LITCHFIELD
MINERALS LIMITED

18 April 2024

Ms Yulia Gurdina
Senior Adviser
Listings Compliance
Australian Securities Exchange
Via email: ListingsComplianceSydney@asx.com.au

Dear Ms Gurdina,

Reference is made to your correspondence of 16 April 2024 regarding the Appendix 3Y for Litchfield Mineral Limited (**LMS**) Director Dr Peter Eaglen lodged with ASX on 8 April 2024 in relation to Dr Eaglen's acquisition of LMS shares on-market on 4 April 2024 (**Transaction**).

Our response to the queries raised in your correspondence (using the same numbering as the queries) are as follows:

1. The Transaction occurred during a closed period and so was not conducted in accordance with the Company's Securities Trading Policy (**Policy**).

2. Dr Eaglen requested and was granted verbal, but not (as required by the Policy) written, approval to trade by the Managing Director during an open period.

3. 3.1 The Appendix 3Y incorrectly stated that the LMS shares were not traded during a closed period due to an administrative oversight by the Company.

   3.2 The Board, Company Secretary and management have reminded themselves of the requirements of Policy to ensure future compliance. The Board is taking the opportunity to review the Policy to determine if any changes are required for it to better suited to a junior ASX listed exploration company. Any update to the Policy will be released to the market following approval by the LMS Board.

4. LMS confirms that it is compliant with the Listing Rules, in particular Listing Rule 3.1.

5. The above responses have been authorised by the LMS Board.

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Please feel free to contract the author or the Company's Managing Director, Matthew Pushatya, should you have any further queries in relation to this matter.

Yours sincerely



Peter Harding-Smiht
Company Secretary
Litchfield Minerals Limited

16 April 2024

Reference: ODIN92151

Mr Peter Harding-Smith
Company Secretary
Litchfield Minerals Limited
C/- Front Row Services Pty Ltd
Suite 606 Level 6
10 Market Street
BRISBANE QLD 4000

By email

Dear Mr Harding-Smith

Litchfield Minerals Limited ('LMS'): Query Letter – Trading during closed period (Appendix 3Y)

ASX refers to the following:

1. LMS' Appendix 3Y lodged on the ASX Market Announcements Platform ('**MAP**') on 8 April 2024, which disclosed that LMS' director, Dr Peter Eaglen, acquired LMS securities on-market on 4 April 2024 (the '**Transaction**').

2. LMS' Securities Trading Policy, released on MAP on 13 March 2024 (the '**Policy**'), which provides (relevantly):

   3.1 Blackout Periods

   In addition to general restrictions outlined in clause 2, Litchfield Minerals Persons, subject to clause 3.3, may not buy or sell Litchfield Minerals securities during a Blackout Period (defined below).

   (a) Blackout Periods are times when Litchfield Minerals Persons must not deal in Litchfield Minerals' securities.

   (b) The following are mandated Blackout Periods:

   ...

   (iii) from the close of trading on ASX at the end of each calendar quarter (being the end of March, June, September and December), until close of trading on the day following the announcement of Litchfield Minerals' quarterly reports to ASX; and

   …

   (c) If 15 June, 15 December and the last day of March, June, September and December are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

   (d) During Blackout Periods Litchfield Minerals Persons must not deal in any of Litchfield Minerals' financial products or securities, or in any securities related to them.

   ….

   3.3 Notifications

   (a) Litchfield Minerals Persons must:

   (i) prior to dealing in Litchfield Minerals securities outside a Blackout Period or where clause 4 requires the person to obtain a consent under clause 3.3, notify the relevant person in clause 3.3(c) (the Authorising Officer) of their proposed dealing and obtain consent from the Authorising Officer;

(ii) *confirm that they are not in possession of any Inside Information;*

(iii) *after dealing with the Litchfield Minerals securities, provide the Authorising Officer with a transaction confirmation; and*

(iv) *notify the Authorising Officer if they begin to have, or cease to have, a "substantial holding" (as defined in section 9 of the Corporations Act) in Litchfield Minerals, or if they have a substantial holding in Litchfield Minerals and there is a movement of at least 1% in their holding.*

(b) For the avoidance of doubt, the Litchfield Minerals Person seeking authorisation cannot be their own Authorising Officer.

(c) Authorising Officer

Litchfield Minerals person seeking authorisation	***Authorising Officer***
Chair of the Board	*The Managing Director*
Other directors, Company Secretary and any other Key Management Personnel	*The Chair of the Board*
Any other Litchfield Minerals Person	*Other directors, Company Secretary and any other Key Management Personnel*

Request for Information

Having regard to the above, ASX asks LMS to respond separately to each of the following questions and requests for information:

1. Noting that the Transaction took place after 31 March 2024, but prior to the release of LMS quarterly reports for that period; is LMS of the view that the Transaction was conducted in accordance with the Policy? If so, please explain the basis for that view.
2. Please provide a copy of Mr Peter Eaglen's notification to LMS' Managing Director of his intention to trade (as required by section 3.3 of the Policy), and any subsequent approval given (not for release to the market).
3. If the Transaction was not conducted in accordance with the Policy:
   3.1 please explain why the Appendix 3Y states in Part 3 that no interests in LMS' securities were traded during a closed period; and
   3.2 please outline any disciplinary and/or remedial action LMS intends to take in response to this breach.
4. Please confirm that LMS is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that LMS' responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of LMS with delegated authority from the board to respond to ASX on disclosure matters.

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 **9:00 AM AEST** on **Friday, 19 April 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, LMS'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 LMS to request a trading halt immediately.

Your response should be sent by e-mail to **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on MAP.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in LMS's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Regards

ASX Compliance