

7 August 2020

Belinda Giles
Adviser, Listings Compliance
Level 40 Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Belinda,

By Email: ListingsCompliancePerth@asx.com.au.

RE: Victory Mines Limited ('VIC'): Appendix 3Y – Change of Director's Interest Notice Query

I refer to your letter dated 5 August 2020 in regard to the Appendix 3Y for Mr Matthew Blake.

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

Following a share buy-back and cancellation within DJ Carmichael Pty Limited, Mount Street Investments Pty Limited, an entity controlled by Mr Blake, has acquired a relevant interest in shares held by DJ Carmichael Pty Limited by virtue of now having an interest greater than 20% in DJ Carmichael Pty Limited. Mr Blake only became aware of the effect of the buy back on his percentage holding on Tuesday 4th August 2020 and notified the Company immediately. It is noted that no shares in the Company have changed hands.

Although the buy back and cancellation occurred on 29 June 2020, ASIC has not yet confirmed the buyback and the DJ Carmichael Pty Limited shareholdings have not been updated on the ASIC register.

2. *What arrangements does VIC 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 and its Directors are aware of their responsibilities under listing rules 3.19A and 3.19B. These responsibilities are set out in VIC's Share Trading Policy.

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

VIC confirms that its current practices are adequate and ordinarily effective to ensure compliance with Listing Rules 3.19A and 3.19B.

Yours faithfully

A handwritten signature in black ink, appearing to read 'S. Mison'.

Scott Mison
Company Secretary

Authorised by the board of Victory Mines Limited

For personal use only



5 August 2020

Reference: 21850

Mr Scott Mison
Company Secretary
Victory Mines Limited

By email

Dear Mr Mison

Victory Mines Limited ('VIC'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. VIC's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 4 August 2020 for Mr Mathew Blake (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 Blake's notifiable interest occurred on 29 June 2020. It appears that the Notice should have been lodged with ASX by 6 July 2020. Consequently, VIC may have breached Listing Rules 3.19A and / or 3.19B.

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 VIC 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 VIC 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 **12:00 PM AWST Monday, 10 August 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, VIC'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 VIC to request a trading halt immediately.

Your response should be sent to me by e-mail at 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 VIC'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 VIC's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to VIC'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 VIC'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 faithfully

Belinda Giles
Adviser, Listings Compliance (Perth)