



BENJAMIN HORNIGOLD LIMITED
ACN 614 854 045
LEVEL 9 RIVERSIDE CENTRE
123 EAGLE STREET
BRISBANE QLD 4000

29 January 2018

Ms Rupa Kapadia
Adviser, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
SYDNEY NSW 2000

By email: rupa.kapadia@asx.com.au

Dear Ms Kapadia,

LETTER TO BENJAMIN HORNIGOLD LIMITED (BHD) DATED 25 JANUARY 2018

Benjamin Hornigold Limited (**BHD** or **Company**) responds as follows:

We firstly note that in your letter you have confirmed our discussions with ASX that John Bridgeman Limited (**JBL**) is not a Restricted Person under the Company's Trading Policy. The relevant interest disclosure in the Appendix 3Y Change of Director's Interest Notice is mandatory disclosure under the ASX Listing Rules, unrelated to the Company's Trading Policy, arising from the fact that Stuart McAuliffe is a director of BHD and also holds shares in JBL. In respect of JBL's purchase of BHD options on 30 October 2017 and 2 November 2017, there has been no breach of the Company's Trading Policy.

Our responses to each question set out in your letter of Wednesday, 25 January 2018:

1. It is not appropriate for BHD to provide subjective comment on the appropriateness of BHD's investment manager trading during a closed period under the Trading Policy. We are satisfied that there has been no breach of the Company's Trading Policy and that JBL has complied with its obligations as investment manager. We further note that while JBL would be aware of BHD's portfolio and performance, it is not the role of the investment manager to determine the nature of any relevant interests in securities of a person who is unable to trade personally during a closed period.
2. BHD has considered the circumstances of the specific trades in question and does not consider that any amendments are required to its Trading Policy. The Company has considered the requirements of ASX Listing Rule 12.9 to 12.12 and ASX Guidance Note 27. BHD considers that the current Trading Policy is properly drafted to reflect those requirements.

3. BHD's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policies or otherwise by its board or an officer with delegated authority from the board to respond to ASX on disclosure matters.

We finally note that despite there being no breach, there may be a perception issue around the trades made by JBL in the course of its business, where those trades involve the Company's securities. To that extent, the Company has raised this with JBL.

Yours sincerely



Kevin Mischewski
Company Secretary
Benjamin Hornigold Limited



25 January 2018

Mr Kevin Mischewski
Company Secretary
Benjamin Hornigold Limited
GPO Box 3112
Brisbane QLD 4000

By email: kmischewski@benjaminhornigold.com.au

Dear Mr Mischewski

BENJAMIN HORNIGOLD LIMITED ("BHD")

ASX Limited ("ASX") refers to the following:

- A. BHD's Securities Trading Policy lodged on 11 May 2017 as a market announcement (the "Trading Policy"), which prohibits a "Restricted Person" from dealing in the Company's securities during a "Closed Period".

The Trading Policy defines "Restricted Person" and "Closed Periods" as follows:

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|--------------------------|---|
| Restricted Person | means: |
| | (a) the Board and company secretary of the Company; |
| | (b) the directors and company secretary of any wholly or majority owned subsidiary of the Company; |
| | (c) any person who is entitled to receive equity performance rights and/or options as part of any equity incentive based scheme of the Company; and |
| | (d) any senior executive with authority and responsibility for planning directing and controlling the Company's activities. |

Closed Periods

means:

- (a) 1 July up to and including the day of release of the Appendix 4E Full Year Report to ASX;
- (b) 1 January up to and including the day of release of the Appendix 4D Half Year Report to ASX;
- (c) while the Company is a listed investment company, the period from the month-end at which the net tangible asset backing of the Company's securities for that month are compiled up to and including the day of release of the net tangible asset backing for that month; and
- (d) any other period specified by the Board from time to time.

- B. The Appendix 3Y Change of Director's Interest Notice lodged on the market announcements platform on 6 November 2017 for Stuart John McAuliffe (the "Notice"), disclosing an indirect interest in securities held by John Bridgeman Limited ("JBL"), BHD's investment manager. The Notice discloses that JBL acquired options in BHD on market on 30 October and 2 November 2017.
- C. The net tangible asset backing announcement released by BHD on 3 November 2017 (the "NTA Announcement").

Having regard to the above, ASX asks you to respond separately to each of the following questions and requests for information:

- 1. Notwithstanding that JBL is not a "Restricted Person", please comment on the appropriateness from a corporate governance perspective of the BHD's investment manager trading during what is a Closed Period under the Trading Policy, noting that as investment manager JBL would be aware of the composition of BHD's portfolio and its performance, and that trading by JBL gives rise to a relevant interest in securities for a person who is unable to trade personally during a Closed Period.
- 2. does BHD consider that any amendments are required to its Trading Policy? If not, why not?
- 3. Please confirm that BHD's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policies or otherwise by its board or an officer with delegated authority from the board to respond to ASX on disclosure matters.

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 no later than **9:30 a.m. AEDT on Monday, 29 January 2018**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in BHD'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, BHD'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 at rupa.kapadia@asx.com.au. 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 Rules 3.1 and 3.1A

In responding to this letter, you should have regard to BHD'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 BHD'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 BHD'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]

Rupa Kapadia
Adviser, Listings Compliance
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