Winsome Resources LIMITED

13 December 2023

Shane Falconer
Adviser, Listings Compliance
Level 40, Central Park,
152-158 St Georges Terrace
Perth WA 6000

Dear Mr Falconer

Due to an administrative oversight, the Appendix 3Y's were not lodged within the time specified in the Listing Rules.

The Company has a protocol in place to ensure ongoing compliance with LR 3.19B whereby director's must advise the Company of any change in their holdings in the securities of the Company. The Company confirms that its directors are aware of their obligations when dealing with securities in the Company.

The Company has reviewed its processes and believe that the Company's disclosure arrangements to be appropriate and are being enforced. The Company considers this late lodgement to be an isolated incident.

Yours sincerely,

Peter Youd
Company Secretary & Chief Financial Officer
Winsome Resources Limited

11 December 2023

Reference: 86086

Mr Peter Youd
Company Secretary
Winsome Resources Limited

By email: pyoud@winsomeresources.com.au

Dear Mr Youd

Winsome Resources Limited ('WR1'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. WR1's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') today, 11 December 2023 for Mr Christopher Allan Evans;
2. WR1's Appendix 3Y lodged on the MAP today, 11 December 2023 for Mr Justin Lindsay Boylson;
3. WR1's Appendix 3Y lodged on the MAP today, 11 December 2023 for Dr Qingtao Zeng; and
4. WR1's Appendix 3Y lodged on the MAP today, 11 December 2023 for Mr Stephen Richard Biggins.

   (the 'Notices').

5. 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.'*

6. 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 various Directors' notifiable interests occurred on 1 December 2023. It appears that the Notices should have been lodged with ASX by 8 December 2023. Consequently, WR1 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's were lodged late.
2. What arrangements does WR1 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 WR1 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 **<u>1PM AWST Thursday, 14 December 2023</u>**. 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, WR1'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 WR1 to request a trading halt immediately.

Your response should be sent to me by e-mail at **<u>ListingsCompliancePerth@asx.com.au</u>**. 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 WR1'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 WR1's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to WR1'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 WR1'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