

16 August 2021

Vanessa Nevjestic  
Adviser, Listings Compliance (Perth)  
Australian Securities Exchange  
Level 40, Central Park  
152 St Georges Terrace  
PERTH WA 6000

**By email: [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)**

Dear Ms Nevjestic,  
**PEPPERMINT INNOVATION LIMITED**

We refer to your letter dated 11 August 2021 addressed to Peppermint Innovation Limited (**PIL**).

The Australian Securities Exchange (**ASX**) has asked PIL to respond separately to each of the following questions and requests for information. In preparing the response we have recited your questions and used the same numbering and set this out below:

1. *Does PIL consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities? In answering this question, please comment specifically on the Price and Volume Movement.*

PIL made an announcement on 10 November 2016 (attached) that it had signed a letter of intent with the operator of GCash which foreshadowed that PIL was running a pilot to examine the benefits of a co-operative effort with GCash and to pursue mutually beneficial business objectives. This information and the fact that PIL has been working on business objectives with GCash, including the project the subject of the recent Announcement, has therefore been in the market for in excess of 4½ years and is not new information. PIL has referred to its relationship with GCash in several reports to shareholders.

On 20 May 2021, PIL announced that one of those mutually beneficial business objectives would be put into effect, which is the signing of the facilitator agreement. This was one of the potential outcomes.

For this reason, and against this background, PIL considers the Information to not be information that would have a material effect on the price or value of its securities. Further we do not consider the post entitled “GCash will be next maybe tomorrow” published on the Hot Copper website on 17 May 2021 to be information that a reasonable person would expect to have a material effect on the price or value of our shares. The Hot Copper forum regularly includes third party misinformation and speculation. A reasonable person would understand this and not rely on it as they do not rely on the misinformation that is produced over social media continually.



Peppermint Innovation Limited ACN 125 931 964 ASX: PIL

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Now we have had the opportunity to look at this post, we note that the post (of which we were not aware – we do not monitor this site) appears to have had little or no effect on the Company share price. The Company has no knowledge of the reasons for the Price and Volume Movement up to the Announcement but notes that since re-listing on the ASX in February 2021, PIL has undertaken a strategic profile raising campaign which has resulted in both mainstream and social media coverage being achieved. During this period, the volume of PIL shares being traded has spiked on multiple occasions, similar to the Price and Volume Movement referenced in your letter.

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

The response to this question is set out in the response to question 1.

3. *Please provide details regarding:*

- 3.1 *The time and date that PIL commenced discussions with the operator of GCash with respect to the Agreement.*

PIL has been in general discussions with GCash since 2016 which resulted in the announcement made by PIL in respect of its letter of intent with GCash on 10 November 2016 (as noted above and as attached). With respect to the Agreement as announced on 20 May 2021, the first meeting occurred on or about 5pm on 26 March 2021.

- 3.2 *The time and date that PIL and the operator of GCash respectively, executed the Agreement.*

PIL and the operator of GCash signed the Agreement on 12 May 2021. We cannot say precisely what time it was signed on that day as it was signed in Manila over the course of the day by the two counterparties.

4. *If the Agreement was entered into before the Relevant Date, why did PIL not make any announcement prior to the Relevant Date which disclosed the Information? In answering this question, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe PIL was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps PIL took to ensure that the Information was released promptly and without delay.*

The Announcement was more in the nature of an update on the GCash relationship and as set out above, in the context of the previous disclosure made in respect of GCash, the Announcement in its own right was not considered to be of the nature as set out in your question 1. The content of the Announcement required several drafting changes to ensure all the information was accurate, factual and acceptable to both GCash and PIL and this took a few days with a weekend in between. The Board then had to approve the release of the ASX Announcement resulting in the release on 20 May 2021.



5. *Please confirm that PIL is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

PIL confirms that it is complying with the Listing Rules and, in particular, Listing Rule 3.1.

6. *Please confirm that PIL'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 PIL with delegated authority from the board to respond to ASX on disclosure matters.*

PIL confirms that the responses to the questions have been authorised and approved by the Board.

Yours faithfully,



Anthony Kain  
Chairman  
Executive Director





11 August 2021

Reference: ODIN37691

Mr Anthony Kain  
Company Secretary  
Peppermint Innovation Limited  
Level 2 East, The Wentworth Building  
300 Murray Street (Off Raine Lane)  
Perth, Western Australia 6000

By email: anthony.kain@pepltd.com.au

Dear Mr Kain

**Peppermint Innovation Limited ('PIL'): General – Aware Query**

ASX refers to the following:

- A. PIL's announcement titled 'Peppermint signs payments facilitator agreement with GCash' released on the ASX Market Announcements Platform at 08:18 AM AEST on 20 May 2021 (the 'Relevant Date') (the 'Announcement'), disclosing, amongst other things, that PIL had signed a payment facilitator agreement with the operator of GCash – G-Exchange Inc. ('GCash') to allow bizmoto merchants, bizmoto agents and bizmoGo riders to accept payments directly from registered GCash mobile wallet holders (the 'Agreement') ('the Information').
- B. The post titled 'GCash will be next maybe tomorrow!!!'<sup>1</sup> published on the HotCopper website on 17 May 2021, which refers to, amongst other things, negotiations between PIL and GCash.
- C. The increase in the price of PIL's securities from a low of \$0.016 at the close of trade on 11 May 2021 to a high of \$0.02 at the close of trade on 19 May 2021 prior to the release of the Announcement, representing a 25% increase, and the apparent increase in the volume of PIL's securities traded during that period (together, the 'Price and Volume Movement').
- D. Recent email correspondence between PIL and ASX.
- E. Listing Rule 3.1, which requires a listed entity to immediately give ASX 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.
- F. 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."*
- G. 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:*

<sup>1</sup> Available at: <https://hotcopper.com.au/threads/gcash-will-be-next-maybe-tomorrow.6062410/#post-53224354>.

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- *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."*

H. 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."*

### **Request for information**

Having regard to the above, ASX asks PIL to respond separately to each of the following questions and requests for information:

1. Does PIL consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities? In answering this question, please comment specifically on the Price and Volume Movement.
2. If the answer to question 1 is "no", please advise the basis for that view.
3. Please provide details regarding:
  - 3.1 The time and date that PIL commenced discussions with the operator of GCash with respect to the Agreement.
  - 3.2 The time and date that PIL and the operator of GCash respectively, executed the Agreement.
4. If the Agreement was entered into before the Relevant Date, why did PIL not make any announcement prior to the Relevant Date which disclosed the Information? In answering this question, please explain why this Information was not released to the market at an earlier time, commenting specifically on when you believe PIL was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps PIL took to ensure that the Information was released promptly and without delay.
5. Please confirm that PIL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that PIL'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 PIL 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 Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:00 AM AWST Monday, 16 August 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

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within the exceptions mentioned in Listing Rule 3.1A, PIL'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 PIL 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 PIL'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 PIL's securities under Listing Rule 17.3.

### **Listing Rules 3.1 and 3.1A**

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

Yours sincerely

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**Vanessa Nevjestic**  
Adviser, Listings Compliance (Perth)