

ASX
Attention: Mr Daniel Nicholson
Level 40
Central Park
152-158 St Georges Terrace
Perth WA 6000

January 24, 2019

Dear Mr Nicholson,

In response to your letter of Friday January 18:

1. The Appendix 3Y's were lodged late as all staff have been away on holidays.
2. The Directors of Gullewa have a reporting mechanism in place that will ensure all continuous disclosure requirements are met. This entails all relevant information is to be communicated to the company secretary who liaises with the Chairman to determine if there is an obligation to make a disclosure to market.
3. The directors do not feel that additional procedures are required.

There is one 3Y for David Deitz that will be lodged tomorrow.

Your Sincerely,

David Deitz
B. Comm, AusIMM, CPA



18 January 2019

Mr David Deitz
Company Secretary
Gullewa Limited
Level 8, Quantum House, 49-51 York Street
SYDNEY NSW 2000

By email: ddeitz@gullewa.com

Dear Mr Deitz

Gullewa Limited ('GUL'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. GUL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 January 2019 for Mr Anthony William Howland-Rose (the 'Howland-Rose Notice');
2. GUL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 January 2019 for Mr Eddie Lee (the 'Lee Notice') (together with the Howland-Rose Notice, the 'Notices');
3. 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."*

4. 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."

The Howland-Rose Notice indicates that a change in Mr Howland-Rose's notifiable interest occurred in respect of options on 30 December 2018. It appears that the Howland-Rose Notice in respect of the options should have been lodged with ASX by 5 January 2019. The Howland-Rose Notice also indicates that a change in

Mr Howland-Rose's notifiable interest occurred in respect of ordinary shares on 2 January 2018. It appears that the Howland-Rose Notice in respect of the ordinary shares should have been lodged with ASX by 9 January 2019.

The Lee Notice indicates that a change in Mr Lee's notifiable interest occurred in respect of options on 30 December 2018. It appears that the Lee Notice in respect of the options should have been lodged with ASX by 5 January 2019. The Lee Notice also indicates that a change in Mr Lee's notifiable interest occurred in respect of ordinary shares on 2 January 2018. It appears that the Lee Notice in respect of the ordinary shares should have been lodged with ASX by 9 January 2019.

Consequently, GUL may have breached Listing Rules 3.19A and/or 3.19B in respect of the Notices. Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds GUL of its contract with ASX to comply with the Listing Rules. In the circumstances, GUL 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 3Ys were lodged late.
2. What arrangements does GUL 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 GUL 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 ListingsCompliancePerth@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 AEDT) on 23 January 2019.

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.

Yours sincerely

Ryan Gava
Graduate, Listings Compliance (Perth)