

11 June 2015

Jeremy Newman  
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By Email: [jeremy.newman@asx.com.au](mailto:jeremy.newman@asx.com.au)

Dear Jeremy,

I refer to your later dated 9 June 2015 regarding the Company's lodgement of an Appendix 3Y on 11 May 2015 for Mr James William Phillips, and respond as follows in line with the numbering of your letter:

1. Mr Phillips lodged an Appendix 3Y on 1 May 2015 in relation to the on market purchase of ordinary shares in the Company. The on market purchase of the Company's securities by Mr Phillips occurred over numerous days and due to an administrative oversight, a contract note was omitted from the paperwork sent to the Company Secretary. An additional Appendix 3Y was lodged immediately upon the oversight being identified on 11 May 2015.
2. Each director has entered into a 'Director's Disclosure Agreement' for the purposes of Listing Rules 3.19A and 3.19B. Directors are required to notify the Company Secretary of any transactions involving any change in their notifiable interest immediately or at the very latest, within three business days after the changes occur.
3. The Company considers the current arrangements set out above to be adequate to ensure compliance with listing rule 3.19B, however Directors have been reminded in writing of their disclosure obligations under ASX listing rules and Section 205G of the Corporations Act.

Yours sincerely



**Joanna Kiernan**  
Company Secretary



9 June 2015

Joanna Kiernan  
Company Secretary  
Kingsrose Mining Limited

Dear Joanna

**Kingsrose Mining Limited (the "Company")**

We refer to the following:

1. The Company's announcement lodged with ASX Ltd ("ASX") on 11 May 2015 regarding a change of director's interest notice for Mr James Phillips ("Appendix 3Y").
2. 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 an 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). The entity must complete an 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 an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. 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.

4. 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.

As the Appendix 3Y indicates that changes in Mr Phillips' notifiable interest occurred on 29 April 2015 the Appendix 3Y for this change should have been lodged with the ASX by 6 May 2015. As the Appendix 3Y was lodged on 11 May 2015, 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 [jeremy.newman@asx.com.au](mailto:jeremy.newman@asx.com.au). It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than **9:00AM WST on Friday, 12 June 2015**.

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]*

Jeremy Newman  
**Adviser, Listings Compliance (Perth)**