



12 November 2019

Jon Chow
Adviser, Listings Compliance
ASX Limited
Level 4, North Tower
Rialto Towers
525 Collins Street
Melbourne VIC 3000

BY E-MAIL: jon.chow@asx.com.au; ListingsComplianceMelbourne@asx.com.au

Dear Mr Chow,

ASX – REQUEST FOR INFORMATION

We refer to your request for information in your letter dated 11 November 2019. Please find below our responses to your queries:

1. Please explain why the Appendix 3Y was lodged late.

The Director involved in the trades that are the subject of the Appendix 3Y, Mr Samuel Duddy, did not inform Freehill Mining Limited (**FHS** or **Company**) of his intention to trade, or of the occurrence of the trades on each of 22 and 26 July 2019, and 2, 7, 8, 13 and August 2019, until the afternoon of 7 November 2019. The Company does not have specific trading windows for Director trades, and the trades in question did not occur in a closed period. The Company was therefore not aware of the trades by Mr Duddy as a result of administrative oversight on the part of Mr Duddy. The Company lodged an Appendix 3Y notifying the market of the trades and disclosing Mr Duddy's correct relevant interest in the Company on 7 November 2019.

2. What arrangements does FHS have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

Section 5 of the Company's Securities Trading Policy (**Policy**) requires Directors to notify the Chairman of their intention to trade at least 24 hours before trading. Section 12 of the Policy also requires Directors to provide to the Company on an ongoing basis and as soon as reasonably possible, details of any change to the Director's relevant interest in securities in the Company.

3. If the current arrangements are inadequate or not being enforced, what additional steps does FHS intend to take to ensure compliance with Listing Rule 3.19B?

FHS does not consider the current arrangements to be inadequate. However Mr Duddy's failure to notify the Company of the trades prior to and as soon as reasonably possible after completion of the trades suggests that the Directors may require further training on corporate governance matters. The Chairman and Company Secretary will propose to the Board that Directors undertake such training.

Freehill Mining Ltd – iron ore producers |ACN 091 608 025 |www.freehillmining.com

Melbourne Office
La Serena, Chile office

|Tel: +61 (0)3 8658 5976 |email: info@freehillmining.com
|Level 24, 570 Bourke Street, Melbourne, Vic 3003
|Level 7, Edificio Seville, Avenida Del Mar La Serena, Chile South America

Signed for and on behalf of Freehill Mining Limited:

A handwritten signature in dark ink, appearing to be 'PD', with a long horizontal stroke extending to the right.

Paul Davies

Company Secretary

pdavies@freehillmining.com



11 November 2019

Mr Paul Davies
Company Secretary
Freehill Mining Limited
Level 1, 141 Chapel Street
North Melbourne VIC 3051

By email: pdavies@freehillmining.com

Dear Mr Davies

Freehill Mining Limited ('FHS'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. FHS's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 7 November 2019 for Mr Samuel Duddy (the 'Notice');
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 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.'*

3. Listing rule 3.19B which states that:

'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 3.19A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Mr Duddy's notifiable interest occurred on between 17 July 2019 and 14 August 2019. It appears that the Notice should have been lodged with ASX no more than 5 business days after the change occurred. Consequently, FHS may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Duddy may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds FHS of its contract with ASX to comply with the Listing Rules. In the circumstances, FHS should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

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

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceMelbourne@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 13 November 2019.

Under Listing Rule 18.7A, a copy of this letter 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.

Enquiries

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

Kind regards

Jon Chow
Adviser, Listings Compliance (Melbourne)