

17 November 2020

Australian Securities Exchange Limited  
Level 40, Central Park  
152–158 St Georges Terrace  
PERTH WA 6000

Attention : Stephanie Patchell

By email: [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Stephanie,

Further to your request for information in your letter dated 12 November 2020 in relation to the Appendix 3Y lodged by Amani Gold Limited on the ASX Announcements Platform on 11 November 2020, I provide the following responses to your queries:

*1. Please explain why the Appendix 3Y was lodged late.*

The securities issued to Non-Executive Director Mr Antony Truelove occurred as part of the completion of the second of a two tranche Placement undertaken on 2 November 2020 under which Mr Truelove received Shareholder approval to participate in the Placement at a General Meeting held on 15 October 2020. Unfortunately due to an administrative oversight, the lodgement of the required Appendix 3Y did not occur until after the market had closed on 10 November 2020, which was beyond the 5 business days permitted in which to lodge the Appendix 3Y under Listing Rule 3.19A. The Company took immediate steps to address this oversight on realisation that the Appendix 3Y had not been lodged within the prescribed period.

*2. What arrangements does ANL 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?*

Under Amani Gold's Security Trading Policy, Directors and other Key Management Personnel are only permitted to deal in the Company's securities during periods in which the Trading Window is open as determined under the policy and administered by the Company Secretary, and then only on the granting of prior approval by the Board. An exclusion from this requirement under this policy is on the issue of securities under a rights issue or similar capital raising, in which a Director is able to participate only after having received prior approval from Shareholders. The securities issued to Mr Truelove were approved by Shareholders at a General Meeting held on 15 October 2020.

Amani Gold has a Continuous Disclosure Policy with procedures adopted by the Company to ensure compliance with its continuous disclosure obligations under the Listing Rules, including obligations under Listing Rule 3.19A, the administration of which is the primary responsibility of the Company Secretary.

In addition, disclosure by Directors of any change in interest in Amani Gold under Listing Rule 3.19A is a standing item included at the commencement of each Board meeting.

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

The Board of Amani Gold believes that current reporting arrangements are sufficient and ensure Directors are aware of their obligation to disclose all of the information required by the Company to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by Listing Rule 3.19A.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Nick Harding'.

Nick Harding  
Company Secretary



12 November 2020

Reference: 27576

Mr Nick Harding  
Company Secretary  
Amani Gold Limited

By email: hardingnj@optusnet.com.au

Dear Mr Harding

**Amani Gold Limited ('ANL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. ANL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 11 November 2020 for Mr Antony Truelove (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 Truelove's notifiable interest occurred on 2 November 2020. It appears that the Notice should have been lodged with ASX by 9 November 2020. Consequently, ANL may have breached Listing Rules 3.19A and/or 3.19B.

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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 3Y was lodged late.
2. What arrangements does ANL 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 ANL 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 **11.00 AM AWST Tuesday, 17 November 2020**. 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, ANL'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 ANL to request a trading halt immediately.

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 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 ANL'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 ANL's securities under Listing Rule 17.3.

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### **Listing Rules 3.1 and 3.1A**

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

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**Stephanie Patchell**

Adviser, Listings Compliance (Perth)