

Anjuli Sinniah
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Australia Securities Exchange

Email: ListingsCompliancePerth@asx.com.au

Dear Anjuli

DEPARTMENT 13 INTERNATIONAL LIMITED ('D13'): APPENDIX 3Z – FINAL DIRECTOR'S INTEREST NOTICE QUERY

We refer to your letter of 20 May 2019 and our response to each of ASX's queries are set out below.

Please explain why the Appendix 3Z was lodged late.

The Appendix 3Z was lodged late because the relevant director inadvertently omitted to notify the Company of his interests in the Company upon resignation until the time that the Appendix 3Z was lodged.

As soon as the Company became aware of the director's interests on resignation, the Company took steps to lodge the Appendix 3Z.

What arrangements does D13 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 considers that it has the necessary policies in place to ensure compliance with its disclosure obligations.

The Company ensures that all directors are notified of their obligations to inform the Company of any changes in their relevant interests at the time of their appointment as well as being reminded periodically throughout the year.

The Company has also developed and lodged with ASX its Securities Trading Policy to assist directors and other restricted persons to comply with their disclosure obligations. The Securities Trading Policy includes the requirement that all directors promptly disclose to the Company Secretary all the information required to comply with their obligations under section 205G *Corporations Act 2001 (Cth)*.

If the current arrangements are inadequate or not being enforced, what additional steps does D13 intend to take to ensure compliance with Listing Rule 3.19B?

The Company confirms that it is aware of, and understands, its obligations under Listing Rules 3.19A and 3.19B and confirms that its current practices are adequate.

We trust that our responses sufficiently address your queries, but please do not hesitate to contact us if you have any further queries or comments.

Yours sincerely



Laura Newell
Company Secretary



20 May 2019

Ms Laura Newell
Company Secretary

By email: Laura.Newell@boardroomlimited.com.au

Dear Ms Newell

Department 13 International Limited ('D13'): Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. D13's Appendix 3Z lodged on ASX Market Announcements Platform ('MAP') on 20 May 2019 for Mr James O'Neill (the 'Notice');
2. 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.'*
3. 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 Appendix 3Z indicated that the director ceased to be a director on 26 April 2019 it appears the Appendix 3Z should have been lodged with ASX by 3 May 2019. As it was lodged on 20 May 2019, it appears that D13 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 D13 of its contract with ASX to comply with the Listing Rules. In the circumstances, D13 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 3Z was lodged late.
2. What arrangements does D13 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 D13 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 9am WST on 22 May 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.

Regards

Anjuli Sinniah
Senior Adviser, Listings Compliance (Perth)