

20 November 2023

Ms Yulia Gurdina
Senior Adviser, Listing Compliance
Via email: ListingsComplianceSydney@asx.com.au

Dear Ms Gurdina,

Ioneer Limited (the "Company"): Appendices 3Y (Change of Director's Interest Notice) – 14 November 2023

We refer to your letter dated 16 November 2023 regarding the above and respond as follows:

1. Please explain why the Appendices 3Y were lodged late.

The Appendices 3Y were lodged late due to an internal administrative oversight. As soon as the oversight was identified, the documents were prepared and lodged with ASX.

The Company confirms that it is aware of and understands its obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules, in particular the obligations under ASX Listing Rules 3.19A and 3.19B.

2. What arrangements does the Company 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?

The Company considers that it has the necessary reporting and notification policies in place to ensure compliance by the Company with its disclosure obligations under Listing Rule 3.19A. In addition, the Company has adopted Corporate Governance Policies which include a Securities Trading Policy.

Each of the Directors are aware of the obligations under the ASX Listing Rules that require the Company to notify the ASX of any change in the notifiable interests of the Director in the Company within 5 business days after the change occurs.

The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required to be notified by the Company to the ASX under ASX Listing Rule 3.19A after any change in the notifiable interests of the Director.

3. If the current arrangements are inadequate or not being enforced, what additional step(s) does the Company intend to take to ensure compliance with Listing Rule 3.19B?

The Company considers its current arrangements are adequate for ensuring the notification to the ASX of any changes in notifiable interests of the Directors within the time period allowed by Listing Rule 3.19A. The late lodgement was an isolated incident.

Yours sincerely



Ian Bucknell
Chief Financial Officer & Company Secretary



16 November 2023

Reference: ODIN84861

Mr Ian Bucknell
Company Secretary
Ioneer Ltd
Suite16.01, 213 Miller Street
NORTH SYDNEY NSW 2060

By email

Dear Mr Bucknell

Ioneer Ltd ('INR'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. INR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 14 November 2023 for Mr Alan John Bruce Davies, Mr James Derrick Calaway, Mr Stephen Gardiner, Ms Margaret R. Walker, and Ms Rose E. McKinney-James (the 'Notice').
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

...

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. 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 Davies's, Mr Calaway's, Mr Gardiner's, Ms Walker's, and Ms McKinney-James's notifiable interest occurred on 3 November 2023. It appears that the Notice should have been lodged with ASX by 10 November 2023. Consequently, INR may have breached Listing Rules 3.19A and/or 3.19B.

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 Appendices 3Y were lodged late.
2. What arrangements does INR 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?

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3. If the current arrangements are inadequate or not being enforced, what additional steps does INR 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 Tuesday, 21 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, INR'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 INR 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 INR'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 INR's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Regards

Yulia Gurdina

Senior Adviser, Listings Compliance