

09 August 2019

ASX
Email: cheng.tang@asx.com.au.

Dear Cheng

Appendix 3X – Initial Director’s Interest Notice

I refer to your letter dated 09 August 2018, and hereby provide the following responses to your three questions.

1. On this rare occasion, the Appendix 3X was not lodged within the prescribed time period due to an administrative oversight, rather than a systemic problem with the Company’s existing share trading policies and procedures.
2. The entity has appropriate policies and procedures in place which specify that new Directors joining the Board must indicate their director’s interests on their Consent to Act form. In this case, the Company and Mr Lampron had completed the required forms, including the Appendix 3X, however they were not lodged with ASX at the time due to an administrative oversight as opposed to the information not being prepared and available. The Company immediately lodged with ASX the Appendix 3X when it became aware it had not previously done so.
3. The Company considers that its current procedures are adequate to ensure compliance with the relevant ASX Listing Rules. In this case, there was no share trading that occurred, it was an initial filing only upon Mr Lampron joining the Board which triggered the requirement to file the Appendix 3X.

Yours Faithfully,



Jenni Pilcher
Company Secretary



9 August 2019

Reference: ODIN05226

Ms. Jenni Pilcher
CFO and Company Secretary

By email: jenni.pilcher@mach7t.com

Dear Ms. Pilcher

Mach7 Technologies Limited ('M7T'): Appendix 3X – Initial Director's Interest Notice Query

ASX refers to the following:

1. M7T's announcement lodged on the ASX Market Announcements Platform ('MAP') on 20 June 2019 confirming the appointment of Mr. Mike Lampron as a director of M7T effective on 24 June 2019;
2. M7T's Appendix 3X lodged on the ASX Market Announcements Platform ('MAP') on 8 August 2019 for Mr. Lampron (the 'Notice');
3. 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.'*
4. 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.'

As the Notice indicated that Mr. Lampron was appointed on 24 June 2019, it appears that the Notice should have been lodged with ASX by 1 July 2019. As the Notice was lodged on 8 August 2019, it appears that M7T may have breached listing rules 3.19A and/or 3.19B. It also appears that Mr. Lampron may have breached section 205G of the *Corporations Act 2001* (Cth).

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

ASX reminds M7T of its contract with ASX to comply with the Listing Rules. In the circumstances, M7T should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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 3X was lodged late.
2. What arrangements does M7T 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 M7T intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceMelbourne@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEST) on 14 August 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Cheng Tang
Senior Adviser, Listings Compliance (Melbourne)