



11 March 2020

Simon Barcham
Adviser, Listing Compliance (Perth)
Level 40 Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Simon,

Pensana Rare Earths Plc – Price Query

We refer to your letter dated 5 March 2020 (**ASX Letter**) in relation to the increase in price of Pensana Rare Earths Plc (**Company** or **PM8**) securities.

We provide the following response to your query:

1. Is PM8 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?

Yes.

2. If the answer to question 1 is "yes".

- (a) Is PM8 relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Yes, at the time of receipt of the ASX Letter the Company was relying on Listing Rule 3.1 not to announce this information.

- (b) Can an announcement be made immediately?

The Company requested a trading halt on 6 March 2020 and a market announcement with respect to the capital raising accompanies this response.

- (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?

Not applicable.

3. If the answer to question 1 is "no", is there any other explanation that the Entity may have for the recent trading in its securities?

Not applicable.

4. Please confirm that PM8 is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company confirms that we are in compliance with the Listing Rules and in particular Listing Rule 3.1.

5. Please confirm that PM8's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of PM8 with delegated authority from the board to respond to ASX on disclosure matters.

The responses have been approved by the Chairman and CEO / Director who has authority from the board to respond to ASX matters.

Yours faithfully



Tim George
CEO / Executive Director
Pensana Rare Earths Plc

Authorised by the Board of Pensana Rare Earths Plc.

For further information, please contact CEO Tim George at:
contact@pensanametals.com.



5 March 2020

Mr Scott Mison
Company Secretary
Pensana Rare Earths Plc

By email:

Dear Mr Mison

Pensana Rare Earths Plc ('PM8'): Price Query

We note the change in the price of PM8's securities from a low of \$0.235 to a high of \$0.33 today.

Request for Information

In light of this, ASX asks PM8 to respond separately to each of the following questions and requests for information:

1. Is PM8 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 PM8 relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in PM8's securities would suggest to ASX that such information may have ceased to be confidential and therefore PM8 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 PM8 may have for the recent trading in its securities?
4. Please confirm that PM8 is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that PM8's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of PM8 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 Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **2:00 PM AWST today Thursday, 5 March 2020**. If we do not have your response by then, ASX will likely suspend trading in PM8'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, PM8'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 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.

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 PM8'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 PM8'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 PM8'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*.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in PM8's securities under Listing Rule 17.3.

Enquiries

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

Yours sincerely

Simon Barcham
Listings Compliance (Perth)