does PPY 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?

Directors are aware that they are required to advise the company Secretary of any change to their interests. The Company Secretary has a check list of matters relating to directors' interest that is reviewed from time to time, with any matters requiring attention immediately attend to.

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

All procedures currently in place to ensure compliance with Listing Rule 3.19B have been reviewed to ensure that matters identified in the ASX letter of 20 December 2022 do not occur in the future. In addition, future board agendas will include a director's interest item to remind directors of their continuing disclosure requirements, and in particular that any changes to directors' interest are report within the time frame provided in ASX Listing Rule 3.19.A

8. Pursuant to Listing Rule 18.8 (m), ASX will require PPY's Company Secretary to complete the ASX Listing Rules compliance course (<https://www2.asx.com.au/about/regulation/asx-compliance/listingscompliance/asx-listing-rules-compliance-course.html/>). Please provide proof of satisfactory completion of the course no later than 31 January 2023.

As requested, the Company Secretary will ensure evidence is provided by the due date that the ASX Listing Rules compliance course has been completed.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Vince Rigano', with a stylized flourish at the end.

Vince Rigano

Company Secretary



20 December 2022

Reference: 65815

Mr Vincent Rigano
Company Secretary
Papyrus Australia Limited

By email: vince.rigano47@gmail.com

Dear Mr Rigano

Papyrus Australia Limited ('PPY'): Appendix 3X – Initial Director's Interest Notice, Appendix 3Z – Final Director's Interest Notice and Appendix 3Y – Change in Director's Interest Notice Query

ASX refers to the following:

- A. PPY's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 4 January 2018 for Mr Edward Byrt, which disclosed a change in interests as of 19 December 2017.
- B. PPY's Appendix 3Y lodged on MAP on 4 January 2018 for Mr Vincent Rigano, which disclosed a change in interests as of 19 December 2017.
- C. PPY's announcement dated 8 September 2020 for the appointment of Mr Steve Howe.
- D. PPY's announcement dated 4 January 2021 for the resignation of Mr Steve Howe.
- E. PPY's announcement dated 1 November 2021 for the appointment of Ms Kerry Chikarovski.
- F. PPY's Appendix 3Z lodged on MAP on 16 December 2022 for Ms Kerry Chikarovski.
- G. 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.'*
- H. Listing rule 3.19B which states that:

'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.'

Based on the following it appears that PPY may have breached listing rules 3.19A and/or 3.19B. It also appears that PPY may have breached section 205G of the *Corporations Act 2001* (Cth):

- i. The Appendices 3Y at paragraphs A & B above indicate that a change in Mr Byrt's and Mr Rigano's notifiable interests occurred on 19 December 2017. It appears that the Appendices 3Y should have been lodged with ASX by 27 December 2017, as opposed to 4 January 2018.
- ii. As indicated at paragraphs C & E above, Mr Howe and Ms Chikarovski were appointed on 8 September 2020 and 1 November 2021 respectively. ASX cannot locate the relevant Appendices 3X, which should have been lodged with ASX by 15 September 2020 and 8 November 2021 respectively.
- iii. As indicated at paragraphs D & F above, Mr Howe and Ms Chikarovski ceased to be directors on 4 January 2021 and 25 November 2022 respectively. ASX cannot locate the relevant Appendix 3Z for Mr Howe, which should have been lodged with ASX by 11 January 2021. It is also noted that Appendix 3Z of Ms Chikarovski was lodged late on 16 December 2022.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

1. Please explain why the Appendices 3Y for Messrs Byrt and Rigano were lodged late.
2. Please identify when PPY released the relevant Appendices 3X for Mr Howe and Ms Chikarovski. If no Appendices 3X were lodged, please explain why not.
3. Please identify when PPY released the relevant Appendix 3Z for Mr Howe.
4. Please explain why Appendix 3Z for Ms Chikarovski was lodged late.
5. Please confirm that no other Appendices 3X, 3Y or 3Z are outstanding to date.
6. What arrangements does PPY 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?
7. If the current arrangements are inadequate or not being enforced, what additional steps does PPY intend to take to ensure compliance with Listing Rule 3.19B?
8. Pursuant to Listing Rule 18.8 (m), ASX will require PPY's Company Secretary to complete the ASX Listing Rules compliance course (<https://www2.asx.com.au/about/regulation/asx-compliance/listings-compliance/asx-listing-rules-compliance-course.html/>). Please provide proof of satisfactory completion of the course no later than 31 January 2023.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AEDT Friday, 23 December 2022**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, PPY's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require PPY to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in PPY's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in PPY's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to PPY's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that PPY's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours faithfully

Zufishan Anjum
Senior Adviser (Accounting), Listings Compliance