

24 May 2023

RRL1872D

Mr Lachlan Pethick  
Adviser, Listings Compliance  
ASX Compliance Pty Ltd  
Level 40, Central Park  
152-158 St George's Terrace  
PERTH WA 6000

By Email: [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Mr Pethick

### **Response to ASX Change of Director's Interest Notice Query**

Rox Resources Limited (**Company**) (ASX:RXL) provides this response to ASX's letter dated 23 May 2023 regarding the Appendix 3Ys lodged on behalf of Messrs Ryan, Dennis and Mair (the **Notices**).

We respond to each of ASX's queries as follows (adopting your numbering):

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

The Notices were lodged late due to an administrative oversight by the Company Secretary. The Company Secretary mistakenly believed that the Appendix 3Y's had been lodged at the same time as the Appendix 3G in relation to the issue of the performance rights. The Company arranged for the Notices to be lodged with ASX as soon as the late lodgement was identified.

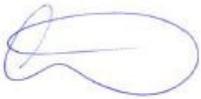
**2 What arrangements does RXL have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?**

RXL and its directors are aware of their responsibilities under the Listing Rules, including Listing Rule 3.19A and 3.19B, which are set out in the appointment letters for each director where, amongst other things, they agree to provide the relevant information to the Company so that it can meet its disclosure obligations under Listing Rule 3.19A. The Company also has policies to assist it with complying with its continuous and other disclosure obligations - these requirements are detailed in the Company's Policy for Trading in Company Securities and Continuous Disclosure Policy.

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

The Company is of the view that the current arrangements are adequate, and being enforced, and the above administrative error is unlikely to reoccur. The late lodgement of the Notices was due to an administrative oversight of the Company Secretary rather than any lack of disclosure or action by Messrs Ryan, Dennis and Mair.

Yours sincerely

A handwritten signature in blue ink, appearing to read "Chris Hunt".

Chris Hunt  
**Company Secretary**



23 May 2023

Reference: 74721

Mr Chris Hunt  
Company Secretary  
Rox Resources Limited  
Level 2, 87 Colin Street  
West Perth WA 6005

chrishunt@roxresources.com.au

Dear Mr Hunt

### **Rox Resources Limited ('RXL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. RXL's Appendix 3Ys lodged on the ASX Market Announcements Platform ('MAP') on 23 May 2023 for each of Messrs Ryan, Dennis and Mair (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 the notifiable interests of each of Messrs Ryan, Dennis and Mair occurred on 13 February 2023. It appears that the Notice should have been lodged with ASX by 20 February 2023. Consequently, RXL may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Messrs Ryan, Dennis and Mair may have breached section 205G of the *Corporations Act 2001* (Cth).

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## 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's were lodged late.
2. What arrangements does RXL 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 RXL 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 **4:00 PM AWST Friday, 26 May 2023**. 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, RXL'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 RXL 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 RXL'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 RXL's securities under Listing Rule 17.3.

## Listing Rules 3.1 and 3.1A

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In responding to this letter, you should have regard to RXL'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 RXL'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.

**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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**Lachlan Pethick**  
Adviser, Listings Compliance