

1 March 2018

To: tradinghaltspert@asx.com.au and elizabeth.harris@asx.com.au

Dear Ms Harris

Appendix 3Y Directors' Interest Notices

We refer to your letter of 27 February in relation to the late lodgement of the Appendix 3Y's for Mr D Rohr and Mr R Francis and respond as follows:

1. These documents were lodged later than the stipulated deadline as a result of an oversight during a period of concurrent corporate actions - namely the closing of the placement of the shortfall under the Rights Issue Prospectus lodged by the Company in November 2017; the placement of the Company's remaining chapter 7 issue capacity; and the issue of the vendor milestone shares;
2. The Company has arrangements in place for the Company Secretary to confirm issues of securities to directors once that has been confirmed by the share registry; and for details on the draft Appendix 3Y to be confirmed with the director concerned prior to lodgement; and
3. The Company does not believe that the current arrangements are inadequate or not being enforced, or that additional steps need to be taken. As stated above, this was an oversight in the unusual circumstances of concurrent corporate actions.

We also note that the issue of the Milestone Shares was approved by shareholders at the EGM held on 3 September 2015, with a waiver of Listing Rule 7.3.2 obtained to permit later issue. Expanded Appendices 3Y will be lodged to refer to this.

Yours faithfully

A handwritten signature in blue ink, appearing to read "Catherine Anderson".

Catherine Anderson
Company Secretary

Velpic LMS

Velpic has developed a unique online platform that provides a scalable, cloud-based training, induction and education solution for businesses. The platform allows companies to create their own training lessons and distribute them to staff and contractors, who can access the Velpic Platform on all devices including mobile phones and tablets. The cloud-based platform has global potential and is set to disrupt the traditional Learning Management System (LMS) marketplace, and Velpic already has an extensive list of ASX 200 clients using the platform.

Velpic Safety

Velpic Safety is a unique platform for all organisations concerned with security of staff, clients and assets. The platform allows businesses to manage and respond to any security incidents as well as providing proactive personal security training online. Powered by NowForce, Velpic Safety provides user-friendly solutions for personal safety apps, cloud-based computer aided dispatch and mobile response tools to reduce response times, increase situation awareness and enhance communications in security and public safety situations. NowForce is an industry disrupting, one-stop solution for campus security, private security and public safety organisations and has been named as a Top 10 Homeland Security Solution Provider by govCIO in the USA.



27 February 2018

Ms Catherine Anderson
Company Secretary
Velpic Limited
243 Hay Street
SUBIACO WA 6008

Dear Ms Anderson

Velpic Limited: Appendices 3Y – Change of Directors’ Interest Notices

We refer to the following;

1. The Appendices 3Y lodged by the Entity with ASX on 23 February 2018 for each of Russell John Francis and Daniel Rohr (the “Directors’ 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 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 Appendices 3Y indicated that a change in each directors' notifiable interest occurred on 2 February 2018. It appears that the Directors' Notices should have been lodged with ASX by 9 February 2018. 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.

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 Appendices 3Y were 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 TradingHaltsPerth@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 3:00 pm on Thursday, 1 March 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.

Yours sincerely

[Sent electronically without signature]

Elizabeth Harris
Principal Adviser, Listing Compliance (Perth)