



Register of ASX Listing Rule Waivers

16 to 31 December 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**

**For all product enquiries, please contact:
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Register of ASX Listing Rule Waivers

Rule Number	1.1 condition 12
Date	21/12/2023
ASX Code	BRE
Listed Company	BRAZILIAN RARE EARTHS LIMITED
Waiver Number	WLC230258-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Brazilian Rare Earths Limited (the 'Company') a waiver from Listing Rule 1.1 condition 12 to the extent necessary to have 10,095,400 performance options ('Performance Options') issued to directors, officers, employees, contractors and other staff members of the Company, with a nil exercise price on condition that the full terms and conditions of the Performance Options are clearly disclosed in the Company's initial public offering prospectus ('Prospectus').</p>
Basis For Decision	<p>Underlying Policy If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p>Present Application In the present case, the number of Performance Options will represent approximately 4.71% of the ordinary shares on issue on an undiluted basis before completion of its public offer. The Performance Options are fixed in number, are issued to various directors, officers, employees, contractors and staff members to remunerate and incentivise recipients, and will only convert on satisfactory performance of the relevant milestones.</p> <p>It is considered that the existence of Performance Options will not undermine the existence of the 20-cent rule in the circumstances. The waiver is granted on the condition that the full terms and conditions of the Performance Options are clearly disclosed in the Company's Prospectus.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.1 condition 12
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue up to 13,339,332 options convertible into common stock with an exercise price of less than \$0.20 ('Options') on the condition that the terms and conditions of the Options are clearly disclosed in the Company's initial public offering prospectus ('Prospectus').</p>
Basis For Decision	<p>Underlying Policy If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p>Present Application The Company is seeking admission to the Official List of ASX. At the time of admission, the Company will have 13,339,332 Options on issue with an exercise price of US\$0.11 (which is equivalent to less than 20 cents) each, expiring 29 May 2033. At the time of admission, the Options will comprise between 9.7% and 11.8% of the Company's issued share capital (on an undiluted basis). The Company is conducting an initial public offering in connection with its admission, in which offer, the issue price of its securities is A\$0.83. The Options are fixed in number, were issued to directors and employees of the Company under an employee incentive plan for the purpose of incentivising them and are subject to time-based vesting conditions. The proposed issue price of securities in the initial public offering significantly exceeds the minimum issue price of 20 cents in Listing Rule 2.1 condition 2. It is considered that the existence of the Options will not undermine the existence of the 20 cent rule in the circumstances. The waiver is granted on the condition that the terms and conditions of the Options are clearly disclosed in the Company's prospectus.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.8 condition 8(b)
Date	1/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p>Present Application Although the Progress 2022-2 Trust ('Trust') is not a special purpose trust created solely for the purpose of issuing the class of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired a pool of mortgage loan receivables originated by AMP Bank Limited (or another permitted originator), using funds raised by the Issuer by issuing multiple classes of debt securities (including the class of debt security being quoted). The Issuer's business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes under the transaction documents to keep the assets and liabilities of the Trust separate, not to mix or commingle the assets or property of the Trust with another trust or person, not to sell, mortgage, charge or part with possession of any assets of the Trust unless required by law or expressly permitted by the transaction documents, and not to incur any financial indebtedness in respect of the Trust other than as permitted or contemplated by the transaction documents.</p> <p>The securities of the Issuer being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by two reputable credit rating agencies, providing comfort that the debt securities are subject to very low credit risk and the agencies have assessed the Trust by reference to the "bankruptcy remote" or "insolvency remote" criteria applied by those rating agencies when considering securitisation structures. These rating agency criteria are concerned with seeking to ensure that securitised assets are completely independent from the originator of the securitisation transaction and isolated from the effects of the originator's insolvency.</p> <p>Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the Notes to be quoted, despite the Trust not being a special purpose trust created solely for the purpose of issuing the class of debt securities being quoted.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.8 condition 11
Date	1/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-002
Decision	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 1.8 condition 11 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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Register of ASX Listing Rule Waivers

Rule Number	1.13
Date	22/12/2023
ASX Code	LTM
Listed Company	ARCADIUM LITHIUM PLC
Waiver Number	WLC230260-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Arcadium Lithium plc (the 'Company') a waiver from Listing Rule 1.13 to the extent necessary that, at the time of listing, the Company will not satisfy the assets test, but upon implementation of the acquisition of all of the shares in Allkem Limited ('Allkem') in return for the issue of LTM securities by way of a scheme of arrangement between Allkem and Allkem shareholders (the 'Scheme') and through US Merger Sub (an indirect, wholly-owned subsidiary of LTM) the acquisition of all of the shares in Livent Corporation ('Livent') in return for the issue of LTM securities to Livent stockholders by way of a US merger (the 'US Merger'), it will satisfy the assets test. At all times prior to implementation of the Scheme and US Merger, both Allkem and Livent satisfy the assets threshold set out in that rule separately.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 1.13 requires an entity applying for admission to the official list of ASX as an ASX Foreign Exempt Listing that is not a qualifying NZ entity to satisfy the assets test as per that rule. The rules ensure that the financial position of an entity applying for admission to the official list, to be at a minimum level suitable for a listed entity. An entity must have a minimum level of net tangible assets or market capitalisation before it will be eligible for admission to the official list.</p> <p>Present Application The Company will be a new holding company admitted to the ASX official list and will be established in order to acquire all of the shares in Allkem in return for the issue of LTM securities by way of the Scheme and through US Merger Sub acquire all of the shares in Livent in return for the issue of LTM securities to Livent stockholders by way of the US Merger. The Scheme will be approved by Allkem shareholders and approved by a court of competent jurisdiction under the Corporations Act. Allkem and Livent will each individually satisfy the assets test at the time of admission, but the Company will not until such time as the US Merger is complete. The Company will continue to do so following completion of the Scheme and US Merger and the commencement of normal trading of the Company's CDIs on ASX. The waiver is granted on that basis that each of Allkem and Livent meet the assets test individually and that the Company will meet the net tangible asset and market capitalisation requirements set out in Listing Rule 1.13 following completion of the transaction. The waiver is required due to ASX timetable requirements which result in the Company being admitted to ASX before completion of the US Scheme.</p>

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Register of ASX Listing Rule Waivers

Rule Number	2.1 condition 3
Date	12/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-003
Decision	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 2.1 condition 3 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement agreements that exist in relation to the notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

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Register of ASX Listing Rule Waivers

Rule Number	2.7
Date	22/12/2023
ASX Code	LTM
Listed Company	ARCADIUM LITHIUM PLC
Waiver Number	WLC230260-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Arcadium Lithium plc (the 'Company') a waiver from Listing Rule 2.7 to the extent necessary to permit the Company not to apply for quotation of ordinary fully paid shares to be settled in the form of CHESSE Depository Interests ('CDIs') which are issued as a result of holders of the Company's shares converting their shares to CDIs on or before the CDI issue date, on the following conditions:</p> <p>1.1 An application for quotation of newly issued CDIs issued into the Australian market is made on a monthly basis.</p> <p>1.2 An update of net changes in the number of CDIs that are quoted on ASX is provided to the market on a monthly basis and the Company completes an Appendix 4A and gives it to ASX within 5 business days of the end of each month.</p>
Basis For Decision	<p>Underlying Policy When quotation is sought for securities, Listing Rule 2.7 requires entities to lodge an Appendix 2A, so ASX receives the required warranties and indemnities associated with quoting additional securities. This increases transparency and certainty as to the number of securities available to be traded on market, and helps to maintain the integrity of ASX's market.</p> <p>Present Application The Company intends to seek admission to the official list of ASX as a foreign exempt entity, and have its securities quoted on NYSE. Its securities must trade and settle on ASX in the form of CDIs. The total number of shares on issue will not correlate to the total number of securities immediately tradeable on ASX's market. It is anticipated conversions will be made on a daily basis between the NYSE and ASX. It is considered appropriate to grant the waiver on the condition the Company provides to ASX on a monthly basis an Appendix 2A for quotation of new CDIs (pursuant to conversions/transfers from NYSE) including an Appendix 4C as per Listing Rule 4.11.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.10.3
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-002
Decision	1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 6.10.3 to the extent necessary to permit the Company to set the "specified time" to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant Delaware legislation.
Basis For Decision	<p>Underlying Policy 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>Present Application The Company is formed under Delaware 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

Rule Number	6.16
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-003
Decision	<p>1. Based solely on the information provided ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 6.16 to have on issue:</p> <p>1.1 13,339,332 options exercisable into common stock with varying exercise prices and expiry dates issued under the Company's employee incentive plan (such plan, the 'Incentive Plan' and such options, the 'Options'); and</p> <p>1.2 11,236,269 warrants convertible into common stock with varying exercise prices and expiry dates, which, in each case, do not specifically comply with Listing Rule 6.16 on the following conditions:</p> <p>1.3 the terms of the Incentive Plan, Options and Warrants are released to the market as pre-quotation disclosure;</p> <p>1.4 the Company undertakes to obtain ASX approval for the implementation of any future option plan; and</p> <p>1.5 the Company undertakes not to issue any further securities that do not comply with Chapter 6 of the Listing Rules.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22, and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p>Present Application The Company is incorporated in and regulated by the law of Delaware, United States of America. The Warrants and Options were issued and the Incentive Plan was implemented in compliance with the relevant requirements of Delaware and US law prior to the Company contemplating listing on ASX. The waiver is limited to securities which have already been issued.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.19
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-004
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 6.19 to have on issue:</p> <p>1.1 13,339,332 options exercisable into common stock with varying exercise prices and expiry dates issued under the Company's employee incentive plan (such plan, the 'Incentive Plan' and such options, the 'Options'); and</p> <p>1.2 11,236,269 warrants convertible into common stock with varying exercise prices and expiry dates, which, in each case, do not specifically comply with Listing Rule 6.16 on the following conditions:</p> <p>1.3 the terms of the Incentive Plan, Options and Warrants are released to the market as pre-quotation disclosure;</p> <p>1.4 the Company undertakes to obtain ASX approval for the implementation of any future option plan; and</p> <p>1.5 the Company undertakes not to issue any further securities that do not comply with Chapter 6 of the Listing Rules.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application The Company is incorporated in and regulated by the law of Delaware, United States of America. The Warrants and Options were issued and the Incentive Plan was implemented in compliance with the relevant requirements of Delaware and US law prior to the Company contemplating listing on ASX. The waiver is limited to securities which have already been issued.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.21
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-005
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 6.21 to have on issue:</p> <p>1.1 13,339,332 options exercisable into common stock with varying exercise prices and expiry dates issued under the Company's employee incentive plan (such plan, the 'Incentive Plan' and such options, the 'Options'); and</p> <p>1.2 11,236,269 warrants convertible into common stock with varying exercise prices and expiry dates, which, in each case, do not specifically comply with Listing Rule 6.16 on the following conditions:</p> <p>1.3 the terms of the Incentive Plan, Options and Warrants are released to the market as pre-quotation disclosure;</p> <p>1.4 the Company undertakes to obtain ASX approval for the implementation of any future option plan; and</p> <p>1.5 the Company undertakes not to issue any further securities that do not comply with Chapter 6 of the Listing Rules.</p>
Basis For Decision	<p>Underlying Policy</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 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>Present Application</p> <p>The Company is incorporated in and regulated by the law of Delaware, United States of America. The Warrants and Options were issued and the Incentive Plan was implemented in compliance with the relevant requirements of Delaware and US law prior to the Company contemplating listing on ASX. The waiver is limited to securities which have already been issued.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.22
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-006
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 6.22 to have on issue:</p> <p>1.1 13,339,332 options exercisable into common stock with varying exercise prices and expiry dates issued under the Company's employee incentive plan (such plan, the 'Incentive Plan' and such options, the 'Options'); and</p> <p>1.2 11,236,269 warrants convertible into common stock with varying exercise prices and expiry dates, which, in each case, do not specifically comply with Listing Rule 6.16 on the following conditions:</p> <p>1.3 the terms of the Incentive Plan, Options and Warrants are released to the market as pre-quotation disclosure;</p> <p>1.4 the Company undertakes to obtain ASX approval for the implementation of any future option plan; and</p> <p>1.5 the Company undertakes not to issue any further securities that do not comply with Chapter 6 of the Listing Rules.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 6.22 provides that options which confer the right to change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with a formula in the Listing Rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty to rights of holders of issued securities and holders of options as to the terms of the options or how the terms may be varied.</p> <p>Present Application The Company is incorporated in and regulated by the law of Delaware, United States of America. The Warrants and Options were issued and the Incentive Plan was implemented in compliance with the relevant requirements of Delaware and US law prior to the Company contemplating listing on ASX. The waiver is limited to securities which have already been issued.</p>

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Register of ASX Listing Rule Waivers

Rule Number	6.23.2
Date	27/12/2023
ASX Code	BLY
Listed Company	BOART LONGYEAR GROUP LTD
Waiver Number	WLC230265-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Boart Longyear Group Limited (the 'Company') a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel 32,882,351 warrants without approval of holders of ordinary securities, in connection with the proposed acquisition of the Company by an affiliate of American Industrial Partners Capital Fund VIII, L.P. by way of a plan of arrangement in accordance with the Business Corporations Act (Ontario) ('Plan of Arrangement'), on the following conditions:</p> <p>1.1 full details of the cancellation of the warrants, and the consideration payable for their cancellation, are set out to ASX's satisfaction in the information circular for the Plan of Arrangement; and</p> <p>1.2 the Plan of Arrangement is approved by shareholders of the Company and the Ontario Superior Court of Justice, and the Plan of Arrangement becomes unconditional.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 6.23.2 prohibits a company from cancelling its options for consideration without shareholder approval. The policy objective behind this rule is to prevent option holders from extracting a benefit from a company which is not also available to ordinary shareholders, as this is seen to be detrimental to the shareholders' interest by way of an erosion of their (company) funds.</p> <p>Present Application The Company's issued warrants are proposed to be cancelled for consideration in connection with a plan of arrangement to be undertaken under Canadian law. It is proposed to grant a waiver of Listing Rule 6.23.2 on the basis the plan of arrangement will be approved by shareholders and a court of competent jurisdiction, and documentation to be provided to shareholders will set out the proposed treatment of the cancellation of securities.</p>

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Rule Number	7.3.4
Date	20/12/2023
ASX Code	4DX
Listed Company	4DMEDICAL LIMITED
Waiver Number	WLC230262-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 4DMedical Limited (the 'Company'), a waiver from Listing Rule 7.3.4 in relation to its acquisition of Imbio, Inc. ('Imbio') (the 'Transaction'), to the extent necessary to permit the Company to, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 80,533,453 milestone shares upon the achievement of certain revenue-based milestones and other milestones related to FDA clearance of Imbio products ('Milestone Shares'), not to state that the Milestone Shares will be issued within three months from the date of the extraordinary general meeting ('EGM') subject to the following conditions:</p> <p>1.1 The milestones attaching to the Milestone Shares must not be varied and no Milestone Shares may be issued later than 11 March 2026;</p> <p>1.2 The relevant terms and conditions of the Milestone Shares are clearly set out in the Company's Notice of EGM to ASX's satisfaction;</p> <p>1.3 The terms of this waiver are clearly disclosed in the Company's Notice of EGM to ASX's satisfaction;</p> <p>1.4 Adequate details regarding the dilutionary effect of the Milestone Shares on the Company's capital structure is included in the Notice to ASX's satisfaction;</p> <p>1.5 For any annual reporting period during which the Milestone Shares are issued or any of them that remain to be issued, the Company's annual report sets out in detail the number of Milestone Shares issued during the reporting period, the number that remain to be issued and the basis on which they may be issued.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval.</p> <p>Where a listed entity has entered into a commercial transaction which calls for the issue of securities as consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.</p>

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Present Application

Subject to shareholder approval, the Company is proposing to issue the Milestone Shares as consideration for the acquisition of Imbio. The Milestone Shares are intended to be issued upon the achievement of the agreed milestones and by specific dates which will be more than three months after the date of the shareholder approval obtained for the issue of these Milestone Shares. The reasons for the deferred issue accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will know the maximum dilution to the Company's capital structure at the time of voting on the resolution of Milestone Shares at the Company's EGM. There is a sufficient degree of certainty such that shareholders are able to provide their informed consent to the proposed Milestone Shares to be issued by the Company. The extension of time requested by the Company is appropriate in the circumstances.

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Rule Number	7.3.4
Date	22/12/2023
ASX Code	PFE
Listed Company	PANTERA MINERALS LIMITED
Waiver Number	WLC230264-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Pantera Minerals Limited (the 'Company'), in connection with the acquisition of 65% of Daytona Lithium Pty Ltd ('Daytona'), from Daytona's shareholders ('Vendors') ('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') that up to 22,405,600 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 and no Deferred Consideration Shares can be issued later than 1 March 2026;</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 22,405,600;</p> <p>1.6 If any of the Milestones are achieved, the achievement of that Milestone and the basis on which the Company's directors determined that the Milestone has been achieved is announced to the market, along with the number of deferred consideration shares 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>
Basis For Decision	<p>Underlying Policy 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>Present Application Subject to shareholder approval, the Company is proposing to issue Deferred Consideration Shares as part consideration for the acquisition of 65% of the issued capital of Daytona Lithium Pty Ltd. The Deferred Consideration Shares are intended to be issued upon the achievement of project specific acreage targets and mineral resource estimates. The reasons for the issue of Deferred Consideration Shares accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will know the maximum</p>

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dilution to the Company's capital structure at the time of voting on the resolution to approve the issue of the Deferred Consideration Shares at the Company's EGM, and are able to provide their informed consent to the proposed issue of Deferred Consideration Shares. The Deferred Consideration Shares must be issued by no later than 1 March 2026 which is an appropriate extension of time to issue in the circumstances.

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Rule Number	7.3.9
Date	19/12/2023
ASX Code	FG1
Listed Company	FLYNN GOLD LIMITED
Waiver Number	WLC230261-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Flynn Gold Limited (the 'Company'):</p> <p>1.1 a waiver from Listing Rule 7.3.9 to the extent necessary to permit the resolution in the Company's notice of meeting to approve the issue of up to 10,000,000 shares at an issue price of \$0.06 per share under a share purchase plan ('SPP') to not include a voting exclusion statement that excludes votes in favour of the resolution by any person who may participate in the SPP or any associate of such a person, on the following conditions:</p> <p>1.1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive shares under any SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Standard Decision refer to Guidance Note 17.</p>

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Rule Number	7.24A
Date	21/12/2023
ASX Code	S3N
Listed Company	SENSORE LTD.
Waiver Number	WLC230263-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants SensOre Ltd (the 'Company') a waiver from Listing Rule 7.24A to the extent necessary to permit the Company to undertake a capital return in the form of an in specie distribution of shares in Tully Investors Limited ('Tully') (including to holders of restricted securities in the Company) to occur prior to the expiry of the relevant escrow period (being 11 February 2024), subject to the following condition:</p> <p>1.1 The Company ensures that steps are taken to apply an equivalent escrow to Tully shares received by holders of restricted securities in the Company for the balance of the escrow period applying to the holders' restricted securities in the Company.</p>
Basis For Decision	<p>Underlying Policy Restricted securities may not participate in a return of capital, whether in cash or in specie. A selective return of capital under which only restricted security holders receive cash is obviously objectionable. Even if the return of capital were to be an equal return of capital in which all shareholders share equally, there are concerns that restricted security holders should not participate. Funds could be raised under a disclosure document from the public, and then returned to all shareholders, thus delivering a windfall to restricted security holders. These concerns do not apply to dividends, which must be paid out of profits.</p> <p>Present Application The waiver sought, facilitates the Company undertaking the capital return by an in specie distribution of shares in Tully, the holder of all of the Company's intellectual property and technology assets to occur in January 2024, less than a month prior to the expiry of the relevant escrow on 11 February 2024. The in specie distribution of shares in Tully will benefit all shareholders equally and will be subject to the approval of shareholders in general meeting. The purpose of ASX applying escrow for a period of two years in the case of promoters and related parties of a new listing are to enable the market a reasonable period to value an asset or assets of an entity and for that to be reflected in the market price of the entity's securities. By the time of the Proposed Demerger, the market will have been given a reasonable opportunity to value the Company and its assets and the 2 year escrow period will be close to its expiry. A condition of the waiver is a requirement that escrowed holders be subject to an equivalent escrow of their Tully shares for the remaining period to 11 February 2024.</p>

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Rule Number	8.2
Date	1/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-004
Decision	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary such that the Issuer need not provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1, condition 3 operates.
Basis For Decision	<p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.10
Date	1/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-005
Decision	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is eight calendar days before an interest payment date or the maturity date of the notes, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the notes to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in Listing Rule 8.10. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of eight calendar days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

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Register of ASX Listing Rule Waivers

Rule Number	8.21
Date	1/12/2023
ASX Code	POF
Listed Company	PROGRESS 2022-2 TRUST
Waiver Number	WLC230257-006
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Trustee Company Limited in its capacity as trustee of the Progress 2022-2 Trust ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 In respect of transactions settled outside CHESSE, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 In respect of transactions settled in Austraclear, send confirmation of a change of address to a security holder at their address.</p>
Basis For Decision	<p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p>

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Rule Number	14.2.1
Date	19/12/2023
ASX Code	ENL
Listed Company	ENLITIC INC.
Waiver Number	WLC230259-007
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Enlitic, Inc. (the 'Company') a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of chess depository interests ('CDI') an option to vote against a resolution to elect a director, on the following conditions.</p> <p>1.1 The Company complies with the relevant Delaware laws as to the content of proxy forms applicable to resolutions for the election of directors.</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 Delaware laws prevent the Company from permitting shareholders to vote against a resolution to elect a director.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application The Company was incorporated in Delaware and is regulated by United States federal and Delaware 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 election of directors. Delaware has an alternative legislative scheme for security holders to contest the reappointment of directors. A waiver is granted on usual conditions to permit the Company to comply with laws of its place of incorporation on these matters for so long as the relevant Delaware and US laws prevent the Company from permitting shareholders to vote against a resolution to elect a director.</p>

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