



29 June 2011

ASX Compliance Limited
Level 8, Exchange Plaza
2 The Esplanade
Perth W.A. 6000

By Facsimile: 08 9221 2020

Attention: Joseph Jeevaraj

Dear Joseph

Further to your letter dated 29 June 2011 regarding the late lodgement of Appendix 3Y for the purchase of additional securities in NuPower Resources Limited by parties associated with NuPower Director Mr Irvin Graham Muir, I respond as follows;

1. The late lodgement of the 3Y arose as a result of Mr Muir's travel arrangements. After advising the company of the proposed acquisition and requesting prior clearance to acquire shares on market, in accordance with NuPower Resources Limited's share trading policy, Mr Muir left on overseas travel. He was unable to be contacted for several days to formally advise the name of the acquirer. In the interest of providing accurate data to the market, preparation of the 3Y was delayed until it could be accurately determined if the acquisition was a direct or indirect holding. Upon identifying the parties to be classified as an indirect holding, the 3Y was prepared and released to the market. This unfortunately resulted in a delay beyond the prescribed period to notify the market under listing rule 3.19A.
2. The company has adopted a formal policy for Trading in Company Securities in accordance with the requirements of Listing Rule 3.19A. Directors as well as all staff and contractors have been provided a written copy of this policy and briefed on complying with it.
3. The company considers its current arrangements to be adequate and are satisfied with the procedures to ensure compliance with the policy.

Yours faithfully,
NuPower Resources Limited

A handwritten signature in black ink, appearing to read 'Anthony Schildkraut', is written over a faint, larger version of the signature.

Anthony Schildkraut
Company Secretary

Level 8, 201 Colonnade St, Dwinney Park WA 6000
AUSTRALIA
PO Box 811793, Perth Exchange, WA 6100
WA 6100

TEL: 08 9221 4301
TEL/FAX: 08 9221 4301
FACSIMILE

Info@nupowerresources.com.au
Email:
120 202 859
ACH



ASX Compliance Pty Limited
ABN 26 087 780 489
Level 8 Exchange Plaza
2 The Esplanade
PERTH WA 6000

GPO Box D187
PERTH WA 6840

Telephone 61 8 9224 0000
Facsimile 61 8 9221 2020
www.asx.com.au

29 June 2011

Mr Anthony Schildkraut
NuPower Resource Limited
PO Box R1753
Royal Exchange
Sydney NSW 1225

By email: anthony.schildkraut@nupowerresources.com.au

Dear Anthony

NuPower Resources Limited (the "Company") Appendix 3Y – Change of Director's Interest Notice

We refer to the following:

1. The Appendix 3Y lodged by the Company with ASX Ltd ("ASX") on 28 June 2011 regarding a change in the director's interest for Mr Irvin Graham Muir ("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.

The Appendix 3Y indicates that a change in the Director's notifiable interest occurred on 15 June 2011. It appears that the Appendix 3Y should have been lodged with ASX by 22 June 2011. Consequently, 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 facsimile on facsimile number (08) 9221 2020. 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 **7:30 am WST on Friday 1 July 2011**.

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



Joseph Jeevaraj
Adviser, Listings (Perth)