

21 December 2018

Ms Anjuli Sinniah  
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ASX Compliance Pty Limited  
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**Via Email:** [Anjuli.sinniah@asx.com.au](mailto:Anjuli.sinniah@asx.com.au)  
[ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au)

Dear Ms Sinniah,

**AURORA LABS LIMITED (ASX: A3D) – RESPONSE TO AWARE QUERY**

Aurora Labs Limited (**Company**) refer to your letter dated 20 December 2018 regarding the article about the Company on page 21 in the “Companies & Markets” section of The Australian Financial Review (**AFR**) published on 19 December 2018 (**Article**).

In relation to your questions, we respond as follows:

**1. When did A3D’s Managing Director conduct the interview with AFR?**

The Company’s Managing Director, Mr David Budge, conducted an interview with a journalist Mr Brad Thompson of the AFR on 3 December 2018.

Mr Budge has not corresponded with the AFR in relation to this matter since about 5 December 2018 and, to the best of the Directors’ knowledge and belief, neither has any other representative of the Company.

**2. Noting specifically the statement that A3D’s partnership with WorleyParsons “will soon lead to a significant joint venture”, did A3D’s Managing Director or any representative of A3D, provide a statement to that effect to the AFR?**

At the time of giving the above interview, Mr Budge recalls making a statement to the effect that the Company was continuing to work with WorleyParsons Services to progress towards the final agreement for the joint venture, which it hoped would occur in the not too distant future. Specifically, Mr Budge does not recall using the phrase “soon” in respect of when the final joint venture documents might be entered.

This statement is consistent with the statements made by the Company in announcement to ASX, including those on 13 November 2017 (‘Corporate Update November 2017’), 4 April 2018 (‘Investor Webinar Presentation’), 24 September 2018 (‘Corporate Update September 2018’) and 30 October 2018 (‘September 2018 Quarterly Activities Report and Appendix 4C’). The Company has previously advised ASX that it was working towards finalising the establishment of the AdditiveNow joint venture.

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The Company was not provided with an opportunity to review the Article before it was published.

**3. When did A3D execute the Joint Venture Agreement?**

A Shareholder Deed to formalise the AdditiveNow joint venture with WorleyParsons Services was received as signed by the counterparty and executed by the Company on 19 December 2018, after close of trading on ASX.

**4. Please confirm that A3D is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

I confirm that the Company is complying with the Listing Rules, including Listing Rule 3.1

**5. Please confirm that A3D'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 A3D with delegated authority from the board to respond to ASX on disclosure matters.**

I confirm that the responses to the questions above have been authorised by the Company's Board of Directors.

Yours sincerely

**AURORA LABS LIMITED**

Mathew Whyte  
**Company Secretary**

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20 December 2018

Mr Mel Ashton  
Non-Executive Director  
Aurora Labs Limited

By email: [mashton@ms4b.com.au](mailto:mashton@ms4b.com.au)

Dear Mr Ashton

**Aurora Labs Limited ('A3D'): Aware Query**

ASX refers to the following:

- A. The article on page 21 in the "Companies & Markets" section of The Australian Financial Review ("The AFR") on Wednesday 19 December 2018 which stated the following:

*"Aurora Labs is hoping its ties to WorleyParsons, in place since early 2017 through a partnership with the engineering giant's consulting arm Advisian in AdditiveNow, will soon lead to a significant joint venture as it prepares to roll out printers capable of producing parts by the tonne in a matter of days".*

- B. A3D's announcement titled "Finalisation of a joint venture business to provide additive manufacturing services to the oil & gas mining and major infrastructure sectors" lodged on the ASX Market Announcements Platform and released at 06:30 AM on 20 December 2018 (the 'Announcement'), disclosing A3D has entered into an agreement with WorleyParsons Services Pty Ltd (through WorleyParsons' data science, software and technology business, Advisian Digital) to form a 50/50 incorporated joint venture to be named "AdditiveNow" ("Joint Venture Agreement").
- C. 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.
- D. 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."*

- E. 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."*

F. 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."*

G. Listing Rule 15.7 which prohibits an entity from releasing information which is for release to the market to any person (including the media, even on an embargoed basis) until it has given the information to ASX and received an acknowledgment that ASX has released it to the market.

Having regard to the above, ASX asks A3D to answer separately each of the following questions and provide the following confirmations in a format suitable for release to the market in accordance with Listing Rule 18.7A.

#### **Request for Information**

Having regard to the above, ASX asks A3D to respond separately to each of the following questions and requests for information:

1. When did A3D's Managing Director conduct the interview with the AFR?
2. Noting specifically the statement that A3D's partnership with WorleyParsons "will soon lead to a significant joint venture", did A3D's Managing Director or any representative of A3D, provide a statement to that effect to the AFR?
3. When did A3D execute the Joint Venture Agreement?
4. Please confirm that A3D is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that A3D'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 A3D 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 **06:30 AM AWST Monday, 24 December 2018**

If we do not have your response by then, ASX will have no choice but to consider suspending trading in A3D'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, A3D'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 [ListingsCompliancePerth@asx.com.au](mailto: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.

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

Listing Rule 3.1 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. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to A3D'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 A3D'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 A3D'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 A3D's securities under Listing Rule 17.3.

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**Enquiries**

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

Regards

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**Anjuli Sinniah**

Senior Adviser, Listings Compliance (Perth)