

28 March 2017

Dawn James
Adviser Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40 Central Park
152-158 St Georges Terrace
PERTH WA 6000

Via email: dawn.james@asx.com.au

Dear Dawn

NETLINKZ LIMITED – Appendix 3Y

Further to your letter to Netlinkz Limited (Company) dated 23 March 2017 in which you requested certain information regarding the late lodgment of the Appendix 3Y for Mr Timothy Gooch we have set out our response below in relation to the questions raised in your letter (using the numbering in your letter).

1. The Appendix 3Y for Mr Timothy Gooch related to a transfer of shares that Mr Gooch held an indirect interest in and which he was required to seek advice on the nature of the transfer, and what disclosure he was required to include in his Appendix 3Y as a result of the transfer (including whether he would continue to retain an indirect in such shares following the transfer).

The transfer was from Talks One Pty Ltd atf the Gooch Family Trust, a company and trust that Mr Gooch is a director, shareholder and beneficiary of, to an investment fund in exchange for units in that fund. Mr Gooch required advice as to the nature and disclosure requirements of his unit holding in the investment fund and whether the nature of his holding in the investment fund required disclosure in the Appendix 3Y.

The transfer was completed by the other directors of Talks One Pty Ltd while Mr Gooch was travelling and given that Mr Gooch was travelling he was not able to consider the advice regarding whether disclosure of his unit holding in the investment fund gave rise to an indirect interest in the shares which had been transferred by Talks One Pty Ltd. Mr Gooch resides in the USA and was travelling in China from 1 March to 16 March 2017 and endeavored to obtain the advice on his disclosure requirements as soon as he returned to the USA, this resulted in the Appendix 3Y being lodged late.

2. The Company has in place the following processes in place to ensure that it is able to meet its disclosure obligations under ASX Listing Rule 3.19A:
 - (a) Each director is informed of the disclosure obligations which arise under ASX Listing Rule 3.19A upon their appointment.
 - (b) The Company's share registry is instructed to notify the Company Secretary of any movements in a directors interest in securities of the Company.
 - (c) The Company's Security Trading Policy requires any director wishing to trade in the Company's securities to notify the Chairman (or the Managing Director in his absence) of their intention

to do so and receive notification from the Chairman or Managing Director (as the case may be) that there is no impediment to them doing so). The Company Secretary is also required to be notified of any dealing in the Company's securities.

- (d) The Company's Security Trading Policy also requires directors to notify the Company Secretary within two business days after any dealings in the Company's securities (either personally or through a third party). This ensures that the Company is able to notify ASX of the change in the Director's or connected person's interests within the requisite time frame of no more than 5 business days after the change has occurred. The Company regards a breach of this policy as serious misconduct.
- (e) The Company Secretary has in place a system which ensures that on change of directors interest, an Appendix 3Y is lodged.

3. The Company believes its current arrangements are adequate.

Yours faithfully



Greg MacMillan
Company Secretary
Netlinkz Limited



23 March 2017

Mr Greg MacMillan
Company Secretary
Netlinkz Limited
Level 31, 50 Bridge Street
Sydney 2000 NSW

By email:

Dear Mr MacMillan

Netlinkz Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to:

1. The Appendix 3Y lodged by the Entity with ASX on 21 March 2017 for Mr Timothy Gooch (the “Director Notice”);
2. ASX listing rule 3.19A which requires an entity to tell ASX the following:

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. 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.

As the Appendix 3Y indicates that a change in Director’s notifiable interest occurred on 6 March 2017 it appears that the Director’s Notice should have been lodged with ASX no later than 13 March 2017. Consequently, the Entity may be in breach of 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 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*, we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was 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?

This request is made under, and in accordance with listing rule 18.7. Your response is requested as soon as possible and, in any event, not later than 4.30pm AWST on 28 March 2017.

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 email. 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.

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

Yours sincerely

[Sent electronically without signature]

Dawn James
Adviser, Listings Compliance (Perth)