



**TROY RESOURCES LIMITED**

ABN: 33 006 243 750

13 December 2016

Hayley Pratt  
Adviser, Listings Compliance (Perth)  
ASX Compliance Pty Limited  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Hayley

**Appendix 3Y - Change in Director's Interest Notice**

In response to your letter dated 9 December 2016 regarding a change of director's interest notice for John Jones, Troy Resources Limited makes the following comments:

1. The Appendix 3Y was sent directly by Mr Jones' office to the ASX on late Friday, 25 November 2016 and subsequently released to the platform on Monday, 28 November 2016. The late lodgement of the Appendix 3Y was due to a misunderstanding over when the five day period commenced to advise a change of notifiable interest when the initial trade was part of a larger sale order. This position has now been clarified, along with the requirement to ensure that timely notice of dealings should be provided directly to the Company as soon as possible, after any change occurs, to enable compliance with obligations under the Listing Rules.
2. Formal arrangements are in place with each Director, whereby each Director agrees and undertakes to provide the Company with details of their notifiable interests, within the timeframes required by Listing Rule 3.19A. In addition, the Company is authorised to provide that information to the ASX on behalf of and as agent for the director.
3. The Company believes that it has the necessary processes in place and will seek to ensure that future compliance obligations will be met within the required timeframe.

Yours sincerely

**Stacey Apostolou**  
**Company Secretary**



9 December 2016

Ms Stacey Apostolou & Mr David Sadgrove  
Company Secretaries  
Troy Resources Limited  
Suite 2, Level 1  
254 Rokeby Road  
SUBIACO WA 6008

By email: s.apostolou@troyres.com.au and d.sadgrove@troyres.com.au

Dear Ms Apostolou and Mr Sadgrove

**Troy Resources Limited (the “Company”)**

We refer to the following:

The Company’s announcement lodged with ASX Ltd (“ASX”) on 28 November 2016 regarding a change of director’s interest notice for John Jones (“Appendix 3Y”).

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.*

Listing rule 3.19B which states as follows.

*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 Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that the changes in Mr Jones' notifiable interest occurred between 17 November 2016 and 23 November 2016. For any trades occurring prior to and including 20 November 2016, the Appendix 3Y should have been lodged with the ASX between 24 November 2016 and 25 November 2016 (as applicable). As the Appendix 3Y was lodged on 28 November 2016 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to [Hayley.Pratt@asx.com.au](mailto:Hayley.Pratt@asx.com.au). It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST on Tuesday 13 December 2016**.



Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

*[sent electronically without signature]*

Hayley Pratt  
**Adviser, Listings Compliance (Perth)**