

13 October 2014

ASX Compliance Pty Limited  
Level 40 Central Park  
152 – 158 St Georges Terrace  
PERTH WA 6000

Attn: Adam Russo  
Adviser, Listings Compliance (Perth)

Dear Mr. Russo

**Re: OGL Resources Limited (the “Company”) Appendix 3X – Initial Directors Interest Notices.**

We refer to your letter dated 8 October 2014 (copy attached).

In response to your request I have listed the questions (provided by ASX) and answers (provided by the Company) below.

1. Please explain why the Appendices were lodged late?

In relation to the Appendices relating to Messrs Martin and In, the Company, at that time did not have appropriate corporate secretarial coverage and the Directors had been of the view that all requisite documentation had been lodged with the appropriate authorities.

In relation to the Appendices relating to Ms Zhang and Mr Kelly the lodgement of the Appendix 3X had been an oversight and was not identified until a review of all disclosures was undertaken by the undersigned.

2. What arrangements does the Company have in place with its Directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company is committed to compliance with the ASX Listing Rules, including Rules 3.19A and 3.19B. Under letters of appointment each Director is now obliged to provide information to the Company regarding securities they hold and/or control and any changes to those holdings and/or control. In addition, The Company's share trading policy will require Directors to first notify the Chairman and Company Secretary prior to dealing in the Company's securities so as to inform the Company there may be a change of Director holding in a security.

These arrangements will be reinforced prior to the commencement of a board meeting.

3. If the current arrangements are inadequate or not being enforced what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

To the best of the Company's knowledge, all previous disclosure obligations have been met within the required timeframe and the Company is of the view this is an isolated incident.

The Company does not view its revised arrangements as inadequate. The Company will ensure that any appointment of any new Director provides acknowledgment by that Director confirming they have reviewed, understand and will comply with the Company's internal corporate governance processes.

Yours sincerely



Richard Holstein  
Company Secretary



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8 October 2014

Mr Richard Holstein  
Company Secretary  
OGL Resources Limited

By Email: [RHolstein@centricminerals.com](mailto:RHolstein@centricminerals.com)

Dear Richard

**OGL Resources Limited (the "Company") Appendix 3X – Initial Director's Interest Notices.**

We refer to the following:

1. The announcement lodged by the Company with ASX Limited ("ASX") on 3 October 2014 confirming the appointment of Ms Lucy Zhang as a director of the Company effective 23 July 2014.
2. The announcement lodged by the Company with ASX on 3 October 2014 confirming the appointment of Mr Matthew Kelly as a director of the Company effective 23 July 2014.
3. The announcement lodged by the Company with ASX on 3 October 2014 confirming the appointment of Mr Walter Martin as a director of the Company effective 20 June 2014.
4. The announcement lodged by the Company with ASX on 3 October 2014 confirming the appointment of Mr Charlie In as a director of the Company effective 9 May 2014.
5. 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). 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.

Listing rule 3.19B which states as follows.

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 3.19A. The entity must enforce the arrangements with the director.

6. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendices edged by the Company indicated that the directors, Ms Lucy Zhang, Mr Matthew Kelly, Mr Walter Martin and Mr Charlie In were appointed on 23 July 2014 (Ms Zhang and Mr Kelly), 20 June 2014 and 9 May 2014 respectively it appears that these Appendix 3X notices should have been lodged with ASX by 30 July 2014, 27 June 2014 and 16 May 2014 respectively. As the Appendices were lodged on 3 October 2014, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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", we ask that you answer each of the following questions:

1. Please explain why the Appendices were lodged late?
2. What arrangements does the Company have in place 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to [adam.russo@asx.com.au](mailto:adam.russo@asx.com.au) or facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible (i.e. before 12.00pm W.S.T.) on **Monday 13 October 2014**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,

*[sent electronically without signature]*

**Adam Russo**  
**Adviser, Listings Compliance (Perth)**