

CHAMPION IRON

14 March 2022

Mr Ben Tippett
ASX Compliance Pty Ltd
Adviser, Listings Compliance (Perth)
BY EMAIL: ben.tippett@asx.com.au

Dear Mr Tippett

Champion Iron Limited (the Company): Lodgement of Appendices 3Y

I refer to your letter dated 11 March 2022 in relation to the three Appendices 3Y for Mr Wayne Wouters, Ms Michelle Cormier and Mr David Cataford (the **Notices**). On behalf of the Company, I respond to your requests for information as follows:

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

The Notices were lodged late due to an inadvertent oversight as a small number of equity securities were automatically issued to directors under the Company's incentive plan in connection with its inaugural dividend which was paid on 1 March 2022.

2. What arrangements does CIA 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 has entered into deeds with its directors which require them to provide notification and information regarding their notifiable interests and any changes in those notifiable interests. Additionally, the Company maintains a Continuous Disclosure Policy which details the processes and procedures to ensure that it complies with its continuous disclosure obligations under the ASX Listing Rules. The Continuous Disclosure Policy is set out in the Company's Corporate Governance Statement which is available on the Company's website.

3. If the current arrangements are inadequate or not being enforced, what additional steps does CIA intend to take to ensure compliance with Listing Rule 3.19B?

The Company has promptly identified and addressed the internal oversight of the delayed Notices of the change in the notifiable interests of each of Wayne Wouters, Ms Michelle Cormier and Mr David Cataford on 1 March 2022. The Company considers the late lodgement of the Notices to be an isolated incident. It regularly monitors the holdings of all its directors, considers the current arrangements to be adequate in ensuring compliance with Listing Rule 3.19B.

Yours Sincerely,

A handwritten signature in black ink, appearing to read 'Pradip Devalia', written in a cursive style.

Pradip Devalia
Company Secretary – Australia



11 March 2022

Mr Pradip Devalia
Company Secretary
Champion Iron Limited
91 Evans Street
Rozelle NSW 2039

By email

Dear Mr Devalia

Champion Iron Limited ('CIA'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. The three Appendices 3Y lodged by CIA Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') for:

- 1.1 Mr Wayne Wouters,, on 10 March 2022;
- 1.2 Ms Michelle Cormier, on 11 March 2022; and
- 1.3 Mr David Cataford, on 11 March 2022,

(together, the 'Notices');

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.'

The Notice indicates that a change in each of Mr Wouters's, Ms Cormier's, and Mr Cataford's notifiable interests occurred on 1 March 2022. It appears that the Notices should each have been lodged with ASX by 8 March 2022. Consequently, CIA 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 was lodged late.
2. What arrangements does CIA 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 CIA 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 **10.00am AEDT Monday, 14 March 2022**. 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, CIA'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 CIA to request a trading halt immediately.

Your response should be sent to me by e-mail at ben.tippett@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 CIA'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 CIA's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

We reserve the right to release a copy 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.

Yours faithfully

Ben Tippett
Listings Compliance (Perth)