



7 February 2020

Ms Belinda Chiu
Senior Adviser, Listings Compliance (Sydney)
Australian Securities Exchange Limited
20 Bridge Street,
Sydney NSW 2000

By email: Belinda.Chiu@asx.com.au

Dear Belinda,

Re: Gooroo Ventures Limited ('GOO'): Appendix 3Z and Appendix 3X Query

The Company refers to your email communication dated 5 February 2020.

1. Please explain why the Appendix 3X and 3Z Notices were lodged late.

The Appendix 3X and 3Z notices were lodged late because of numerous requests from the new company secretary to establish direct contact for a proper handover of documents with his predecessor were not met with timely response.

2. What arrangements does GOO 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?

The Company and its Directors are aware of their responsibilities under listing rules 3.19A and 3.19B. These responsibilities are also set out in the appointment letters for each Director and in the Company's securities trading policy, which requires that all trades are reported to Company Secretary as soon as possible. Further, all Directors' interests' reviews are undertaken regularly.

3. If the current arrangements are inadequate or not being enforced, what additional steps does GOO intend to take to ensure compliance with Listing Rule 3.19B?

The Company confirms that its current practices are adequate and ordinarily effective to ensure compliance with Listing Rules 3.19A and 3.19B. The late lodgement of the Appendix 3X and 3Z notices were due to an unsuccessful handover and does not reflect a deficiency in the internal procedures between the Company and its Directors.

We trust the responses given address your queries.

This announcement was approved for release by the Board of Gooroo Ventures Limited.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Nicholas Ong", is positioned above the typed name.

Nicholas Ong
Company Secretary
Gooroo Ventures Limited



5 February 2020

Reference: ODIN13495

Mr Nicholas
Company Secretary
Gooroo Ventures Limited

By email:

Dear Mr Ong

Gooroo Ventures Limited ('GOO'): Appendix 3Z and Appendix 3X query

ASX refers to the following:

1. GOO's announcement lodged on the ASX Market Announcements Platform ('MAP') on 6 January 2020 confirming the appointment of Mr Narendra Kotti and Mr Richard Symon as directors of GOO effective on 20 January 2020;
2. GOO's Appendix 3Xs lodged on the ASX Market Announcements Platform ('MAP') on 30 January 2020 for Mr Kotti and Mr Symon (the '3X Notices');
3. GOO's Appendix 3Z lodged on ASX Market Announcements Platform ('MAP') on 30 January 2020 for Mr Jason Tonelli, Mr Greg Muller, Mr Emmanuel Foundas, and Mr Donald Stephens, resigning on 20 January 2020 (the '3Z Notices');
4. 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.'*

5. 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 3X Notices indicated that Mr Kotti and Mr Symon were appointed on 20 January 2020, it appears that the 3X Notices should have been lodged with ASX by 28 January 2020. As the 3X Notices were lodged on 30 January 2020, it appears that GOO may have breached listing rules 3.19A and/or 3.19B.

As the 3Z Notices indicated that the directors ceased to be directors on 20 January 2020 it appears the 3Z Notices should have been lodged with ASX by 28 January 2020. As it was lodged on 30 January 2020, it appears that GOO may have breached Listing Rules 3.19A and/or 3.19B.

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

ASX reminds GOO of its contract with ASX to comply with the Listing Rules. In the circumstances, GOO 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 and 3Z Notices were lodged late.
2. What arrangements does GOO 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 GOO 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 ListingsComplianceSydney@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) on 7 February 2020.

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.

Kind regards

Belinda Chiu
Senior Adviser, Listings Compliance (Sydney)