



30 August 2024

Shane Falconer
ASX Listings Compliance (Perth)
ASX Limited
Central Park, 152-158 St George Terrace
Perth WA 6000

Via email: shane.falconer@asx.com.au

Lion Energy Limited ('LIO'): ASX Aware Letter

Dear Shane,

Lion Energy Limited (ASX: LIO) ("**Lion**" or the "**Company**") refers to ASX's aware letter dated 27 August 2024 and provides responses to the specific queries as set out below.

- 1. Does LIO consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

- 1.1 The entering into the Development Agreement described in paragraph C(i) above.**

Yes

- 1.2 DGA and Samsung C&T paying A\$3.7m to LIO for historical and ongoing pre-construction costs described above in paragraph C(ii) above.**

Yes

- 1.3 DGA and Samsung C&T each becoming entitled to a 25% interest in the Project described in paragraph C(iii) above.**

Yes

- 1.4 DGA and Samsung to procure debt financing for a total amount of A\$6.3 million upon the parties agreeing to start construction described in paragraph C(iv) above.**

Yes

- 2. If the answer to any part of question 1 is "no", please advise the basis for that view.**

N/A

3. When did LIO first become aware of the information referred to in question 1 above?

In relation to item 1.1, the Development Agreement: The Development Agreement had been under negotiations for several months. Substantial matters within the Development Agreement (including, amongst other things, certain budget matters which form part of the Development Agreement) remained under negotiation until Friday, 23 August 2024. At 3.28pm (Perth time) on Friday, 23 August 2024, Samsung confirmed that it had no further comments on the Development Agreement. Lion circulated an execution version of the Development Agreement at 4.22pm (Perth time) on Friday, 23 August 2024. At 1.40pm (Perth time) on 25 August 2024, the Lion Board resolution was passed authorising the execution of the Development Agreement. The Development Agreement was then executed and announced on Monday, 26 August 2024.

In relation to item 1.2, 1.3 and 1.4: Each of these items formed part of the Development Agreement and are not individual elements of which LIO became aware at any separate time. There was no agreement on any individual element of the Development Agreement until it was in final agreed form. As noted in paragraph 1.1 above, this did not occur until the afternoon of Friday, 23 August 2024. LIO was already in a trading halt at this time.

4. If LIO first became aware of the information referred to in question 1 before the date of the Announcement, did LIO make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe LIO was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps LIO took to ensure that the information was released promptly and without delay.

Not applicable. As described in the response to question 3, each of the items described in items 1.2, 1.3 and 1.4 formed part of the Development Agreement described in item 1.1. No individual element was agreed before the Development Agreement was agreed. The Development Agreement was agreed while LIO was in a trading halt, and the Announcement was released immediately afterwards.

5. Please confirm that LIO is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

LIO is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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

The Company confirms that the responses to the above question have been authorised and approved by the Board.

Yours faithfully,

Rowan Harland
Company Secretary



27 August 2024

Reference: 98745

Mr Rowan Harland
Company Secretary
Lion Energy Limited

By email: rowan@sccperth.com.au

Dear Mr Harland

Lion Energy Limited ('LIO'): ASX Aware Letter

ASX refers to the following:

- A. The change in price of LIO's securities from \$0.019 at close of trade on Friday, 16 August 2024 to \$0.029 at close of trade on Thursday, 23 August 2024 representing a 52% increase.
- B. The request for trading halt and subsequent trading halt placed on LIO's securities prior to the commencement of trade on Friday, 23 August 2024 ('Trading Halt'), pending an announcement in relation to a potential joint venture for LIO's Port of Brisbane Hydrogen Project ('Project').
- C. LIO's announcement titled "Lion partners with DGA & Samsung C&T to develop the Port of Brisbane green hydrogen project" (the 'Announcement') released on the ASX Market Announcements Platform at 9:32 AM (AEST) on 26 August 2024 disclosing the following:
 - (i) LIO has entered into a definitive joint development agreement with DGA Energy Solutions Australia Pty Ltd ('DGA'), a wholly owned subsidiary of Mitsubishi Corporation, and Samsung C&T Corporation ('Samsung C & T') to jointly develop its green hydrogen hub at the Port of Brisbane ('Development Agreement');
 - (ii) under the agreement, DGA and Samsung C&T will initially pay a total of A\$3.7m to LIO for historical and ongoing pre-construction costs;
 - (iii) DGA and Samsung C&T will each become entitled to 25% interest in the Project; and
 - (iv) upon the parties agreeing to start construction, DGA and Samsung will procure debt financing for a total amount of A\$6.3 million.
- D. 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.
- E. 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."
- F. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"
- G. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.

"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.”

H. The concept of “confidentiality” 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 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 is no longer a secret and it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks LIO to respond separately to each of the following questions:

1. Does LIO consider the following information, or any part thereof, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
 - 1.1 The entering in to the Development Agreement described in paragraph C(i) above.
 - 1.2 DGA and Sumsund C&T paying A\$3.7m to LIO for historical and ongoing pre-construction costs described above in paragraph C(ii) above.
 - 1.3 DGA and Samsung C&T each becoming entitled to a 25% interest in the Project described in paragraph C(iii) above.
 - 1.4 DGA and Samsung to procure debt financing for a total amount of A\$6.3 million upon the parties agreeing to start construction described in paragraph C(iv) above.

Please answer separately for each of the above.

2. If the answer to any part of question 1 is “no”, please advise the basis for that view.

Please answer separately for each of the items in question 1 above.

3. When did LIO first become aware of the information referred to in question 1 above?

Please answer separately for each of the items in question 1 above.

4. If LIO first became aware of the information referred to in question 1 before the date of the Announcement, did LIO make any announcement prior to that date which disclosed the information? If not, please explain why the information was not released to the market at an earlier time, commenting specifically on when you believe LIO was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps LIO took to ensure that the information was released promptly and without delay.

Please answer separately for each of the items in question 1 above and provide details of the prior announcement if applicable.

5. Please confirm that LIO is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that LIO'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 LIO 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 **3 PM AWST Friday, 30 August 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, LIO's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require LIO to request a trading halt immediately if trading in LIO's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us 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.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in LIO's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to LIO'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 LIO'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 all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Compliance