



1 March 2018

The Manager
Issuers Department
Australian Securities Exchange

Attention: Johanna O'Shea

With reference to your letter dated 27 February 2018 we respond as follows to the questions you have raised:

1. *Does the Company consider the information in the Announcement ("Information") to be information that a reasonable person would expect to have a material effect on the price or value of its securities?*

Yes the Company considers that a reasonable person would expect that the Information would have a material effect on the price of its securities

2. *If the answer to question 1 is "no", please advise the basis for that view.*

Not applicable.

3. *If the answer to question 1 is "yes", when did BXN first become aware of the registration approval for its MYMANA product in Malaysia?*

The registration of the product in Malaysia was received on 29 January 2018. A first order for the product was received on 20 February 2018.

4. *If the answer to question 1 is "yes" and BXN first became aware of the information before the 26 February 2018, did BXN make any announcement prior to 26 February 2018 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 BXN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BXN took to ensure that the information was released promptly and without delay.*

- a) On the 16 January 2018 in an announcement titled "**Additional New Products Launched for Direct Sales**", a quote from the Managing Director noted "We have a number of new products in development. An exciting new product for the China market is at registration stage in Asia and is scheduled to be launched by 31 March 2018."



The reference to Asia in the above quote was intended to cover both China and Malaysia. The registration is only in Malaysia where the Company has a Direct Selling Licence.

- b) In the quarterly activities report lodged on 30 January 2018 the second bullet point of the highlights states **“Exciting new product for China market, launch planned 1Q 2018.”**

On 20 February 2018, the Company received its first order of 10,000 cans of MYMANA for Malaysia. Until the order was received, the Company relied on 3.1A.1 *“The information comprises matters of supposition or is insufficiently definite to warrant disclosure”*. The supposition is that not all newly registered products will result in sales.

The receipt of an order from Malaysia coupled with the registration of the product in Malaysia combined to warrant an announcement. An announcement was drafted and circulated to the Board for review. However as the Directors are dispersed, one in New Zealand, one in Malaysia (on Chinese New Year break) and two in Australia, it was finalised between the 21st and 23rd February and released on Monday 26 February 2018.

Bioxyne is a product development company and will continue to have new product registrations for new products in new jurisdictions as these are determined.

5. *Is BXN aware of any other received registration approval or order of MYMANA product that a reasonable person would expect to have a material effect on the price or value of its securities?*

BXN is not aware of any other received registration approval or order of MYMANA product that a reasonable person would expect to have a material effect on the price or value of its securities.

6. *Please confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.*

We confirm that the Company is in compliance with the Listing Rules, and in particular, Listing Rule 3.1.

7. *Please confirm that the Company’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.*

The answers to the questions above have been considered and approved by the Board.

Guy Robertson
Company Secretary



27 February 2018

Guy Robertson
Chief Operating Officer
Bioxyne Limited
Suite 506, Level 5
50 Clarence Street
Sydney NSW 2000

By Email only: guy.robertson@bioxyne.com; guy.rob@bigpond.net.au

Dear Guy,

BIOXYNE LIMITED ("BXN"): aware query

ASX Limited ("ASX") refers to the following:

- A. The increase in the price of BXN's securities from a closing price on 19 February 2018 of \$0.070 to a closing price of \$0.097 on 23 February 2018, a 38.6% increase, on higher than normal volumes during that period.
- B. BXN's announcement entitled "*Unique NZ Colostrum Honey Dairy Product for China and S.E.A*" lodged on the ASX Market Announcements Platform and released at 8:31 am on 26 February 2018 (the "Announcement"), disclosing that BXN has recently received registration approval for its MYMANA product for the high growth market of Malaysia.
- C. The increase in the price of BXN's securities from a closing price on 23 February 2018 of \$0.097 to an intraday high of \$0.12 on 26 February 2018, a 27.7% increase, before closing at \$0.091, on higher than normal volumes during that period.
- D. 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.
- E. The definition of "aware" in Chapter 19 of the Listing Rules, which 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"

and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

- F. 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.”

G. 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, ASX asks BXN to respond separately to each of the following questions and requests for information:

1. Does BXN consider the information in the Announcement 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 BXN first become aware of the registration approval for its MYMANA product in Malaysia?
4. If the answer to question 1 is “yes” and BXN first became aware of the information before the 26 February 2018, did BXN make any announcement prior to 26 February 2018 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 BXN was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps BXN took to ensure that the information was released promptly and without delay.
5. Is BXN aware of any other received registration approval or order of MYMANA product that a reasonable person would expect to have a material effect on the price or value of its securities?
6. Please confirm that BXN is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

7. Please confirm that BXN's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of BXN with delegated authority from the board to respond to ASX on disclosure matters.

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 close of business (i.e. before 4:00 p.m. AEDT) on 1 March 2018. If we do not have your response by then, ASX will have no choice but to consider suspending trading in BXN'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, BXN'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 to johanna.oshea@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.

Listing Rules 3.1 and 3.1A

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

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 BXN'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]

Johanna O'Shea
Adviser, Listings Compliance