

15 February 2022

Laura Gomme
Adviser, Listings Compliance (Perth)
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

By Email: ListingsCompliancePerth@asx.com.au

Change of Directors Interest Notice

We refer to your letter dated 11 February 2022 and with specific reference to your queries contained therein, we respond to each of your questions as follows:

1. Please explain why the Appendix 3Y's were lodged late?

The Appendices were lodged late due to an administrative oversight, noting that it was difficult to obtain the relevant information and the fact that a number of directors are based overseas and as such it was difficult to obtain the relevant confirmations.

2. What arrangements does RAB 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's Continuous Disclosure Policy is designed to ensure the compliance with ASX Listing rules disclosure. Each Director understands the requirements to disclose their interests within the prescribed time and the Company Secretary has undertaken a review of its governance and compliance practices and is confident that the Company's ongoing reporting obligations will be complied with in a timely manner.

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

Notwithstanding this administrative error the Company believes the current arrangements are adequate.

The Board understands the importance of the need to ensure compliance with the Listing Rules, and the Board is confident that it now has adequate processes in place to ensure compliance with Listing Rules 3.19B.

Yours sincerely,



David Hwang
Company Secretary
AdRabbit Limited



11 February 2022

Reference: ODIN46812

Mr David Hwang
Level 5, 126 Phillip Street
Sydney
NSW 2000

By email: david.hwang@atomicgroup.com.au

Dear Mr Hwang

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

ASX refers to the following:

1. RAB's Appendix 3Y's lodged on the ASX Market Announcements Platform ('MAP') on 11 February 2022 for the following individuals:

- 1.1 Andrew Whitten,
 - 1.2 Konstantin Lichtenwald,
 - 1.3 Max Bluvband,
 - 1.4 Noah Hershcoviz, and
 - 1.5 Shahar Hajdu
- (together the 'Notices');

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.'

The Notices indicates that a change in Andrew Whitten's, Konstantin Lichtenwald's, Max Bluvband's, Noah Hershcoviz's and Shahar Hajdu's notifiable interest occurred on 3 February 2022. It appears that the Notice should have been lodged with ASX within 5 days after the change in notifiable interest. Consequently, RAB may have breached Listing Rules 3.19A and/or 3.19B.

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 3Y's were lodged late.
2. What arrangements does RAB 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 RAB intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **12 PM AWST Wednesday, 16 February 2022**. 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, RAB'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 RAB to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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.

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 RAB'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 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*.

Suspension

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

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to RAB'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 RAB'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.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

Laura Gomme
Adviser, Listings Compliance (Perth)