Ventnor Resources Limited

13 January 2017

Elizabeth Harris
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Elizabeth

RE: Appendix 3Ys – Change of Director's Interest Notice

We refer to your letter dated 12 January 2017, in relation to the Appendix 3Y's lodged by the Company on 9 January 2017, and respond to the questions raised in your letter as follows:

1. **What arrangements does the Company have in place (including with its directors) to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

   The Directors of the Company are fully aware of and understand their obligations under listing rule 3.19A and section 205G of the Corporations Act.

   The company has a standard "Consent to Act as a Director and Statutory Information" form which incorporates all the initial requirements to satisfy both Corporations Act and ASX listing rule requirements. The form also incorporates an obligation in relation to ongoing notification of any changes to reportable information. In addition, the company has a standard letter agreement in the form set out in attachment 1 of Guidance Note 22 of the ASX listing rules. The company's Corporate Governance Manual incorporates these disclosure obligations.

   In accordance with the company's corporate governance procedures and in compliance with their obligations outlined above, each of the directors notified the company of their change in interest within the requisite timeframe.

   The Appendices 3Y were lodged late due to the hospitalisation of the company secretary at the time of required lodgement.

2. **If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?**

   In normal circumstances, the company believes that the arrangements in place are adequate to ensure compliance with listing rule 3.19B, with the non-disclosure having been as a result of extenuating circumstances. To ensure a similar occurrence does not result in non-compliance all notifications of change in directors' interest will be directed to both the company secretary and the managing director.

Yours faithfully

J Geary
Company Secretary

Level 1, 6 Thelma Street, West Perth WA 6005
t : +61 8 9226 3780 f : +61 8 9226 3764 e : info@ventnorresources.com.au www.ventnorresources.com.au
ABN 59 142 014 873

12 January 2017

Mr John Geary
Ventnor Resources Limited
Level 1
6 Thelma Street
WEST PERTH WA 6005

By email

Dear Mr Geary

VENTNOR RESOURCES LIMITED (THE "COMPANY")

We refer to the following.

1. The Company's announcement lodged with ASX Limited ("ASX") on 9 January 2017 regarding a Change of Director's Interest Notice for each of Mr Paul Boyatzis, Mr Bruce Maluish and Mr Peter Pawlowitsch ("Appendices 3Y").

2. ASX listing rule 3.19A which requires an entity to tell ASX the following.

   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.*

   3.19B *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.*

3. Listing rule 3.19B which reads as follows.

   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.

As the Appendices 3Y indicates a change in the notifiable interest of each of Mr Paul Boyatzis, Mr Bruce Maluish and Mr Peter Pawlowitsch occurred on 29 November 2016, the Appendices 3Y should have been lodged with the ASX no later than 6 December 2016. As the Appendices 3Y was lodged on 9 January 2017, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B

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

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances, ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules. ASX notes that the Appendices 3Y were lodged late due to the hospitalisation of the company secretary.

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", ASX requires the Company to respond to each of the following questions.

1. What arrangements does the Company have in place (including with its directors) to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

2. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

The Company's response should be sent by email to me at Elizabeth.Harris@asx.com.au – it should not be sent to the ASX Market Announcements Office.

The Company's response is required as soon as possible and, in any event, **by not later than 3.00pm AWST on Monday, 16 January 2017**. Under listing rule 18.7A, a copy of this letter and the Company's response will be released to the market, so the Company's response should be in a form suitable for release and must separately address each of the questions asked.

Please contact me should you have any queries about this letter.

Yours sincerely

[sent electronically without signature]

Elizabeth Harris
Principal Adviser, ASX Listings Compliance