



6 July 2023

Yulia Gurdina
Senior Adviser, Listings Compliance (Sydney)
20 Bridge Street, Sydney, NSW 2000

By email only

Dear Yulia,

Zeus Resources Limited – ASX Query

We refer to your letter dated 3 July 2023 requesting information from Zeus Resources Limited (the '**Company**') (ASX: ZEU) in respect of the purchase by Mr Colin Mackay of ZEU securities on-market on 3 and 9 March 2023 respectively (the '**Transactions**').

Please refer to our responses to the questions raised.

1. Noting the Transactions occurred within the two week period prior to the release of ZEU's half year results, please explain the basis for ZEU's apparent view that the Transactions were conducted in accordance with the Policy.

The Company acknowledges that the Transactions were not conducted strictly in accordance with the Policy. This was an inadvertent breach of the Policy by Mr Mackay.

2. Please provide a copy of Mr Mackay's notification to ZEU's chairman of his intention to trade (as required by section 11.2 of the Policy), and any subsequent approval given (not for release to market).

Mr Mackay did not formally notify the Company's chairman of his intention to trade or obtain any approval. This was an inadvertent breach of the Policy by Mr Mackay. Please refer to the response to question 3 for further information.

3. If the Transactions were not conducted in accordance with the Policy, please outline what disciplinary and remedial action ZEU intends to take in response to this breach.

Due to an oversight regarding the time of release of the Company's half year results, Mr Mackay did not comprehend that a blackout period was in place under the terms of the Policy. Accordingly, this was not a deliberate breach of the Policy by Mr Mackay.

The Company confirms that Mr Mackay has advised that he was not in the possession of any inside information at the time of the Transactions.

The Company further notes the following:

- (a) Mr Mackay only purchased a small amount of shares and options under the Transactions to round up his holdings;

- (b) The Company's share price traded lower for almost 2 months after the Transactions; and
- (c) Mr Mackay did not sell any securities under the Transactions and has not sold any securities in the Company since the Transactions.

The Company confirms that Mr Mackay has advised the Board of the breach and apologised for his oversight.

The Board is satisfied that Mr Mackay's actions were due to a genuine oversight and an honest mistake.

Mr Mackay has undertaken to fully comply with the Policy in respect of any transactions involving the Company's securities in the future.

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

The Company confirms that it is complying with the Listing Rules, and in particular, Listing Rule 3.1

- 5. Please confirm that ZEU's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board.

The Company confirms that its responses to these questions have been authorised and approved for release by the Board.

Yours faithfully



Jian Liu

Company Secretary



3 July 2023

Reference: ODIN75984

Mr Jian Liu
Company Secretary
Zeus Resources Limited
Level 12 225 George Street
SYDNEY NSW 2000

By email

Dear Mr Liu

Zeus Resources Limited ('ZEU'): Query Letter

ASX refers to the following:

- A. ZEU's Appendices 3Y lodged on the ASX Market Announcements Platform ('MAP') on 10 March 2023 & 13 March 2023, which disclosed that ZEU director, Mr Colin Mackay, acquired ZEU securities on-market on 3 and 9 March 2023 respectively (the '**Transactions**'). ASX observes that ZEU indicated that the Transactions were not conducted in a closed period.
- B. ZEU's Half Year Results, released on MAP on 15 March 2023.
- C. ZEU's Securities Trading Policy, published on its website¹ (the '**Policy**'), which provides (relevantly):

At section 10.1

"Blackout Period

(a) In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers, employees and contractors, must not trade in the Company's securities during the period:

(i) in the 2 weeks prior to the release of the Company's Quarterly Results or Half Year Results;"

At section 11.2

"Before trading, or giving instructions for trading or causing anyone to trade, in the Company's shares, a Director (other than the Chairman) must:

- (a) Notify the Chairman of the Director's intention to trade (or cause someone else to trade) in shares;*
- (b) confirm that the Director does not hold any inside information;*
- (c) have been advised by the Chairman that there is no known reason to preclude them from trading in the Company's shares as notified; and*
- (d) have complied with any condition on trading imposed by the Chairman (including, for example, any time limits applicable to the clearance)."*

¹ https://www.zeusresources.com/wp-content/uploads/2021/09/securitytrading_policy.pdf

Request for information

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

1. Noting the Transactions occurred within the two week period prior to the release of ZEU's half year results, please explain the basis for ZEU's apparent view that the Transactions were conducted in accordance with the Policy.
2. Please provide a copy of Mr Mackay's notification to ZEU's chairman of his intention to trade (as required by section 11.2 of the Policy), and any subsequent approval given (not for release to market).
3. If the Transactions were not conducted in accordance with the Policy, please outline what disciplinary and remedial action ZEU intends to take in response to this breach.
4. Please confirm that ZEU is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that ZEU'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 ZEU 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 **3:00 PM AEST on Thursday, 6 July 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, ZEU'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 ZEU 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.

Suspension

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

Listing Rules 3.1 and 3.1A

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

Although ASX does not currently intend to release a copy of this letter, your reply and any other related correspondence between us to the market, we nonetheless reserve the right to do so 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