



# **Register of ASX Listing Rule Waivers**

**16 to 30 November 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 2
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 1.1 condition 2 to the extent necessary to permit the Company's By-Laws ('By-Laws') to not be consistent with the Listing Rules insofar as the By-Laws provide that the Company may do the following:</p> <ul style="list-style-type: none"> <li>1.1 issue non-voting shares;</li> <li>1.2 impose fees for the registration of transfer of securities;</li> <li>1.3 issue preference shares on terms inconsistent with the Listing Rules; and</li> <li>1.4 permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with Listing Rule 10.17.</li> </ul> <p>on condition that the Company gives to ASX an undertaking (executed and in the form of a deed executed by the Company and each of its directors) that it will not do any of these things while it remains listed on ASX and while they remain prohibited by the Listing Rules.</p> <p>2. Resolution 1 is subject to the condition that the Company provides an undertaking to the satisfaction of ASX, made by way of a deed executed by the Company and each of its directors, that the Company will not:</p> <ul style="list-style-type: none"> <li>2.1 issue non-voting shares;</li> <li>2.2 impose fees for the registration of transfer of securities;</li> <li>2.3 issue preference shares on terms inconsistent with the Listing Rules; and</li> <li>2.4 permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with Listing Rule 10.17.</li> </ul>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must have a constitution consistent with the Listing Rules or that includes the provisions of Appendix 15A or Appendix 15B to the Listing Rules.</p> <p><b>Present Application</b> The Company has been incorporated in a foreign jurisdiction and is listed on TSX-V. The Company's By-Laws were developed prior to the Company contemplating a secondary listing on ASX, and do not strictly comply with the ASX Listing Rule requirements. The waiver is granted on condition that the Company provides an undertaking not to issue non-voting shares; impose fees for the registration of transfer of securities; issue preference shares on terms inconsistent with the Listing Rules; or permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with Listing Rule 10.17.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 6
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 1.1 Condition 6 to the extent necessary to permit the Company to only apply for quotation of the portion of its securities that will be represented by CHESS Depository Interests ('CDIs').
<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>	1.1 condition 12
<b>Date</b>	22/11/2022
<b>ASX Code</b>	L1M
<b>Listed Company</b>	LIGHTNING MINERALS LTD
<b>Waiver Number</b>	WLC220216-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Lightning Minerals Ltd (the 'Company') a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 4,800,000 Performance Rights with a nil exercise price issued to the CEO and directors of the Company ('Performance Rights') on condition that the terms and conditions of the Performance Rights are clearly disclosed in the prospectus to be issued in connection with the Company's initial public offering ('Prospectus').
<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 has applied for admission to the official list of ASX. The Company is proposing to issue a total of 4,800,000 Performance Rights with a nil exercise price to the CEO and directors of the Company. The Performance Rights represent 9.91% (at maximum subscriptions) of the Company's issued capital, and is conditional on the Company achieving maximum subscriptions. The Performance Rights are fixed in number and will be held by the CEO and directors and are therefore unlikely to have any impact on the trading price of the Company's shares. The Performance Rights will convert into ordinary shares in the Company on a one-for-one basis on the vesting date, subject to satisfaction of the relevant vesting conditions. It is considered that the existence of Performance Rights will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Prospectus.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc (the 'Company') a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue up to 5,490,927 existing options ('Options') and 7,000,000 restricted stock units ('RSUs') with an exercise price of less than \$0.20 on the condition that the material terms and conditions of the Options and RSUs are clearly disclosed in the Company's initial public offering prospectus ('Prospectus').
<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 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> In the present case, the number of Options will represent approximately 5.68% and the RSUs approximately 7.25% of the ordinary shares on issue at the time of the Company's admission on an undiluted basis (based on minimum subscriptions). The Options and RSUs are fixed in number and are being issued to the founders of the Company for the purpose of incentivising them under an existing incentive plan, and therefore these securities are unlikely to have an impact on the trading price of the Company's shares. Further, the RSUs will be escrowed for 24 months under Appendix 9B. It is considered that the existence of Options and RSUs will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the full terms and conditions of the Options and RSUs are clearly disclosed in the Company's prospectus.</p>

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<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	11/11/2022
<b>ASX Code</b>	PF1
<b>Listed Company</b>	PATHFINDER RESOURCES LTD
<b>Waiver Number</b>	WLC220212-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Pathfinder Resources Ltd (the 'Company') in connection with the acquisition of up to 100% of the:</p> <p>1.1 Tidili Project; 1.2 Falcon Lake Project; and 1.3 Bleiberg Project, (the 'Proposed Acquisition') and a proposed capital raising via a public offer at A\$0.40 per fully paid ordinary share to raise up to A \$7,000,000 (the 'Capital Raising') together with 1 free attaching option for every 1 new share acquired with an exercise price of \$0.50 and expiry date of 3 years from issue, a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to issue 1,000,000 performance rights to the Company's CEO, Gerard O'Donovan ('CEO'), at an issue price of less than \$0.20 ('Performance Rights'), subject to the following conditions;</p> <p>1.4 the full terms of this waiver are disclosed to the market and, along with the terms and conditions of the Performance Rights, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval of the Company's shareholders to issue the Performance Rights in conjunction with the approval obtained under Listing Rule 11.1.2 for the Proposed Acquisition; and</p> <p>1.5 the full terms and conditions of the Performance Rights are clearly disclosed in the Company's prospectus to be issued in respect of the Capital Raising.</p>
<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 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> In the present case, the number of Performance Rights will represent approximately 1.3% of the ordinary shares on issue at the time of the Company's re-admission on an undiluted diluted basis based on minimum subscriptions. The Performance Rights are fixed in number and are being issued to the CEO in connection with the Proposed Acquisition and only convert on satisfactory performance of the relevant milestones. Therefore the Performance Rights are unlikely to have any impact on the trading price of the Company's shares. It is considered that the existence of Performance Rights will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the full terms and conditions of the Performance Rights are clearly disclosed in the Company's prospectus.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	29/11/2022
<b>ASX Code</b>	AF3
<b>Listed Company</b>	AFG 2022-2 TRUST IN RESPECT OF SERIES 2022-2
<b>Waiver Number</b>	WLC220213-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the AFG 2022-2 Trust in respect of Series 2022-2 ('Issuer') a waiver from Listing Rule 1.8 condition 11 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	29/11/2022
<b>ASX Code</b>	AF3
<b>Listed Company</b>	AFG 2022-2 TRUST IN RESPECT OF SERIES 2022-2
<b>Waiver Number</b>	WLC220213-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the AFG 2022-2 Trust in respect of Series 2022-2 ('Issuer') a waiver from Listing Rule 2.1 condition 3 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.4
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 2.4 to the extent necessary to permit the Company to only apply for quotation of the portion of its securities that will be represented by CHESSE Depository Interests.
<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>	2.8
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 2.8 to the extent necessary to allow the Company not to apply for quotation of fully paid common shares in the Company transferred to the Australian subregister as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions.</p> <p>1.1 The Company completes an Appendix 4A and gives it to ASX within 5 business days of the end of each month.</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.8 states that an entity must apply for quotation of securities to be quoted in a timely manner. This rule ensures transparency and certainty as to number of securities available to be traded in the market and therefore maintains the integrity of the ASX market.</p> <p><b>Present Application</b> The Company is incorporated under the laws of Ontario, Canada with its ordinary shares quoted on the TSX Venture Exchange and proposes to apply for admission to the official list of ASX as a standard listing. The Company's shares are not eligible to be settled directly in the CHESSE system, so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over shares. It is considered appropriate that a waiver be granted to allow only those common shares represented by CDIs to be quoted on ASX, as this represents the number of shares actually available to be traded and settled in the Australian market. Once listed the Company will be required to comply with Listing Rule 4.11 and lodge an Appendix 4A within 5 business days of the end of each month, notifying the market of the number of CDIs on issue on a monthly basis.</p>

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<b>Rule Number</b>	4.2A.3
<b>Date</b>	25/11/2022
<b>ASX Code</b>	SZL
<b>Listed Company</b>	SEZZLE INC.
<b>Waiver Number</b>	WLC220217-001
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3 and based solely on the information provided, ASX Limited ('ASX') grants Sezzle 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> <ul style="list-style-type: none"> <li>* gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market at the same time 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;</li> <li>* 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;</li> <li>* notifies ASX as soon as it becomes aware that it will not be able to lodge the Form 10-Q with the SEC in accordance with the US SEC Reporting Requirements;</li> <li>* 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;</li> <li>* gives to ASX for release to the market any SEC Form 8-K it files with the SEC at the same time it has been filed with the SEC;</li> <li>* makes an announcement to the market about the granting of this waiver and its effect;</li> <li>* 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</li> <li>* 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.</li> </ul> <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>	4.2A
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 4.2A to the extent necessary to permit the Company not to give ASX the information and documents set out in those rules subject to the following conditions:</p> <p>1.1 the Company gives to ASX the half-year Financial Statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') by the earlier of:</p> <p>1.1.1 45 days from the end of the interim period; or</p> <p>1.1.2 the time when the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to lodge the half-year Financial Statements and MD&amp;A with ASX under resolution 22.1 above, the Company will notify ASX at least one business day before the due date for lodgement (and in any event as soon as it becomes aware that it will not be able to lodge the half-year financial statements and the MD&amp;A with the Canadian securities regulatory authorities in accordance with the Canadian Reporting Requirements).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b> The Company is a Canadian entity listed on TSX-V and is a venture issuer. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 60 days after the end of the interim period or the date of filing in a foreign jurisdiction. That reporting deadline will change to 45 days from the end of the interim period or date of filing once the Company is admitted to trading on ASX, when it is re-classified as a non-venturer entity. The Company satisfies the criteria for relief outlined in Guidance Note 4.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2B
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 4.2B to the extent necessary to permit the Company not to give ASX the information and documents set out in those rules subject to the following conditions:</p> <p>1.1 the Company gives to ASX the half-year Financial Statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') by the earlier of:</p> <p>1.1.1 45 days from the end of the interim period; or</p> <p>1.1.2 the time when the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to lodge the half-year Financial Statements and MD&amp;A with ASX under resolution 22.1 above, the Company will notify ASX at least one business day before the due date for lodgement (and in any event as soon as it becomes aware that it will not be able to lodge the half-year financial statements and the MD&amp;A with the Canadian securities regulatory authorities in accordance with the Canadian Reporting Requirements).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b> The Company is a Canadian entity listed on TSX-V and is a venture issuer. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 60 days after the end of the interim period or the date of filing in a foreign jurisdiction. That reporting deadline will change to 45 days from the end of the interim period or date of filing once the Company is admitted to trading on ASX, when it is re- classified as a non-venturer entity. The Company satisfies the criteria for relief outlined in Guidance Note 4.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.3A
<b>Date</b>	25/11/2022
<b>ASX Code</b>	SZL
<b>Listed Company</b>	SEZZLE INC.
<b>Waiver Number</b>	WLC220217-002
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3 and based solely on the information provided, ASX Limited ('ASX') grants Sezzle 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 the condition that the Company:</p> <ul style="list-style-type: none"> <li>* 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 and (b) the date it is due to be given to the SEC under US law;</li> <li>* notifies ASX as soon as it becomes aware that it will not be able to lodge the Form 10-K with the SEC in accordance with the US SEC Reporting Requirements;</li> <li>* 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;</li> <li>* gives to ASX for release to the market any SEC Form 8-K it files with the SEC at the same time it has been filed with the SEC;</li> <li>* makes an announcement to the market about the granting of this waiver and its effect;</li> <li>* 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</li> <li>* 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.</li> </ul> <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>	<p><b>Underlying Policy</b> Listing Rule 4.3A requires listed entities (except mining exploration entities) to lodge preliminary final year reports.</p> <p><b>Present Application</b> The Company is incorporated in Delaware USA and is a US public reporting company. The majority of the Company's operations are based outside of Australia. The Company is required to lodge a Form 10-K within the timeframes stipulated by the US SEC. ASX considers the US SEC reporting obligations to be an acceptable reporting framework and that in the present circumstances that there is no</p>

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additional benefit gained by the preparation of an Appendix 4E.

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<b>Rule Number</b>	4.7B
<b>Date</b>	25/11/2022
<b>ASX Code</b>	SZL
<b>Listed Company</b>	SEZZLE INC.
<b>Waiver Number</b>	WLC220217-003
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3 and based solely on the information provided, ASX Limited ('ASX') grants Sezzle 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> <ul style="list-style-type: none"> <li>* gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market at the same time 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;</li> <li>* notifies ASX as soon as it becomes aware that it will not be able to lodge the Form 10-Q or Form 10-K with the SEC in accordance with the US SEC Reporting Requirements;</li> <li>* 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;</li> <li>* gives to ASX for release to the market any SEC Form 8-K it files with the SEC at the same time it has been filed with the SEC;</li> <li>* makes an announcement to the market about the granting of this waiver and its effect;</li> <li>* 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</li> <li>* 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.</li> </ul> <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>	25/11/2022
<b>ASX Code</b>	SZL
<b>Listed Company</b>	SEZZLE INC.
<b>Waiver Number</b>	WLC220217-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Sezzle 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> <ul style="list-style-type: none"> <li>* gives its Forms 10-Q for the first and third quarters of its financial year to ASX for release to the market at the same time 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;</li> <li>* notifies ASX as soon as it becomes aware that it will not be able to lodge the Form 10-Q or Form 10-K with the SEC in accordance with the US SEC Reporting Requirements;</li> <li>* 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;</li> <li>* gives to ASX for release to the market any SEC Form 8-K it files with the SEC at the same time it has been filed with the SEC;</li> <li>* makes an announcement to the market about the granting of this waiver and its effect;</li> <li>* 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</li> <li>* 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.</li> </ul> <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>	4.10.9
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-007
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 4.10.9 to the extent necessary that the Company not be required to include in its annual report the names of the 20 largest holders of each class of its quoted securities, the number of equity securities each holds, and the percentage of capital each holds.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 4.10.9 requires that an entity include in its annual report the names of the 20 largest holders of each class of quoted securities, the number of securities each holds and the percentage of capital each holds. It is considered this information is useful to investors.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX-V. In Canada, beneficial shareholders are generally classified as either objecting or non objecting beneficial owners. Disclosure will not provide useful information to investors where names of objecting beneficial owners are not able to be disclosed.</p>

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<b>Rule Number</b>	5.3
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 5.3 to the extent necessary to permit the Company not to lodge quarterly activity and expenditure reports as required by the Listing Rules subject to the following conditions:</p> <p>1.1 the Company lodges with ASX the quarterly Financial Statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to lodge the Financial Statements and MD&amp;A with the Canadian securities regulatory authorities on the date that they are due in accordance with the Canadian Reporting Requirements, the Company will notify ASX at least one business day before the due date for lodgement (and in any event as soon as the Company becomes aware that it will not be able to lodge the quarterly Financial Statements and the MD&amp;A with the Canadian securities regulatory authorities in accordance with the Canadian Reporting Requirements).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p>The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on TSX-V. The majority of shareholders will hold their securities on the TSX-V. The Company's operations will be based in Canada. The Company is required to lodge quarterly reports under Canadian regulations. There would be duplication if the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.</p>

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<b>Rule Number</b>	5.5
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 5.5 to the extent necessary to permit the Company not to lodge quarterly activity and expenditure reports as required by the Listing Rules subject to the following conditions:</p> <p>1.1 the Company lodges with ASX the quarterly Financial Statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian laws ('Canadian Reporting Requirements') by the earlier of:</p> <p>1.1.1 45 days after the end of the quarter; or</p> <p>1.1.2 the time when the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to lodge the quarterly Financial Statements and MD&amp;A with ASX under resolution 34.1 above, the Company will notify ASX at least one business day before the due date for lodgement (and in any event as soon as the Company becomes aware that it will not be able to lodge the quarterly Financial Statements and the MD&amp;A by the due date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will guided by in considering such an application are set out in paragraph 3.4 of Guidance Note</p> <p>The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on TSX-V. The majority of shareholders will hold their securities on the TSX-V. The Company's operations will be based in Canada. The Company is required to lodge quarterly reports under Canadian regulations. The Canadian quarterly reporting requirements give a longer time frame after the quarter end for lodgement. Canadian reports are required to be lodged within 60 days (in the case of a venture issuer) or 45 days (in the case of a non-venture issuer) of the end of each quarter. The Company will be classified as a non-venture issuer following the end of the first quarter</p>

## Register of ASX Listing Rule Waivers

during which it is admitted to ASX, resulting in an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.10.3
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-010
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.10.3 to the extent necessary to permit the Company to set the "specified time" to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant Canadian legislation.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.10 prohibits an entity from removing or changing a security holder's right to vote in respect of particular securities, except in certain limited cases. This supports shareholder democracy by preventing listed entities from interfering arbitrarily with the voting rights of voting securities. One of the cases for which the rule makes an exception is where the person became the holder of the securities after the time determined under the Corporations Act 2001 (Cth) as the "specified time" for deciding who held securities for the purposes of the meeting. The exception recognises the primacy of the Corporations Act, which has made a specific provision in relation to this particular element of determining the constituency of voting security holders at a meeting.</p> <p><b>Present Application</b>  The Company is formed under Canadian law. That law, rather than the Corporations Act, provides the method of determining whether a shareholder is entitled to vote at a shareholders' meeting. A waiver from Listing Rule 6.10.3 is granted to permit the Company to comply with the law of its home jurisdiction on this subject.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.16
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc ('NGL') a waiver from Listing Rule 6.16 to the extent necessary to permit NGL to:</p> <p>1.1 have on issue existing options under NGL's incentive plan ('Incentive Plan') that do not comply with Listing Rule 6.16; and</p> <p>1.2 have on issue existing warrants that do not specifically comply with Listing Rule 6.16,</p> <p>on the following conditions:</p> <p>1.3 that the full terms of Incentive Plan are released to the market as pre-quotation disclosure;</p> <p>1.4 that NGL undertakes to obtain ASX approval for the implementation of any future employee or director option plan; and</p> <p>1.5 NGL undertakes not to issue any further options and warrants which do not comply with Listing Rule 6.16.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22, and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rule have been amended).</p> <p><b>Present Application</b> NGL is regulated by US law. The existing options on issue were issued under the Incentive Plan in compliance with the relevant requirements of Delaware law for unlisted companies. The waiver is limited to securities which have already been issued under the existing Incentive Plan.</p>

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<b>Rule Number</b>	6.16
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-011
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.16 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.16, re-approved by the Company's security holders at each annual general meeting;</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.16; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.16,</p> <p>2. on the following conditions:</p> <p>2.1 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>2.2 the Company undertakes not to issue any further options or warrants under the Stock Option Plan which do not comply with Listing Rule 6.16.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22, and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on the TSX-V. The existing Stock Option Plan has been drafted in compliance with the requirements of the TSX-V. The waiver is limited to options and warrants that have already been issued under the existing Stock Option Plan and other options and warrants which are already on issue.</p>



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<b>Rule Number</b>	6.19
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc ("NGL") a waiver from Listing Rule 6.19 to the extent necessary to permit NGL to:</p> <p>1.1 have on issue existing options under NGL's incentive plan ('Incentive Plan') that do not comply with Listing Rule 6.19; and</p> <p>1.2 have on issue existing warrants that do not specifically comply with Listing Rule 6.19,</p> <p>on the following conditions:</p> <p>1.3 that the full terms of Incentive Plan are released to the market as pre-quotation disclosure;</p> <p>1.4 that NGL undertakes to obtain ASX approval for the implementation of any future employee or director option plan; and</p> <p>1.5 NGL undertakes not to issue any further options and warrants which do not comply with Listing Rule 6.19.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.19 requires that option terms set out the option holder's rights to participate in a new issue without exercising the option, or state that there are no such rights. This rule informs both holders of issued securities and holders of the options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> NGL is regulated by US law. The existing options on issue were issued under the Incentive Plan in compliance with the relevant requirements of Delaware law for unlisted companies. The waiver is limited to securities which have already been issued under the existing Incentive Plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.19
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-012
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.19 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.19, re-approved by the Company's security holders at each annual general meeting;</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.19; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.19,</p> <p>on the following conditions:</p> <p>1.4 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>the Company undertakes not to issue any further options or warrants under the Stock Option Plan which do not comply with Listing Rule 6.19.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.19 requires that option terms set out the option holder's rights to participate in a new issue without exercising the option, or state that there are no such rights. This rule informs both holders of issued securities and holders of the options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on TSX-V. The existing Stock Option Plan has been drafted in compliance with the requirements of the TSX-V. The waiver is limited to options and warrants that have already been issued under the existing Stock Option Plan and other options and warrants which are already on issue.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.20
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-013
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.20 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.20, re-approved by the Company's security holders at each annual general meeting;</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.20; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.20,</p> <p>2. on the following conditions:</p> <p>2.1 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>2.2 the Company undertakes not to issue any further options or warrants under the Stock Option Plan which do not comply with Listing Rule 6.20.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.20 provides that options must not confer right to participate in new issue without exercising the option unless options were issued pro rata to all security holders or issue of option was approved by security holders. This maintains balance between rights of holders of issued securities and holders of options.</p> <p><b>Present Application</b> The Company is incorporated in Canada, regulated by Canadian law and listed on TSX. The terms of existing options and warrants were drafted in compliance with requirements of TSX. It is considered appropriate to grant a waiver provided it is limited to options and warrants that have already been issued under the existing Stock Option Plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.21
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-004
<b>Decision</b>	<p>1. Subject to resolution 2, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc ('NGL') a waiver from Listing Rule 6.21 to the extent necessary to permit NGL to:</p> <p>1.1 have on issue existing options under NGL's incentive plan ('Incentive Plan') that do not comply with Listing Rule 6.21; and</p> <p>1.2 have on issue existing warrants that do not specifically comply with Listing Rule 6.21,</p> <p>on the following conditions:</p> <p>1.3 that the full terms of Incentive Plan are released to the market as pre-quotation disclosure;</p> <p>1.4 that NGL undertakes to obtain ASX approval for the implementation of any future employee or director option plan; and</p> <p>1.5 NGL undertakes not to issue any further options and warrants which do not comply with Listing Rule 6.21.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option and unless the right is permitted under Listing Rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b> NGL is regulated by US law. The existing options on issue were issued under the Incentive Plan in compliance with the relevant requirements of Delaware law for unlisted companies. The waiver is limited to securities which have already been issued under the existing Incentive Plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.21
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-014
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.21 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.21, re-approved by the Company's security holders at each annual general meeting;</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.21; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.21,</p> <p>on the following conditions:</p> <p>1.4 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>1.5 the Company undertakes to obtain ASX approval for the implementation of any future employee incentive schemes (as that term is defined under the Listing Rules); and</p> <p>1.6 the Company undertakes not to issue any further options or warrants under the Stock Option Plan which do not comply with Listing Rule 6.21.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option and unless the right is permitted under Listing Rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on TSX-V. The existing Stock Option Plan has been drafted in compliance with the requirements of the TSX-V. The waiver is limited to options and warrants that have already been issued under the existing Stock Option Plan and other options and warrants which are already on issue.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.22
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-005
<b>Decision</b>	<p>1. Subject to resolution 2, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc (the 'Company') a waiver from Listing Rule 6.22 to the extent necessary to permit the Company to:</p> <p>1.1 have on issue existing options under its incentive plan ('Incentive Plan') that do not comply with Listing Rule 6.22; and</p> <p>1.2 have on issue existing warrants that do not specifically comply with Listing Rule 6.22,</p> <p>on the following conditions:</p> <p>1.3 that the full terms of Incentive Plan are released to the market as pre-quotation disclosure;</p> <p>1.4 that the Company undertakes to obtain ASX approval for the implementation of any future employee or director option plan; and</p> <p>1.5 the Company undertakes not to issue any further options and warrants which do not comply with Listing Rule 6.22.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.22 provides that options which confer the right to change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with a formula in the Listing Rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty to rights of holders of issued securities and holders of options as to the terms of the options or how the terms may be varied.</p> <p><b>Present Application</b> The Company is regulated by US law. The existing options on issue were issued under the Incentive Plan in compliance with the relevant requirements of Delaware law for unlisted companies. The waiver is limited to securities which have already been issued under the existing Incentive Plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.22
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-015
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.22 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.22, re-approved by the Company's security holders at each annual general meeting;</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.22; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.22,</p> <p>on the following conditions:</p> <p>1.4 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>1.5 the Company undertakes not to issue any further options or warrants under the Stock Option Plan which do not comply with Listing Rule 6.22.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.22 provides that options which confer the right to change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with a formula in the Listing Rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty to rights of holders of issued securities and holders of options as to the terms of the options or how the terms may be varied.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX-V. The Company's Stock Option Plan has been drafted in compliance with requirements of TSX-V and the relevant Canadian legislation. The Stock Option Plan confers the right to a change in the exercise price and a change in the number of underlying securities issued on exercise, in accordance with TSX-V requirements, but is silent on right to participate in new issues without exercising the option. It is considered appropriate to grant a waiver provided it is limited to options and warrants that have already been issued under the existing Stock Option Plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.3
<b>Date</b>	22/11/2022
<b>ASX Code</b>	CLA
<b>Listed Company</b>	CELSIUS RESOURCES LIMITED.
<b>Waiver Number</b>	WLC220214-001
<b>Decision</b>	<p>1. Subject to Resolution 2 and based solely on the information provided, ASX Limited ('ASX') grants Celsius Resources Limited (the 'Company') a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to change the vesting milestone date for the 5,400,000 tranche 3 performance rights ('T3 Performance Rights') from 25 November 2022 to 31 March 2023 ('Amended Vesting Date').</p> <p>2. The waiver in resolution 1 is granted on the following conditions.</p> <p>2.1 The Company obtains shareholder approval for the Amended Vesting Date.</p> <p>2.2 The notice of meeting seeking approval includes explanatory information satisfactory to ASX including, at a minimum, a clear explanation of the rationale for the proposed changes.</p>
<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 sought a waiver from Listing Rule 6.23.3 to enable it to amend the terms of the T3 Performance Rights to extend the date by which the vesting milestone is required to be satisfied due to external circumstances outside the Company's control. As the proposed change will increase the period of exercise of the T3 Performance Rights, Listing Rule 6.23.3 applies. The Company will seek shareholder approval for the change to the T3 Performance Rights at the upcoming general meeting. Full details will be provided in the notice of meeting. The T3 Performance Rights represent 0.36% of the number of fully paid ordinary shares on issue. It is proposed to grant the waiver conditional on the Company's shareholders approving the change and satisfactory explanation of the reasons for the change being set out in the notice of meeting.</p>

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<b>Rule Number</b>	6.23.3
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-016
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.23.3, re-approved by the Company's security holders at each annual general meeting; and</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.23.3; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.23.3,</p> <p>on the following conditions:</p> <p>1.4 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure;</p> <p>1.5 the Company undertakes not to issue any further options and warrants under the Stock Option Plan which do not comply with Listing Rule 6.23.3.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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></p> <p>The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX-V. The Company's Stock Option Plan has been drafted in compliance with the requirements of TSX-V and the relevant Canadian legislation, and allows for changes to option terms that are prohibited under Listing Rule 6.23.3. It is considered that a waiver to permit changes to the terms of options and warrants already on issue under the existing Stock Option Plan will not undermine the overall appropriateness of the capital structure of the Company.</p>

<b>Rule Number</b>	6.23.4
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-017
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 6.23.4 to the extent necessary to permit the Company to:</p> <p>1.1 have its existing stock option plan ('Stock Option Plan'), which does not comply with Listing Rule 6.23.4, re-approved by the Company's security holders at each annual general meeting; and</p> <p>1.2 have options on issue and shares issued pursuant to options issued under the Stock Option Plan prior to its date of admission that do not specifically comply with Listing Rule 6.23.4; and</p> <p>1.3 have warrants on issue prior to its date of admission that do not specifically comply with Listing Rule 6.23.4,</p> <p>on the following conditions:</p> <p>1.4 the full terms of the Stock Option Plan are released to the market as pre-quotation disclosure; and</p> <p>1.5 the Company undertakes not to issue any further options and warrants under the Stock Option Plan which do not comply with Listing Rule 6.23.4.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.23.4 sets out the circumstances in which option terms can be changed. Some terms can be changed with the approval of holders of issued ordinary securities. This ensures that an appropriate balance is maintained between the rights of holders of issued ordinary securities and the holders of options.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX-V. The Company's Stock Option Plan has been drafted in compliance with requirements of TSX-V and the relevant Canadian legislation, and allows for changes to option terms to be made without shareholder approval. It is considered that a waiver to permit changes to the terms of options and warrants already on issue under the existing Stock Option Plan will not undermine the overall appropriateness of the capital structure of the Company.</p>



<b>Rule Number</b>	7.3.4
<b>Date</b>	11/11/2022
<b>ASX Code</b>	PF1
<b>Listed Company</b>	PATHFINDER RESOURCES LTD
<b>Waiver Number</b>	WLC220212-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Pathfinder Resources Ltd (the 'Company') a waiver from listing rule 7.3.4 to allow the Company's notice of annual general meeting ('Notice') seeking shareholder approval for the issue of:</p> <p>1.1 C\$177,500 worth of shares to Poly Resources LLC ('Poly'), calculated based on the greater of the 10-day volume weighted average price of the Company's shares or A\$0.40;</p> <p>1.2 C\$377,500 worth of shares to Poly, calculated based on the greater of the 10-day volume weighted average price of the Company's shares or A\$0.40; and</p> <p>1.3 A\$50,000 worth of shares to Geomap Exploration Inc ('Geomap'), calculated based on the greater of the 10-day volume weighted average price of the Company's shares or A\$0.40, (together the 'Deferred Consideration Shares') not to state that the date by which the Company will issue the Deferred Consideration Shares will be no later than 3 months after the date of the meeting on the following conditions:</p> <p>1.4 the Deferred Consideration Shares must be issued by the following dates and in any event no later than 30 March 2025;</p> <p>1.4.1 C\$177,500 worth of shares to Poly by 30 March 2023;</p> <p>1.4.2 C\$377,500 worth of shares to Poly by 30 March 2025; and</p> <p>1.4.3 A\$50,000 worth of shares to Geomap by 15 January 2024.</p> <p>1.5 the Notice includes worked examples of the potential dilution (including the maximum dilution) that will occur to existing shareholders of the Company as a result of the issue of the Deferred Consideration Shares;</p> <p>1.6 the terms of issue of the Deferred Consideration Shares must not be varied;</p> <p>1.7 for any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Deferred Consideration Shares issued during the reporting period, the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;</p> <p>1.8 in any half year report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of the Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;</p> <p>1.9 the Notice contains the full terms and conditions of the agreements pursuant to which the Deferred Consideration shares are to be issued; and</p> <p>1.10 the terms of the waiver are disclosed in the Notice.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>ASX Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within three (3) months of the date of the shareholders' meeting. ASX Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary</p>



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security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval.

Where a listed entity has entered into a commercial transaction which calls for the issue of securities as consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

#### Present Application

Subject to shareholder approval, the Company is proposing to issue the Deferred Consideration Shares in relation to the acquisition of up to 100% of the Falcon Lake Project and Bleiberg Project. The Deferred Consideration Shares are intended to be issued in phases and at various dates, by no later than 30 March 2025. Shareholders will know the maximum dilutionary effect at the time of voting on the resolution and there is a sufficient degree of certainty so that shareholders may give their informed consent to the issue of the Deferred Consideration Shares. The time proposed for the issue of the Deferred Consideration Shares is appropriate and accordingly the waiver is granted.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.26.2
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-018
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from Listing Rule 7.26.2 to the extent necessary to permit the Company to cancel forfeited shares if the remaining provisions of Listing Rule 7.26 are met and despite its By-Laws not containing the provision required by Listing Rule 7.26.2, on the condition that the Company undertakes not to issue any partly paid shares without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.26.2 requires that under an entity's constitution, the holder of a partly paid share must remain liable for any amount called but unpaid, despite the fact that the shares have been forfeited, unless approved by holders of ordinary shares pursuant to Listing Rule 7.26.3. This rule supports the binding nature of call obligations for partly paid shares issued by limited liability companies.</p> <p><b>Present Application</b> The Company is incorporated in Canada and regulated by Canadian law. Liability for unpaid and partly paid shares is governed by the Business Corporations Act (Ontario), specifically section 23(3) which provides that a share shall not be issued until the consideration for the share is fully paid in money, property or past service that is not less than the fair equivalent of the money that would have been received if the share was issued for money. The Company has no partly paid shares on issue and will provide ASX with an undertaking not to issue any partly paid shares in the future, without the prior written consent of ASX.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.2
<b>Date</b>	29/11/2022
<b>ASX Code</b>	AF3
<b>Listed Company</b>	AFG 2022-2 TRUST IN RESPECT OF SERIES 2022-2
<b>Waiver Number</b>	WLC220213-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the AFG 2022-2 Trust in respect of Series 2022-2 ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary such that the Issuer need not provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>            This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.10
<b>Date</b>	29/11/2022
<b>ASX Code</b>	AF3
<b>Listed Company</b>	AFG 2022-2 TRUST IN RESPECT OF SERIES 2022-2
<b>Waiver Number</b>	WLC220213-004
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the AFG 2022-2 Trust in respect of Series 2022-2 ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is 1 business day before an interest payment date or the maturity date of the notes, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of 1 business day prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.21
<b>Date</b>	29/11/2022
<b>ASX Code</b>	AF3
<b>Listed Company</b>	AFG 2022-2 TRUST IN RESPECT OF SERIES 2022-2
<b>Waiver Number</b>	WLC220213-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the AFG 2022-2 Trust in respect of Series 2022-2 ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside CHES, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmation of a change of address to a security holder at their address</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must comply with Appendix 8A which outlines the time limits for CHES requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHES.</p>

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<b>Rule Number</b>	9.1(b)
<b>Date</b>	16/11/2022
<b>ASX Code</b>	HYT
<b>Listed Company</b>	HYTERRA LTD
<b>Waiver Number</b>	WLC220215-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants HyTerra Ltd (the 'Company') a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares and options to be issued to the existing shareholders of Neutralysis Industries Pty Ltd ('Neutralysis'), as follows:</p> <p>1.1 The shares and options issued to the shareholders of Neutralysis who subscribed with cash for their shares in Neutralysis are treated as being held by a related party or promoter seed capitalists of the Company or Neutralysis, as appropriate to each holder.</p> <p>1.2 Cash formula relief is applicable to those shares and options that are issued to persons who subscribed for their shares in Neutralysis for cash consideration provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to Neutralysis. For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made.</p> <p>1.3 For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the reinstatement of trading in the Company's securities.</p> <p>2. Resolution 1 is conditional upon the Company acquiring 100% of the issued share capital of Neutralysis and the entire business being acquired by the Company.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. Under listing rule 9.1(b) an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the listing rules. Under listing rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the listing rules. Under listing rule 9.1(c), an entity that issues securities classified as restricted securities to seed capitalists and unrelated vendors must apply the restrictions required by a restriction notices as required by Appendix 9C.</p> <p>Unless ASX decides otherwise, restrictions generally do not apply to securities under listing rule 9.2 issued by:</p> <p>1.1 an entity admitted under the profit test;</p> <p>1.2 an entity that has a track record of profitability or revenue that is acceptable to ASX; or</p> <p>1.3 an entity that, in ASX's opinion has a substantial proportion of its assets as tangible assets or assets with a readily ascertainable value.</p> <p><b>Present Application</b> The Company has entered into binding share sale agreements with Neutralysis and the shareholders of Neutralysis pursuant to which, on</p>

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satisfaction of the various conditions precedent, the Company will acquire 100% of the issued capital of Neutralysis. The securities of the Company issued to Neutralysis shareholders are subject to escrow restrictions in chapter 9 and Appendix 9B of the listing rules. The Neutralysis shareholders who receive shares in the Company as consideration for the acquisition of their Neutralysis shares are technically vendors of a classified asset for the purposes of their classification under Appendix 9B.

ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets by a listed or to-be listed entity, and the unlisted entity that is acquired by the to-be listed entity does not return capital, distribute any assets or make any unusual distributions to its shareholders before the acquisition becomes effective. A waiver is granted under listing rule 9.1(b) to permit the Neutralysis shareholders to be treated as seed capitalists of the Company and escrow restrictions to be applied on a 'look through' basis in relation to the consideration shares to be issued as part of the proposed transaction. Cash formula relief is applicable using the conversion ratio calculation, and will be subject to the relevant escrow period for their classification. This upholds the principle of the listing rule escrow regime.

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<b>Rule Number</b>	9.1(c)
<b>Date</b>	16/11/2022
<b>ASX Code</b>	HYT
<b>Listed Company</b>	HYTERRA LTD
<b>Waiver Number</b>	WLC220215-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants HyTerra Ltd (the 'Company') a waiver from listing rule 9.1(c) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares and options to be issued to the existing shareholders of Neutralysis Industries Pty Ltd ('Neutralysis'), as follows:</p> <p>1.1 The shares and options issued to the shareholders of Neutralysis who subscribed with cash for their shares in Neutralysis are treated as being held by a related party or promoter seed capitalists of the Company or Neutralysis, as appropriate to each holder.</p> <p>1.2 Cash formula relief is applicable to those shares and options that are issued to persons who subscribed for their shares in Neutralysis for cash consideration provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to Neutralysis. For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made.</p> <p>1.3 For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the reinstatement of trading in the Company's securities.</p> <p>2. Resolution 1 is conditional upon the Company acquiring 100% of the issued share capital of Neutralysis and the entire business being acquired by the Company.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. Under listing rule 9.1(b) an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the listing rules. Under listing rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the listing rules. Under listing rule 9.1(c), an entity that issues securities classified as restricted securities to seed capitalists and unrelated vendors must apply the restrictions required by a restriction notices as required by Appendix 9C.</p> <p>Unless ASX decides otherwise, restrictions generally do not apply to securities under listing rule 9.2 issued by:</p> <p>1.1 an entity admitted under the profit test;</p> <p>1.2 an entity that has a track record of profitability or revenue that is acceptable to ASX; or</p> <p>1.3 an entity that, in ASX's opinion has a substantial proportion of its assets as tangible assets or assets with a readily ascertainable value.</p> <p><b>Present Application</b> The Company has entered into binding share sale agreements with Neutralysis and the shareholders of Neutralysis pursuant to which, on</p>



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satisfaction of the various conditions precedent, the Company will acquire 100% of the issued capital of Neutralysis. The securities of the Company issued to Neutralysis shareholders are subject to escrow restrictions in chapter 9 and Appendix 9B of the listing rules. The Neutralysis shareholders who receive shares in the Company as consideration for the acquisition of their Neutralysis shares are technically vendors of a classified asset for the purposes of their classification under Appendix 9B.

ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets by a listed or to-be listed entity, and the unlisted entity that is acquired by the to-be listed entity does not return capital, distribute any assets or make any unusual distributions to its shareholders before the acquisition becomes effective. A waiver is granted under listing rule 9.1(b) to permit the Neutralysis shareholders to be treated as seed capitalists of the Company and escrow restrictions to be applied on a 'look through' basis in relation to the consideration shares to be issued as part of the proposed transaction. Cash formula relief is applicable using the conversion ratio calculation, and will be subject to the relevant escrow period for their classification. This upholds the principle of the listing rule escrow regime.



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<b>Rule Number</b>	9.1(a)
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-019
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (formerly African Gold Inc.) (the 'Company'), a waiver from Listing Rule 9.1(a) to the extent necessary to permit the Company's constitution not to contain the provisions required by Listing Rule 15.12 on the condition the Company provides an undertaking to the satisfaction of ASX, in the form of a deed executed by the Company and each of its directors, confirming the Company will not do or omit to do anything which would have the effect of obliging it to issue restricted securities under the Listing Rules, without the prior written consent of ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity's constitution must contain certain provisions dealing with restricted securities. These provisions are set out in Listing Rule 15.12, and are intended to ensure that the listed entity that issued the restricted securities has the power to take steps to prevent the transfer of restricted securities during an escrow period, and to ensure that during a breach of the restriction agreement or of the ASX Listing Rules relating to restricted securities, the holder of those securities does not receive any dividends or distributions, or voting rights in respect of those securities. Listing Rule 9.1(a) enforces the requirement for an entity's constitution to include the provisions set out in Listing Rule 15.12 and the rule supports the enforceability of the escrow regime.</p> <p><b>Present Application</b> The Company was incorporated in Canada, is regulated by Canadian law and is listed on TSX-V. The TSX-V rules do not have any analogous rule to Listing Rule 15.12. ASX's current escrow regime came into effect on 1 December 2019. This Listing Rule requires the wording of Listing Rule 15.12 to be included in an entity's constitution. It is proposed to grant the Company a waiver on condition the Company provides an undertaking not to do any thing where restricted securities would be required to be issued without the written consent of ASX. This undertaking is to be given and executed in the form of a deed and signed by the Company and each of its directors. For so long as the Company does not have any restricted securities on issue, there is no disadvantage from the constituent documents not having the relevant provisions.</p>

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<b>Rule Number</b>	9.1(b)
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-020
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (formerly African Gold Inc.) (the 'Company'), a waiver from clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to the extent that the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 do not apply to the Company.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under Listing Rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b>  The Company is incorporated in Canada and has been listed on the TSX-V since 2004. The Company has conducted the same business during the period of its listing on TSX-V and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX-V market. TSX-V also has an escrow regime in place. None of the Company's securities remain subject to TSX-V imposed escrow. There is considered to have been a reasonable degree of liquidity in the Company's shares on the TSX-V market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues to related parties or promoters in circumstances which would ordinary</p>

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attract restrictions, it is not necessary to apply escrow to the existing securities of the company when it lists on ASX.

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<b>Rule Number</b>	9.1(c)
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-021
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (formerly African Gold Inc.) (the 'Company'), a waiver from clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to the extent that the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 do not apply to the Company.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under Listing Rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b>  The Company is incorporated in Canada and has been listed on the TSX-V since 2004. The Company has conducted the same business during the period of its listing on TSX-V and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX-V market. TSX-V also has an escrow regime in place. None of the Company's securities remain subject to TSX-V -imposed escrow. There is considered to have been a reasonable degree of liquidity in the Company's shares on the TSX-V market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues to related parties or promoters in circumstances which would ordinary</p>

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attract restrictions, it is not necessary to apply escrow to the existing securities of the company when it lists on ASX.

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<b>Rule Number</b>	10.1
<b>Date</b>	17/11/2022
<b>ASX Code</b>	YPB
<b>Listed Company</b>	YPB GROUP LTD
<b>Waiver Number</b>	WLC220219-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants YPB Group Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant security over its assets in favour of J F Houston Holdings Pty Limited ('Lender') (the 'Security'), an entity associated with the Company's executive chairman John Houston, pursuant to which the Lender will provide the Company with a \$1,000,000 loan facility repayable in 12 months from the date of the agreement ('Loan Facility'), which the Company may repay by way of convertible notes in the Company for the principal amount of A\$1,000,000 to the Lender pursuant to a convertible note subscription agreement ('Convertible Note Agreement'), without obtaining security holder approval for the Loan Facility and Security on the following conditions:</p> <p>1.1 the material terms of the transaction and of the waiver are announced to the market;</p> <p>1.2 the announcement includes a description of the reasons why the entity has chosen to obtain the financial accommodation from the Listing Rule 10.1 party rather than a lender that is not a Listing Rule 10.1 party and the steps the board of the entity (or, in the case of a listed trust, the RE of the trust) has taken to satisfy itself that the transaction is being entered into on arm's length terms and is fair and reasonable from the perspective of the holders of the entity's ordinary securities;</p> <p>1.3 the Security documents expressly provide that:</p> <p>1.3.1 the Security is limited to the funds due under the financial accommodation;</p> <p>1.3.2 the Security will be discharged when the funds due under the financial accommodation have been repaid in full, including through the shares issued upon conversion of the convertible notes;</p> <p>1.3.3 in the event the Security is enforced, the assets can only be disposed of to the Listing Rule 10.1 party or an associate of the Listing Rule 10.1 party if the disposal is first approved by the entity's security holders under Listing Rule 10.1; and</p> <p>1.3.4 otherwise, if the holder of the Security exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the Security, the assets must be sold to an unrelated third party on arm's length commercial terms and the net proceeds of sale distributed to the Listing Rule 10.1 party in accordance with their legal entitlements;</p> <p>1.4 any variation to the terms of the financial accommodation, Loan Facility or the Security which:</p> <p>1.4.1 advantages the Listing Rule 10.1 party in a material respect;</p> <p>1.4.2 disadvantages the entity in a material respect; or</p> <p>1.4.3 is inconsistent with the terms of the waiver, must be subject to security holder approval under Listing Rule 10.1; and</p> <p>1.5 for each year while they remain on foot, a summary of the material terms of the financial accommodation, Loan Facility and the Security is included in the related party disclosures in the entity's audited annual accounts.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Listed entities are required to obtain the approval of security holders</p>

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for an acquisition or disposal of a substantial asset from or to a person in a position to exercise influence over the entity. 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 to send it to security holders to accompany the notice of security holders' 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 provision of the Corporations Act 2001 (Cth) (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).

#### Present Application

A waiver from Listing Rule 10.1 is warranted, as the Company's obligations under the Loan Facility provided by related party of the Company will be secured over the assets of the Company. The granting of a security in favour of the related party lender constitutes a disposal of a substantial asset within the meaning of Listing Rules 10.1 and 10.2. Listing Rule 19.12 defines 'dispose' to include 'using an asset as collateral'. As of 31 December 2021, in the annual report released to the ASX on 31 March 2022, the Company has total assets of \$6,861,887 and total equity interests of \$5,385,854. As of 30 June 2022, in the half year report released to the ASX on 31 August 2022, the Company has total assets of \$7,327,373 and total equity interests of \$3,591,765. The Loan Facility of \$1,000,000 is greater than 5% of the Company's total equity. Accordingly, the use of all of the Company's assets as collateral constitutes the disposal of a 'substantial asset' for the purposes of Listing Rule 10.2. The Company is granted a waiver from Listing Rule 10.1 to enable it to have in place a security over its assets in favour of the related party entity, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither the related parties or any of their associates are entitled to acquire the assets without the Company first complying with any applicable Listing Rules, including Listing Rule 10.1. This condition provides a sufficient safeguard against value-shifting to the related party entities.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.11.1
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-022
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from listing rule 10.11.1 to the extent necessary to permit the Company to issue or agree to issue securities to a person mentioned in listing rule 10.11.1 (a '10.11.1 party') without shareholder approval on the following conditions:</p> <p>1.1 the Company complies with the requirements imposed on it in relation to issues or agreements to issue equity securities to persons in a position of influence (including related parties) under TSX-V rules;</p> <p>1.2 where the Company seeks security holder approval for the issue of securities to a 10.11 party, the votes of the 10.11 party (and its associates) will not be counted and a voting exclusion statement will be included in the notice of meeting;</p> <p>1.3 the Company certifies to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of the TSX-V with respect to the issue of securities to related parties; and</p> <p>1.4 if the Company becomes aware of any change to the application of the TSX-V rules with respect to the issue of securities to related parties, or that the Company is no longer in compliance with the requirements of TSX-V with respect to the issue of securities to related parties, it must immediately advise ASX.</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 persons in a position of influence, as set out in Listing Rule 10.11. This rule is directed at preventing persons in a position of influence 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 2001 (Cth) (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.</p> <p><b>Present Application</b> The Company is a Canadian incorporated entity with its primary listing on the TSX-V. The Company's existing assets and operations are located in Canada and the majority of the Company's securities are expected to trade on the TSX-V as common shares. It is considered that most investors are familiar with the TSX-V rules. TSX-V rules make different provisions for regulating issues of securities to related parties but the rules are comparable in substance to the obligations under Listing Rule 10.11. The Company satisfies the criteria for relief outlined in Guidance Note 4 Foreign Entities in relation to this particular obligation. It is proposed to grant a waiver from Listing Rule 10.11 to permit the Company not to seek shareholder approval under Listing Rule 10.11 when the TSX-V rules are complied with.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.13.5
<b>Date</b>	11/11/2022
<b>ASX Code</b>	PF1
<b>Listed Company</b>	PATHFINDER RESOURCES LTD
<b>Waiver Number</b>	WLC220212-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Pathfinder Resources Limited (the 'Company') in connection with the acquisition of up to 100% of the:</p> <p>1.1 Tidili Project;  1.2 Falcon Lake Project; and  1.3 Bleiberg Project,</p> <p>(the 'Proposed Acquisition') and a proposed capital raising via a public offer at A\$0.40 per fully paid ordinary share ('Capital Raising Share') to raise up to A\$7,000,000 (the 'Capital Raising') together with one (1) free attaching option for every one (1) new share acquired with an exercise price of \$0.50 and expiry date of 3 years from issue ('Capital Raising Option'), a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of meeting seeking shareholder approval for, amongst other things, the issue of up to 4,562,500 Capital Raising Shares and 4,562,500 Capital Raising Options to the Company's proposed and current directors Mr Sufian Ahmad, Mr Gerry Fahey, Mr Robert Martin and Mr David Pevcic (or their nominees) (together, the 'Related Party Securities') not to state that the Related Party Securities will be issued no later than one (1) month after the date of the meeting, on the following conditions:</p> <p>1.4. the Related Party Securities are issued by no later than the date that the Capital Raising Shares are issued which must be no later than three (3) months after the date of the shareholder meeting;  1.5. 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 Proposed Acquisition ('Notice');  1.6. 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  1.7. 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>	<p>Underlying Policy  Standard Decision, refer to Guidance Note 17.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.18
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-023
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from listing rule 10.18 to the extent necessary to permit the Company upon a change of control to pay termination benefits to an existing Company employee pursuant to the terms of the Company's existing employment contract.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that no officer will be entitled to termination benefits or any increase in them if a change occurs in the shareholding or control of the listed entity. This prevents the use of termination payments as a poison pill or golden parachute and supports the takeover regime in Corporations Act 2001 (Cth).</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX-V. A waiver is granted so that the Company's existing employment contracts with its officers can continue on their terms in accordance with the usual market custom and laws of its home jurisdiction. This is considered to be a permissible departure from the principle of the rule to allow the Company to honour its contractual obligations to its officers, which are in accordance with the law and market practice in its home jurisdiction, and which were entered into before the Company contemplated listing on ASX.</p>

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<b>Rule Number</b>	14.2.1
<b>Date</b>	18/11/2022
<b>ASX Code</b>	NGL
<b>Listed Company</b>	NIGHTINGALE INTELLIGENT SYSTEMS INC
<b>Waiver Number</b>	WLC220211-006
<b>Decision</b>	<p>1. Subject to resolution 2, ASX Limited ('ASX') grants Nightingale Intelligent Systems, Inc ('NGL') a waiver from listing rule 14.2.1 to the extent necessary to permit NGL to not provide in its proxy form for CHESSE Depository Interests ('CDIs') holder meetings an option for CDI holders to vote against a resolution to elect a director or to ratify the appointment of an auditor, on the following conditions:</p> <p>1.1 NGL releases details of this waiver as part of its pre-quotations disclosure and the terms of the waiver are set out in the meeting documents provided to all holders of CDIs;</p> <p>1.2 NGL complies with the relevant US laws, its Bylaws and any applicable Securities Exchange Commission rules as to the content of proxy forms applicable to the resolutions for the election of directors;</p> <p>1.3 NGL provides disclosures acceptable to ASX in the CDI Voting Instruction Form provided to NGL's CDI holders as required by ASX Settlement Operating Rule 13.8.9, to make it clear that CDI holders are only able to vote for the resolution or abstain from voting to re-elect the directors or ratify the appointment of an auditor and provides disclosures of the reasons why this is the case in the notice of meeting for the relevant stockholder meeting; and</p> <p>1.4 without limiting the ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant US laws prevent NGL from allowing stockholders to vote against a resolution to elect a director where plurality voting is implemented or ratify the appointment of an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 states that a notice of meeting must include a proxy form which provides for each security holder to direct the proxy to vote for, against or abstain on each resolution. The rule ensures that all security holders can express their views on every resolution put to a security holders' meeting.</p> <p><b>Present Application</b> NGL is incorporated in Delaware and regulated by US law. NGL has elected to adopt a plurality voting standard for the election of directors and ratification of the appointment of auditors, which is permissible under Delaware law. In a plurality voting standard for the election of directors, votes 'against' the election of directors are not permitted. It is proposed to grant a waiver to permit NGL to comply with the laws of Delaware.</p>

<b>Rule Number</b>	14.2.1
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-024
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from listing rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of ches depository interests ('CDI') to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:</p> <p>1.1 the Company complies with the relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;</p> <p>1.2 the notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;</p> <p>1.3 the Company releases details of the waiver to the market as pre-quotatation disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and</p> <p>1.4 the waiver only applies for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 requires notices of meeting to include a proxy form which must provide for the security holder to vote for or against each resolution. This ensures that all security holders can express their views on every resolution put to a security holders' meeting.</p> <p><b>Present Application</b> The Company was incorporated in Canada and is regulated by Canadian law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolution (election of directors, appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. It is proposed to grant a waiver on the usual conditions to permit the Company to comply with laws of its place of incorporation on these matters for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>



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<b>Rule Number</b>	14.3
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-025
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from listing rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the shareholder proposal provisions of section 99 of the Business Corporations Act (Ontario), on the following conditions:</p> <p>1.1 the Company releases the terms of the waiver to the market as pre-quotations disclosure; and</p> <p>1.2 the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Under Listing Rule 14.3 an entity must accept nominations for election of directors up to 35 business days before date of a general meeting at which directors may be elected unless the entity's constitution provides otherwise. This requirement gives a reasonable opportunity for candidates to be nominated and supports shareholder democracy.</p> <p><b>Present Application</b> The Company was incorporated in Canada, is regulated by Canadian law and is listed on TSX-V. Canadian laws mandate a different period for accepting nominations for directors which provides reasonable opportunity for nominations to be made. Section 99 of the Business Corporations Act (Ontario) provides that reasonable opportunities for nominations must be allowed. It is proposed to grant a waiver to accommodate compliance with Canadian laws on condition that the Company releases the terms of the waiver to the market immediately, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	15.7
<b>Date</b>	28/11/2022
<b>ASX Code</b>	TRE
<b>Listed Company</b>	TOUBANI RESOURCES INC.
<b>Waiver Number</b>	WLC220210-026
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Toubani Resources Inc. (the 'Company'), a waiver from listing rule 15.7 to the extent necessary to permit the Company to give information that is for release to the market simultaneously to both ASX and TSX-V.
<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 was incorporated in Canada, is regulated by Canadian law and is listed on TSX-V. Different time zones cause trading periods to vary between ASX and TSX-V. The Company is required to release information to the market immediately on TSX-V under the exchange's rules. The waiver is granted to permit information for release to the market to be given simultaneously to TSX-V and ASX.</p>

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