

22 November 2017

Ms Hayley Pratt
Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

By email: Hayley.Pratt@asx.com.au
By email: tradinghaltspert@asx.com.au

Dear Hayley

Re: PRICE QUERY

Ventnor Resources Limited ("the Company") refers to your letter dated 22 November 2017 and comments as follows:

1. The Company is not aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in the securities of the Company.
2. Not applicable.
3. The Company is not able to offer any other explanation for the recent trading in its securities, other than as previously advised:
 - (i) the proposed demerger and in-specie distribution of shares in Delgare Pty Ltd as outlined in the short form prospectus dated 27 October 2017 and Notice of annual general meeting of the same date, both released to the market on 30 October 2017; and
 - (ii) the announcement of the new Arrowsmith Silica Sand Project ("Arrowsmith Project") on 12 October 2017. As part of the ongoing review of the Arrowsmith Project, the Company has been assessing other silica and construction sand prospects to complement the Arrowsmith Project. No further applications have been lodged and no decision has been made.

In addition, in the Saturday 18 November 2017 edition of *The West Australian*, the Company's move into silica and construction sand sector and highlighting the looming shortage of sand supplies in Asia received media coverage.

4. We confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
5. We confirm that the Company's responses have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.

Yours faithfully

John Geary
Company Secretary



22 November 2017

Mr John Geary
Company Secretary
Ventnor Resources Limited
Level 1
6 Thelmas Street
WEST PERTH WA 6005

By email: johng@ventnorresources.com.au

Dear Mr Geary

Ventnor Resources Limited ("VRX"): price query

We note the change in the price of VRX's securities from a closing price of \$0.028 on Friday 17 November 2017 to an intraday high of \$0.06 at the time of writing today, Wednesday 22 November 2017.

We also note the increase in the volume of VRX's securities traded over the last 3 days.

In light of this, ASX asks VRX to respond separately to each of the following questions and requests for information:

1. Is VRX aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
2. If the answer to question 1 is "yes":
 - a) Is VRX relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Please note that the recent trading in VRX's securities would suggest to ASX that such information may have ceased to be confidential and therefore VRX may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
 - b) Can an announcement be made immediately?

Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
 - c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that VRX may have for the recent trading in its securities?
4. Please confirm that VRX is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

5. Please confirm that VRX'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 VRX 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, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **10.00 am AWST on Wednesday 22 November 2017**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in VRX's securities under Listing Rule 17.3.

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, VRX'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.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at Hayley.Pratt@asx.com.au and to tradinghaltspert@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.

Listing Rules 3.1 and 3.1A

Listing Rule 3.1 requires a listed entity to give ASX immediately 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. Exceptions to this requirement are set out in Listing Rule 3.1A.

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

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in VRX'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 may 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*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Hayley Pratt

Adviser – Listings Compliance (Perth)