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13 September 2022

Nicola Mullen  
Adviser, Listings Compliance (Perth)  
ASX Compliance  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Nicola

**Minbos Resources Limited ('MNB'): Response to Appendix 3Y - Change of Director's Interest Notice Query**

Minbos Resources Limited ('Minbos') ('the Company') acknowledges receipt of the letter dated 12 September 2022.

The Company responds to the questions posed in your letter as set out below:

1: *Please explain why the Appendix 3Y's were lodged late*

**The Company announced the completion of Tranche 2 of a Placement to the ASX on 1 September 2022, the same day on which the Tranche 2 Shares were issued. The Company did, however, fail to lodge the relevant Appendix 3Y's to reflect the updated interests of the Minbos directors who participated in Tranche 2 of the Placement within the required timeframe. The Company lodged the relevant Appendix 3Y's to the ASX on 9 September 2022, outside of the required timeframe as set by the Listing Rules. This was an administrative oversight.**

2: *What arrangements does MNB 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?*

**The Company has arrangements in place with its directors under Listing Rule 3.19B whereby directors provide timely, ongoing disclosure to the Company of all changes in notifiable interests and any information necessary to enable the Company to give ASX a completed Appendix 3Y within the required timeframe, and thereby meet its disclosure obligation under Listing Rule 3.19A. These arrangements were adhered to, it was an administrative oversight not to lodge the Appendix 3Y's in the required timeframe.**

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

**Current disclosure arrangements with directors are deemed appropriate and are adequately enforced by the Company. As noted, the error in timing was a one-off administrative oversight by the Company and future Appendix 3Y's will be lodged within the required timeframe.**

Yours sincerely

Harry Miller  
**Company Secretary**



12 September 2022

Reference: 59290

Mr Harry Miller  
Company Secretary  
Minbos Resources Limited

By email: hmill@ventnorcapital.com

Dear Mr Miller

**Minbos Resources Limited ('MNB'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. MNB's 4 Appendix 3Ys lodged on the ASX Market Announcements Platform ('MAP') on 9 September 2022 for Mr Wall, Mr McKenzie, Mr Chitalu and Mr Robertson (the 'Notices');
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 3.19.A. The entity must enforce the arrangements with the director.'*

The Notices indicate that a change in Mr Wall, Mr McKenzie, Mr Chitalu and Mr Robertson's notifiable interest occurred on 1 September 2022. It appears that the Notice should have been lodged with ASX by 8 September 2022. Consequently, MNB may have breached Listing Rules 3.19A and/or 3.19B.

**Request for Information**

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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 3Ys was lodged late.
2. What arrangements does MNB 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 MNB intend to take to ensure compliance with Listing Rule 3.19B?

#### **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 **11:30 AM AWST Thursday, 15 September 2022**. 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, MNB'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 and may require MNB to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto: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.

#### **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 MNB'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 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 MNB's securities under Listing Rule 17.3.

#### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to MNB'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 MNB's

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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.

**Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

**Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Nicola Mullen**  
Adviser, Listings Compliance (Perth)