

3 November 2023

ASX Compliance Pty Limited
Exchange Centre,
105/20 Bridge St,
Sydney NSW 2000

Attention: Ms Yulia Gurdina
Manager, Listings Compliance (Sydney)

Dear Yulia,

RESPONSE TO QUERY

I refer to your letter dated 31 October 2023. In response, the Company advises as follows:

1. The Directors are aware of their responsibilities under Listing Rule 3.19A, however the delay in lodgement was due administrative oversight brought about by the resignation of two directors and company secretary and their subsequent replacement.
2. Directors have letters of appointment that includes their disclosure obligations under Listing Rule 3.19A.
3. With the appointment of new Company Secretary and letters of appointment, no additional steps are required.

Yours sincerely

Kevin Lynn
Director / Company Secretary





31 October 2023

Reference: 83302

Mr Kevin Lynn
Company Secretary
Thomson Resources Limited
Level 1 80 Chandos Street
ST LEONARDS NSW 2065

By email

Dear Mr Lynn

Thomson Resources Limited ('TMZ'): Appendix 3X – Initial Director's Interest Notice Query

ASX refers to the following:

1. TMZ's Appendix 3X lodged on the ASX Market Announcements Platform ('MAP') on 30 October 2023 for Mr Lynn (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.'

As the Notice indicated that Mr Lynn was appointed on 13 October 2023, it appears that the Notice should have been lodged with ASX by 20 October 2023. As the Notice was lodged on 30 October 2023, it appears that

TMZ may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Lynn 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 3X was lodged late.
2. What arrangements does TMZ 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 TMZ 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 **9:00 AM AEDT on Friday, 3 November 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.

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

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