

1 September 2023



Ms Shannon Nicholson
Principal Advisor ASX
Level 40 Central Park, 152-158 St Georges Tce
Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au

Dear Ms Nicholson

Nico Resources Limited ('NC1'): Security Trading Policy Query

We refer to your letter dated 29 August 2023 and respond to your questions as follows:

- 1. *Noting that the Transactions do not appear to have occurred within a prescribed Trading Window (in this case being six weeks after the release of NC1's half-yearly report on MAP), is NC1 of the view that each of the Transactions were conducted in accordance with the Trading Policy?***

The Company operates an advanced notification and approval request process to ensure that trading does not occur with insider advantage or outside of prescribed Trading Windows unless authorised.

The Company confirms that all the Transactions were conducted in accordance with NC1's Trading Policy and all the Transactions were undertaken with approval under the prescribed approval request process.

- 2. *If one or more of the transactions complied with the trading Policy:***

2.1 *Please explain the basis for that view.*

As mentioned above all the Directors sought permission to purchase shares during the period and were given permission in line with Nico Resources' Trading Policy. None of the Transactions undertaken by the Director's were in a black-out period.

2.2 *Please provide a copy of the notification provided to restricted persons that the trading window had opened (if applicable), as required by clause 4.2 of the trading Policy (not for release to the Market) as required by clause 4.2 of the trading Polic (not for release to the market).*

See attached emails allowing trading and relevant correspondence (not for market release).

2.3 *Please provide a copy of the written notices of intention to trade for each of the Transactions, as required by section 5.1 of the trading Policy (not for release to the market).*

Please find attached requests from Mr Peter Cook, Mr Jonathan Shellabear and Mr Rod Corps to purchase shares in NC1 (not for market release).

- 2. *If any of the Transactions resulted in a breach of the Trading Policy, please outline that disciplinary and remedial action NC1 intends to take in response to each breach. In answering this question, please comment specifically on the steps taken by NC1 since the Prior Query Response and explain why NC1 was not in a position to prevent these breaches.***

The Company is of the opinion that none of the Transactions resulted in a breach of the Trading Policy.

The Company has requested all Directors familiarise themselves with the Trading Policy since the prior query and subsequent response. The Trading Policy is discussed at every board meeting held and noted in the minutes.

Nico Resources Limited
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ABN 80 649 817 425

Nicoresources.com.au
T: +61 (08) 9481 0389
E: info@nicoresources.com.au

Principle Business address

Level 6, 190 St Goerges Tce Perth WA 6000

Registered address

Level 8, 216 St Georges Tce Perth WA 6000

The new Chairman instigated an 'advanced notification and approval process request form' to be completed as a stop-check measure before Directors and Executives complete any trading in the Company's securities.

The Company has been in compliance with these protocols.

3. Were Messrs Shellabear, Cook or Corps aware of any material information concerning NC1 which had not been disclosed to market at the time they undertook their respective Transactions?

Messrs Shellabear, Cook and Corps were not aware of any material information concerning NC1 which had not been disclosed to the market at the time they undertook their respective Transactions.

4. Please confirm that NC1 is complying with the Listing Rules and, in particular, Listing rule 3.1.

We confirm that we are complying with the Listing Rules, in particular Listing Rule 3.1.

5. Please confirm that NC1'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 NC1 with delegated authority from the board to respond to ASX on disclosure matters.

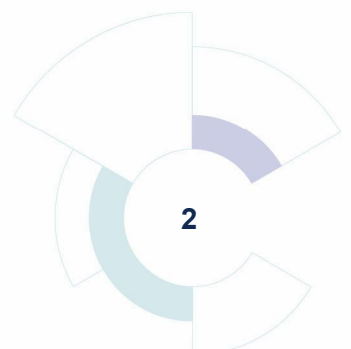
The Company confirms that the Company's Board of Directors have approved this letter and the responses to ASX in this letter.

This letter has been approved and authorised by the Board of Nico Resources Limited for release to ASX.

Your faithfully



Amanda Burgess
Company Secretary





29 August 2023

Reference: 78672

Ms Amanda Burgess
Company Secretary
NiCo Resources Limited

By email: amanda.burgess@nicoresources.com.au

Dear Ms Burgess

NiCo Resources Limited ('NC1'): Securities Trading Policy Query

ASX refers to the following:

- A. The Appendices 3Y lodged by NC1 and released on the ASX Market Announcements Platform ('MAP') on the following dates, which all stated that the interests in the relevant securities were not traded during a closed period.
- i. On 3 May 2023, which disclosed that NC1's Managing Director and CEO, Mr Jonathan Shellabear, acquired an interest in 200,000 NC1 fully paid ordinary shares on-market on 2 May 2023.
 - ii. On 3 May 2023, which disclosed that NC1's Non-Executive Chairman, Mr Peter Cook, acquired an interest in 300,000 NC1 fully paid ordinary shares on-market on 2 May 2023.
 - iii. On 8 June 2023, which disclosed that Mr Shellabear acquired an interest in 100,000 NC1 fully paid ordinary shares on-market on 6 June 2023.
 - iv. On 10 August 2023, which disclosed that NC1 director, Mr Rod Corps, acquired an interest in 134,857 NC1 fully paid ordinary shares on-market on 9 August 2023.
 - v. On 11 August 2023, which disclosed that Mr Corps acquired an interest in 41,563 NC1 fully paid ordinary shares on-market on 10 August 2023.
 - vi. On 16 August 2023, which disclosed that Mr Corps acquired an interest in 46,403 NC1 fully paid ordinary shares on-market on 15 August 2023.
 - vii. On 18 August 2023, which disclosed that Mr Shellabear acquired an interest in 150,000 NC1 fully paid ordinary shares on-market on 17 August 2023.
 - viii. On 18 August 2023, which disclosed that Mr Corps acquired an interest in 435,547 NC1 fully paid ordinary shares on-market on 18 August 2023.
 - ix. On 21 August 2023, which disclosed that Mr Cook acquired an interest in 500,000 NC1 fully paid ordinary shares on-market on 21 August 2023.
 - x. On 25 August 2023, which disclosed that Mr Shellabear acquired an interest in 41,445 NC1 fully paid ordinary shares on-market on 21 August 2023.
 - xi. On 29 August 2023, which disclosed that Mr Corps acquired an interest in 285,000 NC1 fully paid ordinary shares on-market on 28 August 2023.

Together, the trading described in these Appendices 3Y is referred to as the 'Transactions'.

- B. 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.'*

C. 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.'

D. NC1's securities trading policy, released on MAP on 17 January 2022 (the 'Trading Policy'), which states (relevantly, emphasis original):

In clause 2

*"**Prohibited Trading Period** means any time other than during a Trading Window and any additional period from time to time when the Chair or Board impose a prohibition on Trading."*

*"**Restricted Persons** means:*

a) All directors and officers of the Company;..."

*"**Trading Window** means any period specified in clause 4.2."*

In clause 4.1

"All Trading in Securities by Restricted Persons must be in accordance with this Policy and generally will only be permitted during Trading Windows and must not occur during any Prohibited Trading Period.

No Trading in Securities may occur outside of Trading Windows without the prior written permission of the Chair (or an officer of the Company designated by the Chair), unless an exception in clause 4.4 applies. Permission to sell (but not purchase) Securities will ordinarily only be granted in Exceptional Circumstances and only in the event that the person involved is not in possession of inside information affecting Securities. Requests for permission should generally be made through the Company Secretary."

In clause 4.2

"The Trading Windows during which Restricted Persons will be permitted to Trade Securities will be notified by the Company Secretary. These will generally be open at the following times:

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- (a) for a period of six weeks commencing on the trading day following the public release by the Company of its preliminary annual and half year results to the ASX;
 - (b) for a period commencing on the trading day following lodgement of the Company's Annual Report with the ASX and continuing for up to one month after the holding of the Company's Annual General Meeting;
 - (c) during the offer period (for so long as it remains open) under any publicly available prospectus, cleansing notice or other disclosure document issued by the Company offering Securities; and
 - (d) at any other time as the Board may permit.

All other employees, contractors and associates may trade in the Securities at any time, provided they do not have any inside information.

Notwithstanding the time periods described above, the Company may declare a Trading Window closed at any time at its absolute discretion and without prior notice.

For example, this could occur where directors of the Company believe that certain Employees or Restricted Persons may hold inside information relating to the Company.

Trading Windows will not automatically be opened at the times described above. Details of when a Trading Window is opened or closed and any Prohibited Trading Periods will be notified by email to Restricted Persons."

In clause 5.1

"When permitted to Trade in accordance with this Policy, all Restricted Persons must give at least two trading days' (or such shorter period approved by the Chair) prior written notice of any proposed Trading in Securities and confirm that they do not possess any inside information:

- (a) in the case of Senior Executives (other than the Chief Executive Officer), to the Chair and Company Secretary;
- (b) in the case of the Chief Executive Officer, to the Chair and Company Secretary (in circumstances where the Chair is an independent director) or otherwise to the Board and Company Secretary;
- (c) in the case of a Director of the Company, to the Chair and Company Secretary;
- (d) in the case of the Chair, the Board and Company Secretary, (each a **Notification Officer**).

If the relevant Notification Officer objects to the proposed Trade, they must immediately notify the relevant Director or Senior Executive that the Trade must not proceed and must advise the Directors (who may overrule the decision if they think appropriate)."

E. Listing Rules 12.9 and 12.12 which require the following:

- 12.9 An entity must have a +trading policy that complies with the requirements of ASX Listing Rule 12.12. An entity must give its +trading policy to the +market announcements office for release to the market.
- 12.12 At a minimum, an entity's +trading policy must include the following information:
 - 12.12.1 The entity's +closed periods.
 - 12.12.2 The restrictions on trading that apply to the entity's +key management personnel.
 - 12.12.3 Any trading which is not subject to the entity's +trading policy.

12.12.4 Any exceptional circumstances in which the entity's +key management personnel may be permitted to trade during a +prohibited period with prior written clearance.

12.12.5 The procedures for obtaining prior written clearance for trading under rule 12.12.4.

F. Guidance Note 27: Trading Policies, which states:

"Implicit in the requirement for an entity to have a trading policy is that it should also have appropriate measures to ensure that its KMP are aware of, and understand, their obligations under the policy and to monitor and enforce compliance with the policy. For it not to do so would be a failure to comply with its obligation under Listing Rule 19.2 to honour the spirit, intention and purpose of the Listing Rules."

G. NC1's response to ASX's query letter dated 26 July 2022 surrounding prior breaches of the Trading Policy, released on MAP on 29 July 2022 (the 'Prior Query Response').

Request for information

Under Listing Rule 18.7, we ask that you answer each of the following questions and requests for information having regard to the above, Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*:

1. Noting that the Transactions do not appear to have occurred within a prescribed Trading Window (in this case being six weeks after the release of NC1's half-yearly report on MAP), is NC1 of the view that each of the Transactions were conducted in accordance with the Trading Policy?
2. If one or more of the Transactions complied with the Trading Policy:
 - 2.1 Please explain the basis for that view.
 - 2.2 Please provide a copy of the notification provided to restricted persons that the trading window had opened (if applicable), as required by clause 4.2 of the Trading Policy (not for release to market).
 - 2.3 Please provide a copy of the written notices of intention to trade for each of the Transactions, as required by section 5.1 of the Trading Policy (not for release to market).
3. If any of the Transactions resulted in a breach of the Trading Policy, please outline what disciplinary and remedial action NC1 intends to take in response to each breach. In answering this question, please comment specifically on the steps taken by NC1 since the Prior Query Response and explain why NC1 was not in a position to prevent these breaches.
4. Were Messrs Shellabear, Cook or Corps aware of any material information concerning NC1 which had not been disclosed to market at the time they undertook their respective Transactions?
5. Please confirm that NC1 is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that NC1'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 NC1 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 **10 AM AWST Friday, 1 September 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, NC1'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 NC1 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 NC1'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 NC1's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to NC1'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 NC1'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.

Yours sincerely

Shannon Nicholson
Principal Adviser, Listings Compliance