

4 August 2023

Mr Inderprit Singh
Compliance Officer
Listings Compliance (Sydney)
ASX
20 Bridge Street
Sydney NSW 2000

Dear Mr Singh

Polymetals Resources Limited ('POL')-Query Letter-Reference 76804

Introduction

Polymetals Resources Limited (ASX: POL) (Company) refers to the ASX Query dated 1 August 2023 and advises as follows:

1. Clause 4.1 of the Company's Securities Trading Policy has been amended with the words "and 48 hours after" deleted from subclauses (a), (b) and (c). The Company's website contains the updated policy. The Company viewed this amendment as minor and not material and not requiring an ASX release. As discussed, the Company will issue an ASX Release with the revised trading policy.
2. Clause 5.1-The Designated persons proposing to trade in the Company's Securities have previously been advising the Chairman and/or Company Secretary of their intention verbally and obtaining confirmation that the proposed trade is not in a Prohibited period. The Company only recently formed a separate Audit and Risk Committee. The Company Secretary has also issued (with the Board Chairmans knowledge) several e-mails advising all staff when Prohibited Periods exist to all employees.

Request for Information

Given the above, the Company advises as follows in relation to the specific requests for information in the ASX Letter:

1. Please refer to 1 above. The Trades in question complied with the revised policy.
2. Please refer to 2 above.
3. See Request for Information point 2 above.
4. 4.1 See Request for Information point 1 above.
4.2 The Company has issued an e-mail to all employees confirming the requirements of Clause 5.1 of Polymetals Securities Trading Policy and ensuring that written, not verbal, approvals are made and responded to in future.
5. POL confirms it is complying with the Listing Rules and in particular Listing Rule 3.1.
6. POL confirms that this response has been authorised by the Board of Polymetals Resources Ltd.

ASX Announcement

ASX: **POL**



Please contact me should you require further information.

Yours faithfully

A handwritten signature in grey ink, appearing to read "J Haley".

John Haley– Company Secretary
Polymetals Resources Ltd



1 August 2023

Reference: 76804

Mr John Haley
Company Secretary
Polymetals Resources Ltd
Suite 6, Level 5
189 Kent Street
SYDNEY NSW AU 2000

By email

Dear Mr Haley

Polymetals Resources Ltd ('POL'): Query Letter

ASX refers to the following:

- A. POL's Quarterly Activities Report for the quarter ended 30 June 2023 (the '**Quarterly Report**') released on the ASX Market Announcements Platform ('**MAP**') on 19 July 2023.
- B. POL's Appendices 3Y released on MAP on 21 July 2023, which disclosed that POL's directors, Alistair Heatley Barton and David William Sproule, acquired POL securities on-market on 19 and 20 July 2023, respectively (the '**Transactions**').
- C. POL's Securities Trading Policy, released on MAP on 25 June 2021 and published on its website¹ (the '**Policy**'), which provides (relevantly):

"4.1 Prohibited Periods

*Subject to the provisions of this Policy, Designated Personnel must not buy and sell the Securities during the following periods (**Prohibited Periods**):*

- (a) two weeks prior to, and 48 hours after, the release to ASX of the Company's half yearly results;*
- (b) two weeks prior to, and 48 hours after, the release to ASX of the Company's annual results;*
- (c) two weeks prior to, and 48 hours after, the release of the Company's quarterly reports (if applicable);*
- and*
- (d) any other period determined by the Board.*

The Board may at its discretion vary this rule in relation to a particular Prohibited Period by general announcement to all Designated Personnel either before or during the Prohibited Periods. However, if a Designated Person is in possession of inside information, he or she must not deal in the Securities whilst he or she is in possession of such information."

...

"5.1 Notification of proposed trade in the Securities

Where a Designated Person, who believes that trading is permitted under this Policy, proposes to deal in the Securities, they must first provide:

¹ <https://polymetals.com/wp-content/uploads/2023/07/Polymetals-Resources-Ltd-Securities-Trading-Policy.pdf>

(a) written notice of their intention to trade to the Relevant Officer (being the Chairperson of the Board or, in the case of an application from the Chairperson, the Chair of the Audit and Risk Committee) and the Company Secretary; and

(b) confirmation that they are not in possession of any inside information.

No dealing may be undertaken before the Designated Person receives written clearance from the Relevant Officer. If the Designated Person receives written clearance for their proposed dealing, that dealing must be completed within 7 days from the date of the clearance, unless it specifies otherwise."

Request for information

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

1. Noting the Transactions occurred within 48 hours after the release of the Quarterly Report, is POL of the view that the Transactions were conducted in accordance with the Policy? If so, please explain the basis for that view.
2. Please provide a copy of Mr Barton's notification to POL's Chairman and the Company Secretary of his intention to trade (as required by section 5.1 of the Policy), and any subsequent approval given (not for release to the market).
3. Please provide a copy of Mr Sproule's notification to POL's Chair of the Audit and Risk Committee and the Company Secretary of his intention to trade (as required by section 5.1 of the Policy), and any subsequent approval given (not for release to the market).
4. If the Transactions were not conducted in accordance with the Policy:
 - 4.1 please explain why the Appendices 3Y both stated in Part 3 that no interests in POL's securities were traded during a closed period; and
 - 4.2 please outline any disciplinary and/or remedial action POL intends to take in response to this breach.
5. Please confirm that POL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that POL's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of POL 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 **9:00AM AEST on Friday, 4 August 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, POL'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 POL 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 POL'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 POL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Kind regards

Inderprit Singh
Compliance Officer, Listings Compliance