

Evolution Mining Limited

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[www.evolutionmining.com.au](http://www.evolutionmining.com.au)

Dear Ms Lombardi

**Re: Appendix 3Y – Change of Director's Interest Notice Query**

I refer to your letter dated 27 August 2024 (**Letter**). Please see our responses below to each of the questions in your Letter.

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

The late lodgement of this Appendix 3Y was due to an administrative oversight relating to the lapse of performance rights. The reduction in the number of performance rights outstanding due to their lapsing was inadvertently missed at the time of notifying the market of their vesting. As soon as the oversight was identified, the Appendix 3Y's were prepared and lodged with the ASX. All other disclosures related to the Appendix 3Ys, including the on-market trade of ordinary shares, were prepared and lodged on time.

2. What arrangements does EVN 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?

The Company has robust reporting and notification processes in place to ensure compliance with its disclosure requirements under the ASX Listing Rules and its Directors are aware of their obligations under ASX Listing Rules 3.19A and 3.19B.

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

The Company further confirms that the late lodgement was an isolated incident. The Company has reviewed its processes and believes that its current arrangements are adequate.

Yours faithfully,



Evan Elstein  
Company Secretary



27 August 2024

Reference: ODIN98792

Mr Evan Elstein  
Company Secretary  
Evolution Mining Limited  
Level 24 175 Liverpool Street  
SYDNEY NSW 2000

By email:

Dear Mr Elstein

### **Evolution Mining Limited ('EVN'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. EVN's Appendix 3Ys lodged on the ASX Market Announcements Platform ('MAP') on 27 August 2024 for Jacob Klein and Lawrie Conway (the 'Notices');

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.'*

2. 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 Messrs Conway and Klein's notifiable interest occurred on 13 August 2024. It appears that the Notices should have been lodged with ASX by 20 August 2024. Consequently, EVN may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Messrs Conway and Klein may have breached section 205G of the *Corporations Act 2001* (Cth).

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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 the Appendix 3Ys were lodged late.
2. What arrangements does EVN 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 EVN 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 **12 PM AEST Friday, 30 August 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, EVN'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 EVN to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto: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 EVN'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 EVN's securities under Listing Rule 17.3.

## Listing Rules 3.1 and 3.1A

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In responding to this letter, you should have regard to EVN'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 EVN'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.

Kind regards

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ASX Compliance