

12 June 2024

Sam Dorland  
Adviser, Listing Compliance  
ASX Compliance Pty Ltd  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

**By Email: ListingsCompliancePerth@asx.com.au**

Dear Sam,

**INTERNATIONAL GRAPHITE LIMITED (IG6) RESPONSE TO ASX QUERY – REFERENCE: 95613**

In response to your letter dated 10 June 2024 (set out below in the Annexure) regarding the late lodgment of an Appendix 3Y for Mr David Pass and an Appendix 3Y for Mr Andrew Worland, International Graphite Limited (ASX:IG6) (**IG6** or the **Company**) responds as follows:

**1. Please explain why the Notices were lodged late?**

Both the Appendix 3Y for Mr David Pass and the Appendix 3Y for Mr Andrew Worland were lodged late due to administrative oversight. The absence of the relevant Appendix 3Ys on the ASX announcements platform were in relation to changes in the directors interests resulting from participation in the Company's share purchase plan as foreshadowed in the announcement to the ASX on 24 April 2024. The Appendix 3Y's were lodged immediately upon identification of the error.

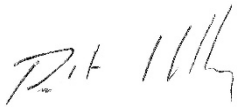
**2. What arrangements does IG6 have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?**

The Company and all directors are aware of the requirements of ASX Listing Rule 3.19A. The Company's Trading Policy, found on the Company's website ([www.internationalgraphite.com.au/investors/shareholder-services](http://www.internationalgraphite.com.au/investors/shareholder-services)), sets out the policy on the sale and purchase of securities in the Company by its key management personnel. Under the Trading Policy, directors are required to seek permission to trade and must notify the Company Secretary of any dealings in the Company's securities within 2 business days of the transaction occurring. The notification obligation created under the Trading Policy operates at all times. The Trading Policy also provides details of the Company's obligations under the ASX Listing Rules by which the Company has made arrangements with each director to ensure that director promptly discloses to the Company Secretary all relevant information required by the ASX. The directors are also made aware of their notification obligations at board meetings from time to time.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does IG6 intend to take to ensure compliance with Listing Rule 3.19B?**

The Company and its directors are fully aware of the continuous disclosure obligations under ASX Listing Rule 3.19B and consider the Company's current arrangements to be adequate. The Company will however review its procedures to ensure future compliance.

As a matter of good practice, a copy of the Company's Trading Policy, ASX Guidance Note 22, as well as a copy of your letter and this response has been circulated to and approved by all directors. The directors have also provided an acknowledgement that they understand and are fully aware of their continuing disclosure obligations relating to ASX Listing Rules 3.19A and 3.19B.



**Robert Hodby**  
**Company Secretary**  
**INTERNATIONAL GRAPHITE LIMITED**



10 June 2024

Reference: 95613

Mr Robert Hodby  
Company Secretary  
International Graphite Limited

By email

Dear Mr Hodby

**International Graphite Limited ('IG6'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. IG6's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 6 June 2024 for Mr David Pass;
2. IG6's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 6 June 2024 for Mr Andrew Worland;  
(the 'Notices')

3. 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.'*

4. 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 Notices indicates that a change in Mr Pass's and Mr Worland's notifiable interests occurred on 17 May 2024. It appears that the Notices should have been lodged with ASX by 24 May 2024. Consequently, IG6 may

---

have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Pass and Mr Worland 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 Notices were lodged late.
2. What arrangements does IG6 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 IG6 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 **4:30 PM AWST Thursday, 13 June 2024**. 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, IG6'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 IG6 to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto: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 IG6'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 IG6's securities under Listing Rule 17.3.

---

**Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to IG6'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 IG6'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.

Kind regards

---

ASX Compliance