



12 March 2015

Mr James Rowe
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

By email: james.rowe@asx.com.au

Dear James

Windward Resources Limited (the Company) - Response to ASX Aware Letter

We refer to your letter dated 10 March 2015 and respond to your questions as follows:

1. Windward Resources Limited (**Company**) considers the EM Survey Results (as defined in your letter) to be information that a reasonable person would expect to have a material effect on the price or value of its securities.
2. Not applicable.
3. The Company first became aware of the EM Survey Results over a period of time commencing from Thursday 26 February 2015.
4. The Company did not make an announcement prior to 9 March as it relied on the exceptions in listing rule 3.1A, namely that:
 - (a) The information comprised matters of supposition or was insufficiently definite to warrant disclosure;
 - (b) The information was confidential and ASX had not formed the view that the information had ceased to be confidential; and
 - (c) A reasonable person would not expect the information to be disclosed.



The ground EM data was received at approximately 13:26 WST on 26 February from the Company's consultant and was of itself not sufficiently definitive to enable the Company to determine if such information was market sensitive. Though the new conductor looked interesting, the consulting geophysicist was unsure about its significance in relation to the geology which made the ground EM data less of a priority to review.

At this point, it was considered that the information was a matter of supposition and insufficiently definitive to warrant disclosure. The Company needed to obtain further information and undertake further work in order to make such determination. The steps the Company took in this regard, together with a chronology are detailed below.

On Friday 27 February, discussions took place with the Company's Exploration Manager, noting that the new conductor appeared different to the original very large low conductance conductor.

Due to the public holiday falling on Monday, 2 March, a more detailed review of the ground EM data commenced on Tuesday, 3 March. It was during the course of this review that the Company realised the ground EM data may be of significance. The Company then commenced a review of all available and relevant data sets including, but not limited to:

- Regional aeromagnetics
- Detailed aeromagnetics
- HeliTEM survey
- Several phases of multi-element surface geochemistry
- Structural interpretation
- Geological and regolith interpretation

As part of its review, the Company had several discussions with its consultant geophysicist regarding the new conductor and also held a technical meeting with its joint venture partners to get their input.

On Wednesday, 4 March, the Company expanded its review and analysis and interrogation of the available data sets, and in addition, a literature search on all known information for the area, including Sirius' Nova-Bollinger deposit. At 10:00 am WST, a Board discussion took place on various matters including briefing the available members of the Board on the new conductor; one board member was overseas and not contactable at the time of the meeting.



After the Board briefing, the Board instructed the managing director to prepare a draft announcement about the EM data, which was to be reviewed and settled by the Company's consultant geophysicist and exploration manager for review by the Board. The managing director, consultant geophysicist and exploration manager promptly and diligently worked on the draft announcement with the objective of ensuring compliance with the requirements in Chapter 5 and Appendix 5A of the Listing Rules for reporting exploration results. The Company also took steps to monitor movements in the Company's share price. A first draft of the announcement was sent to the Board for review at 6:00 pm WST. The first draft was incomplete and did not include all maps, tables and figures, which were still being drafted by an external drafting contractor.

On Thursday, 5 March, at 12:12pm WST, the Company received the remaining draft figures from the external drafting contractor. At 1.37 pm WST, an updated draft announcement was sent to the Company's geophysical consultant for sign off in his capacity as a Competent Person in regards to the release.

The Company was aware of a downward movement in its share price on low volumes on 5 March, suggesting that confidentiality had not been lost.

Following sign off by the Company's geophysical consultant, the revised draft announcement was sent to the Board at 2:56 pm WST. At 6:00 pm WST, the latest version of the draft announcement was circulated to the Company's PR advisor for review. At 8:48 pm WST, director revisions were received by the Company.

On Friday 6 March at 10:58 am WST, a revised draft announcement was received from the Company's PR advisor and this was circulated to the Board for further comment. At 12:06 pm WST, further director revisions were received. At 12:48 pm, the Company became aware of unusual share price movements. This coincided with contact from ASX and an ASX price query.

Upon becoming aware of the unusual trading, and in particular, the last hour of trading on Friday 6 March in the Company's securities and the possibility that such information may have ceased to be confidential, the Company immediately requested a trading halt given an announcement could not be made immediately.

Prior to the issue by ASX to the Company of the ASX price query and the recent trading in the Company's securities, the Company was relying on Listing Rule 3.1A not to announce the information under listing rule 3.1, noting in particular, that there was nothing to suggest that confidentiality had been lost.

Further edits to the draft announcement took place at 6:23pm WST on Saturday 7 March.



As at 7:42 pm WST, information that complies with the requirements in Chapter 5 and Appendix 5A of the ASX Listing Rules for reporting exploration results, including Table 1 was incomplete.

On Sunday 8 March at 9:20 am, the final version of the draft announcement was sent to the Board for sign off.

The final announcement titled, 'Extremely Strong Conductor Identified 4km from Sirius' Nova Deposit' was released to ASX prior to market open on Monday, 9 March.

5. The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Should you have any queries regarding the above I will be happy to discuss such matters with you.

David J Frances
Managing Director and CEO
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Bronwyn Barnes
Non-Executive Chair
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10 March 2015

Stephen Brockhurst
Company Secretary
Windward Resources Limited
Level 1, 8 Kings Park Road
West Perth WA 6005

By email: steve@miningcorporate.com.au

Dear Stephen

Windward Resources Limited (the "Entity"): ASX Aware Letter

ASX Limited ("ASX") refers to the following:

1. The Entity's announcement titled "Extremely Strong Conductor Identified 4Km from Sirius' Nova Deposit" (the "Announcement") lodged with the ASX Market Announcements Platform and released at 9:55 am (EDST) on Monday, 9 March 2015 disclosing the identification of a highly conductive body (WMA1) at the West Margin prospect ("EM Survey Results").
2. The increase in the Entity's share price from a low of 15.5 cents on Thursday, 5 March 2015 to a high of 22.5 cents on Friday, 6 March 2015.
3. Listing Rule 3.1, which 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.
4. The definition of "aware" in Chapter 19 of the Listing Rules. This definition 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."

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

5. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
"3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:

3.1A.1 One or more of the following 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.”

6. ASX’s policy position on the concept of “confidentiality” which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* “Listing Rule 3.1A.2 – the requirement for information to be confidential”. 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 listed 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 ceases to be confidential information for the purposes of this rule.”

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the EM Survey Results to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. If the answer to question 1 is “yes”, when did the Entity first become aware of the EM Survey Results?
4. If the answer to question 1 is “yes” and the Entity first became aware of the EM Survey Results before the release of the Entity’s Announcement, did the Entity make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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 **1.00 pm (WST) on Thursday, 12 March 2015**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity’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, the Entity’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 james.rowe@asx.com.au and 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 Rule 3.1

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.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

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 the Entity'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]

James Rowe
Manager, Listings Compliance (Perth)