



Yellow Rock Resources Limited
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15 July 2008

Jill Hewitt
ASX Limited
2 The Esplanade
PERTH WA 6000

Dear Jill

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

We refer to your letter dated 14 July 2008, in relation to the Appendix 3Y's lodged by the Company on 11 July 2008, and respond to the questions raised in your letter as follows:

1. Please explain why the Appendix 3Y's were lodged late.

On 5 June 2007, shareholders in general meeting approved the grant of 2,500,000 options to each of Mr Geary and Mr McInerney, directors of the Company. Subsequently, these options were allotted to Mr Geary and Mr McInerney, or their nominees, on 4 July 2007.

On 4 July 2007, the company lodged an Appendix 3B for the issue of new securities and, due to an administrative oversight, inadvertently failed to also lodge the Appendix 3Y's to reflect the resulting change in directors interests.

On preparation of an Appendix 3Y lodged on Friday 11 July 2008, the Company became aware of this oversight and immediately notified ASX of the non-compliance.

The Company notes that neither director has had a change of interest since 4 July 2007 and up to the change of interest lodged on 11 July 2008, and that with the exception of the non-lodgement of the Appendix 3Y's the market was fully informed of the issue of securities to the directors through the general meeting of shareholders held on 5 June 2007, lodgement of the Appendix 3B and disclosure in the company's 2007 Annual Report.

2. What arrangements does the Company have in place 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

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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 (refer attached).

3. 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 believes that the arrangements in place are adequate to ensure compliance with listing rule 3.19B, with the non-disclosure having been an internal administrative error, however the notification received from ASX has been circulated to all directors and they have been reminded of their obligations under listing rule 3.19A and section 205G of the Corporations Act.

Yours faithfully



John Geary
Director

DIRECTOR'S DISCLOSURE OBLIGATIONS TO ENABLE COMPANY TO COMPLY WITH ASX LISTING RULES

1. Initial Disclosure

The Director will provide the following information as at the date they become a director:

- (a) details of all securities registered in the Director's name. These details include the number and class of the securities.
- (b) details of all securities not registered in the Director's name but in which the Director has a relevant interest within the meaning of section 9 of the Corporations Act. These details include the number and class of the securities, the name of the registered holder and the circumstances giving rise to the relevant interest.
- (c) details of all contracts (other than contracts to which the Company is a party) to which the Director is a party or under which the Director is entitled to a benefit, and that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment scheme made available by the Company or a related body corporate. These details include the number and class of the shares, debentures or interests, the name of the registered holder if the shares, debentures or interests have been issued and the nature of the Director's interest under the contract.

2. Ongoing Disclosure

The Director will provide the following information:

- (a) details of changes in securities registered in the Director's name other than changes occurring as a result of corporate actions by the Company. These details include the date of the change, the number and class of the securities held before and after the change, and the nature of the change, for example on-market transfer. The Director will also provide details of the consideration payable in connection with the change, or if a market consideration is not payable, the value of the securities the subject of the change.
- (b) details of changes in securities not registered in the Director's name but in which the Director has a relevant interest within the meaning of section 9 of the Corporations Act. These details shall include the date of the change, the number and class of the securities held before and after the change, the name of the registered holder before and after the change, and the circumstances giving rise to the relevant interest. The Director will also provide details of the consideration payable in connection with the change, or if a market consideration is not payable, the value of the securities the subject of the change.

- (c) details of all changes to contracts (other than contracts to which the Company is a party) to which the Director is a party or under which the Director is entitled to a benefit, and that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment scheme made available by, the Company or a Related Body Corporate. These details include the date of the change, the number and class of the shares, debentures or interests to which the interest relates before and after the change, the name of the registered holder if the shares, debentures or interests have been issued, and the nature of the Director's interest under the contract.

3. Date by which Ongoing Disclosure to be provided

The Director will provide the required information as soon as reasonable possible after the date of the change and in any event no later than three business days after the change.

4. Final Disclosure

The Director will provide the following information as at the date of ceasing to be a Director:

- (a) details of all securities registered in the Director's name. These details include the number and class of the securities.
- (b) details of all securities not registered in the Director's name but in which the Director has a relevant interest within the meaning of section 9 of the Corporations Act. These details include the number and class of the securities, the name of the registered holder and the circumstances giving rise to the relevant interest.
- (c) details of all contracts (other than contracts to which the Company is a party) to which the Director is a party or under which the Director is entitled to a benefit, and that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment scheme made available by, the Company or a related body corporate. These details include the number and class of the shares, debentures or interest, the name of the registered holder if the shares, debentures or interests have been issued and the nature of the interest under the contract.

5. Date by which Final Disclosure to be provided

The Director will provide the required information as soon as reasonably possible after the date of ceasing to be Director and in any event no later than three business days after the date of ceasing to be a Director.

6. Agency

The Directors authorise the Company to give the information provided by the Director to ASX on the Director's behalf and as the Director's agent.



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Mr J Geary
Company Secretary
Yellow Rock Resources Limited
35 Great Eastern Highway
RIVERVALE WA 6103

Facsimile: 9361 5900

Dear John

**Yellow Rock Resources Limited (the "Company")
Appendix 3Y – Change of Director's Interest Notice**

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 11 July 2008.
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 1 January 2002.
 - 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 1 January 2002 or 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). 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 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.

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4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicated that a change in the director's relevant interests occurred on 4 July 2007, it appears that the Appendix 3Y should have been lodged with the ASX by 11 July 2007. As the Appendix 3Y was lodged on 11 July 2008, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears that there may have been a breach of S205G of the Corporations Act by the director concerned.

Please note that ASX is required to record details of breaches of the listing rules by listed companies 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.

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", we ask that you answer each of the following questions:

1. Please explain why the [Appendix / Appendices] were lodged late.
2. What arrangements does the Company have in place 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at jill.hewitt@asx.com.au or by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Wednesday 16 July 2008.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,



Jill Hewitt
Adviser, Issuers (Perth)