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15 January 2016

Mr Dale Allen
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Transmission by email: dale.allen@asx.com.au

Dear Dale

APPENDIX 3Y – CHANGE OF DIRECTORS INTEREST NOTICE FOR STEPHEN EVERETT

Further to your correspondence dated 14 January 2016 regarding the Appendix 3Y lodged with ASX on 14 January 2016 for Mr Stephen Everett, I wish to respond to your queries as follows:

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

On 21 December 2015, the Company received two cheques from Stephen Everett representing funds to exercise 483,477 five cent options expiring on 31 December 2015. These options were held indirectly by Prima Group Holdings Pty Ltd ("Prima"). The cheques were deposited into the Company's bank account, however application forms to exercise options did not accompany the cheques and therefore it was difficult to identify the applicant at that time.

On 24 December 2015 the Company's share registry, Automic Registry Services ("Automic") advised by email that it was in possession of several application forms to exercise options received from a number of option holders including two application forms lodged by Prima. On that day all administrative functions of the Company were shut down until 4 January 2016 for the Christmas break.

On 4 January 2016 the Company received these application forms to exercise options from Automic and subsequently issued instructions to allot 7,325,880 shares to nineteen option holders that had lodged applications up to 24 December 2015 (refer to Appendix 3B lodged with ASX on 4 January 2016). During a reconciliation of funds received and applications lodged by option holders, an administrative staff member from my office (not employed by Agrimin) failed to identify that applications lodged by Prima were holdings beneficially owned by Stephen Everett, therefore I was not aware of the need to lodge an Appendix 3Y at that time.

I became aware of this administrative oversight on 14 January 2016 whilst preparing board papers for a director meeting scheduled for 22 January 2016. Agrimin board meetings have a standing agenda item being "Continuous Disclosure" which encompasses director disclosures.

On realising that an Appendix 3Y was overdue I arranged lodgement with ASX immediately.

The forfeiture of 750,000 Performance Rights by Stephen Everett was registered by the Company on 8 January 2016.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

Directors of Agrimin meet formally on a regular basis. As mentioned above at these board meetings a standing agenda item is "Continuous Disclosure". Directors are reminded of their obligations to disclose any information of which a director is aware which may require market disclosure in accordance with listing rule 3.1 including any changes to their notifiable interests.

External administrative staff do not usually undertake this role of reconciling funds, however due to the volume of applications lodged by option holders prior to the option expiry date, their assistance was sought. The administrative staff member has been advised of this oversight and is now aware of the need to identify the various entities that are associated with the directors of Agrimin so that the Company can fulfil its disclosure obligations.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B.

The Board of Agrimin believes that current reporting arrangements are sufficient and ensure directors are aware of their obligations to disclose all the information required by the Company to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A.

If you should have any queries in relation to this matter, please do not hesitate to contact me on 08 9421 2111.

Yours sincerely



Alec Pismiris
Director & Company Secretary



14 January 2016

Mr Alec Pismiris
Company Secretary
Agrimin Limited

By email: acpismiris@outlook.com

Dear Mr Pismiris

Agrimin Limited (the "Company")

We refer to the following:

The Company's announcement lodged with ASX Ltd ("ASX") on 14 January 2016 regarding a change of director's interest notice for Steven Everett ("Appendix 3Y").

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.*

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 Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicates that the change to Steven Everett's interests occurred on 4 January 2016, the Appendix 3Y should have been lodged with the ASX by 11 January 2016. As the Appendix 3Y was lodged on 14 January 2016 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

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

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place 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 Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to dale.allen@asx.com.au. It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST on Thursday 21 January 2016**.

Under listing rule 18.7A, a copy of this query 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, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Dale Allen
Senior Adviser, Listings Compliance (Perth)