



Register of ASX Listing Rule Waivers

16 to 31 October 2012

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	1.8 condition 4(c)
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-001
Decision	1. Based solely on the informatin provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from Condition 4(c) of listing rule 1.8 to the extent that the Issuer does not need to be registered under clause 601CD of the Corporations Act.
Basis For Decision	<p>Underlying Policy An entity admitted as a debt issuer which is a foreign entity must be registered as a foreign company under the Corporations Act. This requirement supports the listing rule requirements.</p> <p>Present Application Under section 601CD(1) of the Corporations Act a company that carries on business in this jurisdiction is required to be registered. Section 601CD(2) provides that a foreign company that offers debentures to which Part 2L.1 of the Corporations Act applies (which includes offers of debentures which require the making of disclosure under Part 6D, i.e., to retail investors) carries on business in this jurisdiction. The Company's debt security programme only permits the offer of wholesale debt securities. The Company's issuing of wholesale debt securities does not constitute carrying on business in Australia, and the Company is not required to be registered under the Corporations Act. Various relevant provisions of the Corporations Act apply to the Company and its securities, notwithstanding that it is not registered. As the Company is a wholesale debt issuer and is not required by law to be registered, it is considered appropriate that the waiver is granted.</p>

Rule Number	2.1 condition 3
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-002
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from condition 3 of listing rule 2.1 to the extent necessary that the Issuer's debt securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

Rule Number	2.4
Date	25/10/2012
ASX Code	THR
Listed Company	THOR MINING PLC
Waiver Number	WLC120271-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Thor Mining PLC (the "Company") a waiver from listing rule 2.4 to the extent necessary to permit the Company to only apply for quotation of those CHESS Depository Interests ("CDIs") issued over its fully paid ordinary shares into the Australian market, subject to the following conditions.</p> <p>1.1 The Company applies for quotation of CDIs issued into the Australian market on a monthly basis, and the Company provides to the market a monthly update of the net changes in the number of CDIs that are quoted on ASX.</p> <p>1.2 The Company immediately releases full details of this waiver to the market.</p>
Basis For Decision	<p>Underlying Policy An entity must apply for quotation of all securities that are in a class of securities that is already quoted. This increases transparency and certainty as to number of securities available to trade in market and helps to maintain the integrity of ASX's market.</p> <p>Present Application The Company is incorporated in the UK and is dual-listed on the Alternative Investment Market of the London Stock Exchange ("AIM"). Its securities must trade and settle on ASX in the form of CDIs. The total number of shares on issue does not correlate to securities immediately tradeable on ASX's market. The quotation of the CDIs on issue, as distinct from the total number of shares on issue, more accurately reflects the securities immediately tradeable on ASX. Traders on ASX will be better informed about the free float, depth and liquidity of ASX's market if only CDIs are quoted.</p>

Rule Number	2.8
Date	25/10/2012
ASX Code	THR
Listed Company	THOR MINING PLC
Waiver Number	WLC120271-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Thor Mining PLC (the "Company") a waiver from listing rule 2.8 to the extent necessary to allow the Company not to apply for quotation of CDIs which are issued as a result of holders of ordinary shares in the Company converting their shares to CDIs, within 10 business days of issue of those CDIs, subject to the following conditions.</p> <p>1.1 The Company applies for quotation of CDIs issued into the Australian market on a monthly basis, and the Company provides to the market a monthly update of the net changes in the number of CDIs that are quoted on ASX.</p> <p>1.2 The Company immediately releases full details of these waivers to the market.</p>
Basis For Decision	<p>Underlying Policy An entity must apply for quotation of securities to be quoted in a timely manner.</p> <p>Present Application The Company is incorporated in the UK and is also listed on the AIM. Its securities must trade and settle on ASX in the form of CDIs. The total number of shares on issue does not correlate to securities immediately tradeable on ASX's market. The quotation of the CDIs on issue, as distinct from the total number of shares on issue, more accurately reflects the securities immediately tradeable on ASX. Traders on ASX will be better informed about the free float, depth and liquidity of ASX's market if only CDIs are quoted. The number of CDIs in existence constantly fluctuates as securities are moved to and from the local and foreign share sub registers. It is impractical for the Company to apply for quotation of CDIs each time a movement between the sub-registers occurs, so a waiver is granted to permit quotation to be sought monthly. This timeframe provides an appropriate trade-off between minimising the administrative burden on the Company and ensuring that the market is updated regularly about the number of CDIs in existence.</p>

Rule Number	3.10.3
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-003
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from listing rule 3.10.3 to the extent that the Issuer need only advise ASX of a proposed issue of debt securities if they are to be quoted on ASX.
Basis For Decision	<p>Underlying Policy An entity must tell ASX of a proposed issue of securities (and, if the issue of securities is a bonus issue or a pro rata issue, the entity must at that time give ASX an Appendix 3B). This disclosure maintains an informed market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The debt securities to be issued under the Programme, and to be quoted on ASX, are to be issued in the wholesale debt market only. The Issuer also has on issue a number of classes of debt securities which have been issued in various currencies in different jurisdictions worldwide. Security holders are aware of the Issuer's ability to issue further debt securities under the Programme from time to time. Investment decisions by security holders are more closely linked to the credit rating of the entity rather than the possibility of dilution by further issues. The debt securities are expected to be rated A by S&P and A2 by Moody's. It is reasonable to expect that a significant proportion of investors will invest on the basis of the credit rating, and notification of every issue by the Issuer is likely to have little impact on those investors. It would be an administrative burden on the Issuer to notify ASX of frequent issues of debt securities in various jurisdictions. It is not considered that notification of every such issue would add to the continuous disclosure regime in relation to the debt securities quoted on ASX. A waiver is granted to permit the entity to advise ASX only of a proposed issue of securities that are to be quoted on ASX.</p>

Rule Number	3.10.5
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-004
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from listing rule 3.10.5 to the extent necessary that the Issuer be required to lodge an Appendix 3B only in respect of an issue of debt securities that are to be quoted on ASX only.
Basis For Decision	<p>Underlying Policy An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market.</p> <p>Present Application The Issuer is a wholesale debt issuer. It has been granted a waiver from listing rule 3.10.3 in relation to securities other than securities that are to be quoted on ASX. This is a companion waiver to the waiver from listing rule 3.10.3.</p>

Rule Number	3.20.2
Date	17/10/2012
ASX Code	ASZ
Listed Company	ASG GROUP LIMITED
Waiver Number	WLC120260-001
Decision	<p>1 Based solely on the information provided, ASX Limited ("ASX") grants ASG Group Limited (the "Company"), in connection with the Company's undertaking a capital raising to raise approximately \$15 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's fully paid ordinary shares (the "Entitlement Offer"), a waiver from listing rule 3.20.2 to permit the record date for the Entitlement Offer (the "Record Date") not to be seven business days after the announcement of the Entitlement Offer, but in accordance with the timetable submitted by the Company to ASX, on the following conditions.</p> <p>1.1 The Record Date is no earlier than the fourth business day after the date of the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the commencement of trading on that day.</p> <p>1.2 All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 3.20.2 requires a listed entity to give ASX at least seven business days notice of a record date and to comply with the Appendix 3A timetable. The giving of adequate notice of record dates, and compliance with timetables in relation to corporate actions, ensures that investors are able to determine their entitlements, trading can take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving seven business days notice of the record date is granted, as the imposition of the trading halt, and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis, means that there is no risk of market confusion about entitlements, and a corporate action can be accommodated by ASX systems.</p>

Rule Number	3.20.2
Date	4/10/2012
ASX Code	MYX
Listed Company	MAYNE PHARMA GROUP LIMITED
Waiver Number	WLC120268-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company"), in connection with the Company's capital raising comprising a placement ("Placement") of fully paid ordinary shares to institutional investors, and an accelerated non-renounceable entitlement offer of fully paid ordinary shares (the "Entitlement Offer"), to raise approximately \$54.6 million, a waiver from listing rule 3.20.2 to permit the record date for the Entitlement Offer (the "Record Date") not to be seven business days after the announcement of the Entitlement Offer, but in accordance with the timetable submitted by the Company, on the following conditions.</p> <p>1.1. The Record Date 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 for the Entitlement Offer commences before the open of trading on that day.</p> <p>1.2. All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 3.20.2 requires a listed entity to give ASX at least seven business days notice of a record date and to comply with the Appendix 3A timetable. The giving of adequate notice of record dates, and compliance with timetables in relation to corporate actions, ensures that investors are able to determine their entitlements, trading can take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving seven business days notice of the record date is granted as the imposition of the trading halt and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis means that there is no risk of market confusion about entitlements, and a corporate action can be accommodated by ASX systems.</p>

Rule Number	6.23.2
Date	28/09/2012
ASX Code	IDL
Listed Company	INDUSTREA LIMITED
Waiver Number	WLC120267-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Industrea 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 a total of 1,850,529 performance rights exercisable at \$1.27 (the "Rights"), on the following conditions.</p> <p>1.1. Shareholders of the Company and a court of competent jurisdiction (the "Court") approve the scheme of arrangement between the Company and its shareholders under Part 5.1 of the Corporations Act (Cth) 2001 as a result of which all the shares in the Company on issue at the record date will be transferred to GE Mining Services Holdings Pty Ltd (the "Scheme").</p> <p>1.2. Full details of the cancellation of the Rights are set out to ASX's satisfaction in the Scheme booklet.</p>
Basis For Decision	<p>Underlying Policy The cancellation of options for consideration requires the approval of holders of issued ordinary securities, to prevent option holders from seeking to extract an economic benefit from the listed entity that has granted the options, other than by exercising the options according to their terms. This requirement maintains an appropriate balance between the rights of holders of ordinary securities and holders of options, and supports the integrity of the ASX market.</p> <p>Present Application The Company is proposing to enter into the Scheme under which all of the Company's ordinary shares will be acquired by another entity. Outstanding performance rights will be cancelled for consideration, payable ultimately by the other entity, in conjunction with the Scheme. The Scheme is subject to ordinary security holder and court approval. Details of the proposed cancellation of performance rights will be included in the Scheme documentation. Approval of the Scheme will effectively include an endorsement of the cancellation of performance rights. Under these circumstances it is superfluous to require additional approval from ordinary security holders for the cancellation of performance rights.</p>

Rule Number	6.24
Date	22/10/2012
ASX Code	BSR
Listed Company	BASSARI RESOURCES LIMITED
Waiver Number	WLC120262-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bassari Resources Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A, in relation to 59,275,839 quoted options exercisable at 11 cents each on or before 30 November 2012 (the "BSROA Options"), on the following conditions.</p> <p>1.1 The information required by paragraph 6.1 of Appendix 6A is provided to ASX Market Announcements by no later than 2 November 2012, 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 8.25 cents before 30 November 2012, the Company immediately sends an option expiry notice to BSROA Option holders.</p>
Basis For Decision	<p>Underlying Policy Listing rule 6.24 requires a listed entity to comply with the timetables in Appendix 6A of the Listing Rules in relation to various corporate actions. Paragraph 6 of Appendix 6A requires a listed entity to send a notice to holders of quoted convertible securities not more than 30 business days before the conversion or expiry date and at least 20 business days before the conversion or expiry date. The sending of the expiry notice provides convertible securities holders with a timely reminder and recent information relevant to their making an informed decision to exercise the convertible securities.</p> <p>Present Application The likelihood of option holders exercising options is too remote to justify the cost of sending notice. A waiver is granted on condition that notice will be sent if there is a substantial increase in trading price of securities.</p>

Rule Number	7.1
Date	17/10/2012
ASX Code	ASZ
Listed Company	ASG GROUP LIMITED
Waiver Number	WLC120260-003
Decision	<p>1 Based solely on the information provided, ASX Limited ("ASX") grants ASG Group Limited (the "Company"), in connection with the Company's undertaking a capital raising to raise approximately \$15 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's fully paid ordinary shares (the "Entitlement Offer"), 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>1.1 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 ("Institutional Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer (the "Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2 Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Foreign Excluded Investors may be offered to institutional investors (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 (the "Institutional Bookbuild"). The minimum offer price at which ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>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>1.4 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 (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5 Ordinary shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements, including sub-underwriting agreements, 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 Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, under which offers are made to institutional and retail security holder as at a single record date. As an equivalent offer is being made to all security holders, and the only difference is the timing of the offer, where a first round offer is first made to institutional security holders and a second round offer is made to retail security holders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>
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Rule Number	7.1
Date	4/10/2012
ASX Code	MYX
Listed Company	MAYNE PHARMA GROUP LIMITED
Waiver Number	WLC120268-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company"), in connection with the Company's capital raising comprising a placement of fully paid ordinary shares to institutional investors ("Placement"), and an accelerated non-renounceable entitlement offer of fully paid ordinary shares (the "Entitlement Offer"), to raise approximately \$54.6 million, a waiver from listing rules 7.1 and 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>1.1. On or before the Record Date, shareholders 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 Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer (the "Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Foreign Excluded Investors may be offered to other Institutional Shareholders and institutional investors who are not shareholders as at the Record Date, through a bookbuild process conducted and completed on or before the Record Date (the "Institutional Bookbuild"). The minimum offer price at which ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price at which they were offered under the Entitlement Offer.</p> <p>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>1.4. 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 (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>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 Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, under which offers are made to institutional and retail shareholders as at a single record date. As an equivalent offer is being made to all shareholders, and the only difference is the timing of the offer, where a first round offer is first made to institutional shareholders and a second round offer is made to retail shareholders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>
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Rule Number	7.1
Date	4/10/2012
ASX Code	MYX
Listed Company	MAYNE PHARMA GROUP LIMITED
Waiver Number	WLC120268-005
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company"), in connection with the Company's capital raising comprising a placement of fully paid ordinary shares to institutional investors ("Placement"), and an accelerated non-renounceable entitlement offer of fully paid ordinary shares (the "Entitlement Offer"), to raise approximately \$54.6 million, a waiver from listing rule 7.1 to the extent necessary to permit the Company to calculate the number of ordinary shares which it may issue without shareholder approval pursuant to the Placement on the basis that variable "A" of the formula in listing rule 7.1 is deemed to include the number of ordinary shares in the Company that may be issued under the Entitlement Offer, subject to the following conditions.</p> <p>1.1. The number of ordinary shares to be issued under the Placement does not exceed 30% of the Company's current issued share capital.</p> <p>1.2. The ordinary shares issued under the Placement are to be included in variable "C" in the formula under listing rule 7.1.</p> <p>1.3. The Entitlement Offer is fully underwritten.</p> <p>1.4. In the event that the full number of shares offered under the Entitlement Offer is not issued, and the number of shares represented by the Placement thereby exceeds 15% of the actual number of the Company's shares following completion of the Entitlement Offer, the Company's 15% placement capacity under listing rule 7.1 following completion of the Entitlement Offer is to be diminished by that number of shares issued under the Placement that exceeded the Company's 15% capacity under listing rule 7.1 at the time of the Placement.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p>

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Present Application

The Company is proposing to undertake an institutional placement under listing rule 7.1 based on the calculation of capacity that includes securities yet to be issued under an Accelerated Non-Renounceable Entitlement Offer which is functionally equivalent to a non-renounceable pro rata offer. The placement will occur simultaneously with the institutional component of the entitlement offer. This is effectively a timing waiver that permits an entity to draw down 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	7.3.2
Date	26/10/2012
ASX Code	TNC
Listed Company	TRANSOL CORPORATION LIMITED
Waiver Number	WLC120272-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Transol Corporation Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of 60,000,000 ordinary fully paid shares (the "Deferred Consideration Shares") to Sturt Resources Pty Ltd to state that the Deferred Consideration Shares will be issued more than 3 months after the date of the shareholders' meeting, on the following conditions:</p> <p>1.1. The Notice sets out in detail the milestones which must be satisfied prior to the issue of the Deferred Consideration Shares.</p> <p>1.2. The milestones which must be satisfied for the Deferred Consideration Shares to be issued are not varied.</p> <p>1.3. For any annual reporting period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Deferred Consideration Shares issued in that annual reporting period, and the number of Deferred Consideration Shares that remain to be issued, and the basis on which those securities may be issued.</p> <p>1.4. For any half year or quarter during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company's interim report and quarterly activities report must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares that remain to be issued, and the basis on which those shares may be issued.</p> <p>1.5. The Deferred Consideration Shares must be issued no later than one year from the date of the shareholders' meeting to approve the issue of the Deferred Consideration Shares.</p> <p>1.6. The Company releases the terms of the waiver to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the notice to state the date by which the entity will issue the securities, and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisation of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

Register of ASX Listing Rule Waivers

Present Application

The Company proposes to issue securities to a vendor. The issue of these securities is contingent on certain milestones being met. The deferred consideration securities are to be issued to the vendor no later than one year from the date of the security holders' meeting approving the issue. The maximum number of securities to be issued is fixed and the degree of dilution is known. Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the counterparty to the agreement to have commercial certainty about the ability of the listed entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

Rule Number	7.14
Date	17/10/2012
ASX Code	ASZ
Listed Company	ASG GROUP LIMITED
Waiver Number	WLC120260-005
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants ASG Group Limited (the "Company") a waiver from listing rule 7.14 to the extent necessary to permit the Company to have a record date for an accelerated non-renounceable pro rata entitlement offer within six business days of the record date for the dividend announced to ASX on 27 August 2012.
Basis For Decision	<p>Underlying Policy An entity must not have a record date for any corporate action fewer than six business days after a record date for another corporate action. This requirement enables ASX to establish a market around entitlements and maintain orderly trading and settlement of securities.</p> <p>Present Application The Company is currently in the process of paying a dividend and its securities are trading on an ex-dividend basis. The record date for the dividend is presently set as the day before the record date for the Accelerated Non-Renounceable Entitlement Offer. As ASX systems can accommodate both corporate actions, ASX considers that the timetable proposed does not raise any orderly market or trading or settlement issues.</p>



Rule Number	7.25
Date	26/10/2012
ASX Code	AIX
Listed Company	AUSTRALIAN INFRASTRUCTURE FUND
Waiver Number	WLC120261-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australian Infrastructure Fund (the "Group") a waiver from listing rule 7.25 to the extent necessary to permit the Group to undertake a capital return which may have the effect of reducing the trading price of the Group's securities to less than 20 cents each, pursuant to an equal reduction of capital to be approved by the Group's security holders under section 256C(1) of the Corporations Act 2001 (Cth).</p>
Basis For Decision	<p>Underlying Policy A listed entity must not issue bonus securities or reorganise capital if this would decrease trading price of main class of security below 20 cents. This supports the ASX market.</p> <p>Present Application The Group proposes to return capital following the sale of its main undertaking. A waiver is granted to permit the return of capital to be made in accordance with security holder approval under the Corporations Act.</p>

Rule Number	7.40
Date	17/10/2012
ASX Code	ASZ
Listed Company	ASG GROUP LIMITED
Waiver Number	WLC120260-002
Decision	<p>1 Based solely on the information provided, ASX Limited ("ASX") grants ASG Group Limited (the "Company") in connection with the Company's undertaking a capital raising to raise approximately \$15 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's fully paid ordinary shares (the "Entitlement Offer") a waiver from listing rule 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be six business days after the announcement of the Entitlement Offer, but in accordance with the timetable submitted by the Company to ASX, on the following conditions.</p> <p>1.1 The record date for the Entitlement Offer is no earlier than the fourth business day after the date of the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the commencement of trading on that day.</p> <p>1.2 All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 & 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading can take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the sixth day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving six business days notice of the record date is granted as the imposition of the trading halt, and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis, means that there is no risk of market confusion about entitlements, and a corporate action can be accommodated by ASX systems.</p>

Rule Number	7.40
Date	26/10/2012
ASX Code	AIX
Listed Company	AUSTRALIAN INFRASTRUCTURE FUND
Waiver Number	WLC120261-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australian Infrastructure Fund (the "Group") a waiver from listing rule 7.40 to the extent necessary to permit the Group not to have to comply with the timetable in Appendix 7A when it effects the return of capital to security holders arising from the sale of the Group's main undertaking, but to proceed in accordance with a timetable provided by the Group to ASX, on condition that that timetable is and remains acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including reorganisations of capital (Appendix 7A, paragraphs 5 & 6). Compliance with timetables ensures that investors are able to determine their entitlements, trading can take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p>Present Application Appendix 7A paragraph 5 indicates that a timetable for a reorganisation of capital (not requiring Court approval) shall proceed immediately upon security holder approval for the corporate action being received. The listed entity is a stapled group. The timetable proposed to be adopted incorporates a long period (approximately 65 business days) between the approval of security holders for the reorganisation and the record date. The listed entity has to conduct a pre-emptive rights process before the sale of the assets can be effected and the return per security determined. A waiver is granted to permit a break in the usual the timetable for a reorganisation of capital so as to permit the pre-emptive rights process, sale of the assets, and determination of the cash return amount, to occur. It is appropriate for there to be a period of deferred settlement trading given the proposed de-stapling event necessitating the issue of new holding statements to security holders.</p>

Rule Number	7.40
Date	4/10/2012
ASX Code	MYX
Listed Company	MAYNE PHARMA GROUP LIMITED
Waiver Number	WLC120268-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company") in connection with the Company's capital raising comprising a placement of fully paid ordinary shares to institutional investors ("Placement"), and an accelerated non-renounceable entitlement offer of fully paid ordinary shares (the "Entitlement Offer"), to raise approximately \$54.6 million, a waiver from listing 7.40 to permit the record date for the Entitlement Offer (the "Record Date") not to be six business days after the announcement of the Entitlement Offer, but in accordance with the timetable submitted by the Company, on the following conditions.</p> <p>1.1. The Record Date 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 for the Entitlement Offer commences before the open of trading on that day.</p> <p>1.2. All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 & 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading can take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the sixth business day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving six business days notice of the record date is granted as the imposition of the trading halt and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis means that there is no risk of market confusion about entitlements, and a corporate action can be accommodated by ASX systems.</p>

Rule Number	8.2
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-005
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1 condition 3 operates.
Basis For Decision	<p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where listing rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The Issuer is a wholesale debt issuer and transactions in its debt securities settle outside of CHESSE. It has been granted a waiver from listing rule 2.1, condition 3. This is a companion waiver to the waiver from listing rule 2.1 condition 3</p>

Rule Number	8.10
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-006
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register the transfer of debt securities from the date that is 8 calendar days before an interest payment date or the maturity date of the Note.
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. The Issuer is required to close the register of a series of debt securities from the close of business eight calendar days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

Rule Number	8.21
Date	16/10/2012
ASX Code	BPB
Listed Company	BP CAPITAL MARKETS PLC
Waiver Number	WLC120256-007
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BP Capital Markets Plc (the "Issuer") a waiver from listing rule 8.21 to the extent necessary that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
Basis For Decision	<p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>

Rule Number	10.11
Date	17/10/2012
ASX Code	ASZ
Listed Company	ASG GROUP LIMITED
Waiver Number	WLC120260-004
Decision	<p>1 Based solely on the information provided, ASX Limited ("ASX") grants ASG Group Limited (the "Company"), in connection with the Company's undertaking a capital raising to raise approximately \$15 million by way of an accelerated non-renounceable pro rata entitlement offer of the Company's fully paid ordinary shares (the "Entitlement Offer"), a waiver from listing 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>1.1 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 ("Institutional Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer (the "Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2 Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Foreign Excluded Investors may be offered to institutional investors (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 (the "Institutional Bookbuild"). The minimum offer price at which ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>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>1.4 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 (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5 Ordinary shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.6 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements, including sub-underwriting agreements, and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

Register of ASX Listing Rule Waivers

Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer. As an equivalent offer is being made to all security holders and the only difference is the timing of the offer, where a first round offer is first made to institutional security holders, and a second round offer is made to retail security holders, the offer is functionally equivalent to a pro rata entitlements offer. As related parties and their associates are not entitled to participate beyond pro rata allocations, there is no concern that they could be obtaining securities on advantageous terms or increasing their holding to the detriment of other security holders.</p>
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Rule Number	10.11
Date	4/10/2012
ASX Code	MYX
Listed Company	MAYNE PHARMA GROUP LIMITED
Waiver Number	WLC120268-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company"), in connection with the Company's capital raising comprising a placement of fully paid ordinary shares to institutional investors ("Placement"), and an accelerated non-renounceable entitlement offer of fully paid ordinary shares (the "Entitlement Offer"), to raise approximately \$54.6 million, 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>1.1. On or before the Record Date, shareholders 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 Shareholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer (the "Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Foreign Excluded Investors may be offered to other Institutional Shareholders and institutional investors who are not shareholders as at the Record Date, through a bookbuild process conducted and completed on or before the Record Date (the "Institutional Bookbuild"). The minimum offer price at which ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>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>1.4. 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 (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>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 Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an Accelerated Non-Renounceable Entitlement Offer. As an equivalent offer is being made to all shareholders and the only difference is the timing of the offer, where a first round offer is made to institutional shareholders and a second round offer is made to retail shareholders, the offer is functionally equivalent to a pro rata entitlement offer. As related parties and their associates are not entitled to participate beyond pro rata allocations, there is no concern that they could be obtaining securities on advantageous terms or increasing their holding to the detriment of other shareholders.</p>
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Rule Number	10.13.5
Date	25/10/2012
ASX Code	AHZ
Listed Company	ALLIED HEALTHCARE GROUP LTD
Waiver Number	WLC120258-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Allied Healthcare Group Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of meeting (the "Notice") to approve the issue of a maximum of \$45,000 worth of shares to Mr Christopher Catlow (or his nominee), a maximum of \$35,000 worth of shares to Mr Graeme Rowley (or his nominee), and a maximum of \$35,000 worth of shares to Mr Peter Turvey (or his nominee), in each case in lieu of directors' fees, not to include an issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the number of shares to be issued to Messrs Catlow, Rowley and Turvey (or their respective nominees) will be calculated by dividing the amount owed to each director in respect of their director's fees by the volume weighted average trading price of the Company's shares on ASX in the 5 day period prior to the date of issue of the shares.</p> <p>1.2 The Company releases the terms of the waiver to the market immediately.</p> <p>1.3 The Company's annual report for any period during which the shares are issued to Messrs Catlow, Rowley and Turvey (or their respective nominees), discloses details of the number of shares that were issued to each of them, including the percentage of the Company's issued capital represented by those shares.</p>
Basis For Decision	<p>Underlying Policy This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of securities to certain directors in lieu of directors' fees. The issue price of the securities to be issued is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, and where the future security price will be known shortly after the security holder meeting, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

Rule Number	10.15A.2
Date	17/10/2012
ASX Code	AOH
Listed Company	ALTONA MINING LIMITED
Waiver Number	WLC120259-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Altona Mining Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's 2012 notice of annual general meeting ("Notice") seeking shareholder approval for the issue of performance share rights under the Company's Awards Plan pursuant to listing rule 10.14 not to state a maximum number of performance share rights that may be issued to the Company's Managing Director, Dr Alistair Cowden, on the condition that the notice includes the formula by which the number of performance rights to be granted is calculated.</p>
Basis For Decision	<p>Underlying Policy This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state the maximum number of securities that are intended to be issued under an employee incentive scheme to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of securities pursuant to an executive and employee incentive scheme. The maximum number of securities to be issued under the executive and employee incentive scheme to the relevant person is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the number of entitlements and/or securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

Rule Number	10.15.2
Date	5/10/2012
ASX Code	GFF
Listed Company	GOODMAN FIELDER LIMITED.
Waiver Number	WLC120266-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Goodman Fielder Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to the resolution seeking security holder approval pursuant to listing rule 10.14 for the grant of securities under the Company's Short-term Incentive Plan and Equity Incentive Plan to Mr Chris Delaney, not to state the maximum number of securities that may be granted, on condition that the Notice includes the method by which the number of securities to be granted is calculated.</p>
Basis For Decision	<p>Underlying Policy This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state the maximum number of securities that are intended to be issued under an employee incentive scheme to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of securities to its managing director pursuant to two separate employee incentive schemes. The maximum number of securities to be issued under one of the employee incentive schemes is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the number of securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

Rule Number	10.15.2
Date	18/10/2012
ASX Code	SEK
Listed Company	SEEK LIMITED
Waiver Number	WLC120270-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Seek Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval under listing rule 10.14 for the issue of one performance right to Mr Andrew Bassat under the Company's executive remuneration arrangements, not to state a maximum number of ordinary shares that may be issued to Mr Bassat on exercise of the performance right, on condition that the Notice states the method by which the number of ordinary shares to be issued is calculated.</p>
Basis For Decision	<p>Underlying Policy This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state the maximum number of securities that are intended to be issued under an employee incentive scheme to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of one performance right, exercisable into ordinary shares, pursuant to the Company's executive remuneration scheme. The maximum number of ordinary shares to be issued to the relevant person on exercise of the performance right is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the number of entitlements and/or securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

Rule Number	14.5
Date	26/10/2012
ASX Code	CNP
Listed Company	CNPR GROUP
Waiver Number	WLC120263-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants CNPR Group (the "Group") a waiver from listing rule 14.5 to the extent necessary to permit CNPR Limited (the "Company") not to hold an election of directors in the calendar year ending 31 December 2012, on condition that the Company is granted an extension by the Australian Securities & Investments Commission ("ASIC") of the period within which to hold its next annual general meeting until 30 November 2014.</p>
Basis For Decision	<p>Underlying Policy An entity which has directors must hold an election of directors each year. This rule supports shareholder democracy.</p> <p>Present Application The Group's securities are currently suspended from quotation pending completion of the winding up of the Group following a restructure and debt cancellation, and are expected never to be reinstated to quotation. The Company component of the stapled group has obtained relief from ASIC under the Corporations Act to extend the period within which it is required to hold its next annual general meeting until 30 November 2014. In the circumstances of the Company's being wound up, and on the basis of the ASIC relief granted to the Company, the policy of the rule will not be undermined if there is no election of directors this year.</p>

Rule Number	14.7
Date	18/10/2012
ASX Code	ERD
Listed Company	EXALT RESOURCES LIMITED
Waiver Number	WLC120265-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Exalt Resources Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities, as approved by shareholders at a general meeting held on 24 August 2012, later than 1 month after the date of the general meeting:</p> <p>1.1 up to 250,000 ordinary fully paid shares to each of Shane Hartwig, Emmanuel Correia and Jim Malone (or their nominees);</p> <p>1.2 up to 1,000,000 ordinary fully paid shares to Barry Tudor (or his nominees); and</p> <p>1.3 600,000 Class Y Options, 2,400,000 Class Z Options, 6,000,000 Class A Performance Shares, 6,000,000 Class B Performance Shares, and 6,000,000 Class C Performance Shares to Barry Tudor;</p> <p>(together the "Related Party Securities").</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1 The Related Party Securities are issued no later than 24 November 2012 and otherwise on the same terms and conditions as approved by shareholders at the general meeting on 24 August 2012.</p> <p>2.2 The Company releases the terms of the waiver to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>If an entity states in a notice of meeting that it will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application</p> <p>The Company is undertaking a transaction which constitutes a significant change in the nature and scale of the Company, and its securities are currently suspended from quotation pending re-compliance with chapters 1 and 2 of the Listing Rules. On 24 August 2012, shareholders approved the issue of ordinary shares to raise capital in connection with the re-compliance transaction. In addition shareholders approved the issue of shares to directors upon subscription for shares in the capital raising, and the issue of options and performance shares to the Managing Director as equity based remuneration. Delays in the implementation of the transaction were caused by circumstances outside the control of the Company and this has led to a delay in the issue of the prospectus for the capital raising. The delays were unforeseeable at the time of the shareholders' meeting. Additional time is required to issue the Related Party Securities. The Company anticipates that the Related Party Securities will be issued by 24 November 2012. The Company's securities have remained suspended from quotation</p>

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since the date of the shareholder approval pending re-compliance with chapters 1 and 2 of the listing rules. The maximum number of Related Party Securities to be issued is fixed and the degree of dilution to existing shareholders is known. The additional time requested is not excessive in the context of a re-compliance transaction. The policy of the rule is not considered to be offended in circumstances where, as is the case here, the transaction being undertaken by the entity is the same as that which was approved by shareholders, there is no benefit to the counterparties to the transaction arising from the change from the resolution as approved by shareholders, and the circumstances of the entity have not changed since the date of the shareholder approval in such a way that would render it inappropriate for the entity to continue to act in reliance on that approval.

Rule Number	14.7
Date	29/10/2012
ASX Code	PPT
Listed Company	PERPETUAL LIMITED
Waiver Number	WLC120269-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company not to disregard votes cast on a resolution seeking shareholder approval under listing rule 10.14 for the participation of Mr Geoff Lloyd in the Company's Long Term Incentive Plan (the "Resolution") by Queensland Trustees Pty Ltd (the "Trustee"), which holds shares in the Company on behalf of underlying beneficial holders (the "Beneficiaries"), subject to the following conditions.</p> <p>1.1 The votes cast on the Resolution by the Trustee are not disregarded to the extent that the Trustee is acting solely in a fiduciary capacity on behalf of the Beneficiaries, other than Mr Geoff Lloyd, Mr Roger Burrows and their associates.</p> <p>1.2 The Beneficiaries direct the Trustee to vote for or against the Resolution.</p> <p>1.3 The Trustee does not exercise discretion in casting a vote on behalf of the Beneficiaries.</p> <p>1.4 The terms of the waiver are immediately released to the market.</p>
Basis For Decision	<p>Underlying Policy 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. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application The Company is seeking shareholder approval for the participation of its CEO/Managing Director, Mr Geoff Lloyd, in an employee incentive scheme for the purposes of listing rule 10.14. The notice of meeting contains a voting exclusion statement in accordance with listing rules 10.15A.6 and 14.11. The directors of the Company who are eligible to participate in the Company's employee incentive schemes (namely, Mr Lloyd and an alternate director, Mr Roger Burrows) are excluded from voting on the resolution, as are their associates. As the definition of "associate" in the Listing Rules adopts the definition in the Corporations Act, the voting exclusion statement would prohibit votes of the Trustee, which holds shares on behalf of employees of the Company, including Mr Lloyd and Mr Burrows, from being counted on the resolution. The purpose of listing rule 14.11 is to exclude voting by persons with an interest in the outcome of the resolution. It is not the intention of the rule that votes attributable to beneficial holders who have no interest in the outcome of the resolution should be excluded along with the votes attributable to beneficial holders who do have an interest in the outcome of the resolution. The waiver permits the Company not to comply with the voting exclusion statement in the notice of meeting so that the votes of the Trustee cast on behalf of the underlying</p>

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beneficiaries (other than Mr Lloyd, Mr Burrows and their associates) may be counted, provided the beneficiary directs the Trustee to vote for or against the resolution, and the Trustee does not exercise its discretion in casting a vote on behalf of the beneficiaries.

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Rule Number	14.11
Date	16/10/2012
ASX Code	CMW
Listed Company	CROMWELL PROPERTY GROUP
Waiver Number	WLC120264-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Cromwell Property Group (the "Group") a waiver from listing rule 14.11 to the extent necessary to permit the Group not to comply with the voting exclusion statement in the notice of annual general meeting containing a resolution for the ratification of the prior issue of 32,339,260 fully paid stapled securities (the "Issue") (the "Resolution"), so that the votes of security holders who participated in the Issue may be counted, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who did not participate in the Issue (the "Nominee Holders"), on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Issue, nor are they an associate of a person who participated in the Issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
Basis For Decision	<p>Underlying Policy Listing rule 14.11 sets out the persons whose votes are to be excluded from being taken into account under the voting exclusion statement required for resolutions under various listing rules. The rule is designed to define in respect of each relevant listing rule the classes of persons who are taken to have an interest in the outcome of a resolution sufficiently different from that of other security holders such that their votes should not be taken into consideration. As it relates to a resolution for the subsequent approval of an issue of securities for the purposes of listing rule 7.4, listing rule 14.11 requires that the voting exclusion statement for that resolution excludes the votes of security holders who participated in the issue and any associates of such persons.</p> <p>Present Application The Group is seeking security holder approval for the ratification of an issue of full paid stapled securities under listing rule 7.4. In accordance with listing rule 14.11, the voting exclusion statement precludes votes cast by a nominee holder from being counted on the resolution if the nominee holds securities on behalf of an underlying beneficiary who participated in the issue. The purpose of listing rule 14.11 is to exclude voting by persons with an interest in the outcome of the resolution. It is not the intention of the rule that votes cast by a nominee holder which are attributable to, and directed by, beneficial holders who did not participate in the issue should be excluded along with the votes attributable to those beneficial holders who did participate in the issue.</p>