



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

**1 to 15 April 2011**

**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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<b>Rule Number</b>	3.20.2
<b>Date</b>	15/04/2011
<b>ASX Code</b>	DTE
<b>Listed Company</b>	DART ENERGY LIMITED
<b>Waiver Number</b>	WLC110096-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dart Energy Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$100 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's shares (the "Rights Offer").</p> <p>1.1. Listing rule 3.20.2 to permit the record date for the Rights Offer not to be seven business days after the announcement of the Rights Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Rights Offer is no earlier than the fourth business day after the date the trading halt for the Rights Offer commences, including that date, provided that the trading halt commences before the commencement of trading on that day, and all other aspects of the timetable for the Rights Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	13/04/2011
<b>ASX Code</b>	LEI
<b>Listed Company</b>	LEIGHTON HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110100-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Leighton Holdings Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise up to approximately \$1,000 million by way of an accelerated renounceable pro rata entitlement offer of the Company's securities (the "Entitlement Offer") without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 Listing rules 3.20.2 and 7.40 to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt commenced, including that date, provided that the trading halt commenced before the open of trading on that day, and all other aspects of the timetable for the entitlement offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	6/04/2011
<b>ASX Code</b>	NXS
<b>Listed Company</b>	NEXUS ENERGY LIMITED
<b>Waiver Number</b>	WLC110101-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Nexus Energy Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$120 million by way of an accelerated renounceable pro rata entitlement offer ("Entitlement Offer") of ordinary shares without shareholder approval and according to the timetable submitted to ASX.</p> <p>1.1. A waiver from listing rule 3.20.2 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	8/04/2011
<b>ASX Code</b>	SXL
<b>Listed Company</b>	SOUTHERN CROSS MEDIA GROUP LIMITED
<b>Waiver Number</b>	WLC110105-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Southern Cross Media Group Limited (the "Company") the following waiver and confirmations, in connection with the Company undertaking a capital raising to raise up to approximately \$495 million by way of an accelerated renounceable entitlement offer of the Company's securities (the "Entitlement Offer"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 A waiver from listing rule 3.20.2 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to non renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	13/04/2011
<b>ASX Code</b>	XAM
<b>Listed Company</b>	XANADU MINES LTD
<b>Waiver Number</b>	WLC110110-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xanadu Mines Limited (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit Noble Group Limited ("Noble") to maintain, by way of a right to participate in any issue of shares or to subscribe for shares, its percentage interest in the issued capital of the Company (the "Top-Up Right") in respect of a diluting event which occurs or is announced following completion of a subscription agreement entered into between the Company and Noble subject to the following conditions.</p> <p>1.1 The Top-Up Right lapses if Noble's holding in the Company falls below 5%.</p> <p>1.2 The Top-Up Right lapses if the strategic relationship between the Company and Noble ceases or changes in such a way that it effectively ceases.</p> <p>1.3 The Top-Up Right may only be transferred to an entity in the wholly owned group of Noble.</p> <p>1.4 Any securities issued under the Top-Up Right are issued to Noble for cash consideration that is:</p> <p>1.4.1 no more favourable than cash consideration offered by third parties (in the case of issues of securities to third parties for cash consideration); or</p> <p>1.4.2 equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).</p> <p>1.5 The number of securities that may be issued to Noble under the Top-Up Right in the case of any diluting event must not be greater than the number required in order for Noble to maintain its percentage holding immediately before that diluting event.</p> <p>1.6 The Company discloses a summary of the Top-Up Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Top-up Right.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Prohibition against an option over a percentage of an entity's capital - applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity - goes to acceptable capital structure - supports other listing rules, principally listing rule 7.1.</p>

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### Present Application

Strategic relationship to be established as part of joint venture agreement - joint venture company to be established - Company and strategic investor will each hold 50% interest in the joint venture company - strategic investor will have exclusive marketing and sale rights and royalty arrangements with the joint venture company - strategic investor will have right of first refusal for marketing rights relating to projects undertaken by the Company outside of the joint venture agreement - the strategic relationship includes a top-up right to prevent dilution - waiver granted to permit top-up right while strategic relationship continues - top-up right cannot be transferred outside corporate group of the strategic investor - top-up right ends if the strategic relationship ceases or if the interest of the strategic investor in the Company falls below 5%.

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<b>Rule Number</b>	6.23.2
<b>Date</b>	15/04/2011
<b>ASX Code</b>	CXS
<b>Listed Company</b>	CHEMGENEX PHARMACEUTICALS LTD
<b>Waiver Number</b>	WLC110095-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ChemGenex Pharmaceuticals Limited (the Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration and without shareholder approval, all unquoted options issued by the Company, on the following conditions:</p> <p>1.1 the off market takeover bid from Cephalon CSX Holdings Pty Ltd (the "Bidder") for all the Company's shares has been declared unconditional; and</p> <p>1.2 the Bidder has acquired voting power in the Company of at least 50.1%.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Cancellation of option for consideration requires approval of holders of issued ordinary securities - maintains balance between rights of holders of issued securities and holders of options - maintains integrity of ASX market.</p> <p><b>Present Application</b> Entity subject to a takeover bid - unquoted options will be cancelled as part of takeover - consideration to be offered by acquirer for cancellation of unquoted options being cash consideration - waiver to cancel options without shareholder approval granted on condition that bidder has obtained greater than 50% voting power and offer is unconditional.</p>



<b>Rule Number</b>	6.23.2
<b>Date</b>	14/04/2011
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110106-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") the following waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration and without shareholder approval up to 2,928,545 performance rights ("Performance Rights") issued under the Company's Long Term Performance Plan ("LTPP") on the following conditions.</p> <p>1.1.1 Shareholders of the Company and a Court of competent jurisdiction (the "Court") approve a capital reduction and scheme of arrangement between the Company and its shareholders under Part 5.1 of the Corporations Act 2001 (Cth) (the "Act") (the Scheme") as a result of which shareholders in the Company (other than ineligible foreign shareholders) will be transferred one share in Echo Entertainment Group Limited (ACN 149 629 023) in respect of each share in the Company held on the record date for the Scheme.</p> <p>1.1.2 Full details of the cancellation of the unquoted Performance Rights are clearly set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Cancellation of option for consideration requires approval of holders of issued ordinary securities - maintains balance between rights of holders of issued securities and holders of options - maintains integrity of ASX market.</p> <p><b>Present Application</b> Unquoted performance rights to be cancelled in conjunction with a scheme of arrangement conducted by company to effect a demerger by the entity of its casino business - performance rights will be cancelled for cash consideration by the entity - failure to cancel the performance rights may prejudice the entity's ability to obtain CGT demerger rollover relief - absence of rollover relief a disadvantage to shareholders - cancellation of performance rights conditional on approval by the shareholders and court of the scheme -- terms of cancellation of performance rights to be disclosed in scheme booklet sent to shareholders - requirement to receive security holder approval for cancellation of performance rights superfluous in context of scheme subject to shareholder approval.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	6/04/2011
<b>ASX Code</b>	OZL
<b>Listed Company</b>	OZ MINERALS LIMITED
<b>Waiver Number</b>	WLC110102-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oz Minerals Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of up to 12,138,510 unquoted performance rights granted to employees, senior executives and directors of the Company ("Performance Rights"), in accordance with the terms of the Performance Rights such that number of shares to be issued if the Performance Rights vest are adjusted in accordance with the formula prescribed in the Company's proposed notice annual general meeting dated 18 May 2011, on the following conditions;</p> <p>1.1. Full details of the adjustment formula to be applied to the Performance Rights are clearly set out to ASX's satisfaction in the Company's notice of annual general meeting; and</p> <p>1.2. Shareholders approve the amendment to each of the Performance Rights plan rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Sets out rules for when option terms can be changed - some terms cannot be changed even with approval of holders - maintains integrity of ASX</p> <p><b>Present Application</b> Terms of performance rights issued to employees, senior executives and directors of the Company have a zero exercise price - Company currently proposing to undertake a return of capital - Performance rights cannot be adjusted in accordance with listing rule 7.22.3 - Company proposing to issue more shares on vesting of performance rights so that performance rights holders receive an additional number of shares to factor in capital return - shareholders not disadvantaged by increased number of shares to be issued on vesting of performance rights - Adjustment simply reflects capital return - Notice of meeting to fully disclose the amended terms of the performance rights and is subject to shareholder approval - waiver granted.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	30/03/2011
<b>ASX Code</b>	RDF
<b>Listed Company</b>	REDFLEX HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110103-001
<b>Decision</b>	<p>1. Based solely on the information, ASX Limited ("ASX") grants Redflex Holdings Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of the 1,144,296 performance rights ("Performance Rights") granted to participants in the Company's executive performance rights plan such that the vesting of the Performance Rights may be accelerated and following exercise of the Performance Rights the holders issued ordinary shares such that they may participate in the Scheme of Arrangement between the Company and its Shareholders (the "Scheme") without obtaining shareholder approval on the following conditions.</p> <p>(a) Shareholders of the Company and the Court approve the Scheme; and</p> <p>(b) full details of the amended terms of the unquoted Performance Rights are clearly set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Sets out rules for when option terms can be changed - some terms cannot be changed even with approval of holders of issued ordinary securities - maintains integrity of ASX market.</p> <p><b>Present Application</b> Vesting of unquoted performance rights (which are equivalent to options for the purposes of the rule) to be accelerated as part of scheme of arrangement - equivalent to increasing the period of exercise - shareholders not disadvantaged by the acceleration of the vesting of performance rights as consideration for shares issued upon exercise of the performance rights is effectively paid by acquirers - waiver granted conditional on approval by shareholders and the court of the scheme - amended terms of the performance rights to be disclosed in scheme booklet sent to shareholders.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	14/04/2011
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110106-002
<b>Decision</b>	<p>1. Based solely on the information provided ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to allow the Company to:</p> <p>(a) reduce the exercise price of up to 52,649 performance options ("Options") issued under the Company's LTPP in a manner that reflects the distribution of value in respect of each Company share under the Scheme of Arrangement between the Company and its Shareholders (the "Scheme"); and</p> <p>(b) change the terms of up to 2,929,545 Performance Rights and 417 Options issued under the LTPP to increase the period for exercise, and to bring forward the expiry date, of such Performance Rights and Options,</p> <p>on the following conditions.</p> <p>1.1.1 Shareholders of the Company and the Court approve the Scheme.</p> <p>1.1.2 Full details of the amended terms of the unquoted Performance Rights and Options are clearly set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Sets out rules for when option terms can be changed - some terms cannot be changed even with approval of holders of issued ordinary securities - maintains integrity of ASX market.</p> <p><b>Present Application</b> Present Application - Accelerated Vesting of Performance Rights and Options Vesting of unquoted performance rights (which are equivalent to options for the purposes of the rule) and options to be accelerated as part of scheme of arrangement conducted by company to effect a demerger by the entity of its casino business - equivalent to increasing the period of exercise - shareholders not disadvantaged by the acceleration of the vesting of performance rights and options as failure to cancel the performance rights may prejudice the entity's ability to obtain CGT demerger rollover relief - absence of rollover relief a disadvantage to shareholders - waiver granted conditional on approval by shareholders and the court of the scheme - amended terms of the performance rights and options to be disclosed in scheme booklet sent to shareholders.</p> <p><b>Present Application - Reduction of Exercise Price of Options</b> Option exercise price to be reduced pursuant to a formula recognising the reduced value of the options following the demerger by the entity of its casino business by reference to the market price of the securities of the entity and the demerged entity following implementation of the demerger - appropriate to reduce the exercise price of options issued by the entity to recognise the effect of this corporate action - waiver granted conditional on approval by shareholders and the court of the scheme - amended terms of the options to be disclosed in scheme booklet sent to shareholders.</p>

<b>Rule Number</b>	6.23.4
<b>Date</b>	7/04/2011
<b>ASX Code</b>	AAG
<b>Listed Company</b>	ARAGON RESOURCES LIMITED
<b>Waiver Number</b>	WLC110094-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aragon Resources Limited (the "Company") a waiver from listing rule 6.23.4 to the extent necessary to permit the Company to amend, without shareholder approval, the terms and conditions of all the options which are on their terms incapable of transfer, to permit their transfer to Westgold Resources Limited ("Westgold") on the following conditions:</p> <p>1.1 The off market takeover offers by Westgold for all of the Company's shares and options have been declared unconditional.</p> <p>1.2 Westgold has acquired voting power in the Company of at least 50.1%</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Sets out rules for when option terms can be changed - some terms can be changed with the approval of holders of issued ordinary securities - maintains balance between rights of holders of ordinary securities and holders of options.</p> <p><b>Present Application</b> Entity subject to off market takeover bid - unquoted options granted by target entity have term that they are not to be transferred - shareholders not disadvantaged by option holders transferring existing options, as consideration is to be provided by bidder - waiver conditional on takeover offers becoming unconditional and bidder must hold 50.1% in the target - requirement to receive security holder approval for transfer of options for consideration is superfluous - waiver granted.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	15/04/2011
<b>ASX Code</b>	DTE
<b>Listed Company</b>	DART ENERGY LIMITED
<b>Waiver Number</b>	WLC110096-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dart Energy Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$100 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's shares (the "Rights Offer").</p> <p>1.1.1. Listing rule 7.1 to the extent necessary to permit the Company to conduct the Rights Offer without shareholder approval, on condition that the Rights Offer complies with the following. On or before the record date, shareholders who are believed by the Company or the underwriters to the Rights Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Rights Offer ("Institutional Rights Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Rights Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Shareholders and other institutional investors who are not shareholders of the Company as at the record date through a bookbuild process conducted and completed on or before the record date.</p> <p>1.1.3. Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.1.4. All shareholders, other than shareholders who received an offer in the Institutional Rights Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Rights Offer ("Retail Rights Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.5. Shares are offered under the Institutional Rights Offer and Retail Rights Offer at the same price.</p> <p>1.1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.</p> <p>1.2. In resolution 1.1, the Company may ignore changes in shareholdings which occur after the implementation of the trading halt in the Company's shares (other than registrations of transactions which were effected through ASX Trade before the implementation of the trading halt).</p> <p>1.3. In respect of shareholdings registered in the name of a nominee the following will apply:</p> <p>1.3.1. The nominee shall be treated as a separate shareholder in</p>

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	<p>respect of shares held for each of one or more Institutional Shareholders, and shares held for persons other than Institutional Shareholders (and accordingly, may receive both Institutional Rights Offers in respect of securities held as nominee for Institutional Shareholders and Retail Rights Offers in respect of shares held as nominee for other persons).</p> <p>1.3.2. Institutional Rights Offers will be treated as being made to the nominee, even where made directly to the Institutional Shareholder for whom it holds the Company's shares.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price.</p>

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<b>Rule Number</b>	7.1
<b>Date</b>	13/04/2011
<b>ASX Code</b>	LEI
<b>Listed Company</b>	LEIGHTON HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110100-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Leighton Holdings Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise up to approximately \$1,000 million by way of an accelerated renounceable pro rata entitlement offer of the Company's securities (the "Entitlement Offer") without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 Listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>(a) On or before the record date, security holders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Securityholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>(b) Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild").</p> <p>(c) Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>(d) All security holders, other than security holders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>(e) Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Institutional Securityholders (including investors who are not shareholders as at the Record Date) through a bookbuild process immediately following the close of the Retail offer (the "Second Bookbuild").</p> <p>(f) Securities offered under the Institutional Entitlement Offer and the Retail Entitlement Offer are offered at the same price.</p> <p>(g) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the</p>



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	<p>offer documents to be sent to all security holders.</p> <p>1.2 The Company may ignore changes in securityholdings which occur after the imposition of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the announcement). In respect of security holdings registered in the name of nominee the following will apply.</p> <p>(a) The nominee shall be treated as a separate securityholder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>(b) Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.3 ASX confirms to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing securityholders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without securityholder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price.</p>

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<b>Rule Number</b>	7.1
<b>Date</b>	6/04/2011
<b>ASX Code</b>	NXS
<b>Listed Company</b>	NEXUS ENERGY LIMITED
<b>Waiver Number</b>	WLC110101-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Nexus Energy Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$120 million by way of an accelerated renounceable pro rata entitlement offer ("Entitlement Offer") of ordinary shares without shareholder approval and according to the timetable submitted to ASX.</p> <p>1.1. In respect of the Entitlement Offer:</p> <p>1.1.1 A waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>a) On or before the record date, security holders who are believed by the Company or any underwriters to the Entitlement Offer to be persons to whom offers of shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Company to subscribe for a number of shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>b) Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if any underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the record date) through a bookbuild process conducted and completed on or before the record date.</p> <p>c) Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>d) All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>e) Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Institutional Securityholders (including investors who are not securityholders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Second Bookbuild")</p> <p>f) Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>g) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting</p>

## Register of ASX Listing Rule Waivers

	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.</p> <p>1.1.2. In resolution 1.1.1, the Company may ignore changes in security holdings which occur after the implementation of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the implementation of the trading halt). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>a) The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>b) Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.1.3 A confirmation to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible Securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement, on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price.</p>

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<b>Rule Number</b>	7.1
<b>Date</b>	8/04/2011
<b>ASX Code</b>	SXL
<b>Listed Company</b>	SOUTHERN CROSS MEDIA GROUP LIMITED
<b>Waiver Number</b>	WLC110105-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Southern Cross Media Group Limited (the "Company") the following waiver and confirmations, in connection with the Company undertaking a capital raising to raise up to approximately \$495 million by way of an accelerated renounceable entitlement offer of the Company's securities (the "Entitlement Offer"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 A waiver from listing rule 7.1 to the extent necessary to permit the Company to extend the Entitlement Offer to securityholders of the Company and those securityholders of Austereo Group Limited ("Austereo") who have accepted the takeover offer from the Company and elected to receive scrip consideration, either in whole or in part, prior to the closing date of the takeover offer, without securityholder approval, subject to the following conditions.</p> <p>1.1.1 All conditions under the Company's takeover offer for Austereo have been satisfied prior to the launch of the Entitlement Offer, and the takeover offer has become unconditional.</p> <p>1.1.2 The Entitlement Offer to Austereo securityholders is not underwritten.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing securityholders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without securityholder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price - offers open to both shareholders of the Company and Austereo - Austereo under a takeover offer from the Company - entitlement offer open to Austereo shareholders who have accepted the takeover offer and elected to receive scrip consideration by the close of the takeover offer to prevent dilution of their shareholding in the newly merged company - entitlement offer to Austereo shareholders conditional on all conditions for the takeover having been satisfied, the takeover offer having been declared unconditional and the Austereo component of the offer not being underwritten.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	8/04/2011
<b>ASX Code</b>	SXL
<b>Listed Company</b>	SOUTHERN CROSS MEDIA GROUP LIMITED
<b>Waiver Number</b>	WLC110105-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Southern Cross Media Group Limited (the "Company") the following waiver and confirmations, in connection with the Company undertaking a capital raising to raise up to approximately \$495 million by way of an accelerated renounceable entitlement offer of the Company's securities (the "Entitlement Offer"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 A waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1.1 On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2 Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild").</p> <p>1.1.3 Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.1.4 All securityholders, other than securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.1.5 Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not security holders as at the record date) through a bookbuild process immediately following the close of the Retail Offer (the "Second Bookbuild").</p> <p>1.1.6 Securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.1.7 Related parties do not participate beyond their pro rata entitlement, unless they do so pursuant to bona fide underwriting</p>

## Register of ASX Listing Rule Waivers

	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.</p> <p>1.2 In resolution 1.1, the Company may ignore changes in securityholdings which occur after the imposition of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the announcement). In respect of securityholdings registered in the name of a nominee the following will apply.</p> <p>1.2.1 The nominee shall be treated as a separate securityholder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly it may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>1.2.2 Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.3 A confirmation to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible Securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement, on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Dilution of holdings - approval of existing securityholders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without securityholder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p><b>Present Application</b>  Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price.</p>

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<b>Rule Number</b>	7.3.2
<b>Date</b>	4/04/2011
<b>ASX Code</b>	RIA
<b>Listed Company</b>	RIALTO ENERGY LIMITED
<b>Waiver Number</b>	WLC110104-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Rialto Energy Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the Company's notice of meeting (the "Notice") seeking shareholder approval for the issue of 6,567,559 shares in the Company ("Unrelated Party Consideration") in part consideration for the acquisition of shares in C+L Natural Resources Limited ("C+L Natural Resources") pursuant to a share purchase agreement as amended ("SPA"), to shareholders of C+L Natural Resources other than ACC International Holdings Limited ("ACC International"), to state that the issue of the Unrelated Party Consideration will occur later than 3 months after the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Notice states that up to 6,567,559 shares are to be issued upon satisfaction of the relevant performance milestone in the SPA and in any event no later than 3 years after the date of the Company's shareholder meeting to approve the issue.</p> <p>1.2. The Notice discloses the material terms of the SPA to the satisfaction of ASX.</p> <p>1.3. The Company releases the terms of the waiver to the market immediately.</p> <p>1.4. The Company's annual report for any period during which the Unrelated Party Consideration shares may be issued discloses details of the Unrelated Party Consideration shares that have been issued, any remaining Unrelated Party Consideration shares that may be issued and the details of the performance milestone which is to be met prior to their issue.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 7.1 purposes - statement that securities will be issued within three months of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Company acquiring an interest in a project subject to the satisfaction of conditions precedent - Shares to be issued upon satisfaction of certain milestones within up to 3 years after the date of the general meeting to approve the issue - notice of meeting to state that securities to be issued within up to 3 years of completion of the meeting - acceptable to link the issue of securities to the achievement of commercial milestones - number of securities to be issued are fixed - material details of the Share Purchase Agreement to be given to shareholders in the meeting documentation - ongoing annual disclosure to keep the market apprised of the potential for issue of more securities.</p>



<b>Rule Number</b>	7.3.2
<b>Date</b>	14/04/2011
<b>ASX Code</b>	TZN
<b>Listed Company</b>	TERRAMIN AUSTRALIA LIMITED.
<b>Waiver Number</b>	WLC110107-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Terramin Australia Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of annual general meeting (the "Notice") seeking shareholder approval for the issue to Transamine S.A. of a maximum of 7,000,000 fully paid ordinary shares in the Company to raise US\$2,500,000 ("Placement Shares") and 7,500,000 convertible notes to the value of US\$7,500,000 ("Convertible Notes") to state that the Placement Shares and Convertible Notes may be issued more than three months after the date of the meeting on the following conditions.</p> <p>1.1. The Notice discloses the terms and conditions of the issue of the Placement Shares and the Convertible Notes.</p> <p>1.2. The Notice states that no Placement Shares or Convertible Notes will be issued later than the date of the Company's 2012 Annual General Meeting.</p> <p>1.3. If the Company releases its annual report during a period in which the Placement Shares or the Convertible Notes are issued or remain to be issued, the annual report discloses details of the Placement Shares and Convertible Notes that have been issued and the Placement Shares and Convertible Notes that remain to be issued.</p> <p>1.4. The Company releases the terms of this waiver to the market by way of a separate announcement.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 7.1 purposes - statement that securities will be issued within three months of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Issue of securities to strategic partner to be structured in tranches - timing and structure for issue of securities to be outlined in notice of meeting - reasonable for Company to be able to seek shareholder approval for the issue of the remaining tranches to the strategic partner at one meeting - final tranche of securities comprising convertible notes and fully paid ordinary shares to be issued no later than the Company's 2012 AGM (Company has 31 December year end) - issue of final tranche coincides with decision to commence mining - waiver granted on conditions that terms of the waiver are released to the market and no securities will be issued later than the Company's 2012 AGM.</p>



<b>Rule Number</b>	7.39
<b>Date</b>	7/03/2011
<b>ASX Code</b>	UNX
<b>Listed Company</b>	URANEX NL
<b>Waiver Number</b>	WLC110109-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Uranex NL (the "Company") a waiver from listing rule 7.39 to the extent necessary to permit the Company to conduct an auction of forfeited shares at the Company's registered office being level 3, 15 Queen Street, Melbourne Victoria, 3000, rather than the Company's' home branch in Melbourne.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Auction of forfeited shares must be conducted at entity's home branch - ensures appropriate degree of publicity of auction of the forfeited securities.</p> <p><b>Present Application</b> Lack of facilities at home branch office prevent auction from taking place there - auction will be held at a building in the CBD of the home branch city - no concerns that the auction will not be adequately publicised.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	15/04/2011
<b>ASX Code</b>	DTE
<b>Listed Company</b>	DART ENERGY LIMITED
<b>Waiver Number</b>	WLC110096-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dart Energy Limited (the "Company") the following waiver to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$100 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's shares (the "Rights Offer").</p> <p>1.1. Listing rule 7.40 to permit the record date for the Rights Offer not to be seven business days after the announcement of the Rights Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Rights Offer is no earlier than the fourth business day after the date the trading halt for the Rights Offer commences, including that date, provided that the trading halt commences before the commencement of trading on that day, and all other aspects of the timetable for the Rights Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	6/04/2011
<b>ASX Code</b>	ERO
<b>Listed Company</b>	ERO MINING LIMITED
<b>Waiver Number</b>	WLC110099-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ERO Mining Limited (the "Company") a waiver from listing rule 7.40 to the extent necessary to permit the Company not to send the notices required by paragraph 2 of Appendix 7A, in relation to:</p> <p>1.1. 26,785,714 unquoted options exercisable at 30 cents each and expiring 30 June 2011</p> <p>1.2. 228,000 unquoted options exercisable at 22 cents each and expiring 20 March 2012</p> <p>1.3. 50,000 unquoted options exercisable at 22 cents each and expiring on 19 November 2012</p> <p>1.4. 313,000 unquoted options exercisable at 16.5 cents expiring on 5 March 2013</p> <p>("Option holders") on the following conditions:</p> <p>2. The Company immediately provide to the Company Announcements Office a statement that a notification in relation to the bonus issue will not be sent to Option holders.</p> <p>3. If the market price of the Company's ordinary shares exceeds \$0.12 before 21 April 2011, the Company immediately sends a notification in relation to the bonus issue to Option holders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes the timetable for various corporate actions including pro rata issue (Appendix 7A, Paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Likelihood of option holders exercising options to participate in issue too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	13/04/2011
<b>ASX Code</b>	LEI
<b>Listed Company</b>	LEIGHTON HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110100-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Leighton Holdings Limited (the "Company") the following waiver to the extent necessary to permit the Company to undertake a capital raising to raise up to approximately \$1,000 million by way of an accelerated renounceable pro rata entitlement offer of the Company's securities (the "Entitlement Offer") without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 Listing rule 7.40 to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt commenced, including that date, provided that the trading halt commenced before the open of trading on that day, and all other aspects of the timetable for the entitlement offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes the timetable for various corporate actions including pro rata issue (Appendix 7A, Paragraph 4) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	6/04/2011
<b>ASX Code</b>	NXS
<b>Listed Company</b>	NEXUS ENERGY LIMITED
<b>Waiver Number</b>	WLC110101-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Nexus Energy Limited (the "Company") the following waivers to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$120 million by way of an accelerated renounceable pro rata entitlement offer ("Entitlement Offer") of ordinary shares without shareholder approval and according to the timetable submitted to ASX.</p> <p>1.1. In respect of the Entitlement Offer:</p> <p>1.1.1 A waiver from listing rules 3.20.2 and 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated non-renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	8/04/2011
<b>ASX Code</b>	SXL
<b>Listed Company</b>	SOUTHERN CROSS MEDIA GROUP LIMITED
<b>Waiver Number</b>	WLC110105-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Southern Cross Media Group Limited (the "Company") the following waiver, in connection with the Company undertaking a capital raising to raise up to approximately \$495 million by way of an accelerated renounceable entitlement offer of the Company's securities (the "Entitlement Offer"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 A waiver from listing rule 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes the timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	10.11
<b>Date</b>	15/04/2011
<b>ASX Code</b>	DTE
<b>Listed Company</b>	DART ENERGY LIMITED
<b>Waiver Number</b>	WLC110096-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dart Energy Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$100 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's shares (the "Rights Offer").</p> <p>1.1. Listing rule 10.11 to the extent necessary to permit the Company to conduct the Rights Offer without shareholder approval, on condition that the Rights Offer complies with the following.</p> <p>1.1.1. On or before the record date, shareholders who are believed by the Company or the underwriters to the Rights Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Rights Offer ("Institutional Rights Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Rights Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Shareholders and other institutional investors who are not shareholders of the Company as at the record date through a bookbuild process conducted and completed on or before the record date.</p> <p>1.1.3. Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.1.4. All shareholders, other than shareholders who received an offer in the Institutional Rights Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Rights Offer ("Retail Rights Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.5. Shares are offered under the Institutional Rights Offer and Retail Rights Offer at the same price.</p> <p>1.1.6. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.</p> <p>1.2. In resolution 1.1, the Company may ignore changes in shareholdings which occur after the implementation of the trading halt in the Company's shares (other than registrations of transactions which were effected through ASX Trade before the implementation of the trading halt).</p> <p>1.3. In respect of shareholdings registered in the name of a nominee the following will apply:</p> <p>1.3.1. The nominee shall be treated as a separate shareholder in</p>

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	<p>respect of shares held for each of one or more Institutional Shareholders, and shares held for persons other than Institutional Shareholders (and accordingly, may receive both Institutional Rights Offers in respect of securities held as nominee for Institutional Shareholders and Retail Rights Offers in respect of shares held as nominee for other persons).</p> <p>1.3.2. Institutional Rights Offers will be treated as being made to the nominee, even where made directly to the Institutional Shareholder for whom it holds the Company's shares.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>                      Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p><b>Present Application</b>                      Accelerated entitlement offer - functionally equivalent to non-renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price - related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	13/04/2011
<b>ASX Code</b>	LEI
<b>Listed Company</b>	LEIGHTON HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110100-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Leighton Holdings Limited (the "Company") the following waiver, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise up to approximately \$1,000 million by way of an accelerated renounceable pro rata entitlement offer of the Company's securities (the "Entitlement Offer") without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 Listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>(a) On or before the record date, security holders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Securityholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>(b) Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild").</p> <p>(c) Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>(d) All security holders, other than security holders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>(e) Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Institutional Securityholders (including investors who are not shareholders as at the Record Date) through a bookbuild process immediately following the close of the Retail offer (the "Second Bookbuild").</p> <p>(f) Securities offered under the Institutional Entitlement Offer and the Retail Entitlement Offer are offered at the same price.</p> <p>(g) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting</p>

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	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p> <p>1.2 The Company may ignore changes in securityholdings which occur after the imposition of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the announcement). In respect of security holdings registered in the name of nominee the following will apply.</p> <p>(a) The nominee shall be treated as a separate securityholder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>(b) Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.3 ASX confirms to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b> Requirement to obtain approval of securityholders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated securityholders' votes are counted - protect securityholders' interests by supplementing the related party provisions of the Corporations Act.</p> <p><b>Present Application</b> Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price - related parties do not participate beyond pro rata allocations except as nominee.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	6/04/2011
<b>ASX Code</b>	NXS
<b>Listed Company</b>	NEXUS ENERGY LIMITED
<b>Waiver Number</b>	WLC110101-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Nexus Energy Limited (the "Company") the following waivers, and gives the following confirmations, to the extent necessary to permit the Company to undertake a capital raising to raise approximately \$120 million by way of an accelerated renounceable pro rata entitlement offer ("Entitlement Offer") of ordinary shares without shareholder approval and according to the timetable submitted to ASX.</p> <p>1.1. In respect of the Entitlement Offer:</p> <p>1.1.1 A waiver from listing rules 7.1 and 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>a) On or before the record date, security holders who are believed by the Company or any underwriters to the Entitlement Offer to be persons to whom offers of shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Company to subscribe for a number of shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>b) Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if any underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to other Institutional Securityholders (including such investors who are not security holders as at the record date) through a bookbuild process conducted and completed on or before the record date.</p> <p>c) Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>d) All security holders, other than security holders who receive an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>e) Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Institutional Securityholders (including investors who are not securityholders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Second Bookbuild")</p> <p>f) Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>g) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting</p>

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	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.</p> <p>1.1.2. In resolution 1.1.1, the Company may ignore changes in security holdings which occur after the implementation of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the implementation of the trading halt). In respect of security holdings registered in the name of a nominee the following will apply.</p> <p>a) The nominee shall be treated as a separate security holder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly, may receive both Institutional Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>b) Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.1.3 A confirmation to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible Securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement, on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b> Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p><b>Present Application</b> Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders -second round offer to retail holders - all offers at the same price - related parties do not participate beyond pro rata allocations except as nominee.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	8/04/2011
<b>ASX Code</b>	SXL
<b>Listed Company</b>	SOUTHERN CROSS MEDIA GROUP LIMITED
<b>Waiver Number</b>	WLC110105-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Southern Cross Media Group Limited (the "Company") the following waiver and confirmations, in connection with the Company undertaking a capital raising to raise up to approximately \$495 million by way of an accelerated renounceable entitlement offer of the Company's securities (the "Entitlement Offer"), without securityholder approval and according to the timetable submitted to ASX.</p> <p>1.1 A waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1.1 On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 ("Institutional Securityholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2 Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild").</p> <p>1.1.3 Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.1.4 All securityholders, other than securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.1.5 Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not security holders as at the record date) through a bookbuild process immediately following the close of the Retail Offer (the "Second Bookbuild").</p> <p>1.1.6 Securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.1.7 Related parties do not participate beyond their pro rata entitlement, unless they do so pursuant to bona fide underwriting</p>

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	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.</p> <p>1.2 In resolution 1.1, the Company may ignore changes in securityholdings which occur after the imposition of the trading halt in the Company's securities (other than registrations of transactions which were effected through ASX Trade before the announcement). In respect of securityholdings registered in the name of a nominee the following will apply.</p> <p>1.2.1 The nominee shall be treated as a separate securityholder in respect of securities held for each of one or more Institutional Securityholders, and securities held for persons other than Institutional Securityholders (and accordingly it may receive both Institutional Entitlement Offers in respect of securities held as nominee for Institutional Securityholders and Retail Entitlement Offers in respect of securities held as nominee for other persons).</p> <p>1.2.2 Institutional Entitlement Offers will be treated as being made to the nominee, even where made directly to the Institutional Securityholder for whom it holds.</p> <p>1.3 A confirmation to the Company that any additional securities issued to reconcile Institutional Securityholders' entitlements so that all eligible Securityholders receive their full entitlement under the Entitlement Offer will be treated as part of the Entitlement Offer for the purposes of listing rules 7.1 and 10.11 and not as a separate placement, on the condition that the total number of securities issued under the Entitlement Offer does not exceed the number of securities that could be issued under a pro rata offer in the ratio of the Entitlement Offer.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Requirement to obtain approval of securityholders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated securityholders' votes are counted - protect securityholders' interests by supplementing the related party provisions of the Corporations Act.</p> <p><b>Present Application</b>  Accelerated entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutional holders - second round offer to retail holders - all offers at the same price - related parties do not participate beyond pro rata allocations except as nominee.</p>

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<b>Rule Number</b>	10.13.3
<b>Date</b>	6/04/2011
<b>ASX Code</b>	DSF
<b>Listed Company</b>	DSF INTERNATIONAL HOLDINGS LIMITED
<b>Waiver Number</b>	WLC110097-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DSF International Holdings Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting ("Notice") seeking shareholder approval for the issue of up to 30,000,000 shares ("Shares") and 15,000,00 options exercisable at \$0.20 each on or before 30 September 2012 ("Options") to David Fuller not to state that the Shares and Options will be issued within 1 month of the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Notice states that the Shares and Options are to be issued no later than 3 months after the date of the shareholders' meeting.</p> <p>1.2. The Notice states the maximum number of Shares and Options that David Fuller may receive.</p> <p>1.3. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 10.11 purposes - statement that securities will be issued within 1 month of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Company's shares suspended from quotation pending finalisation of proposed acquisition and re-compliance with chapters 1 and 2 of the listing rules - proposed director to subscribe to shares under prospectus on same terms as unrelated parties - re-compliance with chapters 1 and 2 of the listing rules expected to take longer than 1 month after shareholders' meeting to approve issue to director - Company's shares will remain suspended until re-compliance achieved - unlikely to be any undue benefit to related party arising from delay in issue - waiver granted.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	4/04/2011
<b>ASX Code</b>	RIA
<b>Listed Company</b>	RIALTO ENERGY LIMITED
<b>Waiver Number</b>	WLC110104-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX grants the Company a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's Notice seeking shareholder approval for the issue of the tranches of 13,276,423 and 10,932,441 shares in the Company ("Related Party Consideration") in part consideration for the acquisition of shares in C+L Natural Resources to ACC International (or its nominee), to state that the issue of the Related Party Consideration will occur later than 1 month after the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Notice states that up to 13,276,423 shares in the Company are to be issued upon satisfaction of the relevant performance milestone in the SPA and in any event no later than 2 years after the date of the Company's shareholder meeting to approve the issue.</p> <p>1.2. The Notice states that up to 10,932,441 shares in the Company are to be issued upon satisfaction of the relevant performance milestone in the SPA and in any event no later than 3 years after the date of the Company's shareholder meeting to approve the issue.</p> <p>1.3. The Notice discloses the material terms of the SPA to the satisfaction of ASX.</p> <p>1.4. The Company releases the terms of the waiver to the market immediately.</p> <p>1.5. The Company's annual report for any period during which the Related Party Consideration shares may be issued discloses details of the Related Party Consideration shares that have been issued, any remaining Related Party Consideration shares that may be issued and the details of the performance milestones which are to be met prior to their issue.</p>
<b>Basis For Decision</b>	<p>Underlying Policy            Notice of meeting requirement - approval of an issue of securities for listing rule 10.11 purposes - statement that securities will be issued within one month of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p>



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Present Application

Related party vendor to receive shares in connection with acquisition - Shares to be issued upon satisfaction of certain milestones within up to 3 years after the date of the general meeting to approve the issues - notice of meeting to state that securities to be issued within up to 3 years of completion of the meeting - acceptable to link the issue of securities to the achievement of commercial milestones - number of securities to be issued are fixed - material details of the Share Purchase Agreement to be given to shareholders in the meeting documentation - ongoing annual disclosure to keep the market apprised of the potential for issue of more securities - waiver granted to permit securities to be issued to related party following satisfaction of conditions precedent to share acquisition agreement.

<b>Rule Number</b>	14.11
<b>Date</b>	11/04/2011
<b>ASX Code</b>	TZN
<b>Listed Company</b>	TERRAMIN AUSTRALIA LIMITED.
<b>Waiver Number</b>	WLC110108-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Terramin Australia Limited (the "Company") a waiver from listing rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statements in the Company's 2011 notice of annual general meeting ("Notice") for the shareholders meeting to be held on 26 May 2011 ("AGM") in relation to:</p> <p>1.1. Resolution 3 of the Notice seeking ratification by shareholders for the purpose of listing rule 7.4 of the issue of shares to JP Morgan Metals &amp; Concentrates LLC (formerly RBS Semptra Metals &amp; Concentrates LLC), Bond Street Custodians Limited and Transaminvest S.A. ("Placement") ("Placement Resolution"); and</p> <p>1.2. Resolution 4 of the Notice seeking the approval of shareholders for the purpose of listing rule 7.1 for the issue of a maximum of 7 million ordinary shares in the capital of the Company and 7.5 million unlisted, unsecured, convertible redeemable notes ("Transamine Issue") ("Transamine Resolution"),</p> <p>so that the votes of the following holders of shares acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") whose votes would otherwise be disregarded need not be disregarded on each of those resolutions, namely Nominee Holders who:</p> <p>1.3. participated in the Placement or who may participate in the Transamine Issue provided that those Nominee Holders are casting votes on behalf of beneficiaries who:</p> <p>1.3.1. did not participate in the Placement or who may not participate in the Transamine Issue;</p> <p>1.3.2. are not a person who might obtain a benefit (except a benefit solely in the capacity of a holder of shares) if the Transamine Resolution is passed; and</p> <p>1.3.3. are not an associate of any such person; or</p> <p>1.4. are holding shares on behalf of beneficiaries who themselves participated in the Placement or persons who themselves may participate in the Transamine Issue provided that those Nominee Holders are casting votes on behalf of beneficiaries who:</p> <p>1.4.1. did not participate in the Placement or who may not participate in the Transamine Issue;</p> <p>1.4.2. are not a person who might obtain a benefit (except a benefit solely in the capacity of a holder of shares) if the Transamine Resolution is passed; and</p> <p>1.4.3. are not an associate of any such person.</p> <p>2. The waiver is granted subject to the following conditions:</p> <p>2.1. In relation to the Placement Resolution the beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue the subject of the relevant resolution, nor are they an associate of a person who participated in the issue the subject of the relevant resolution.</p> <p>2.2. In relation to the Transamine Resolution the beneficiaries provide written confirmation to the Nominee Holders that they are not a person who may participate in the issue the subject of the relevant resolution, nor a person who might obtain a benefit (except</p>

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	<p>a benefit solely in the capacity of a shareholder) if the resolution is passed, nor are they an associate of a person who may participate in or obtain a benefit from the issue the subject of the relevant resolution.</p> <p>2.3. The beneficiaries direct the Nominee Holders to vote for or against the relevant resolutions.</p> <p>2.4. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries in relation to the relevant resolutions.</p> <p>2.5. The terms of this waiver are released to the market no later than the time at which the notice of meeting for the AGM is given to the ASX.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>            Notice of meeting requirement - approval of an issue of securities for purposes of listing rules 7.1 and 7.4- voting exclusion statements required to exclude votes of security holders who will participate/participated in the issue, or an associate of such persons - security holders who participate in issues may receive a benefit over and above other security holders that do not participate equally in the issues.</p> <p><b>Present Application</b>            Resolutions to be put to security holders to ratify prior issues of securities and approve the issue of ordinary shares and convertible notes - notice of meeting contains voting exclusion statements in accordance with listing rules 7.3.8, 7.5.6 and 14.11 - voting exclusion statements effectively preclude votes of a nominee from being counted on resolutions even if the nominee holds securities on behalf of an underlying beneficiary who did not participate in the issues - not intention of the rule that votes attributable to beneficial holders who did not participate in the issues should be excluded along with the votes attributable to beneficial holders who did participate in the issues - waiver permits votes of nominee on behalf of underlying beneficiaries to be counted, provided beneficiary confirms to nominee that it did not / will not participate in the relevant issue of securities, beneficiary directs nominee to vote for or against the relevant resolution and nominee does not exercise discretion when voting</p>

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