

21 February 2023

THOMSON RESOURCES LIMITED ('TMZ'): QUERY LETTER

Yulia Gurdina
ASX Limited
20 Bridge St
SYDNEY NSW 2000

Dear Yulia,

We refer to your email received on Friday 17 February 2023, in relation to a Cleansing Notice lodged with ASX on 7 February 2023, and the announcement of Assay Results on 8 February 2023.

We provide the following response to your queries:

1. Does TMZ consider the Assay Results to be material to TMZ?

No.

2. If the answer to question 1 is "no", please explain the basis for that view, commenting specifically on why TMZ lodged the Assay Results as market sensitive.

The announced assay results were from diamond drilling, and whilst were positive, were consistent with results from the 83 RC holes previously announced from the same drilling program.

The Assay Results announcement was marked as market sensitive in error.

3. N/A

4. Please confirm that TMZ is complying with the Listing Rules and, in particular, Listing Rule 3.1.

The Company continues to comply with all ASX Listing Rules, including Listing Rule 3.1.

5. Please confirm that TMZ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TMZ with delegated authority from the board to respond to ASX on disclosure matters.

This response has been authorised and approved by Board of TMZ.



Yours sincerely,



Richard Willson
Non-Executive Chairman
Thomson Resources Ltd





17 February 2023

Reference: ODIN68514

Mr Richard Willson
Company Secretary
Thomson Resources Limited
Level 1 80 Chandos Street
St Leonards NSW 2065

By email

Dear Mr Willson

Thomson Resources Limited ('TMZ'): Query Letter

ASX refers to the following:

- A. TMZ's cleansing notice (the '**Cleansing Notice**') released on the ASX Market Announcements Platform ('**MAP**') on 7 February 2023, which stated:

"... as at the date of this notice there is no information to be disclosed which is "excluded information" as defined in subsection 708A(7) and (8) of the Act that is reasonable for investors and their professional advisors to find in a disclosure document."

- B. TMZ's announcement titled 'New Outstanding Tin Results from Diamond Drilling at Bygoo' released on MAP on 8 February 2022, which disclosed numerous assay results (the '**Assay Results**'). ASX notes that TMZ submitted this announcement as 'market-sensitive' to ASX online.

- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

- D. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- E. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*

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- *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed.”*

Request for Information

Having regard to the above, ASX asks TMZ to respond separately to each of the following questions and requests for information:

1. Does TMZ consider the Assay Results to be material to TMZ?
2. If the answer to question 1 is “no”, please explain the basis for that view, commenting specifically on why TMZ lodged the Assay Results as market sensitive.
3. If the answer to question 1 is “yes”:
 - 3.1 Was TMZ aware of the Assay Results at the time it issued the Cleansing Notice?
 - 3.2 Please provide a timeline outlining the material events between the receipt of the Assay Results and their subsequent release on MAP.
4. Please confirm that TMZ is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that TMZ’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TMZ with delegated authority from the board to respond to ASX on disclosure matters.

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 **9:30 AM AEDT Wednesday, 22 February 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, TMZ’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 TMZ 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 TMZ'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 TMZ's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Regards

Yulia Gurdina
Senior Adviser, Listings Compliance