

8 February 2017

Ms Johanna O'Shea  
Adviser  
ASX Compliance Pty Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Ms O'Shea,

We refer to your letter dated 6 February 2017 concerning the lodgement of an Appendix 3Y for Mr Anthony Ho and Mr Patrick Ford, directors of Bioxyne Limited.

The following are answers to the questions raised in your letter.

*1. Please explain why the Appendix 3Y was lodged late.*

The Appendix 3Y's were lodged late due to an oversight by the Company Secretary.

*2. What arrangements does the Company have in place under listing rule 3.19B with its directors to ensure that it is able to meet its obligations under listing rule 3.19A.*

The Company requires its directors to disclose all information required by the Company in relation to:

- (a) the notifiable interests of a director on the date that director is appointed;
- (b) any change to a notifiable interest of that director; and
- (c) the notifiable interests of a director when that director ceases to be a director of the Company,

immediately following the occurrence of the event to enable the Company to comply with LR3.19A.

*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 3.19B.*

The Company considers current arrangements are adequate.

Yours faithfully,



Guy Robertson  
Company Secretary



6 February 2017

Guy Robertson  
Chief Operating Officer - Bioxyne Limited  
Suite 506, Level 5  
50 Clarence Street  
Sydney NSW 2000

By Email only: [guy.robertson@bioxyne.com](mailto:guy.robertson@bioxyne.com)

Dear Guy,

**BIOXYNE LIMITED (THE “ENTITY”): Late Appendix 3Y – Change of Director’s Interest Notices**

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX Limited (“ASX”) on Friday, 3 February 2017 for Mr Anthony Ho (the “First Director’s Notice”);
2. The Appendix 3Y lodged by the Entity with ASX on Friday, 3 February 2017 for Mr Patrick Ford (the “Second Director’s Notice” and, together with the First Director’s Notice, the “Notices”);
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 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 a change in both Director's notifiable interests occurred on 23 December 2016. It appears that the Notices should have been lodged with ASX by 4 January 2017. 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.

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 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 [johanna.o'shea@asx.com.au](mailto:johanna.o'shea@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 (i.e. before 9.30 a.m. AEDT) on Thursday, 9 February 2017.

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.

Further, I refer to the Company's announcement on Appendix 3B released to ASX on 3 February 2017 regarding the issue of securities by Company on 23 December 2016 and 2 February 2017. ASX listing rule 3.10.5 prescribes that a listed entity must immediately tell ASX of an issue of securities that has been made. If the issue is not a pro rata issue, the entity must complete Appendix 3B and give it to ASX at the same time.

It appears that the Company may also be in breach of listing rule 3.10.5.

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.

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

Yours sincerely

*[Sent electronically without signature]*

Johanna O'Shea

**Adviser, Listings (Sydney)**