



# **Register of ASX Listing Rule Waivers**

**16 to 31 July 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

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	19/07/2023
<b>ASX Code</b>	LLI
<b>Listed Company</b>	LOYAL LITHIUM LIMITED
<b>Waiver Number</b>	WLC230133-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Loyal Lithium Limited (the 'Company') a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 5,700,000 performance rights issued to directors and employees of the Company and 4,000,000 performance shares issued to Jody Dahrouge ('Performance Securities') with a nil exercise price.
<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 Securities will represent approximately 9.76% of the ordinary shares on issue at the time of the Company's admission on an undiluted basis. The Performance Securities are fixed in number and will be held by directors, employees and a vendor. Vesting of the Performance Securities requires achievement of performance hurdles which if achieved would be likely to support the entity's share price. Each of the parties who are proposed to receive the Performance Securities will contribute to achieving the performance hurdles. The Performance Securities will convert into ordinary shares in the Company on a one-for-one basis on the vesting date, being the achievement of the four milestones, subject to satisfaction of the relevant vesting conditions. It is considered that the existence of Performance Securities will not undermine the existence of the 20 cent rule in the circumstances. The Performance Securities issued to directors will be subject to 24 months escrow. The Performance Securities issued to employees will not be subject to escrow. The waiver is granted on the condition that the material terms and conditions of the Performance Securities are clearly disclosed in the prospectus, which has been satisfied.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 7
<b>Date</b>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('Issuer') a waiver from condition 7 of Listing Rule 1.8 to the extent necessary that the Issuer need not satisfy the requirement to register as a foreign company carrying on business in Australia under the Corporations Act.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity admitted as a debt issuer which is a foreign entity must be registered as a foreign company under the Corporations Act. This requirement supports the Corporations Act requirements.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. Section 601CD(2) of the Corporations Act only requires a foreign company that offers debentures in this jurisdiction to be registered under the Corporations Act where Part 2L.1 of the Corporations Act applies to the debentures. Part 2L.1 of the Corporations Act does not apply to the Issuer's wholesale debt securities programme and, accordingly, the Issuer's offer and issue of debt securities does not constitute carrying on business in Australia. The Issuer does not otherwise carry on business in Australia and is not required to be registered under the Corporations Act, nor will the Issuer seek registration as a foreign company whilst admitted to the ASX official list. It is therefore considered appropriate that the waiver is granted.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('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>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('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 agreements 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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<b>Rule Number</b>	6.23.2
<b>Date</b>	25/07/2023
<b>ASX Code</b>	IHL
<b>Listed Company</b>	INCANNEX HEALTHCARE LIMITED
<b>Waiver Number</b>	WLC230131-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Incannex Healthcare Limited (the 'Company') a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company, in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders as a result of which 100% of the ordinary shares of the Company will be acquired by a newly incorporated US company ('US Holdco' and 'Scheme'), to cancel for consideration, and without shareholder approval 232,565,286 unquoted options ('Options') on the following conditions:</p> <p>1.1 full details of the cancellation of Options and consideration payable for their cancellation, being the issue of options in US Holdco ('New Options'), are set out to ASX's satisfaction in the Scheme Booklet;</p> <p>1.2 the Company's shareholders approve by the requisite majority, and a court of competent jurisdiction ('Court') approves the Scheme, and the Court's orders are lodged with the Australian Securities and Investment Commission such that the Scheme becomes effective; and</p> <p>1.3 in connection with the cancellation of Options and issue of New Options, the Company consolidates the number of Options into New Options in the same ratio as ordinary shares are consolidated into US Holdco shares of common stock and the exercise price of New Options is amended in inverse proportion.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> ASX Listing Rule 6.23.2 prohibits a company from cancelling its options for consideration without shareholder approval. The policy objective behind this rule is to prevent option holders from extracting a benefit from a company which is not also available to ordinary shareholders, as this is seen to be detrimental to those shareholders' interests by way of an erosion of their funds.</p> <p><b>Present Application</b> A waiver from Listing Rule 6.23.2 would allow an entity to cancel unquoted options or performance rights for consideration without approval of holders of ordinary securities pursuant to a takeover bid or merger by way of scheme of arrangement under the Corporations Act. The Company is undertaking what is known as a 'top hat' restructure. The waiver from Listing Rule 6.23.2 is granted on the basis that the 'top hat' restructure would be approved by the security holders of the Company and details of the Options to be cancelled will be set out in the Scheme Booklet. The newly incorporated US company will be a successor entity to the Company and given that holders of ordinary shares will be entitled to receive one share of common stock for every 100 shares held, it is a condition of the waiver that the Options are similarly treated and that the exercise price is also adjusted in the manner set out in Listing Rule 7.22.1.</p>



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.2
<b>Date</b>	28/07/2023
<b>ASX Code</b>	MGV
<b>Listed Company</b>	MUSGRAVE MINERALS LIMITED
<b>Waiver Number</b>	WLC230134-001
<b>Decision</b>	<p>1. Subject to Resolution 2 and based solely on the information provided, in connection with the off-market takeover offer by Ramelius Resources Limited (the 'Bidder') for all the shares in Musgrave Minerals Limited (the 'Company') (the 'Takeover'), ASX Limited ('ASX') grants the Company a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration and without shareholder approval the following options issued by the Company:</p> <p>1.1 6,330,000 unquoted options exercisable at \$0.932 expiring 20 August 2023;</p> <p>1.2 1,000,000 unquoted options exercisable at \$0.56 expiring 24 June 2024;</p> <p>1.3 500,000 unquoted options exercisable at \$0.47 expiring 27 August 2024;</p> <p>1.4 1,470,000 unquoted options exercisable at \$0.45 expiring 23 September 2024;</p> <p>1.5 3,750,000 unquoted options exercisable at \$0.59 expiring 18 November 2024;</p> <p>1.6 2,500,000 unquoted options exercisable at \$0.45 expiring 19 June 2025; and</p> <p>1.7 4,150,000 unquoted options exercisable at \$0.335 expiring 5 November 2025, (together, the 'Options').</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1 full details of the cancellation of the Options and the consideration payable for their cancellation are set out to ASX's satisfaction in the Company's target's statement for the Takeover;</p> <p>2.2 the Takeover bid being declared unconditional or being declared by the Bidder to be free from conditions; and</p> <p>2.3 the Bidder acquiring voting power in the Company of at least 50.1%.</p>
<b>Basis For Decision</b>	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.4
<b>Date</b>	21/07/2023
<b>ASX Code</b>	CWP
<b>Listed Company</b>	CEDAR WOODS PROPERTIES LIMITED
<b>Waiver Number</b>	WLC230128-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Cedar Woods Properties Limited (the 'Company') a waiver from Listing Rule 6.23.4 to the extent necessary to permit the Company to amend, without shareholder approval, the terms of the options and rights granted under the terms of the Company's employee incentive plan by including an employee share trust arrangement.
<b>Basis For Decision</b>	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.1
<b>Date</b>	31/07/2023
<b>ASX Code</b>	AT1
<b>Listed Company</b>	ATOMO DIAGNOSTICS LIMITED
<b>Waiver Number</b>	WLC230127-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Atomo Diagnostics Limited (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a share purchase plan ('SPP') in accordance with Australian Securities and Investments Commission ('ASIC') Class Order 19/547 on the following conditions.</p> <p>1.1 The issue price of the shares under the SPP will be the placement price announced by the Company on 13 July 2023 (being \$0.036 per share); 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval.</p> <p><b>Present Application</b> ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms. 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.</p> <p>On 13 July 2023 the Company announced a placement and the SPP. In order to match the placement price, the SPP permits securities to be issued at the same price as under the placement, which exceeds the maximum allowable discount under the exception of 20%. In the interests of fairness, unrelated security holders are to 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.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.1
<b>Date</b>	20/07/2023
<b>ASX Code</b>	LDX
<b>Listed Company</b>	LUMOS DIAGNOSTICS HOLDINGS LIMITED
<b>Waiver Number</b>	WLC230132-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Lumos Diagnostics 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 \$0.07 issue price of shares issued on 14 July 2023 under the placement ('Placement') announced by the Company on 10 July 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan (as per exception 5).</p> <p><b>Present Application</b> ASIC Class Order 19/547 contemplates the issue of not more than \$30,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 5 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. On 10 July 2023, the Company announced that it would be conducting the SPP at the \$0.07 issue price. 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 25.7% of the 5 day VWAP on 5 July 2023 (as opposed to the maximum discount allowable under the SPP exception of 20%). In the interests of fairness, unrelated security holders are to 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</p>

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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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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.2
<b>Date</b>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('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>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is eight calendar days 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> 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>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.21
<b>Date</b>	21/07/2023
<b>ASX Code</b>	NBS
<b>Listed Company</b>	NATIONWIDE BUILDING SOCIETY.
<b>Waiver Number</b>	WLC220253-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Nationwide Building Society ('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 CHESSE, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in the Austraclear System, 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 CHESSE 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 CHESSE.</p>

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<b>Rule Number</b>	10.1
<b>Date</b>	28/07/2023
<b>ASX Code</b>	AIS
<b>Listed Company</b>	AERIS RESOURCES LIMITED
<b>Waiver Number</b>	WLC230126-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grant Aeris Resources 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 ('New Security') in favour of Washington H Soul Pattinson Limited ('WHSP'), a substantial (30%+) holder of the Company to secure the Company's obligations under the \$60,000,000 secured finance facility provided by WHSP ('the Facility') without obtaining shareholder approval, on the following conditions:</p> <p>1.1 the Company releases an announcement to the market that provides:</p> <p>1.1.1 the material terms of the Facility and this waiver from Listing Rule 10.1; and</p> <p>1.1.2 a description of the reasons why the entity has chosen to obtain the financial accommodation from the 10.1 party, rather than a lender that is not a 10.1 party and the steps the board of 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>1.2 the New Security documents expressly provide that:</p> <p>1.2.1 the New Security is limited to the funds due under the Facility;</p> <p>1.2.2 the New Security will be discharged when the funds due under the Facility have been repaid in full;</p> <p>1.2.3 in the event the New Security is enforced, the assets can only be disposed of to the 10.1 party or an associate of the 10.1 party if the disposal is first approved by the entity's security holders under Listing Rule 10.1; and</p> <p>1.2.4 otherwise, if the holder of the New Security exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the New 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 10.1 party in accordance with their legal entitlements;</p> <p>1.3 any variation to the terms of the Facility or the New Security which:</p> <p>1.3.1 advantages the 10.1 party in a material respect;</p> <p>1.3.2 disadvantages the entity in a material respect; or</p> <p>1.3.3 is inconsistent with the terms of the waiver, must be subject to security holder approval under Listing Rule 10.1; and</p> <p>1.4 for each year while they remain on foot, a summary of the material terms of the financial accommodation and the New Security is included in the related party disclosures in the entity's audited annual accounts.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders</p>

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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

The Company is granted a waiver from Listing Rule 10.1 to enable it to grant the New Security in favour of WHSP, subject to a number of conditions, including that the New Security documents provide that in the event the New Security is exercised, neither WHSP nor any of its 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 Listing Rule 10.1 party.

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<b>Rule Number</b>	10.11
<b>Date</b>	31/07/2023
<b>ASX Code</b>	AT1
<b>Listed Company</b>	ATOMO DIAGNOSTICS LIMITED
<b>Waiver Number</b>	WLC230127-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Atomo Diagnostics 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 \$0.036 per share under the placement announced by the Company on 13 July 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> 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 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 is one in which all shareholders may participate on an equal basis, including related parties and those who 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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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.11
<b>Date</b>	20/07/2023
<b>ASX Code</b>	LDX
<b>Listed Company</b>	LUMOS DIAGNOSTICS HOLDINGS LIMITED
<b>Waiver Number</b>	WLC230132-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Lumos Diagnostics Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the directors of the Company eligible to participate (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 issue price of the shares offered under the SPP will be no less than the \$0.07 issue price of shares issued on 14 July 2023 under the placement announced by the Company on 10 July 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 the Participating 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> 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 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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<b>Rule Number</b>	10.15.11
<b>Date</b>	20/07/2023
<b>ASX Code</b>	WOW
<b>Listed Company</b>	WOOLWORTHS GROUP LIMITED
<b>Waiver Number</b>	WLC230137-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Woolworths Group Limited ('WOW') a waiver from Listing Rule 10.15.11 to the extent necessary to permit WOW's notice of annual general meeting (the 'Notice') seeking shareholder approval for the participation by WOW's non-executive directors in the Australian and US Non-Executive Director Equity Plans (the 'NED Plans'), to state that the non-executive directors in office from time to time may participate in the NED Plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This rule ensures that a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b>  WOW proposes to seek shareholder approval for the issue of securities to non-executive directors pursuant to the NED Plans. Participation in the NED Plans by future non-executive directors is not compulsory and the number of performance rights that they are entitled to apply for will be up to 100% of their fees for the relevant quarter that they elect to sacrifice divided by the daily volume-weighted average market price of WOW's shares traded on the ASX during the five trading days prior to the date of grant. Future NEDs will not obtain any additional remuneration by participating in the NED Plans and there is no particular concern that directors may acquire shares on advantageous terms by their being able to participate in the plan in common with other non-executive directors. The securities to be issued to future non-executive directors have identical terms to those proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.15.1
<b>Date</b>	20/07/2023
<b>ASX Code</b>	WOW
<b>Listed Company</b>	WOOLWORTHS GROUP LIMITED
<b>Waiver Number</b>	WLC230137-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Woolworths Group Limited ('WOW') a waiver from Listing Rule 10.15.1 to the extent necessary to permit WOW's notice of annual general meeting seeking shareholder approval for the participation by WOW's non-executive directors in the Australian and US Non-Executive Director Equity Plans (the 'NED Plans') not to state the names of all future non-executive directors who may participate in the NED Plans, but to state that non-executive directors in office from time to time may participate in the NED Plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> The notice of meeting requirement for the approval of an issue of securities under Listing Rule 10.14 requires that the names of any directors and their associates who may participate in an employee incentive scheme should be included in the notice of meeting to approve the issue. This ensures that security holders are able to make an informed decision on the matter.</p> <p><b>Present Application</b> NEDs are able to elect to sacrifice up to 100% of their fees to receive rights. The rights are allocated quarterly based on the fees sacrificed in that quarter and vest and convert into restricted ordinary shares each half year (for Australian NEDs) or at the end of a restriction period (for US resident NEDs). The securities may be issued to NEDs not named in the notice of meeting but who are appointed to office from time to time. This arrangement is specifically for NEDs and as such there is no concern that particular NEDs may acquire securities on advantageous terms by their being able to participate in a fee sacrifice plan with other NEDs. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	14.7
<b>Date</b>	19/07/2023
<b>ASX Code</b>	E25
<b>Listed Company</b>	ELEMENT 25 LIMITED
<b>Waiver Number</b>	WLC230130-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Element 25 Ltd (the 'Company') a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue Stellantis N.V. the equivalent of USD\$15mil worth of ordinary fully paid shares in the Company later than 3 months after the date of shareholder approval obtained on 20 March 2023, on the following conditions:</p> <p>1.1 The shares are issued in accordance with the terms set out in the Company's notice of meeting for the extraordinary general meeting held on 20 March 2023;</p> <p>1.2 The issue of the shares occurs no later than 11 July 2023;</p> <p>1.3 The Company updates the market as to the reason for the delay; and</p> <p>1.4 The terms of the waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>If a notice of meeting states that an entity will do something that the Listing Rules require it to do, the entity must do that thing. This supports the integrity of Listing Rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p><b>Present Application</b></p> <p>Listing Rule 14.7 ensures that an issue of securities approved by security holders conforms to the terms on which security holder approval for the issue was obtained. The notice of AGM stated that the shares would be issued within three months of the date of the AGM. The shares have not been issued because of a delay in completing certain conditions precedent to the issue outside of the Company's control, the requested extension is short, and the Company has confirmed that its circumstances have not materially changed and are not likely to materially change. In addition, the shares represent a small percentage of total capital on issue and there are no material changes to the terms of their issue.</p>

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<b>Rule Number</b>	14.7
<b>Date</b>	17/07/2023
<b>ASX Code</b>	OOK
<b>Listed Company</b>	OOKAMI LIMITED
<b>Waiver Number</b>	WLC230135-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Ookami Limited (to be renamed First Lithium Limited) (the 'Company') a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue:</p> <p>1.1 16,125,000 shares and 3,000,000 options to the shareholders of First Lithium Pty Ltd (other than Intermin Mines Corp);</p> <p>1.2 Up to 10,000,000 shares under the public offer component of the Company's re-compliance transaction; and</p> <p>1.3 1,800,000 options to Inyati Capital Pty Ltd, (collectively the 'Securities') later than three months from 27 April 2023, being the date of the general meeting at which the issue of the Securities were approved (the 'General Meeting'), on the following conditions:</p> <p>1.1 the Securities are issued prior to OOK's reinstatement to the Official List and in any event by no later than 14 August 2023;</p> <p>1.2 the Securities are issued on the same terms and conditions as approved by shareholders at the General Meeting; and</p> <p>1.3 the Company releases the terms of this waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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