

2 December 2020

Madeleine Green  
Senior Adviser, Listings Compliance (Perth)  
ASX Compliance Limited  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

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

Dear Madeleine,

I refer to your later dated 30 November 2020 regarding the Company's late lodgement of an Appendix 3Z on for Mr Peter Lester, and responds as follows:

1. The Appendix 3Z was completed at the time of Mr Lester's resignation and failure to lodge was due to an administrative oversight. Mr Lester disclosed his interests in sufficient time to comply with the Company's obligations under listing rule 3.19A.
2. The Company has the following arrangements in place with directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A:
  - a) Each Director is informed of ASX disclosure requirements upon their appointment.
  - b) Each Director has entered into a 'Director's Disclosure Agreement' for the purposes of Listing Rules 3.19A and 3.19B. Directors are required to notify the Company Secretary of their initial interest on appointment and any transactions involving any change in their notifiable interest immediately or at the very latest, within three business days after the changes occur.
  - c) The Company's 'Securities Trading Policy' requires any Director wishing to trade in the Company's securities must first obtain the consent to do so from the Chairman or in the case of the Chairman the Board of Directors.
3. The Company considers the current arrangements set out above to be adequate to ensure compliance with listing rule 3.19B.

Yours sincerely



**Karen O'Neill**  
Company Secretary

30 November 2020

Ms Joanna Kiernan  
Company Secretary  
Kingsrose Mining Limited

By email: joanna@kingsrosemining.com.au

Dear Ms Kiernan

**Kingsrose Mining Limited ('KRM'): Appendix 3Z – Final Director's Interest Notice Query**

ASX refers to the following:

1. KRM's Appendix 3Z lodged on ASX Market Announcements Platform ('MAP') on 30 November 2020 for Mr Peter Lester (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 3.19.A. The entity must enforce the arrangements with the director.'*

As the Appendix 3Z indicated that the director ceased to be a director on 19 November 2020 it appears the Appendix 3Z should have been lodged with ASX by 26 November 2020. As it was lodged on 30 November 2020, it appears that KRM may have breached Listing Rules 3.19A and/or 3.19B.

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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 3Z was lodged late.
2. What arrangements does KRM 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 KRM 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 **2:00 PM AWST Thursday, 3 December 2020**. 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, KRM'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 KRM 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 KRM'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 may suspend trading in KRM's securities under Listing Rule 17.3.

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

In responding to this letter, you should have regard to KRM'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 KRM'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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**Madeleine Green**

Senior Adviser, Listings Compliance (Perth)