

16 to 31 March 2024

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: - Customer Service Centre on 131 279

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| Rule Number        | 1.8 condition 8(b)   |
|--------------------|--|
| Date               | 25/03/2024   |
| ASX Code           | PEP  |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39   |
| Waiver Number      | WLC240025-001  |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('Issuer') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Issuer 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.  |
| Basis For Decision | Underlying Policy<br>Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose<br>trust constituted solely for the purpose of issuing the class or classes<br>of debt securities to be quoted on ASX. This is an investor protection<br>mechanism which reduces the number of potential claimants on the<br>assets of the trust, primarily preserving them for the benefit of holders<br>of the quoted debt securities.   |
|                    | Present Application<br>Although the Issuer is not a special purpose trust created solely for<br>the purpose of issuing the class of debt securities for which quotation<br>is sought, it is a special purpose trust constituted for the purpose of<br>conducting a securitisation transaction using funds raised by the<br>Issuer by issuing multiple classes of debt securities (including the<br>class of debt security being quoted). The Issuer's business is limited<br>by the trust deed and related documentation for the securitisation<br>transaction. The Issuer undertakes under the transaction documents<br>not to commingle the collateral of the trust with any of its other assets<br>or the assets of any other person, and not to create any<br>encumbrances over the collateral (other than as contemplated by the<br>transaction documents).<br>The securities of the Issuer being quoted are wholesale debt<br>securities and their terms of issue and ranking relative to other<br>classes of securities of the Issuer (including classes not being quoted)<br>were disclosed in the Offering Circular. The debt securities have been<br>assigned high "investment grade" ratings by two reputable credit<br>rating agencies, providing comfort that the debt securities are subject<br>to very low credit risk and the agencies have assessed the Issuer by<br>reference to the "bankruptcy remote" or "insolvency remote" criteria<br>applied by those rating agency criteria are concerned with seeking to<br>ensure that securitised assets are completely independent from the<br>originator of the securitisation transaction and isolated from the<br>effects of the originator's insolvency.<br>Given these factors, ASX considers that there are sufficient<br>safeguards in place for the holders of the notes, despite the Issuer not<br>being a special purpose trust created solely for the purpose of issuing<br>the class or classes of debt securities being quoted. |

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| Rule Number        | 1.8 condition 11   |
| Date               | 25/03/2024   |
| ASX Code           | PEP  |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39   |
| Waiver Number      | WLC240025-002  |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('Issuer') a waiver from listing rule 1.8 condition 11 to the extent necessary that the Issuer's securities need not satisfy CHESS 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 | Underlying Policy<br>An entity's securities of which are to be quoted must ensure that the<br>requirements of a clearing and settlement (CS) facility relating to an<br>entity's securities are satisfied, except if the entity is incorporated in a<br>jurisdiction where the entity's securities cannot be approved under the<br>operating rules of a CS facility. This supports orderly settlement of<br>securities quoted on the ASX market. |
|                    | Present Application<br>The securities of the Issuer being quoted are wholesale debt<br>securities. The securities of the Issuer are to be settled outside of<br>CHESS via Austraclear. It is considered appropriate to grant a waiver<br>on the condition that ASX is satisfied with the settlement<br>arrangements that exist in relation to the debt securities to be quoted<br>on ASX.  |

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| Rule Number        | 2.1 condition 3  |
| Date               | 25/03/2024   |
| ASX Code           | PEP  |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39   |
| Waiver Number      | WLC240025-003  |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('Issuer') a waiver from listing rule 2.1 condition 3 to the extent necessary that the Issuer's securities need not satisfy CHESS requirements on condition that ASX is satisfied with the settlement agreements that exist in relation to the notes quoted on ASX.   |
| Basis For Decision | Underlying Policy<br>An entity the securities of which are to be quoted must ensure that the<br>requirements of a clearing and settlement (CS) facility relating to an<br>entity's securities are satisfied, except if the entity is incorporated in a<br>jurisdiction where the entity's securities cannot be approved under the<br>operating rules of a CS facility. This supports orderly settlement of<br>securities quoted on the ASX market. |
|                    | Present Application<br>The securities of the Issuer being quoted are wholesale debt<br>securities. The securities of the Issuer are to be settled outside of<br>CHESS via Austraclear. It is considered appropriate to grant a waiver<br>on the condition that ASX is satisfied with the settlement<br>arrangements that exist in relation to the debt securities to be quoted<br>on ASX.  |

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| AUSTRALIAN SECURITIES EXCHANGE |  |
|--------------------------------|--|
| Rule Number                    | 7.1  |
| Date                           | 27/03/2024   |
| ASX Code                       | LKE  |
| Listed Company                 | LAKE RESOURCES N.L.  |
| Waiver Number                  | WLC240029-001  |
| Decision                       | <ol> <li>Based solely on the information provided, ASX Limited ('ASX') grants Lake Resources N.L. (the 'Company') a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue shares under a share purchase plan ('SPP') which complies with Australian Securities and Investments Commission Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ('ASIC Instrument 19/547'), without shareholder approval, on the following conditions:</li> <li>1.1 the issue price of the shares offered under the SPP will be no less than \$0.07, being the issue price of shares issued under the placement ('Placement') announced by the Company on 12 March 2024; and</li> <li>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.</li> </ol>  |
| Basis For Decision             | Underlying Policy<br>Listing Rule 7.1 protects a listed entity's security holders against<br>dilution of their voting and economic interests in the listed entity by<br>imposing a limit on the number of equity securities that may be issued<br>by the entity without prior security holder approval. The actual number<br>of equity securities that a listed entity may issue without prior ordinary<br>security holder approval is calculated by reference to a formula in<br>Listing Rule 7.1, and is approximately, 15% of the number of fully paid<br>ordinary securities (the formula is more complex than this description<br>indicates, and is set out in full in Listing Rule 7.1.) A number of<br>exceptions from the requirement to limit the number of equity<br>securities that may be issued without prior ordinary security holder<br>approval are permitted under Listing Rule 7.2, including where<br>securities are issued under a securities purchase plan (as per<br>Exception 5).   |
|                                | Present Application<br>ASIC Instrument 19/547 contemplates the issue of not more than<br>\$30,000 worth of securities to each ordinary security holder under a<br>security purchase plan without a prospectus. Exception 5 of Listing<br>Rule 7.2 exempts these plans from the requirement for prior ordinary<br>security holder approval because it is a type of issue that offers<br>participation to existing security holders in a way that, while not pro<br>rata, is made on equal terms and is considered to be fair to them. The<br>exception requires that the issue price be no lower than 80% of the 5<br>day volume weighted average market price prior to the date of issue<br>of the securities or the announcement of the plan, and that the total<br>number of securities issued be no greater than 30% of the number of<br>ordinary fully paid shares on issue.<br>On 12 March 2024, the Company announced that it would be<br>conducting an SPP at the \$0.07 issue price. The terms of the SPP in<br>this case are such that the price of securities under the SPP will be<br>the same price as securities issued under the Placement, which is at<br>a discount of approximately 42.3% of the VWAP over the last 5 days<br>on which trades were recorded before the day on which the SPP (and<br>the Placement) were announced (as opposed to the maximum<br>discount of 20% allowable under Exception 5 of Listing Rule 7.2). In<br>the interests of fairness, unrelated security holders are to be offered |

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

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|--------------------|---|
| Rule Number        | 7.3.9   |
| Date               | 28/03/2024  |
| ASX Code           | AEE   |
| Listed Company     | AURA ENERGY LIMITED   |
| Waiver Number      | WLC240030-001   |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Aura Energy Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit a resolution in its notice of meeting approving the issue of shares and attaching options to eligible shareholders under the Company's proposed SPP not to include a voting exclusion statement that excludes votes of persons who may participate in the SPP or any associate of such a person, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of a resolution by any proposed underwriter or sub-underwriter of the SPP.   |
| Basis For Decision | Underlying Policy<br>Listing Rule 7.3.9 requires a resolution for the purposes of Listing<br>Rule 7.1 to have a voting exclusion statement excluding votes of<br>security holders who may participate in the issue, as they may receive<br>a benefit from the passing of the resolution that will not accrue to<br>security holders that do not participate in the issue. The policy of<br>excluding the votes of security holders who may participate in the<br>issue is not applicable where the nature of the issue is such that all<br>eligible security holders may participate on an equal basis. In such<br>cases the exclusion of security holders entitled to participate would<br>mean that no votes could be counted. With such issues there is also<br>limited scope for an individual holder to gain a disproportionate<br>advantage from the passing of the resolution.                       |
|                    | Present Application<br>On the basis of its structure (which involves the offer of free-attaching<br>options), the SPP offer does not fall within the parameters set by the<br>ASIC Corporations Instrument 2019/547. Accordingly, the SPP does<br>not meet the criteria of Exception 5 of Listing Rule 7.2. The Company<br>is proposing to seek, at a general meeting, shareholder approval for<br>the purposes of Listing Rule 7.1 for the issue of the shares and free-<br>attaching options proposed to be issued pursuant to the SPP. As the<br>issue of shares and options being undertaken is one in which all<br>shareholders may participate on an equal basis, there is no need to<br>exclude the votes of shareholders entitled to participate in the offer.<br>Absent a waiver it is conceivable that no shareholder would be able to<br>vote on the resolution for the issue of SPP securities. |

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| i                  | 1   |
|--------------------|---|
| Rule Number        | 7.3.9   |
| Date               | 18/03/2024  |
| ASX Code           | W2V   |
| Listed Company     | WAY 2 VAT LTD.  |
| Waiver Number      | WLC240024-001   |
| Decision           | 1. Based solely on the information provided in connection with the proposed security purchase plan ('SPP') after the scheduled general meeting on 10 April 2024, ASX Limited ('ASX') grants Way2Vat Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit a resolution in its notice of meeting approving the issue of shares and attaching options to eligible shareholders under the Company's proposed SPP to not include a voting exclusion statement that excludes votes of persons who may participate in the SPP or any associate of such a person, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of a resolution by any proposed underwriter or sub-underwriter of the SPP.   |
| Basis For Decision | Underlying Policy<br>Listing Rule 7.3.9 requires a resolution for the purposes of Listing<br>Rule 7.1 to have a voting exclusion statement excluding votes of<br>security holders who may participate in the issue, as they may receive<br>a benefit from the passing of the resolution that will not accrue to<br>security holders that do not participate in the issue. The policy of<br>excluding the votes of security holders who may participate in the<br>issue is not applicable where the nature of the issue is such that all<br>eligible security holders may participate on an equal basis. In such<br>cases the exclusion of security holders entitled to participate would<br>mean that no votes could be counted. With such issues there is also<br>limited scope for an individual holder to gain a disproportionate<br>advantage from the passing of the resolution.                       |
|                    | Present Application<br>On the basis of its structure (which involves the offer of free-attaching<br>options), the SPP offer does not fall within the parameters set by the<br>ASIC Corporations Instrument 2019/547. Accordingly, the SPP does<br>not meet the criteria of Exception 5 of Listing Rule 7.2. The Company<br>is proposing to seek, at a general meeting, shareholder approval for<br>the purposes of Listing Rule 7.1 for the issue of the shares and free-<br>attaching options proposed to be issued pursuant to the SPP. As the<br>issue of shares and options being undertaken is one in which all<br>shareholders may participate on an equal basis, there is no need to<br>exclude the votes of shareholders entitled to participate in the offer.<br>Absent a waiver it is conceivable that no shareholder would be able to<br>vote on the resolution for the issue of SPP securities. |

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| Rule Number        | 8.2  |
|--------------------|--|
| Date               | 25/03/2024   |
| ASX Code           | PEP  |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39   |
| Waiver Number      | WLC240025-004  |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('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 | Underlying Policy<br>An entity is to provide an issuer sponsored subregister for securities<br>except where listing rule 8.2.1 allows for a certificated subregister. An<br>entity in a jurisdiction where securities cannot be approved under the<br>operating rules of a clearing and settlement (CS) facility must provide<br>an issuer sponsored subregister for CDIs. These arrangements<br>support orderly settlement of securities quoted on the ASX market.<br>Present Application<br>This is a companion waiver to the waiver from listing rule 1.8 condition<br>11 and listing rule 2.1 condition 3 granted to the Issuer. |

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| Rule Number        | 8.10   |
| Date               | 25/03/2024   |
| ASX Code           | PEP  |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39   |
| Waiver Number      | WLC240025-005  |
| Decision           | 1. Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('Issuer') a waiver from listing rule 8.10 to allow the Issuer to refuse to register transfers of notes from the date which is 3 business 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 | Underlying Policy<br>An entity must not interfere with registration of a transfer document<br>relating to quoted securities, subject to a number of exceptions set out<br>in that rule. This supports the principle that quoted securities should<br>be freely transferable. The rule also inhibits the ability of an issuer to<br>cause disruption to the settlement cycle.   |
|                    | Present Application<br>The securities of the Issuer being quoted are wholesale debt<br>securities. The securities of the Issuer are to be settled outside of<br>CHESS via Austraclear. The Issuer is required to close the register of<br>a series of debt securities from the close of 3 business days prior to<br>an interest payment date or the maturity date. This enables the<br>register to be up to date on an interest payment date or maturity date<br>for that series of debt securities. The waiver is granted as this is a<br>common arrangement for these types of securities. |

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# ASX

## **Register of ASX Listing Rule Waivers**

| Rule Number        | 8.21  |
|--------------------|---|
| Rule Nulliber      | 0.21  |
| Date               | 25/03/2024  |
| ASX Code           | PEP   |
| Listed Company     | PEPPER RESIDENTIAL SECURITIES TRUST NO. 39  |
| Waiver Number      | WLC240025-006   |
| Decision           | <ol> <li>Based solely on the information provided, ASX Limited ('ASX') grants Pepper Residential Securities Trust No. 39 ('Issuer') a waiver from listing rule 8.21 to the extent necessary to permit the Issuer to not do the following:</li> <li>1.1 in respect of transactions settled outside CHESS, mark transfer forms as required by Appendix 8A; or</li> <li>1.2 in respect of transactions settled in Austraclear, send confirmation of a change of address to a security holder at their address.</li> </ol>              |
| Basis For Decision | Underlying Policy<br>An entity must comply with Appendix 8A which outlines the time limits<br>for CHESS requirements in order to maintain an orderly market and<br>support the ASX Settlement Operating Rules. This supports the<br>integrity of the ASX market.<br>Present Application<br>The securities of the Issuer being quoted are wholesale debt<br>securities. The likely holders of the debt securities are institutional<br>investors. The waiver is granted to the extent that transactions are<br>settled outside CHESS |

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|--------------------|---|
| Rule Number        | 9.1(b)  |
| Date               | 20/03/2024  |
| ASX Code           | DCX   |
| Listed Company     | DISCOVEX RESOURCES LIMITED  |
| Waiver Number      | WLC240027-001   |
| Decision           | <ol> <li>Based solely on the information provided, ASX Limited ('ASX') grants DiscovEx Resources Limited (the 'Company') a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares to be issued to the existing shareholders of Latitude 66 Cobalt Limited ('Lat66'), as follows:</li> <li>1.1 The shares issued to the shareholders of Lat66 who subscribed with cash for their shares in Lat66 are treated as being held by a related party, promoter or unrelated party seed capitalists of the Company or Lat66, as appropriate to each holder.</li> <li>1.3 Cash formula relief is applicable to those shares that are issued to persons who subscribed for their Lat66 shares for cash consideration. For the purposes of determining the length of the escrow period for shares insued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made.</li> <li>1.4 For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the reinstatement of trading in the Company's securities.</li> <li>2. Resolution 1 is conditional upon the following conditions:</li> <li>2.1 The Company acquiring at least 90% of the issued shares of Lat66 is</li> <li>2.2 The Company lodging a compulsory acquisition notices to all persons as required under section 661B of the Corporations Act.</li> </ol> |
| Basis For Decision | Underlying Policy<br>Securities issued in certain circumstances, including in consideration<br>for the acquisition of classified assets from related or unrelated<br>vendors prior to an initial public offering or a re-compliance listing, are<br>classified as restricted securities and are to be held in escrow for a<br>certain period. Under listing rule 9.1(b) an entity that issues securities<br>classified as restricted securities must apply the restrictions required<br>by Appendix 9B of the listing rules. Under listing rules 9.1 the entity<br>and the person who holds the restricted securities (and, where<br>appropriate, the persons who control the holder) must enter into a<br>restriction agreement in the form of Appendix 9A of the listing rules.<br>Under listing rule 9.1(c), an entity that issues securities classified as<br>restricted securities to seed capitalists and unrelated vendors must<br>apply the restrictions required by a restriction notices as required by<br>Appendix 9C.<br>Unless ASX decides otherwise, restrictions generally do not apply to<br>securities under listing rule 9.2 issued by:<br>1.1 an entity admitted under the profit test;<br>1.2 an entity that has a track record of profitability or revenue that is<br>acceptable to ASX; or<br>1.3 an entity that, in ASX's opinion has a substantial proportion of its<br>assets as tangible assets or assets with a readily ascertainable value.   |

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| Present Application<br>The Company is acquiring a relevant interest of at least 90% of Lat66<br>shares via an offer-market takeover bid and upon acquiring the 90%<br>interest will issue compulsory acquisition notices for the remainder of<br>the shares in Lat66. The securities of the Company issued to the<br>Lat66 shareholders are subject to escrow restrictions in chapter 9 and<br>Appendix 9B of the Listing Rules. The Lat66 shareholders who<br>receive shares in the Company as consideration for the acquisition of<br>their Lat66 shares are technically vendors of a classified asset for the<br>purposes of their classification under Appendix 9B.<br>ASX will apply escrow restrictions on a 'look through' basis where<br>there is a scrip-for-scrip acquisition of an unlisted entity that holds<br>classified assets by a listed or to-be listed entity does not return capital,<br>distribute any assets or make any unusual distributions to its<br>shareholders before the acquisition becomes effective. A waiver is<br>granted under listing rule 9.1(b) to permit the Lat66 shareholders to<br>be treated as seed capitalists of the Company and escrow restrictions<br>to be applied on a 'look through' basis in relation to the consideration<br>shares to be issued as part of the proposed transaction. Cash formula<br>relief is applicable using the conversion ratio calculation, and will be<br>subject to the relevant escrow period for their classification. This<br>upholds the principle of the listing rule escrow regime. |
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| AUSTRALIAN SECURITIES EXCHANGE |   |
|--------------------------------|---|
| Rule Number                    | 10.1  |
| Date                           | 20/03/2024  |
| ASX Code                       | DRX   |
| Listed Company                 | DIATREME RESOURCES LIMITED  |
| Waiver Number                  | WLC240028-001   |
| Decision                       | <ol> <li>Based solely on the information provided, ASX Limited ('ASX') grants Diatreme Resources Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company, without security holder approval, to acquire the ordinary shares in Metallica Minerals Limited ('Metallica') held by Ilwella Pty Ltd ('Ilwella') and Sibelco Asia Pacific Pty Ltd ('Sibelco') pursuant to an off-market scrip takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) ('Takeover'), on the condition that the Company makes a statement to the market, to ASX's satisfaction, on the following points:</li> <li>1.1 there is no economic rationale for the Company to overpay for the acquisition of Metallica in order to benefit either Ilwella, Sibelco or another closely connected party;</li> <li>1.2 Ilwella and Sibelco do not have other economic interests that could be affected if the Takeover proceeds or does not proceed, and has demonstrated the same to the Company; and</li> <li>1.3 Ilwella and Sibelco did not participate in the negotiation of the terms of the Takeover and did not otherwise exert, or seek to exert influence over the terms.</li> </ol> |
| Basis For Decision             | Underlying Policy<br>Listed entities are required to obtain the approval of security holders<br>for an acquisition from, or disposal to, a person in a position to<br>exercise influence over the entity of a substantial asset. The votes of<br>security holders who are parties to the transaction, and their<br>associates, are not counted. Listed entities are required to obtain an<br>independent expert's report on the fairness and reasonableness of<br>the transaction and send it to security holders to accompany the<br>notice of security holders' meeting. This rule protects security holders<br>from a value-shifting transaction with a person in a position of<br>influence being undertaken by a listed entity without the disinterested<br>security holders having approved that transaction with the benefit of<br>full information. The rule supplements the related party provisions of<br>the Corporations Act (or, in the case of foreign entities, the related<br>party provisions in the law of their home jurisdiction).  |
|                                | Present Application<br>The Company's objective is to acquire 100% of the ordinary shares of<br>Metallica by way of an off-market takeover bid under Chapter 6 of the<br>Corporations Act.<br>Ilwella is an existing substantial shareholder of the Company<br>(21.04%) and a substantial shareholder of Metallica (24.11%).<br>Sibelco is an existing substantial shareholder of the Company<br>(19.91%) and a substantial shareholder of Metallica (16.43%).<br>Based on the implied value of Metallica shares held by each of Ilwella<br>and Sibelco, that value is a "substantial asset" in terms of Listing Rule<br>10.2.<br>Listing Rule 10.1 calls for the security holders of the acquiring entity to<br>decide, when a substantial asset is to be acquired from a related party<br>or a substantial (10%+) shareholder. For it to be appropriate for a<br>waiver from Listing Rule 10.1 to be granted, it must be clear that there<br>is no reasonable possibility of value shifting and the asset being<br>acquired at an over-value. In situations where the common<br>shareholder has an equal or higher percentage holding in the bidder  |

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|  | than the target via an all scrip takeover and where the value in the bidder is greater than the target, ASX is prepared to grant a waiver, provided that the bidder can demonstrate there is no economic rationale for the bidder to overpay generally, to the particular benefit of the common shareholder in respect of the shares it holds in the target, and that the common shareholder has not exerted influence over the proposed transaction for the purpose of transferring value from the Company's shareholders to it, or the target's shareholders generally. It has been confirmed to ASX that Ilwella and Sibelco do not have representatives or nominee directors on the Board of the Company or the Board of Metallica. Taking into account that: 1.1 Ilwella's 21.04% holding in Diatreme is worth approximately \$17.3 million (based on trading price of Diatreme on 15 February 2024) and Ilwella's 24.11% holding in Metallica is worth approximately \$5.6 million (based on trading price of Diatreme on 15 February 2024); 1.2 Sibelco's 19.91% holding in Diatreme is worth approximately \$16.3 million (based on trading price of Diatreme on 15 February 2024); 1.3 Sibelco's 16.43% holding in Metallica is worth approximately \$16.3 million (based on trading price of Diatreme on 15 February 2024); 1.3 Sibelco's voting power in Diatreme is larger than its Metallica voting power; 1.4 Ilwella's voting power in Metallica is larger than its Diatreme voting power; 1.4 Ilwella's voting power in the substantially so; and 1.5 Ilwella and Sibelco are not represented by a director on either entity, a waiver is justified. |
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| 10.13.5   |
| 20/03/2024  |
| EX1   |
| EXOPHARM LIMITED  |
| WLC240026-001   |
| <ol> <li>Based solely on the information provided, ASX Limited ('ASX') grants Exopharm Ltd (the 'Company') a waiver from listing rule 10.13.5 to the extent necessary to permit the Company to issue:</li> <li>1.1 Up to 8,750,000 public offer shares to existing directors Mark Davies and Clarke Barlow, and proposed directors Jason Carroll and Chris Ntoumenopoulos (or their respective nominees);</li> <li>1.2 Up to 32,400,405 consideration shares to the proposed directors Cason Carroll, Peter Molloy, Gage Jull, and Chris Ntoumenopoulos; and</li> <li>1.3 Up to 88,311,170 options to the proposed directors Jason Carroll, Peter Malloy, Gage Jull, and Chris Ntoumenopoulos. Later than one month after the date of the general meeting (the 'Meeting'), subject to the following conditions:         <ul> <li>The notice for the Meeting states the issue of the above securities will occur no later than the earlier of:</li> <li>Completion of the acquisition of Tryp Therapeutics Inc by the Company; or</li> <li>The terms of the waiver are clearly disclosed to the market.</li> </ul> </li> </ol> |
| Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |
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