



9 April 2018

Madeleine Green  
Adviser, Listing Compliance  
ASX Compliance Pty Ltd  
Level 40, Central Park  
152 – 158 St Georges Terrace  
Perth WA 6000

Dear Madeleine

**Yowie Group Ltd – ASX aware query**

Yowie Group Ltd (**YOW** or **the Company**) refers to your letter dated 4 April 2018 and provides the following responses to your letter:

1. **Does YOW consider the information contained within the Animation Announcement (“Animation Information”) to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No

2. **Does YOW consider the information contained within the 7-Eleven Announcement (“7-Eleven Information”) to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No

3. **If the answer to question 1 is “no”, please advise the basis for that view.**

On 4 July 2017 the Company released an announcement titled *“Yowie Signs Agreement with Icon Animation”*.

The release on 3 April 2018 contains no new information and is a market update of the launch date. The release as stated is part of “the development of the Yowie storyline and awareness-building of these lovable characters”.

The Company does not consider the information is such that it would be expected to have a material effect on the price or value of its securities.

**Head Office**  
Yowie Group Ltd  
Level 4, 216 St Georges Terrace  
Perth WA 6000

PO Box 7315, Perth WA 6850  
Phone +61 8 6268 2640  
Fax +61 8 6268 2699

ABN 98 084 370 669





**4. If the answer to question 2 is “no”, please advise the basis for that view.**

The announcement of 7-Eleven and CVS Health as major customers dates back to March 2015 and are referenced in numerous subsequent company presentations.

In line with the Company’s policy of announcing customer and store distribution milestones, refer announcements dated 3 May 2016, 9 May 2016 and 7 December 2017 the announcement represents an update of distribution into 7-Eleven and CVS Health retail outlets.

**5. When did YOW first become aware of the Animation Information.**

Refer 3 above.

**6. When did YOW first become aware of the 7-Eleven Information.**

Refer 4 above.

**7. If the answer to question 1 is “yes” and YOW first became aware of the Animation Information before the relevant date, did YOW make any announcement prior to the relevant date which disclosed Animation Information? If so, please provide details. If not, please explain why Animation Information was not released to the market at an earlier time, commenting specifically on when you believe YOW was obliged to release the Animation Information under Listing Rules 3.1 and 3.1A and what steps YOW took to ensure that the Animation Information was released promptly and without delay.**

Not applicable

**8. If the answer to question 2 is “yes” and YOW first became aware of the 7-Eleven Information before the relevant date, did YOW make any announcement prior to the relevant date which disclosed 7- Eleven Information? If so, please provide details. If not, please explain why 7-Eleven Information was not released to the market at an earlier time, commenting specifically on when you believe YOW was obliged to release the 7-Eleven Information under Listing Rules 3.1 and 3.1A and what steps YOW took to ensure that the 7-Eleven Information was released promptly and without delay.**

Not applicable

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9. Please confirm that YOW is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

YOW confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

10. Please confirm that YOW'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 the Entity with delegated authority from the board to respond to ASX on disclosure matters.

YOW confirms that its responses to the questions above have been authorised and approved by its board.

Yours sincerely,

A handwritten signature in black ink, appearing to read "N Bassett", with a long horizontal line extending to the right.

Neville Bassett  
Company Secretary

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ABN 98 084 370 669





4 April 2018

Mr Neville Bassett  
Company Secretary  
Yowie Group Limited  
Level 4, 216 St George's Terrace  
PERTH WA 6000

By email: [njb@westarcapital.com.au](mailto:njb@westarcapital.com.au)

Dear Mr Bassett

**Yowie Group Limited ("YOW"): Aware Query**

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

- A. YOW's announcement entitled *"Release of Animated Shorts"* lodged on the ASX Market Announcements Platform ("MAP") and released at 6:32 pm AEST on 3 April 2018 (the "Animation Announcement"), disclosing that YOW, in partnership with Icon Animation, completed a series of short animations based around the Yowie characters that will premiere online on 22 April 2018.
- B. YOW's announcement entitled *"Yowie to be Sold at 7-Eleven and CVS Health Stores Across US"* lodged on MAP and released at 09:44 am AEST on 4 April 2018 (the "7-Eleven Announcement"), disclosing, in part, that YOW:

*"...expanded distribution of its popular Yowie chocolates that are paired with kid-friendly wild animal figurines in two national tier-A drug and convenience chains. Yowie chocolates will be available for purchase by the end of May at up to 8,500 of the 10,500 7-Eleven<sup>TM</sup> franchise stores and 6,000 CVS Health retail outlets in 49 states."*

- C. Trading in YOW's securities on 3 April 2018, where the price of YOW's securities closed on 29 March 2018 at \$0.094 and reached an intraday high of \$0.105 on 3 April 2018.
- D. Listing Rule 3.1, which 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.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

*"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity",*

and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

- F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

*“3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*

*3.1A.1 One or more of the following applies:*

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

*3.1A.3 A reasonable person would not expect the information to be disclosed.”*

G. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

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

1. Does YOW consider the information contained within the Animation Announcement (“Animation Information”) to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. Does YOW consider the information contained within the 7-Eleven Announcement (“7-Eleven Information”) to be information that a reasonable person would expect to have a material effect on the price or value of its securities
3. If the answer to question 1 is “no”, please advise the basis for that view.
4. If the answer to question 2 is “no”, please advise the basis for that view.
5. When did YOW first become aware of the Animation Information.
6. When did YOW first become aware of the 7-Eleven Information.
7. If the answer to question 1 is “yes” and YOW first became aware of the Animation Information before the relevant date, did YOW make any announcement prior to the relevant date which disclosed Animation Information? If so, please provide details. If not, please explain why Animation Information was not released to the market at an earlier time, commenting specifically on when you believe YOW

was obliged to release the Animation Information under Listing Rules 3.1 and 3.1A and what steps YOW took to ensure that the Animation Information was released promptly and without delay.

8. If the answer to question 2 is “yes” and YOW first became aware of the 7-Eleven Information before the relevant date, did YOW make any announcement prior to the relevant date which disclosed 7-Eleven Information? If so, please provide details. If not, please explain why 7-Eleven Information was not released to the market at an earlier time, commenting specifically on when you believe YOW was obliged to release the 7-Eleven Information under Listing Rules 3.1 and 3.1A and what steps YOW took to ensure that the 7-Eleven Information was released promptly and without delay.
9. Please confirm that YOW is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
10. Please confirm that YOW’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 YOW 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 not later than half an hour before the start of trading (**i.e. before 9.30 am AEST on Monday, 8 April 2018 (7:30 am AWST)**).

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, YOW’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 and may require YOW to request a trading halt immediately.

If you wish to request 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 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*.

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 [tradinghaltspert@asx.com.au](mailto:tradinghaltspert@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 YOW'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 YOW'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.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in YOW's securities under Listing Rule 17.3.

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

Yours sincerely

*[Sent electronically without signature]*

Madeleine Green  
**Adviser, Listing Compliance**