

15 May 2017

George Tharian
ASX Compliance Pty Limited
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear George,

I refer to your letter to dated 10 May 2017 in relation to the Appendix 4C for the period ended 31 March 2017 that was released by the Company on 28 April 2017.

As noted in the Appendix 4C release and on April 27, subsequent to completion of the March quarter, the Company:

- raised \$1.0 million from a share placement to Allectus Capital Limited which completed in April 2017; and
- announced on April 27 the execution of a Share Purchase Agreement to acquire Sprooki Pte Limited, a Singapore based company. The Company also announced that the addition of the Sprooki business is expected to generate an additional \$5m of revenue over the balance of 2017 and 2018 from current Sprooki forecasted revenue and newly identified group revenue opportunities.

Responding to your specific questions and taking into account the information referred to above:

- 1 The Company expects to continue to have net negative operating cash flows for the rest of FY 2017 (May–Dec), turning positive in FY 2018 .
- 2 The Company has recently raised \$1m in a share placement. Further, we have received interest in our European Operations from a large Private Equity Group. This funding opportunity is currently being pursued. The Company also has the ability to raise further capital from its shareholders if required. The Company believes that these initiatives will be successful in generating further cash to fund its ongoing operations.
- 3 The Company expects to be able to continue its operations and is continuing to pursue and meet its business objectives as evidenced by recent announcements on the Sprooki acquisition; and the growth of our combined products, now offered in the SE Asia markets. Condat has also recently launched a major pilot with Deutsche Bahn railways and we expect this to result in substantial revenue growth for the Skyware product.
- 4 Confirmed. The Company is not aware of any information required to be released to the market.
- 5 I confirm that the above responses to the questions have been authorised and approved in accordance with Invigor's published disclosure policy and have been authorised by the Chief Financial Officer and the Chief Executive Officer

The Company believes it is in compliance with Listing Rule 12.2 as it is of the view that it has access to sufficient sources of funds to meet short term operating commitments.

Please contact me if you require any additional information.

Yours sincerely,



Leanne Ralph
Company Secretary



10 May 2017

Leanne Ralph
Company Secretary
Invigor Group Limited
Level 16, 56 Pitt Street
Sydney NSW 2000

By email

Dear Ms Ralph,

Invigor Group Limited (“Invigor”): Appendix 4C Query

I refer to Invigor’s Appendix 4C quarterly report for the period ended 31 March 2017 lodged with ASX Market Announcements Platform and released on 28 April 2017 (the “Appendix 4C”).

ASX notes that Invigor has reported:

- negative net operating cash flows for the quarter of \$1,568,000;
- cash at the end of the quarter of \$117,000; and
- estimated cash outflows for the next quarter of \$3,100,000

It is possible to conclude, based on the information in the Appendix 4C, that if Invigor were to continue to expend cash at the rate indicated by the Appendix 4C, Invigor may not have sufficient cash to continue funding its operations. In view of that, ASX asks Invigor to answer separately each of the following questions and provide the following confirmations in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does Invigor expect that it will continue to have negative operating cash flows for the time being and, if not, why not?
2. Has Invigor taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?
3. Does Invigor expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?
4. Please confirm that Invigor is in compliance with Listing Rule 3.1 and that there is no information that should be given to ASX about its financial condition in accordance with that Rule that has not already been released to the market.
5. Please confirm that Invigor’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of Invigor with delegated authority from the board to respond to ASX on disclosure matters.

Please also provide any other information that Invigor considers may be relevant to ASX forming an opinion on whether Invigor is in compliance with Listing Rule 12.2 (a listed entity's financial condition must, in ASX's opinion, be adequate to warrant the continued quotation of its securities and its continued listing).

When and where to send your response

This request is made under, and in accordance with Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than 5:00pm AEST on Monday 15 May 2017. If we do not have your response by then, ASX will have no choice but to consider suspending trading in Invigor's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, Invigor's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

In responding to this letter, you should have regard to Invigor's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that Invigor's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in Invigor's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

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

Yours sincerely,

[Sent electronically without signature]

George Tharian

Adviser, Listings Compliance (Sydney)