

15 May 2020

Wade Baggott  
Manager, Listings Compliance (Perth)  
Via email: ListingsCompliancePerth@asx.com.au

Dear Wade.

#### **RESPONSE TO ASX AWARE QUERY**

Golden Deeps Limited ("Golden Deeps" and "Company") refers to the Letter received from you on 13 May 2020 entitled 'Golden Deeps Limited: ('GED'): Aware Query', a copy of which is attached.

Golden Deeps responds to the queries in your Letter as follows.

#### *Acquisition*

1. Yes.
2. N/A.
3. 8<sup>th</sup> of May 2020.
4. Discussions for the potential acquisition of Extract Minerals Pty Ltd by GED were initiated on 8<sup>th</sup> of May 2020. The discussions were initiated on behalf of GED by Kalgoorlie Mine Management Pty Ltd ("KMM").
5. The Share Sale Agreement between GED and the Vendors regarding the Acquisition is provided.
6. GED emailed Wade Baggott of the ASX on the first day of the Trading Halt, being 8<sup>th</sup> of May 2020, at 5.36pm. The content of the email included stating that GED was negotiating to purchase a company that held a mineral tenement and mining tenement application, however, at that time the negotiations were ongoing and no agreement had been executed. Also included in the email was notification that GED was progressing with a proposed placement of securities to sophisticated and professional investor clients of Pac Partners Pty Ltd.

Further to this, GED lodged with the ASX on 11 May 2020 at 19.03pm an announcement entitled 'Gold Projects Acquired in Lachlan Fold Belt and Placement'. GED believed that this announcement contained all the necessary details of both the Acquisition and Placement necessary for release to the market.

7. At the time of the Trading Halt request being made, GED was not aware of the Acquisition. GED became aware of the possible acquisition on 8<sup>th</sup> of May 2020. Notwithstanding that no agreement had been reached on the acquisition, GED emailed Wade Baggott of the ASX on that date (refer to 6. above) to inform the ASX of the possible acquisition and possible capital raising.

#### *Placement*

8. Yes. The Placement was completed with monies received on 12 May 2020. An announcement entitled 'Gold Projects Acquired in Lachlan Fold Belt and Placement' was provided to the ASX on 11 May 2020 in anticipation of the Placement completion.
9. Not applicable.
10. Pac Partners Pty Ltd approached GED on the 7<sup>th</sup> of May 2020 indicating that there may be interest in a capital raising for GED. GED had made no decision to raise capital at this point.

GED requested a Trading Halt later the same day so it could progress discussions in relation to a possible capital raising.

In consultation with Pac Partners Pty Ltd, the terms of a capital raising were settled on 8<sup>th</sup> of May 2020. The issue price was set by GED at \$0.008 per share with a free attaching option exercisable at \$0.015 at any time up to 30 June 2021.

A Terms Sheet in relation to the Placement was drafted and provided to Pac Partners Pty Ltd on 8<sup>th</sup> of May 2020. This constituted the terms of the Placement. A Placement Offer was provided to both Pac Partners Pty Ltd and Shaw and Partners Limited on 10<sup>th</sup> of May 2020.

11. Refer to point 10 above.

12. GED was responsible for managing the Placement with bids provided by Pac Partners Pty Ltd and Shaw and Partners Limited.

13. GED consulted with Pac Partners Pty Ltd in relation to the placement terms.

14. A Terms Sheet in relation to the Placement is provided separate to this Letter.

15. A schedule indicating the identity of the subscribers in relation to the Placement is provided separate to this Letter.

16. GED lodged with the ASX on 11 May 2020 at 19.03pm an announcement entitled 'Gold Projects Acquired in Lachlan Fold Belt and Placement'. This announcement disclosed details of the Placement.

17. Confirmed.

18. GED confirms that the responses to the questions have been authorised by the Board of Directors.

Authorised for release by the Board of Directors.

Sincerely,



Martin Stein  
Company Secretary



13 May 2020

Mr Martin Stein  
Company Secretary  
Golden Deeps Limited

By email

Dear Mr Stein

**Golden Deeps Limited ('GED'): Aware Query**

ASX refers to the following:

- A. The increase in the price of GED's securities from a low of \$0.005 to an intra-day high of \$0.01 on 5 May 2020, and an increase in the volume of securities traded on that day.
- B. ASX's price and volume query letter dated 5 May 2020 ('Price and Volume Query') and GED's response to the Price and Volume Query dated 5 May 2020, released together on the ASX Market Announcements Platform ('MAP') at 4:38pm WST on 5 May 2020 in which GED responded to each question as follows (responses in italics):

1. Is GED aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

*No.*

2. If the answer to question 1 is "yes".

(a) Is GED relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in GED's securities would suggest to ASX that such information may have ceased to be confidential and therefore GED may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.

(b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).

(c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?

*Not applicable.*

3. If the answer to question 1 is "no", is there any other explanation that GED may have for the recent trading in its securities?

*No.*

4. Please confirm that GED is complying with the Listing Rules and, in particular, Listing Rule 3.1.

*Confirmed.*

5. Please confirm that GED's 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 GED with delegated authority from the board to respond to ASX on disclosure matters.

*Confirmed.*

- C. The increase in the price of GED's securities from an opening price of \$0.007 to an intra-day high of \$0.016 on 6 May 2020, and an increase in the volume of securities traded on that day.

- 
- D. GED's request for a trading halt provided to ASX by email at 7:16pm WST on 7 May 2020 and released on MAP at 7:15am WST on 8 May 2020 ('Trading Halt Request'). GED requested the trading halt be granted pending the release of an announcement by GED in relation to a capital raising. GED was granted a trading halt on this basis and it was put in place prior to market open on 8 May 2020. The trading halt was to remain until the earlier of commencement of normal trading on 12 May 2020 or when the announcement was released to the market.
- E. GED's request for voluntary suspension of its securities pending the release of announcement in relation to a capital raising and an acquisition, provided to ASX by email at 8:04am WST on 12 May 2020 and released on MAP at 8:15am WST on 12 May 2020.
- F. GED's announcement titled "Gold Projects Acquired in Lachlan Fold Belt and Placement" released on MAP at 11:40am WST on 13 May 2020 (the 'Announcement'). The Announcement stated that GED:
- (a) acquired 100% of Extract Minerals Pty Ltd ('Extract Minerals') which holds the Tuckers Hill Project (ELA 5963) and the Havilah Project (EL 8936) in the Lachlan Fold Belt in New South Wales (the 'Acquisition'); and
  - (b) finalised the terms of a placement and received cash of \$541,217 in relation to it ('Placement').
- G. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- H. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- I. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
- 3.1A.1 One or more of the following applies:*
- *It would be a breach of a law to disclose the information;*
  - *The information concerns an incomplete proposal or negotiation;*
  - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
  - *The information is generated for the internal management purposes of the entity; or*
  - *The information is a trade secret; and*
- 3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 A reasonable person would not expect the information to be disclosed."*
- J. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

---

*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

## **Questions and Requests for Information**

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

### *Acquisition*

1. Does GED consider the Acquisition to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did GED first become aware of the Acquisition?
4. When did GED first initiate discussions for the potential acquisition of Extract Minerals with the vendor of Extract Minerals (‘Vendor’)? Please include in your response a confirmation of who initiated these discussions on behalf of GED.
5. Please provide a copy of the agreement/s between GED and the Vendor regarding the Acquisition (not for release to market).
6. If GED first became aware of the Acquisition before 13 May 2020 (being the date of the Announcement), did GED make any announcement prior to the 13 May 2020 which disclosed details of the Acquisition? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe GED was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps GED took to ensure that the information was released promptly and without delay.
7. Please explain why the Acquisition was not mentioned in the Trading Halt Request.

### *Placement*

8. Does GED consider the Placement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
9. If the answer to question 7 is “no”, please advise the basis for that view.
10. When did GED first become aware of the Placement?
11. When did GED first initiate discussions regarding a potential capital raising?
12. Who was responsible for managing the Placement on behalf of GED?
13. Did GED receive any external advice and/or assistance in relation to the Placement? If so, please confirm who provided that advice and/or assistance.
14. Please provide a copy of any terms sheet or mandate (or equivalent) signed in relation to the Placement (not for release to the market). If no such documents exist, please confirm this.
15. Please provide a schedule indicating the identity of the subscribers under the Placement and the number of shares each subscriber received (not for release to market).
16. If GED first became aware of the Placement before 13 May 2020 (being the date of the Announcement), did GED make any announcement prior to the 13 May 2020 which disclosed details of the Placement? If so, please provide details. If not, please explain why this information was not released to the market at an

---

earlier time, commenting specifically on when you believe GED was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps GED took to ensure that the information was released promptly and without delay.

17. Please confirm that GED is complying with the Listing Rules and, in particular, Listing Rule 3.1.
18. Please confirm that GED's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GED 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 **3:00 PM AWST Friday, 15 May 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, GED'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 GED to request a trading halt immediately.

If you wish to request 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*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

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.

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

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

### **Suspension**

---

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

**Enquiries**

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

Yours faithfully

---

**Wade Baggott**  
Manager, Listings Compliance (Perth)