



Register of ASX Listing Rule Waivers

16 to 31 May 2023

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

Rule Number	1.1 condition 12
Date	26/05/2023
ASX Code	IR1
Listed Company	IRIS METALS LIMITED
Waiver Number	WLC230090-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Iris Metals Limited (the 'Company') a waiver from listing rule 1.1 condition 12 to permit the Company to have on issue 12,000,000 performance rights ('Performance Rights') with a nil exercise price, subject to the following conditions:</p> <p>1.1 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>1.2 the full terms and conditions of the Performance Rights are clearly disclosed in the Company's public offering prospectus.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application ASX has provided the Company with advice that the full terms of the proposed Performance Rights are appropriate and equitable for the purposes of Listing Rule 6.1. This waiver is a companion to that confirmation.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.23.2
Date	19/05/2023
ASX Code	ALO
Listed Company	ALLOGGIO GROUP LIMITED
Waiver Number	WLC230078-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Alloggio Group Limited (the 'Company') a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration, and without seeking shareholder approval, 2,000,000 unquoted options ('Options') in connection with the proposed scheme of arrangement with Next Capital Pty Limited, on the following conditions:</p> <p>1.1 the scheme of arrangement is approved by security holders of the Company, and a court of competent jurisdiction approves the scheme of arrangement to effect the scheme under Part 5.1 of the Corporations Act 2001 (Cth); and</p> <p>1.2 full details of the cancellation of the Options and the consideration payable for their cancellation are set out to ASX's satisfaction in the scheme booklet.</p>
Basis For Decision	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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Register of ASX Listing Rule Waivers

Rule Number	7.1
Date	19/05/2023
ASX Code	AV1
Listed Company	ADVERTITAS LIMITED
Waiver Number	WLC230077-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Adveritas Limited (the 'Company') a waiver from listing rule 7.1 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 19/547 on the following conditions.</p> <p>1.1 The issue price of the shares offered under the SPP will be no less than the \$0.048 issue price of the shares to be issued under the placement announced by the Company on 15 May 2023.</p> <p>1.2 The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of listing rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement to be undertaken at an issue price of \$0.048 per share. It also intends to issue shares under a SPP at the same price as the shares to be issued under the placement. The Company is unable to rely on exception 5 of listing rule 7.2 for the shares proposed to be issued under the SPP as the placement price is lower than the maximum discount under the SPP exception of 20%. In the interests of fairness, unrelated security holders are to be offered securities under the SPP at the placement price. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.</p>

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Rule Number	7.1
Date	16/05/2023
ASX Code	APX
Listed Company	APPEN LIMITED
Waiver Number	WLC230079-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Appen Limited (the 'Company') a waiver from Listing Rule 7.1 in connection with the Company conducting a fully underwritten accelerated non-renounceable pro-rata entitlement offer (the 'Entitlement Offer') and a placement of fully paid ordinary shares ('Shares') to institutional investors (the 'Placement'), to the extent necessary to permit the Company to calculate the number of Shares which it may agree to issue under the Placement without shareholder approval on the basis that variable "A" of the formula in Listing Rule 7.1 is deemed to include the number of Shares in the Company that may be issued under the underwritten component of the Entitlement Offer, subject to the following conditions:</p> <p>1.1 the Shares issued under the Placement are to be included in variable "C" in the formula in Listing Rule 7.1 until their issue has been ratified by shareholders under Listing Rule 7.4 or 12 months has passed since their issue; and</p> <p>1.2 in the event that the full number of Shares offered under the underwritten component of the Entitlement Offer is not issued, and the number of Shares represented by the Placement thereby exceeds 15% of the actual number of the Company's shares following completion of the Entitlement Offer, the Company's 15% placement capacity under Listing Rule 7.1 following completion of the Entitlement Offer is to be reduced by that number of Shares issued under the Placement that exceeded the Company's 15% capacity under Listing Rule 7.1 at the time of the Placement.</p>
Basis For Decision	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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Register of ASX Listing Rule Waivers

Rule Number	7.1
Date	18/05/2023
ASX Code	AEE
Listed Company	AURA ENERGY LIMITED
Waiver Number	WLC230080-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Aura Energy Limited (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with ASIC Instrument 19/547 on the following conditions:</p> <p>1.1 the issue price of the shares offered under the SPP will be no less than the \$0.185 issue price of the shares issued under the placement announced by the Company on 3 May 2023; and</p> <p>1.2 the number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities (the formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Instrument 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company has agreed a placement at a fixed price (\$0.185 per share), with the results of that offer announced to ASX on 3 May 2023. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which is at a discount of approximately 23.6% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the placement) were announced on 3 May 2023 (being more than the maximum discount of 20% allowable under the SPP exception). In the interests of fairness, unrelated security holders are to be offered securities under the SPP at the placement price. A SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital will still be observed to limit the overall degree of dilution that may be caused by the issue.</p>

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Rule Number	7.1
Date	24/05/2023
ASX Code	AMI
Listed Company	AURELIA METALS LIMITED
Waiver Number	WLC230081-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Aurelia Metals Limited (the 'Company') a waiver from Listing Rule 7.1, in connection with the Company conducting an underwritten accelerated non-renounceable pro rata entitlement offer (the 'Entitlement Offer') and a placement of fully paid ordinary shares ('Shares') to institutional investors (the 'Placement'), to the extent necessary to permit the Company to calculate the number of Shares which it may agree to issue under the Placement without shareholder approval on the basis that variable "A" of the formula in Listing Rule 7.1 is deemed to include the number of Shares in the Company that may be issued under the underwritten component of the Entitlement Offer, subject to the following conditions:</p> <p>1.1 the ordinary shares issued under the Placement are issued at the same time or after the issue of ordinary shares under the underwritten component of the Entitlement Offer and are included in variable "C" in the formula in Listing Rule 7.1 until their issue has been ratified by shareholders or 12 months has passed since their issue; and</p> <p>1.2 in the event that the full number of ordinary shares offered under the underwritten component of the Entitlement Offer is not issued, and the number of ordinary shares represented by the Placement thereby exceed 15% of the actual number of the Company's shares following completion of the Entitlement Offer, the Company's 15% capacity under Listing Rule 7.1 following completion of the Entitlement Offer, is to be diminished by that number of ordinary shares issued under the Placement that exceeded the Company's 15% capacity under Listing Rule 7.1 at the time of the Placement.</p>
Basis For Decision	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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Rule Number	7.1
Date	27/05/2023
ASX Code	CAI
Listed Company	CALIDUS RESOURCES LIMITED
Waiver Number	WLC230082-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Calidus Resources Limited (the 'Company') a waiver from listing rule 7.1, to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ('ASIC Class Order 19/547') on the following conditions:</p> <p>1.1 the issue price of the shares offered under the SPP will be no less than the \$0.21 issue price of shares issued on 1 May 2023 under the placement ('Placement') announced by the Company on 21 April 2023; and</p> <p>1.2 the number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a securities purchase plan (as per exception 5).</p> <p>Present Application ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of listing rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. On 1 April 2023, the Company announced that it would be conducting the SPP at the \$0.21 issue price under which the Company earlier completed the Placement. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the Placement, which is at a discount of approximately 24.1% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the Placement) were announced (as opposed to the maximum discount allowable under the SPP exception of 20%). In the interests of fairness, unrelated security holders are to</p>

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be offered securities under the SPP at the same price as the Placement. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

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Rule Number	7.1
Date	30/05/2023
ASX Code	HCW
Listed Company	HEALTHCO HEALTHCARE AND WELLNESS REIT
Waiver Number	WLC230086-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants HealthCo Healthcare and Wellness REIT ('HCW') a waiver from Listing Rule 7.1 to the extent necessary to permit HCW to issue ordinary fully paid units in HCW ('Units') to HCW Funds Management Limited as responsible entity of HCW ('HFML') and to HMC Investment Management Pty Limited (the 'Manager') (or its nominee) in lieu of payment of any management, performance, acquisition or disposal fees and expenses payable under the constitution of HCW or the investment management agreement between HFML and the Manager that commenced on 2 August 2021, as amended and restated (the 'IMA'), without obtaining HCW unitholder approval, subject to the following conditions:</p> <p>1.1 The proposed amendment to the IMA which provides for the issue of Units to the Manager (or its nominee) in lieu of payment of any management, performance, acquisition or disposal fees payable under the IMA is approved by HCW unitholders (the 'IMA Amendment');</p> <p>1.2 HCW makes full disclosure to any person who may subscribe for units under a product disclosure statement or offer document of the provisions in the IMA and the constitution of HCW which provide for the periodic issue of Units in lieu of payment of any management, performance, acquisition or disposal fees and expenses payable to HFML or the Manager or a nominee of the Manager (the 'Provisions');</p> <p>1.3 A completed Appendix 2A is lodged for release to the market for each issue of Units pursuant to the Provisions;</p> <p>1.4 The Units are issued in accordance with the Provisions;</p> <p>1.5 Details of the Units issued in lieu of management, performance, acquisition or disposal fees or expenses are disclosed in HCW's annual report each year in which Units are issued; and</p> <p>1.6 Securityholder approval is sought every third year for the issue of units in lieu of any management, performance, acquisition or disposal fees or expenses payable to HFML or the Manager under the IMA.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application</p> <p>HCW's constitution and IMA contain provisions to pay management and performance fees and expenses to HFML and the Manager. Subject to the IMA Amendment being approved by HCW's unitholders, the IMA will also include provisions to pay acquisition and</p>

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disposal fees payable to the manager or its nominee in Units. HCW seeks to extend a waiver previously granted to it such that HCW may satisfy management, performance, acquisition or disposal fees or expenses, at the election of either HFML or the Manager by the issue of Units. The provisions were disclosed in the product disclosure statement for HCW's admission to the official list and will be disclosed in any other offer document issued by HCW. Unitholders were taken to have consented to the issue of Units under the management and performance fees or expense provisions entered into between HCW, HFML and the Manager by subscribing under HCW's listing offer document. The IMA Amendments will be subject to unitholder approval. Any Units issued pursuant to the Provisions will be required to be disclosed in the annual report. A 'safety net' is also provided as the waiver is granted on condition that HCW's unitholders approve the arrangement every three years.

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Rule Number	7.1
Date	30/05/2023
ASX Code	IMM
Listed Company	IMMUTEP LIMITED
Waiver Number	WLC230087-001
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Immutep Limited (the 'Company') that is proposing to conduct a capital raising that will consist of a placement of new ordinary securities (the 'Placement'), and an accelerated pro rata entitlement offer of new ordinary securities (the 'Entitlement Offer') a waiver from Listing Rule 7.1 on the terms set out in paragraph 5 of the Annexure to Guidance Note 17.
Basis For Decision	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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Rule Number	7.3.4
Date	17/05/2023
ASX Code	DTZ
Listed Company	DOTZ NANO LIMITED
Waiver Number	WLC230083-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Dotz Nano Limited (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 22,900,000 deferred consideration shares and up to 25,000,000 options with various exercise prices and expiry dates (together, 'Deferred Consideration Securities'), to be issued on the achievement of the relevant milestone (the 'Milestone') as consideration under an agreement to purchase certain assets related developed and owned by H2 Blue Tech Ltd ('Transaction'), to not state that the issue of the Deferred Consideration Securities will occur no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.1 The Deferred Consideration Securities are to be issued immediately upon satisfaction of the relevant Milestones and in any event no later than 3 years from the completion of the Transaction.</p> <p>1.2 The terms of the Deferred Consideration Securities must not be varied.</p> <p>1.3 The maximum number of Deferred Consideration Securities to be issued is capped at 22,900,000 deferred consideration shares and 25,000,000 options.</p> <p>1.4 Adequate details regarding the dilutionary effect of the Deferred Consideration Securities on the Company's capital structure and adequate details regarding the Milestones relating to the Deferred Consideration Securities are included in the Notice to ASX's satisfaction.</p> <p>1.5 For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.6 In any half year report for a period during which any of the Deferred Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Securities issued during the reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.7 The Company's notice of meeting contains the material terms and conditions of the Transaction agreement as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>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 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary 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</p>

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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

The Company is proposing to acquire certain assets related to a carbon-based sorbent/filter with nanosized pores that can be utilised for capture and storage of gases ('Gases Capture Technology') developed and owned by H2 Blue Tech Ltd. Under the proposed terms of the agreement part of the consideration will be deferred and only issued on the achievement of certain milestones directly referable to the development and commercialisation of the Gases Capture Technology assets by the Company over a period of 3 years. The reasons for the deferred issue accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will be apprised of both the maximum dilution and the milestones to be achieved before the securities are issued at the time of voting on the resolutions. The extension of time requested by the Company is appropriate in the circumstances. A milestone related to the successful recruitment of a general manager and leadership team was not included as part of the waiver application as it was not objectively referable to the acquisition of the Gases Capture Technology assets.

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Rule Number	7.3.4
Date	17/05/2023
ASX Code	IPT
Listed Company	IMPACT MINERALS LIMITED
Waiver Number	WLC230088-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grant Impact Minerals Limited (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company to, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of:</p> <p>1.1 up to 120,000,000 deferred consideration shares to the shareholders of Playa One Pty Ltd ('Vendors') to be issued upon announcement of a Preliminary Feasibility Study, which must occur within 2 years of shareholder approval ('Milestone 1'); and</p> <p>1.2 up to 100,000,000 deferred consideration shares to the Vendors to be issued upon an announcement of a Definitive Feasibility Study, which must occur by 31 June 2026 ('Milestone 2'), (collectively, the 'Deferred Consideration Securities') not to state that the Deferred Consideration Securities will be issued no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.3 The Deferred Consideration Securities are to be issued upon satisfaction of the Milestone 1 and Milestone 2 (together, the 'Milestones') and within the time required by the Milestones.</p> <p>1.4 The Milestones must not be varied.</p> <p>1.5 The maximum number of Deferred Consideration Securities to be issued is capped as follows:</p> <p>1.5.1 120,000,000 Deferred Consideration Securities in relation to Milestone 1;</p> <p>1.5.2 100,000,000 Deferred Consideration Securities in relation to Milestone 2.</p> <p>1.5.3 Adequate details regarding the dilutionary effect of the Deferred Consideration Securities on the Company's capital structure is included in the Notice.</p> <p>1.5.4 For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.6 The Notice contains the full terms and conditions of the Deferred Consideration Securities as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>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 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary 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.</p> <p>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</p>

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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 a maximum of 220,000,000 Deferred Consideration Securities to the shareholders of Playa One Pty Ltd ('Vendors') as part consideration under acquisition agreement with the Vendors, to be issued upon the achievement of the Milestones no later than approximately 3 years from the date of shareholder approval under Listing Rule 7.1 for the issue of the Deferred Consideration Securities. Shareholders will know the maximum dilution at the time of voting on the resolution. There is a sufficient degree of certainty so that shareholders are able to give their informed consent to the issue of the Deferred Consideration Securities. The extension of time requested by the Company is made for a clear and compelling commercial reason such that the Deferred Consideration Securities may be issued outside of the usual time constraints.

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Rule Number	7.3.4
Date	26/05/2023
ASX Code	LVH
Listed Company	LIVEHIRE LIMITED
Waiver Number	WLC230092-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants LiveHire Limited (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company to, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 25,739,130 deferred consideration shares ('Deferred Consideration Securities') to be issued on the achievement of the relevant milestone (the 'Milestone') as consideration under an agreement to purchase 100% of the issued capital of Arrived Workforce Connections Inc. ('Agreement'), to permit the Company to issue the Deferred Consideration Securities later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.1 The Deferred Consideration Securities are to be issued immediately upon satisfaction of the relevant Milestones and in any event no later than 12 months and 5 business days from the date of completion of the Agreement ('Completion Date'), or if the Company is in a 'blackout period' (as defined in the Company's Securities Trading Policy) at that time, the Deferred Consideration Securities will be issued no later than 5 business days following the end of that blackout period.</p> <p>1.2 The terms of the Deferred Consideration Securities must not be varied.</p> <p>1.3 The maximum number of Deferred Consideration Securities to be issued is capped at 25,739,130.</p> <p>1.4 Adequate details regarding the dilutionary effect of the Deferred Consideration Securities on the Company's capital structure and adequate details regarding the Milestones relating to the Deferred Consideration Securities are included in the Notice to ASX's satisfaction.</p> <p>1.5 For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.6 In any half year report for a period during which any of the Deferred Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Securities issued during the reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.</p> <p>1.7 The Company's notice of meeting contains the material terms and conditions of the Agreement as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>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 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the</p>

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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

The Company is proposing to acquire a complementary business, the main asset being its shift management capability plus mobile application. Under the proposed terms of the Agreement part of the consideration will be deferred and only issued on the achievement of certain milestones directly referable to the development and commercialisation of the app by the Company over a period of 12 months. The reasons for the deferred issue accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will be apprised of both the maximum dilution and the milestones to be achieved before the securities are issued at the time of voting on the resolutions. The extension of time requested by the Company is appropriate in the circumstances.

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Rule Number	7.3.9
Date	27/05/2023
ASX Code	CAI
Listed Company	CALIDUS RESOURCES LIMITED
Waiver Number	WLC230082-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Calidus Resources Limited (the 'Company') a waiver from listing rule 7.3.9, to the extent necessary to permit the Company, in its notice of meeting to approve the issue of up to 16,666,667 free-attaching options with an exercise price of \$0.30 and expiry 15 months from their issue ('Free-Attaching Options') to shareholders who participated in the Company's security purchase plan ('SPP') on a one option for every two shares basis, to not include a voting exclusion statement that excludes votes in favour of the resolution by any person who may participate in the SPP or any associate of such a person, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive shares under any SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.3.9 requires a resolution for the purposes of listing rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p>Present Application The Company is conducting the SPP pursuant to Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ('ASIC Class Order 19/547'). Separate to the SPP the Company is offering shareholders who participate in the SPP one Free-Attaching Option for every two shares subscribed for under the SPP. ASIC Class Order 19/547 does not provide relief for an offer of unquoted securities under a securities purchase plan. Accordingly, the Company is proposing to seek, at a general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of the options. As the issue of the Free-Attaching Options being undertaken is one in which all shareholders may participate on an equal basis, but which no exception from the requirement for shareholder approval in listing rule 7.2 for the issue of attaching options, there is no need to exclude the votes of shareholders entitled to participate in the issue.</p>

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Rule Number	7.3.9
Date	18/05/2023
ASX Code	ETR
Listed Company	ENTYR LIMITED
Waiver Number	WLC230085-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Entyr Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit the resolution in the Company's notice of meeting to approve the issue of up to 88,235,300 options with an exercise price of \$0.04 and an expiry date of 31 December 2024 under a share purchase plan ('SPP') to not include a voting exclusion statement that excludes votes in favour of the resolution by any person who may participate in the SPP or an associate of such person, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive options under any SPP shortfall</p>
Basis For Decision	<p>Underlying Policy Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p>Present Application The Company is proposing to conduct a share purchase plan (the "SPP") which includes the offer of one attaching option for every two shares subscribed under the SPP at a fixed issue price. ASIC Class order 2019/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a securities purchase plan. Exception 5 of Listing Rule 7.2 exempts securities purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. ASIC Class Order 2019/547 does not provide relief for an offer of options under a securities purchase plan. Accordingly, the Company is proposing to seek, at its general meeting, shareholder approval for the purposes of Listing Rule 7.1 for the issue of attaching options under the SPP. As the issue being undertaken is one in which all shareholders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in Listing Rule 7.2 which is not available to the Company, there is no need to exclude the votes of shareholders entitled to participate in the issue. If there is to be an underwriting of the SPP, the votes of any underwriters or sub-underwriters are to be excluded, because their interest in the outcome of the resolution would be different from that of other shareholders.</p>

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of the resolution would be different from that of other shareholders.

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Rule Number	7.3.9
Date	22/05/2023
ASX Code	RIE
Listed Company	RIEDEL RESOURCES LIMITED
Waiver Number	WLC230095-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Riedel Resources Ltd (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company to include a resolution in the Company's notice of meeting ('Notice') to approve the issue of up to 33,333,334 unquoted options exercisable at \$0.01 each and expiring 2 years from the date of issue in the Company ('SPP Option') to eligible shareholders under the Company's proposed Share Purchase Plan ('SPP') not to include a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 the Notice states that any shareholders casting votes on the resolution relating to the SPP will be excluded from participating in the SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p>Present Application</p> <p>The Company is conducting what is colloquially known as a security purchase plan. However, on the basis of its structure (given it involves the offer of free-attaching options), the offer does not fall within the parameters set by the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and accordingly the security purchase plan does not meet the criteria of Exception 5 of Listing Rule 7.2. Accordingly, the Company is proposing to seek, at a general meeting, shareholder approval for the purposes of Listing Rule 7.1 for the issue of the free-attaching options proposed to be issued pursuant to the security purchase plan. As the issue of options being undertaken is one in which all shareholders may participate on an equal basis, and for which there would be an exception from the requirement for shareholder approval in Listing Rule 7.2 but for the fact ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 does not apply to the options, there is no need to exclude the votes of shareholders entitled to participate in the offer. The aggregate number of options offered by the Company, if converted to shares, would represent approximately 1.97% of issued capital (being below the 30% cap set by Exception 5 to Listing Rule 7.2).</p>

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Rule Number	9.1(b)
Date	31/05/2023
ASX Code	DEX
Listed Company	DUKE EXPLORATION LIMITED
Waiver Number	WLC230084-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Duke Exploration Limited (the 'Company') a waiver from Listing Rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions set out in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares to be issued to the existing shareholders of True North Copper Pty Ltd ('True North'), as follows:</p> <p>1.1 The shares issued to the shareholders of True North who subscribed with cash for their shares in True North are treated as being held by a related party or promoter seed capitalists (as appropriate) of the Company.</p> <p>1.2 Cash formula relief is applicable to those shares that are issued to the persons who subscribed for their shares in True North for cash consideration.</p> <p>1.3 Cash formula relief is applicable to those shares that are issued to Tembo Capital Holdings UK Limited who received shares in True North subsequent to the conversion of a debt security.</p> <p>1.4 For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12 months escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made.</p> <p>1.5 For the purposes of determining the length of the escrow period for shares issued to seed capitalists who are related parties or promoters of the Company, which are subject to 24 months escrow, the 24 month escrow period will be deemed to begin on the date of the reinstatement of trading in the Company's securities.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Securities issued in certain circumstances, including certain securities issued for non-cash consideration to related or unrelated parties 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. ASX may also deem securities issued in other circumstances to be restricted securities. 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.</p> <p>The restriction agreement forbids the holder (and the controllers, where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. 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 prevent the holder (and where appropriate, the controllers of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. This ensures that promoters, vendors and other similar parties do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.</p>

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Present Application

In connection with its readmission to the Official List the Company will acquire 100% of the issued capital of True North. The securities of the Company issued to the vendors are subject to escrow restrictions in Chapter 9 and Appendix 9B of the Listing Rules. The vendors who receive shares in the Company as consideration for the acquisition of their securities in True North 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 vendors to be treated as seed capitalists of the Company and escrow restrictions to be applied on a 'look through' basis. The Company will be required to provide ASX with evidence to substantiate cash payments by the vendors when subscribing for seed securities in True North.

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 principles of the listing rule escrow regime.

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Rule Number	10.1
Date	19/05/2023
ASX Code	OPA
Listed Company	OPTIMA TECHNOLOGY GROUP LTD
Waiver Number	WLC230094-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Optima Technology Group Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant security over the assets of the Company (the 'Security'), in favour of holders of convertible notes with an aggregate face value of up to \$3.22 million ('Convertible Notes') held by professional investors, including, two Company directors and two substantial shareholders of the Company, each holding 10%+ (together, the '10.1 Parties') in order for the Company to secure its obligations under the Convertible Notes terms, without obtaining shareholder approval, 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 10.1 Parties rather than a lender that is not a 10.1 party and the steps the entity 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;</p> <p>1.3.3 in the event the Security is enforced, the assets can only be disposed of to any of the 10.1 Parties or an associate of the 10.1 Parties 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 Parties in accordance with their legal entitlements;</p> <p>1.4 any variation to the terms of the financial accommodation or the Security which:</p> <p>1.4.1 advantages any of the 10.1 Parties in a material respect;</p> <p>1.4.2 disadvantages the Company 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 and the Security is included in the related party disclosures in the entity's audited annual accounts.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listed entities are required to obtain the approval of security holders 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</p>

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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 provisions 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

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, in accordance with section 8.4 of Guidance Note 24, to enable it to have in place the Security over its assets in favour of the Lenders, subject to a number of conditions, including that the security documents provide that in the event the Security is exercised, neither the 10.1 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 10.1 Parties.

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Rule Number	10.11
Date	19/05/2023
ASX Code	AV1
Listed Company	ADVERTITAS LIMITED
Waiver Number	WLC230077-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Adveritas Limited a waiver from Listing Rule 10.11 to the extent necessary to permit the Company, without shareholder approval, to issue shares to related parties under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 19/547 on the following conditions.</p> <p>1.1 The issue price of the shares offered under the SPP will be no less than the \$0.048 issue price of the shares to be issued under the placement announced by the Company on 15 May 2023.</p> <p>1.2 The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p> <p>1.3 Directors and their associates are offered shares under the SPP on the same terms as other shareholders.</p> <p>1.4 Any scale back arrangements must not result in any director or associate of a director being scaled back on a more favourable basis than any other holder of a marketable parcel who is scaled back.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 4 of Listing Rule 10.12 exempts related party participation in these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement to be undertaken at an issue price of \$0.048 per share. It also intends to issue shares under a SPP at the same price as the shares to be issued under the placement. The shares to be issued under the SPP to related parties may not be able to rely on Exception 4 of Listing Rule 10.12 if the placement price is lower than the maximum discount under the SPP exception of 20%. Related parties will participate in the SPP on the same basis as any other eligible shareholder. Related party participation in an SPP on these terms is consistent with the policy basis of the SPP exception. The</p>

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

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Rule Number	10.11
Date	18/05/2023
ASX Code	AEE
Listed Company	AURA ENERGY LIMITED
Waiver Number	WLC230080-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Aura Energy Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with ASIC Instrument 19/547 on the following conditions:</p> <p>1.1 The issue price of the shares under the SPP will be no less than the issue price of \$0.185 per share under the placement announced by the Company on 3 May 2023;</p> <p>1.2 The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue;</p> <p>1.3 Directors and their associates are offered shares under the SPP on the same terms as other shareholders; and</p> <p>1.4 Any scale back arrangements must not result in any director or associate of a director being scaled back on a more favourable basis than any other holder of a marketable parcel who is scaled back.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Instrument 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 4 of Listing Rule 10.12 exempts related party participation in these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. Similarly to as stated above, the exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The proposed terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which is at a discount of approximately 23.6% to the VWAP over the last 5 days before the day on which the SPP (and the placement) were announced. Related parties will participate in the SPP on the same basis as any other eligible shareholder. Related party participation in a SPP on these terms is consistent with the policy basis of the SPP exception. The overall cap of 30% of issued capital will still be observed to limit the</p>

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overall degree of dilution that may be caused by the issue.

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Rule Number	10.11
Date	27/05/2023
ASX Code	CAI
Listed Company	CALIDUS RESOURCES LIMITED
Waiver Number	WLC230082-003
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Calidus Resources Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit Mr Mark Connelly and Mr David Reeves (as directors of the Company) (the 'Participating Directors') or their associates to participate in the issue of shares under the Company's security purchase plan ('SPP'), without shareholder approval under Listing Rule 10.11 on condition that:</p> <p>1.1 the Participating Directors and their associates are offered shares under the SPP on the same terms as other shareholders; and</p> <p>1.2 any scale back arrangements must not result in any director or associate of a director being scaled back on a more favourable basis than any other holder of a marketable parcel who is scaled back.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application Exception 4 of Listing Rule 10.12 exempts related party participation in security purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair. The Company is conducting an SPP that, save for the offer of free-attaching options, complies with the Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ('ASIC Class Order 19/547'). As the issue of shares under the SPP being undertaken is one in which all shareholders may participate on an equal basis, including related parties and those which fall within the definition of a Listing Rule 10.11 party, it is considered that the related party participation in the offer of shares is consistent with the policy basis of Exception 4 of Listing Rule 10.12.</p>

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Rule Number	10.11
Date	30/05/2023
ASX Code	HCW
Listed Company	HEALTHCO HEALTHCARE AND WELLNESS REIT
Waiver Number	WLC230086-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants HealthCo Healthcare and Wellness REIT ('HCW') a waiver from Listing Rule 10.11 to the extent necessary to permit HCW to issue ordinary fully paid units in HCW ('Units') to HCW Funds Management Limited as responsible entity of HCW ('HFML') and to HMC Investment Management Pty Limited (the 'Manager') (or its nominee) in lieu of payment of any management, performance, acquisition or disposal fees and expenses payable under the constitution of HCW or the investment management agreement between HFML and the Manager that commenced on 2 August 2021, as amended and restated (the 'IMA'), without obtaining HCW unitholder approval, subject to the following conditions:</p> <p>1.1 The proposed amendment to the IMA which provides for the issue of Units to the Manager (or its nominee) in lieu of payment of any management, performance, acquisition or disposal fees payable under the IMA is approved by HCW unitholders (the 'IMA Amendment');</p> <p>1.2 HCW makes full disclosure to any person who may subscribe for units under a product disclosure statement or offer document of the provisions in the IMA and the constitution of HCW which provide for the periodic issue of Units in lieu of payment of any management, performance, acquisition or disposal fees and expenses payable to HFML or the Manager or a nominee of the Manager (the 'Provisions');</p> <p>1.3 A completed Appendix 2A is lodged for release to the market for each issue of Units pursuant to the Provisions;</p> <p>1.4 The Units are issued in accordance with the Provisions;</p> <p>1.5 Details of the Units issued in lieu of management, performance, acquisition or disposal fees or expenses are disclosed in HCW's annual report each year in which Units are issued; and</p> <p>1.6 Securityholder approval is sought every third year for the issue of units in lieu of any management, performance, acquisition or disposal fees or expenses payable to HFML or the Manager under the IMA.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 10.11 requires the approval of security holders to issue securities to a related party. This rule is directed at preventing a related party from obtaining securities on advantageous terms and increasing their holding proportionate to other holders. Only unassociated security holders' votes are counted where such approval is sought. This protects security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application</p> <p>HCW's constitution and IMA contain provisions to pay management and performance fees and expenses to HFML and the Manager. Subject to the IMA Amendment being approved by HCW's unitholders, the IMA will also include provisions to pay acquisition and disposal fees payable to the Manager or its nominee in Units. HCW seeks to extend a waiver previously granted to it such that HCW may satisfy management, performance, acquisition or disposal fees or expenses, at the election of the either HFML or the Manager by the issue of Units. The provisions were disclosed in the product disclosure statement of HCW's first interim financial report.</p>

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disclosure statement for HCW's admission to the official list and will be disclosed in any other offer document issued by HCW. Unitholders were taken to have consented to the issue to related parties of Units under the management and performance fees or expense provisions entered into between HCW, HFML and the Manager by subscribing under HCW's listing offer document. The IMA Amendments will be subject to unitholder approval, which if obtained, will be further evidence of unitholder consent to the IMA Amendments. Any Units issued pursuant to the Provisions will be required to be disclosed in the annual report. A 'safety net' is also provided as the waiver is granted on condition that HCW's unitholders approve the arrangement every three years.

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