Pure Hydrogen

ASX Announcement

16 January 2023

ASX Limited
20 Bridge Street
Sydney NSW 2000

**Transmission via email: ListingsComplianceSydney@asx.com.au**

Dear Sirs

**Pure Hydrogen Corporation Limited ('PH2 or the Company'): Appendix 3Y – Change of Director's Interest Notice Query**

We refer to your letter of 12 January 2023 concerning the above matter. Pure Hydrogen responds to the ASX's letter as follows:

1. Please explain why the Appendices 3Ys was lodged late.

The Appendix 3Ys for Scott Brown and Lan Nguyen were lodged on 12 January 2022 after the Company and staff (including directors) returned from annual leave and the Christmas holiday period, during which the corporate office was closed. The unlisted options in Pure Hydrogen were issued by the share registry when the Company has closed its office so the usual process did not kick in. This oversight was identified upon the Company's return to work and the above Appendix 3Y's were lodged with the ASX immediately after that.

2. What arrangements does PH2 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?

Pure Hydrogen and its Directors are aware of their obligations under the ASX Listing Rules 3.19A and 3.19B to provide the necessary information to the Company to meet its disclosure requirements. The Company has a letter of appointment in place with each director which sets out requirements to notify the Company of changes in interests. Furthermore, the Company has appointed Mr Brendan Evans as Chief Financial Officer (see ASX announcement dated 9 January 2023) whose role will include monitoring ASX and Corporation Law compliance.

3. If the current arrangements are inadequate or not being enforced, what additional steps does PH2 intend to take to ensure compliance with Listing Rule 3.19B?

The Company considers the late lodgement as an isolated breach, and the Company believes that its current practices are adequate to ensure compliance with the ASX Listing Rules.

This announcement was authorised for release to the ASX by Mr Scott Brown of the Managing Director of Pure Hydrogen.

Yours sincerely

R Hollands

Ron Hollands - Company Secretary

12 January 2023

Reference: 66470

Mr Ron Hollands
Company Secretary
Pure Hydrogen Corporation Limited

By email: newhollandsservices@hotmail.com

Dear Mr Hollands

**Pure Hydrogen Corporation Limited ('PH2'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. PH2's Appendices 3Y lodged on the ASX Market Announcements Platform ('MAP') on 12 January 2023 for Mr Dang Lan Nguyen and Mr Scott Brown (the 'Notices');
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 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.'*

The Notices indicates that a change in Mr Nguyen's and Mr Brown's notifiable interest occurred on 23 December 2022. It appears that the Notices should have been lodged with ASX by 4 January 2023. Consequently, PH2 may have breached Listing Rules 3.19A and/or 3.19B.

**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 3Ys was lodged late.
2. What arrangements does PH2 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 PH2 intend to take to ensure compliance with Listing Rule 3.19B?

**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 **10:00 AM AEDT Tuesday, 17 January 2023**. 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, PH2'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 PH2 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 PH2'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 PH2's securities under Listing Rule 17.3.

**Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to PH2'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 PH2'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.

Kind regards

**Yushra Haniff**
Adviser, Listings Compliance