



GOLDEN CROSS RESOURCES LTD

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9 July 2020

Lin Kang,
Adviser
Listings Compliance (Sydney)
ASX Limited.

Dear Ms Kang,

Thank you for your letter dated 8 July 2020, Reference 20090.

Golden Cross Resources Limited (**GCR**) provides the following responses to your questions;

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

At a Golden Cross Resources Board Meeting on 21 January 2020 funding for a transaction to secure the field base at its major project was considered. It was resolved that convertible notes be issued under a Terms of Agreement dated 23 January 2020. Notes were issued on the date of receipt of funds, 30 January 2020, however due to the onset of Covid-19 19 restrictions on personnel movement in Australia and disruptions in Hong Kong, where the recipient was domiciled, finalisation of the documentation details for the Convertible Note Agreements were delayed, leading to late lodgement of the accompanying Appendices 3Y.

2. *"What arrangements does GCR 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?"*

Currently GCR relies on a response from Directors to a standing question placed at the beginning of each Board Meeting Agenda.

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

The directors and administrative personnel of GCR have undertaken a review of the Listing Rules, including LR 3.19A and B (Appendix 3X/Y/Z), as they apply to this and future issues. The current prompt in Board Meeting Agendas will be expanded so that Directors will be reminded of the requirements to provide timely information for each of the scenarios in Appendix 3X, 3Y and 3Z that will facilitate compliance with the Listing Rules.

Yours faithfully

Carl Hoyer
Company Secretary

For personal use only



8 July 2020

Reference: 20090

Ms Carolyn Jacobs
Office Manager
Golden Cross Resources Limited
Suite 304
66 Berry Street
North Sydney
NSW 2060

By email

Dear Ms Jacobs

Golden Cross Resources Limited ('GCR'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. GCR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 2 July 2020 for Mr Yuanheng Wang (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 Wang's notifiable interest occurred on 30 January 2020. It appears that the Notice should have been lodged with ASX by 6 February 2020. Consequently, GCR may have breached

Listing Rules 3.19A and/or 3.19B. It also appears that Mr Wang may have breached section 205G of the *Corporations Act 2001* (Cth).

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

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

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 GCR 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 GCR 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 ListingsComplianceSydney@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 AEST) on 10 July 2020.

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.

Enquiries

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

Kind regards

Lin Kang
Adviser, Listings Compliance (Sydney)