

13 July 2018

Ms Dawn James  
Senior Adviser  
Australian Securities Exchange  
Level 40, Central Park  
152-158 St Georges Terrace  
PERTH WA 6000

BY EMAIL: [dawn.james@asx.com.au](mailto:dawn.james@asx.com.au)

Dear Ms James,

### **NANOLLOSE LIMITED – RESPONSE TO QUERY LETTER**

We refer to your letter dated 10 July 2018 (“Letter”) in relation to the Directors’ Notices lodged by the Company on 5 July 2018, and respond to the questions raised in your letter as follows:

**1. Please explain why the Directors’ Notices were lodged late.**

The Directors’ Notices were not released within the required 5 business days due simply to an administrative oversight following the directors’ participation in the Company’s Entitlement Offer announced to the ASX on 16 April 2018. Upon discovery of the administrative oversight, the Directors’ Notices were promptly lodged.

**2. What arrangements does the Entity 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?**

Upon joining the Board, each director is made aware of their obligations to notify the Company should there be a change in their notifiable interest to ensure that the Company can make the appropriate disclosures. The Company has written agreements with each of the directors which include obligations of the directors to ensure the Company can comply with Listing Rule 3.19A. The Company’s Trading Policy also reaffirms this requirement.

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

The Company believes that arrangements in place are adequate.

Please do not hesitate to contact me if further information is required.

Yours sincerely,



Erlyn Dale  
**COMPANY SECRETARY**



10 July 2018

**Ms Erlyn Dale**

Company Secretary  
Nanollose Limited  
Suite 5, CPC  
145 Stirling Highway  
Nedlands WA 6009

By email:

Dear Ms Dale

**Nanollose Limited (the “Entity”): Appendix 3Y – Change of Directors’ Interest Notice**

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on 5 July 2018 for Wayne Best;
2. The Appendix 3Y lodged by the Entity with ASX on 5 July 2018 for Winton Willesee;
3. The Appendix 3Y lodged by the Entity with ASX on 5 July 2018 for Raffaele Germano;
4. The Appendix 3Y lodged by the Entity with ASX on 5 July 2018 for Gary Cass;
5. The Appendix 3Y lodged by the Entity with ASX on 5 July 2018 for Terence Walsh (collectively the “Directors’ Notices”).
6. 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

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- 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.

7. 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.

The Appendices 3Y indicate that the changes in the Directors' notifiable interests occurred on 25 May 2018. It appears that the Directors' Notices should have been lodged with ASX by 1 June 2018. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

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 Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity 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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Directors' Notices were lodged late.
2. What arrangements does the Entity 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 the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [tradinghaltspert@asx.com.au](mailto:tradinghaltspert@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, not later than half an hour before the start of trading (ie before 8.00 a.m. WST) on Friday 13 July 2018.

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.

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

Kind regards

*[Sent electronically without signature]*

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**Dawn James**

Senior Adviser, Listings Compliance (Perth)

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