



Register of ASX Listing Rule Waivers

16 to 31 July 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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Rule Number	3.20.2
Date	22/07/2011
ASX Code	BTT
Listed Company	BT INVESTMENT MANAGEMENT LIMITED
Waiver Number	WLC110189-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BT Investment Management Limited (the "Company") the following waiver in relation to the Company's undertaking a capital raising to raise approximately \$275 million by way of a pro-rata entitlement offer (the "Entitlement Offer").</p> <p>1.1. 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 condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date security holders approve the Entitlement Offer, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application Pro-rata entitlement offer -security holder approval must be obtained for the issue under the entity's constitution - record date can only be set after security holder approval obtained - record date to be fewer than 7 business days after security holders' meeting, but the ex entitlement date will not be until after the date of the meeting - timetable with respect to time limit for record date adopted in this case is similar to that for accelerated entitlement offers without security holder approval in respect of which timetable waivers are granted, with the date of the meeting taking the place of the date of the announcement of the offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

Rule Number	3.20.2
Date	22/07/2011
ASX Code	GBG
Listed Company	GINDALBIE METALS LTD
Waiver Number	WLC110194-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gindalbie Metals Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising at a proposed ratio of 1:4 to raise approximately A\$200 million by way of an accelerated non-renounceable entitlement offer (the "Offer").</p> <p>1.1. Listing rule 3.20.2 only the extent necessary to permit the record date for the Offer not to be 7 business days after the announcement of the Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Offer is no earlier than the fourth business day after the date the trading halt for the 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 Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

Rule Number	3.20.2
Date	19/07/2011
ASX Code	PAG
Listed Company	PRIMEAG AUSTRALIA LIMITED
Waiver Number	WLC110198-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PrimeAg Australia Limited (the "Company") a waiver from the following listing rule, in connection with the Company's undertaking a capital raising of approximately \$125 million by way of an accelerated non-renounceable entitlement offer (the "Entitlement Offer").</p> <p>1.1 In respect of the Entitlement Offer:</p> <p>1.1.1. A waiver from listing rule 3.20.2 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>
Basis For Decision	<p>Underlying Policy 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>Present Application Accelerated non-renounceable entitlement offer - functionally equivalent to a non-renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

Rule Number	4.4A
Date	19/07/2011
ASX Code	CLV
Listed Company	CLOVER CORPORATION LIMITED
Waiver Number	WLC110190-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Clover Corporation Limited (the "Company") a waiver from listing rule 4.4A to the extent necessary that the Company not be required to lodge an Appendix 4F for the period ended 30 June 2011 following the change of its balance date from 30 June 2011 to 31 July 2011.
Basis For Decision	<p>Underlying Policy Entity to provide information set out in Appendix 4F on change of balance date - ensure market informed where balance date changes - ensure no 'gaps' in financial information.</p> <p>Present Application Purpose of listing rule 4.4A is to ensure that the market is kept informed of an entity's financial situation in a timely manner where the entity's balance date is extended by a significant amount of time, resulting in the possibility of material changes in the financial performance or position of an entity between the 'old' date by which it would have been required to lodge a periodic report, and the 'new' date by which it has to lodge a report - extension of year by 31 days is unlikely to be long enough for there to be a material difference in the Company's financial performance or position that arises in that time - ASIC has granted Company relief to enable it to extend its current financial year end from 30 June 2011 to 31 July 2011 - next set of ASIC accounts required is for the period from 1 July 2010 to 31 July 2011 - Company will be required under listing rules 4.3A and 4.3B to give a preliminary final report for the period 1 July 2010 to 31 July 2011 within two months after 31 July 2011.</p>

Rule Number	6.10.4
Date	19/07/2011
ASX Code	IKW
Listed Company	IKWEZI MINING LIMITED
Waiver Number	WLC110201-001
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Ikwezi Mining Limited (the "Company") a waiver from listing rule 6.10.4 to the extent necessary that the removal or change of a shareholder's right to vote may be permitted where that removal or change is required under Bermudan legislation.
Basis For Decision	<p>Underlying Policy Voting rights of security holders rights to vote may not be changed except as provided by Australian law or a provision in the entity's constitution that is required for compliance with Australian law - supports shareholder democracy.</p> <p>Present Application Foreign entity - law of its home jurisdiction may require removal of voting rights - waiver granted to permit company to remove voting rights where required to comply with laws of home jurisdiction.</p>

Rule Number	6.18
Date	29/07/2011
ASX Code	DSF
Listed Company	DSF INTERNATIONAL HOLDINGS LIMITED
Waiver Number	WLC110192-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DSF International Holdings Limited (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit Mincor Resources NL ("Mincor") 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 Mincor subject to the following conditions.</p> <p>1.1. The Top-up Right lapses if Mincor'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 Mincor 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 Mincor.</p> <p>1.4. Any securities issued under the Top-Up Right are offered to Mincor for cash consideration that is either of the following.</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).</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 Mincor under the Top up Right in the case of any diluting event must not be greater than the number required in order for Mincor 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>
Basis For Decision	<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 broader placement agreement -Company to enter into joint venture agreements in relation to all its existing projects with a major mining company and cornerstone investor on completion of placement cornerstone investor may nominate a representative to be appointed to the board and provide technical skills and exploration expertise to the entity - part of the agreement to subscribe 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 with the major shareholders ceases or its interest in the company falls below 10%.

Rule Number	6.23.2
Date	27/07/2011
ASX Code	AMC
Listed Company	AMCOR LIMITED
Waiver Number	WLC110187-001
Decision	<p>1. Based solely on the information provided and subject to resolution 2, ASX Limited ("ASX") grants Amcor Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to extend the expiry dates of the following options issued under the Company's employee incentive schemes to a date not later than 29 September 2016:</p> <p>1.1. 423,200 options exercisable at \$6.79 and expiring 30 June 2016;</p> <p>1.2. 98,000 options exercisable at \$6.39 and expiring 30 June 2016;</p> <p>1.3. 92,000 options exercisable at \$7.05 and expiring 30 June 2016. (together, the "Options")</p> <p>2. The waiver in resolution 1 is subject to the following conditions.</p> <p>2.1. Shareholders of the Company approve the extension of the expiry dates of the Options by way of an ordinary resolution, with any votes cast by shareholders who hold the Options being disregarded.</p> <p>2.2. The terms of this waiver in resolution 1 are released to the market no later than the notice of meeting is sent to shareholders.</p>
Basis For Decision	<p>Underlying Policy Sets out the 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>Present Application Unquoted options granted to employees and executive of the company expiring 30 June 2016 - intention was that the options should expire 29 September 2016 such that expiry would fall within a trading window but options drafted to expire 30 June 2016 in error - proposal to extend expiry of options for up to three months to coincide the expiry with the trading window - relief sought to align these options with other options issued under the incentive plan - impact on market for entity's quoted securities expected to be insignificant - waiver granted to permit options to be amended with shareholder approval and subject to usual conditions.</p>

Rule Number	6.23.3
Date	29/07/2011
ASX Code	DKN
Listed Company	DKN FINANCIAL GROUP LIMITED
Waiver Number	WLC110191-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DKN Financial Group Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of 1,947,500 Practice Options issued in 2009 and 1,980,000 Practice Options issued in 2010 ("Practice Options") such that the exercise period for the Practice Options may be increased (the "Increased Exercise Period") without obtaining shareholder approval, until 7 days after the Scheme (as defined below) is voted upon by shareholders, on the following conditions.</p> <p>1.1. Shareholders of the Company approve a scheme of arrangement between the Company and its shareholders under Part 5.1 of the Corporations Act 2001 (Cth) as a result of which all the shares in the capital of the Company on issue at the record date will be transferred to Ausselect Pty Ltd a wholly-owned subsidiary of IOOF Holdings Limited ("Scheme").</p> <p>1.2. Full details of the Increased Exercise Period of the Practice Options are clearly set out to ASX's satisfaction in the Scheme Booklet which will be sent to Company shareholders.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application Terms of unquoted practice options to be amended in conjunction with scheme of arrangement to remove a condition whereby the practice options automatically lapse 30 days after the Court orders a meeting of shareholders in relation to a scheme of arrangement - amend practice options term to 7 days after shareholder meeting - equivalent to increasing the period of exercise by 17 days - shareholders to approve scheme of arrangement - scheme documents to fully disclose the amended terms of the options - waiver granted.</p>

Rule Number	6.24
Date	26/07/2011
ASX Code	SML
Listed Company	SYNERGY METALS LTD
Waiver Number	WLC110200-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Synergy Metals Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notice required by paragraph 6.1 of Appendix 6A, in relation to 8,620,648 quoted options exercisable at 60 cents, expiring on 31 August 2011 ("SMLO Options"), on the following conditions:</p> <p>1.1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office by no later than 3 August 2011, together with a statement that an option expiry notice will not be sent to option holders.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds 45 cents before 31 August 2011, the Company immediately sends an option expiry notice to SMLO Option holders.</p>
Basis For Decision	<p>Underlying Policy Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.</p> <p>Present Application Likelihood of option holders exercising options 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>

Rule Number	7.1
Date	22/07/2011
ASX Code	GBG
Listed Company	GINDALBIE METALS LTD
Waiver Number	WLC110194-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gindalbie Metals Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising at a proposed ratio of 1:4 to raise approximately A\$200 million by way of an accelerated non-renounceable entitlement offer (the "Offer").</p> <p>1.1. Listing rule 7.1 to the extent necessary to permit the Company to issue shares under the Offer without security holder approval, on condition that the Offer complies with the following.</p> <p>1.1.1. On or before the record date, shareholders who are believed by the Company or any underwriters to the 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 Security Holder") may be invited by the Company to subscribe for a number of shares equal to their pro rata allocation of the 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 security holders under the institutional entitlement offer ("Institutional Offer") (other than entitlements under the Institutional Offer offered to Angang Group Hong Kong (Holdings) Limited ("Ansteel") which Ansteel is prevented from accepting by reason of foreign regulatory approvals that are required before Ansteel may subscribe for further securities, and which approvals have not been obtained before the Offer commences) and, if any underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other institutional security holders (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>1.1.3. Institutional security holders 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 security holders, other than shareholders who received an Offer in the Institutional Offer and Foreign excluded Investors, ("Retail Security Holders") are offered a number shares equal to their pro rata allocations of the Offer ("Retail 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 Offer and the Retail 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>

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Basis For Decision	<p>Underlying Policy 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>Present Application 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 - Ansteel (major shareholder) not expected to participate in offer - Ansteel participation in offer subject to foreign regulatory approvals - if foreign approvals not obtained at time of offer then Ansteel entitlements do not form part of bookbuild and are to be offered to Ansteel in future as a separate placement on same terms as offer , subject to shareholder approval.</p>
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Rule Number	7.1
Date	19/07/2011
ASX Code	PAG
Listed Company	PRIMEAG AUSTRALIA LIMITED
Waiver Number	WLC110198-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PrimeAg Australia Limited (the "Company") a waiver from the following listing rule, (and, where indicated, gives the following confirmations) in connection with the Company's undertaking a capital raising of approximately \$125 million by way of an accelerated non-renounceable entitlement offer (the "Entitlement Offer"), including an agreement with a sub-underwriter under which the sub-underwriter agrees to subscribe for the lesser of \$35 million worth of shares or 9.9% of the Company's diluted capital after completion of the Entitlement Offer (the "Sub-Underwriting Agreement").</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 shareholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>(a) On or before the record date, shareholders who are believed by the Company or the underwriter 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 Shareholder") 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 Shareholders 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 Shareholders (including such investors who are not shareholders as at the record date) through a bookbuild process conducted and completed on or before the record date.</p> <p>(c) Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>(d) All shareholders, other than shareholders 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) Shares offered under the Institutional Entitlement Offer and the Retail Entitlement Offer are offered at the same price.</p> <p>(f) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to the shortfall facility or pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p> <p>1.1.2. In resolution 1.1.1, the Company may ignore changes in</p>

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	<p>shareholdings 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 shareholdings registered in the name of nominee the following will apply.</p> <p>(a) The nominee shall be treated as a separate shareholder in 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 Entitlement Offers in respect of shares held as nominee for Institutional Shareholders and Retail Entitlement Offers in respect of shares 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 Shareholder for whom it holds.</p>
<p>Basis For Decision</p>	<p>Underlying Policy 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>Present Application 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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Rule Number	7.1
Date	19/07/2011
ASX Code	PAG
Listed Company	PRIMEAG AUSTRALIA LIMITED
Waiver Number	WLC110198-005
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PrimeAg Australia Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising of approximately \$125 million by way of an accelerated non-renounceable entitlement offer (the "Entitlement Offer"), including an agreement with a sub-underwriter under which the sub-underwriter agrees to subscribe for the lesser of \$35 million worth of shares or 9.9% of the Company's diluted capital after completion of the Entitlement Offer (the "Sub-Underwriting Agreement").</p> <p>1.1. In respect of the Sub-Underwriting Agreement, a waiver from listing rule 7.1 to the extent necessary to permit the Company, prior to the commencement of the Entitlement Offer, to agree to issue such number of shares that will result in Perry Capital holding not more than 9.9% of the Company's issued capital on a post-Entitlement Offer basis, on the following conditions.</p> <p>1.1.1. Any shares issued under the Sub-Underwriting Agreement may only be issued at the same time as or after the issue of shares under the Retail Entitlement Offer, including to underwriters and sub-underwriters of the Retail Entitlement Offer.</p> <p>1.1.2. The number of shares issued under the Sub-Underwriting Agreement must not be greater than the number of equity securities that the Company can issue without prior shareholder approval under listing rule 7.1 based upon the Company's capital structure immediately following completion of the Entitlement Offer.</p> <p>1.1.3. Any shares issued under the Placement are included in "C" in the formula in listing rule 7.1 until their issue has been ratified by shareholders (or 12 months has passed after their issue).</p>
Basis For Decision	<p>Underlying Policy 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>

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Present Application

Entity undertaking accelerated entitlement offer - underwriter and sub-underwriter for this offer engaged - agreement with sub-underwriter to commit certain minimum amount of investment into the entity - if sub-underwriter does not receive securities to the amount of this minimum commitment pursuant to sub-underwriting of shortfall from accelerated entitlement offer, entity proposes to make placement to sub-underwriter under listing rule 7.1 based on calculation of capacity that includes shares yet to be issued under the accelerated entitlement offer - the accelerated entitlement offer is functionally equivalent to a non-renounceable pro-rata offer - placement to sub-underwriter (if needed) will occur on completion of both the institutional and retail offers - agreement to make placement to be entered into prior to commencement of offer - offer fully underwritten and is expected to proceed as a matter of commercial certainty - effectively a timing waiver that permits entity to draw on the future issuing capacity under listing rule 7.1 that will be created by the entitlement offer before the offer has actually been completed.

Rule Number	7.11.3
Date	28/07/2011
ASX Code	BNT
Listed Company	BOUNTY MINING LTD
Waiver Number	WLC110188-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bounty Mining Limited (the "Company") a waiver from listing rule 7.11.3 to the extent necessary to permit the Company to undertake a non-renounceable rights issue under which the Company will offer three fully paid ordinary shares for every two shares held at the record date, with one free attaching option exercisable at 1.5 cents each within two years of the date of issue for every five shares subscribed for (the "Rights Issue") subject to the following conditions.</p> <p>1.1. Shareholders approve the Rights Issue.</p> <p>1.2. The notice of meeting seeking shareholders' approval of the Rights Issue contains a voting exclusion statement that excludes the votes of any substantial shareholders, any proposed underwriter or sub-underwriter of the Rights Issue, VETL Pty Limited, and their respective associates.</p>
Basis For Decision	<p>Underlying Policy Entity must not make a pro-rata offer at a ratio greater than 1:1 - exception where offer is renounceable and issue price is not more than average price for securities in that class - enables smaller holders to either maintain their proportionate holding in entity without requiring excessive outlay of funds or being significantly diluted, or realise value by selling renounceable rights.</p> <p>Present Application Company's securities currently suspended following appointment of voluntary administrators and completion of DOCA - Company proposes to undertake a significant non-renounceable pro rata rights issue to raise capital to complete the recapitalisation process - proposed rights issue to be made at the ratio of up to three new shares for every two shares held - waiver to permit issue subject to shareholder approval - voting exclusion statement to exclude any substantial shareholders, any proposed underwriters and sub-underwriters and related party that is to receive funds raised from the rights issue in satisfaction of a secured loan with the Company.</p>

Rule Number	7.15
Date	22/07/2011
ASX Code	BTT
Listed Company	BT INVESTMENT MANAGEMENT LIMITED
Waiver Number	WLC110189-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BT Investment Management Limited (the "Company") the following waiver in relation to the Company's undertaking a capital raising to raise approximately \$275 million by way of a pro-rata entitlement offer (the "Entitlement Offer").</p> <p>1.1. Listing rule 7.15 to the extent necessary to allow the Company to set a record date fewer than than 7 business days after the date on which security holder approval for the Entitlements Offer is obtained at an extraordinary general meeting, provided all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Entity to provide at least 7 business days after the meeting to determine entitlements under an approval to issue or offer of securities - provides security holders an opportunity to adjust their holding to participate in an issue or offer of securities.</p> <p>Present Application Entity proposing to conduct a pro-rata entitlement offer - issue of securities subject to shareholder approval due to issue restriction clause in constitution - prospectus, notice of meeting and Appendix 3B lodged approximately 5 weeks before general meeting - adequate disclosure given to the market of offer and effectively trading on a 'cum' basis prior to the general meeting - 4 business days trading on 'ex' basis - supports ASX market integrity and provides security holders ample opportunity to participate - orderly market maintained - waiver granted.</p>

Rule Number	7.40
Date	22/07/2011
ASX Code	BTT
Listed Company	BT INVESTMENT MANAGEMENT LIMITED
Waiver Number	WLC110189-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BT Investment Management Limited (the "Company") the following waiver in relation to the Company's undertaking a capital raising to raise approximately \$275 million by way of a pro-rata entitlement offer (the "Entitlement Offer").</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 condition that the record date for the Entitlement Offer is no earlier than the fourth business day after the date security holders approve the Entitlement Offer, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Prescribes the timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p>Present Application Pro-rata entitlement offer - security holder approval must be obtained for the issue under the entity's constitution - record date can only be set after security holder approval obtained - record date to be fewer than 7 business days after security holders' meeting, but the ex entitlement date will not be until after the date of the meeting - timetable with respect to time limit for record date adopted in this case is similar to that for accelerated entitlement offers without security holder approval in respect of which timetable waivers are granted, with the date of the meeting taking the place of the date of the announcement of the offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

Rule Number	7.40
Date	22/07/2011
ASX Code	GBG
Listed Company	GINDALBIE METALS LTD
Waiver Number	WLC110194-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gindalbie Metals Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising at a proposed ratio of 1:4 to raise approximately A\$200 million by way of an accelerated non-renounceable entitlement offer (the "Offer").</p> <p>1.1. Listing rule 7.40 only the extent necessary to permit the record date for the Offer not to be 7 business days after the announcement of the Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Offer is no earlier than the fourth business day after the date the trading halt for the 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 Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p>Present Application Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

Rule Number	7.40
Date	19/07/2011
ASX Code	PAG
Listed Company	PRIMEAG AUSTRALIA LIMITED
Waiver Number	WLC110198-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PrimeAg Australia Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising of approximately \$125 million by way of an accelerated non-renounceable entitlement offer (the "Entitlement Offer").</p> <p>1.1. A waiver from 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 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>
Basis For Decision	<p>Underlying Policy Prescribes the timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p>Present Application Accelerated non-renounceable entitlement offer - functionally equivalent to non-renounceable pro rata offer - waiver granted on condition that the timetable is acceptable to ASX.</p>

Rule Number	9.7
Date	29/07/2011
ASX Code	SFX
Listed Company	SHEFFIELD RESOURCES LIMITED
Waiver Number	WLC110199-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Sheffield Resources Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Triple Consulting Pty Ltd ("Triple C") to transfer a total of 1,714,286 options exercisable at \$0.30 each on or before 30 November 2013 (the "Escrowed Securities"), which are the subject of a restriction agreement that is effective for a period of 24 months from the date that the Company commenced quotation, to Cappig Finance Pty Ltd ("Cappig") on the following conditions:</p> <p>1.1 The Escrowed Securities are transferred only to the extent that Cappig receives only the number of Escrowed Securities to which Triple C is beneficially entitled as a shareholder of the Company.</p> <p>1.2 Cappig executes a restriction agreement in the form of an Appendix 9A in respect of the relevant number of Escrowed Securities for the balance of the escrow period, ending 15 December 2012.</p> <p>1.3 The Company instructs its share registry to immediately reinstate a holding lock on the Escrowed Securities for the balance of the escrow period, ending 15 December 2012 and not to remove the holding lock without ASX's prior written consent.</p>
Basis For Decision	<p>Underlying Policy Prohibition on changing restriction agreements or releasing securities from custodian or holding lock -supports escrow regime.</p> <p>Present Application Change of registered holder only - no change in beneficial ownership - transfer does not offend principles of escrow as the securities remain untradeable - restricted securities to be transferred are held by a company - restricted securities are held for the benefit of a particular person who is the sole shareholder of the company which is the registered holder of the restricted securities, and beneficial owner of the restricted securities - restricted securities are to be transferred to another company of which the same person also is the sole shareholder and has the beneficial interest in all the securities - waiver granted to permit change of legal ownership on condition that new restriction agreements are entered into.</p>

Rule Number	10.1
Date	18/07/2011
ASX Code	MLC
Listed Company	MOTHERCARE AUSTRALIA LIMITED
Waiver Number	WLC110197-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mothercare Australia Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to issue mandatorily converting notes (the "Mandatorily Converting Notes") to substantial holders in the Company (the "Substantial Holders") under a pro rata non-renounceable rights issue (the "Offer"), and to enter associated security documents in favour of a trustee (the "Trustee") on behalf of holders of Mandatorily Converting Notes, including the Substantial Holders, under which the Trustee will be granted a second ranking fixed and floating charge over the assets of the Company (the "Charge"), without obtaining shareholder approval, on the following conditions.</p> <p>1.1. Each Charge document includes a term that if an event of default occurs and the Trustee, on behalf of holders of the Mandatorily Converting Notes, exercises its rights under the Charge, the Substantial Holders (or any of their related parties) or related parties of the Company cannot acquire any legal or beneficial interest in an asset of the Company in full or part satisfaction of the Company's obligations to the Trustee and Mandatorily Converting Note holders under the Charge, or otherwise deal with the assets of the Company, without the Company first having complied with any applicable listing rules, including listing rule 10.1 (other than as required by law or by the Trustee or a receiver, or a receiver and manager appointed by the Trustee exercising its power of sale under the Charge and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to the holders of the Mandatorily Converting Notes, including the Substantial Holders or any related parties in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Mandatorily Converting Notes as they relate to the Charge in favour of the Substantial Holders is made in:</p> <p>1.2.1. the prospectus offering the Mandatorily Converting Notes; and</p> <p>1.2.2. each annual report of the Company for so long as a Substantial Holder holds a Mandatorily Converting Note.</p> <p>1.3. Any variation to the terms of the Mandatorily Converting Notes or Charge documents which are</p> <p>1.3.1 not minor changes; or</p> <p>1.3.2 inconsistent with the terms of the waiver,</p> <p>are subject to shareholder approval.</p>

Register of ASX Listing Rule Waivers

Basis For Decision	<p>Underlying Policy Requirement to obtain approval of security holders to an acquisition or disposal of a substantial asset from a person in position to exercise influence - only unassociated security holders' votes are counted- independent expert's report on fairness and reasonableness of the transaction must be obtained - protects security holders' interests by supplementing the related party provision of the Corporations Act (and whether related party provisions apply to foreign entities).</p> <p>Present Application Company undertaking pro rata non-renounceable rights issue of mandatorily converting notes to all shareholders including substantial shareholders - security for monies owing under notes to be granted in form of second ranking fixed and floating charge over Company's assets - rights of substantial holders ranking pari passu with all other noteholders - grant of security over assets amounts to disposal of substantial asset - substantial holder not entitled under security to acquire the asset without Company first complying with relevant listing rules, including listing rule 10.1 - exclusion of substantial shareholders from acquiring or dealing with assets except in limited circumstances mitigates potential for substantial holder to acquire assets at discount to its value - nature of charge disclosed in prospectus - material terms of charge to be included in prospectus.</p>
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Rule Number	10.11
Date	22/07/2011
ASX Code	GBG
Listed Company	GINDALBIE METALS LTD
Waiver Number	WLC110194-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gindalbie Metals Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising at a proposed ratio of 1:4 to raise approximately A\$200 million by way of an accelerated non-renounceable entitlement offer (the "Offer").</p> <p>1.1. Listing 10.11 to the extent necessary to permit the Company to issue shares under the Offer without security holder approval, on condition that the Offer complies with the following.</p> <p>1.1.1. On or before the record date, shareholders who are believed by the Company or any underwriters to the 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 Security Holder") may be invited by the Company to subscribe for a number of shares equal to their pro rata allocation of the 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 security holders under the institutional entitlement offer ("Institutional Offer") (other than entitlements under the Institutional Offer offered to Angang Group Hong Kong (Holdings) Limited ("Ansteel") which Ansteel is prevented from accepting by reason of foreign regulatory approvals that are required before Ansteel may subscribe for further securities, and which approvals have not been obtained before the Offer commences) and, if any underwriters determine, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other institutional security holders (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>1.1.3. Institutional security holders 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 security holders, other than shareholders who received an Offer in the Institutional Offer and Foreign excluded Investors, ("Retail Security Holders") are offered a number shares equal to their pro rata allocations of the Offer ("Retail 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 Offer and the Retail 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>

Register of ASX Listing Rule Waivers

Basis For Decision	<p>Underlying Policy 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>Present Application 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. Ansteel (major shareholder) not expected to participate in offer - Ansteel's participation in offer subject to foreign regulatory approvals - if foreign approvals not obtained at time of offer then Ansteel entitlements do not form part of bookbuild and are to be offered to Ansteel in future as f a separate placement on same terms as offer, subject to shareholder approval.</p>
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Rule Number	10.11
Date	19/07/2011
ASX Code	PAG
Listed Company	PRIMEAG AUSTRALIA LIMITED
Waiver Number	WLC110198-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PrimeAg Australia Limited (the "Company") a waiver from the following listing rule in connection with the Company's undertaking a capital raising of approximately \$125 million by way of an accelerated non-renounceable entitlement offer (the "Entitlement Offer"), including an agreement with a sub-underwriter under which the sub-underwriter agrees to subscribe for the lesser of \$35 million worth of shares or 9.9% of the Company's diluted capital after completion of the Entitlement Offer (the "Sub-Underwriting Agreement").</p> <p>1.1 In respect of the Entitlement Offer:</p> <p>1.1.1. A waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without shareholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>(a) On or before the record date, shareholders who are believed by the Company or the underwriter 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 Shareholder") 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 Shareholders 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 Shareholders (including such investors who are not shareholders as at the record date) through a bookbuild process conducted and completed on or before the record date.</p> <p>(c) Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>(d) All shareholders, other than shareholders 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) Shares offered under the Institutional Entitlement Offer and the Retail Entitlement Offer are offered at the same price.</p> <p>(f) Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to the shortfall facility or pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

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Basis For Decision	<p>Underlying Policy 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.</p> <p>Present Application 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.</p>
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Rule Number	14.7
Date	29/07/2011
ASX Code	DSF
Listed Company	DSF INTERNATIONAL HOLDINGS LIMITED
Waiver Number	WLC110193-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DSF International Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities:</p> <p>1.1. up to 75,000,000 ordinary shares at an issue price of 20 cents per share to subscribers to an offer under a prospectus dated 14 June 2011 (the "Prospectus");</p> <p>1.2. up to 37,500,000 options exercisable at \$0.20 each on or before on the basis of one (1) option for every two (2) shares issued under the Prospectus;</p> <p>1.3. 108,538,178 shares to the shareholders of Niuminco ("Vendors") for their Niuminco shares;</p> <p>1.4. 34,000,000 options exercisable at various prices above \$0.20 each on or before 30 September 2013 to optionholding Vendors for their Niuminco options;</p> <p>1.5. 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;</p> <p>1.6. 2,500,000 shares to Viaticus Capital Pty Ltd ("Viaticus"), a company associated with Gavin Rezos;</p> <p>1.7. 1,000,000 options exercisable at \$0.20 each on or before 30 September 2013 to Viaticus; (together, the "Securities"), later than 3 months after the shareholders' meeting of 9 May 2011 at which the issue of the Securities was approved, on the following conditions.</p> <p>1.8 The Securities are issued no later than 8 September 2011 and otherwise on the same conditions as approved by shareholders on 9 May 2011.</p> <p>1.9 The terms of the waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing - supports listing rule requirements.</p>

Register of ASX Listing Rule Waivers

Present Application

Shareholder approval obtained for the issue of securities as part of re-compliance with chapters 1 and 2 of the listing rules - delay with placement and settlement - notice of meeting stated that securities must be issued within three months - company's circumstances have not changed materially since shareholder approval obtained - shareholder approval obtained for issue of various tranches of securities in relation to a backdoor listing - waiver previously granted to permit issue of securities to related parties greater than 1 month from shareholder approval - company's securities remain suspended from official quotation pending recompliance with chapters 1 and 2 - waiver granted to give the company additional time to complete the issues that are part of the backdoor listing transaction - time extension not excessive - waiver permits company to complete transaction as approved by shareholders within a time that is reasonable in the circumstances.