

18 May 2023

Ms Scarlett de Lavaine
Adviser – Listing Compliance (Perth)
Australian Securities Exchange Ltd
Level 40, Central Park,
152-158 St Georges Terrace,
Perth WA 6000

Via email: ListingsCompliancePerth@asx.com.au

Dear Ms de Lavaine

Response to ASX Aware Letter

We refer to your letter dated 16 May 2023 (“ASX Aware Letter”) in relation to Battery Age Minerals Ltd’s (“BM8”) announcement entitled “Falcon Lake Drilling Commencement Update” lodged on the ASX Market Announcements Platform on Friday, 12 May 2023 (“Announcement”). Unless defined below, terms defined in the ASX Aware Letter have the same meaning in this letter.

BM8 response to each of your queries as follows.

1. Does BM8 consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes, BM8 considers information in the Announcement to be material, the material information is as follows:

“As such while Battery Age holds all statutory approvals [to commence drilling], it feels it is of utmost importance to respect the wishes of our First Nation Community and finalise the Early Exploration Agreement prior to commencement of works. It is anticipated this will be finalised in the coming weeks.”

2. If the answer to question 1 is “no”:

2.1 please explain the basis for that view, commenting specifically on the impact the Information has on BM8’s operations.

Not applicable.

2.2 please explain why BM8 lodged the Announcement as ‘market-sensitive’.

Not applicable.

3. When did BM8 receive the letter from Whitesand First Nation?

BM8’s Chief Executive Officer (“CEO”) received the letter from Whitesand First Nation (“Whitesand FN”) via email at 9.22pm AWST on Thursday, 11 May 2023.

The letter was addressed to BM8, purported to terminate and reassess:

“its [Whitesand FN’s] agreements with all companies and entities that have activities or potential mining, forestry or other industrial projects in the Whitesand FN Homelands.”

BM8 did not have any formal agreements in place with the Whitesand FN group, but has a history of respect of collaborative engagement with the Whitesand First Nation group.

Accordingly, the CEO rang the Whitesand FN representative at approximately 9:35pm AWST Thursday, 11 May 2023 to clarify the content of the letter and how it applied to BM8, given that BM8 was in the process of finalising an agreement (“Early Exploration Agreement”) with Whitesand FN. A meeting was organised for 3am AWST Friday, 12 May 2023 to discuss the letter.

Discussions were held at approximately 3am AWST on Friday, 12 May 2023 with the Whitesand FN representative. The Company asked for a number of items to be clarified, particularly so BM8 could gauge to what extent the letter may impact upon its proposed drilling campaign.

Correspondence between the parties continued on a confidential basis until circa 8.15am AWST on Friday, 12 May 2023, during which time Whitesand FN expressed its desire to continue working collaboratively with BM8 to finalise an Early Exploration Agreement.

The CEO raised the matter with the majority of the board (“Board”) and senior management of BM8. The Board considered the letter, the correspondence with Whitesand FN and BM8’s proposed work program.

On balance, the board considered that:

- while BM8 holds all statutory approvals required to commence drilling, an Early Exploration Agreement provides a social license to operate;
- that BM8 is continuing to negotiate an Early Exploration Agreement, which it intends to finalise prior to commencing works; and
- the letter and following correspondence had the potential to delay the entry of an Early Exploration Agreement with the Whitesand FN.

The Board, in turn considered that the above may impact the commencement of BM8’s proposed work program. This conclusion was reached during the morning of Friday, 12 May 2023. Upon reaching this conclusion, the Chairman of BM8 authorised the release of the announcement. BM8 immediately released the announcement, which was sent to ASX and released at 10:15am WST, 12 May 2023.

4. When did BM8 management hold discussions with the Whitesand representatives?

Please refer to answer to question 3 above.

5. If the answer to question 1 is “yes” and BM8 first became aware of the Information before the relevant date, did BM8 make any announcement prior to the relevant date which disclosed the Information? If so, please provide details. If not, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe BM8 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BM8 took to ensure that the information was released promptly and without delay.

Between market open on Friday, 12 May 2023 and 10:15am WST, BM8 considered that the relevant information (being the potential delay to BM8's proposed drilling campaign) to be incomplete and confidential.

6. Please confirm that BM8 is complying with the Listing Rules and, in particular, Listing Rule 3.1.

BM8 confirms that it is in compliance with the Listing Rules, including Listing Rule 3.1.

7. Please confirm that BM8's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BM8 with delegated authority from the board to respond to ASX on disclosure matters.

BM8 confirms that the responses provided in this letter have been authorised and approved by the BM8 board.

Yours faithfully

Robert Martin
Non-Executive Chair
Battery Age Minerals Limited



16 May 2023

Reference: 74387

Mr Harry Spindler
Company Secretary
Battery Age Minerals Ltd
Level 50, 108 St Georges Tce
Perth WA 6000

By email: harry.spindler@pathfinderresources.com.au

Dear Mr Spindler

Battery Age Minerals Ltd ('BM8'): Aware Query

ASX refers to the following:

- A. BM8's announcement titled "Falcon Lake Drilling Commencement Update", released on the ASX Market Announcements Platform ('MAP') on 12 May 2023 (the '**Announcement**'), which stated the following:

"Battery Age Minerals Ltd (ASX: BM8; "Battery Age" or "the Company") wishes to advise it has received a letter from Whitesand First Nation which has the following:

"Whitesand FN advises your company that it is terminating and reassessing its existing agreements with all companies and entities that have activities or potential mining, forestry or other industrial projects in the Whitesand FN Homelands."

Battery Age wishes to clarify that while it currently does not have any formal agreement in place with Whitesand First Nation with respect to exploration it had been well advanced in the negotiation of an Early Exploration Agreement.

Following receipt of this letter, Battery Age management have held very positive discussions with Whitesand representatives. Whitesand have guided Company management that they are now waiting on various revised Exploration Agreements for all stages of exploration which will provide protection to the Whitesand community regarding consultation along the various exploration stages."

(the '**Information**')

ASX notes that the Announcement was indicated by BM8 to be 'market-sensitive' when it was submitted to ASX Online.

- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

“3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following 5 situations applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed.”

E. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks BM8 to respond separately to each of the following questions and requests for information:

1. Does BM8 consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”:
 - 2.1 please explain the basis for that view, commenting specifically on the impact the Information has on BM8’s operations.
 - 2.2 please explain why BM8 lodged the Announcement as ‘market-sensitive’.
3. When did BM8 receive the letter from Whitesand First Nation?
4. When did BM8 management hold discussions with the Whitesand representatives?
5. If the answer to question 1 is “yes” and BM8 first became aware of the Information before the relevant date, did BM8 make any announcement prior to the relevant date which disclosed the Information? If so, please provide details. If not, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe BM8 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BM8 took to ensure that the information was released promptly and without delay.
6. Please confirm that BM8 is complying with the Listing Rules and, in particular, Listing Rule 3.1.
7. Please confirm that BM8’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BM8 with delegated authority from the board to respond to ASX on disclosure matters.

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 **11:00 AM AWST Friday, 19 May 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, BM8'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 BM8 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 BM8'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 BM8's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to BM8'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 BM8'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

Scarlette de Lavaine
Adviser, Listings Compliance