



# **Register of ASX Listing Rule Waivers**

**1 to 15 October 2022**

**The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as :**

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	10/10/2022
<b>ASX Code</b>	TSK
<b>Listed Company</b>	TASK GROUP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC220182-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Plexure Group Limited (the 'Company') a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 1,757,558 options, 19,986,033 deferred share rights ('DSRs') and 2,600,625 restricted share units ('RSUs') with exercise prices of less than 20 cents.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the Official List has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the Official List to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company is currently admitted to the Official List as an ASX Foreign Exempt Listing and intends to change its admission category to ASX Listing. The number of options, DSRs and RSUs the subject of the waiver represents approximately 6.8% of the number of fully paid ordinary shares on issue. The existence of these securities will not undermine the integrity of the 20 cent rule. In this regard it is noted that these securities are currently on issue and that shares in the Company are currently trading at 29 cents.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2A.3
<b>Date</b>	10/10/2022
<b>ASX Code</b>	LME
<b>Listed Company</b>	LIMEADE INC.
<b>Waiver Number</b>	WLC220176-001
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3, and based solely on the information provided, ASX Limited ('ASX') grants Limeade Inc (the 'Company') a waiver from Listing Rule 4.2A.3 to the extent necessary to permit the Company to not be required to lodge an Appendix 4D, on the condition that the Company gives ASX:</p> <p>1.1 a copy of the Forms 10-Q the Company has filed with the SEC for the first and second quarters of that financial year; and</p> <p>1.2 in the case of the Company's Form 10-Q for the second quarter, a cover sheet for the Form 10-Q headed "Results for announcement to the market" with the key information set out in section 2 of Appendix 4D.</p> <p>2. The waiver is granted on condition that the Company:</p> <p>2.1 gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market immediately after it has been filed with the SEC and, in any event, by no later than the date on which it is due to be given to the SEC under US law;</p> <p>2.2 gives its Forms 10-Q and the cover sheet referred to above for the first half of its financial year to ASX for release to the market by the earliest of: (a) the date it is filed with the SEC; (b) the date it is due to be given to the SEC under US law; and (c) the date that its Appendix 4D and half-year report are due to be lodged with ASX under Listing Rule 4.2A;</p> <p>2.3 acknowledges in writing to ASX that if it fails to give ASX its quarterly Forms 10-Q and annual Form 10-K along with any cover sheet or supplement required under this waiver by the due date above, ASX will suspend its securities from quotation under Listing Rule 17.5 on the trading day after the date on which the documents were due;</p> <p>2.4 gives to ASX for release to the market any SEC Form 8-K it files with the SEC immediately after it has been filed with the SEC;</p> <p>2.5 makes an announcement to the market about the granting of this waiver and its effect;</p> <p>2.6 includes on its website information about this waiver and its effect on the timeframes within which it must lodge its quarterly Forms 10-Q and annual Form 10-K with ASX compared to the time frames that, but for this waiver, it would have to lodge with ASX an Appendix 4C; and</p> <p>2.7 notifies ASX immediately if it ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p> <p>3. This waiver will cease to apply if the Company ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.3A
<b>Date</b>	10/10/2022
<b>ASX Code</b>	LME
<b>Listed Company</b>	LIMEADE INC.
<b>Waiver Number</b>	WLC220176-002
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3, and based solely on the information provided, ASX Limited ('ASX') grants Limeade Inc (the 'Company') a waiver from Listing Rule 4.3A to the extent necessary to permit the Company to not be required to lodge an Appendix 4E, on the condition that the Company gives ASX:</p> <p>1.1 a copy of the Form 10-K the Company has filed with the SEC for that financial year; and</p> <p>1.2 a cover sheet for the Form 10-K headed "Results for announcement to the market" with the key information set out in section 2 of Appendix 4E.</p> <p>2. The waiver is granted on condition that the Company:</p> <p>2.1 gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market immediately after it has been filed with the SEC and, in any event, by no later than the date on which it is due to be given to the SEC under US law;</p> <p>2.2 gives its Form 10-K and the cover sheet referred to above for its full financial year to ASX for release to the market by the earliest of: (a) the date it is filed with the SEC; (b) the date it is due to be given to the SEC under US law; and (c) the date that its Appendix 4E and the accounts on which it is based are due to be lodged with ASX under Listing Rule 4.3A;</p> <p>2.3 acknowledges in writing to ASX that if it fails to give ASX its quarterly Forms 10-Q and annual Form 10-K along with any cover sheet or supplement required under this waiver by the due date above, ASX will suspend its securities from quotation under Listing Rule 17.5 on the trading day after the date on which the documents were due;</p> <p>2.4 gives to ASX for release to the market any SEC Form 8-K it files with the SEC immediately after it has been filed with the SEC;</p> <p>2.5 makes an announcement to the market about the granting of this waiver and its effect;</p> <p>2.6 includes on its website information about this waiver and its effect on the timeframes within which it must lodge its quarterly Forms 10-Q and annual Form 10-K with ASX compared to the time frames that, but for this waiver, it would have to lodge with ASX an Appendix 4C; and</p> <p>2.7 notifies ASX immediately if it ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p> <p>3. This waiver will cease to apply if the Company ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

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<b>Rule Number</b>	4.7B
<b>Date</b>	10/10/2022
<b>ASX Code</b>	LME
<b>Listed Company</b>	LIMEADE INC.
<b>Waiver Number</b>	WLC220176-003
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3, and based solely on the information provided, ASX Limited ('ASX') grants Limeade Inc (the 'Company') a waiver from Listing Rule 4.7B to the extent necessary to permit the Company to not be required to lodge an Appendix 4C, on the condition that the Company gives ASX:</p> <p>for the first, second and third quarters of its financial year,</p> <p>1.1 a copy of the Forms 10-Q the Company has filed with the SEC for those quarters; and</p> <p>1.2 for each of those quarters, if there is any information that ought to have been disclosed in the Company's quarterly activity report for that quarter under Listing Rule 4.7C that is not included in the Company's Form 10-Q for that quarter, a supplement to the Form 10-Q for that quarter that discloses the information; and</p> <p>for the fourth quarter of its financial year,</p> <p>1.3 a copy of the Form 10-K the Company has filed with the SEC for that financial year; and</p> <p>1.4 if there is any information that ought to have been disclosed in the Company's quarterly activity report for the fourth quarter under Listing Rule 4.7C that is not included in the Company's Form 10-K, a supplement to the Form 10-K that discloses the information.</p> <p>2. The waiver is granted on condition that the Company:</p> <p>2.1 gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market immediately after it has been filed with the SEC and, in any event, by no later than the date on which it is due to be given to the SEC under US law;</p> <p>2.2 acknowledges in writing to ASX that if it fails to give ASX its quarterly Forms 10-Q and annual Form 10-K along with any cover sheet or supplement required under this waiver by the due date above, ASX will suspend its securities from quotation under Listing Rule 17.5 on the trading day after the date on which the documents were due;</p> <p>2.3 gives to ASX for release to the market any SEC Form 8-K it files with the SEC immediately after it has been filed with the SEC;</p> <p>2.4 makes an announcement to the market about the granting of this waiver and its effect;</p> <p>2.5 includes on its website information about this waiver and its effect on the timeframes within which it must lodge its quarterly Forms 10-Q and annual Form 10-K with ASX compared to the time frames that, but for this waiver, it would have to lodge with ASX an Appendix 4C; and</p> <p>2.6 notifies ASX immediately if it ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p> <p>3. This waiver will cease to apply if the Company ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

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<b>Rule Number</b>	4.7C
<b>Date</b>	10/10/2022
<b>ASX Code</b>	LME
<b>Listed Company</b>	LIMEADE INC.
<b>Waiver Number</b>	WLC220176-004
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3, and based solely on the information provided, ASX Limited ('ASX') grants Limeade Inc (the 'Company') a waiver from Listing Rule 4.7C to the extent necessary to permit the Company to not be required to lodge a quarterly activity report, on the condition that the Company gives ASX:</p> <p>for the first, second and third quarters of its financial year,</p> <p>1.1 a copy of the Forms 10-Q the Company has filed with the SEC for those quarters; and</p> <p>1.2 for each of those quarters, if there is any information that ought to have been disclosed in the Company's quarterly activity report for that quarter under Listing Rule 4.7C that is not included in the Company's Form 10-Q for that quarter, a supplement to the Form 10-Q for that quarter that discloses the information; and</p> <p>for the fourth quarter of its financial year,</p> <p>1.3 a copy of the Form 10-K the Company has filed with the SEC for that financial year; and</p> <p>1.4 if there is any information that ought to have been disclosed in the Company's quarterly activity report for the fourth quarter under Listing Rule 4.7C that is not included in the Company's Form 10-K, a supplement to the Form 10-K that discloses the information.</p> <p>2. The waiver is granted on condition that the Company:</p> <p>2.1 gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market immediately after it has been filed with the SEC and, in any event, by no later than the date on which it is due to be given to the SEC under US law;</p> <p>2.2 acknowledges in writing to ASX that if it fails to give ASX its quarterly Forms 10-Q and annual Form 10-K along with any cover sheet or supplement required under this waiver by the due date above, ASX will suspend its securities from quotation under Listing Rule 17.5 on the trading day after the date on which the documents were due;</p> <p>2.3 gives to ASX for release to the market any SEC Form 8-K it files with the SEC immediately after it has been filed with the SEC;</p> <p>2.4 makes an announcement to the market about the granting of this waiver and its effect;</p> <p>2.5 includes on its website information about this waiver and its effect on the timeframes within which it must lodge its quarterly Forms 10-Q and annual Form 10-K with ASX compared to the time frames that, but for this waiver, it would have to lodge with ASX an Appendix 4C; and</p> <p>2.6 notifies ASX immediately if it ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p> <p>3. This waiver will cease to apply if the Company ceases to be subject to an obligation to file Forms 10-K and 10-Q with the SEC under US law.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.18
<b>Date</b>	10/10/2022
<b>ASX Code</b>	TSK
<b>Listed Company</b>	TASK GROUP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC220182-002
<b>Decision</b>	<p>1. Based solely on the information provided, pursuant to the subscription agreement ('Subscription Agreement') between Plexure Group Limited (the 'Company') and Atlas Bear LLC ('McDonald's'), ASX Limited ('ASX') grants the Company a waiver from Listing Rule 6.18 to the extent necessary to permit McDonald's to maintain, by way of a right to participate in any offer of securities by the Company, a 9.9% relevant interest (on a fully diluted basis) such that McDonald's' percentage holding immediately before the completion of the offer of equity securities remains the same immediately following the equity offer ('Anti-Dilution Right'), subject to the following conditions:</p> <p>1.1 The Anti-Dilution Right lapses on the earlier of:</p> <p>1.1.1 in accordance with the terms of the Subscription Agreement;</p> <p>1.1.2 the strategic relationship between the Company and McDonald's ceases or changes in such a way that it effectively ceases; and</p> <p>1.1.3 31 March 2023.</p> <p>1.2 The Anti-Dilution Right may only be transferred to a wholly owned subsidiary of McDonald's.</p> <p>1.3 Any securities issued under the Anti-Dilution Right must be issued to McDonald's for cash consideration that is:</p> <p>1.3.1 no more favourable to McDonald's than any cash consideration paid by third parties (in the case of issues of equity securities to third parties for cash consideration); or</p> <p>1.3.2 equivalent in value to non-cash consideration offered by third parties (in the case of issues of equity securities to third parties for non-cash consideration).</p> <p>1.4 The number of securities that may be issued to McDonald's under the Anti-Dilution Right in the case of any Dilution Event (as defined in the Subscription Agreement) must not be greater than the number required in order for McDonald's to maintain a 9.9% relevant interest (on a fully diluted basis) in the issued share capital of the Company immediately before that Dilution Event (except in the case of a Deferred Top Up Offer (as described in the Subscription Agreement) in which case McDonald's may be issued such number of securities as is necessary for McDonald's to maintain a 9.9% relevant interest in the issued share capital of the Company immediately before the first Deferred Top Up Offer was made in the relevant financial year).</p> <p>1.5 The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.18 prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other Listing Rules, principally Listing Rule 7.1.</p> <p><b>Present Application</b> The Company has entered into a formal software-as-a-service (SaaS)</p>

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agreement, pursuant to which the Company provides SaaS services to McDonald's restaurants around the world. The Company has also entered into a subscription agreement with Atlas Bear LLC ('McDonalds') ('Subscription Agreement') following which McDonald's held a 9.9% relevant interest in the Company. Under the terms of the Subscription Agreement McDonald's has been granted a right to maintain a shareholding of no less than 9.9% of the Company's ordinary shares on a fully diluted basis such that McDonald's is able to maintain its percentage shareholding in the Company by having a right to participate in future issues of securities ('Anti-Dilution Right'). The Anti-Dilution Right allows McDonald's to participate in future issues of securities on equal terms with other parties to whom securities are offered to the extent necessary for McDonald's to maintain its percentage shareholding immediately prior to the dilution event. ASX intends to grant a waiver to permit the Anti-Dilution Right to continue to exist, conditional upon the right not being transferred outside a wholly owned subsidiary of McDonald's. The Anti-Dilution Right lapses if McDonald's owns less than 9.9% because it has sold or transferred some of its shares subscribed for under the Subscription Agreement or shares subscribed for under the Anti-Dilution Right, or it has elected to not participate in a pro-rata offer of shares to all the Company's shareholders. It also lapses if the strategic relationship with McDonald's ceases. Shareholder approval will be required by Listing Rule 10.11 to issue any securities pursuant to the Anti-Dilution Right to the extent McDonald's becomes a person to which Listing Rule 10.11 applies.

Guidance Note 25 outlines ASX's general position that waivers from Listing Rule 6.18 will no longer be granted for 'top-up rights' from 1 December 2019. In this instance the waiver is being granted to permit the pre-existing rights to continue, on the basis that the Anti-Dilution Right has been in place since April 2019 (which pre-dates ASX's policy change), ceases on 31 March 2023, and the Company has been listed on the NZX since 2012 and that the Anti-Dilution Right was permitted by NZX.

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<b>Rule Number</b>	6.23.2
<b>Date</b>	11/10/2022
<b>ASX Code</b>	ISU
<b>Listed Company</b>	ISELECT LIMITED.
<b>Waiver Number</b>	WLC220175-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants iSelect Limited (the 'Company') a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration and without shareholder approval, 10,655,217 performance rights, in connection with the proposal whereby Innovation Holdings Australia Pty Ltd (IHA), acquires for cash consideration all of the shares in the Company which IHA does not already own by way of a scheme of arrangement ('Scheme'), on the following conditions:</p> <p>1.1 Full details of the cancellation of the performance rights and consideration payable for their cancellation are set out to ASX's satisfaction in the Scheme Booklet.</p> <p>1.2 The Scheme is approved by security holders of the Company and a court of competent jurisdiction ('Court'), and the Court's orders are lodged with the Australian Securities and Investments Commission such that the Scheme become effective.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

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<b>Rule Number</b>	6.23.2
<b>Date</b>	7/10/2022
<b>ASX Code</b>	NEA
<b>Listed Company</b>	NEARMAP LTD
<b>Waiver Number</b>	WLC220179-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Nearmap Ltd (the 'Company') a waiver from Listing Rule 6.23.2, in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders as a result of which Atlas AU BidCo Pty Ltd (the 'Bidder'), an indirect wholly-owned subsidiary of funds advised by Thoma Bravo LP., will acquire all of the fully paid ordinary shares in the Company (the 'Scheme'), to the extent necessary to permit the Company to cancel for consideration, and without shareholder approval, up to:</p> <p>1.1 4,260,000 unquoted options ('Options') issued under the Company's Employee Share Option Plan; and 1,757,804 restricted stock units ('RSUs') issued under the Company's Long Term Incentive Plan.</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1 The Company's shareholders, by the requisite majority, and a court of competent jurisdiction ('Court') approving the Scheme, and the Court's orders being lodged with the Australian Securities and Investment Commission such that the Scheme becomes effective; and</p> <p>2.2 Full details of the cancellation of the Options and RSUs and consideration payable for their cancellation being set out to ASX's satisfaction in the Scheme booklet provided to the Company's shareholders.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

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<b>Rule Number</b>	6.23.3
<b>Date</b>	7/10/2022
<b>ASX Code</b>	NEA
<b>Listed Company</b>	NEARMAP LTD
<b>Waiver Number</b>	WLC220179-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Nearmap Ltd (the 'Company') a waiver from Listing Rule 6.23.3, in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and Atlas AU BidCo Pty Ltd (the 'Bidder'), an indirect wholly-owned subsidiary of funds advised by Thoma Bravo LP., under which the Bidder will acquire all the ordinary shares in the Company (the 'Scheme'), to the extent necessary to permit the Company to extend the expiry date of up to 360,000 unquoted options held by the Company's Chief Customer and Marketing Officer ('ESOP Options') from 8 October 2022 to the earlier of:</p> <ol style="list-style-type: none"> <li>1.1 termination of the Scheme Implementation Deed between the Company and the Bidder dated 22 August 2022 ('SID');</li> <li>1.2 implementation of the Scheme; or</li> <li>1.3 the End Date (as that term is defined in the SID).</li> </ol> <p>2. Resolution 1 is subject to the following conditions:</p> <ol style="list-style-type: none"> <li>2.1 The Company's shareholders, by the requisite majority, and a court of competent jurisdiction ('Court') approving the Scheme, and the Court's orders being lodged with the Australian Securities and Investment Commission such that the Scheme becomes effective; and</li> <li>2.2 Full details of the terms of the extension of the expiry date of the ESOP Options, and a clear explanation of the rationale for the extension, being set out to ASX's satisfaction in the Scheme booklet provided to the Company's shareholders ('Scheme Booklet').</li> <li>2.3 The Company obtains the Bidder's consent to the extension of the expiry date of the ESOP Options.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market, any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b> The Company has entered into an implementation Deed for entry into a Scheme that will result in the Bidder acquiring all of the Company's shares. The Scheme has been announced to the market. Shareholder and Court approval will be obtained in the context of the Scheme. The ESOP Options proposed to be amended represent approximately 3.53% of all unquoted options granted under the Company's Employee Share Option Plan and 0.072% of the Company's issued capital on an undiluted basis. The waiver is granted on the condition that shareholders and the Court approve the Scheme, the Court orders are lodged with ASIC, an announcement to the market is made</p>

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regarding the lodgement of the Court orders with ASIC, and full details of the terms of, and rationale for, the extension of the expiry date of the ESOP Options are disclosed in the Scheme booklet to ASX's satisfaction.

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<b>Rule Number</b>	7.1
<b>Date</b>	7/10/2022
<b>ASX Code</b>	RED
<b>Listed Company</b>	RED 5 LIMITED
<b>Waiver Number</b>	WLC220183-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Red 5 Limited (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 19/547 on the following conditions:</p> <p>1.1 The issue price of the shares under the SPP will be no less than the lower of:</p> <p>1.1.1 The issue price of the shares issued under the placement announced by the Company on 3 October 2022 (being \$0.16 per share); and</p> <p>1.1.2 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2 The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement and the SPP at a fixed price (\$0.16 per share) on 3 October 2022. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which is at a discount of approximately 23.1% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the placement) were announced (as opposed to the maximum discount allowable under</p>

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the SPP exception of 20%). In the interests of fairness, unrelated security holders are to be offered securities under the SPP at the placement price. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

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<b>Rule Number</b>	7.3.9
<b>Date</b>	12/10/2022
<b>ASX Code</b>	ADR
<b>Listed Company</b>	ADHERIUM LIMITED
<b>Waiver Number</b>	WLC220170-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Adherium Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company, in its notice of meeting to approve the issue of up to 200,000,000 fully paid ordinary shares in the Company at an issue price of \$0.005 per share, together with up to 100,000,000 free attaching options on a one for two basis with an exercise price of \$0.01 per option and an expiry date of 31 March 2024 to eligible shareholders who subscribe to the Company's Share Purchase Plan ('SPP'), not to include a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive shares under any SPP shortfall.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases, the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p><b>Present Application</b> The Company is conducting what is colloquially known as a security purchase plan. On the basis of its structure the offer does not fit the definition of security purchase plan pursuant to the ASX Listing Rules as it does not fall within the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. This is because the offer includes an offer for shares and attaching options. Accordingly, the Company is proposing to seek shareholder approval for the purposes of Listing Rule 7.1 for the issue of the shares and attaching options. As the issue of the shares and options being undertaken is one in which all unrelated shareholders may participate on an equal basis and for which there would be an exception from the requirement for shareholder approval in Listing Rule 7.2 for the issue but for the structure of the offer including attaching options there is no need to exclude the votes of shareholders entitled to participate in the offer.</p>

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<b>Rule Number</b>	10.1
<b>Date</b>	4/10/2022
<b>ASX Code</b>	PL8
<b>Listed Company</b>	PLATO INCOME MAXIMISER LIMITED.
<b>Waiver Number</b>	WLC220181-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Plato Income Maximiser Limited ('PL8') a waiver from Listing Rule 10.1 to the extent necessary to permit PL8's acquisition of additional F class units (the F Class Units') in the Plato Australian Shares Income Fund without shareholder approval, subject to the following conditions:</p> <p>1.1 Funds are invested by Plato Investment Management Limited, the manager of PL8 and Plato Fund (the Investment 'Manager') in accordance with the investment strategy disclosed in PL8's initial public offering prospectus dated 1 March 2017 (the 'IPO Prospectus');</p> <p>1.2 Funds are invested by the Investment Manager solely in direct investments in the F Class Units as contemplated in the IPO Prospectus;</p> <p>1.3 Redemptions and applications in the Plato Fund must occur in accordance with the representations made in the IPO Prospectus; and</p> <p>1.4 Redemptions and applications in the Plato Fund must occur on the basis of PL8's constitution.</p> <p>2. Resolution 1 applies until 4 October 2025.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders, who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holder's meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act 2001 (Cth) (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b> PL8's investment strategy is to invest in F class units issued by the responsible entity of the Plato Fund which provides investors with exposure to a portfolio of ASX listed entities, as well as SPI futures and cash. The Investment Manager of PL8 is also the Investment Manager of the Plato Fund, and both entities share the same investment strategy. The Investment Manager is therefore considered to be a party to whom Listing Rule 10.1.5 applies in relation to PL8. The value of the F Class Units to be acquired exceeds 5% of the</p>

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The value of the F Class Units to be acquired exceeds 5% of the equity interests of PL8 and accordingly will be a 'substantial asset' for the purposes of Listing Rule 10.1. The offer document for PL8's IPO discloses the related party nature of the PL8's investment structure and its investment strategy and the manner in which it intends to achieve that strategy (and has done so since 2017) through the investment in the F Class Units in the Plato Fund and the fees payable to the investment manager. A waiver from Listing Rule 10.1 is granted for a further period of three years to permit PL8's acquisition and redemption of additional F Class Units in the Plato Fund.

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<b>Rule Number</b>	10.11
<b>Date</b>	13/10/2022
<b>ASX Code</b>	MQG
<b>Listed Company</b>	MACQUARIE GROUP LIMITED
<b>Waiver Number</b>	WLC220177-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Macquarie Group Limited (the 'MQG') a waiver from Listing Rule 10.11 to the extent necessary to permit MQG to issue securities under the Macquarie Group Employee Share Plan (the 'ESP') to an employee who is the child of a director of MQG ('Relevant Employee'), without shareholder approval, on the following conditions.</p> <p>1.1 The determination of the Relevant Employee's eligibility and level of participation under the ESP is conducted independently by the Group Head of the relevant business of MQG in which the Relevant Employee is employed.</p> <p>1.2 The Relevant Employee's eligibility and level of participation under the ESP is on the same basis, and under the same policy, as all other employees at the same level that are eligible to participate in the ESP.</p> <p>1.3 The waiver is valid for three years and will expire on 7 October 2025.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act.</p> <p><b>Present Application</b> MQG is proposing to issue shares to an employee, who is a child of a director of MQG, under the ESP. A child of a director of a body corporate falls within the definition of 'related party' as per Listing Rule 19.12 and therefore is a party to whom shares can only be issued with shareholder approval under Listing Rule 10.11. The Relevant Employee is one of a large number of employees eligible to participate in the ESP and their eligibility and level of participation in the plan is decided upon independently by the Group Head of the relevant business under a policy applied equally to all staff at given levels. The Relevant Employee's parent has no involvement, influence or participation in the Group Head's decisions to issue securities under the ESP. The Relevant Employee will participate in the ESP on the same basis as all other employees eligible to participate and therefore there does not appear to be any opportunity for the child to obtain equity securities on advantageous terms. The extent of dilution following the proposed issue of ESP awards to the Relevant Employee is minimal (the Relevant Employee's ESP awards represent approximately 0.05% of the shares to be issued under the ESP this year and a negligible percentage of the total number of ordinary shares in the capital of MQG on issue). The waiver is granted for a period of three years on condition that the relevant director has no involvement, influence or participation in the relevant MQG's Group Head's decision to issue securities to the Relevant Employee.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	7/10/2022
<b>ASX Code</b>	RED
<b>Listed Company</b>	RED 5 LIMITED
<b>Waiver Number</b>	WLC220183-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Red 5 Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the Company to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 19/547 on the following conditions:</p> <p>1.1 The issue price of the shares under the SPP will be no less than the lower of:</p> <p>1.1.1 The issue price of the shares issued under the placement announced by the Company on 3 October 2022 (being \$0.16 per share); and</p> <p>1.1.2 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2 The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> ASIC Class Order 019/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 4 of Listing Rule 10.12 exempts related party participation in these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The proposed terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which is at a discount of approximately 23.1% of the VWAP over the last 5 days before the day on which the SPP (and the placement) was announced. Related parties will participate in the SPP on the same basis as any other eligible shareholder. Related party participation in an SPP on these terms is consistent with the policy basis of the SPP</p>

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exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

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<b>Rule Number</b>	10.13.5
<b>Date</b>	3/10/2022
<b>ASX Code</b>	CRL
<b>Listed Company</b>	COMET RESOURCES LIMITED
<b>Waiver Number</b>	WLC220172-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Comet Resources Limited (the 'Company') in connection with the completion of the acquisition of 100% of the issued capital of Minerals Mining Metallurgy ('MMM') which is to acquire 100% of the issued capital of Mount Margaret Mining Pty Ltd ('MTM') which owns 100% interest in the Mt Margaret Copper project and associated regional tenements near Conclurry in Queensland Project (together, the 'Acquisition') and a proposed capital raising via a public offer at A \$0.20 per fully paid ordinary share ('Share') to raise up to raise up to A\$27,000,000 ('Capital Raising'), a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of meeting ('Notice') ('Meeting') seeking shareholder approval for, amongst other things, the issue of up to 10,000,000 options exercisable each at A \$0.30 on or before the date that is 3 years after their issue to Mr Matthew O'Kane, Mr Hamish Halliday and Mr Alexander Molyneux (the 'Directors' Options') and 750,000 fully paid ordinary shares ('Capital Raising Shares') to the Company's current directors Mr Matthew O'Kane, Mr Hamish Halliday and Mr Alexander Molyneux (the 'Directors' Offer Shares') (together, the 'Related Party Securities') not to state that the Related Party Securities will be issued no later than 1 month after the date of the Meeting, on the following conditions:</p> <p>1.1 the Related Party Securities are issued no later than the date that the Capital Raising Shares are issued which must be no later than 3 months after the date of the shareholder meeting;</p> <p>1.2 the Related Party Securities are issued pursuant to the relevant terms and conditions set out in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 for the Acquisition;</p> <p>1.3 the circumstances of the Company, as determined by the ASX, have not materially changed since the Company's shareholders approved the issue of the Related Party Securities; and</p> <p>1.4 the terms of the waiver are clearly disclosed in the Notice and in the prospectus to be issued in respect of the Capital Raising.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

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<b>Rule Number</b>	10.13.5
<b>Date</b>	12/10/2022
<b>ASX Code</b>	MX1
<b>Listed Company</b>	MICRO-X LIMITED
<b>Waiver Number</b>	WLC220178-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Micro-X Ltd (the 'Company') a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of meeting ('Notice') seeking approval for the issue of up to \$100,189 worth of shares to Mr David Knox (or his nominee) and up to \$65,123 worth of shares to each of Mr Patrick O'Brien (or his nominee); Ms Ilona Meyer (or her nominee); Dr Alexander Gosling (or his nominee); Mr James McDowell (or his nominee); and Mr Andrew Hartman, a proposed director of MX1 (or his nominee) ('Remuneration Shares') not to state that the Remuneration Shares will be issued no later than one month after the meeting, subject to the following conditions:</p> <p>1.1 the Notice states that the Remuneration Shares will be issued by no later than 14 November 2023;</p> <p>1.2 the Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Remuneration Shares to Mr Knox, Mr O'Brien, Ms Meyer, Dr Gosling, Mr McDowell and Mr Hartman at three different prices;</p> <p>1.3 the Company's annual report for any period during which the Remuneration Shares are issued, discloses details of the number of Remuneration Shares that were issued, including the percentage of the Company's issued capital represented by those Remuneration Shares; and</p> <p>1.4 the terms of this waiver are disclosed in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.5 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval for the issue of Remuneration Shares to six of its non-executive directors as part of their remuneration for the year commencing 14 November 2022. Each non-executive director may, after they have earned a periodic payment of directors' fees but before that periodic payment is due for payment by the Company, elect to receive up to all of that payment in Remuneration Shares instead of cash. The maximum time for the issue of the Remuneration Shares is fixed. The issue price of the Remuneration Shares is determined by a future share price calculated based on the 30 day VWAP up to and including the last trading day of</p>

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each month. Based on the Company's 30 day VWAP calculation as at 30 September 2022 and assuming each director elects to receive 50% of their remuneration as Remuneration Shares, the number of Remuneration Shares that will be issued will represent a nominal portion, being 0.3% of the Company's undiluted issued capital. A waiver is considered appropriate on the basis that the maximum time for the issue of the Remuneration Shares is fixed, the percentage of issued capital the Remuneration Shares will represent is small and the purpose of the issue is for director remuneration. The waiver of Listing Rule 10.13.5 is granted on the condition that the securities are issued by no later than 14 November 2023, the Notice includes examples of the dilution effect on the issued capital of the Company as a result of the issue of the Remuneration Shares at three different prices, the terms of the waiver are disclosed in the Notice and the annual report discloses details of the relevant securities that have been issued.

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<b>Rule Number</b>	10.15.11
<b>Date</b>	12/10/2022
<b>ASX Code</b>	EVN
<b>Listed Company</b>	EVOLUTION MINING LIMITED
<b>Waiver Number</b>	WLC220173-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Evolution Mining Limited ('EVN') a waiver from Listing Rule 10.15.11 to the extent necessary to permit EVN to include the resolution in the annual general meeting notice of meeting seeking shareholder approval for participation by EVN's Non-Executive Directors ('NEDs') in the Non-Executive Director Equity Plan ('NED Equity Plan'), to state that the NEDs in office from time to time may participate in the NED Equity Plan without naming them.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule ensures that a listed entity's shareholders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b> EVN proposes to seek shareholder approval for the issue of securities to NEDs pursuant to the NED Equity Plan. Under the NED Equity Plan, the number of share rights that participating NEDs are entitled to apply for will be calculated by dividing the NED's fees sacrificed for the financial year (capped at \$65,000 for each NED or \$80,000 for the NED who also holds the role as Lead Independent Director) by the volume weighted average market price of the EVN shares traded on the ASX for the period of 10 days commencing 1 day after the release of the upcoming year's guidance and, where applicable, any forward looking outlook thereafter in each year. Future NEDs will not obtain any additional remuneration by participating in the NED Equity Plan and there is no particular concern that directors may acquire share rights on advantageous terms by being able to participate in the plan in common with other NEDs. The securities to be issued to future NEDs have identical terms to those securities proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.15.11
<b>Date</b>	13/10/2022
<b>ASX Code</b>	NMT
<b>Listed Company</b>	NEOMETALS LTD
<b>Waiver Number</b>	WLC220180-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Neometals Ltd (the 'Company') a waiver from listing rule 10.15.11 to the extent necessary to permit the Company to permit the resolution in the Company's 2022 notice of annual general meeting, seeking shareholder approval for participation by the Company's non-executive directors in the Performance Rights Plan ('PRP'), to state that the non-executive directors in office from time to time may participate in the PRP.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule ensures that a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b> The Company proposes to seek shareholder approval for the issue of securities to non-executive directors pursuant to the PRP. Participation in the PRP by future non-executive directors is not compulsory and the number of performance rights that they are entitled to apply for will be up to 50% of their fees for the relevant financial year that they elect to sacrifice divided by the daily volume-weighted average market price of the Company shares traded on the ASX during the five trading days prior to the date of grant. Future NEDs will not obtain any additional remuneration by participating in the PRP and there is no particular concern that directors may acquire shares on advantageous terms by their being able to participate in the plan in common with other non-executive directors. The performance rights to be issued to future non-executive directors have identical terms to those performance rights proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	15.7
<b>Date</b>	10/10/2022
<b>ASX Code</b>	TSK
<b>Listed Company</b>	TASK GROUP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC220182-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Plexure Group Limited (the 'Company') a waiver from Listing Rule 15.7 to the extent necessary to permit the Company to provide announcements simultaneously to both ASX and NZX Limited ('NZX').
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not release information that is for release to the market to any person until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market. This ensures that all investors have equal access to the information.</p> <p><b>Present Application</b> The Company is incorporated in New Zealand and will remain listed on NZX. A difference in time zones means trading on NZX commences approximately two hours prior to market open on ASX. There is also a period of overlap during which the Company may be required, under both the NZX and ASX Listing Rules, to lodge information immediately with each of the exchanges. Both of these scenarios could result in the Company releasing information to NZX before it has received an acknowledgement of release from ASX. The waiver permits the Company to give information simultaneously to NZX and ASX. It is not considered that the simultaneous lodgement of information with an overseas stock exchange by a dual listed entity would infringe the policy principle of equal access to information. Lodging announcements simultaneously with ASX and NZX does not infringe the policy rationale behind the rule.</p>

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