



# **Register of ASX Listing Rule Waivers**

**1 to 15 September 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 2
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 1.1 condition 2 to the extent necessary to permit the Company's Restated Articles of Association ('Articles') not to comply with the Listing Rules insofar as the Articles provide that the Company may do the following:</p> <p>1.1 issue non-voting shares;</p> <p>1.2 impose fees for the registration of transfer of securities;</p> <p>1.3 issue preference shares on terms inconsistent with Listing Rules; and</p> <p>1.4 permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with Listing Rule 10.17,</p> <p>on the following conditions:</p> <p>1.5 that the Company gives to ASX an undertaking (executed in the form of a deed) that it will not do any of these things while it remains listed on ASX and while they remain prohibited by the Listing Rules and that the Company will use best endeavours to promptly align its Articles with the Listing Rules; and</p> <p>1.6 that the Company confirms the total aggregate amount of directors' fees payable to all of its non-executive directors as pre-quotations disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must have a constitution consistent with the Listing Rules.</p> <p><b>Present Application</b> The Company was incorporated in a foreign jurisdiction and is listed on the TSX. The Company's Articles were developed prior to the Company contemplating listing on ASX, and do not strictly comply with specific and limited ASX Listing Rule requirements that have been identified by the Company. The waiver is granted on the condition that the Company provides an undertaking not to do any of these things that are prohibited by the Listing Rules and promptly align its Articles with the Listing Rules.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 6
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 1.1 condition 6 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares (to be settled on ASX in the form of CHESS Depository Interests ('CDIs')) issued into the Australian market, subject to the following conditions.</p> <p>1.1 The Company applies for quotation of new fully paid common shares issued into the Australian market on a monthly basis, and the Company provides an Appendix 4A which provides a monthly update of the net changes in the number of its common shares over which CDIs are issued.</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	15/09/2023
<b>ASX Code</b>	CXX
<b>Listed Company</b>	CRADLE RESOURCES LIMITED
<b>Waiver Number</b>	WLC230169-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Cradle Resources Limited (the 'Company') a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to issue:</p> <p>1.1. 42,500,000 free attaching options (each exercisable at A\$0.05 and expiring three years from the date of issue) to sophisticated and professional investors who took part in the Company's seed capital raise completed on 7 July 2023;</p> <p>1.2. 11,018,016 unquoted options, each with a zero exercise price and expiring three years from the date of issue, to the Managing Director of the Company, Mr Matthew Kay;</p> <p>1.3. 24,000,000 unquoted options, each with varying exercises prices (A\$0.05, A\$0.10 and A\$0.15) and expiry dates (three years, four years and five years), to Mr Kay and Mr Trey Meckel (Head of the Company's Subsurface division);</p> <p>1.4. 24,000,000 unquoted options, each with a zero exercise price and expiring five years from the date of issue, to certain directors of the Company, being Mr Grant Davey, Mr Chris Bath and Mr David Wheeler ; and</p> <p>1.5. 15,000,000 unquoted options, each with varying exercises prices (A\$0.02, A\$0.04 and A\$0.06) and expiring three years from the date of issue, to Canaccord Genuity, (together the 'Transaction Options') subject to the following conditions:</p> <p>1.6. the full terms of this waiver and the terms and conditions of the Transaction Options are disclosed to the market and disclosed in the notice of meeting pursuant to which the Company will seek the approval of the Company's shareholders to issue the Transaction Options in conjunction with the approval obtained under Listing Rule 11.1.2 for the proposed acquisition of 84% of all the issued shares in Volt Geothermal Pty Ltd and Within Energy Pty Ltd ('Proposed Acquisition'); and</p> <p>1.7. the full terms and conditions of the Transaction Options are clearly disclosed in the Company's prospectus to be issued in respect of the proposed capital raising via a public offer at A\$0.02 per fully paid ordinary share to raise up to A\$6,000,000 ('Prospectus') ('Capital Raising').</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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></p> <p>The Company intends to seek re-admission to the Official List by re-complying with Chapters 1 and 2 of the ASX listing rules. The issue of the Transaction Options will be specifically approved by shareholders</p>

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In conjunction with the approval obtained under listing rule 11.1.2 in respect of the Capital Raising and Proposed Acquisition, ASX is otherwise satisfied that the Company's proposed capital structure following the completion of the Capital Raising and Proposed Acquisition will be suitable for a listed entity. On completion of the Capital Raising and Proposed Acquisition, the Transaction Options will represent 15.53% of the issued capital of the Company on an undiluted basis. The Transaction Options will convert into ordinary shares in the Company on a one-for-one basis. The waiver is granted on the condition that the material terms and conditions of the Transaction Options are clearly disclosed in the Prospectus.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	12/09/2023
<b>ASX Code</b>	JBY
<b>Listed Company</b>	JAMES BAY MINERALS LIMITED
<b>Waiver Number</b>	WLC230171-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants James Bay Minerals Ltd (the 'Company') a waiver from Listing Rule 1.1 Condition 12 to permit the Company to have on issue 5,000,000 performance rights with a nil exercise price ('Performance Rights') on the condition that the full terms and conditions of the Performance Rights are clearly disclosed in the Company's initial public offering prospectus ('Prospectus').
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            ASX has provided the Company with a confirmation that ASX has confirmed 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

<b>Rule Number</b>	1.3.3(c)
<b>Date</b>	14/09/2023
<b>ASX Code</b>	FRW
<b>Listed Company</b>	FREIGHTWAYS GROUP LIMITED
<b>Waiver Number</b>	WLC230165-001
<b>Decision</b>	1. Based solely on the information provided ASX Limited ('ASX') grants Freightways Group Limited (the 'Company') a waiver from Listing Rule 1.3.3(c), on condition that at the time of admission the Company releases a statement authorised by its directors confirming that the Company has enough working capital at the time of its admission to carry out its business objectives.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity's working capital must be at least \$1.5 million. This rule seeks to ensure that each listed entity will have working capital at the time of listing sufficient for it at least to carry on its business without having to return to the market to raise further capital in the short term.</p> <p><b>Present Application</b> The Company is a large logistics and freight company. On an aggregated basis for the past 3 years, the Company has reported profit of approximately NZ\$193 million, revenue of approximately NZ \$2.8 billion and operating cash flow of approximately NZ\$413 million. As at 30 June 2023, the Company has total assets of approximately NZ\$1.4 billion, net assets of approximately NZ\$477 million, bank finance facilities totalling approximately NZ\$366 million and uncommitted US Private Placement finance facility of approximately US\$160 million which support the Company's working capital requirements.</p> <p>The Company is unable to apply for admission under the profits test in Listing Rule 1.2 because it has acquired entities for which audited accounts are not available for financial periods prior to the Company obtaining control of the entities. The acquired entities have been consolidated in the Company's most recent audited accounts and the entities are not significant in the context of the Company's operations. The Company has a track record of significant profitability and positive cash flow while operating on a negative working capital basis. The Company's assets and revenues are also significant. In the circumstances, it is unlikely that the Company will need to raise capital in the short term to meet its business objectives.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	15/09/2023
<b>ASX Code</b>	CXX
<b>Listed Company</b>	CRADLE RESOURCES LIMITED
<b>Waiver Number</b>	WLC230169-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Cradle Resources Limited (the 'Company') in connection with the proposed acquisition of 84% of all the issued shares in Volt Geothermal Pty Ltd and Within Energy Pty Ltd (the 'Proposed Acquisition') and a proposed capital raising via a public offer at A \$0.02 per fully paid ordinary share to raise up to A\$6,000,000 (the 'Capital Raising'), a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the Company to issue ordinary shares at an issue price of AUD\$0.02 ('Capital Raising Shares'), subject to the following conditions:</p> <p>1.1. the issue price of the Capital Raising Shares is not less than A \$0.02 per share;</p> <p>1.2. the terms of this waiver are disclosed to the market and, along with the terms and conditions of the Capital Raising Shares, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under listing rule 11.1.2 for the Proposed Acquisition and in the prospectus to be issued in respect of the Capital Raising; and</p> <p>1.3. the Company's shareholders approve the issue price of the Capital Raising Shares in conjunction with the approval obtained under listing rule 11.1.2 in respect of the Proposed Acquisition.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 2.1 condition 2 requires that the issue or sale price of all securities that an entity, at the time of its application for admission to the official list, seeks to have quoted must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p><b>Present Application</b> The Company intends to seek re-admission to the Official List by re-complying with Chapters 1 and 2 of the Listing Rules. The Company will be seeking shareholder approval for the issue of the Capital Raising Shares at not less than \$0.02. ASX is otherwise satisfied that the Company's proposed capital structure following undertaking a consolidation of capital at a ratio of 20:1 and the Capital Raising is suitable for a listed entity. Accordingly, the Company's circumstances fall within the policy for granting the 2 cent waiver as set out in Guidance Note 12.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.4
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 2.4 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CDIs), subject to the following conditions.</p> <p>1.1 The Company applies for quotation of fully paid common shares issued into the Australian market on a monthly basis, and the Company provides an Appendix 4A which provides a monthly update of the net changes in the number of common shares over which CDIs are issued.</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.8
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 2.8 to the extent necessary to allow the Company not to apply for quotation of fully paid common shares in the Company transferred to the Australian subregister as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions.</p> <p>1.1 The Company applies for quotation of common shares transferred to the Australian subregister on a monthly basis, and the Company provides an Appendix 4A which provides a monthly update of the net changes in the number of common shares over which CDIs are issued.</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.8 states that an entity must apply for quotation of securities to be quoted in a timely manner. This rule ensures transparency and certainty as to number of securities available to be traded in the market and therefore maintains the integrity of the ASX market</p> <p><b>Present Application</b> The Company is incorporated under the laws of Canada with its ordinary shares quoted on the TSX. The Company's shares are not eligible to be settled directly in the CHESS system, so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over shares. It is considered appropriate that a waiver be granted to allow only those common shares represented by CDIs to be quoted on ASX, as this represents the number of shares actually available to be traded and settled in the Australian market. Once listed the Company will be required to comply with Listing Rule 4.11 and lodge an Appendix 4A within 5 business days of the end of each month, notifying the market of the number of CDIs on issue on a monthly basis.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2A
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from listing rule 4.2A to the extent necessary to permit the Company not to lodge half yearly accounts, on condition that:</p> <p>1.1 the Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to provide the half-year financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the half-year financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b>  The Company is a Canadian entity listed on the TSX and is a non-venture issuer. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 45 days after the end of the interim period or the date of filing in a foreign jurisdiction. There would be duplication if the Company were required to lodge both Australian and Canadian form half yearly accounts. The Company satisfies criteria for relief outlined in Guidance Note 4.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2B
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 4.2B to the extent necessary to permit the Company not to lodge half yearly accounts, on the condition that:</p> <p>1.1 the Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to provide the half-year financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the half-year financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b>  The Company is a Canadian entity listed on the TSX. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 45 days after the end of the interim period or the date of filing in a foreign jurisdiction. There would be duplication if the Company were required to lodge both Australian and Canadian form half yearly accounts. The Company satisfies criteria for relief outlined in Guidance Note 4.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.10.9
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-007
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 4.10.9 to the extent necessary that the Company not be required to include in its annual report the names of the 20 largest holders of its quoted securities, the number of equity securities each holds, and the percentage of capital each holds.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 4.10.9 requires that an entity include in its annual report the names of the 20 largest holders of each class of quoted securities, the number of securities each holds and the percentage of capital each holds. It is considered this information is useful to investors.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX. In Canada, beneficial shareholders are generally classified as either objecting or non-objecting beneficial owners. Disclosure will not provide useful information to investors where names of objecting beneficial owners are not able to be disclosed.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.3
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 5.3 to the extent necessary to permit the Company not to lodge quarterly activity and expenditure reports as required by the Listing Rules on condition that:</p> <p>1.1 the Company lodges with ASX the quarterly Financial Statements and interim MD&amp;A that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian Reporting Requirements at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to provide the quarterly Financial Statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the quarterly Financial Statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4. The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on the TSX. The majority of shareholders will hold their securities on the TSX. The Company is required to lodge quarterly reports under Canadian regulations. The Canadian quarterly reporting requirements give a longer time frame after the quarter end for lodgment. Canadian reports are required to be lodged within 45 days of the end of each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.</p>

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# Register of ASX Listing Rule Waivers

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.5
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 5.5 to the extent necessary to permit the Company not to lodge quarterly expenditure reports as required by the Listing Rules on condition that:</p> <p>1.1 the Company lodges with ASX the quarterly Financial Statements and interim MD&amp;A that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian Reporting Requirements at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2 if the Company will not be able to provide the quarterly Financial Statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the quarterly Financial Statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4. The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on the TSX. The majority of shareholders will hold their securities on the TSX. The Company is required to lodge quarterly reports under Canadian regulations. The Canadian quarterly reporting requirements give a longer time frame after the quarter end for lodgment. Canadian reports are required to be lodged within 45 days of the end of each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.10.3
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-010
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 6.10.3 to the extent necessary to permit the Company to set the "specified time" to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant Canadian legislation.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.10 prohibits an entity from removing or changing a security holder's right to vote in respect of particular securities, except in certain limited cases. This supports shareholder democracy by preventing listed entities from interfering arbitrarily with the voting rights of voting securities. One of the cases for which the rule makes an exception is where the person became the holder of the securities after the time determined under the Corporations Act 2001 (Cth) as the "specified time" for deciding who held securities for the purposes of the meeting. The exception recognises the primacy of the Corporations Act, which has made a specific provision in relation to this particular element of determining the constituency of voting security holders at a meeting.</p> <p><b>Present Application</b>  The Company is formed under Canadian law. That law, rather than the Corporations Act, provides the method of determining whether a shareholder is entitled to vote at a shareholders' meeting. A waiver from listing rule 6.10.3 is granted to permit the Company to comply with the law of its home jurisdiction on this subject.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.16
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-011
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 6.16 to the extent necessary to permit the Company to have options issued under its Bonus Stock and Option Plan ('Existing Plan') and warrants that do not comply with Listing Rule 6.16 on the following conditions:</p> <p>1.1 the full terms of the Existing Plan are released to the market as pre-quotations disclosure; and</p> <p>1.2 the Company does not issue any further options or warrants which do not comply with Listing Rule 6.16.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of an option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22, and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on TSX. The Existing Plan has been drafted in compliance with the requirements of the TSX. The waiver is limited to options that have already been issued under the Existing Plan and warrants which are already on issue.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.19
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-012
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 6.19 to the extent necessary to permit the Company to have options issued under its Bonus Stock and Option Plan ('Existing Plan') and warrants that do not comply with Listing Rule 6.19 on the following conditions:</p> <p>1.1 the full terms of the Existing Plan are released to the market as pre-quotations disclosure; and</p> <p>1.2 the Company does not issue any further options or warrants which do not comply with Listing Rule 6.19.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.19 requires that option terms set out the option holder's rights to participate in a new issue without exercising the option, or state that there are no such rights. This rule informs both holders of issued securities and holders of the options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on the TSX. The Existing Plan has been drafted in compliance with the requirements of the TSX. The waiver is limited to options that have already been issued under the Existing Plan and warrants which are already on issue.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.21
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-013
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver to the extent necessary to permit the Company to have options issued under its Bonus Stock and Option Plan ('Existing Plan') and warrants that do not comply with Listing Rule 6.21 on the following conditions:</p> <p>1.1 the full terms of the Existing Plan are released to the market as pre-quotation disclosure; and</p> <p>1.2 the Company does not issue any further options or warrants which do not comply with Listing Rule 6.21.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option and unless the right is permitted under Listing Rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b></p> <p>The Company is regulated by Canadian law and listed on TSX. The Existing Plan has been drafted in compliance with the requirements of the TSX. The waiver is limited to options that have already been issued under the Existing Plan and warrants which are already on issue.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.22
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-014
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 6.22 to the extent necessary to permit the Company to have options issued under its Bonus Stock and Option Plan ('Existing Plan') and warrants that do not comply with Listing Rule 6.22 on the following conditions:</p> <p>1.1 the full terms of the Existing Plan are released to the market as pre-quotations disclosure; and</p> <p>1.2 the Company does not issue any further options or warrants which do not comply with Listing Rule 6.22.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.22 provides that options which confer the right to a change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with a formula in the Listing Rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty as how the terms may be varied.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on TSX. The Company's Existing Plan has been drafted in compliance with requirements of TSX and the relevant Canadian legislation. The Existing Plan confers the right to a change in the exercise price and a change in the number of underlying securities issued on exercise, in accordance with TSX requirements. It is considered appropriate to grant a waiver provided it is limited to options that have already been issued under the Existing Plan and warrants which are already on issue.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.2
<b>Date</b>	1/09/2023
<b>ASX Code</b>	ORR
<b>Listed Company</b>	ORECORP LIMITED
<b>Waiver Number</b>	WLC230178-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants OreCorp Limited (the 'Company') a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration without seeking shareholder approval 3,725,257 unquoted options in connection with the proposed scheme of arrangement with Silvercorp Metals Inc on the following conditions:</p> <p>1.1 full details of the cancellation of the unquoted options and the consideration payable for their cancellation are set out to ASX's satisfaction in the scheme booklet; and</p> <p>1.2 the scheme is approved by security holders of the Company and a court of competent jurisdiction, and the Court's orders are lodged with the Australia Securities and Investments Commission such that the scheme becomes effective.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.2
<b>Date</b>	5/09/2023
<b>ASX Code</b>	SLA
<b>Listed Company</b>	SILK LASER AUSTRALIA LIMITED
<b>Waiver Number</b>	WLC230180-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Silk Laser Australia Limited (the 'Company') a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration without seeking shareholder approval, 638,348 unquoted performance rights ('Performance Rights') in connection with the proposed scheme of arrangement with Australian Pharmaceutical Industries Pty Ltd, on the following conditions:</p> <p>1.1 full details of the cancellation of the Performance Rights and the consideration payable for their cancellation are set out to ASX's satisfaction in the scheme booklet; and</p> <p>1.2 the scheme is approved by security holders of the Company and a court of competent jurisdiction, and the Court's orders are lodged with the Australia Securities and Investments Commission such that the scheme become effective.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard waiver in accordance with Guidance Note 17.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.1
<b>Date</b>	7/09/2023
<b>ASX Code</b>	AMA
<b>Listed Company</b>	AMA GROUP LIMITED
<b>Waiver Number</b>	WLC230166-001
<b>Decision</b>	AMA Group Limited (the 'Entity') is proposing to conduct a capital raising which will consist of a placement of new ordinary securities and an accelerated pro rata entitlement offer of new ordinary securities. Based solely on the information provided, ASX grants the Entity a waiver from Listing Rule 7.1 on the terms set out in paragraph 5 of the Annexure to Guidance Note 17 in force at the date of this waiver.
<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>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-015
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue securities without securityholder approval under Listing Rule 7.1, subject to the following conditions:</p> <p>1.1 the Company remains subject to, and complies with, the rules of the Toronto Stock Exchange ('TSX') with respect to the issue of new securities;</p> <p>1.2 the Company (by no later than the lodgment of its full year accounts with ASX in each year), must give ASX, for release to the market, a statement that it remains subject to, and continues to comply with, the requirements of the TSX with respect to the new issue of securities; and</p> <p>1.3 the Company announces the waiver to the market as pre-quotation disclosure.</p> <p>2. Without limiting ASX's right to vary or revoke its decision pursuant to Listing Rule 18.3, ASX reserves the right to revoke the waivers in paragraph 1 if:</p> <p>2.1 the Company fails to comply with any of the conditions in paragraph 1; or</p> <p>2.2 there are changes to the TSX listing rules in respect of the issue of new securities such that, in ASX's opinion, the regulation of the issue of new securities under those TSX listing rules ceases to be comparable to the regulation of the issue of new securities under the ASX Listing Rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 7.1 protects a listed entity's securityholders 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. 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.</p> <p><b>Present Application</b></p> <p>The Company is a Canadian incorporated entity with its primary listing on the TSX. The majority of the Company's securities are expected to trade on the TSX as common shares. It is considered that most investors are familiar with the TSX rules. ASX policy on the listing of foreign entities as outlined in Guidance Note 4 - Foreign Entities Listing on ASX recognises that where a foreign entity is listed on an overseas stock exchange it may be acceptable for the entity to be permitted to comply only with the listing rules of the overseas stock exchange on a particular matter, where those rules are sufficiently similar to the ASX Listing Rules on the relevant matter. It is considered that the TSX rules with respect to issues of new securities are sufficiently comparable to warrant waiving Listing Rule 7.1 in the circumstances. Based on the above, it is considered the Company satisfies the criteria for relief outlined in Guidance Note 4.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.1
<b>Date</b>	1/09/2023
<b>ASX Code</b>	ORA
<b>Listed Company</b>	ORORA LIMITED
<b>Waiver Number</b>	WLC230177-001
<b>Decision</b>	1. Orora Limited (the 'Entity') is proposing to conduct a capital raising which 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'). Based solely on the information provided, ASX grants the Entity a waiver from Listing Rule 7.1 on the terms set out in paragraph 5 of the Annexure to Guidance Note 17 in force at the date of this waiver.
<b>Basis For Decision</b>	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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<b>Rule Number</b>	7.1
<b>Date</b>	8/09/2023
<b>ASX Code</b>	QPM
<b>Listed Company</b>	QUEENSLAND PACIFIC METALS LIMITED
<b>Waiver Number</b>	WLC230179-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Queensland Pacific Metals Limited (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to without shareholder approval, 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 under the placement ('Placement') announced by the Company on 14 August 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 14 August 2023, the Company announced that it would be conducting an SPP at the \$0.07 issue price being the same price at which it is conducting a 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 26.9% 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 be offered securities under the SPP at the same price as the</p>

## Register of ASX Listing Rule Waivers

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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<b>Rule Number</b>	7.3.4
<b>Date</b>	13/09/2023
<b>ASX Code</b>	AZL
<b>Listed Company</b>	ARIZONA LITHIUM LIMITED
<b>Waiver Number</b>	WLC230167-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Arizona Lithium Limited (the 'Company'), a waiver of Listing Rule 7.3.4 in connection with its mining service agreement ('Agreement') to be entered into with Navajo Transitional Energy Company, LLC (a company wholly owned by the Navajo Nation) ('NTEC') for managing the development of its Big Sandy Lithium Project ('Big Sandy' or 'Project'), to the extent necessary to permit the Company to issue up to 192,000,000 consideration shares and 192,000,000 consideration options (together the 'Consideration Securities') for the services to be provided by NTEC upon the achievement of agreed milestones, comprising the issue of securities within the timeframes stipulated below:</p> <p>1.1 13,714,286 shares upon the achievement of AZL receiving an independent engineer's approval of NTEC scope of work for baseline studies by not later than 26 October 2023;</p> <p>1.2 27,428,571 shares upon the achievement of NTEC completing the plan of operations and AZL submitting the plan of operations to the United States Bureau of Land Management ('BLM') by no later than 15 April 2024;</p> <p>1.3 27,428,571 shares upon the achievement of NTEC completing the mine planning - Preliminary Economic Assessment ('PEA') and the BLM accepting the class 4 mine plan by no later than 15 April 2024;</p> <p>1.4 41,142,857 shares and 48,000,000 options upon the achievement of BLM accepting the baseline studies and community engagement by no later than 16 February 2026;</p> <p>1.5 13,714,286 shares upon the achievement of NTEC submitting the water, air and reclamation permits by no later than 11 May 2026;</p> <p>1.6 13,714,286 shares and 48,000,000 options upon the achievement of NTEC completing the draft Environmental Impact Statement ('EIS') and the BLM issuing a notice of availability for the EIS by no later than 20 December 2027;</p> <p>1.7 13,714,286 shares and 48,000,000 options upon the achievement of NTEC completing the final EIS and the BLM issuing a record of decision for the EIS by no later than 13 March 2028;</p> <p>1.8 13,714,286 shares upon the achievement of NTEC completing the mine planning - Definitive Feasibility Study ('DFS') and the BLM accepting the Class 3 mine plan by no later than 12 April 2027;</p> <p>1.9 13,714,286 shares upon the achievement of NTEC completing the final mine design and budgets and AZL approving the final mine design and budgets by no later than 13 March 2028; and</p> <p>1.10 The final 13,714,286 shares and 48,000,000 options upon achievement of NTEC completing all preparations for mine construction and procurement and the commencement of mine construction by no later than 13 October 2028,</p> <p>as per the Agreement, not to state the Consideration Securities will be issued no later than 3 months from the date of the shareholder annual general meeting ('Meeting'), on the following conditions:</p> <p>1.11 The number of Consideration Securities to be issued upon the satisfaction of each milestone as per the Agreement and no later than the time frame as set out in clauses 1.1 - 1.10 above.</p> <p>1.12 The milestones as per the Agreement must not be varied;</p> <p>1.13 The terms and conditions of the Consideration Securities are</p>

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	<p>1.13 The terms and conditions of the Consideration Securities are clearly set out in its notice of the Meeting ('Notice') pursuant to which the Company will seek its shareholders' approval;</p> <p>1.14 The terms of the waiver are clearly disclosed in the Notice to ASX's satisfaction;</p> <p>1.15 The maximum number of shares to be issued is capped at 192,000,000;</p> <p>1.16 The maximum number of options to be issue is capped at 192,000,000;</p> <p>1.17 Adequate details regarding the dilutionary effect of the Consideration Securities on the Company's capital structure is included in the Notice;</p> <p>1.18 If any of the agreed milestone is achieved, the achievement of that milestone is announced to the market and the basis on which AZL's directors determining that the milestone has been achieved, along with the number of Consideration Securities to be issued; and</p> <p>1.19 For any annual reporting period during which the Consideration Securities are issued or any of them that remain to be issued, the Company's annual report sets out in detail the number of Consideration Securities issued during the reporting period, the number that remain to be issued and the basis on which they may be issued.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>            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.            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 three (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 milestone is 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.</p> <p><b>Present Application</b>            Subject to shareholder approval, the Company is proposing to issue the Consideration Securities to Navajo Transitional Energy Company, LLC ('NTEC') as consideration for the services to be provided to the Company in connection with the development of its Big Sandy Lithium Project ('Agreement'). The Consideration Securities are intended to be issued upon the achievement of the agreed milestones no later than five (5) years from the date of shareholders' approval for the issue of the Consideration Securities. Shareholders will know the maximum dilution to the Company's capital structure at the time of voting on the Consideration Securities resolution at the Meeting. There is a sufficient degree of certainty such that shareholders are able to provide their informed consent to the proposed Consideration</p>

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Securities, which is longer than three (3) months after the date of the Meeting, is made for clear and compelling commercial reasons such that the milestones, as per the Agreement, may be practically achieved by NTEC and the Consideration Securities may be issued to NTEC outside of the usual time constraints.

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<b>Rule Number</b>	7.3.4
<b>Date</b>	12/09/2023
<b>ASX Code</b>	L1M
<b>Listed Company</b>	LIGHTNING MINERALS LTD
<b>Waiver Number</b>	WLC230172-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Lightning Minerals Limited (the 'Company'), in connection with the acquisition of a 100% interest in two lithium based projects in James Bay, Quebec, Canada, namely the Dalmas Project and the Hiver Project ('New Projects') from Lithium Rabbit Quebec Pty Ltd ('Vendor') ('Proposed Transaction'), a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company not to state in its notice of meeting ('Notice') for its annual general meeting ('Meeting') that up to 12,972,972 deferred consideration shares ('Deferred Consideration Shares') will be issued no later than 3 months from the date of the Meeting, on the following conditions:</p> <p>1.1 The milestones attaching to the Deferred Consideration Shares ('Milestones') must not be varied;</p> <p>1.2 The relevant terms and conditions of the Deferred Consideration Shares are fully and clearly set out in the Notice to ASX's satisfaction;</p> <p>1.3 Details regarding the dilutionary effect of the Deferred Consideration Shares on the Company's capital structure is included in the Notice to ASX's satisfaction;</p> <p>1.4 The terms of the waiver are clearly disclosed in the Notice to ASX's satisfaction;</p> <p>1.5 The maximum number of Deferred Consideration Shares to be issued is capped at 12,972,972;</p> <p>1.6 If any of the Milestones are achieved, the achievement of that Milestone and the basis on which L1M's directors determined that the Milestone has been achieved is announced to the market, along with the number of deferred consideration shares to be issued; and</p> <p>1.7 For any annual reporting period during which the Deferred Consideration Shares are issued or any of them remain to be issued, the Company's annual report sets out in detail the number of deferred consideration shares issued during the reporting period, the number that remain to be issued and the basis on which they may be issued.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> Subject to shareholder approval, the Company is proposing to issue Deferred Consideration Shares to the Vendor if relevant Milestones are achieved in the future that relate to the commercial success of assets being acquired by the Company. The Milestones are appropriate to the entity and the transaction in all the circumstances and are measured over an appropriate period of time having regard to the nature of the Milestones. Further, shareholders will know the maximum dilution at the time of voting on the resolution. There is a</p>

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sufficient degree of certainty so that shareholders are able to give their informed consent to the issue of the Deferred Consideration Shares.

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<b>Rule Number</b>	7.25
<b>Date</b>	11/09/2023
<b>ASX Code</b>	CE1
<b>Listed Company</b>	CALIMA ENERGY LIMITED
<b>Waiver Number</b>	WLC230168-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grant Calima Energy Limited (the 'Company') a waiver from Listing Rule 7.25 to the extent necessary to permit the Company to undertake a capital return which may have the effect of reducing the trading price of the Company's securities further below 20 cents each pursuant to an equal reduction of capital to be approved by the Company's security holders pursuant to section 256 of the Corporations Act.
<b>Basis For Decision</b>	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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<b>Rule Number</b>	7.25
<b>Date</b>	1/09/2023
<b>ASX Code</b>	SDG
<b>Listed Company</b>	SUNLAND GROUP LIMITED
<b>Waiver Number</b>	WLC230181-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Sunland Group Limited (the 'Company') a waiver from Listing Rule 7.25 to the extent necessary to permit the Company to undertake a capital return which may have the effect of reducing the trading price of the Company's securities further below 20 cents each pursuant to an equal reduction of capital to be approved by the Company's security holders pursuant to section 256 of the Corporations Act.
<b>Basis For Decision</b>	Underlying Policy Standard waiver in accordance with Guidance Note 17.

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<b>Rule Number</b>	7.40
<b>Date</b>	8/09/2023
<b>ASX Code</b>	NCM
<b>Listed Company</b>	NEWCREST MINING LIMITED
<b>Waiver Number</b>	WLC230174-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Newcrest Mining Limited (the 'Company') a waiver from Listing Rule 7.40 to the extent necessary to permit the timetable for the acquisition of all of the Company's issued capital by Newmont Corporation ('Newmont') by way of a court-approved scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (the 'Scheme'), not to follow the timetable set out in paragraph 10 of Appendix 7A, on the following conditions.</p> <p>1.1 The Company provides disclosure for release to the market in the Scheme Booklet and on the Scheme effective date, to ASX's satisfaction, regarding the consequences for investors trading in the Company's ordinary shares after the Scheme effective date.</p> <p>1.2 The Company undertakes to ASX that in the period from and including the Scheme effective date to the time the Company's shares cease trading on ASX, it will ensure that Newmont immediately provides the Company with a copy of each public filing Newmont makes with U.S. Securities and Exchange Commission and EDGAR for the purposes of the Company releasing the filing on the ASX Market Announcements Platform.</p> <p>1.3 The proposed timetable does not change without the advance approval of ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 7.40 prescribes that listed entities must follow mandatory timetables set out in Appendix 7A for various corporate actions. Compliance with timetables ensures that investors are able to determine their entitlements, option holders are provided with the basis of an informed decision to exercise their options, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p><b>Present Application</b> The Company proposes implementing a scheme of arrangement whereby all of its issued capital will be acquired by way of Court approved Scheme. The Scheme consideration will be scrip in the NYSE-listed acquirer, and the acquirer will take up an ASX Foreign Exempt Listing. The Company intends to pay a franked special dividend of up to \$US1.10 per share after the effective date of the Scheme but prior to the Scheme implementation date. The timing of the special dividend payment is an important part of the agreed Scheme structure.</p> <p>The timetable set out in paragraph 10 of Appendix 7A provides for a scheme record date to be two business days after the last day of trading in the target entity which ordinarily is also the scheme effective date. The Company's timetable will have longer than two business days between the Scheme effective date and the Scheme record date in order for the special dividend to be paid before the Scheme record date.</p> <p>Under the proposed timetable the Company's shares will be suspended two business days prior to the Scheme record date</p>

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consistent with paragraph 10 of Appendix 1A. ASX is satisfied that the proposed timetable can be operationally supported and that there will be an orderly, fair and transparent market post the Scheme effective date. The waiver is conditional on satisfactory disclosure to the market and the Company providing ASX with an undertaking that it will release the acquirer's US market filings on ASX from the effective date through to when the Company's shares cease trading on ASX.

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<b>Rule Number</b>	9.1(b)
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-022
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to the extent that the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 do not apply to the Company.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under Listing Rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b>  The Company is incorporated in Canada and has been listed on the TSX-V since 2015 and 'up-listed' to TSX from 2021. The Company has conducted the same business during the period of its listing on TSX and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX market. TSX also has an escrow regime in place. None of the Company's securities remain subject to TSX-imposed escrow. It is considered there has been a reasonable degree of liquidity in the Company's shares on the TSX market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues to related parties or promoters in circumstances which would ordinary attract restrictions, it is not necessary to apply escrow</p>

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<b>Rule Number</b>	9.1(c)
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-023
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to the extent that the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 do not apply to the Company.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under Listing Rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b>            The Company is incorporated in Canada and has been listed on the TSX-V since 2015 and 'up-listed' to TSX from 2021. The Company has conducted the same business during the period of its listing on TSX and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX market. TSX also has an escrow regime in place. None of the Company's securities remain subject to TSX-imposed escrow. It is considered there has been a reasonable degree of liquidity in the Company's shares on the TSX market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues to related parties or promoters in circumstances which would ordinary attract restrictions, it is not necessary to apply escrow</p>

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<b>Rule Number</b>	10.1
<b>Date</b>	13/09/2023
<b>ASX Code</b>	NAG
<b>Listed Company</b>	NAGAMBIE RESOURCES LIMITED
<b>Waiver Number</b>	WLC230173-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grant Nagambie Resources Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant security ('Security') over the assets of the Company in favour of P.P.T. Nominees Pty Ltd ('PPT'), a related party of the Company to secure the Company's obligations under the \$2,000,000 secured finance facility provided by PPT ('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, the Security and this waiver from Listing Rule 10.1; and</p> <p>1.1.2 a description of the reasons why the Company has chosen to obtain the financial accommodation from PPT, rather than a lender that is not a Listing Rule 10.1 party and the steps the board 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 Company's ordinary securities;</p> <p>1.2 the Security documents expressly provide that:</p> <p>1.2.1 the Security is limited to the funds due under the Facility;</p> <p>1.2.2 the 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 Security is enforced, the assets can only be disposed of to PPT or an associate of PPT if the disposal is first approved by the Company's security holders under Listing Rule 10.1; and</p> <p>1.2.4 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 PPT in accordance with their legal entitlements;</p> <p>1.3 any variation to the terms of the Facility or the Security which:</p> <p>1.3.1 advantages PPT in a material respect;</p> <p>1.3.2 disadvantages the Company 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 Security is included in the related party disclosures in the entity's audited annual accounts.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</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 from a value-shifting transaction with a person in a position of</p>

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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 Security in favour of PPT, subject to a number of conditions, including that the Security documents provide that in the event the Security is exercised, neither PPT 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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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.11
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-017
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the Company to issue or agree to issue securities to a related party without shareholder approval on the following conditions:</p> <p>1.1 The Company complies with the requirements imposed on the Company under TSX rules;</p> <p>1.2 Where the Company seeks shareholder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting;</p> <p>1.3 The Company (by no later than the lodgement of its full year accounts with ASX in each year), must give ASX, for release to the market, a statement that it remains subject to, and continues to comply with, the requirements of the TSX with respect to the new issue of securities; and</p> <p>1.4 if the Company becomes aware of any change to the application of the TSX rules with respect to the issue of securities to related parties, or that the Company is no longer in compliance with the requirements of TSX with respect to the issue of securities to related parties, it must immediately advise ASX.</p> <p>2. Without limiting ASX's right to vary or revoke its decision pursuant to Listing Rule 18.3, ASX reserves the right to revoke the waivers in paragraph 1 if:</p> <p>2.1 the Company fails to comply with any of the conditions in paragraph 1; or</p> <p>2.2 there are changes to the TSX listing rules in respect of the issue of securities to a related party without shareholder approval such that, in ASX's opinion, the regulation of the issue of securities to a related party without shareholder approval under those TSX listing rules ceases to be comparable to the regulation of the issue of new securities under the ASX Listing Rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act 2001 (Cth) (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12.</p> <p><b>Present Application</b></p> <p>The Company is a Canadian incorporated entity with its primary listing on the TSX. The majority of the Company's securities are expected to trade on the TSX as common shares. It is considered that most investors are familiar with the TSX rules. TSX rules make different provisions for regulating issues of securities to related parties but the rules are comparable in substance to the obligations under Listing Rule 10.11. The Company's securities are expected to be issued to related parties.</p>

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## Register of ASX Listing Rule Waivers

Rule 10.11. The Company satisfies the criteria for relief outlined in Guidance Note 4 - 'Foreign Entities' in relation to this particular obligation. It is proposed to grant a waiver from Listing Rule 10.11 to permit the Company not to seek shareholder approval under Listing Rule 10.11 when the TSX rules are complied with.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.11
<b>Date</b>	8/09/2023
<b>ASX Code</b>	QPM
<b>Listed Company</b>	QUEENSLAND PACIFIC METALS LIMITED
<b>Waiver Number</b>	WLC230179-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Queensland Pacific Metals Limited (the 'Company') a waiver from Listing Rule 10.11 to the extent necessary to permit the directors of the Company and their associates 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 under the Placement announced by the Company on 14 August 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 to which fall within the definition of a Listing Rule 10.11 party, it is considered that the director and their associates' 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>	10.14
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-018
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to allow directors (and their associates) to acquire securities under an incentive employee scheme without shareholder approval under that rule on condition that:</p> <p>1.1 The Company complies with the requirements imposed on the Company under TSX rules;</p> <p>1.2 Where the Company seeks shareholder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting;</p> <p>1.3 The Company (by no later than the lodgement of its full year accounts with ASX in each year), must give ASX, for release to the market, a statement that it remains subject to, and continues to comply with, the requirements of the TSX with respect to the new issue of securities; and</p> <p>1.4 If the Company becomes aware of any change to the application of the TSX rules with respect to the issue of securities to related parties, or that the Company is no longer in compliance with the requirements of TSX with respect to the issue of securities to related parties, it must immediately advise ASX.</p> <p>2. Without limiting ASX's right to vary or revoke its decision pursuant to Listing Rule 18.3, ASX reserves the right to revoke the waivers in paragraph 1 if:</p> <p>2.1 the Company fails to comply with any of the conditions in paragraph 1; or</p> <p>2.2 there are changes to the TSX listing rules in respect of acquisitions by directors (and their associates) of securities under an incentive employee scheme without shareholder approval such that, in ASX's opinion, the regulation of the acquisitions by directors (and their associates) of securities under an incentive employee scheme without shareholder approval under those TSX listing rules ceases to be comparable to the regulation of the issue of new securities under the ASX Listing Rules.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. 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 2001 (Cth) (and any related party provisions</p>

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# Register of ASX Listing Rule Waivers

applying to foreign entities (under relevant legislation).

## Present Application

The Company is a Canadian incorporated entity with its primary listing on the TSX. The majority of the Company's securities are expected to trade on the TSX as common shares. It is considered that most investors are familiar with the TSX rules. TSX rules make different provisions for regulating issues of securities to related parties but the rules are comparable in substance to the obligations under Listing Rule 10.14. The Company satisfies the criteria for relief outlined in Guidance Note 4 - 'Foreign Entities' in relation to this particular obligation. It is proposed to grant a waiver from Listing Rule 10.14 to permit the Company not to seek shareholder approval under Listing Rule 10.14 for the issue of securities to related parties under an employee incentive scheme provided that the TSX rules are complied with.

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.18
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-019
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 10.18 to the extent necessary to permit the Company upon a change of control to pay termination benefits to an existing Company employee pursuant to the terms of the Company's existing employment contracts.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that no officer will be entitled to termination benefits or any increase in them if a change occurs in the shareholding or control of the listed entity. This prevents the use of termination payments as a poison pill or golden parachute and supports the takeover regime in Corporations Act 2001 (Cth).</p> <p><b>Present Application</b> The Company is proposing to apply for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. A waiver is granted so that the Company's existing employment contracts with its officers can continue on their terms in accordance with the usual market custom and laws of its home jurisdiction. This is considered to be a permissible departure from the principle of the rule to allow the Company to honour its contractual obligations to its officers, which are in accordance with the law and market practice in its home jurisdiction, and which were entered into before the Company contemplated listing on ASX.</p>

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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	14.2.1
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-020
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of ches depository interests ('CDI') to vote against a resolution to elect a director or to appoint an auditor, on the following conditions.</p> <p>1.1 The Company complies with the relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor.</p> <p>1.2 The notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case.</p> <p>1.3 The Company releases details of the waiver to the market as pre-quotations disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p> <p>1.4 Without limiting ASX's right to vary or revoke its decision under listing rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 requires notices of meeting to include a proxy form which must provide for the security holder to vote for or against each resolution. This ensures that all security holders can express their views on every resolution put to a security holders' meeting</p> <p><b>Present Application</b> The Company was incorporated in Canada and is regulated by Canadian law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolution (election of directors, appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. It is proposed to grant a waiver on the usual conditions to permit the Company to comply with laws of its place of incorporation on these matters for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	15.7
<b>Date</b>	11/09/2023
<b>ASX Code</b>	NVO
<b>Listed Company</b>	NOVO RESOURCES CORP.
<b>Waiver Number</b>	WLC230176-021
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Novo Resources Corp. (the 'Company') a waiver from Listing Rule 15.7 to the extent necessary to permit the Company to provide announcements simultaneously to both ASX and TSX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not release information that is for release to the market to any person until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market. This ensures that all investors have equal access to the information.</p> <p><b>Present Application</b> The Company was incorporated in Canada, is regulated by Canadian law and is listed on the TSX. Different time zones cause trading periods to vary between ASX and TSX. The entity is required to release information to the market immediately on TSX under the exchange's rules. The waiver is granted to permit information for release to the market to be released simultaneously to TSX and ASX.</p>

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