



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

**16 to 30 April 2013**

**The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as:**

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

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<b>Rule Number</b>	1.1 condition 2
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 1.1 condition 2 to the extent necessary to permit the Company's Articles of Association and By-Laws ("Constituent Documents") not to comply with the listing rules in so far as the Constituent Documents provide that the Company may do the following:</p> <p>1.1. issue non-voting shares;</p> <p>1.2. impose fees for the registration of transfer of securities;</p> <p>1.3. issue preference shares on terms inconsistent with listing rule 6.3; and</p> <p>1.4. permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with listing rule 10.17,</p> <p>on condition that the Company gives to ASX an undertaking (executed in the form of a deed) that it will not do any of these things while it remains listed on ASX and while they remain forbidden by the listing rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 1.1 condition 2 requires that an entity's constitution must be consistent with the listing rules. Condition 2 does not apply if the entity's constitution includes the provisions in Appendix 15A or Appendix 15B (as applicable).</p> <p><b>Present Application</b> <b>Non-voting shares</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company's constituent documents permit the issue of securities (non-voting shares) whose terms are inconsistent with the listing rules. The waiver is granted to permit its constituent documents to be inconsistent with the listing rules on condition that the entity does not actually issue securities that have terms contrary to the relevant listing rules.</p> <p><b>Registration Charges</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company's constituent documents permit the board to impose fees on the registration of transfer of securities, which is inconsistent with the listing rules. The waiver is granted to permit its constituent documents to be inconsistent with the listing rules on the condition that the Company does not actually impose fees on the transfer of securities.</p> <p><b>Issue of Preference Shares</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company's constituent documents permit the issue of securities (preference shares) whose terms are inconsistent with the listing rules. The waiver is granted to permit its constituent documents to be</p>

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inconsistent with the listing rules on condition that the entity does not actually issue securities that have terms contrary to the relevant listing rules.

### Directors Fees

The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company's constituent documents permit the board to approve the remuneration for the services of directors, which is inconsistent with the listing rules. The waiver is granted to permit its constituent documents to be inconsistent with the listing rules on condition that the entity does not increase directors' fees or agree to fees in a manner not compliant with listing rule 10.17.

<b>Rule Number</b>	3.20.2
<b>Date</b>	19/04/2013
<b>ASX Code</b>	DML
<b>Listed Company</b>	DISCOVERY METALS LIMITED
<b>Waiver Number</b>	WLC130128-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Discovery Metals Limited (the "Company") a waiver from listing rule 3.20.2 to permit the record date for an accelerated non-renounceable entitlement offer of new fully paid ordinary shares to raise approximately \$75 million (the "Entitlement Offer") ("Record Date") not to be 7 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 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 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 3.20.2 requires a listed entity to give ASX at least 7 business days' notice of a record date and to comply with the Appendix 3A timetable. Adequate notice of record dates and compliance with timetables in relation to corporate actions ensures that investors are able to determine their entitlements, trading may 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><b>Present Application</b> 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 7th 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 7 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 may be accommodated by ASX systems.</p>

<b>Rule Number</b>	4.2A
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 4.2A to the extent necessary to permit the Company not to lodge a Half Year Report on the following conditions.</p> <p>1.1. The Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ("MD&amp;A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with the Canadian securities regulatory authorities.</p> <p>1.2. At the same time that the Company lodges the documents set out in resolution 1.1 with the Canadian securities regulatory authorities, the Company gives ASX the half-year financial statements and interim MD&amp;A, it must also provide a cover sheet under the heading "Results for announcement to the market" which contains the information required by paragraph 2 of Appendix 4D.</p> <p>1.3. The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rules 4.2A and 4.2B require listed entities to lodge half year reports. The information required in the half year report is substantially similar to Corporations Act requirements for listed Australian entities, and additional information required is to be provided in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. ASX listing rules require the Company to lodge a half-year report with ASX within 75 days of end of the accounting period.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX listing will have an interest in up to 16% of the Company's entire shareholding. Its operations will be based in Australia and USA. ASX listing rules require the Company to lodge half-year report with ASX within 75 days of the end of the accounting period. Canadian reporting requirements require the lodgement of half-year financial statements and interim management discussion and analysis within 45 days of the half year (although Canadian reporting requirements do not mandate audit review for 2nd quarter report, whereas s302 of Corporations Act requires review of the half yearly report. Half-year reports will be released approximately 30 days earlier than otherwise required under the ASX listing rules. Based on the number of CDI's that are expected to trade on ASX following listing and the expected distribution of shareholders between Australia and Canada, the majority of the Company's securities are likely to be traded on TSX. The Company is considered to satisfy many of the criteria for relief</p>

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outlined in Guidance Note 4, in relation to this particular obligation. The waiver is granted on condition that the Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ("MD&A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with those Canadian securities regulatory authorities

<b>Rule Number</b>	4.2B
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 4.2B to the extent necessary to permit the Company not to lodge a Half Year Report on the following conditions.</p> <p>1.1. The Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ("MD&amp;A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with the Canadian securities regulatory authorities.</p> <p>1.2. At the same time that the Company lodges the documents set out in resolution 3.2.1 with the Canadian securities regulatory authorities, the Company gives ASX the half-year financial statements and interim MD&amp;A, it must also provide a cover sheet under the heading "Results for announcement to the market" which contains the information required by paragraph 2 of Appendix 4D.</p> <p>1.3. The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rules 4.2A and 4.2B require listed entities to lodge half year reports. The information required in the half year report is substantially similar to Corporations Act requirements for listed Australian entities and additional information required is to be provided in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. ASX listing rules require the Company to lodge a half-year report with ASX within 75 days of end of the accounting period.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX listing will have an interest in up to 16% of the Company's entire shareholding. Its operations will be based in Australia and USA. ASX listing rules require the Company to lodge half-year report with ASX within 75 days of the end of the accounting period. Canadian reporting requirements require the lodgement of half-year financial statements and interim management discussion and analysis within 45 days of the half year (although Canadian reporting requirements do not mandate audit review for 2nd quarter report, whereas s302 of Corporations Act requires review of the half yearly report. Half-year reports will be released approximately 30 days earlier than otherwise required under the ASX listing rules. Based on the number of CDI's that are expected to trade on ASX following listing and the expected distribution of shareholders between Australia and Canada, the majority of the Company's securities are likely to be traded on TSX. The Company is considered to satisfy many criteria for relief</p>

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outlined in Guidance Note 4, in relation to this particular obligation. The waiver is granted on condition that the Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ("MD&A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with those Canadian securities regulatory authorities.



<b>Rule Number</b>	4.10.9
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 4.10.9 to the extent necessary that the Company not be required to include in its annual report the names of the 20 largest holders of its quoted securities, the number of equity securities each holds, and the percentage of capital each holds.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 4.10.9 requires an entity to include in its annual report the names of the 20 largest holders of each class of quoted equity securities and the number and percentage of capital each holds.</p> <p><b>Present Application</b>  The Company is incorporated in Canada and also listed on the TSX. In Canada, most holdings are held under the names of large broker based nominee and depository companies. Disclosure of these names will not provide any useful information to investors.</p>

<b>Rule Number</b>	5.2
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 5.2 to the extent necessary to permit the Company not to lodge quarterly activity and expenditure reports as required by those listing rules, on the following conditions.</p> <p>1.1. The Company lodges with ASX the quarterly Financial Statements and interim management discussion and analysis ("MD&amp;A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2. The Company releases details of this waiver as pre-quotations disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rules 5.2 and 5.3 require a mining exploration entity to lodge quarterly reports. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly report must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX listing will have an interest in up to 16% of the Company's entire shareholding. Its operations will be based in Australia and USA. ASX listing rules require the Company to lodge quarterly activities report and an Appendix 5B with ASX within one month of the end of each quarter. The Company will also be required to lodge quarterly reports under Canadian regulation and ASX listing rules. There is some duplication of information in the quarterly reports. It is noted that Canadian quarterly reporting requirements are more onerous (additional financial and comparative information is provided in the Canadian quarterly report), but give a longer time frame after quarter end for lodgement. Canadian reports must be lodged within 45 days of the end of each quarter, which is 15 days more than under the listing rules. The Company satisfies the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.</p>

<b>Rule Number</b>	5.3
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 5.3 to the extent necessary to permit the Company not to lodge quarterly activity and expenditure reports as required by those listing rules, on the following conditions.</p> <p>1.1. The Company lodges with ASX the quarterly Financial Statements and interim management discussion and analysis ("MD&amp;A") that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under relevant Canadian laws ("Canadian Reporting Requirements") at the same time that the Company lodges those documents with those Canadian securities regulatory authorities; and</p> <p>1.2. The Company releases details of this waiver as pre-quotations disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rules 5.2 and 5.3 require a mining exploration entity to lodge quarterly reports. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly report must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX listing will have an interest in up to 16% of the Company's entire shareholding. Its operations will be based in Australia and USA. ASX listing rules require the Company to lodge quarterly activities report and an Appendix 5B with ASX within one month of the end of each quarter. The Company will also be required to lodge quarterly reports under Canadian regulation and ASX listing rules. There is some duplication of information in the quarterly reports. It is noted that Canadian quarterly reporting requirements are more onerous (additional financial and comparative information is provided in the Canadian quarterly report), but give a longer time frame after quarter end for lodgement. Canadian reports must be lodged within 45 days of the end of each quarter, which is 15 days more than under the listing rules. The Company satisfies the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation. It is proposed to grant a waiver from listing rules 5.2 and 5.3.</p>

<b>Rule Number</b>	6.16
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 6.16 to the extent necessary to permit the Company to:</p> <p>1.1. have the Company's Stock Option Incentive Plan (2011) (the "Plan") that does not comply with listing rule 6.16; and</p> <p>1.2. have options on issue, and issue further options, under the Plan that do not comply with listing rule 6.16,</p> <p>on condition that the Company releases the Plan to the market as pre-quotations disclosure, and undertakes to obtain ASX approval for the implementation of any future employee or director option plans. This undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with listing rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as listing rule 7.22, and ensures that options on issue are compliant with ASX listing rules (if amended).</p> <p><b>Present Application</b> The Company is a Canadian incorporated entity listed on the TSX and regulated by Canadian law. The Company has an existing stock option incentive plan which was drafted in compliance with requirements of TSX and the relevant Canadian legislation. The current stock option plan does not expressly allow for the rights under the ASX listing rules that apply to a reorganisation of capital. It is considered appropriate to grant a waiver limited to the existing stock option incentive plans.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	26/04/2013
<b>ASX Code</b>	RES
<b>Listed Company</b>	RESOURCE GENERATION LIMITED
<b>Waiver Number</b>	WLC130133-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Resource Generation Limited (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit the Company to enter into a Share Subscription Agreement with Barsington Limited, a wholly owned subsidiary of Noble Group Limited ("Noble Group"), that includes a term giving Noble Group Limited and its wholly-owned subsidiaries the right to participate in a non-pro rata issue of securities made by the Company so as to maintain their percentage interest in the issued capital of the Company (the "Top-up Right"), subject to the following conditions.</p> <p>1.1. The Top-Up Right lapses if Noble Group's percentage holding in the Company falls below 5%.</p> <p>1.2. The Top-Up Right lapses if the strategic relationship between the Company and Noble Group 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 wholly owned by Noble Group.</p> <p>1.4. Any securities offered under the Top-Up Right are to be issued for cash consideration that is either of the following.</p> <p>1.4.1. In the case of an issue of securities for cash consideration, not less than the cash consideration payable by all other offerees of the securities, and with no more favourable terms of payment being available to Noble than to other offerees.</p> <p>1.4.2. In the case of an issue of securities for non-cash consideration, equivalent in value to the non-cash consideration per security given by the persons to whom the securities are issued.</p> <p>1.5. The number of securities that may be issued to Noble Group under the Top-Up Right on any occasion must not be greater than the number required in order for Noble Group to maintain its percentage holding in the issued share capital of the Company immediately before the relevant issue of securities (and, for the avoidance of doubt, not to reflect the percentage holding that Noble Group would have in the voting securities of the Company on the assumption that any convertible equity securities that are or may be held by Noble Group were converted or exercised.)</p> <p>1.6. The Company must disclose a summary of the Top-Up Right in each annual report, and in any offer document pursuant to which securities are offered to retail investors.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally listing rule 7.1.</p> <p><b>Present Application</b> ASX's policy permits listed entities to enter into agreements for top-up rights with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as</p>

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other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The top-up right must not be transferable, other than to wholly-owned subsidiaries of the relevant shareholder, because its existence must depend on the continuation of the strategic relationship. The nature of the relationship between the the Company and Noble Group is consistent with this policy. Following completion of the Share Subscription Agreement, Noble Group (through its subsidiary Barsington) will hold a 7.5% interest in the issued capital of the Company. Noble Group will also provide the Company with up to US\$123 million in funding via a secured loan facility. The Company and Noble Group are also parties to an off-take agreement and an exclusive supply chain management and marketing agreement. The top-up right ends if the strategic relationship with Noble Group ceases or its interest in the Company falls below 5%. The waiver is granted to permit the top-up right while the strategic relationship continues. The waiver does not extend to permitting the issue of securities in a number sufficient to maintain Noble Group's interest represented by any (current or future) convertible equity securities held by Noble Group on an as-converted basis, as the top-up right would to that extent be based on a notional interest in the ordinary securities of the Company that might never come to be held by Noble Group. The waiver is granted on the basis that it enables Noble Group to protect only its current equity interest from time to time.

<b>Rule Number</b>	6.19
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 6.19 to the extent necessary to permit the Company to:</p> <p>1.1. have the Company's Stock Option Incentive Plan (2011) (the "Plan") that does not comply with listing rule 6.19; and</p> <p>1.2. have options on issue, and issue further options, under the Plan that do not comply with listing rule 6.19,</p> <p>on condition that the Company releases the Plan to the market as pre-quotations disclosure, and undertakes to obtain ASX approval for the implementation of any future employee or director option plans. This undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.19 requires that option terms set out the option holder's rights to participate in a new issue without exercising the option or state that there are no such rights. This rule informs both holders of issued securities and holders of the options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company is proposing a dual listing on ASX. The Company has an existing stock option incentive plan which was drafted in compliance with requirements of TSX. The current stock option plan is silent on an option holder's rights to participate in a new issue. A waiver is considered appropriate provided it is limited to options issued and to be issued under the existing stock option incentive plan.</p>

<b>Rule Number</b>	6.21
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 6.21 to the extent necessary to permit the Company to:</p> <p>1.1. have the Company's Stock Option Incentive Plan (2011) (the "Plan") that does not comply with listing rule 6.21; and</p> <p>1.2. have options on issue, and issue further options, under the Plan that do not comply with listing rule 6.21,</p> <p>on condition that the Company releases the Plan to the market as pre-quotations disclosure, and undertakes to obtain ASX approval for the implementation of any future employee or director option plans. This undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.21 provides that options must not confer right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b>  The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company is proposing a dual listing on ASX. The Company has an existing stock option incentive plan which was drafted in compliance with requirements of TSX. The current stock option plan allows the Company's directors, at their sole discretion, to make adjustments to the exercise price or number of shares over which an option can be exercised, but is silent on the right to participate in new issues without exercising the option. A waiver is considered appropriate provided it is limited to options issued and to be issued under the existing stock option incentive plan.</p>



<b>Rule Number</b>	6.22
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-010
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 6.22 to the extent necessary to permit the Company to:</p> <p>1.1. have the Company's Stock Option Incentive Plan (2011) (the "Plan") that does not comply with listing rule 6.22; and</p> <p>1.2. have options on issue, and issue further options, under the Plan that do not comply with listing rule 6.22,</p> <p>on condition that the Company releases the Plan to the market as pre-quotations disclosure, and undertakes to obtain ASX approval for the implementation of any future employee or director option plans. This undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 6.22 provides that options which confer the right to change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with formula in the listing rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty to rights of holders of issued securities and holders of options as to the terms of the options or how the terms may be varied.</p> <p><b>Present Application</b></p> <p>The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company is proposing a dual listing on ASX. The Company has an existing stock option incentive plan which was drafted in compliance with requirements of TSX. The current stock option plan allows the Company's directors, at their sole discretion, to make adjustments to the exercise price or number of shares over which an option can be exercised. A waiver is considered appropriate provided it is limited to options issued and to be issued under the existing stock option incentive plan.</p>

<b>Rule Number</b>	6.23.4
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-011
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 6.23.4 to the extent necessary to permit the Company to:</p> <p>1.1. have the Company's Stock Option Incentive Plan (2011) (the "Plan") that does not comply with listing rule 6.23.4; and</p> <p>1.2. have options on issue, and issue further options, under the Plan that do not comply with listing rule 6.23.4,</p> <p>on condition that the Company releases the Plan to the market as pre-quotations disclosure, and undertakes to obtain ASX approval for the implementation of any future employee or director option plans. This undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule sets out the circumstances in which option terms can be changed. Some terms can be changed with the approval of holders of issued ordinary securities. This ensures that an appropriate balance is maintained between the rights of holders of issued ordinary securities and the holders of options.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The Company is proposing a dual listing on ASX. The Company has an existing stock option incentive plan which was drafted in compliance with requirements of TSX. The current stock option plan provides that the Company's directors may amend the plan and any outstanding option granted thereunder and that only material amendments to the plan shall require prior shareholder approval. A waiver limited to permitting changes to the terms of options issued and to be issued under the existing stock option incentive plan is considered appropriate.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	19/04/2013
<b>ASX Code</b>	DML
<b>Listed Company</b>	DISCOVERY METALS LIMITED
<b>Waiver Number</b>	WLC130128-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Discovery Metals Limited (the "Company") a waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct an accelerated non-renounceable entitlement offer of new fully paid ordinary shares to raise approximately \$75 million (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, security holders 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 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 ("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 underwriter determines, entitlements which would have been offered to Foreign Excluded Investors may be offered to Institutional Shareholders and 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 securities 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 securityholders, other than 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 a pro rata offer.</p> <p>1.5. 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 securityholders.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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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<b>Rule Number</b>	7.1
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-012
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company"), subject to resolution 2, a waiver from listing rule 7.1 to the extent necessary to permit the Company to issue securities without security holder approval, subject to the following conditions.</p> <p>1.1. The Company remains subject to, and complies with, the listing rules of the Toronto Stock Exchange ("TSX") with respect to the issue of new securities.</p> <p>1.2. The Company certifies to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of TSX with respect to the issue of new securities.</p> <p>1.3. If the Company becomes aware of any change to the application of TSX listing rules with respect to the issue of new securities, or that the Company is no longer in compliance with the requirements of TSX with respect to the issue of new securities, it must immediately advise ASX.</p> <p>1.4. The Company announces the waiver to the market as pre-quotation disclosure.</p> <p>2. Without limiting ASX's right to vary or revoke its decision under listing rule 18.3, ASX reserves the right to revoke the waiver from listing rule 7.1, above if:</p> <p>2.1 the Company fails to comply with any of the conditions in the relevant waiver; or</p> <p>2.2 there are changes to the TSX listing rules in respect of the issue of new securities such that, in ASX's opinion, the regulation of the issue of new securities under those TSX listing rules ceases to be comparable to the regulation of the issue of new securities under the ASX listing rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  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 on issue 12 months earlier. (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 exception 9.</p> <p><b>Present Application</b>  The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX listing will have an interest in up to 16% of the Company's total share capital. Based on the number of</p>

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CDIs that will trade on ASX following listing and the expected distribution of shareholders between Australia and Canada, the majority of the Company's securities will be traded on TSX. The Company's main source of funding will be via equity raisings on the TSX which are conducted in accordance with Canadian laws. The Company satisfies the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation. It is proposed to grant a waiver from listing rule 7.1 to permit the Company to issue securities in accordance with the rules of TSX conditional on the Company remaining subject to, and complying with, the rules of the TSX with respect to the issue of new securities, the Company certifying to ASX on an annual basis (on or about 31 March) that it remains subject to, has complied with, and continues to comply with, the requirements of TSX with respect to the issue of new securities, if the Company becomes aware of any change to the application of the TSX rules with respect to the issue of new securities, or that the Company is no longer in compliance with the requirements of TSX with respect to the issue of new securities, it must immediately advise ASX, and the Company releases the terms of the waiver to the market as pre-quotations disclosure.

<b>Rule Number</b>	7.11.3
<b>Date</b>	18/04/2013
<b>ASX Code</b>	AYN
<b>Listed Company</b>	ALCYONE RESOURCES LTD
<b>Waiver Number</b>	WLC130126-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Alcyone Resources Limited (the "Company") a waiver from listing rule 7.11.3 to permit the Company to undertake a non-renounceable entitlements issue (the "Entitlement Issue") of 3 ordinary fully paid shares at \$0.006 per share for every 2 ordinary fully paid shares held on the record date, together with 1 free attaching option exercisable at \$0.01 each on or before 31 July 2015 for every 2 shares issued under the Entitlement Issue, subject to the following conditions.</p> <p>1.1. Shareholders of the Company approve the Entitlement Issue.</p> <p>1.2. The notice of meeting seeking shareholder approval for the Entitlement Issue contains a voting exclusion statement that excludes the votes of any substantial shareholders, any proposed underwriter or sub-underwriter of the Entitlement Issue, and any brokers or managers of the Entitlement Issue.</p> <p>1.3. The Company releases details of this waiver at the time that full details of the Entitlement Issue are announced to shareholders on the ASX Market Announcements Platform.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  A listed entity is not permitted to make a pro-rata offer at a ratio greater than 1 for 1 except where the pro-rata offer is renounceable and the issue price is not more than average price for securities in that class (calculated over the last five days on which sales in the securities were recorded before the day on which the issue was announced). The rule enables smaller holders to either maintain their proportionate holding in the entity without requiring an excessive outlay of funds or being significantly diluted, or to realise value by selling renounceable rights.</p> <p><b>Present Application</b>  The Company is proposing to undertake a non-renounceable entitlement issue on 3 for 2 basis together with 1 free attaching option for every 2 shares subscribed for under the issue. The Company's shares are currently suspended from official quotation and will remain suspended from quotation pending completion of the entitlement issue and demonstrating compliance with listing rule 12.2 to the satisfaction on ASX. As the Company's securities remain suspended it is unable to undertake the entitlement issue on a renounceable basis. The waiver is granted to permit a non-renounceable entitlement issue with a greater than 1 for 1 ratio conditional on prior shareholder approval being obtained. The notice of meeting is also required to include a voting exclusion statement to exclude any substantial shareholders, any proposed underwriters or sub underwriters and/or any brokers or managers and their respective associates from voting on the resolution. The conditions attached to the waiver are consistent with the underlying policy of listing rule 7.11.3 and also complement the principle of listing rule 7.1, which protects a listed entity's security holders against dilution of their voting and economic interests in the listed</p>

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entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval.

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<b>Rule Number</b>	7.15
<b>Date</b>	18/04/2013
<b>ASX Code</b>	AYN
<b>Listed Company</b>	ALCYONE RESOURCES LTD
<b>Waiver Number</b>	WLC130126-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Alcyone Resources Limited (the "Company") a waiver from listing rule 7.15 to permit the Company to undertake a non-renounceable entitlements issue (the "Entitlement Issue") of 3 ordinary fully paid shares at \$0.006 per share for every 2 ordinary fully paid shares held on the record date, together with 1 free attaching option exercisable at \$0.01 each on or before 31 July 2015 for every 2 shares issued under the Entitlement Issue, with a record date which is prior to the date of the shareholders' meeting to approve the Entitlement Issue, subject to the following conditions.</p> <p>1.1 The Company's securities are not reinstated to official quotation at any time prior to the shareholders' meeting to approve the Entitlement Issue.</p> <p>1.2 The Company releases details of this waiver at the time that full details of the Entitlement Issue are announced to shareholders on the ASX Market Announcements Platform.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Where a listed entity is required to obtain security holder approval for an offer or issue of securities, listing rule 7.15 requires a listed entity to set a record date to determine entitlements at least 7 business days after the meeting at which approval to offer or issue the securities is sought. The rule provides security holders an opportunity to adjust their holding to participate in an offer or issue of securities.</p> <p><b>Present Application</b> The Company is proposing to undertake a non-renounceable entitlement issue on 3 for 2 basis together with 1 free attaching option for every 2 shares subscribed for under the issue. The Company's shares are currently suspended from official quotation and will remain suspended from quotation pending completion of the entitlement issue and demonstrating compliance with listing rule 12.2 to the satisfaction on ASX. The entitlement issue is conditional on prior shareholder approval being obtained. The Company proposes to set the record date prior to the meeting. The Company's securities are expected to remain suspended at least until close of the issue because the Company's financial condition is uncertain. There is no possibility of trading in securities on either a cum or ex rights basis where securities are suspended. In the circumstances, it is considered there is no possibility of market confusion arising from having a record date for a pro rata issue precede the meeting to authorise the making of the issue. The waiver is granted on condition the Company's securities remain suspended until after the shareholders' meeting.</p>

<b>Rule Number</b>	7.16
<b>Date</b>	17/04/2013
<b>ASX Code</b>	UNX
<b>Listed Company</b>	URANEX LIMITED
<b>Waiver Number</b>	WLC130135-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Uranex Limited (the "Company") a waiver from listing rule 7.16 to the extent necessary to permit the Company to have the number of options on issue exceed the number of ordinary fully paid shares by a maximum of 8,750,000 options on completion of a 1 for 1 pro rata rights issue to shareholders on condition that the Company not issue or grant any additional options after the completion of the rights issue and placement of any shortfall, until such time as the Company has more ordinary fully paid shares on issue than options.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not issue options if it would have more options on issue than underlying securities except where the offer is of one ordinary security and one option for each ordinary security. The rule supports the requirement for an acceptable capital structure, and limits excessive amounts of options being on issue that may confuse investors and create uncertainty in the market.</p> <p><b>Present Application</b> The Company proposes to undertake a one for one entitlements issue of options to shareholders and the proposed number of options will only marginally exceed the number of underlying securities (by approximately 4%). Existing unquoted options on issue are few in number and the majority of those options are due to expire during 2014 meaning the entity's capital structure will be unlikely to cause confusion. The new options to be issued under a pro rata entitlements issue.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	19/04/2013
<b>ASX Code</b>	DML
<b>Listed Company</b>	DISCOVERY METALS LIMITED
<b>Waiver Number</b>	WLC130128-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Discovery Metals Limited (the "Company") a waiver from listing rule 7.40 to permit the record date for an accelerated non-renounceable entitlement offer of new fully paid ordinary shares (the "Entitlement Offer") ("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 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 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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 &amp; 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading may 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><b>Present Application</b> 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 may be accommodated by ASX systems.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	23/04/2013
<b>ASX Code</b>	SGI
<b>Listed Company</b>	SIGNATURE CAPITAL INVESTMENTS LIMITED
<b>Waiver Number</b>	WLC130134-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Signature Capital Investments Limited (the "Company") a waiver from listing rule 7.40 to the extent necessary to permit the Company not to comply with the timetable in Appendix 7A, clause 9, so that the Company may set the record date for determining entitlements to participate in an off-market buy-back (the "Buy-back") seven business days after the announcement of the Buy-Back instead of seven business days after the date of the shareholders' meeting to approve the Buy-Back.</p> <p>2. The waiver in resolution 1 is granted on the condition that the Australian Securities and Investments Commission grants the Company an exemption from section 257B(2) of the Corporations Act 2001 (Cth), and that the Company otherwise complies with its obligations under listing rule 3.8A as if the Buy-Back were an equal access scheme rather than a selective buy-back.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 7.40 prescribes that listed entities must follow mandatory timetables set out in Appendix 7A for various corporate actions. Compliance with timetables ensures that investors are able to determine their entitlements, trading may 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><b>Present Application</b> The Company is undertaking an off-market Buy-Back that does not conform to a particular mandatory timetable in Appendix 7A (paragraph 9, applicable to equal access scheme buybacks). The record date for the Buy-Back is to be seven business days after the announcement that the Buy-Back will proceed. The Buy-Back is to be a tender buyback and treated as an equal access scheme (subject to ASIC relief). Shareholders and the market will be aware that contracts will not be formed until after the shareholders' meeting, and the shareholders will have sufficient time to decide whether to tender their shares into the Buy-Back.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	19/04/2013
<b>ASX Code</b>	ACU
<b>Listed Company</b>	ACUVAX LIMITED
<b>Waiver Number</b>	WLC130125-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the acquisition by Acuvax Limited (the "Company") of the issued capital of Biolife Science Limited ("Biolife"), ASX Limited ("ASX") grants the Company a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraph 1, paragraph 2 or paragraph 10 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of Biolife (the "Biolife Shareholders") as follows.</p> <p>1.1. The shares issued to the Biolife Shareholders who subscribed cash for their shares in Biolife are treated as being held by related party or promoter seed capitalists, or unrelated seed capitalists, of the Company, as appropriate to each Biolife Shareholder.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in Biolife for cash consideration.</p> <p>1.3. The escrow period for securities issued to promoter or related party seed capitalists of Biolife and which are subject to 24 months escrow will begin on the date of the reinstatement to quotation of the Company's securities following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for shares issued to non-related seed capitalists of Biolife and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in Biolife were issued to those persons.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under listing rule 9.1.3 an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. This ensures that promoters, vendors etc</p>

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do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.

Unless ASX decides otherwise, restrictions generally do not apply to securities issued by:

- \* an entity admitted under the profit test;
- \* an entity that has a track record of profitability or revenue that is acceptable to ASX; or
- \* an entity that, in ASX's opinion has a substantial proportion of its assets as tangible assets or assets with a readily ascertainable value.

### Present Application

The Company is acquiring the issued capital of an unlisted biotechnology company. The transaction constitutes a recompliance listing under listing rule 11.1.3 and the Company is required to comply with chapters 1 and 2 of the Listing Rules as if it were applying for admission to the official list for the first time. The securities of the Company issued to the unlisted company shareholders are therefore subject to escrow restrictions in chapter 9 and Appendix 9B of the Listing Rules on the same basis as a front door listing. The shareholders of the unlisted company are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, the unlisted company had applied for listing through the front door, its security holders would have been treated under the different classifications of Appendix 9B as promoters, seed capitalists, etc, as applicable to each security holder according to the nature of the relationship between the holder and the unlisted company, and the consideration given by that person for his securities. ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets, and the unlisted entity that is acquired by the listed entity does not return capital, distribute any assets or make any unusual distributions to its shareholders before the acquisition becomes effective. Where there are persons who subscribed cash for securities in an unlisted entity, and those securities are exchanged for securities in a listed entity in a transaction whereby the entire business of the unlisted entity is effectively absorbed by the listed entity, it would be artificial to treat those persons who provided seed capital differently for escrow purposes from seed capitalists of the listed entity. A waiver is granted to permit Biolife seed capitalists to be treated as seed capitalists of the Company and cash formula relief applicable using the conversion ratio calculation. The escrow period will be 'backdated' so that the beginning of escrow period for the Company shares will begin on the date shares were originally issued to unrelated seed capitalists by Biolife. This upholds the principle of the listing rule escrow regime that seed capitalists should have a portion of their securities free from escrow based on their cash contribution, and that unrelated seed capitalists should be subject to escrow only for a period of 12 months beginning when they contribute their cash.

<b>Rule Number</b>	10.1
<b>Date</b>	17/04/2013
<b>ASX Code</b>	KRM
<b>Listed Company</b>	KINGSROSE MINING LIMITED
<b>Waiver Number</b>	WLC130131-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Kingsrose Mining Limited (the "Company") a waiver from listing rule 10.1, to the extent necessary to permit the Company and its subsidiaries ("Subsidiaries"), to do the following:</p> <p>(a) grant security over its assets in favour of Beaurama Pty Ltd ("Beaurama") (the "Beaurama Security") pursuant to a loan facility agreement under which Beaurama may provide the Company up to A\$5 million to assist with its working capital requirements (the "Beaurama Facility"), without obtaining shareholder approval; and</p> <p>(b) grant security over its assets in favour of Advance Concept Holding Pty Ltd ("Advance") (the "Advance Security") pursuant to the extension to an existing loan facility agreement under which Advance may provide the Company up to US\$5 million to assist with its working capital requirements (the "Advance Facility"), without obtaining shareholder approval;</p> <p>on the following conditions</p> <p>[The conditions of the waiver are identical in respect of each Facility, save for the name of the lender.]</p> <p>1.1 The [Beaurama/Advance] Facility includes a term that if an event of default occurs and [Beaurama/Advance] exercises its rights under the [Beaurama/Advance] Security, neither [Beaurama/Advance] nor any of its associates can acquire any legal or beneficial interest in an asset of the Company in full or part satisfaction of the Company's obligations under the [Beaurama/Advance] Facility, 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 through a receiver, or receiver and manager (or any other person acting on behalf of [Beaurama/Advance]) appointed by [Beaurama/Advance] exercising its power of sale under the [Beaurama/Advance] Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to [Beaurama/Advance] in accordance with its legal entitlements.</p> <p>1.2 A summary of the material terms of the [Beaurama/Advance] Facility is given in each annual report of the Company during the term of the [Beaurama/Advance] Facility.</p> <p>1.3 Any variations to the terms of the [Beaurama/Advance] Facility or the [Beaurama/Advance] Security which is:</p> <p>1.3.1 not a minor change; or</p> <p>1.3.2 inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4 The Company must seek to discharge the [Beaurama/Advance] Security when the funds advanced under the [Beaurama/Advance] Facility are repaid, or if it is not discharged, seek shareholder approval for the continuation of the [Beaurama/Advance] Security for any further loan facility amount.</p> <p>1.5 The Company immediately releases to the market an announcement which sets out the terms of the waiver, and the Company's plans with respect to the repayment of the funds</p>

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	<p>advanced under the [Beaurama/Advance] Facility and the discharge of the [Beaurama/Advance] Security, including the timeframe within which it expects the repayment and discharge to occur.</p> <p>.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b>  The Company will have access to two loan facilities connected by way of a sharing deed from Beaurama Pty Ltd ("Beaurama") and Advance Concept Holdings Pty Ltd ("Advance") to assist with interim working capital requirements. Beaurama is an associate of a director of the Company and Advance is an associate of a related party of the Company. The Company proposes to grant entities associated with the related parties security over its assets and the assets of two of its subsidiaries. This amounts to a disposal of a substantial asset under listing rule 10.1. The Company is granted a waiver from the rule on a number of conditions, including that the security documents provide that in the event that the security under the loan facilities is exercised, neither the related parties (nor any of their associates) are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to the related parties (or their associates).</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	19/04/2013
<b>ASX Code</b>	DML
<b>Listed Company</b>	DISCOVERY METALS LIMITED
<b>Waiver Number</b>	WLC130128-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Discovery Metals Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct an accelerated non-renounceable entitlement offer of new fully paid ordinary shares to raise approximately \$75 million (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, security holders 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 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 ("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 underwriter determines, entitlements which would have been offered to Foreign Excluded Investors may be offered to Institutional Shareholders and 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 securities 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 securityholders, other than 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 a pro rata offer.</p> <p>1.5. 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 securityholders.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> 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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<b>Rule Number</b>	10.11
<b>Date</b>	22/04/2013
<b>ASX Code</b>	GHC
<b>Listed Company</b>	GENERATION HEALTHCARE REIT
<b>Waiver Number</b>	WLC130129-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Generation Healthcare REIT (the "Trust") a waiver from listing rule 10.11 to the extent necessary to permit APN Funds Management Ltd ("APN FM") to issue units to related parties of the Trust ("Related Parties") as part of a proposed placement to raise \$8 Million (the "Placement") without securityholder approval on the following conditions.</p> <p>1.1 The only Related Parties that may participate in the issue of units pursuant to the placement are Related Parties acting in a fiduciary, custodial, or nominee capacity on behalf of their unrelated beneficiaries.</p> <p>1.2 All offers of the units pursuant to the Placement are made on the same terms and conditions.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> The Trust proposes to conduct a placement of units to institutional investors. The placement is to be priced by way of a bookbuild. The responsible entity of the Trust is also responsible entity of unlisted managed investment schemes (the APN Funds), which hold a number of units in the Trust. Listing rule 10.11 applies to participation in placements of securities by the Trust of related parties, including the responsible entity. The unitholders of the APN Funds are not persons to whom the issue of securities would otherwise be subject to listing rule 10.11. The issue of units to associates of a responsible entity under a placement is permitted under Class Order 05/26 subject to a number of conditions, including, relevantly, that the associates are acting in an eligible fiduciary capacity, and their percentage holding in the managed investment scheme does not increase. The participation in a placement offered to a number of institutional investors conducted by a listed managed investment scheme of unlisted managed investment schemes with a common responsible entity, where the unitholders of the unlisted schemes are not otherwise persons within the scope of listing rule 10.11, and subject to compliance with the conditions of Class Order 05/26 and of this waiver, is unlikely to lead to the acquisition of units by related parties on advantageous</p>

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terms contrary to the policy of listing rule 10.11.

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<b>Rule Number</b>	10.11
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-013
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company"), subject to resolution 2, a waiver from listing rule 10.11 to the extent necessary to permit the Company to issue or agree to issue securities to a related party without shareholder approval under that rule on the following conditions.</p> <p>1.1. The Company complies with the requirements imposed on the Company under TSX rules.</p> <p>1.2. Where the Company seeks shareholder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting.</p> <p>1.3. The Company certifies to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of the TSX with respect to the issue of securities to related parties.</p> <p>1.4. If the Company becomes aware of any change to the application of the TSX listing rules with respect to the issue of securities to related parties, or that the Company is no longer in compliance with the requirements of TSX with respect to the issue of securities to related parties, it must immediately advise ASX.</p> <p>2.. Without limiting ASX's right to vary or revoke its decision under listing rule 18.3, ASX reserves the right to revoke the waiver from listing rule 10.11 above if</p> <p>2.1 the Company fails to comply with any of the conditions in the relevant waiver; or</p> <p>2.2. there are changes to the TSX listing rules in respect of the issue of securities to related parties such that, in ASX's opinion, the regulation of the issue of securities to related parties under those TSX listing rules ceases to be comparable to the regulation of the issue of securities to related parties under the ASX listing rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 10.11 requires listed entities 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.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of CDIs issued pursuant to the ASX Listing will have an interest in up</p>

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to 16% of the Company's entire share capital. Based on the number of CDIs that will trade on ASX following listing and the expected distribution of shareholders between Australia and Canada, the majority of the Company's securities will be traded on TSX. The Company has operations in both Australia and USA. The USA operations are significant and expected to increase in size. TSX rules make different provisions for regulating issues of securities to related parties but the rules are comparable in substance to the obligations under listing rule 10.11. The Company satisfies the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation. It is proposed to grant a waiver from listing rule 10.11 to permit the Company not to seek shareholder approval under listing rule 10.11 when the TSX rules are complied with. The waiver is conditional on the Company remaining subject to, and complying with, the rules of the TSX with respect to the issue of new securities to related parties, the Company ensuring that the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in a notice of meeting when the Company seeks shareholder approval for the issue of securities to a related party, the Company certifying to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements to TSX with respect to the issue of securities to related parties, if the Company is no longer in compliance with the requirements of TSX with respect to the issue of new securities, it must immediately advise ASX, and the Company releases the terms of the waiver to the market as pre-quotations disclosure.

<b>Rule Number</b>	10.13.3
<b>Date</b>	24/04/2013
<b>ASX Code</b>	BLK
<b>Listed Company</b>	BLACKHAM RESOURCES LIMITED
<b>Waiver Number</b>	WLC130127-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Blackham Resources Limited ("Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting (the "Notice") seeking shareholder approval for the issue of the first stage of up to 10,000,000 tranche 2 convertible notes ("Stage 1 Tranche 2 Convertible Notes"), having a face value of \$2,500,000, pursuant to the convertible note deed dated 1 February 2013 between the Company and Great Central Gold Pty Ltd ("Great Central") (the "Convertible Note Deed") not to state that the Stage 1 Tranche 2 Convertible Notes will be issued within one month of the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Notice contains a summary of the material terms of the Convertible Note Deed.</p> <p>1.2. The Stage 1 Tranche 2 Convertible Notes are issued no later than the date that is 6 months from the date that is 10 business days after receipt of shareholder approval for their issue.</p> <p>1.3. If, when the Company releases its annual report, Stage 1 Tranche 2 Convertible Notes have been issued or remain to be issued, the annual report must disclose details of the Stage 1 Tranche 2 Convertible Notes that have been issued and any Stage 1 Tranche 2 Convertible Notes remaining to be issued.</p> <p>1.4. The Company releases the terms of the waiver to the market no later than the time the Notice is released.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p> <p><b>Present Application</b>  The Company has entered into funding agreements with Great Central, which is a related party. Under a Convertible Note Deed, the Company may issue to the related party up to 40,000,000 convertible notes ("Convertible Notes"). It is proposed that 10,000,000 Stage 1 Tranche 2 Convertible Notes will be drawn</p>

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down up to 6 months from the date that is ten business days after receipt of shareholder approval for the issue. The Company is seeking shareholder approval for the issue of the Convertible Notes and shares issued upon conversion of the Convertible Notes for the purposes of listing rule 10.11 and item 7 of section 611 of the Corporations Act 2001 (Cth). The funds from the issue of the Convertible Notes are to be used for a specific project identified in the Notice. The Company will seek separate shareholder approval for the remaining 10,000,000 Convertible Notes which it will not draw down within the 1 month period prescribed by listing rule 10.11. A summary of the material terms of the Convertible Note Deed have been disclosed in the Notice, including the conversion price (being a fixed price) and maximum number of shares which may be issued. Sufficient detail was included in the Notice in order for shareholders to make an informed decision about the issue of the Stage 1 Tranche 2 Convertible Notes over the proposed 6 month period, including an independent expert's report which opined that the transaction is not fair but reasonable and that the advantages of the transaction to shareholders are greater than the disadvantages. In these circumstances it is considered appropriate to allow the Company to ask the shareholders to approve the issue of the relevant equity securities to the related party for a period longer than the 1 month prescribed by listing rule 10.13.3.



<b>Rule Number</b>	10.13.3
<b>Date</b>	12/04/2013
<b>ASX Code</b>	GLF
<b>Listed Company</b>	GULF INDUSTRIALS LIMITED
<b>Waiver Number</b>	WLC130130-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gulf Industrials Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting ("Notice") seeking shareholder approval for the issue of up to 1,039,161,297 fully paid ordinary shares in the Company at a price of \$0.002 per share ("Amended Financing Terms Securities") to Jonah Capital (BVI) Ltd ("Jonah") pursuant to the terms of the amended financing arrangements between the Company and Jonah, not to state that the Amended Financing Terms Securities will be issued no later than 1 month after the date of the meeting, on the following conditions.</p> <p>1.1. The Amended Financing Terms Securities are issued no later than 14 October 2013.</p> <p>1.2. For any annual reporting period during which any of the Amended Financing Terms Securities have been issued or any of them remain to be issued, the Company's annual report sets out in detail the basis on which the Amended Financing Terms Securities may be issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Amended Financing Terms Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Amended Financing Terms Securities issued during the reporting period, and the number of Amended Financing Terms Securities that remain to be issued.</p> <p>1.4. The Company releases the terms of the waiver to the market no later than the time the Notice is released.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p>

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### Present Application

The Company requires further funding for working capital purposes. Under the terms of amended financing arrangements between the Company and Jonah, a related party financier, Jonah may request to be issued the Amended Financing Terms Securities either in full or part satisfaction of funds advanced to the Company (plus fees and accrued interest), subject to the approval of shareholders. If Jonah so elects, the Amended Financing Terms Securities are to be issued no later than 14 October 2013, a period of 2 weeks following the last date of repayment of the funds advanced by Jonah, and otherwise on the same terms as securities to be issued to unrelated financiers. The maximum number of securities to be issued is fixed and the degree of dilution is known. This allows Jonah to have commercial certainty about the ability of the Company to issue securities to extinguish a loan provided to the Company, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

<b>Rule Number</b>	10.14
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-014
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company"), subject to resolution 2, a waiver from listing rule 10.14 to the extent necessary to permit the Company to allow directors (and directors' associates) to acquire securities under an employee incentive scheme without shareholder approval under that rule, on the following conditions:</p> <p>1.1. The Company complies with the requirements imposed on the Company under the TSX rules.</p> <p>1.2. Where the Company seeks shareholder approval for the issue of securities to a director, the votes of the director (and his or her associates) not be counted and a voting exclusion statement be included in the notice of meeting.</p> <p>1.3. The Company certifies to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of TSX with respect to the issue of securities to directors under an employee incentive scheme.</p> <p>1.4. If the Company becomes aware of any change to the application of the TSX listing rules with respect to the issue of securities to directors under an employee incentive scheme, or that the Company is no longer in compliance with the requirements of the TSX with respect to the issue of securities to directors under an employee incentive scheme, it must immediately advise ASX.</p> <p>2. Without limiting ASX's right to vary or revoke its decision under listing rule 18.3, ASX reserves the right to revoke the waiver from listing rules 10.14 above if:</p> <p>2.1 the Company fails to comply with any of the conditions in the relevant waiver; or</p> <p>2.2 there are changes to the TSX listing rules in respect of the issue of securities to related parties such that, in ASX's opinion, the regulation of the issue of securities to related parties under those TSX listing rules ceases to be comparable to the regulation of the issue of securities to related parties under the ASX listing rules.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. 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).</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. The holders of</p>

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CDIs issued pursuant to the ASX Listing will have an interest in up to 16% of the Company's entire share capital. Based on the number of CDIs that will trade on ASX following listing and the expected distribution of shareholders between Australia and Canada, the majority of the Company's securities will be traded on TSX. The Company has operations in both Australia and USA. The USA operations are significant and expected to increase in size. The TSX rules require that security based compensation arrangements must be approved by a majority of the Company's shareholders and the arrangements must be approved every three years. Shareholders entitled to receive a benefit from such an arrangement are not eligible to vote on the approval if the securities issuable to them exceed 10% of the issued capital of the Company. The TSX rules are comparable in substance to the obligations under listing rule 10.14. It is proposed to grant a waiver from listing rule 10.14 to permit the Company to allow directors (and directors' associates) to acquire securities under an employee incentive scheme without shareholder approval under that rule when the TSX rules are complied with. The waiver is conditional on the Company remaining subject to, and complying with, the rules of the TSX with respect to the issue of new securities to related parties, the Company ensuring that the votes of the director (and his or her associates) not be counted and a voting exclusion statement be included in a notice of meeting when the Company seeks shareholder approval for the issue of securities to a director, the Company certifying to ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of TSX with respect to the issue of securities to directors under an employee incentive scheme, if the Company is no longer in compliance with the requirements of TSX with respect to the issue of new securities, it must immediately advise ASX, and the Company releases the terms of the waiver to the market as pre-quotations disclosure.

<b>Rule Number</b>	10.18
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-015
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 10.18 to the extent necessary to permit the Company upon a change of control to pay termination benefits to Company officers pursuant to the terms of the Company's employment contracts with those officers existing at the time of the Company's admission to the official list.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity must ensure that no officer will be entitled to termination benefits or any increase in them if a change occurs in the shareholding or control of the listed entity. This prevents the use of termination payments as a poison pill or golden parachute and supports the takeover regime in the Corporations Act.</p> <p><b>Present Application</b>  The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on TSX. A waiver is granted so that the Company's existing employment contracts with its officers can continue on their terms in accordance with the usual market custom and laws of its home jurisdiction. This is considered to be a permissible departure from the principle of the rule to allow the Company to honour its contractual obligations to its officers, which are in accordance with the law and market practice in its home jurisdiction, and which were entered into before the Company contemplated listing on ASX.</p>

<b>Rule Number</b>	14.2.1
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-016
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver subject to resolution 2, a waiver from listing rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form an option for holders of CHESS Depository Interests("CDIs") to vote against a resolution to elect a director or to appoint an auditor, on the following conditions.</p> <p>1.1. The Company complies with relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;</p> <p>1.2. The notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case; and</p> <p>1.3. The Company releases details of the waiver to the market as pre-quotation disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p> <p>2. Without limiting ASX's right to vary or revoke its decision under listing rule 18.3, the waiver from listing rule 14.2.1 only applies for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 14.2.1 requires notices of meeting to include a proxy form which must provide for the security holder to vote for or against each resolution. This supports shareholder democracy.</p> <p><b>Present Application</b> The Company is incorporated in Canada and regulated by Canadian law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolution (election of directors, appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. It is proposed to grant a waiver to permit the Company to comply with laws of its place of incorporation.</p>

<b>Rule Number</b>	14.3
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-017
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the shareholder proposal provisions of s137 of the Canada Business Corporations Act, on condition that the Company releases the terms of the waiver to the market as pre-quotations disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Under listing rule 14.3 an entity must accept nominations for election of directors up to 35 business days before the date of a general meeting at which directors may be elected unless the entity's constitution provides otherwise. This requirement gives a reasonable opportunity for candidates to be nominated and supports shareholder democracy.</p> <p><b>Present Application</b> The Company is incorporated in Canada, regulated by Canadian law and is listed on TSX. The laws of the Company's home jurisdiction mandate a different period for accepting nominations for directors which provides reasonable opportunity for nominations to be made. It is proposed to grant a waiver to accommodate compliance with the law of the home jurisdiction of the Company.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	19/04/2013
<b>ASX Code</b>	RCP
<b>Listed Company</b>	REDBANK COPPER LIMITED
<b>Waiver Number</b>	WLC130132-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Redbank Copper Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 2,000,000,000 fully paid ordinary shares (the "Securities") to related and unrelated parties, as approved by shareholders at the annual general meeting held on 15 January 2013, later than 3 months after the date of the shareholders' meeting.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. The Securities are issued no later than 15 May 2013 and otherwise on the same terms as approved by shareholders on 15 January 2013.</p> <p>2.2. The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> The Company, at a general meeting in January 2013, obtained shareholder approval for the issue of securities to unrelated parties and related parties for the recapitalisation of the Company. The Company's securities have been suspended from official quotation since 18 June 2008. ASX previously granted a waiver of listing rule 14.7 to allow the issue of securities to related parties to occur up to 15 April 2013, which aligned with the 3 month deadline for the issue of securities to unrelated parties. The Company is experiencing delays in satisfying conditions precedent to enable the Company to be reinstated and does not expect to be able to issue securities until after 15 April 2013. The Company has requested an extension of one further month for the issue of unrelated and related party securities. The maximum number of shares to be issued is fixed and the degree of dilution to existing shareholders to be caused by the issue is known. The additional time requested is not excessive in the context of a recapitalisation 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 renders it inappropriate for the entity to continue to act in reliance on that approval.</p>



<b>Rule Number</b>	15.12
<b>Date</b>	30/04/2013
<b>ASX Code</b>	LAM
<b>Listed Company</b>	LARAMIDE RESOURCES LTD
<b>Waiver Number</b>	WLC130136-018
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Laramide Resources Limited (the "Company") a waiver from listing rule 15.12 to the extent necessary to permit the Company's Articles of Association and By-Laws (the "Constituent Documents") not to contain the provisions required by listing rules 15.12.1 to 15.12.3 inclusive, on condition that the Company undertakes not to acquire any classified assets in circumstances under which the Listing Rules would require the issue of restricted securities, without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Under listing rule 15.12, an entity's constitution must contain provisions dealing with restricted securities. This requirement supports the listing rules' escrow regime.</p> <p><b>Present Application</b> The Company is incorporated in Canada, regulated by Canadian law, and is listed on TSX. The Company's Constituent Documents do not contain the requirements as set out in listing rule 15.12. It is proposed to grant a waiver conditional on the Company's undertaking to ASX not to acquire any classified asset in circumstances where restricted securities would be required to be issued in consideration for the asset, without the written consent of ASX.</p>