

31 May 2022

Elizabeth Harris
Australian Securities Exchange
Level 40 Central Park
152-158 St Georges Terrace
Perth WA 6000

By E-Mail: ListingsCompliancePerth@asx.com.au

Dear Elizabeth,

Cyclone Metals Ltd (ASX: CLE) – Appendix 3Y Query

Further to your request for information in your letter dated 27 May 2022 in relation to the Appendix 3Y lodged by Cyclone Metals Limited ASX: CLE) (**Cyclone** or **the Company**) on the ASX Announcement platform on 23 May 2022, I provide the following responses to your queries:

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

The change in the Director's notifiable interests had not been disclosed within 5 business days via Appendix 3Y, due to an administrative oversight. The Company took immediate steps to address this oversight on realization that the Appendix 3Y had not been lodged within the prescribed period.

The subject of this query relates to changes in Will Scott's notifiable interests which occurred on 11 January 2022. The transaction involved the transfer of 20,000,000 fully paid shares from Will Scott to Warrambu Pty Ltd <The WJS Super A/C>, an entity in which Mr Scott has a relevant interest. The change did not involve any on-market transactions.

2. What arrangement does CLE 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 arrangements in place with its Directors that require the Directors to notify the Company of share transactions within 3 business days of such a transaction. The Company's formal Securities Trading Policy is available at its website at: <https://cyclonemetals.com/wp-content/uploads/2021/10/210921-Securities-Trading-Policy.pdf>. The notices were lodged immediately upon the oversight being identified.

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

The Board believes that the current reporting arrangements are sufficient and ensure Directors are aware of their obligations to disclose all the information required by the Company to give ASX completed Appendix 3Y within the time period allowed by listing rules 3.19A and 3.19B.

Regards,

Melissa Chapman
Cyclone Metals Limited
Company Secretary



27 May 2022

Reference: 53125

Ms Melissa Chapman
Company Secretary
Cyclone Metals Limited

By email: mel@bellatrixcorp.com.au

Dear Ms Chapman

Cyclone Metal Limited ('CLE'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. CLE's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 23 May 2022 for Mr Will Scott (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.'

The Notice indicates that a change in Mr Scott's notifiable interest occurred on 11 January 2022. It appears that the Notice should have been lodged with ASX by 18 January 2022. Consequently, CLE may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Scott 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 3Y was lodged late.
2. What arrangements does CLE 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 CLE 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 **3:00PM AWST Wednesday, 1 June 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, CLE'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 CLE to request a trading halt immediately.

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

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to CLE'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 CLE'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 sincerely

Elizabeth Harris
Manager, Listings Compliance (Perth)