

15 August 2018

ASX
Email: cheng.tang@asx.com.au.

Dear Cheng

Appendix 3Y – Change of Director’s Interest Notice

I refer to your letter dated 10 August 2018, and hereby provide the following responses to your three questions.

1. On this rare occasion, the Appendix 3Y was not lodged within the prescribed time period due to an administrative oversight, rather than a systemic problem with the Company’s existing share trading policies and procedures.
2. The entity has appropriate policies in place which dictate that all Directors must seek approval to trading in the shares of Mach7 Technologies Limited (Company) at any time, and furthermore, must notify the Company Secretary of any such trading as soon as it has occurred. All Directors have been reminded of the above policies and procedures.
3. The Company considers that its current procedures are adequate to ensure compliance with the relevant ASX Listing Rules.

Yours Faithfully,



Jenni Pilcher
Company Secretary



10 August 2018

Ms Jenni Pilcher
CFO and Company Secretary
Mach7 Technologies Limited

By email: jenni.pilcher@mach7t.com

Dear Ms Pilcher

Mach7 Technologies Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Thursday, 9 August 2018 for Mr Michael Jackman (the “Director 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 as follows.

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 Appendix 3Y indicates that an on market purchase of 39,000 shares resulting in a change in the Director’s notifiable interest occurred on 22 November 2017. It appears that the Director’s Notice should have been lodged with ASX by 29 November 2017. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

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Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Entity 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 the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at cheng.tang@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, not later than half an hour before the start of trading (ie before 9.30 a.m. AEST) on Wednesday, 15 August 2018.

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.

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

Kind regards

[Sent electronically without signature]

Cheng Tang

Senior Adviser, Listings Compliance (Melbourne)

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