



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

**1 to 15 October 2014**

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

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

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<b>Rule Number</b>	1.1 condition 7
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants RF Active a waiver from listing rule 1.1 condition 7 to the extent necessary not to require RF Active to comply with the spread requirements in that rule, on condition that each unit in RF Active is stapled to a unit in Rural Funds Group ("RFF"), and RFF satisfies listing rule 12.4 at the time of admission of RF Active to the official list of ASX.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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 or 400 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><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. As the admission tests were satisfied by RFF at the time of its listing, it is not necessary to reapply those tests to RF Active. The waiver is granted on condition that every unit in RF Active is stapled to a unit in RFF, and RFF 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>

<b>Rule Number</b>	1.1 condition 8
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-002
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants RF Active ("RF Active") a waiver from listing rule 1.1 condition 8 to the extent necessary not to require RF Active to comply with listing rules 1.2 or 1.3, on condition that each unit in RF Active is stapled to a unit in Rural Funds Group ("RFF"), and RFF satisfies listing rules 12.1 and 12.2 at the time of admission of RF Active to the official list of ASX.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. As the admission tests were satisfied by RFF at the time of its listing, it is not necessary to reapply those tests to RF Active. The waiver is granted so that this admission test is to be satisfied by the stapled group, rather than individually by the separate entities that make up the stapled group. The waiver is granted on condition that every unit in RF Active is stapled to a unit in RFF, and RFF 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>

<b>Rule Number</b>	1.8 condition 4(c)
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from condition 4(c) of listing rule 1.8 to the extent that each of the Co-Issuers does not need to be registered under clause 601CD of the Corporations Act.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity admitted as a debt issuer which is a foreign entity must be registered as a foreign company under the Corporations Act. This requirement supports the listing rule requirements.</p> <p><b>Present Application</b> The securities of the Co-Issuers being quoted are wholesale debt securities. Section 601CD(2) of the Corporations Act only requires a foreign company that offers debentures to retail investors to be registered under the Corporations Act. The Co-Issuer's Offering Memorandum only permits the offer of wholesale debt securities and accordingly the Co-Issuers' issue of debt securities does not constitute carrying on business in Australia. Neither of the Co-Issuers are required to be registered under the Corporations Act however various relevant provisions of the Corporations Act will apply to the Co-Issuers and their securities, notwithstanding that it is not registered. It is therefore considered appropriate that the waiver is granted.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-007
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants RF Active ("RF Active") a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of units in RF Active to be less than 20 cents in cash, on condition that each unit in RF Active is stapled to a unit in Rural Funds Group ("RFF").</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. As the admission tests were satisfied by RFF at the time of its listing, it is not necessary to reapply those tests to RF Active. The waiver is granted on condition that every unit in RF Active is stapled to a unit in RFF.</p>

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from condition 3 of listing rule 2.1 to the extent that the debt securities of each of the Co-Issuers need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The debt securities of the Co-Issuers being quoted are wholesale debt securities. The debt securities of the Co-Issuers are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.3
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from listing rule 3.10.3 to the extent that each of the Co-Issuers need only advise ASX of a proposed issue of debt securities if they are to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of a proposed issue of securities (and, if the issue of securities is a bonus issue or a pro rata issue, the entity must at that time give ASX an Appendix 3B). This disclosure maintains an informed market.</p> <p><b>Present Application</b> The debt securities of the Co-Issuers being quoted are wholesale debt securities. The debt securities to be issued, and to be quoted on ASX, are to be issued in the wholesale debt market only. In addition, the Co-Issuers may issue securities under formal debt programmes or otherwise generally and may issue in a number of jurisdictions globally, and security holders are aware of the Co-Issuers ability to issue further debt securities from time to time. Investment decisions by security holders are more closely linked to the credit rating of the Co-Issuers rather than the possibility of dilution by further issues. The debt securities are expected to be rated A3 rating by Moody's and BBB+ by S&amp;P, and it is reasonable to assume that a significant proportion of investors will invest on the basis of the credit ratings and being notified of every issue by the Co-Issuers is likely to have little impact on those investors. Notifying ASX of frequent issues in various jurisdictions would be an administrative burden on the Co-Issuers. It is not considered that notification of every issue will add to the continuous disclosure regime for the debt securities. A waiver is granted to permit each of the Co-Issuers to only advise ASX of a proposed issue of securities that are to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-004
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from listing rule 3.10.5 to the extent necessary to permit each of the Co-Issuers to lodge an Appendix 3B in respect of an issue of debt securities that are to be quoted on ASX only.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market</p> <p><b>Present Application</b> The debt securities of the Co-Issuers being quoted are wholesale debt securities. They have each been granted a waiver from listing rule 3.10.3 in relation to securities other than securities that are to be quoted on ASX. This is a companion waiver to the waiver from listing rule 3.10.3.</p>



<b>Rule Number</b>	6.23.3
<b>Date</b>	3/10/2014
<b>ASX Code</b>	BPT
<b>Listed Company</b>	BEACH ENERGY LIMITED
<b>Waiver Number</b>	WLC140308-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Beach Energy Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to accelerate the vesting of up to 2,053,632 performance rights held by the Managing Director of the Company, Mr Reginald Nelson (the "Performance Rights"), on condition that shareholders of the Company approve a resolution at the 2014 Annual General Meeting authorising the Company to pay termination benefits, which includes the acceleration of the vesting of the Performance Rights.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.23.3 stipulates that changes to options which have 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><b>Present Application</b>  The employment of Mr Nelson will end upon his retirement on 1 July 2015. Mr Nelson holds unquoted performance rights over the Company's shares, which were issued pursuant to an executive services agreement and employee incentive scheme. The Board has exercised its discretion in accordance with the terms of the relevant grants to accelerate the vesting of the performance rights and/or settle them in cash, subject to shareholder approval. The number of performance rights involved is insignificant in the context of the Company's issued share capital, and a change to the terms of the rights to permit accelerated vesting is therefore unlikely to have a substantial effect on the market for the Company's quoted securities. The waiver is granted on condition that shareholder approval is obtained for the payment of termination benefits to Mr Nelson which may include accelerated vesting of the performance rights.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	9/10/2014
<b>ASX Code</b>	GBP
<b>Listed Company</b>	GLOBAL PETROLEUM LIMITED
<b>Waiver Number</b>	WLC140314-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants Global Petroleum 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 do the following.</p> <p>1.1. Cancel the following incentive options granted to the Managing Director and Chief Executive Officer, Mr Peter Hill ("Existing Hill Options"):</p> <p>(a) 1,500,000 Class A options exercisable at \$0.25 each on or before 1 April 2017, with a vesting date of 1 April 2012.</p> <p>(b) 1,750,000 Class B options exercisable at \$0.30 each on or before 1 October 2017, with a vesting date of 1 October 2012.</p> <p>(c) 1,750,000 Class C options exercisable at \$0.35 each on or before 1 April 2018, with a vesting date of 1 April 2013.</p> <p>(d) 1,000,000 Class D options exercisable at \$0.45 each on or before 1 October 2018, with a vesting date of 1 October 2013.</p> <p>1.2. Cancel 300,000 incentive options exercisable at \$0.25 each on or before 30 June 2019 issued to Mr Peter Dighton and Mr Damien Cronin.</p> <p>1.3. Issue 6,000,000 options exercisable at the price that is 25% above the volume weighted average price ("VWAP") of the Company's ordinary shares in the last five trading days up to and including the date on which shareholder approval is given for the grant of the new options, and expiring on the date that is five years after the grant date, to Mr Hill in connection with the cancellation of the Existing Hill Options. 50% of the options will vest on the grant date and 50% will vest six months after the grant date.</p> <p>1.4. Issue 3,000,000 options, exercisable at the price that is 25% above the VWAP of the Company's shares in the last five trading days up to and including the date on which shareholder approval is given for the grant of the new options, and expiring five years after the grant date, to each of Mr Dighton and Mr Cronin in connection with the cancellation of their existing options. The options will vest immediately at the grant date.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>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>

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### Present Application

The Company issued unquoted options to Mr Peter Hill, Mr Peter Dighton and Mr Damien Cronin which was approved by shareholders at the Company's Annual General Meeting held on 20 November 2013. The Company proposes to cancel the existing options held and grant new options on different terms to the existing options. The effect of the cancellation and new issue of options is such that it increases the period for exercise of the options and reduces the exercise price of the options that were issued in 2013. The number of existing options to be cancelled will net out with the number of new options to be issued which represents 3.16% of the Company's issued share capital on a fully diluted basis. The overall amendments are not expected to have a significant effect on the Company's quoted securities. It is proposed to grant the waiver on this basis, subject to the condition that shareholder approval is obtained for the issue of the new options to those holders whose options are being cancelled.

<b>Rule Number</b>	6.23.4
<b>Date</b>	15/10/2014
<b>ASX Code</b>	BOQ
<b>Listed Company</b>	BANK OF QUEENSLAND LIMITED.
<b>Waiver Number</b>	WLC140307-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Bank of Queensland Limited (the "Company") a waiver from listing rule 6.23.4 to permit the Company to amend the terms of the existing 946,691 performance award rights granted under its Award Rights Plan in 2012 and 2013 to its key management personnel ("KMP") (the "PARs") to include provision for the Board of the Company (the "Board") to determine that all or part of the PARs granted to a KMP, who subsequently ceases to be an employee of the Company for good leaver reasons (being death, total and permanent disablement, retirement, redundancy, mutual agreement for succession reasons, or any other reason determined by the Board), do not lapse as a result of the cessation of employment and will remain subject to vesting conditions over the 3 year vesting period, and only vest if the conditions are satisfied.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule sets out the circumstances in which option terms can be changed. Some terms can be changed with the approval of holders of issued ordinary securities. This ensures that an appropriate balance is maintained between the rights of holders of issued ordinary securities and the holders of options.</p> <p><b>Present Application</b> The Company has granted unquoted performance award rights ("PARs") to its key management personnel ("KMP") under the Company's Award Rights Plan in 2012 and 2013. The Company proposes to amend the terms of issue of these PARs to allow the Board to determine that upon cessation of employment, all or part of the unvested PARs will remain on foot and subject to vesting conditions over their original 3 year vesting period, and only vest if the conditions are met. The waiver is granted to permit the amendment to the terms of PARs without shareholder approval provided that the proposed amendment does not increase rights of PAR holders where there is no apparent dilution to the Company's existing shareholders and the numbers of PARs affected are de minimis in number.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	30/09/2014
<b>ASX Code</b>	LRS
<b>Listed Company</b>	LATIN RESOURCES LIMITED
<b>Waiver Number</b>	WLC140318-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants Latin Resources Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by clause 6.1 of Appendix 6A, in relation to 56,971,354 quoted options exercisable at \$0.20 on or before 26 October 2014 on the following conditions.</p> <p>1.1. The information required by clause 6.1 of Appendix 6A is provided to the Market Announcements Platform by no later than 1 October 2014, together with a statement that an option expiry notice will not be sent to option holders.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.15 before 26 October 2014, the Company immediately sends an option expiry notice to option holders.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.24
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-004
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Rural Funds Group, an entity which will comprise of Rural Funds Group ("RFF") and RF Active, a waiver from listing rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate and amount of a distribution need not be advised to ASX when the distribution and record date is announced, on condition that an estimated distribution rate is advised to ASX at that time and the actual rate is advised to ASX as soon as it becomes known.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal, whereby each unit in RFF will be stapled to a unit in RF Active, and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.24 prescribes that listed entities must follow mandatory timetables for various corporate actions, including the declaration of dividends or distributions. Compliance with timetables ensures that investors are able to determine their entitlements, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. The stapled group's structure includes a new trust. RFF and RF Active must distribute all income for tax reasons but any such amounts can only be estimated before the applicable record date. This waiver allows an estimated distribution rate to be announced by the stapled group before the record date, provided that the actual distribution rate is advised to ASX as soon as it becomes known.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants WEA Finance LLC and Westfield UK &amp; Europe Finance plc (the "Co-Issuer") a waiver from listing rule 6.24 (Appendix 6A paragraph 2) to the extent necessary to permit the Co-Issuers to follow a timetable for interest payments outlined in the Offering Memorandum, on condition that on the next business day after an interest payment date the Co-Issuers tell ASX the following.</p> <p>1.1. The payment date for the next interest period.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.24 requires an entity to comply with Appendix 6A which prescribes the timetable and information notification requirements for various corporate actions. This requirement ensures that security holders and the market are given timely information regarding their securities, and assists ASX to maintain orderly trading and settlement of securities. Paragraph 2 of Appendix 6A applies to interest payments on quoted debt securities.</p> <p><b>Present Application</b>  The securities of the Co-Issuer being quoted are wholesale debt securities. These securities are required to pay interest twice yearly. The Notes are in bearer form and the Co-Issuers will suspend transfers of the Notes for the period from 1 March to either 15 or 17 March (class dependant), and from 1 September to either 15 or 17 September (class dependant), in each year. The waiver is granted on the condition that the entity tells ASX the relevant date for the next interest period the business day after a payment has been made. This requirement ensures that an informed market is maintained.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	10/10/2014
<b>ASX Code</b>	WHN
<b>Listed Company</b>	WHL ENERGY LIMITED
<b>Waiver Number</b>	WLC140328-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants WHL Energy Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by clause 6.1 of Appendix 6A, in relation to 401,734,157 quoted options exercisable at \$0.04 on or before 30 November 2014 on the following conditions.</p> <p>1.1. The information required by clause 6.1 of Appendix 6A is provided to the Market Announcements Platform by no later than 31 October 2014, together with a statement that an option expiry notice will not be sent to option holders.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.03 before 31 October 2014, the Company immediately sends an option expiry notice to option holders.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	7.3.2
<b>Date</b>	15/10/2014
<b>ASX Code</b>	GCY
<b>Listed Company</b>	GASCOYNE RESOURCES LIMITED
<b>Waiver Number</b>	WLC140313-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gascoyne Resources Limited (the "Company") a waiver from listing rule 7.3.2 to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of 9,365,000 shares at an issue price of \$0.29 each ("Third Subscription Shares") and 10,250,000 options exercisable at \$0.29 each, expiring no later than 20 February 2016 ("Option Subscription Securities") to Monument Mining Limited ("Monument"), not to state that the Third Subscription Shares and Option Subscription Securities will be issued within 3 months from the date of the meeting, on the following conditions.</p> <p>1.1 The Third Subscription Shares and Option Subscription Securities must be issued no later than 15 months following the date of the shareholders' meeting, subject to shareholder approval at the shareholders' meeting.</p> <p>1.2 For any annual reporting period during which any of the Third Subscription Shares and Option Subscription Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Third Subscription Shares and Option Subscription Securities issued in that annual reporting period, and the number of those securities that remain to be issued, and the basis on which those securities may be issued.</p> <p>1.3 For any half year or quarter year report during which any of the shares have been issued or remain to be issued, the Company's interim report and quarterly activities report must include a summary statement of the number of Third Subscription Shares and Option Subscription Securities issued during the reporting period, the number of those securities that remain to be issued, and the basis on which those securities may be issued.</p> <p>1.4 The Company immediately releases the terms of this waiver to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the notice to state the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisation of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

## Register of ASX Listing Rule Waivers

### Present Application

Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and 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.

The Company proposes to enter into an alliance with Monument whereby Monument will acquire a 50% interest in the Company's three existing projects and form three separate joint ventures with the Company for each project. The parties have agreed to timing milestones for the issue of securities by the Company to Monument in order to provide funding certainty. The Company proposes to concurrently issue 9,365,000 shares at an issue price of \$0.29 each to Monument and 10,250,000 options expiring within 12 months of issue exercisable at \$0.29 each no later than 15 months after the date of the shareholders' meeting. Where a listed entity has entered into a transaction which calls for the issue of securities in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the counterparty to the agreement to have commercial certainty about the ability of the 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.

<b>Rule Number</b>	7.25
<b>Date</b>	9/10/2014
<b>ASX Code</b>	CHZ
<b>Listed Company</b>	CHESSER RESOURCES LIMITED
<b>Waiver Number</b>	WLC140311-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Chesser Resources Limited (the "Company") a waiver from listing rule 7.25 to the extent necessary to permit the Company to undertake a capital return, which may have the effect of reducing the trading price of the Company's securities to less than 20 cents each, pursuant to an equal reduction of capital to be approved by the Company's security holders.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	8.2
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-006
<b>Decision</b>	Based solely on the information provided, ASX Limited grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from listing rule 8.2 to the extent necessary that each of the Co-Issuers need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            An entity is to provide an issuer sponsored subregister for securities except where listing rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>            This is a companion waiver to the waiver from listing rule 2.1 condition 3.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-005
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited grants Rural Funds Group, an entity which will comprise of Rural Funds Group ("RFF") and RF Active, a waiver from listing rule 8.10 to the extent necessary to permit Rural Funds Management Limited to refuse to register a transfer of any unit that is a component of a stapled security (comprising a unit in RFF stapled to a unit in RF Active) if it is not accompanied by the other security that makes up the stapled security.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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 securityholders, other than as required by law or in other limited circumstances</p> <p><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. The stapled group will have on issue stapled securities made up of two units, each in a separate trust. The waiver enables the issuers of the units making up the stapled security to ensure that the integrity of the stapled security structure is not compromised by purported off-market transfers of units of one issuer only. The general principle of listing rule 8.10 is not undermined by the waiver for these limited circumstances.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-007
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants WEA Finance LLC and Westfield UK & Europe Finance plc (the "Co-Issuer") a waiver from listing rule 8.10 to the extent necessary to allow each of the Co-Issuers to suspend the transfer of a series of debt securities from 1 March to either 15 or 17 March (class dependant), and from 1 September to either 15 or 17 September (class dependant), of each year or the maturity date of the debt security.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b> The Co-Issuers may suspend the transfer of a series of debt securities from 1 March to either 15 or 17 March (class dependant), and from 1 September to either 15 or 17 September (class dependant), in each year or the maturity date. This enables the Co-Issuers to determine entitlements to an interest payment or maturity for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	9/10/2014
<b>ASX Code</b>	WEF
<b>Listed Company</b>	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
<b>Waiver Number</b>	WLC140330-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants WEA Finance LLC and Westfield UK &amp; Europe Finance plc (the "Co-Issuer") a waiver from listing rule 8.21 to the extent that each of the Co-Issuers need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b> Transactions in the Co-Issuers securities are settled outside CHESSE. The likely holders of the debt securities are of an institutional nature and therefore the waiver is granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	13/10/2014
<b>ASX Code</b>	AMP
<b>Listed Company</b>	AMP LIMITED
<b>Waiver Number</b>	WLC140305-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants AMP Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit its wholly owned subsidiary, AMP Life Limited ("AMP Life"), to enter into contracts of sale with AMP Capital Funds Management Limited ("AMPCFM"), as responsible entity for AMP Capital Diversified Property Fund ("ADPF"), to effect the disposal of a portfolio of assets held in AMP Life's Australian Core Property Portfolio (the "Portfolio") to ADPF without shareholder approval.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders, who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party 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><b>Present Application</b> The transaction involves the sale of the Portfolio by the Company's wholly owned subsidiary, AMP Life, to a non-wholly owned subsidiary of the Company, AMPCFM, as responsible entity of ADPF. The Portfolio is currently held in AMP Life's Statutory Fund No. 2 which is maintained by AMP Life for its investment-linked business, and therefore for the benefit of policyholders and not for the benefit of the Company's shareholders. The Portfolio will be disposed of to AMPCFM as the responsible entity of ADPF, and therefore held for the benefit of ADPF unitholders and not for the benefit of the Company's shareholders. The application of listing rule 10.1 is therefore technical and is considered to be an arm's length transaction between AMP Life policy holders and ADPF unitholders, with the price to be determined by an independent valuation. It is therefore proposed to grant the waiver.</p>



<b>Rule Number</b>	10.1
<b>Date</b>	1/10/2014
<b>ASX Code</b>	REA
<b>Listed Company</b>	REA GROUP LTD
<b>Waiver Number</b>	WLC140325-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited grants REA Group Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to acquire from News Corporation ("News"), a substantial shareholder of the Company, 20% of a company listed on the NASDAQ stock exchange (the "Target"), without obtaining shareholder approval, on the condition that any expert valuation agreed to be used to price any subsequent sale of shares in the Target to News by the Company is conducted on a basis which does not discount the value of the shares to be sold by having regard to those shares representing a minority stake in the Target.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders' from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company proposes to acquire a 20% interest in a NASDAQ-listed company from a substantial holder of the Company. The substantial holder is to acquire the asset from an arm's length third party vendor on terms to be agreed with that third party. The interest to be transferred to the Company is at a price proportional to the percentage interest to be acquired i.e. 20% of the acquisition price to be paid by substantial shareholder to the third party vendor. There is limited potential for value shifting to the substantial holder under a 'partial pass through' transfer of assets to be acquired pursuant to a pre-existing arrangement. The price paid by the Company for its 20% interest will equate to a price paid for control of the NASDAQ-listed company. It is considered appropriate that if the Company were to put its minority holding back to the substantial shareholder that any valuation of the sale price for that holding be conducted on a basis which does not discount for the sale of a minority stake. On this basis the waiver is granted.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	10/10/2014
<b>ASX Code</b>	RFF
<b>Listed Company</b>	RURAL FUNDS GROUP
<b>Waiver Number</b>	WLC140329-006
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited grants Rural Funds Group, an entity which will comprise of Rural Funds Group ("RFF") and RF Active, a waiver from listing rule 10.1 to the extent necessary to permit the transfer of substantial assets between RFF and RF Active, and their respective wholly-owned subsidiaries, without the approval of holders of stapled securities (each comprising a unit in RFF stapled to a unit in RF Active), on condition that each security that is component of a stapled security is stapled to the other security that makes up a stapled security, and neither RFF nor RF Active issues any other equity securities that are not stapled to corresponding securities of the other entity in the stapled group.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. Security holders of RFF approving the stapling proposal and amendments to RFF's constitution (which will have the effect of implementing the stapling proposal).</p> <p>2.2. Receipt of written advice from RF Active that resolution 2.1 has been complied with.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of securityholders 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><b>Present Application</b> RF Active is being listed in connection with a stapling proposal being conducted by an existing listed fund. As part of a restructure, units in RF Active are to be stapled to units of RFF forming a stapled listed group, which will comprise RFF and RF Active. The Stapled Group will have on issue stapled securities made up of two units, each in a separate trust. Substantial assets may be transferred between the entities and their wholly-owned subsidiaries comprising the Stapled Group. 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>

<b>Rule Number</b>	10.13.3
<b>Date</b>	30/09/2014
<b>ASX Code</b>	FWL
<b>Listed Company</b>	FERROWEST LIMITED
<b>Waiver Number</b>	WLC140312-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited grants Ferrowest Ltd (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 up to 173,295,602 shares to TFA International Pty Ltd ("TFA") or its nominee (the "Notice") as follows;</p> <p>(a) 44,444,444 ordinary fully paid shares in the Company on conversion of \$600,000 in cash advances provided by TFA at a deemed issue price of 1.35 cents per share;</p> <p>(b) 17,600,000 ordinary fully paid shares in the Company on conversion of \$440,000 in existing convertible notes owned by TFA at a conversion rate of 2.50 cents per share; and</p> <p>(c) 111,251,158 ordinary fully paid shares in the Company as consideration for the sale by TFA to the Company of an approximate 21.8% direct interest in a residential and commercial precinct development in the Hubei Province in China, currently 100% owned by the Tai Feng Group, at a deemed issue price of 1.8 cents per share,</p> <p>(collectively, the "TFA Shares"), pursuant to a conditional funding agreement announced on 30 April 2014, not to state that the TFA Shares will be issued within 1 month of the date of the meeting.</p> <p>2. The waiver in resolution 1 is granted subject to the following conditions.</p> <p>2.1. The TFA Shares are issued within 15 business days of satisfaction of all conditions precedent, and in any case no later than 6 months after the date of the shareholder meeting.</p> <p>2.2. For any annual reporting period during which any of the TFA 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 TFA Shares were or may be issued.</p> <p>2.3. In any half year or quarterly report for a period during which any of the TFA Shares have been issued or remain to be issued, the Company must include a summary statement of the number of TFA Shares issued during the reporting period, and the number of TFA Shares that remain to be issued.</p> <p>2.4. The Notice sets out the conditions which must be satisfied prior to the issue of the TFA Shares.</p> <p>2.5. The Company releases the terms of the waiver to the market no later than the time the Notice is released to the market.</p>

## Register of ASX Listing Rule Waivers

Basis For Decision	
	<p><b>Underlying Policy</b> The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p> <p><b>Present Application</b> The Company is entering into a funding agreement with a party to which listing rule 10.11.2 applies, pursuant to which it will issue securities to TFA as consideration for cash, conversion of existing convertible notes, and the acquisition of an interest in an income-generating project. The funding agreement is subject to a number of conditions, the only unsatisfied conditions being the approval of the Company's shareholders and approval from the Chinese government authorities. The Chinese authorities have advised TFA that they will not consider the approval until all Australian approvals (including shareholder approval) are secured. It is possible that there could be delays in obtaining approval from the Chinese authorities which could be beyond the control of the Company, such that the securities are not able to be issued in compliance with ASX listing rule 10.13.3. The Company has requested an extension of a further 5 months. The additional time requested is not excessive in the context of the transaction. The number of securities and consideration for the securities is fixed and security holders will be fully informed of the effect the implementation of the funding agreement will have on TFA's holding in the Company.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	2/10/2014
<b>ASX Code</b>	KPC
<b>Listed Company</b>	KAZAKHSTAN POTASH CORPORATION LIMITED
<b>Waiver Number</b>	WLC140317-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants Kazakhstan Potash Corporation Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting (the "Notice") seeking shareholder approval for the issues of 75 million shares to Goldquest Services Inc and 25 million shares to City Winner Holdings Limited ("Goldquest Consideration Shares") under a consulting services contract entered into between the Company and Goldquest Services Inc, not to state that the Goldquest Consideration Shares will be issued within one month of the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Goldquest Consideration Shares are issued within 15 business days upon the successful acquisition of 100% of the shares on issue in Satimola Limited and in any event not later than 6 months from the date after receipt of shareholder approval to issue the shares.</p> <p>1.2. For any annual reporting period during which any of the Goldquest 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 Goldquest Consideration Shares may be issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Goldquest Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Goldquest Consideration Shares issued during the reporting period, and the number of Goldquest Consideration Shares that remain to be issued.</p> <p>1.4. The Notice sets out the conditions which must be satisfied prior to the issue of the Goldquest Consideration Shares.</p> <p>1.5. The Company releases the terms of the waiver to the market no later than the time the Notice is released.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to issue 100 million shares to Goldquest Services Inc and City Winner Holdings Limited in consideration for the consulting services each provided to the Company. The issue of the Goldquest Consideration Shares will be conditional upon the successful completion of the acquisition of Satimola Limited, which in turn is conditional upon regulatory approvals from the relevant authorities in Kazakhstan. It is possible that there could be delays in getting these approvals, which could be beyond the control of the Company, such that the securities are not able to be issued in compliance with listing rule 10.13.3. The Company has requested an extension of a further 5 months. The additional time requested is not excessive in the context of the transaction. The number of shares to be issues is fixed and the degree of dilution is known. The Notice will contain sufficient level of details on the conditions to be satisfied prior to the issue of the Goldquest Consideration.

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<b>Rule Number</b>	10.13.3
<b>Date</b>	15/10/2014
<b>ASX Code</b>	MBT
<b>Listed Company</b>	MISSION NEWENERGY LIMITED
<b>Waiver Number</b>	WLC140321-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants Mission NewEnergy Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") to approve the issue of a maximum of 15,000,000 fully paid ordinary shares to Mr Nathan Mahalingam, Mr Guy Burnett and Mr James Garton (together, the "Relevant Directors") (or their nominees) (the "Executive Securities") not to state that the Executive Securities will be issued no later than 1 month after the date of the securityholders' meeting, subject to the following conditions.</p> <p>1.1. The Executive Securities will be issued no later than 3 months after the date of the security holders' meeting.</p> <p>1.2. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, listing rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that 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><b>Present Application</b> Shareholder approval is being sought to issue the Executive Securities in lieu of director retention bonuses. The maximum number of Bonus Shares is capped at 15,000,000 shares, therefore the maximum dilution is known. The Executive Securities will be issued only in the event that all four criteria for their issue have been met. The Company expects the final of these criteria to be met with 3 months of the meeting. There is certainty about the basis for calculation of the number of securities to be issued for shareholders to be able to give their informed consent to the issue of Executive Securities over the relevant period. The length of time to meet the criteria is short and considered appropriate in the context of the issue of the Executive Securities.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	10/10/2014
<b>ASX Code</b>	UXA
<b>Listed Company</b>	UXA RESOURCES LTD
<b>Waiver Number</b>	WLC140327-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited grants UXA Resources Ltd (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of up to 5,000,000 fully paid ordinary shares to John Santich and Peter Hunt (or their nominees) (the "Related Party Shares") pursuant to a proposed capital raising under a prospectus ("Prospectus"), not to state that the Related Party Shares will be issued no later than 1 month after the date of the shareholders' meeting, subject to the following conditions.</p> <p>1.1 The Notice states that the Related Party Shares will be issued no later than 3 months after the date of the shareholders' meeting.</p> <p>1.2 The Related Party Shares are issued on the same terms as ordinary shares to be issued to unrelated parties under the Prospectus.</p> <p>1.3 The Company releases the terms of the waiver to the market no later than the time of the release of the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p>



## Register of ASX Listing Rule Waivers

### Present Application

The Company's securities are currently suspended from quotation and will remain suspended pending a recapitalisation. As part of the recapitalisation, the Company proposes to issue ordinary shares under the Prospectus, including to related parties of the Company. Shareholder approval will be sought pursuant to listing rules 7.1 and 10.11 for these issues. Completion of the recapitalisation is expected to occur later than one month following the date of the shareholders' meeting, with the issue of shares under the Prospectus expected to be completed approximately 3 months after the date of the meeting. As the Company's securities will remain suspended from quotation until completion of the recapitalisation, and the shares will be issued on the same terms as ordinary shares to be issued to unrelated parties under the Prospectus, a waiver to permit the notice of meeting not to state that the shares will be issued to the related parties no later than one month after the date of meeting as there will be no undue benefit to those parties arising from the delay.

<b>Rule Number</b>	10.15.2
<b>Date</b>	2/10/2014
<b>ASX Code</b>	ANZ
<b>Listed Company</b>	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
<b>Waiver Number</b>	WLC140306-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Australia and New Zealand Banking Group Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2014 notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval under listing rule 10.14 for the issue to Mr Michael Smith of performance rights ("Performance Rights") under the Company's Share Option Plan (the "Plan"), not to state a maximum number of Performance Rights that may be issued to Mr Smith, on condition that the Notice sets out the method by which the number of Performance Rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	3/10/2014
<b>ASX Code</b>	BBG
<b>Listed Company</b>	BILLABONG INTERNATIONAL LIMITED
<b>Waiver Number</b>	WLC140309-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Billabong International Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting, in relation to the issue of performance rights under the Executive Incentive Plan, pursuant to listing rule 10.14, not to state a maximum number of performance rights that may be issued to Mr Neil Fiske, on condition that the notice states the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	10.15.2
<b>Date</b>	26/09/2014
<b>ASX Code</b>	ICN
<b>Listed Company</b>	ICON ENERGY LIMITED
<b>Waiver Number</b>	WLC140315-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Icon Energy Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2014 notice of annual general meeting (the "Notice"), in relation to the resolutions seeking shareholder approval under listing rule 10.14 for the issue to Mr Raymond Swinburn James and Dr Kevin Jih of performance rights under the Company's performance rights plan (the "Plan"), not to state a maximum number of performance rights that may be issued to Mr James and Dr Jih under the Plan, on condition that the Notice sets out the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	25/09/2014
<b>ASX Code</b>	INA
<b>Listed Company</b>	INGENIA COMMUNITIES GROUP
<b>Waiver Number</b>	WLC140316-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Ingenia Communities Group (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance rights to Mr Simon Owen under the Group's Rights Plan, not to state the maximum number of performance rights that may be granted, on condition that the Notice sets out the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	7/10/2014
<b>ASX Code</b>	LLC
<b>Listed Company</b>	LEND LEASE GROUP
<b>Waiver Number</b>	WLC140319-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Lend Lease Group (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "Notice"), in relation to the resolution seeking security holder approval pursuant to listing rule 10.14 for the grant of securities under the Group's employee incentive scheme to Mr Stephen McCann, not to state the maximum number of securities that may be granted, on condition that the Notice describes the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	25/09/2014
<b>ASX Code</b>	MCS
<b>Listed Company</b>	MCALEESE LIMITED
<b>Waiver Number</b>	WLC140320-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants McAleese Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "AGM Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance rights to the Company's Managing Director and Chief Executive Officer, Mr Mark Rowsthorn under the Company's Long Term Incentive Plan, not to state the maximum number of securities that may be granted to Mr Rowsthorn, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	25/09/2014
<b>ASX Code</b>	MGR
<b>Listed Company</b>	MIRVAC GROUP
<b>Waiver Number</b>	WLC140322-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants Mirvac Group (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "AGM Notice"), in relation to the resolution seeking securityholder approval pursuant to listing rule 10.14 for the grant of performance rights and, upon vesting of such performance rights, stapled securities to Ms Susan Lloyd-Hurwitz under the Group's Long Term Performance Plan, not to state the maximum number of performance rights that may be granted, on condition that the AGM Notice sets out the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	10.15.2
<b>Date</b>	13/10/2014
<b>ASX Code</b>	SEK
<b>Listed Company</b>	SEEK LIMITED
<b>Waiver Number</b>	WLC140326-001
<b>Decision</b>	Based solely on the information provided, ASX Limited grants SEEK Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the issue of one performance right under the Company's performance rights and option plan to the Company's Managing Director and Chief Executive Officer, Mr Andrew Bassat, not to state a maximum number of ordinary shares that may be issued to Mr Andrew Bassat on exercise of the performance right, on condition that the Notice states the method and formula by which the number of ordinary shares to be provided is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	13/10/2014
<b>ASX Code</b>	MYA
<b>Listed Company</b>	MY ATM HOLDINGS LIMITED
<b>Waiver Number</b>	WLC140323-001
<b>Decision</b>	<p>1. Subject to resolution 2 and based solely on the information provided, ASX Limited grants My ATM Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following shares (the "Shares"), as approved by shareholders of the Company at the general meeting held on 17 September 2014, later than one month after the date of the shareholders' meeting.</p> <p>1.1 2,500,000 ordinary shares to Trident Capital Pty Ltd (and/or its nominee(s)) at a deemed issue price of \$0.04 each.</p> <p>1.2 Up to 500,000 shares at an issue price of \$0.40 each to each of Messrs Sierakowski, Ong and Wolanski (and/or their respective nominees).</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1 The Shares are issued no later than 17 December 2014 and otherwise on the same terms as approved by shareholders on 17 September 2014.</p> <p>2.2 The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	3/10/2014
<b>ASX Code</b>	ONQ
<b>Listed Company</b>	ON Q GROUP LIMITED
<b>Waiver Number</b>	WLC140324-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited grants On Q Group Limited (In Liquidation) (Subject to Deed of Company Arrangement) (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities of the Company (the "Securities"), as approved by shareholders at the general meeting held on 3 September 2014, later than one month after the date of the shareholders' meeting.</p> <p>1.1 3,500,000 shares to the Trustee of the Share Trust for Creditors.</p> <p>1.2 8,830,820 shares to Benelong Capital Partners Pty Ltd.</p> <p>1.3 3,553,950 shares to Mr Choon Ken Kho.</p> <p>1.4 3,553,950 shares to Mr Patrick Kho Chuan Thye.</p> <p>1.5 100 million performance based options to certain new investors.</p> <p>1.6 127,942,200 shares to Danny Kong Sang Lai.</p> <p>1.7 175,503,704 shares to unrelated, sophisticated, professional or other exempt investors.</p> <p>1.8 7,107,900 shares to Equinex Investment Limited.</p> <p>2. Resolution 1 is subject to the following conditions.</p> <p>2.1 The Securities are issued no later than 31 October 2014.</p> <p>2.2 The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.