



**KALGOORLIE-BOULDER
RESOURCES LTD**
ABN 48 106 732 487

Ms Jill Hewitt
Advisor, Issuers (Perth)
ASX Markets Supervision Pty Ltd
Level 8
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Facsimile: 9221 2020

Dear Jill,

Appendix 3X – Director's Interest Notice

I refer to your letter dated January 2009 requesting responses to your queries raised over the late lodgements of Appendix 3X's for the Company's new directors, Mr Paul Poli and Mr Andrew Viner. The responses are in the same order as the questions raised.

1. Mr Poli and Mr Viner were appointed as directors of Kalgoorlie-Boulder Resources Limited ("KBRL"), (now Matsa Resources Limited) on 23 December following settlement of the acquisition of Matsa Resources Limited ("Matsa"). Shareholder approval to acquire Matsa was received 18 December at a shareholders meeting.

As part of the settlement process a new issue of 80 million shares and 20 million options in KBRL was made to Matsa shareholders based on their proportional ownership in Matsa. Mr Poli and Mr Viner were shareholders of Matsa.

The processing of the new KBRL shares to the Matsa shareholders (including Mr Poli and Mr Viner) was not completed by KBRL's share registry until 31 December 2008 due to the Xmas/New Year holiday period although the shares were dated as issued 23 December 2008, the date of the Mr Poli and Mr Viner's appointment. Until processing was completed by the share registry Mr Poli and Mr Viner could not confirm their interests to KBRL. Due to the New Year public holiday period they were not able to do so until returning to work on Monday 5 January 2009 and the Appendix 3X's were lodged Tuesday 6 January 2009.

Given when the issue of the shares were processed by KBRL's share registry (31 December 2008) Mr Poli and Mr Viner confirmed their interests in KBRL within 5 business days of being advised of the issue of the shares and options to them. KBRL believed it important to wait for the processing and confirmation so that the market was fully informed of the new director's interest in KBRL following the acquisition of Matsa which was a material transaction. Given the issue date of the shares was registered as 23 December 2008 KBRL deemed they were required to be included in the Initial Directors Interest Notice.

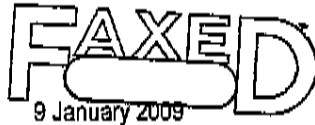
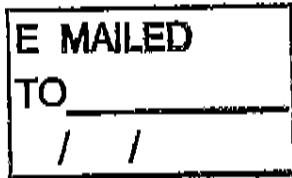
2. In order to meet its disclosure obligations under Listing Rule 3.19A KBRL has advised its directors of their responsibilities with respect to notifying KBRL of their interests in the Company or any changes to those interests and the timeframes required to do so. It has entered into agreements with each of the directors to disclose their interest in compliance with ASX Listing Rule Guidance Note 22.
3. KBRL believes the current arrangements are adequate but will continue to monitor the current arrangements on a regular basis.

Yours Sincerely,



Andrew Chapman
Company Secretary

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Mr A Chapman
 Company Secretary
 Kalgoorlie Boulder Resources Limited
 Suite 1 Vosper House
 31-33 Duggan Street
 KALGOORLIE WA 6430

By email: andrew.chapman@kbrl.com.au

Dear Andrew

**Kalgoorlie Boulder Resources Limited (the "Company")
 Appendix 3X – Director's Interest Notice**

We refer to the following:

1. The Appendices 3X lodged by the Company with ASX on 6 January 2009.
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 Appendices notifying of the director's relevant interest and his appointment which occurred on 23 December 2008, it appears that the Appendices should have been lodged with the ASX by 2 January 2009. As the Appendices were lodged on 6 January 2009, 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 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 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 7.30 a.m. W.D.S.T) on Tuesday, 13 January 2009.

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)