



Register of ASX Listing Rule Waivers

1 to 15 August 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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Rule Number	1.1 condition 7
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 1.1 condition 7 to the extent necessary not to require the Company to comply with the spread requirements in that rule, on condition that each share in the Company is a component of a New Stapled Security, and the Group satisfies listing rule 12.4 at the time of admission of the Company to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy For an entity to be admitted to the official list of ASX, under listing rule 1.1 condition 7, it must have a minimum number of holders (400, 350, or 300 depending on the distribution of securities amongst related and non-related holders), each holding a parcel of securities with a value of at least \$2,000. The requirement demonstrates a minimum level of investor interest in the entity suitable for that entity to be listed.</p> <p>Present Application The Company is being listed in connection with a stapling proposal being conducted by an existing listed stapled group. As part of the Simplification, shares in the Company are to be stapled to the remaining stapled securities of the restructured listed group, which will comprise two companies and a trust. As the admission tests were satisfied by the Group at the time of its listing, it is not necessary to reapply those tests to the Company. The waiver is granted on condition that every share in the Company is stapled to a share in each of the companies and a unit in the trust, and the Group complies with listing rule 12.4 (the ongoing security holder spread rule). That is the appropriate test to be satisfied in the case of a listing in these circumstances.</p>

Rule Number	1.1 condition 8
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 1.1 condition 8 to the extent necessary not to require the Company to comply with listing rules 1.2 or 1.3, on condition that each share in the Company is a component of a New Stapled Security, and the Group satisfies listing rules 12.1 and 12.2 at the time of admission of the Company to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy For an entity to be admitted to the official list of ASX, under listing rule 1.1 condition 8, it must satisfy either the profit or asset test. The requirements under those tests demonstrate that an entity applying for admission satisfies minimum financial criteria suitable for a listed entity.</p> <p>Present Application The Company is being listed in connection with a stapling proposal being conducted by an existing listed stapled group. As part of the Simplification, shares in the Company are to be stapled to the remaining stapled securities of the restructured listed group, which will comprise two companies and a trust. As the admission tests were satisfied by the Group at the time of its listing, it is not necessary to reapply those tests to the Company. The waiver is granted on condition that every share of the Company is stapled to a share in each of the companies and a unit in the trust, and the Group complies with listing rules 12.1 and 12.2 (the ongoing activities and financial condition rules). Those are the appropriate tests to be satisfied in the case of a listing in these circumstances.</p>

Rule Number	2.1 condition 2
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-003
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of shares in the Company to be less than 20 cents in cash, on condition that each share in the Company is a component of a New Stapled Security.
Basis For Decision	<p>Underlying Policy For quotation of securities of an entity seeking admission to the official list of ASX, under listing rule 2.1 condition 2, the issue or sale price of those securities must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p>Present Application The Company is being listed in connection with a stapling proposal being conducted by an existing listed stapled group. As part of the Simplification, shares in the Company are to be stapled to the remaining stapled securities of the restructured listed group, which will comprise two companies and a trust. As the admission tests were satisfied by the Group at the time of its listing, it is not necessary to reapply those tests to the Company. The waiver is granted on condition that every share of the Company is stapled to a share in each of the companies and a unit in the trust.</p>

Rule Number	3.20.2
Date	7/08/2013
ASX Code	BWP
Listed Company	BWP TRUST
Waiver Number	WLC130250-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BWP Trust (the "Trust"), in connection with a capital raising by way of an accelerated non-renounceable entitlement offer to raise approximately \$220 million (the "Entitlement Offer"), a waiver from listing rule 3.20.2 to permit the record date for 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 Trust, 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>
Basis For Decision	<p>Underlying Policy 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>Present Application The Trust 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>

Rule Number	3.20.2
Date	12/08/2013
ASX Code	DMP
Listed Company	DOMINO'S PIZZA ENTERPRISES LIMITED
Waiver Number	WLC130254-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Domino's Pizza Enterprises Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$145 million (the "Entitlement Offer"), a waiver from listing rule 3.20.2 to permit the record date for 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>
Basis For Decision	<p>Underlying Policy Listing rule 3.20.2 requires a listed entity to give ASX at least seven business days' notice of a record date and to comply with the Appendix 3A timetable. 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>Present Application The Company is undertaking an accelerated renounceable entitlement offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving 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>

Rule Number	3.20.2
Date	6/08/2013
ASX Code	IRE
Listed Company	IRESS LIMITED
Waiver Number	WLC130257-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants IRESS Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 3.20.2 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the 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 commences before the open of trading on that day.</p> <p>1.2 All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 3.20.2 requires a listed entity to give ASX at least seven business days' notice of a record date and to comply with the Appendix 3A timetable. 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>Present Application The Company is undertaking an accelerated renounceable entitlement offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving 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>

Rule Number	6.3.1
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.3.1 to the extent necessary to permit Preferred Capital Shares issued by the Company to have limited voting rights in the circumstances specified in clause 1.6.2 of the Company's constitution, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares have limited voting rights which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities exercise control over the listed entity.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. The Preferred Capital Shares have less voting rights than those prescribed in listing rule 6.3. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.3.2A
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.3.2A to the extent necessary to permit Preferred Capital Shares issued by the Company to have limited voting rights in the circumstances specified in clause 1.6.2 of the Company's constitution, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares have limited voting rights which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities exercise control over the listed entity.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. The Preferred Capital Shares have less voting rights than those prescribed in listing rule 6.3. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.3.4
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.3.4 to the extent necessary to permit Preferred Capital Shares issued by the Company to have limited voting rights in the circumstances specified in clause 1.6.2 of the Company's constitution, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares have limited voting rights which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities exercise control over the listed entity.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. The Preferred Capital Shares have less voting rights than those prescribed in listing rule 6.3. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.3.5
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.3.5 to the extent necessary to permit Preferred Capital Shares issued by the Company to have limited voting rights in the circumstances specified in clause 1.6.2 of the Company's constitution, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares have limited voting rights which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities exercise control over the listed entity.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. The Preferred Capital Shares have less voting rights than those prescribed in listing rule 6.3. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.3.6
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-005
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.3.6 to the extent necessary to permit Preferred Capital Shares issued by the Company to have limited voting rights in the circumstances specified in clause 1.6.2 of the Company's constitution, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares have limited voting rights which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities exercise control over the listed entity.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. The Preferred Capital Shares have less voting rights than those prescribed in listing rule 6.3. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.5
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-006
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.5 to the extent necessary to permit Preferred Capital Shares issued by the Company not to carry any right to a dividend, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX.</p> <p>1.2 No Preferred Capital Shares will be issued in the future.</p> <p>1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Preference shares must carry an entitlement to a commercial rate of return in preference to holders of ordinary securities, which is appropriate to their being an equity instrument with some debt-like characteristics.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. Preferred Capital Shares have no dividend rights. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.7
Date	2/08/2013
ASX Code	SDF
Listed Company	STEADFAST GROUP LIMITED
Waiver Number	WLC130262-007
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Steadfast Group Limited (the "Company") a waiver from listing rule 6.7 to the extent necessary to permit holders of Preferred Capital Shares issued by the Company to not have the same rights as ordinary shareholders in relation to receiving notices, reports and audited accounts, and attending meetings, on the following conditions.</p> <p>1.1 The Preferred Capital Shares will not be quoted on ASX. 1.2 No Preferred Capital Shares will be issued in the future. 1.3 The number of Preferred Capital Shares on issue and a summary of the material terms of the Preferred Capital Shares are outlined in the Company's disclosure document relating to the Company's application for admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy This rule protects certain rights of preference shareholders.</p> <p>Present Application The Company proposes to convert the existing ordinary shares held by brokers into Preferred Capital Shares as part of a capital restructure prior to admission to the Official List. Holders of Preferred Capital Shares would not have the same rights as ordinary shareholders in relation to receiving notices, reports and audited accounts, and attending meetings. The number of Preferred Capital Shares on issue (1,395) is expected to be de minimis compared to the Company's total issued capital (approximately 545 million fully paid ordinary shares). No new Preferred Capital Shares will be issued in the future, nor will they be quoted. In these circumstances it is not considered that the policy of the rule is undermined.</p>

Rule Number	6.23.2
Date	24/07/2013
ASX Code	APK
Listed Company	AUSTRALIAN POWER AND GAS COMPANY LIMITED
Waiver Number	WLC130247-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australian Power and Gas Company Limited (the "Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel 36,892,274 unquoted options on issue for consideration without shareholder approval subject to the following conditions.</p> <p>1.1. The off-market takeover bid from AGL Energy Limited ("AGL") for all the Company's shares being declared unconditional.</p> <p>1.2. AGL and its associates obtain voting power of at least 50.1% in the Company's shares.</p>
Basis For Decision	<p>Underlying Policy The cancellation of options for consideration requires approval of holders of issued ordinary securities, to prevent holders of options from extracting an economic benefit from the listed entity that granted the options than by exercising the options according to their terms. This requirement maintains an appropriate balance between rights of holders of ordinary securities and holders of options and supports the integrity of the ASX market.</p> <p>Present Application The Company is subject to a takeover bid. The unquoted options will be cancelled in connection with the takeover where all of the Company's ordinary shares will be acquired by another entity. The acquiring entity is providing the consideration for the cancellation of the options. The waiver is granted on the basis that the bidder has obtained greater than 50% of the voting power and the takeover offer is declared unconditional. A requirement for the Company to obtain security holder approval is superfluous in the situation where the bidder holds more than 50% of the Company's shares.</p>

Rule Number	6.23.2
Date	6/08/2013
ASX Code	BVA
Listed Company	BRAVURA SOLUTIONS LIMITED
Waiver Number	WLC130248-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bravura Solutions Limited (the "Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel, without shareholder approval, 11,778,832 unquoted options or rights to acquire ordinary shares in the Company (the "Options") on the following conditions.</p> <p>1.1. The Company's shareholders, and a court of competent jurisdiction, approve the scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders ("Scheme") as a result of which all the shares in the Company will be acquired by Stockholm Solutions Pty Ltd (the "Bidder"), an entity owned by funds advised by Ironbridge Capital Management Pty Ltd.</p> <p>1.2. Full details of the cancellation or exchange of the Options are set out to ASX's satisfaction in the scheme booklet issued for the Scheme.</p>
Basis For Decision	<p>Underlying Policy The cancellation of options for consideration requires the approval of holders of ordinary securities to prevent option holders from seeking to extract an economic benefit from the listed entity that has granted the options, other than by exercising options according to their terms. This requirement maintains an appropriate balance between the rights of holders of ordinary securities and holders of options and supports the integrity of the ASX market.</p> <p>Present Application Unquoted options and rights to acquire ordinary shares in the Company are to be cancelled or exchanged for consideration in connection with a scheme of arrangement whereby the Company's shares are being acquired by another entity. The consideration for the cancellation of the Options will either be cash or exchange for options in a holding company of the Bidder. The Scheme is to be approved by shareholders of the Company and the court. The details of the cancellation or exchange of the Options is to be disclosed in the Scheme booklet. The requirement to obtain shareholder approval for the cancellation of the Options for consideration is superfluous in such circumstances.</p>

Rule Number	6.23.2
Date	5/08/2013
ASX Code	BRW
Listed Company	BREAKAWAY RESOURCES LIMITED
Waiver Number	WLC130249-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Breakaway Resources Limited (the "Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration and without shareholder approval, 2,500,000 unquoted options expiring on 11 May 2015, on the following conditions.</p> <p>1.1. The off-market takeover bids from Minotaur Exploration Limited ("Minotaur") for all of the Company's shares has been declared unconditional.</p> <p>1.2. Minotaur has acquired voting power in the Company's shares of at least 50.1%.</p>
Basis For Decision	<p>Underlying Policy Under listing rule 6.23.2 the cancellation of options for consideration requires approval of holders of ordinary securities, to prevent option holders from seeking to extract an economic benefit from the listed entity that granted the options other than by exercising the options according to their terms. This requirement maintains an appropriate balance between rights of holders of ordinary securities and holders of options and supports the integrity of the ASX market.</p> <p>Present Application The Company is subject to an off-market takeover bid and has 7,500,000 unlisted options on issue which are not subject to the takeover offer. It is proposed that the Company's unquoted options on issue to unrelated parties only be cancelled for consideration in connection with the takeover. The remaining 5,000,000 unquoted options are held by directors or any of their associates and will be cancelled for nil consideration. Consideration is being offered by the Company for cancellation of 2,500,000 unquoted options expiring on 11 May 2015 and the consideration being paid is minimal in total. It is proposed to grant the waiver on condition that the takeover is declared unconditional and the bidder has obtained 50.1% of the voting power in the Company. A requirement for the Company to obtain security holder approval for cancellation of unquoted options is superfluous in the situation where the bidder holds more than 50% of the Company's shares.</p>

Rule Number	6.23.3
Date	15/08/2013
ASX Code	GNG
Listed Company	GR ENGINEERING SERVICES LIMITED
Waiver Number	WLC130256-001
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants GR Engineering Services Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to seek shareholder approval at its next general meeting to cancel the 2,000,000 options ("Options") issued to Mr Geoff Jones in his previous capacity as Chief Operating Officer of the Company and seek shareholder approval at its next general meeting to permit the issue of 3,269,337 Share Appreciation Rights ("SARs") in his new capacity as Managing Director on condition that the Options cannot be exercised during the period from the date of this decision to the date on which shareholder approval for both cancellation of the Options and the issue of the SARs is obtained.</p>
Basis For Decision	<p>Underlying Policy Listing rule 6.23.3 stipulates that changes to options which has the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p>Present Application The Company issued unquoted options to Mr Geoff Jones as part of his employment agreement in his former capacity as Chief Operating Officer. The number of options issued was not excessive and constitutes 1.33% of the Company's issued capital. The Company proposes to cancel these Options if a waiver is granted and shareholders approve the cancellation. The Company intends to seek shareholder approval for the issue of several tranches of SARs to incentivise Mr Jones in his new position as Managing Director of the Company. The proposed maximum number of shares which may be issued should the vesting conditions of each tranche be met is 3,269,337 which represents 2.1% of issued capital or an incremental change of 0.8% of issued capital. The overall amendments are likely to have an insignificant effect on quoted securities and it is proposed to grant the waiver.</p> <p>The waiver is granted on condition that shareholder approval is obtained to cancel the Options and the Options cannot be exercised during the period from the date of decision to the date shareholder approval is obtained for the cancellation of the Options, and shareholder approval is obtained to grant the issue of the SARs.</p>

Rule Number	6.23.3
Date	12/08/2013
ASX Code	WAF
Listed Company	WEST AFRICAN RESOURCES LIMITED
Waiver Number	WLC130261-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants West African Resources Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to:</p> <p>1.1 seek shareholder approval at its next general meeting to amend the expiry date of 2,171,792 options exercisable at \$0.40 and expiring on or before 16 January 2016 issued to institutional investors (the "Options") to 3 years from the date of issue of new options as consideration to shareholders of a Canadian target company pursuant to a plan of arrangement; and</p> <p>1.2 amend the expiry date of the Options following shareholder approval in accordance with resolution 1.1.</p>
Basis For Decision	<p>Underlying Policy Listing rule 6.23.3 stipulates that changes to options which has the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p>Present Application The Company has unquoted Options on issue expiring in January 2016 which were issued to institutional investors of the Company. The Company proposes to offer options in the same class as the Options as consideration to shareholders of a Canadian target company pursuant to a plan or arrangement and then apply to quote the options. The Company proposes to amend the terms of the Options by extending the expiry dates by a period of 3 years from the date of issue of new options to shareholders of the target company. The new options issued to shareholders of the target company will be options in the same class as the Options and an application for quotation of the new options and Options will be made. As the Options are unquoted and not excessive in number (representing approximately 1.03% of fully diluted issued share capital) and the amendment is likely to have an insignificant effect on market for quoted securities it is proposed to grant the waiver. The waiver is granted on condition that shareholder approval is obtained to amend the terms of the Options.</p>

Rule Number	7.1
Date	7/08/2013
ASX Code	BWP
Listed Company	BWP TRUST
Waiver Number	WLC130250-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BWP Trust (the "Trust"), in connection with a capital raising by way of an accelerated non-renounceable entitlement offer to raise approximately \$220 million (the "Entitlement Offer"), a waiver from listing rule 7.1 to the extent necessary to permit the Trust to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Trust or the underwriter to the Entitlement Offer to be persons to whom offers of ordinary units may be made without a product disclosure statement in accordance with Part 7.9 of the Corporations Act 2001 (Cth) ("Institutional Unitholders") may be invited by the Trust to subscribe for a number of ordinary units 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 Unitholders under the Institutional Entitlement Offer, and, if the underwriter determines, entitlements which would have been offered to Foreign Excluded Investors may be offered to other Institutional Unitholders and other institutional investors (including such investors who are not unitholders of the Trust 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 that securities may be offered under the Institutional Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.3. Institutional Unitholders 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 unitholders, other than unitholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary units equal to their pro rata allocations of the Entitlement Offer (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Units 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 unitholders.</p>

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Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Trust is undertaking an accelerated non-renounceable entitlement offer, under which offers are made to institutional and retail unitholders as at a single record date. As an equivalent offer is being made to all unitholders, and the only difference is the timing of the offer, where a first round offer is first made to institutional unitholders and a second round offer is made to retail unitholders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>
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Rule Number	7.1
Date	12/08/2013
ASX Code	DMP
Listed Company	DOMINO'S PIZZA ENTERPRISES LIMITED
Waiver Number	WLC130254-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Domino's Pizza Enterprises Limited (the "Company"), in connection with a capital raising by way of an accelerated non-renounceable entitlement offer to raise approximately \$220 million (the "Entitlement Offer"), a waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without shareholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, shareholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Shareholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other Institutional Shareholders (including such investors who are not shareholders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild"). The minimum offer price that ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.3. Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.4. All shareholders, other than shareholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Shareholders (including investors who are not shareholders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price that ordinary shares may be offered under the Retail Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.6. Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>1.7. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting</p>

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	arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an accelerated renounceable entitlement offer, under which offers are made to institutional and retail shareholder as at a single record date. As an equivalent offer is being made to all shareholders, and the only difference is the timing of the offer, where a first round offer is first made to institutional shareholders and a second round offer is made to retail shareholders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>

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Rule Number	7.1
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 7.1 to the extent necessary to permit the issue of the following securities without the approval of security holders of the DUET Group:</p> <p>1.1. the issue of units under the trust scheme whereby all of the units in Diversified Utility and Energy Trust No.2 ("DUET2") are transferred to DUET Management Company No.2 Limited (in its capacity as responsible entity of DUET2) in consideration for units in DUET2; and</p> <p>1.2. the issue of shares under the trust scheme whereby all of the units in Diversified Utility and Energy Trust No.1 are transferred to the Company in consideration for shares in the Company, on condition that the Simplification is approved by security holders of the Group.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including an issue of securities under a merger by way of a scheme of arrangement under Part 5.1 of the Corporations Act.</p> <p>Present Application Listing rule 7.2 exception 5 permits an issue of securities under a merger by way of a scheme of arrangement under Part 5.1 of the Corporations Act without security holder approval of the entity issuing the securities. Listing rule 7.2 exception 5 does not extend to trust schemes, however a trust scheme which is undertaken having regard to Takeovers Panel Guidance Note 15 includes substantially the same disclosure, voting restrictions, defeating conditions, an independent expert's report and adequate attention paid to differential treatment as a Part 5.1 scheme of arrangement. The Group also sought judicial advice in relation to both trust schemes, which further adds to the similarity between these trust schemes and a Part 5.1 Corporations Act scheme of arrangement. In these circumstances it is considered the policy of listing rule 7.2 exception 5 is not offended.</p>

Rule Number	7.1
Date	7/08/2013
ASX Code	GTG
Listed Company	GENETIC TECHNOLOGIES LIMITED
Waiver Number	WLC130255-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Genetic Technologies Limited (the "Company") a waiver from listing rule 7.1 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a security purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 pursuant to which each shareholder (including related parties) will be offered \$7,500 worth of shares on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be at least the lower of the following:</p> <p>1.1.1. the issue price of shares issued under the placement announced on 1 August 2013 (being 7.2 cents per share); or</p> <p>1.1.2. 80% of the Company's average share price over the last 5 trading days on which sales were recorded, either before the day on which the SPP was announced or on which the shares were issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement and the SPP at a fixed price (7.2 cents per share) on 1 August</p>

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2013. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which was at a price of approximately 79.2% (discount of 20.8%) of the VWAP over the last 5 days before the day on which the SPP (and the placement) were announced. The requirements of the SPP exception are therefore not strictly met. In the interests of fairness, security holders are to be offered securities under the SPP at the placement price. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

Rule Number	7.1
Date	6/08/2013
ASX Code	IRE
Listed Company	IRESS LIMITED
Waiver Number	WLC130257-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants IRESS Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act (Cth) 2001 ("Institutional Securityholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 ("Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date (the "Institutional Bookbuild"). The minimum offer price that 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 Securityholders 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 securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not security holders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price that securities may be offered under the Retail Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.6. Ordinary shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.7. Related parties do not participate beyond their pro rata entitlement, unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the</p>

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	offer documents to be sent to all securityholders.
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an accelerated renounceable entitlement offer, under which offers are made to institutional and retail securityholders as at a single record date. As an equivalent offer is being made to all securityholders, and the only difference is the timing of the offer, where a first round offer is first made to institutional securityholders and a second round offer is made to retail securityholders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>

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Rule Number	7.3.2
Date	14/08/2013
ASX Code	CAG
Listed Company	CAPE RANGE LIMITED
Waiver Number	WLC130251-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Cape Range Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 102,969,913 deferred consideration shares ("Deferred Consideration Shares") for the acquisition of 100% of the issued share capital of Exergen Pty Ltd (the "Transaction") not to state that the Deferred Consideration Shares will be issued to unrelated parties within 3 months of the date of the meeting, on the following conditions.</p> <p>1.1 The Deferred Consideration Shares are issued no later than 24 months after the date of the shareholder meeting, being no later than 15 August 2015.</p> <p>1.2 The following securities are issued no later than 4 months after the date of the shareholder meeting, being no later than 15 December 2013.</p> <p>1.2.1. 18,500,000 performance rights to Trevor Bourne; and</p> <p>1.2.2. 1,689,007 fully paid ordinary shares to the current directors of the Company and Mr Joseph Cornelius.</p> <p>1.3 For any annual reporting period during which any of the Deferred Consideration Shares 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 Deferred Consideration Shares may be issued.</p> <p>1.4 In any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares remain to be issued.</p> <p>1.5 The Notice sets out in detail the milestones which must be satisfied prior to the issue of the Deferred Consideration Shares.</p> <p>1.6 The milestones which must be satisfied for the Deferred Consideration Shares to be issued are not varied.</p> <p>1.7 The Company releases the terms of the waiver to the market immediately.</p>

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Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p>Present Application The Company proposes to acquire the entire issued capital of an entity. The acquisition is contingent upon the Company completing milestones. The Deferred Consideration Shares are to be issued to unrelated parties no later than 15 August 2015, a period of 24 months following the date of security holder's approving the issue. The maximum number of securities to be issued is fixed and the degree of dilution is known. Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issue of securities. This allows the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.</p>
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Rule Number	7.3.8
Date	15/08/2013
ASX Code	NYO
Listed Company	NYOTA MINERALS LIMITED
Waiver Number	WLC130258-001
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants Nyota Minerals Limited (the "Company") a waiver from 7.3.8 to the extent necessary to permit the resolution in the Company's notice of meeting to approve the issue up to a maximum of 40,000,000 fully paid ordinary shares of the Company at an issue price of A\$0.03 under a proposed share purchase plan in accordance with Australian Securities and Investments Commission Class Order 09/425 (the "SPP") not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the SPP is not underwritten, or, if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub underwriter of the SPP.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit, being approximately 15% of the number of ordinary securities on issue, on the number of equity securities that may be issued by the entity without prior security holder approval. There are a number of exceptions from listing rule 7.1 set out in listing rule 7.2, including issues pursuant to a securities purchase plan ("SPP") undertaken in accordance with ASIC relief from the disclosure document provisions of the Corporations Act. The limit in the case of issues under a securities purchase plan is 30% of the number of fully paid ordinary securities, and there is a discount limitation.</p> <p>The limit in listing rule 7.1 is not applicable if security holders approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. Listing rule 7.3.8 requires the resolution to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution. Listing rule 7.3.8 makes an exception from the requirement for a voting exclusion statement for public offers where existing security holders are given a priority, and there is a cap on the number of securities that may be issued to each security holder.</p>

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Present Application

ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a SPP without a prospectus. Exception 15 of listing rule 7.2 exempts SPPs from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The SPP exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the SPP, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company recently made a placement at a fixed price of 2 pence equivalent to 3 cents per share Australian a discount of approximately 29%. The proposed terms of the SPP in this case are such that the price of securities under the SPP will be the price of securities issued under the placement. The requirements of the SPP exception are therefore not strictly met, and the issue cannot be made without security holder approval in reliance on listing rule 7.2 exception 15. The Company is therefore seeking security holder approval for the issue under listing rule 7.1. An SPP on these terms is consistent with the policy basis of the SPP exception in listing rule 7.2. As the issue being undertaken is one in which all security holders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in listing rule 7.2 which is not available, there is no need to exclude the votes of security holders entitled to participate in the issue. If there is to be underwriting of the SPP, the votes of any underwriters or sub-underwriters are to be excluded, because their interest in the outcome of the resolution would be different from that of other security holders.

Rule Number	7.40
Date	7/08/2013
ASX Code	BWP
Listed Company	BWP TRUST
Waiver Number	WLC130250-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BWP Trust (the "Trust"), in connection with a capital raising by way of an accelerated non-renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 7.40 to permit the record date for 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 Trust, 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>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 & 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading 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>Present Application The Trust 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>

Rule Number	7.40
Date	12/08/2013
ASX Code	DMP
Listed Company	DOMINO'S PIZZA ENTERPRISES LIMITED
Waiver Number	WLC130254-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Domino's Pizza Enterprises Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$145 million (the "Entitlement Offer"), a waiver from listing rule 7.40 to permit the record date for 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>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 & 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading 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>Present Application The Company is undertaking an accelerated renounceable entitlement offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the listing rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving 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>

Rule Number	7.40
Date	6/08/2013
ASX Code	IRE
Listed Company	IRESS LIMITED
Waiver Number	WLC130257-002
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants IRESS Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 6 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the third business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 & 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading 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>Present Application The Company is undertaking an accelerated 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>

Rule Number	8.10
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-005
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 8.10 to the extent necessary to permit DUET Investment Holdings Limited, the Company, DUET Management Company No.2 Limited ("DMC2") (in its personal capacity) and DMC2 (as responsible entity of Diversified Utility and Energy Trust No.2), to refuse to register a transfer of any share or unit that is a component of a New Stapled Security if it is not accompanied by all of the other securities that make up a New Stapled Security.</p>
Basis For Decision	<p>Underlying Policy Listing rule 8.10 facilitates the transfer procedures for quoted securities. Under the rule, entities must not prevent, delay or interfere with the registration of a transfer document. The requirement protects the integrity of the ASX market and supports the principle that quoted securities are freely transferable, and that the issuer of quoted securities should not have the ability to prevent particular persons from becoming security holders, other than as required by law or in other limited circumstances.</p> <p>Present Application The Company is being listed in connection with a stapling proposal being undertaken by an existing listed stapled group. Following the Simplification, the stapled structure of the Group will then comprise three companies and a trust. Shares in the companies and units in the trust must always trade together as a stapled security. The waiver enables the issuers of the securities making up the stapled security to ensure that the integrity of the stapled security structure is not compromised by purported off-market transfers of securities of one issuer only. The general principle of listing rule 8.10 is not undermined by the waiver for these limited circumstances.</p>

Rule Number	10.1
Date	1/08/2013
ASX Code	AJL
Listed Company	AJ LUCAS GROUP LIMITED
Waiver Number	WLC130245-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants AJ Lucas Group Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company and its subsidiaries ("Subsidiaries") to grant security over their assets in favour of Kerogen Investments No.1 (HK) Limited ("Kerogen"), pursuant to which Kerogen acquires security interests over certain assets of the Company and the Subsidiaries (the "Security"), as part of the restructured debt facility agreement whereby Kerogen agreed to provide to the Company up to US\$47.6 million (the "Restructured Kerogen Facility Agreement"), without shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Kerogen exercises its rights under the Security, neither Kerogen nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or the Subsidiaries in full or part satisfaction of the Company's obligations under the Restructured Kerogen Facility Agreement, or otherwise deal with the assets of the Company or the Subsidiaries, 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 or manager (or analogous person) appointed by Kerogen exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Kerogen in accordance with its legal entitlements.</p> <p>1.2. A summary of the material terms of the Security is made in each annual report of the Company during the term of the Restructured Kerogen Facility Agreement.</p> <p>1.3. Any variations to the terms of the Restructured Kerogen Facility Agreement or 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 Security when the funds advanced under the Restructured Kerogen Facility Agreement are repaid, or if it is not discharged, seek shareholder approval for the continuation of the 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 advanced under the Restructured Kerogen Facility Agreement and the discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur.</p>

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Basis For Decision	<p>Underlying Policy 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>Present Application The Company will have access to loan facilities from a substantial holder to assist with recapitalising and strengthening the Company's balance sheet. The Company proposes to grant the substantial holder security over its assets and the assets of some 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 is exercised, neither the substantial holder nor any of its 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 substantial holder or an associate of the substantial holder.</p>
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Rule Number	10.1
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-006
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the transfer of substantial assets between entities making up the New Group and their respective wholly-owned subsidiaries, without approval of holders of New Stapled Securities, on condition that each security that is component of a New Stapled Security is stapled to all other securities that make up a New Stapled Security, and no entity in the New Group issues any other securities that are not stapled to corresponding securities of each of the other entities in the New Group.</p>
Basis For Decision	<p>Underlying Policy 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 provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p>Present Application The Company is being listed in connection with a stapling proposal being undertaken by an existing listed stapled group. Following the Simplification, the stapled structure of the Group will then comprise three companies and a trust. Substantial assets may be transferred between the entities comprising the group and their wholly-owned subsidiaries. The waiver is granted on the basis that whilst such transfers may trigger a change in the legal ownership of the asset, there will be no change in the economic interest of holders of the stapled securities.</p>

Rule Number	10.11
Date	7/08/2013
ASX Code	BWP
Listed Company	BWP TRUST
Waiver Number	WLC130250-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BWP Trust (the "Trust"), in connection with a capital raising by way of an accelerated non-renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 10.11 to the extent necessary to permit the Trust to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the Record Date, security holders who are believed by the Trust or the underwriter to the Entitlement Offer to be persons to whom offers of ordinary units may be made without a product disclosure statement in accordance with Part 7.9 of the Corporations Act 2001 (Cth) ("Institutional Unitholders") may be invited by the Trust to subscribe for a number of ordinary units 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 Unitholders under the Institutional Entitlement Offer, and, if the underwriter determines, entitlements which would have been offered to Foreign Excluded Investors may be offered to other Institutional Unitholders and other institutional investors (including such investors who are not unitholders of the Trust 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 that securities may be offered under the Institutional Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.3. Institutional Unitholders 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 unitholders, other than unitholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary units equal to their pro rata allocations of the Entitlement Offer (the "Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Units 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 unitholders.</p>

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Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Trust is undertaking an accelerated non-renounceable entitlement offer. As an equivalent offer is being made to all unitholders and the only difference is the timing of the offer, where a first round offer is made to institutional unitholders and a second round offer is made to retail unitholders, 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 unitholders.</p>
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Rule Number	10.11
Date	12/08/2013
ASX Code	DMP
Listed Company	DOMINO'S PIZZA ENTERPRISES LIMITED
Waiver Number	WLC130254-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Domino's Pizza Enterprises Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$145 million (the "Entitlement Offer"), a waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without shareholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, shareholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act 2001 (Cth) ("Institutional Shareholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Shareholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") may be offered to other Institutional Shareholders (including such investors who are not shareholders as at the record date) through a bookbuild process conducted and completed on or before the record date ("Institutional Bookbuild"). The minimum offer price that ordinary shares may be offered under the Institutional Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.3. Institutional Shareholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.4. All shareholders, other than shareholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Shareholders (including investors who are not shareholders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price that ordinary shares may be offered under the Retail Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.6. Shares are offered under the Institutional Entitlement Offer and the Retail Entitlement Offer at the same price.</p> <p>1.7. Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting</p>

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	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all shareholders.</p>
<p>Basis For Decision</p>	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an accelerated 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 first made to institutional shareholders and a second round offer is made to retail shareholders, the offer is functionally equivalent to a pro rata entitlements offer. As related parties and their associates are not entitled to participate beyond pro rata allocations, there is no concern that they could be obtaining securities on advantageous terms or increasing their holding to the detriment of other shareholders.</p>

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Rule Number	10.11
Date	1/08/2013
ASX Code	DUE
Listed Company	DUET GROUP
Waiver Number	WLC130263-007
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DUET Company Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the issue of the following securities to related parties of the Group, without security holder approval:</p> <p>1.1. the issue of units under the Diversified Utility and Energy Trust No.3 Trust Scheme; and</p> <p>1.2. the issue of shares under the Diversified Utility and Energy Trust No.1 Trust Scheme,</p> <p>on condition that the related parties participate in the Simplification on the same basis as other security holders in the Group.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of shareholders 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 shareholders, without the prior consent of ordinary shareholders. The rule protects ordinary shareholders' interests by supplementing the related party provisions of the Corporations Act. A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including an issue of securities under a merger by way of a scheme of arrangement under Part 5.1 of the Corporations Act.</p> <p>Present Application Exception 5 of listing rule 10.12 permits an entity to issue securities to related parties, without obtaining security holder approval, under a merger by way of scheme of arrangement under Part 5.1 of the Corporations Act. The exception does not extend to trust schemes, however a trust scheme which is undertaken having regard to Takeovers Panel Guidance Note 15 includes substantially the same disclosure, voting restrictions, defeating conditions, an independent expert's report and adequate attention paid to differential treatment as a Part 5.1 scheme of arrangement. In the present case, the trust schemes are to be carried out by obtaining judicial advice, and seeking security holder resolutions of the target trust in accordance with relevant provisions of the Corporations Act and Takeovers Panel guidance. Adequate disclosure of the Simplification is made in a meeting booklet provided to the Group's security holders, including an independent expert's report, a prospectus in respect of the DUET1 Trust Scheme consideration and a product disclosure statement in respect of the DUET3 Trust Scheme consideration. Offers of securities pursuant to the Simplification are to be made on an equal basis to all security holders (including related parties) of the Group. In these circumstances it is not considered that the policy of listing rule 10.11 is offended.</p>

Rule Number	10.11
Date	7/08/2013
ASX Code	GTG
Listed Company	GENETIC TECHNOLOGIES LIMITED
Waiver Number	WLC130255-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Genetic Technologies Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the Company, without shareholder approval, to issue shares under a security purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 pursuant to which each shareholder (including related parties) will be offered \$7,500 worth of shares on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be at least the lower of the following:</p> <p>1.1.1. the issue price of shares issued under the placement announced on 1 August 2013 (being 7.2 cents per share); or</p> <p>1.1.2. 80% of the Company's average share price over the last 5 trading days on which sales were recorded, either before the day on which the SPP was announced or on which the shares were issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue.</p>
Basis For Decision	<p>Underlying Policy 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, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities under a security purchase plan without a prospectus. Exception 8 of listing rule 10.12 exempts related party participation in these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company recently announced a placement and the SPP at a fixed price (7.2 cents per share). The</p>

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proposed terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which was at a price of approximately 79.2% (discount of 20.8%) of the VWAP over the last 5 days before the day on which the SPP (and the placement) was announced. Related parties will participate in the SPP on the same basis as any other eligible shareholder. Related party participation in an SPP on these terms is consistent with the policy basis of the SPP exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

Rule Number	10.11
Date	6/08/2013
ASX Code	IRE
Listed Company	IRESS LIMITED
Waiver Number	WLC130257-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants IRESS Limited (the "Company"), in connection with a capital raising by way of an accelerated renounceable entitlement offer to raise approximately \$200 million (the "Entitlement Offer"), a waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act (Cth) 2001 ("Institutional Securityholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 ("Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date (the "Institutional Bookbuild"). The minimum offer price that 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 Securityholders 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 securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not security holders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price that securities may be offered under the Retail Bookbuild shall not be less than the price offered under the Entitlement Offer.</p> <p>1.6. Ordinary shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.7. Related parties do not participate beyond their pro rata entitlement, unless they do so pursuant to bona fide underwriting</p>

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	<p>arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.</p>
<p>Basis For Decision</p>	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p>Present Application The Company is undertaking an accelerated renounceable entitlement offer. As an equivalent offer is being made to all securityholders and the only difference is the timing of the offer, where a first round offer is first made to institutional securityholders and a second round offer is made to retail securityholders, the offer is functionally equivalent to a pro rata entitlements offer. As related parties and their associates are not entitled to participate beyond pro rata allocations, there is no concern that they could be obtaining securities on advantageous terms or increasing their holding to the detriment of other securityholders.</p>

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Rule Number	10.11
Date	15/08/2013
ASX Code	NYO
Listed Company	NYOTA MINERALS LIMITED
Waiver Number	WLC130258-002
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants Nyota Minerals Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the Company to issue up to \$15,000 worth of fully paid ordinary shares in the Company at an issue price of AU\$0.03 to each of its related parties under a proposed share purchase plan in accordance with Australian Securities and Investments Commission Class Order 09/425 (the "SPP"), without obtaining shareholder approval, on condition that all related parties are offered securities under the SPP on the same terms as other shareholders.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities under a share purchase plan without a prospectus. Exception 8 of listing rule 10.12 exempts related party participation in share purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in way that, while not pro rata, is made on equal terms and is considered to be fair to them. The proposed pricing of the SPP in this case may mean that the Company does not have the benefit of the SPP exception, which requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the SPP. The Company recently made a placement at the same issue price as the SPP. Related parties will participate in the SPP on the same basis as any other eligible shareholder. Related party participation in an SPP on these terms is consistent with the policy basis of the SPP exception.</p>

Rule Number	10.13.3
Date	14/08/2013
ASX Code	CAG
Listed Company	CAPE RANGE LIMITED
Waiver Number	WLC130251-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Cape Range Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting seeking shareholder approval for the issue of 18,500,000 performance rights ("Performance Rights") to Trevor Bourne, a related party of the Company and 1,689,007 fully paid ordinary shares issued to the current directors of the Company and Mr Joseph Cornelius ("Related Party Shares") (as part of a transaction to acquire 100% of the issued capital of Exergen Pty Ltd (the "Transaction") for the issue of 102,969,913 deferred consideration shares ("Deferred Consideration Shares")), not to state that the Performance Rights and Related Party Shares will be issued within 1 month of the date of the meeting, on the following conditions.</p> <p>1.1 The Deferred Consideration Shares are issued no later than 24 months after the date of the shareholder meeting, being no later than 15 August 2015.</p> <p>1.2 The Performance Rights and Related Party Shares are issued no later 4 months after the date of the shareholder meeting, being no later than 15 December 2013.</p> <p>1.3 For any annual reporting period during which any of the Deferred Consideration Shares 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 Deferred Consideration Shares may be issued.</p> <p>1.4 In any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares remain to be issued.</p> <p>1.5 The Notice sets out in detail the milestones which must be satisfied prior to the issue of the Deferred Consideration Shares.</p> <p>1.6 The milestones which must be satisfied for the Deferred Consideration Shares to be issued are not varied.</p> <p>1.7 The Company releases the terms of the waiver to the market immediately.</p>

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Basis For Decision	
	<p>Underlying Policy 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>Present Application The Company proposes to acquire the entire issued capital of an entity. The issue of Performance Rights to a related party and Related Party Shares is contingent on milestones being met. The Company will seek shareholder approval under listing rule 10.11 for the issue of the related party vendor securities. Shareholders of the Company will have the benefit of an experts report which will opine on the fairness and reasonableness of the Transaction. Shareholders have been given sufficient information to assess whether to approve the Performance Rights and Related Party Shares, including the number of securities to be issued and the timeframe. Shareholders will therefore be aware of maximum dilution they may incur if the Performance Rights and Related Party Shares are issued. The waiver is granted on condition that terms of the waiver are released to the market, the Performance Rights and Related Party Shares are issued no later 4 months after shareholder approval is received and the Company's reports disclose details of the Performance Rights and Related Party Shares issued and still remaining to be issued.</p>

Rule Number	10.15A.2
Date	8/08/2013
ASX Code	AMC
Listed Company	AMCOR LIMITED
Waiver Number	WLC130246-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Amcor Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to the issue of share rights under the Company's Management Incentive Plan - Equity pursuant to listing rule 10.14, not to state a maximum number of share rights that may be issued to Mr MacKenzie, on condition that the Notice states the method by which the number of share rights to be granted is calculated.
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	14.7
Date	9/08/2013
ASX Code	CUX
Listed Company	CROSSLAND STRATEGIC METALS LTD
Waiver Number	WLC130253-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Crossland Strategic Metals Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company, without shareholder approval, to issue 40,000,000 fully paid ordinary shares to HK Rare Earth Sdn Bhd under a placement (the "Placement Shares"), later than 3 months after the date of the shareholder's meeting at which the Placement Shares were approved, on the following conditions.</p> <p>1.1. The Placement Shares are issued no later than 30 September 2013 and otherwise on the same conditions as approved by shareholders on 16 May 2013.</p> <p>1.2. The issue price of the Placement Shares cannot be set any lower than 80% of the lowest average market price of the Company's shares calculated over any period of 5 consecutive days on which sales in the Company's shares were recorded during the period between 16 May 2013 and 16 August 2013.</p> <p>1.3. The terms of this waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application Listing rule 7.3.2 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing rule 7.3.2 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. Listing rule 14.7 ensures that an issue of securities approved by security holders conforms to the terms on which security holder approval for the issue was obtained.</p> <p>The issue of the Placement Shares to unrelated parties was approved by shareholders on 16 May 2013. The Placement Shares were to be issued within 3 months of this date, and the funds raised would be used for purposes including exploration and development activities at the Charley Creek Rare Earth Project. The Company does not expect to be in a position to issue the Placement Shares within the timeframe approved by shareholders due to delays associated with the time taken to engage with foreign investors and</p>

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funding delays. In circumstances where an issue of securities for cash to fund a specific project has been approved, the listed entity has been completing work on the project leading up to the 3 month deadline in contemplation of the raising occurring, and the listed entity has actively been attempting to complete the raising within the 3 month deadline, a short extension may be permitted if it does not lead to additional dilution and circumstances have not materially changed since the date of the approval. A short extension in those circumstances allows an issue to which security holders have given their assent to be carried into effect without the need for convening a new security holders' meeting. Only a short extension would be appropriate, to ensure that an entity cannot purport to act on an approval that has become stale. The maximum degree of voting dilution that might be caused by the issue of the Placement Shares is fixed. Other than its share price, the Company's circumstances have not materially changed since shareholder approval was obtained for the issue of securities. The maximum number of securities is fixed and the issue price of Placement Shares is within the pricing parameters approved by shareholders. It is therefore appropriate that the Company be given a 6 week extension of time.

Rule Number	14.7
Date	9/08/2013
ASX Code	TLU
Listed Company	TELLUS RESOURCES LTD
Waiver Number	WLC130259-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Tellus Resources Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities to Asia Pacific Mining Capital Pte Limited, Paragon Group Holding Limited and Rich Peak Enterprises Pty Limited as approved by shareholders at the general meeting held on 10 July 2013, later than 1 month after the date of the meeting:</p> <p>1.1 up to 2,037,573 fully paid ordinary shares to Asia Pacific Mining Capital Pte Limited;</p> <p>1.2 up to 2,445,087 fully paid ordinary shares to Paragon Group Holdings Limited; and</p> <p>1.3 up to 475,434 fully paid ordinary shares to Rich Peak Enterprises Pty Limited (together, the "Consideration Securities").</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. The Consideration Securities are issued no later than 23 August 2013 and otherwise on the same terms and conditions approved by shareholders on 10 July 2013.</p> <p>2.2. The terms of this waiver are immediately released to the market.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application Shareholder approval was obtained on 10 July 2013 for the issue of fully paid ordinary shares, to entities controlled by children of a Director of the Company as part of a proposed acquisition. The Company's notice of meeting stated that the securities would be issued within 1 month of the date of the meeting (as required by listing rule 10.13.3). The securities have not been issued within this timeframe as the Company has experienced delays in placing an associated capital raise. The issue of shares for the proposed acquisition are conditional upon the successful completion of the capital raise. It is now anticipated that the securities will be issued by 16 August 2013, 5 weeks after the date of shareholder approval. The notice of meeting stated the maximum number of securities to be issued to the related parties, and that the shares would be issued at a deemed minimum issue price of \$0.10. The circumstances of the Company have not changed materially since shareholders approved the proposed issue. A waiver is appropriate as there is no undue benefit to the related party arising from the delay.</p>

Rule Number	14.11
Date	1/08/2013
ASX Code	TGP
Listed Company	TRAFALGAR CORPORATE GROUP
Waiver Number	WLC130260-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Trafalgar Corporate Group (the "Group") a waiver from listing rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of general meeting relating to the approval of a change in activities pursuant to listing rule 11.1.2 (the "Change of Activities") and the issue of securities for the purposes of listing rule 7.1 (the "Issue") by the Group (together, the "Resolutions"), so that the votes of holders of securities who may participate in the Issue and the votes of persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the Resolutions are passed, may be counted, to the extent only that those persons are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who will not participate in the Issue and who will not obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the Resolutions are passed (the "Nominee Holders"), on the following conditions.</p> <p>1.1 The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Issue, nor are they an associate of a person who participated in the Issue.</p> <p>1.2 The beneficiaries direct the Nominee Holders to vote for or against the Resolutions.</p> <p>1.3 The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
Basis For Decision	<p>Underlying Policy Listing rule 14.11 sets out the persons whose votes are to be excluded from being taken into account under the voting exclusion statement required for resolutions under various listing rules. The rule is designed to define in respect of each relevant listing rule the classes of persons who are taken to have an interest in the outcome of a resolution sufficiently different from that of other security holders such that their votes should not be taken into consideration. As it relates to a resolutions for the approval of a change of activities under listing rule 11.1.2, and the issue of securities for the purposes of listing rule 7.1, listing rule 14.11 requires that the voting exclusion statement for those resolutions excludes the votes of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities so may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.</p>

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Present Application

The Group proposes to seek security holder approval for a change in nature and scale of activities under 11.1.2 and issue of securities under listing rule 7.1. In accordance with listing rule 14.11 the voting exclusion statement precludes votes cast by a nominee holder from being counted on the resolution if the nominee may participate in the Issue or might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolutions are passed or is an associate of such a person. The purpose of listing rule 14.11 is to exclude voting by persons with an interest in the outcome of the resolutions. It is not the intention of the rule that votes cast by a nominee holder which are attributable to, and directed by, beneficial holders who are not otherwise excluded from voting, should be excluded along with the votes attributable to those beneficial holders who fall with the categories of shareholders excluded from voting.