



THE FOOD
REVOLUTION
GROUP

22 February 2021

Ms Isabelle Andrews
Senior Adviser, Listings Compliance
Australian Stock Exchange

By email: ListingsCompliancePerth@asx.com.au

Dear Ms Andrews,

The Food Revolution Group Limited (ASX:FOD): Response to ASX query regarding FOD's Appendix 3Y lodged on the ASX Market Announcements Platform on 18 February 2021 for Mr Matthew Bailey

We refer to your letter dated on 18 February 2021. Our responses to each of ASX's queries are set out below.

Capitalised terms not defined in this letter have the meaning given to them in your letter.

Question 1: Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y lodged on the ASX Market Announcement Platform on 18 February for Mr Matthew Bailey was lodged after the allowable 5 business days after Mr Baileys interest in the company had changed (on the 5 February 2021) due to an administrative oversight., and not due to Mr Bailey not notifying the company of his change in interest.

The reason for the administrative oversight on my behalf was brought on by personal circumstances.

Question 2: What arrangements does FOD 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?

FODs directors notify the Company Secretary directly as soon as any changes in their interest in the company occur.

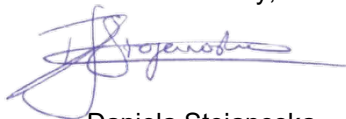
Question 3: If the current arrangements are inadequate or not being enforced, what additional steps does FOD intend to take to ensure compliance with Listing Rule 3.19B?

FOD believes the current arrangements are adequate as the Company was aware of Mr Baileys change in interest even prior to the change occurring as Mr Bailey had participated in the \$4m capital raise which was announced to the market on 3 December 2020. This announcement also detailed Mr Baileys involvement in the Placement and that his shares were dependant on shareholder approval. Mr Baileys \$100,000 investment in the company was then approved by shareholders at the Company's AGM on 22 January 2021.

The above demonstrates that the Company, along with its shareholders, were aware of Mr Baileys change in interest in the Company, and that the late lodgement of the Appendix 3Y was purely due to an administrative error rather than an issue with the process of directors disclosing such information.

FOD confirms that its responses to the questions above have been authorised by its board.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'D. Stojanoska', with a long horizontal flourish extending to the right.

Daniela Stojanoska
Company Secretary



18 February 2021

Reference: 31096

Ms Daniela Stojanoska
Company Secretary
The Food Revolution Group
20 Heaths Court
Mill Park VIC 3082

By email: dstojanoska@thefoodrevolutiongroup.com.au

Dear Ms Stojanoska

ASX refers to the following:

1. FOD's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 18 February 2021 for Mr Matthew Bailey (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.'

The Notice indicates that a change in Mr Bailey's notifiable interest occurred on 5 February 2021. It appears that the Notice should have been lodged with ASX by 12 February 2021. Consequently, FOD 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 was lodged late.
2. What arrangements does FOD 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 FOD 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 **09:00 AM AWST Tuesday, 23 February 2021**. 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, FOD'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 FOD 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 FOD'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 FOD's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Kind regards

Isabelle Andrews
Senior Adviser, Listings Compliance (Perth)