

13 November 2024

DAMIAN DINELLI
PRINCIPAL ADVISER, LISTING COMPLIANCE
LEVEL 40, CENTRAL PARK 152-158 ST GEORGES TCE
PERTH WA 6000

Dear Damian

APPENDIX 3X AND APPENDIX 3Z ENQUIRY

The purpose of this letter is to respond to the queries raised by the ASX in your email of Tuesday, 13 November 2024.

In response to your queries Recharge responds as follows:

1. *Why was the 3X and 3Z lodged late –*

The Company came out of a trading halt on 29 October 2024 with an announcement on an acquisition and capital raise, along with a Director resignation and appointment.

The Company was also managing the release of its notice of meeting for the AGM and finalising its quarterly report and Appendix 5B for 30 September 2024. Due to these strategic, statutory and listing requirements being attended to, the lodgements of the Appendix 3X and 3Z were unintentionally overlooked.

As soon as the Company realised this oversight, we immediately rectified and lodged the appropriate Appendix 3X and Appendix 3Z.

2. *What arrangements does REC 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 an excellent track record with compliance with the listing rules and continuous disclosure since admission to the ASX in October 2021. A dedicated team, led by the Board of Directors, ensures that all disclosure obligations are met.

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

The Company considers the late lodgement to be an isolated incident and believes that it has adequate resources to ensure compliance with Listing Rule 3.19B.

This response has been approved and authorised by the Board of Recharge Metals Limited.

Yours faithfully



Amanda Burgess
Company Secretary



13 November 2024

Reference: 103167

Ms Amanda Burgess
Company Secretary
Recharge Metals Limited

By email

Dear Ms Burgess

**Recharge Metals Limited ('REC'): Appendix 3X – Initial Director's Interest Notice Query and Appendix 3Z –
Final Director's Interest Notice Query**

ASX refers to the following:

1. REC's announcement lodged on the ASX Market Announcements Platform ('MAP') on 29 October 2024 confirming the appointment of Mr Ben Vallerine as a director of REC effective on 29 October 2024;
2. REC's Appendix 3X lodged on the ASX Market Announcements Platform ('MAP') on 12 November 2024 for Mr Vallerine (the 'Notice');
3. REC's Appendix 3Z lodged on ASX Market Announcements Platform ('MAP') on 12 November 2024 for Ms Amanda Burgess (the 'Notice');
4. 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.'*
5. 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.'

In relation to Mr Vallerine, as the Notice indicated that Mr Vallerine was appointed on 29 October 2024, it appears that the Notice should have been lodged with ASX by 6 November 2024. As the Notice was lodged on 12 November 2024, it appears that REC may have breached Listing Rules 3.19A and/or 3.19B.

In relation to Ms Burgess, as the Appendix 3Z indicated that the director ceased to be a director on 29 October 2024 it appears the Appendix 3Z should have been lodged with ASX by 6 November 2024. As it was lodged on 12 November 2024, it appears that REC may have breached Listing Rules 3.19A and/or 3.19B.

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 3X and Appendix 3Z were lodged late.
2. What arrangements does REC 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 REC 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 **4:00 PM AWST Friday, 15 November 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, REC'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 REC 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 REC'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 REC's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Yours sincerely

ASX Compliance