



10 February 2021

Stephanie Patchell  
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Level 40, Central Park  
152-158 St George's Terrace  
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By email: [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Ms Patchell,

**Aston Minerals Limited ('ASO' or 'Company') - Response to ASX Letter**

In response to ASX's letter dated 5 February 2021, ASO wishes to provide the following response adopting the numbering in the letter:

- (a) The board was aware that Mr Kumova was a substantial holder at the relevant times.
- (b) (i) At the time of preparing and releasing ASO's 2019 and 2020 Corporate Governance Statements, the board considered that Mr Kumova's substantial shareholding in ASO did not compromise his independence as a director. The board considered that Mr Kumova's substantial shareholding was not material and did not interfere with his capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company as a whole. The board understands that a director who is a substantial shareholder in an entity may be perceived as having such a proportion of their personal wealth tied up in that holding that they have a qualitatively different interest to security holders generally. However, the board considered Mr Kumova's shareholding in ASO to be a relatively low proportion of his personal wealth such that he did not have a qualitatively different interest to security holders of ASO. The board considered that Mr Kumova's shareholding helped align his interests with those of other security holders of ASO. As stated in ASO's 2019 and 2020 Corporate Governance Statements, the board considered Mr Kumova to be independent of executive management and free of any business or other relationship that could materially interfere with the exercise of unfettered and independent judgement or compromise his ability to act in the best interests of the Company.

The board acknowledges that ASO's 2019 and 2020 Corporate Governance Statements state that a director of ASO will be considered independent if they are, amongst other things, not a substantial shareholder of ASO. The board notes however that the independence of each director is considered on a case by case basis, and that materiality is assessed by reference to



each director's individual circumstances, rather than by applying general materiality thresholds. Having considered Mr Kumova's individual circumstances, and for the reasons set out above, the board considered Mr Kumova to be independent notwithstanding the criteria set out in its 2019 and 2020 Corporate Governance Statements. ASO's 2019 and 2020 Corporate Governance Statements also note that the board may determine that a director is independent notwithstanding the existence of an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations. ASO intends to take a more comprehensive approach in disclosing the reasons for considering a director to be independent in future corporate governance statements.

(ii) Mr Kumova did not have input in the board's determination of his independence.

(c) Not applicable.

This response was authorised by the board.

Yours sincerely,

A handwritten signature in black ink that reads 'Oonagh Malone'.

Oonagh Malone  
Company Secretary



5 February 2021

Reference: 02128227

Ms Oonagh Malone  
Company Secretary  
Aston Minerals Limited

By email: omalone@konkera.com.au

Dear Ms Malone

**Aston Minerals Limited ('ASO') (formerly European Cobalt Limited ('EUC'))**

ASX refers to the following:

- A) EUC's Corporate Governance Statement for the financial year ending 30 June 2017, released on the ASX market announcements platform ('MAP') on 29 September 2017, which said (emphasis added):

*"The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers current directors Eddie King and Don Carroll to be independent. **The Board considers Tolga Kumova and Rob Jewson not to be independent due to being substantial security holders of the Company and Rob Jewson being employed in an executive capacity as Managing Director.**"*

- B) EUC's announcement titled "Becoming a substantial holder", released on MAP on 3 January 2018, which stated that Tolga Kumova became a substantial shareholder on 29 December 2017 through the following wholly-controlled entities:

- i. Sisu International Pty Ltd;
- ii. Kitara Investments Pty Ltd <Kumova Family A/C>; and
- iii. Bilgi Investments Pty Ltd.

- C) EUC's Corporate Governance Statement for the financial year ending 30 June 2018, released on MAP on 28 September 2018 (emphasis added):

*"The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers current directors Eddie King and Don Carroll to be independent. **The Board considers Tolga Kumova and Rob Jewson not to be independent due to being substantial security holders of the Company and Rob Jewson being employed in an executive capacity as Managing Director.**"*

- D) EUC's Corporate Governance Statement for the financial year ending 30 June 2019, released on MAP on 31 October 2019 (emphasis added):

*"Directors of EUC are considered to be independent if they satisfy the following criteria:*

- *a non-executive Director; [and]*
- ***not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;***

...

***The Board has determined that, in respect of the 2019 financial year, Tolga Kumova, Don Carroll, Eddie King and Dale Ginn were independent of executive management and free of any business or other***

relationship that could materially interfere with the exercise of unfettered and independent judgement or compromise their ability to act in the best interests of the Company. **The majority of the Board was therefore considered independent for the 2019 financial year.**"

E) The top twenty holders table in EUC's 2019 Annual Report (released 31 October 2019), which showed that:

- i. Bilgi Investments Pty Ltd held 39,564,564 shares, or 5.19% of ASO's issued capital; and
- ii. Sisu International Pty Ltd held 32,842,458 shares, or 4.31% of ASO's issued capital.

ASX therefore understands that Mr Kumova remained a substantial shareholder in EUC at 30 June 2019.

F) EUC's Corporate Governance Statement for the financial year ending 30 June 2020 (released 28 October 2020) (emphasis added):

*"Directors of EUC are considered to be independent if they satisfy the following criteria:*

- *a non-executive Director; [and]*
- ***not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company; ...***

***The Board has determined that, in respect of the 2020 financial year, Tolga Kumova, Don Carroll, Eddie King and Dale Ginn were independent of executive management and free of any business or other relationship that could materially interfere with the exercise of unfettered and independent judgement or compromise their ability to act in the best interests of the Company. The majority of the Board was therefore considered independent for the 2020 financial year.***"

G) The top twenty holders table in EUC's 2020 Annual Report (released 30 September 2020), which showed that:

- i. Bilgi Investments Pty Ltd held 39,564,564 shares, or 4.56% of EUC's issued capital; and
- ii. Sisu International Pty Ltd held 32,842,458 shares, or 3.79% of EUC's issued capital.

ASX therefore understands that Mr Kumova remained a substantial holder in EUC at 30 June 2020.

### Requests for information

Noting that:

- In its Corporate Governance Statements for the years ended 30 June 2017 and 2018, EUC stated that it did not consider Mr Kumova to be an independent director on the basis that he was a substantial holder of its securities.
- In its Corporate Governance Statements for the years ended 30 June 2019 and 2020, EUC stated that, in order to be considered independent, a director was required to not be a substantial shareholder of EUC (amongst other things).
- Mr Kumova appears to have been a substantial shareholder at all relevant dates on which each of the above-mentioned Corporate Governance Statements were released by EUC,

ASX asks ASO to explain the basis on which it determined that Mr Kumova was an independent director for the purposes of its 2019 and 2020 Corporate Governance Statements. In its explanation, ASO should fully address:

- a. whether it was aware that Mr Kumova was a substantial holder at the relevant times;
- b. if so:

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- For personal use only
- i. its reasons for considering Mr Kumova to be independent notwithstanding that it appears that he did not satisfy the criteria in the Corporate Governance Statements; and
  - ii. whether Mr Kumova had input in that determination,
- c. if not, whether it still considers Mr Kumova to be independent, and in which case its reasons for doing so notwithstanding that it appears that he does not satisfy the criteria in the Corporate Governance Statements.

#### **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 **1:00pm (AWST) on Wednesday 10 February 2021**. 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, ASO'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 ASO 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 ('MAP').

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

In responding to this letter, you should have regard to ASO'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 ASO'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)