



15 March 2018

Company Announcements Office
Australian Securities Exchange

SALE OF SHARES BY XREF'S FOUNDERS

Xref Limited (Xref or the Company, ASX:XF1) advises that on 14 March 2018, in compliance with its Securities Trading Policy, Executive Director and Chief Executive Officer Lee-Martin Seymour has sold 9,847,517 shares and Executive Director and Chief Technology Officer Tim Griffiths has sold 9,847,516 shares (i.e. a total of 19,695,033 fully paid ordinary shares in Xref).

The sale was driven by demand for Xref shares from institutional investors looking to secure a holding in the Company. It also represents the first occasion that Messrs Seymour and Griffiths, both founders of Xref, have sold any shares in the Company.

The 19,695,033 shares sold represent approximately 13.3% of the total issued share capital of Xref. On completion of the sale, Mr Seymour holds approximately 30.9 million shares and Mr Griffiths approximately 30.9 million shares. Together they hold approximately 61.7 million fully paid ordinary shares, representing approximately 41.8% of the Company's issued share capital.

Following the sale, Messrs Seymour and Griffiths will each enter into a voluntary escrow agreement with Xref that restricts any further shares being sold by either of them before the Company's results for the 2018-19 financial year are announced to the ASX (i.e. September 2019).

Attached are the relevant Appendix 3Ys for Messrs Seymour and Griffiths.

Xref Limited

Robert J Waring
Company Secretary

Xref Limited (ASX:XF1)
ACN 122 404 666

Suite 17, Level 3, 13 Hickson Road, Dawes Point, Sydney NSW 2000 Australia; Website: xref.com



Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Xref Limited (ASX Code: XF1)
ABN	34 122 404 666

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Lee-Martin John Seymour
Date of last notice	6 December 2017

Part 1 – Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(a) West Riding Investments Pty Ltd <Seymour Family Trust> Lee-Martin John Seymour is the sole shareholder of the trustee, West Riding Investments Pty Ltd, and he is a beneficiary of the Seymour Family Trust. (b) Mrs Melanie Anne Seymour (wife of Lee-Martin John Seymour).
Date of change	14 March 2018
No. of securities held prior to change	(a) 40,705,129 fully paid ordinary shares escrowed until 8 February 2018 (a) 8,333,333 Class C Performance Rights escrowed until 8 February 2018 (b) 10,000 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	9,847,517 fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.60 per share, being a total of \$5,908,510
No. of securities held after change	(a) 30,857,612 fully paid ordinary shares (a) 8,333,333 Class C Performance Rights (b) 10,000 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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Introduced 30/09/01 Amended 01/01/11

Name of entity	Xref Limited (ASX Code: XF1)
ABN	34 122 404 666

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Timothy David Griffiths
Date of last notice	6 December 2017

Part 1 – Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Squirrel Holdings Australia Pty Ltd <Griffiths Family Trust> Timothy David Griffiths is the sole shareholder of the trustee, Squirrel Holdings Australia Pty Ltd, and he is a beneficiary of the Griffiths Family Trust.
Date of change	14 March 2018
No. of securities held prior to change	40,705,129 fully paid ordinary shares escrowed until 8 February 2018 8,333,333 Class C Performance Rights escrowed until 8 February 2018
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	9,847,516 fully paid ordinary shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.60 per share, being a total of \$5,908,510

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

No. of securities held after change	30,857,613 fully paid ordinary shares 8,333,333 Class C Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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