



1 June 2023

Angel He
ASX Listing Compliance
20 Bridge Street
Sydney NSW 2000

Dear Angel,

Native Mineral Resources Holdings Limited ('NMR'): Appendix 3Y – Change of Director's Notice

I refer to your letter dated 30 May 2023 regarding NMR's Appendix 3Y lodged on the ASX Market Announcements Platform on 29 May 2023 for Mr Blake Cannavo (the 'Notice') and provide responses for each of ASX's queries below.

1. Please explain why the Appendix 3Y was lodged late.

The Notice was lodged late due to administrative oversight whereby confirmation of the trades was not communicated to NMR in a timely manner to assess whether there were any changes in interest to warrant the lodgement of the Notice.

2. What arrangements does NMR 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?

NMR and its directors are aware of the responsibilities under the Listing Rules including Listing rules 3.19 A and 3.19 B. Arrangements to satisfy Listing Rule 3.19B are in place including an agreement with each director, tabling of the director Interest register at board meeting and policies to assist in complying with Listing Rules such as the Share Trading Policy. Directors are also reminded on a regular basis of their responsibilities under the Listing Rules.

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

NMR does not consider the current arrangements to be inadequate. However, NMR has reminded directors of their obligations under the Listing Rules and will take steps to consider additional alert services that provide notification of any trades or transfers held by directors.

Kind Regards,

Hasaka Martin
Company Secretary
On behalf of the Board of Directors



30 May 2023

Reference: 74980

Mr Hasaka Martin
Executive Director - Governance
Source Governance
Level 33
360 Collins Street
Melbourne VIC 3000

By email only.

Dear Mr Martin

Native Mineral Resources Holdings Limited ('NMR'): Appendix 3Y – Change of Director's Interest Notice

Query

ASX refers to the following:

1. NMR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 29 May 2023 for Mr Blake Cannavo (the 'Notice');
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 Notice indicates that a change in Mr Cannavo's notifiable interest occurred on 27 February 2023 and again on 1 March 2023. It appears that a Notice should have been lodged with ASX by latest 6 March 2023 and 8

March 2023. Consequently, NMR may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Cannavo may have breached section 205G of the *Corporations Act 2001* (Cth).

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 Appendix 3Y was lodged late.
2. What arrangements does NMR 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 NMR 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 **9 AM AEST Thursday, 1 June 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, NMR'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 NMR 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 NMR'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 NMR's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to NMR'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 NMR'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

ASX reserves the right to release all or any part 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 sincerely

Adviser

Angel He, Listings Compliance