

25 November 2019

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

Re: APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE QUERY

We refer to your letter dated 21 November 2019, in relation to the Appendix 3Y’s lodged by the Company on 21 November 2019, and respond to the questions raised in your letter as follows:

1. Please explain why the Appendix 3Ys were lodged late.

For each director, the change in director’s interest related to the take up of their entitlement pursuant to the non-renounceable entitlement issue offer dated 21 October 2019. Allotment of the securities occurred on 13 November 2019.

The company inadvertently failed to lodge the Appendix 3Y’s with ASX to reflect the resulting change in directors’ interests on the correct date being 20 November 2019.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Directors of the Company are fully aware of and understand their obligations under listing rule 3.19A and section 205G of the Corporations Act.

The Company has a standard “Consent to Act as a Director” form which incorporates all the initial requirements to satisfy both Corporations Act and ASX listing rule requirements. The form also incorporates an obligation in relation to ongoing notification of any changes to reportable information. In addition, the company has a standard letter agreement that includes the requirements set out in attachment 1 of Guidance Note 22 of the ASX listing rules. The Company’s Corporate Governance Manual incorporates these disclosure obligations.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

The company believes that the arrangements in place are adequate to ensure compliance with listing rule 3.19B, with the non-disclosure having been an internal administrative oversight, however the notification received from ASX has been circulated to all directors and they have been reminded of their obligations under listing rule 3.19A and section 205G of the Corporations Act.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Stephen Jones".

Stephen Jones  
Company Secretary



21 November 2019

Reference: 10972

Mr Stephen Jones  
Company Secretary  
Kin Mining NL

By email: [stephen@kinmining.com.au](mailto:stephen@kinmining.com.au)

Dear Mr Jones

**Kin Mining NL ('KIN'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. The four Appendix 3Y's KIN lodged on the ASX Market Announcements Platform ('MAP') on Thursday, 21 November 2019 for:

- 1.1 Mr Nicholas Anderson;
- 1.2 Mr Guiseppe (Joe) Graziano;
- 1.3 Mr Brian Baird Hamilton Dawes; and
- 1.4 Mr Andrew Timothy Munckton,  
(collectively the 'Appendices 3Y').

2. Listing Rule 3.19A.2 which requires an entity to tell ASX the following:

*'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. 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 Appendices 3Y indicate that changes in Mr Anderson, Mr Graziano, Mr Dawes and Mr Munckton's notifiable interests occurred on Wednesday, 13 November 2019. It appears that each of the Appendices 3Y should have been lodged with ASX by Wednesday, 20 November 2019. Consequently, KIN may have breached Listing Rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds KIN of its contract with ASX to comply with the Listing Rules. In the circumstances, KIN should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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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 each of the Appendix 3Y notices were lodged late.
2. What arrangements does KIN 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 KIN intend to take to ensure compliance with Listing Rule 3.19B?

### **When and where to send your response**

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 to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on Tuesday, 26 November 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

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**Madeleine Green**  
Senior Advisor, Listings Compliance (Perth)