

3 March 2017

Mr Dale Allen
Senior Adviser, Listings Compliance
ASX Limited
Level 8, Exchange Plaza
2 The Esplanade
PERTH WA 6000

Directors

Mark Rantall:
Chairman

Mark Fisher:
Executive Director

Patrick Canion:
Director

Mathew Walker:
Director

Sonu Cheema:
Company Secretary

Issued Capital

1,061,806,085 ("IAM") Fully Paid
Ordinary Shares

290,494,372 ("IAMOA") 31
December 2017 Listed Options
exercisable at \$0.008 per Option

37,500,000 Fully Paid Ordinary
Shares classified as restricted
securities

100,000,000 Unquoted Options
exercisable at \$0.02 on or before
30 June 2020

250,000,000 Class A Performance
Shares classified as restricted
securities

250,000,000 Class B Performance
Shares classified as restricted
securities

Dear Dale,

Intiger Group Limited ("IAM"): ASX Aware Query

We refer to your letter dated 2 March 2017 and respond to each of the following items below.

Unless noted, capitalised terms used and not defined in this letter have the same meaning ascribed to them in your letter.

1. Please confirm the advice in the email sent by Mr Matthew Walker to ASX on 2 March 2017 that the Summary of Understanding Letter dated 9 February 2017 and the Acknowledgment Email dated 10 February 2017, are the documents which together form the "Memorandum of Understanding" ("MOU") referenced in the MOU Announcement released to the ASX Market Announcements Platform on 1 March 2017.

Yes those are the documents, together with the email of 27 February 2017 in relation to SOA Process Trial Preparation as disclosed in the email sent on behalf of IAM to the ASX on 2 March 2017, which effectively concluded the scope of the engagement. As noted in IAM's clarificatory announcement provided to the ASX on 2 March 2017, the actual title of the document setting out the terms is "summary of understanding".

2. Noting that the Initial Trading Halt Request was made "pending an announcement by the Company regarding execution of a material commercial agreement with a leading financial entity", and that following release of the MOU Announcement on 1 March 2017, IAM's share price increased from a closing price of \$0.059 on 27 February 2017 to an intraday high of \$0.08 on 1 March 2017, with \$4.39 million value securities traded, does IAM consider the information in the MOU Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities.

Yes.

3. If the answer to question 2 is "no", please advise the basis for that view, commenting specifically on why IAM's Initial Trading Halt Request described the upcoming announcement as relating to a "material commercial agreement."

Not applicable.

4. If the answer to question 2 is "yes", please explain:

- (a) Whether Patrick Canion was, to the knowledge of IAM, aware of information about the Summary Understanding Letter or the MOU when he acquired the 192,483 fully paid ordinary shares in IAM via entities related to him on 9 February 2017.**

Not to the knowledge of IAM.

- (b) Why IAM did not include information about the MOU in the Cleansing Notice released to the ASX Market Announcements Platform on 16 February 2017; and**

As at 16 February 2017, there were significant matters in relation to the engagement which had not at that date been resolved. These matters were not resolved until late on 27 February 2017. IAM is of the view that, until those significant matters were resolved, the information in relation to the engagement was not information which a reasonable person would have expected to have a material effect on the price or value of IAM's securities.

- (c) Why IAM did not make the MOU Announcement until 1 March 2017 when the MOU would appear to have been concluded on 10 February 2017.**

See above.

Negotiations in relation to the MOU were not concluded on 10 February 2017. Significant matters in relation to the engagement were not concluded until late on 27 February 2017. IAM requested a trading halt on 28 February 2017 allowing IAM's Board to consider the MOU and finalise an ASX announcement which was released on 1 March 2017.

- 5. ASX understands from the Summary of Understanding Letter that the value of the services provided by IAM pursuant to the MOU is \$800 (excluding GST). Is this correct? If ASX's understanding is not correct, please provide the value of the agreed services to be provided by IAM to NAB under the MOU.**

Correct.

- 6. If ASX's understanding in paragraph 5 above is correct, please explain why the MOU Announcement did not mention that the value of the services to be provided by IAM pursuant to the MOU is \$800 (excluding GST)?**

The MOU Announcement did not mention the value of the services to be provided by IAM pursuant to the MOU because the payment in respect of the initial pilot program is not material. The reason that the engagement under the MOU is material is that it represents an opportunity for IAM to build a relationship with a leading financial entity, in accordance with IAM's strategy.

- 7. If ASX's understanding in paragraph 5 is correct, does IAM concede that the failure to mention that the value of the services to be provided by IAM pursuant to the MOU is \$800 (excluding GST) rendered the Initial Trading Halt Request and the MOU Announcement both misleading.**

No. See above. IAM is and was at all material times of the view that on finalisation of the engagement on 27 February 2017 the information about the MOU was information that a reasonable person would expect to have a material effect on the price or value of its securities, irrespective of the value of the services to be provided by IAM, given the opportunity to IAM to build a relationship with a leading financial entity, in accordance with IAM's strategy.

- 8. Please confirm that the MOU remains in full force and effect.**

IAM confirms this. The MOU is not terminated.

- 9. Please confirm that the IAM is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

IAM confirms this.

- 10. Please confirm that IAM's responses to the questions above have been authorised and approved by its board or an offer of IAM with delegated authority from the board to respond to ASX on ASX matter.**

IAM confirms this.

For and on behalf of the Board

Sonu Cheema
Company Secretary



2 March 2017

Mr Sonu Cheema
Company Secretary
Intiger Group Limited
Suite 9, 330 Churchill Avenue
Subiaco WA 6008

Dear Mr Cheema

Intiger Group Limited (“IAM”)

ASX Limited (“ASX”) refers to the following:

- A. IAM’s request for a trading halt released to the ASX Market Announcements Platform on 28 February 2017, requesting a trading halt “pending an announcement by the Company regarding execution of a material commercial agreement with a leading financial entity” (“Initial Trading Halt Request”).
- B. IAM’s announcement released to the ASX Market Announcements Platform on 1 March 2017 entitled ‘Memorandum of Understanding – National Australia Bank (NAB) Financial Planning’ (“MOU Announcement”), which stated the following:

“Intiger Group Enters into a Memorandum of Understanding (MOU) with National Australia Bank Financing.

Intiger Asset Management will assist NAB Financial Planning to explore the commercial, operational & regulatory viability of a range of differing paraplanning/advice creation solutions.

NAB Financial Planning & Intiger will conduct a range of mock client Statement of Advice processes enabling NAB Financial Planning to assess Intiger’s paraplanning/advice creation capability, generate qualitative & quantitative learnings & explore the current competitive landscape.

Engagement will begin week commencing 6th March 2017 & continue as required where agreed by both parties.

The MOU is non-binding & does not contain definitive terms, and as such, is incomplete in the absence of a definitive agreement.”

- C. Trading in IAM’s securities following the release of the MOU Announcement on 1 March 2017, from a closing price of \$0.059 on 27 February 2017 to an intraday high of \$0.08 on 1 March 2017, with \$4.39 million value of securities traded.
- D. The email sent by Mr Matthew Walker to ASX on 2 March 2017 at 8:35am (WST), which attached:
 - (a) a copy of a letter (“Summary of Understanding Letter”) dated 9 February 2017 to Mr James Wilson (National Manager NAB FP Paraplanning) from Mr Mark Fisher (Managing Director of IAM) entitled “Re: summary of understanding” which stated the following:

“Subsequent to recent discussions Intiger Asset Management (ASX:IAM) understands that NAB Financial Planning, a division of National Australia Bank (ASX:NAB) is reviewing its paraplanning/advice creation process & technology to continue to achieve excellence.

NAB and Intiger will conduct a range of mock client Statement of Advice process’s (sic) enabling NAB Financial Planning to assess Intigers (sic) paraplanning/advice creation capability, generate qualitative & quantitative learnings & explore the current competitive landscape.

Intiger will complete those scoped mock client SOAs to your indicative budget of \$800 (excl. GST). ...

Engagement to begin immediately & continue as required where agreed by both parties.”

- (b) an image of an email (“Acknowledgement Email”) purportedly sent to Mark Fisher and Charles Blake (both of IAM) by Mr James Wilson (National Manager, NAB FP Paraplanning) on 10 February 2017, which stated the following:

“Hi guys,

Great to catch up Mark and I approve the proposal for the mock soas.

I can have the request data to you COB Thursday.

James”

- E. The Appendix 3Y released to the ASX Market Announcements Platform on 9 February 2017 which disclosed that Patrick Canion (IAM Director) had acquired 192,483 fully paid ordinary shares via entities related to him on 9 February 2017 pursuant to on-market trades.

- F. The Appendix 3B released to the ASX Market Announcements Platform on 16 February 2017, which included a Cleansing Notice Under Section 708A of the *Corporations Act 2001* (Cth), which contained the following confirmation from IAM:

“As at the date of this Notice, there is no excluded information for the purposes of section 708A(7) and 708A(8) of the Corporations Act that is reasonable for investors and their professional advisers to expect to find in a disclosure document.”

- G. The definition of “aware” in Chapter 19 of the Listing Rules. This definition 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.”

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

- H. 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 requirements 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."*

Having regard to the above, ASX asks IAM to answer the following questions and provide the following information in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Please confirm the advice in the email sent by Mr Matthew Walker to ASX on 2 March 2017 that the Summary of Understanding Letter dated 9 February 2017 and the Acknowledgement Email dated 10 February 2017, are the documents which together form the "Memorandum of Understanding ("MOU") referenced in the MOU Announcement released to the ASX Market Announcements Platform on 1 March 2017.
2. Noting that the Initial Trading Halt Request was made "pending an announcement by the Company regarding execution of a material commercial agreement with a leading financial entity", and that following the release of the MOU Announcement on 1 March 2017, IAM's share price increased from a closing price of \$0.059 on 27 February 2017 to an intraday high of \$0.08 on 1 March 2017, with \$4.39 million value of securities traded, does IAM consider the information in the MOU Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 2 is "no", please advise the basis for that view, commenting specifically on why IAM's Initial Trading Halt Request described the upcoming announcement as relating to a "material commercial agreement".
4. If the answer to question 2 is "yes", please explain:
 - (a) Whether Mr Patrick Canion was, to the knowledge of IAM, aware of information about the Summary of Understanding Letter or the MOU when he acquired the 192,483 fully paid ordinary shares in IAM via entities related to him on 9 February 2017;
 - (b) Why IAM did not include information about the MOU in the Cleansing Notice released to the ASX Market Announcements Platform on 16 February 2017; and
 - (c) why IAM did not make the MOU Announcement until 1 March 2017 when the MOU would appear to have been concluded on 10 February 2017;
5. ASX understands from the Summary of Understanding Letter that the value of the services to be provided by IAM pursuant to the MOU is \$800 (excluding GST). Is this correct? If ASX's understanding is not correct, please provide the value of the agreed services to be provided by IAM to NAB under the MOU.

6. If ASX's understanding in paragraph 5 above is correct, please explain why the MOU Announcement did not mention that the value of the services to be provided by IAM pursuant to the MOU is \$800 (excluding GST)?
7. If ASX's understanding in paragraph 5 above is correct, does IAM concede that the failure to mention that the value of the services to be provided by IAM pursuant to the MOU is \$800 (excluding GST) rendered the Initial Trading Halt Request and the MOU Announcement both misleading.
8. Please confirm that the MOU remains in full force and effect.
9. Please confirm that IAM is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
10. Please confirm that IAM's responses to the questions above have been authorised and approved by its board or an officer of IAM with delegated authority from the board to respond to ASX on ASX 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 1pm WST on Friday, 3 March 2017.

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, IAM'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 at tradinghaltspert@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.

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

Yours sincerely

[Sent electronically without signature]

Dale Allen
Senior Adviser, Listings Compliance (Perth)
P: 08 9224 0000
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