



10TH October 2016

Attn: Ivan Tatkovich

Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Ltd

ASX Query Listing Rule 3.1

Dear Ivan

We refer to your letter dated 6 October 2016 .

In relation to the specific questions raised, we advise as follows;

1. In these particular circumstances no .
2. ASX has had regard to the 30 June 2016 accounts in forming a particular assessment of whether the investment made by LWP Technologies Limited (LWP) in Franchise Retail Brands Ltd (FRB) was required to be mandatorily disclosed under LR 3.1 to the market.

Respectfully, the appropriate time for determining whether a disclosure issue arose under LR 3.1 was at the time of investment and ought not to simply be considered by reference to a certain state of facts or circumstances at some earlier time such as, for example 30 June 2016.

On the 2nd September 2016 LWP closed its funding facility for \$6m with Lanstead following its approval at the EGM on the 26th August 2016. Disclosure was made to the market.

On the 13TH September 2016, LWP committed to invest \$500,000 into FRB, a company that will operate in the franchise sector which is progressing an initial prospectus offer with the intention of Listing on the ASX within the 2016 calendar year.

At the time of that commitment by LWP, allowing for the proper accounting treatment to be applied to the Lanstead funding facility, the net assets of LWP would in fact based on the disclosure in the audited accounts, as amended for the investment have been in excess of \$10m .

In our respectful view, the level of commitment to invest in, being less than 5% of net assets at that time, would fall below usual and accepted tests for "materiality" with respect to financial matters, and as such, we have some difficulties in seeing or understanding how it could be said that a reasonable person would expect that information to then have a material effect on the price or value of LWP's securities at that time.

We are aware of the accepted tests for determining when this test may be satisfied and typically it is suggested that whether the decision may influence investors to buy or sell securities can be applied.

If it is deemed that an investment of less than 5% of the net assets of a company would influence a reasonable person's decision to invest, then listed companies would be continually required to make disclosures of commitments, even in the ordinary course, which may be close to say 5% of their then net assets.

We also wish to mention that the FRB shares had not in fact been issued or allotted, despite the commitment made by LWP. This allotment had not been made, as LWP had not determined whether they would take possession of all of the Shares or would distribute part of them by way of a dividend to LWP Shareholders.

While the ASX has given LWP the ability to put to shareholders an investment in FRB, the timing surrounding expert report requirements under 10.10 would have meant a delay in the initial prospectus offer for FRB and would have had consequences detrimental to that offer. Accordingly, the required unwinding of the transaction has been undertaken in accordance with ASX's instructions and funds returned to LWP.

3. Not applicable

4. Not applicable.

5. We confirm the company is in compliance with the ASX Listing Rules , including LR 3.1

Yours faithfully,

A handwritten signature in black ink, appearing to read "Sean Corbin". The signature is fluid and cursive, with a horizontal line extending from the end.

Sean Corbin

CEO



6 October 2016

Mr Sean Corbin
Chief Executive Officer and Company Secretary
LWP Technologies Limited
Suite 29
Level 54
111 Eagle Street
Brisbane QLD 4000

By email:

Dear Mr Corbin

LWP Technologies Limited (the “Entity”): ASX aware query

ASX Limited (“ASX”) refers to the following:

1. The Entity’s announcement entitled “Annual Report to shareholders” lodged on the ASX Market Announcements Platform and released at 8:14 am on 3 October 2016 (the “Announcement”), disclosing, as an event after the 30 June balance date, an investment of \$500,000 into Franchise Retail Brands Limited. ASX notes that, as at 30 June 2016, this amount represents approximately 10% of the Entity’s total assets.
2. 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.
3. The definition of “aware” in Chapter 19 of the Listing Rules. This definition 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.”

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

4. 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."*

5. 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, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. If the answer to question 1 is "yes", when did the Entity first become aware of the information?
4. If the answer to question 1 is "yes" and the Entity first became aware of the information before the relevant date, did the Entity make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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 (ie before 9.30 a.m. AEDT) on 10 October 2016. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity's securities under Listing Rule 17.3.

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, the Entity'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.

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. 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 Rule 3.1

Listing Rule 3.1 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. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity’s securities under Listing Rule 17.1.

If you wish 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 may 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*.

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

Yours sincerely

[Sent electronically without signature]

Ivan Tatkovich

Adviser, Listings Compliance

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