

26 March 2024

ASX Compliance
Attn: Mr Justin Nelson
Principal Adviser, Listings Compliance (Sydney)

By email only: ListingsComplianceSydney@asx.com.au

RE: YOUR REFERENCE: 91398

Dear Mr Nelson

I refer to your letter dated 22 March 2024 with respect to the late lodgement of the Notice, being an Appendix 3Y with respect to a change in Ms Caroline Chan's shareholding in Stanmore Resources Limited (**SMR**).

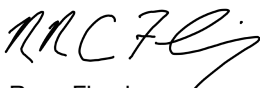
In response to the request for information:

1. The Appendix 3Y was lodged late as a result of an administrative error on part in not lodging the Appendix 3Y within the required timeframe. This was an oversight on my part to ensure the Appendix 3Y was lodged within the required timeframe.
2. SMR's has procedures in place whereby all directors must notify myself as Company Secretary of proposed dealings in SMR shares in advance of any trading for consideration and approval, taking into account insider trading considerations, and, if the trading is approved, then immediately advise myself of any actual trade undertaken together with details of the trade. Upon receiving the notification of the trade, it is my responsibility to lodge the accompanying Appendix 3Y. In this case, Ms Caroline Chan advised me of the proposed trading and I provided approval within a set window outside of blackout periods and subject to review. Ms Caroline Chan traded in accordance with that approval and promptly notified me of the transaction. I then lodged the Appendix 3Y outside of the Listing Rule requirements as an administrative oversight.
3. Given the current circumstances, SMR will include, as an additional step to ensure compliance with Listing Rule 3.19B, that notification of all trades will also be provided to SMR's Corporate Governance & Risk Manager, who has an effective role as Assistant Company Secretary. The Corporate Governance & Risk Manager is responsible for managing the board calendars and has a role to ensure compliance with all regulatory obligations. Including this step will ensure compliance with Listing Rule 3.19B into the future.

Please advise if you require any further information with respect to this matter. I am also available to discuss this matter further.

Compliance with the ASX Listing Rules is of utmost importance to SMR and to date we have demonstrated excellent compliance and have developed an open and transparent relationship with ASX. SMR would like to continue that and will ensure compliance moving forward.

Yours sincerely



Rees Fleming
Company Secretary & General Counsel

Stanmore Resources Limited

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Brisbane QLD 4000

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22 March 2024

Reference: 91398

Mr Rees Fleming
Company Secretary & General Counsel
Stanmore Resources Limited
Level 32, 12 Creek Street
Brisbane

By email: rees.fleming@stanmore.net.au

Dear Mr Fleming

Stanmore Resources Limited ('SMR'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. SMR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 22 March 2024 for Ms Caroline Chan (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.'

The Notice indicates that a change in Ms Chan's notifiable interest occurred on 6 March 2024. It appears that the Notice should have been lodged with ASX by 13 March 2024. Consequently, SMR may have breached Listing Rules 3.19A and/or 3.19B.

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 SMR 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 SMR 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 **5:00 PM AEDT Wednesday, 27 March 2024**. 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, SMR's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in this paragraph and may require SMR to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsComplianceSydney@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 SMR's securities under Listing Rule 17.1. If you wish to request 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 SMR's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to SMR'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 SMR'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

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Yours sincerely

ASX Compliance