

APPENDIX 3Y – CHANGE OF DIRECTORS' INTEREST NOTICE QUERY

Emmerson Resources Limited (ASX: ERM) (Company) refers to a letter from ASX dated 23 February 2021 requesting certain information from the Company in respect of an Appendix 3Y (Change of Director's Interest Notice) for Mr Robert Bills which was lodged with the ASX on 22 February 2021.

The Company provides the requested information below, adopting the numbering from the ASX letter:

1. The late lodgement of the Appendix 3Y was due to an administrative oversight.
2. The Directors and the Company are aware of ASX Listing Rule 3.19A and their obligations to provide the necessary information to the Company to enable it to meet its disclosure requirements including listing rules 3.19A and 3.19B.

Subsequent to receiving the ASX letter the Company has instituted additional notification procedures with its share registry to ensure that future security movements of key management personnel are automatically notified to the Company Secretary.

3. The Company has considered its process and believes that its disclosure arrangements are adequate and that the administrative oversight in this instance has not affected the Company's arrangements for ensuring timely notification in accordance with the Listing Rules.

The Company believes that its current arrangements the Company has in place are adequate for the Company to ensure compliance with Listing Rule 3.19B.

Yours faithfully

Paul Mason
Company Secretary



23 February 2021

Reference: 31282

Mr Paul Mason
Company Secretary
Emmerson Resources Limited

By email:

Dear Mr Mason

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

ASX refers to the following:

1. ERM's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 22 February 2021 for Mr Robert Bills (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 Mr Bills' notifiable interest occurred on 29 January 2021. It appears that the Notice should have been lodged with ASX by 5 February 2021. Consequently, ERM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Bills may have breached section 205G of the *Corporations Act 2001* (Cth).

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 ERM 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 ERM 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 **2:00PM AWST Friday, 26 February 2021**. 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, ERM'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 ERM to request a trading halt immediately.

Your response should be sent to me by e-mail at 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 ERM'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 ERM's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Simon Barcham
Adviser, Listings Compliance (Perth)