

10 November 2022

Ms Yulia Gurdina
Senior Adviser
ASX Limited
Listings Compliance (Sydney)
20 Bridge Street
Sydney NSW 2000

Dear Ms Gurdina,

Re: Your letter dated 7 November 2022 Reference: 63542

In response to the ASX's request for information under Listing Rule 18.7, Vango Mining Limited ("Vango" or the "Company") (ASX: VAN) answers 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.

*The Company complied with **Listing Rule 3.19A.1**, as Mr Wallace was appointed as a director of the Company on 11 January 2021 and an Appendix 3X was lodged on 14 January 2021, which is within 5 business days of Mr Wallace's appointment as a director of the Company.*

***Listing Rule 3.19.A.3** is not relevant, as Mr Wallace remains a director of the Company.*

***Listing Rule 3.19.A.2** is relevant as, based on information provided by Mr Wallace on 3 November 2022, he confirmed that on 5 March 2021 he purchased 2,867 VAN shares at \$0.063 each (\$180.62). Following the provision of this information, Mr Wallace's Appendix 3Y was promptly drafted and lodged with the ASX, also on 3 November 2022.*

On 3 November 2022, Mr Wallace advised the Company that "I looked at my emails around that time and my only explanation for not advising was a sickness in my family I will have to plead an oversight on my behalf!"

2. What arrangements does VAN 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?

Clause 4.1 (c) of the Company's Share Trading Policy states:

"Notifying the Company and ASX

The Company Secretary maintains a shares transaction register. The persons this policy applies to who have been dealing in Company shares either personally or through a trust, company, family member or friend, must inform the Company Secretary in writing within

2 days, with the details of each transaction. This notification is mandatory and must be provided whether or not prior authority was granted. Dealing in Company shares must only be undertaken with the full knowledge of the Chairman and Company Secretary."

The Company Secretary maintains a shares transaction register of notifications received from the Company's directors. Reference by the Company Secretary to the share transaction register compared with the Company's share register identified a difference, which resulted in Mr Wallace's Appendix 3Y being lodged on 3 November 2022.

Further, Mr Wallace previously provided details of other VAN share purchases by the required deadline.

He provided details of 14,830 VAN shares purchased for \$0.076 (\$1,127.08) on 11 January 2021. Details of this share purchase were reported by an Appendix 3Y lodged on 14 January 2021, which is within 5 business days of the VAN share purchase transaction.

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

The current arrangements are considered to be adequate and being enforced.

Authorised by the Company's Executive Chairman, Mr Bruce McInnes.

Yours sincerely,



Ian Morgan
Company Secretary
Vango Mining Limited



7 November 2022

Reference: 63542

Mr Ian Morgan
Company Secretary
Vango Mining Limited
Aurora Place, Building 1
Level 29 88 Phillip Street
SYDNEY NSW 2000

By email

Dear Mr Morgan

Vango Mining Limited ('VAN'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. VAN's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 3 November 2022 for Mr Craig Wallace (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 Wallace's notifiable interest occurred on 5 March 2021. It appears that the Notice should have been lodged with ASX by 12 March 2021. Consequently, VAN may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Wallace may have breached section 205G of the *Corporations Act 2001* (Cth).

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 VAN 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 VAN 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 **3:30 PM AEDT Thursday, 10 November 2022**. 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, VAN'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 VAN to request a trading halt immediately.

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

Listing Rules 3.1 and 3.1A

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

Regards

Yulia Gurdina

Senior Adviser, Listings Compliance (Sydney)