

2 July 2019

Ms Kate Kidson
Principal Adviser, Listings Compliance (Melbourne)
ASX Limited

By email: kate.kidson@asx.com.au

Dear Ms Kitson

Re: Your letter dated 1 July 2019 (“ASX letter”)

I refer to the ASX Letter and respond as follows:

1. Mr Rasam was the sole and managing director of LINCD prior to the acquisition by HT8 of LINCD. There has been no change since acquisition, Mr Rasam continues as managing director.
2. There has been no change to the HT8 board since acquisition.
3. FGF has not sought to nominate a director to the HT8 board since acquisition. HT8 is not aware of the reason for FGF not exercising its right to nominate a director. As FGF has not sought to nominate a director, no HT8 director has resigned.
4. Mr Rasam continues as the managing director of LINCD. The biographical details set out in the APAC Blockchain Conference 2019 materials is not correct and Mr Rasam advises that he will contact the organisers to amend those materials.

Mr Rasam advises that reference to a May 2018 date in his LinkedIn profile has appeared inadvertently and he will amend the entry to show that he continues as the managing director of LINCD.

5. Mr Rasam continues as managing director of LINCD.
6. Mr Rasam advises that ‘whole-brain’ is his personal research project. Accordingly, ‘whole-brain’ is not a separate legal entity or business. There is therefore no connection or relationship between HT8 or LINCD and ‘whole-brain’.
7. HT8 is in compliance with the ASX Listing Rules and, in particular, Listing Rule 3.1.

8. HT8's responses to the above questions have been authorised by Garrison Huang with delegated authority from the board.

Yours faithfully
Garrison Huang
CEO



1 July 2019

Mr Brett Crowley
Company Secretary
Harris Technology Group Limited
6/94 Abbott Rd
Hallam VIC 3803

By email

Dear Mr Crowley

Harris Technology Group Limited ('HT8'): Query Letter

ASX Limited ('ASX') refers to:

- A. HT8's announcement titled 'Acquisition of Lincd HQ Pty Ltd' released on the ASX market announcements platform ('MAP') on 17 January 2019, which included the following statements:
- *'No later than seven days after the EGM Date, one of the current HT8 directors will resign and be replaced by an FGF representative.'*
 - *'On and from the EGM Date, Lincd will employ Prasanth Kumar Rasam ("Key Person") as Managing Director on the Key Person Terms set out below.'*
 - **'Key Person Terms'**
 - a) *On and from Completion, the Key Person shall be employed as Managing Director of Lincd.*
 - b) *The Key Person shall not be entitled to draw a salary until such time as Lincd has generated the Lincd Proceeds.*
 - c) *Notwithstanding clause (b), the Key Person is entitled to receive consultancy fees for work performed to be drawn from the Lincd Proceeds, up to an aggregate amount of \$50,000.*
 - d) *Subject to any requisite shareholder or regulatory approvals required to give effect to the following, the Key Person shall be entitled to receive:*
 - 1) *10,000,000 fully paid ordinary shares in the capital of HT8; and*
 - 2) *10,000,000 options to acquire fully paid ordinary shares in the capital of HT8 in accordance with the terms set out in the Schedule 2, in each case, subject to certain performance hurdles based on revenue and EBITDA to be agreed between the parties and set out in the Key Person Engagement Agreement and to be issued to the Key Person by no later than the date of the next AGM following the completion of the Proposed Transaction.'*
- B. HT8's announcement titled 'Results of Meeting' released on MAP on 6 May 2019 indicating that the EGM had been held on 3 May 2019 and that all of the resolutions proposed at the EGM had been passed.
- C. HT8's announcement titled 'Settlement of Lincd Acquisition' released on MAP on 24 May 2019 indicating that HT8 had completed the acquisition of 100% of Lincd HQ Pty Ltd.
- D. Mr Rasam's biography which appears on the following webpages for the upcoming APAC Blockchain Conference 2019 (<https://apacblockchain.com.au/agenda/advisory-board> and <https://apacblockchain.com.au/speakers>) and is extracted below:

'PK RASAM

Researcher, **Whole-brain**

PK Rasam brings over 25 years of experience working with top 100 global brands in technology focussed around Innovation, Corporates, Startups, Entrepreneurship, Management, Investing and Strategic Guidance. He has over 8 years of expertise in Blockchain, specializing in Blockchain Strategy and Distributed Ledger Infrastructure services.

*PK is sought after by Universities, Corporates, Incubators, and Accelerators to run workshops, create frameworks, and mental models, that help participants become market relevant and investor ready. He is one of the content developers and course instructors at Udacity for their "Blockchain Nanodegree" ...where a student will work with the Bitcoin and Ethereum protocols, build projects for real-world application. Pk is a repeat entrepreneur, **his previous blockchain company - LINCD, and current blockchain company - whole-brain.** [Emphasis added]*

PK sits on various boards helping both public and private companies shape, build and implement their blockchain roadmap.'

- E. Mr Rasam's biography on LinkedIn (<https://www.linkedin.com/in/pkrasam/>) which shows his current role since May 2019 is a researcher with Web3 Engineer and that he was a blockchain engineer and technical architect with 'whole-brain' from January 2017 until April 2019 and a blockchain architect and technical founder with LINCD from December 2014 to May 2018.
- F. 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.

Questions and Requests for Information

Having regard to the above, ASX asks HT8 to respond separately to each of the following questions and requests for information:

1. Did Mr Rasam take up his role as LINCD's managing director on and from 3 May 2019 (the date of the EGM), as foreshadowed in HT8's 17 January 2019 announcement?
If not, why not?
2. Did one of the current HT8 directors resign on 10 May 2019 (7 days after the date of the EGM), as foreshadowed in HT8's 17 January 2019 announcement, or at any time thereafter?
If so, please provide details of who resigned and when, and an explanation as to why HT8 has not announced the director's resignation pursuant to listing rule 3.16.1 or filed an Appendix 3Z in relation to that director pursuant to listing rule 3.19A.3.
If not, why not?
3. Was an FGF representative appointed to the board of HT8, as foreshadowed in HT8's 17 January 2019 announcement, or at any time thereafter?
If so, please provide details of who was appointed and when, and an explanation as to why HT8 has not announced that appointment pursuant to listing rule 3.16.1 or filed an Appendix 3X in relation to that director pursuant to listing rule 3.19A.3.
If not, why not?
4. Why do Mr Rasam's publicly available biographies (referred to in paragraphs D and E above) indicate that he does not appear to have any current role with HT8 or LINCD?
5. Is Mr Rasam currently employed or engaged by HT8 or LINCD in any capacity? If so, please provide details.
6. Are there any connections or relationships between HT8 or LINCD and 'whole-brain'? If so, please provide details.

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7. Please confirm that HT8 is complying with the Listing Rules and, in particular, Listing Rule 3.1.
 8. Please confirm that HT8'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 HT8 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, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **9.30 am AEST on Thursday 4 July 2019**.

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. 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

In responding to this letter, you should have regard to HT8'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 HT8's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, providing the information requested in this letter.

Further, 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, HT8's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in this letter.

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

Yours sincerely

Kate Kidson
Principal Adviser, Listings Compliance (Melbourne)