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3 April 2017

Ms Isabella Wong
Adviser, Listings Compliance (Sydney)
20 Bridge Street
SYDNEY NSW 2000

Re: Questions for response raised in the Letter from ASX dated 22 March 2017

We refer to your letter of 22 March 2017 and respond to the questions raised as follows:

1. *Given the Quarterly Activities Report indicated that no field exploration was completed during the quarter ended 31 December 2016, please explain what the \$93,000 referred to in the December Appendix 5B was spent on.*

The \$93,000 referred to in the December Appendix 5B was spent on mining site maintenance and compliance activities. Please refer to the statement containing the breakdowns at **Annexure One** for more details.

2. *Given the September Appendix 5B disclosed that the Company incurred exploration and evaluation expenditure of \$12,000 during the quarter, please explain why the Half Year Report disclosed payments for exploration expenditure of \$98,070.*

The total expenditure on exploration and evaluation as at 31 December 2016 disclosed in the December Appendix 5B is \$105,000 (GST inclusive), whereas the Half Year Report disclosed payments for exploration expenditure of \$98,070 (GST exclusive). The difference is hence the amount of GST. Please refer to the statement containing the breakdowns at **Annexure One** for more details.



- In relation to the Announcement, please provide the reasons why the Company did not immediately announce to ASX the resignation of the former company secretary and the appointment of the new company secretary at the time of the resignation and appointment respectively.*

Ms Jing Yuan, the former company secretary notified the Company on 16 February 2017 of her resignation effective from 28 February 2017. A copy of the letter of resignation is at **Annexure Two**. Immediately after the receipt of the letter of resignation, the Company approached Mr Kong Yao Chin and obtained Mr Chin's consent to act as company secretary. A copy of the consent is at **Annexure Three**. A formal employment contract between the Company and Mr Chin was executed on 19 February 2017. A handover was scheduled to take place on 20 February 2017. The Board anticipating a smooth handover intended to prepare and give to ASX the announcement of resignation and appointment of company secretary on 21 February 2017. There were however unexpected hiccups in the handover, which resulted in the withdrawal of consent to act as secretary by Mr Chin on 20 February 2017 with immediate effect. A copy of the withdrawal is at **Annexure Four**. Even though the Board members were exploring capital raising and private placement options, significant efforts have been made by the Board through Ms Xiaoying Du, the Chief Financial Officer of the Company to persuade Mr Chin to stay, which proved unsuccessful. Meanwhile, to avoid further and unnecessary conflicts, the Company decided that Ms Yuan shall cease to act as the company secretary from **21 February 2017**. A copy of Form 370 dated 21 February 2017 is at **Annexure Five**. Unfortunately, the Board and Ms Yuan had a disagreement over the entitlements of Ms Yuan in her final pay. The Board therefore decided not to prepare and give to ASX the announcement of resignation of company secretary on 21 February 2017. That said, the Board anticipated that the disagreement would be resolved shortly, and the announcement would be made in due course. The Board was put into contact with Mr Yipu Ding, the current company secretary on or about 4 March 2017. Negotiation upon terms and conditions of the employment commenced immediately. The Company obtained Mr Ding's consent to act as company secretary on 6 March 2017. A copy of the consent is at **Annexure Six**. However, a formal employment contract between the Company and Mr Ding was not finalised and executed until 13 March 2017. Meanwhile, disagreement over the entitlements of Ms Yuan in her final pay remained unresolved. The Company therefore



prepared and gave to ASX the announcement of Change of Company Secretary on 13 March 2017.

4. *Please confirm that the Company is in compliance with the Listing Rules, and in particular, Listing Rule 3.1.*

Drawing on the series of events described above and the circumstances affecting the Company, the Company relies upon Listing Rule 3.1A, more specially, that “the information comprises matters of supposition or is insufficiently definite to warrant disclosure” and confirms that the Company is in compliance with the Listing Rules, and in particular Listing Rule 3.1.

5. *Please confirm that the Company’s responses to the questions above have been authorised and approved in accordance with its continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.*

The Company’s responses to the questions above have been by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.

By Order of the Board
Yipu Ding
Company Secretary

Australia United Mining Limited

Mining Expenditures for Q 1 Sep 2016 and Q 2 Dec 2016

Date	Memo	Gross amount	Job No.	GST	Net Amount
CD 2016/07/08	Geos mining minerals consultants	\$3,300.00	M	\$300.00	\$3,000.00
CD 2016/07/11	R&W Donsglen P/L T/As Richardson& Wrench Bathi	\$546.00	M	\$49.64	\$496.36
CD 2016/07/20	Geos mining minerals consultants	\$142.25	M	\$12.93	\$129.32
CD 2016/07/26	Westpac Puggon Tenement	\$813.33	M		\$813.33
CD 2016/07/29	Geos mining minerals consultants	\$6,600.00	M	\$600.00	\$6,000.00
CD 2016/08/25	Geos mining minerals consultants	\$618.75	M	\$56.25	\$562.50
Subtotal to Q1 Sep 2016		\$12,020.33		\$1,018.82	\$11,001.51
CD 2016/08/31	Geos mining minerals consultants	\$3,850.00	M	\$350.00	\$3,500.00
CD 2016/09/21	R&W Donsglen P/L T/As Richardson& Wrench Bathi	\$364.00	M	\$33.09	\$330.91
CD 2016/10/03	Geos mining minerals consultants	\$453.75	M	\$41.25	\$412.50
CD 2016/10/19	R&W Donsglen P/L T/As Richardson& Wrench Bathi	\$455.00	M	\$41.36	\$413.64
CD 2016/10/19	Etheridge Shire	\$792.34	M		\$792.34
CD 2016/10/19	Etheridge Shire	\$2,341.64	M		\$2,341.64
CD 2016/11/02	Geos mining minerals consultants	\$371.25	M	\$33.75	\$337.50
CD 2016/11/02	Eco Dev & Innov. Dept oMines & Energyf Employ	\$16,049.41	M		\$16,049.41
CD 2016/11/07	Westpac	\$60,000.00	M	\$5,454.55	\$54,545.45
CD 2016/11/16	R&W Donsglen P/L T/As Richardson& Wrench Bathi	\$364.00	M	\$33.09	\$330.91
CD 2016/11/30	Geos mining minerals consultants	\$825.00	M	\$75.00	\$750.00
CD 2016/12/08	Dept of Industry	\$4,660.00	M		\$4,660.00
CD 2016/12/12	R&W Donsglen P/L T/As Richardson& Wrench Bathi	\$364.00	M		\$364.00
CD 2016/12/23	Ewamian Aboriginal Corp.	\$1,253.00	M	\$113.91	\$1,139.09
CD 2016/12/23	Ewamian Aboriginal Corp.	\$1,211.00	M	\$110.09	\$1,100.91
Subtotal for Q2 Dec 2016		\$93,354.39		\$6,286.09	\$87,068.30
Q1 and Q2 Total		\$105,374.72		\$7,304.91	\$98,069.81

Jing Yuan

16 February 2017

The Board of Directors
Australia United Mining Limited
Suite 6, Level 14
97-99 Bathurst Street
SYDNEY NSW 2000

Dear Board Directors

Resignation of Company Secretary

I, Jing Yuan, the undersigned, sincerely wish to tender my resignation as secretary of the company with 14 days' notice effective from 28 February 2017.


Jing Yuan

Jing YUAN
Justice of the Peace
Reg No: 178253

20 February 2017

The Directors
Australia United Mining Limited
Suite 6, Level 14
97-99 Bathurst Street
NSW 2000

Dear Sirs,

Withdrawal of Consent To Act As Secretary

Further to my Consent to Act As Secretary dated 16 February 2017 (copy of same is **attached**), I hereby withdraw my consent with immediate effect.

Yours faithfully



.....
Kong Yao Chin

16 February 2017

The Directors
Australia United Mining Limited
Suite 6, Level 14
97-99 Bathurst Street
NSW 2000

Dear Sirs,

CONSENT TO ACT AS SECRETARY

I hereby consent to act as Secretary of the company and provide the following information:

Full Name Kong Yao Chin

Residential Address

Date of Birth

Place of Birth

Yours faithfully



.....
Kong Yao Chin



Notification by officeholder of resignation or retirement

Form 370
Corporations Act 2001
205A

This form must be accompanied by a copy of the letter of resignation, as provided to the company.

Company details

Company name
Australia United Mining Limited

ACN
126 540 547

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?
ASIC registered agent number (if applicable)
33324

Firm/organisation
CA & Ac Corp Pty Ltd

Contact name/position description
Jing Du

Telephone number (during business hours)
(02) 9283 2929

Email address (optional)

Postal address

Suburb/City

State/Territory

Postcode

1 Resignation or retirement details

All roles and date of cessation must be in accordance with the letter of resignation to the company.

Office held (tick all roles from which the officeholder is ceasing)
 Director Secretary Alternate director

Family name
Jing

Given names
Yuan

Place of birth (town/city)

(state/country)

[D D] [M M] [Y Y] [D D] [M M] [Y Y]

Signature

This form must be signed by the resigning or retiring officeholder.

I certify that the information in this form is true and complete and that the attached document marked () is a true copy of the original letter of resignation or retirement given to the company.

Name
JING YUAN

Signature
Jing Yuan

Date signed
27/10/2017

Copy of resignation or retirement letter endorsed as an annexure to this form.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For help or more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

6 March 2017

The Directors
Australia United Mining Limited
Suite 6, Level 14
97-99 Bathurst Street
NSW 2000

Dear Sirs,

CONSENT TO ACT AS SECRETARY

I hereby consent to act as Secretary of the company and provide the following information:

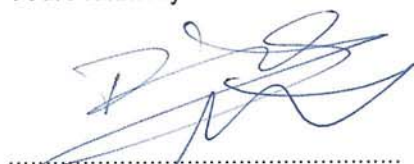
Full Name Yipu Ding

Residential Address

Date of Birth

Place of Birth

Yours faithfully


.....
Yipu Ding



22 March 2017

Mr Yipu Ding
Company Secretary
Australia United Mining Limited
Suite 6, Level 14
97-99 Bathurst Street
Sydney NSW 2000

By email

Dear Mr Ding,

Australia United Mining Limited (the "Company")

ASX Limited ("ASX") refers to:

- A. The Company's Appendix 5B for the quarter ended 30 September 2016 released on the ASX Market Announcements Platform on 1 November 2016 disclosing that the Company had incurred expenditure of \$12,000 on exploration and evaluation during the quarter, and estimated that it will spend \$30,000 on exploration and evaluation in the next quarter ("September Appendix 5B").
- B. The Company's Appendix 5B for the quarter ended 31 December 2016 released on the ASX Market Announcements Platform on 1 February 2017 disclosing that the Company had incurred expenditure of \$93,000 on exploration and evaluation during the quarter, and estimated that it will spend \$85,000 on exploration and evaluation in the next quarter ("December Appendix 5B").
- C. The Company's Quarterly Activities Report for the quarter ended 31 December 2016 released on the ASX Market Announcements Platform on 3 February 2017 ("Quarterly Activities Report") stating that *"No field exploration was completed during the quarter"* on each of the tenements the Company holds.
- D. Page 10 of the Company's Half Year report for the half year ended 31 December 2016 released on the ASX Market Announcements Platform on 15 March 2017 ("Half Year Report"), disclosing \$98,070 as *"payments for exploration expenditure"*.
- E. The announcement entitled *"Change of Company Secretary"* released on the ASX Market Announcements Platform on 13 March 2017 stating (the "Announcement"):

"Ms. Jing Yuan has tendered her resignation as Company Secretary of the Company with effect from 21 February 2017 and will cease to act as an authorised representative of the Company."

"New company secretary Mr Yipu Ding has been appointed to replace Ms, Jing Yuan, and becomes an Authorised Representative of the Company with effect from 6 March 2017."

Relevant listing rules and guidance

ASX also refers to the following:

- Listing rule 3.1, which requires an entity, once it becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, to immediately tell ASX that information.
- The definition of "aware" in Chapter 19 of the Listing Rules. This definition states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity".

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information?"*.

- Listing rule 3.1A sets out an exception from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A.1 A reasonable person would not expect the information to be disclosed.

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential.

3.1A.3 One or more of the following applies.

- *It would be a breach of a law to disclose the information.*
- *The information concerns an incomplete proposal or negotiation.*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
- *The information is generated for the internal management purposes of the entity.*
- *The information is a trade secret."*

Questions for response

Pursuant to Listing Rule 18.7, ASX requires the Company to answer the following questions and requests for information in a format suitable for release to the market:

1. Given the Quarterly Activities Report indicated that no field exploration was completed during the quarter ended 31 December 2016, please explain what the \$93,000 referred to in the December Appendix 5B was spent on.
2. Given the September Appendix 5B disclosed that the Company incurred exploration and evaluation expenditure of \$12,000 during the quarter, please explain why the Half Year Report disclosed payments for exploration expenditure of \$98,070.
3. In relation to the Announcement, please provide the reasons why the Company did not immediately announce to ASX the resignation of the former company secretary and the appointment of the new company secretary at the time of the resignation and appointment, respectively.

4. Please confirm that the Company is in compliance with the Listing Rules, and in particular, Listing Rule 3.1.
5. Please confirm that the Company's responses to the questions above have been authorised and approved in accordance with its continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

Your response is required as soon as reasonably possible and, in any event, **by not later than 9.30 a.m. AEDT on Monday, 27 March 2017**. Your response should be sent to me by email.

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, the Company's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out above.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Finally, ASX would remind you that an officer or employee of a listed entity who gives, or authorises or permits the giving of, materially false or misleading information to ASX:

- knowingly, breaches section 1309(1) of the Corporations Act, which is a criminal offence punishable by a fine of up to 200 penalty units and/or imprisonment for up to 5 years; or
- without taking reasonable steps to ensure that the information was not false or misleading, breaches section 1309(2) of the Corporations Act, which is a criminal offence punishable by a fine of up to 100 penalty units and/or imprisonment for up to 2 years.

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

Yours sincerely,

[sent electronically without signature]

Isabella Wong
Adviser, Listings Compliance (Sydney)