



Register of ASX Listing Rule Waivers

16 to 31 October 2015

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 11
Date	19/10/2015
ASX Code	BUN
Listed Company	BUNURU CORPORATION LIMITED
Waiver Number	WLC150393-001
Decision	<p>1. Based solely on the information provided, in connection with the acquisition by Bunuru Corporation Limited (the "Company") of 100% of the issued capital of Invitrocue Pte Ltd ("Invitrocue") ("Acquisition") and the issue of up to 5,000,000 ordinary shares ("Shares") at \$0.10 each and up to 10,000,000 warrants ("Warrants") exercisable at \$0.10 each on or before 30 months from the date of issue under a subscription agreement with First Pulse Capital Limited ("First Pulse") in conjunction with the Acquisition, ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of the Warrants not to be at least \$0.20 on the following conditions:</p> <p>1.1 The exercise price of the Warrants is not less than \$0.02 each;</p> <p>1.2 the the terms and conditions of the Warrants are clearly disclosed in the prospectus prepared in conjunction with the Acquisition; and</p> <p>1.3 security holders approve the exercise price of the Warrants as part of the approvals to be obtained under listing rule 11.1.2 in respect of the Acquisition.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	1.1 condition 11
Date	28/10/2015
ASX Code	CTT
Listed Company	CREST MINERALS LIMITED
Waiver Number	WLC150399-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Crest Minerals Limited (the "Company") a waiver from listing rule 1.1 condition 11 to the extent necessary to permit:</p> <p>1.1. the exercise price of the Taylor Collison Options, the Related Party Options and the Performance Rights, not to be at least \$0.20 on the following conditions:</p> <p>1.1.1. the exercise price of the Taylor Collison Options and the Related Party Options, is not less than \$0.02 each;</p> <p>1.1.2. the terms and conditions of the Taylor Collison Options and the Related Party Options, are clearly disclosed in the prospectus for the Capital Raising; and</p> <p>1.1.3. security holders approve the exercise price of the Taylor Collison Options and the Related Party Options as part of the approvals to be obtained in connection with the listing rule 11.1.2 approval to be sought in respect of the Acquisition and the Capital Raising</p> <p>2. the Company to issue the Performance Rights with a nil exercise on the following conditions:</p> <p>2.1. shareholders approve the nil exercise price of the Performance Rights and the issue of the Performance Rights as part of the approvals obtained under listing rule 11.1.2 in respect of the Acquisition; and</p> <p>2.2. the terms and conditions of the Performance Rights are clearly disclosed in the Notice and in the Prospectus.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	1.1 condition 11
Date	27/10/2015
ASX Code	DUO
Listed Company	DOURADO RESOURCES LIMITED
Waiver Number	WLC150402-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Dourado Resources Limited (the "Company"), through a wholly owned Canadian subsidiary of the Company ("Newco"), of 100% of the issued share capital of Zyber Secure Mobile Solutions Inc. ("Zyber") (the "Acquisition"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the following.</p> <p>1.1. Up to 54,045,306 unquoted options ("Existing Options") (pre-consolidation) to be on issue with an exercise price not to be at least \$0.20, on the following conditions.</p> <p>(a) The exercise price of the Consideration Options is not less than \$0.02 each.</p> <p>(b) Security holders approve the exercise price of the Consideration Options as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p> <p>1.2. The exercise price of up to 3,900,000 unquoted options (pre-consolidation) to be issued to the vendors ("Consideration Options") not to be at least \$0.20, on the following conditions.</p> <p>(a) The exercise price of the Consideration Options is not less than \$0.02 each.</p> <p>(b) Security holders approve the exercise price of the Consideration Options as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	2.1 condition 2
Date	19/10/2015
ASX Code	BUN
Listed Company	BUNURU CORPORATION LIMITED
Waiver Number	WLC150393-002
Decision	<p>1. Based solely on the information provided, in connection with the acquisition by Bunuru Corporation Limited (the "Company") of 100% of the issued capital of Invitrocue Pte Ltd ("Invitrocue") ("Acquisition") and the issue of up to 5,000,000 ordinary shares ("Shares") at \$0.10 each and up to 10,000,000 warrants ("Warrants") exercisable at \$0.10 each on or before 30 months from the date of issue under a subscription agreement with First Pulse Capital Limited ("First Pulse") in conjunction with the Acquisition, ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue of the Shares not to be at least \$0.20 on the following conditions:</p> <p>1.1 the issue price of the Shares is not less than \$0.02 each.</p> <p>1.2 security holders approve the issue price of the Shares as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	2.1 condition 2
Date	28/10/2015
ASX Code	CTT
Listed Company	CREST MINERALS LIMITED
Waiver Number	WLC150399-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Crest Minerals Limited (the "Company") a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price for up to 120,000,000 shares proposed to be issued pursuant to a prospectus ("Prospectus") for the Capital Raising ("Capital Raising Shares"), not to be at least \$0.20 each, on the following conditions.</p> <p>1.1. The issue price of the Capital Raising Shares is at least \$0.02 each.</p> <p>1.2. Security holders approve the issue price of the Capital Raising Shares and the consolidation as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	2.1 condition 2
Date	27/10/2015
ASX Code	DUO
Listed Company	DOURADO RESOURCES LIMITED
Waiver Number	WLC150402-002
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Dourado Resources Limited (the "Company"), through a wholly owned Canadian subsidiary of the Company ("Newco"), of 100% of the issued share capital of Zyber Secure Mobile Solutions Inc. ("Zyber") (the "Acquisition"), ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price for at least 150,000,000 fully paid ordinary shares ("Capital Raising Shares") proposed to be issued pursuant to a prospectus for a capital raising to be undertaken in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. The issue price of the Public Offer Shares is not less than \$0.02 each.</p> <p>1.2. Security holders approve the issue price of the Public Offer Shares as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	2.1 condition 2
Date	27/10/2015
ASX Code	MRR
Listed Company	MINREX RESOURCES NL
Waiver Number	WLC150410-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Minrex Resources NL (the "Company") of Hello Real Estate Limited ("Hello") ("Acquisition") and the issue of a minimum of 33,333,334 and up to 46,666,667 ordinary shares proposed to be issued pursuant to a prospectus for a capital raising to be undertaken in conjunction with the Acquisition ("Capital Raising") ("Capital Raising Shares"), ASX limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of the Capital Raising Securities not to be at least \$0.20, on the following conditions.</p> <p>1.1. The issue price of the Capital Raising Securities is not less than \$0.02 each; and</p> <p>1.2. Security holders approve the issue price of the Capital Raising Securities as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p> <p>2. Considers that the terms of the 30,000,015 Performance Shares to be issued in three equal tranches to the shareholders of Hello are appropriate and equitable for the purposes of listing rule 6.1 subject to the following conditions:</p> <p>2.1. The Company obtains shareholder approval for the issue of the Performance Shares and the notice of meeting seeking shareholder approval includes sufficient information about the terms and conditions of the Performance Shares including, if applicable, approval for the issue of the Performance Shares which are held by a related party pursuant to Chapter 2E of the Corporations Act 2001 (Cth).</p> <p>2.1.1. The Performance Shares are not quoted.</p> <p>2.1.2. The Performance Shares are not transferable.</p> <p>2.1.3. The Performance Shares do not have voting rights, subject to those required by law.</p> <p>2.1.4. The Performance Shares do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues.</p> <p>2.1.5. The Performance Shares do not carry an entitlement to a dividend.</p> <p>2.1.6. Each Performance Share is converted into one ordinary share on achievement of the relevant milestone.</p> <p>2.1.7. If the performance milestone for a class of Performance Shares ("Performance Milestone") is not achieved by the relevant expiry date, the Performance Shares for a particular tranche will be redeemed for a total nominal sum of \$1.00.</p> <p>2.1.8. The Company makes an announcement upon the conversion of any of the Performance Shares.</p> <p>2.1.9. The terms and conditions of the Performance Shares, including without limitation the relevant Performance Milestones that have to be satisfied before each class of Performance Shares is converted into ordinary shares, are not to be changed without the prior approval of ASX and the Company's shareholders.</p> <p>2.1.10. Upon conversion of the Performance Shares into ordinary shares, the Company will apply to the ASX for quotation of the</p>

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	<p>shares within the requisite time period.</p> <p>2.1.11. The Performance Shares do not entitle the holder to participate in the surplus profits or assets of the Company upon a winding up of the Company.</p> <p>2.1.12. The Company discloses the following in each annual report, annual audited accounts, half-yearly report and quarterly cashflow report issued by the Company in respect of any period during which any of the Performance Shares remain on issue or were converted or cancelled:</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	2.1 condition 3
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from condition 3 of listing rule 2.1 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
Basis For Decision	<p>Underlying Policy An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

Rule Number	3.10.5
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-002
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.
Basis For Decision	<p>Underlying Policy An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The Issuer issues other debt securities that are not to be quoted on ASX. With respect to an issue of debt securities not quoted on ASX, the entity has to tell ASX but does not have to lodge an Appendix 3B. The information required by an Appendix 3B would not be relevant for an issue of such securities. The entity must still notify ASX of an issue of debt securities to be quoted on ASX and lodge an Appendix 3B in order to maintain an informed market.</p>

Rule Number	6.23.3
Date	23/10/2015
ASX Code	CMI
Listed Company	CMI LIMITED.
Waiver Number	WLC150395-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants CMI Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of up to 913,677 unquoted performance rights granted to executives of the Company ("Performance Rights"), in accordance with the Performance Rights Plan rules such that the number of shares to be issued if the Performance Rights vest are adjusted in accordance with a formula prescribed in the Company's proposed notice of general meeting, on the following conditions:</p> <p>1.1. Full details of the adjustment formula to be applied to the Performance Rights is clearly set out to ASX's satisfaction in the Company's notice of general meeting; and</p> <p>1.2. Shareholders approve the adjustment to the Performance Rights.</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 is proposing to undertake a return of capital and has unquoted performance rights on issue. The terms of the unquoted performance rights issued to executives of the Company have a zero exercise price which cannot be adjusted in accordance with listing rule 7.22.3. The Company is proposing to issue more shares on vesting of performance rights so that performance rights holders receive an additional number of shares to factor in the capital return. The performance rights represent 2.55% of the Company's diluted issued capital. It is considered appropriate to grant a waiver so that shareholders can consider whether or not to approve the adjustment. The waiver is granted on condition that the notice of meeting fully discloses the amended terms of the performance rights.</p>

Rule Number	6.24
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from listing rule 6.24 (Appendix 6A paragraph 2) to the extent necessary to permit the Trust to follow a timetable for interest payments outlined in the Information Memorandum, on condition that on the next business day after an interest payment date the Issuer tells ASX the following.</p> <p>1.1. The record date for the next interest period.</p> <p>1.2. The payment date for the next interest period.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application The securities of the Issuer being quoted are wholesale debt securities. These securities are required to pay interest monthly. The record date in relation to the notes is two business days before an interest payment date. The waiver is granted on the condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made. This requirement ensures that an informed market is maintained.</p>

Rule Number	6.24
Date	21/10/2015
ASX Code	WEF
Listed Company	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
Waiver Number	WLC150418-001
Decision	<p>1. ASX grants WEA Finance LLC ("WEA") and Westfield UK & Europe Finance plc ("WUK") (the "Co-Issuer"), upon quotation of \$US1,000,000,000 3.250% Guaranteed Senior Notes due 5 October 2020 (the "Notes"), a waiver from listing rule 6.24 (Appendix 6A paragraph 2) to the extent necessary to permit the Co-Issuers to follow a timetable and record dates for interest payments for the Notes that are common to securities issued and cleared through the facilities of The Depository Trust Company, on condition that on the next business day after an interest payment date the Co-Issuers tells ASX the following.</p> <p>1.1. The record date for the next interest period. 1.2. The payment date for the next interest period.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application 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 registered form and are issued and cleared through the facilities of The Depository Trust Company. The Co-Issuers will suspend transfers of the Notes for the period from 20 March to 5 April, and from 20 September to 5 October of each year. The waiver is granted on the condition that the entity tells ASX the record date and the payment 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>

Rule Number	7.1
Date	16/10/2015
ASX Code	AVN
Listed Company	AVENTUS RETAIL PROPERTY FUND
Waiver Number	WLC150388-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aventus Retail Property Fund (the "Fund") a waiver from listing rule 7.1 to the extent necessary to permit the Fund to issue units in the Fund to Aventus Funds Management Pty Ltd (the "Fund Manager") in lieu of performance fees as defined in the fund management agreement between the Fund and the Fund Manager (the "Fund Management Agreement"), without obtaining unitholder approval, subject to the following conditions.</p> <p>1.1. The Fund makes full disclosure to any person who may subscribe for units under a disclosure document of the provisions in its Fund Management Agreement which allow for the periodic issue of units in lieu of performance fees payable to the Fund Manager (the "Provisions").</p> <p>1.2. The units are issued in accordance with the Provisions.</p> <p>1.3. A completed Appendix 3B announcement is lodged for release to the market for each issue of units pursuant to the Provisions.</p> <p>1.4. Details of the units issued in lieu of fees are disclosed in the Fund's annual report each year in which units are issued.</p> <p>1.5. Unitholder approval is sought every third year for the issue of units to the Fund Manager in lieu of fees payable under the Fund Management Agreement.</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.</p> <p>Present Application The Fund Management Agreement contains provisions to pay performance fees to the Fund Manager. It is proposed that the Fund may satisfy the performance fee, at least in part, by the issue of units. The provisions are to be disclosed in the PDS, and in any other offer document issued by the Fund. Unitholders are taken to have consented to the issue of units under the performance fee provisions entered into between the Fund and the Fund Manager by subscribing under an offer document and through disclosure in the annual report. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the entity approve the arrangement every three years.</p>

Rule Number	7.1
Date	23/10/2015
ASX Code	TEN
Listed Company	TEN NETWORK HOLDINGS LIMITED
Waiver Number	WLC150416-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ten Network Holdings Limited (the "Company") a waiver from listing rule 7.1, in connection with the Company conducting a capital raising which will consist of a placement of fully paid ordinary shares to Foxtel Management Pty Limited as agent for the Foxtel Partnership ("Foxtel") (the "Placement"), and an accelerated entitlement offer of new fully paid ordinary shares (the "Offer") to the extent necessary to permit the Company to calculate the number of ordinary shares which it may issue without shareholder approval pursuant to the Placement, on the basis that variable "A" of the formula in listing rule 7.1 is deemed to include the number of ordinary shares in the Company that may be issued under the underwritten component of the Offer, subject to the following conditions:</p> <p>1.1. The ordinary shares issued under the Placement are to be included in variable "C" in the formula under listing rule 7.1, until their issue has been ratified by shareholders or 12 months has passed since their issue.</p> <p>1.2. In the event that the full number of shares offered under the underwritten component of the Offer is not issued, and the number of shares represented by the Placement thereby exceeds 15% of the actual number of the Company's shares following completion of the Offer, the Company's 15% placement capacity under Listing Rule 7.1 following completion of the Offer is to be diminished by that number of shares issued under the Placement that exceeded the Company's 15% capacity under listing rule 7.1 at the time of the Placement.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a pro rata entitlement offer.</p>

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Present Application

The Company is proposing to undertake a placement to Foxtel under Listing Rule 7.1 based on the calculation of capacity that includes securities yet to be issued under an accelerated entitlement offer. The placement will occur immediately following the settlement of the retail entitlement offer. The institutional entitlement offer will be fully underwritten and the retail entitlement offer will be underwritten to the extent that shareholders commit prior to launch to take up their entitlements. This is effectively a timing waiver that permits an entity to draw down on the future issuing capacity under Listing Rule 7.1 that will be created by the institutional entitlement offer before the offer has actually been completed.

Rule Number	7.3.2
Date	16/10/2015
ASX Code	BPF
Listed Company	BULLETPROOF GROUP LIMITED
Waiver Number	WLC150392-001
Decision	<p>1. Based solely on the information provided, ASX Limited (ASX) grants Bulletproof Group 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 4,214,972 ordinary shares at an issue price of \$0.33 per share (Earn Out Shares) pursuant to the agreement to acquire certain assets from Pantha Corporation dated 11 December 2014, not to state that the Earn Out Shares will be issued no later than 3 months after the date of the meeting on the following conditions.</p> <p>1.1. The Earn Out Shares will be issued no later than 30 September 2016, being approximately 10 months after the shareholder meeting the subject of the Notice, subject to shareholder approval having been obtained and the relevant milestones as disclosed in the Notice having been achieved.</p> <p>1.2. If the Company releases its annual report during a period in which the Earn Out Shares are issued or remain to be issued, the annual report discloses details of the Earn Out Shares issued in that annual reporting period, the number of the Earn Out Shares that remain to be issued and the basis on which they may be issued.</p> <p>1.3. The Company immediately releases the terms of this waiver to the market.</p> <p>1.4. The milestones which must be satisfied for the Earn Out Shares to be issued are not varied.</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. 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>

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Present Application

The Company is proposing to issue the Earn Out Shares to Pantha Corporation in satisfaction of part consideration for the acquisition of certain assets. The issue of the Earn Out Shares is contingent upon the Company satisfying milestones. The Earn Out Shares will be issued in two tranches, and the maximum number of shares to be issued under each tranche is fixed therefore the degree of dilution is known. The timing of the issue of the Earn Out Shares is outlined in the notice of meeting seeking shareholder approval for the issue of the Earn Out Shares. The period of time over which the Earn Out Shares may be issued is fixed. There is a sufficient degree of 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 the Earn Out Shares over the relevant period.

Rule Number	7.3.2
Date	27/10/2015
ASX Code	DUO
Listed Company	DOURADO RESOURCES LIMITED
Waiver Number	WLC150402-003
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Dourado Resources Limited (the "Company"), through a wholly owned Canadian subsidiary of the Company ("Newco"), of 100% of the issued share capital of Zyber Secure Mobile Solutions Inc. ("Zyber") (the "Acquisition"), ASX Limited ("ASX") grants a waiver from listing rule 7.3.2 to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of the following securities (all pre-consolidation):</p> <p>1.1. up to 90,000,000 fully paid ordinary shares ("Tranche 1 Deferred Consideration Shares") to the shareholders of Zyber ("Vendors") as part of the consideration for the Acquisition within 12 months of settlement of the Acquisition (Settlement);</p> <p>1.2. up to 90,000,000 fully paid ordinary shares ("Tranche 2 Deferred Consideration Shares") to the Vendors as part of the consideration for the Acquisition within 36 months of Settlement;</p> <p>1.3. up to 90,000,000 fully paid ordinary shares ("Tranche 3 Deferred Consideration Shares") to the Vendors as part of the consideration for the Acquisition within 60 months of Settlement. (together the "Deferred Consideration Shares"); and</p> <p>1.4. up to 392,892,156 fully paid ordinary shares in the Company to be issued upon the exchange of up to 392,892,156 non-voting, convertible, redeemable, preferred shares ("Exchangeable Shares") in the capital of Newco issued to the Vendors at Settlement ("Exchanged Consideration Shares"),</p> <p>not to state that the Deferred Consideration Shares and the Exchanged Consideration Shares be issued within 3 months of the date of the shareholders' meeting, on the following conditions.</p> <p>1.5. The Tranche 1 Deferred Consideration Shares must be issued no later than 12 months after Settlement;</p> <p>1.6. The Tranche 2 Deferred Consideration Shares must be issued no later than 36 months after Settlement;</p> <p>1.7. The Tranche 3 Deferred Consideration Shares must be issued no later than 59 months after Settlement; and</p> <p>1.8. The Exchanged Consideration Shares must be issued no later than 60 months after Settlement.</p> <p>1.9. For any annual reporting period during which any of the Deferred Consideration Shares and the Exchanged 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 and the Exchanged Consideration Shares may be issued.</p> <p>1.10. In any half year or quarterly report for a period during which any of the Deferred Consideration Shares and the Exchanged Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares and the Exchanged Consideration Shares during the reporting period; and the number of Deferred Consideration Shares and the Exchanged Consideration Shares remain to be issued.</p> <p>1.11. The Notice sets out in detail the milestones which must be</p>

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	<p>satisfied prior to the issue of Deferred Consideration Shares.</p> <p>1.12. The milestones which must be satisfied for the Deferred Consideration Shares to be issued are not varied.</p> <p>1.13. The Company releases the terms of this waiver to the market at the same time the Notice is released to ASX.</p>
<p>Basis For Decision</p>	<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 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> <p>Present Application The Company has entered into a binding agreement with Zyber with consideration paid partially by way of the initial issue of up to 700,000,000 ordinary shares and a further issue of 270,000,000 Deferred Consideration Shares (subject to shareholder approval). The maximum number of securities to be issued pursuant to the Deferred Consideration Shares 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 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.</p>

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Rule Number	7.3.2
Date	21/10/2015
ASX Code	RAD
Listed Company	RADAR IRON LIMITED
Waiver Number	WLC150412-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Radar Iron 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 11,020,716 ordinary shares, at an issue price equal to the greater of \$0.015 or 50% discount to the price per share that the Company conducts its next capital raising, pursuant to the conversion of convertible notes ("Loan Notes") ("Conversion Shares") and up to 1,322,486 ordinary shares in lieu of payment of interest ("Interest Shares") of 1% per month on the monies outstanding on the Loan Notes, not to state that the Conversion Shares and the Interest Shares will be issued no later than 3 months after the date of the meeting on the following conditions.</p> <p>1.1. The Conversion Shares and the Interest Shares will be issued no later than 22 August 2016, being the last date by which they can be issued ("Repayment Date").</p> <p>1.2. If the Company releases its annual report during a period in which the Conversion Shares and the Interest Shares are issued or remain to be issued, the annual report discloses details of the Conversion Shares and the Interest Shares that have been issued and the interest payable under the Loan Notes.</p> <p>1.3. The Company immediately releases the terms of this waiver to the market.</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. 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> <p>Present Application The Company is proposing to issue the Convertible Shares and Interest Share to the Noteholders pursuant to a placement capital raising which raised \$165,310 (before costs). The Loan Notes have a value of \$0.015 per note and convert into shares at the election of the Noteholder (subject to shareholder approval) at the greater of \$0.015 per share or a 50% discount to the price per share that the</p>

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Company conducts its next capital raising. Interest on the Loan Notes is payable at 1% per month on the monies outstanding under the Loan Notes payable by the Company in shares in arrears. The maximum number of shares to be issued pursuant to the Conversion Shares and the Interest Shares is fixed and the degree of dilution is known. The timing and structure for the issue of Conversion Shares and the Interest Shares is outlined in the notice of meeting seeking shareholder approval for the conversion of the Loan Notes and for the issue of Interest Shares. The period of time over which the Conversion Shares and the Interest Shares may be issued is fixed. There is a sufficient degree of certainty about the basis for calculation of the number of shares to be issued for shareholders to be able to give their informed consent to the issue of the Conversion Shares and the Interest Shares over the relevant period.

Rule Number	7.3.2
Date	21/10/2015
ASX Code	SIT
Listed Company	SITE GROUP INTERNATIONAL LIMITED
Waiver Number	WLC150414-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Site Group International 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 107,623,533 ordinary shares to the vendors of Wild Geese International Pty Limited ("Wild Geese Earn Out Shares") and up to 120,421,164 ordinary shares to the vendors of Innovium Pty Ltd ("Innovium Earn Out Shares"), as part consideration for the acquisition of Wild Geese and Innovium respectively, not to state the shares will issued within 3 months of the date of the shareholders' meeting, on the following conditions.</p> <p>1.1. The Wild Geese Earn Out Shares must be issued no later than 12 months from the date of the shareholder meeting the subject of the Notice, subject to shareholder approval having been obtained.</p> <p>1.2. The Innovium Earn Out Shares to be issued based on the Innovium FY2016 EBITDA ("Innovium Earn Out 1 Shares") must be issued no later than 12 months from the date of the shareholder meeting the subject of the Notice, and the Innovium Earn Out Shares to be issued based on the Innovium FY2017 EBITDA ("Innovium Earn Out 2 Shares") must be issued no later than 24 months from the date of the shareholder meeting the subject of the Notice, subject to shareholder approval having been obtained.</p> <p>1.3. The Notice sets out in detail the formulas for calculating the number of Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares to be issued.</p> <p>1.4. The formulas for calculating the number of the Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares to be issued are not varied.</p> <p>1.5. For any annual reporting period during which any of the Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares issued in that annual reporting period, and the number of Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares that remain to be issued, and the basis on which those shares may be issued.</p> <p>1.6. For any half year or quarter year report during which any of the Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 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 Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares issued during the reporting period, and the number of Wild Geese Earn Out Shares, Innovium Earn Out 1 Shares and Innovium Earn Out 2 Shares that remain to be issued, and the basis on which those shares may be issued.</p> <p>1.7. The Company releases the terms of this waiver to the market no later than the date the Notice is released to the market.</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 has entered into acquisition transactions with the vendors of Wild Geese and Innovium ("Vendors") which require the Company to issue shares at a future date as deferred consideration according to formulas based on the future EBITDA of the acquired companies at a deemed issue price based on a future VWAP. 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 EBITDA figures used to calculate the number of securities to be issued to the Vendors only relate to the acquired companies and not the Company as a whole and are therefore appropriate. The maximum number of ordinary shares that can be issued without requiring further shareholder approval is fixed and therefore shareholders can assess the likely level of dilution. Shareholders will be given sufficient information to assess whether or not to approve the issue of the shares.</p>
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Rule Number	7.3.8
Date	21/10/2015
ASX Code	AOW
Listed Company	AMERICAN PATRIOT OIL & GAS LIMITED
Waiver Number	WLC150390-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants American Patriot Oil & Gas Limited (the "Company") a waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of general meeting to approve the issue of up to 21,632,443 free attaching options exercisable at \$0.25 under the proposed share purchase plan (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 7.3.8 requires a resolution for the purposes of listing rule 7.1 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 7.2 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> <p>Present Application The Company is proposing to conduct a SPP which includes the offer of one attaching option for every two shares subscribed under the SPP at a fixed issue price. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts securities purchase 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 Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of listing rule 7.2 with regard to the options to be issued under the SPP the issue has been made with a disclosure document which is not in accordance with the relief granted by ASIC Class Order 09/425. ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan. Accordingly, the Company is proposing to seek, at its general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of the shares and attaching options under the</p>

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SPP. As the issue being undertaken is one in which all shareholders 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 to the Company, there is no need to exclude the votes of shareholders entitled to participate in the issue. If there is to be an 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 shareholders.

Rule Number	7.40
Date	15/10/2015
ASX Code	KRC
Listed Company	KING RIVER COPPER LIMITED
Waiver Number	WLC150407-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants King River Copper Limited (the "Company") a waiver from listing rule 7.40 to the extent necessary to permit the Company not to send the notice required by paragraph 3 of Appendix 7A to option holders, in relation to the following options:</p> <p>1.1. 124,410,168 quoted options with an exercise price of \$0.10 expiring on 30 June 2018 ("KRCOA");</p> <p>1.2. 1,250,000 unquoted options with an exercise price of \$0.10 expiring on 30 November 2017 ("KRCOB");</p> <p>1.3. 1,750,000 unquoted options with an exercise price of \$0.10 expiring on 30 November 2018 (KRCOC); and</p> <p>1.4. 2,550,000 unquoted options with an exercise price of \$0.20 expiring on 30 June 2019 (KRCOD") (together, the "KRC Options")</p> <p>2. The waiver in resolution 1 is granted on the following conditions:</p> <p>2.1. The Company immediately provides to ASX Market Announcements Office a statement that a notification in relation to the non-renounceable rights issue will not be sent to the holders of the KRC Options.</p> <p>2.2. If the market price of the Company's ordinary shares exceeds \$0.075 before 20 October 2015, the Company immediately sends a notification in relation to the non-renounceable rights issue to the holders of KRCOA, KRCOB and KRCOC.</p> <p>2.3. If the market price of the Company's ordinary shares exceeds \$0.15 before 20 October 2015, the Company immediately sends a notification in relation to the non-renounceable rights issue to the holders of KRCOD.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	7.40
Date	14/10/2015
ASX Code	WBC
Listed Company	WESTPAC BANKING CORPORATION
Waiver Number	WLC150419-001
Decision	<p>1. Based solely on the information provided, in connection with a proposed accelerated renounceable entitlement offer with retail rights trading ("Entitlement Offer") by Westpac Banking Corporation (the "Company"), ASX Limited ("ASX") grants a waiver from listing rule 7.40 to the extent necessary to permit the Company to complete the sending of offer documents and either personalised entitlement forms or serially numbered provisional letters of allotment on a "nil paid" basis to persons entitled, and announce that this has been completed, not more than 5 business days after the Entitlement Offer record date.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables set out in Appendix 7A for various corporate actions. Compliance with timetables ensures that investors are able to determine their entitlements, option holders are provided with the basis of an informed decision to exercise their options, 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 proposes to undertake an accelerated entitlement offer that does not conform to a particular mandatory timetable in Appendix 7A (paragraph 7 - accelerated renounceable entitlement offers with retail rights trading). The completion date of sending offer documents and either personalised entitlement forms or serially numbered provisional letters of allotment on a "nil paid" basis to persons entitled, and date of announcement that this has been completed, is to be no more than 5 business days after the record date for the Entitlement Offer. As the Company has a large shareholder register, it faces practical impediments in following the standard timetable as it relates to despatch of offer documents and acceptance forms. As the additional time can be accommodated by the ASX system, and the remainder of the timetable is acceptable to ASX, ASX considers that the timetable proposed does not raise any orderly market, trading or settlement issues.</p>

Rule Number	7.40
Date	14/10/2015
ASX Code	WBC
Listed Company	WESTPAC BANKING CORPORATION
Waiver Number	WLC150420-001
Decision	<p>1. Based solely on the information provided, in connection with a proposed accelerated renounceable entitlement offer with retail rights trading ("Entitlement Offer") by Westpac Banking Corporation (the "Company"), ASX Limited ("ASX") grants a waiver from listing rule 7.40 to the extent necessary to permit the Company to complete the sending of offer documents and either personalised entitlement forms or serially numbered provisional letters of allotment on a "nil paid" basis to persons entitled, and announce that this has been completed, not more than 5 business days after the Entitlement Offer record date.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.40 prescribes that listed entities must follow mandatory timetables set out in Appendix 7A for various corporate actions. Compliance with timetables ensures that investors are able to determine their entitlements, option holders are provided with the basis of an informed decision to exercise their options, 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 proposes to undertake an accelerated entitlement offer that does not conform to a particular mandatory timetable in Appendix 7A (paragraph 7 - accelerated renounceable entitlement offers with retail rights trading). The completion date of sending offer documents and either personalised entitlement forms or serially numbered provisional letters of allotment on a "nil paid" basis to persons entitled, and date of announcement that this has been completed, is to be no more than 5 business days after the record date for the Entitlement Offer. As the Company has a large shareholder register, it faces practical impediments in following the standard timetable as it relates to despatch of offer documents and acceptance forms. As the additional time can be accommodated by the ASX system, and the remainder of the timetable is acceptable to ASX, ASX considers that the timetable proposed does not raise any orderly market, trading or settlement issues.</p>

Rule Number	8.2
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-004
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1, condition 3 operates.
Basis For Decision	<p>Underlying Policy An entity is to provide an issuer sponsored subregister for securities except where listing rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p>Present Application This is a companion waiver to the waiver from listing rule 2.1 condition 3 granted to the Issuer.</p>

Rule Number	8.10
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-005
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes:</p> <p>1.1. From the date which is two business days before each distribution date or the maturity date in relation to the Notes. on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESSE. The Issuer is required to close the register of a series of debt securities from the close of two business days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

Rule Number	8.10
Date	21/10/2015
ASX Code	WEF
Listed Company	WEA FINANCE LLC AND WESTFIELD UK & EUROPE FINANCE PLC
Waiver Number	WLC150418-002
Decision	<p>1. ASX grants WEA Finance LLC ("WEA") and Westfield UK & Europe Finance plc ("WUK") (the "Co-Issuer"), upon quotation of \$US1,000,000,000 3.250% Guaranteed Senior Notes due 5 October 2020 (the "Notes"), a waiver from listing rule 8.10 to the extent necessary to allow each of the Co-Issuers to suspend the transfer of the Notes from 20 March to 5 April, and from 20 September to 5 October of each year or the maturity date of the debt security.</p>
Basis For Decision	<p>Underlying Policy An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p>Present Application The Co-Issuers may suspend the transfer of a series of debt securities from 20 March to 5 April, and from 20 September to 5 October of 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>

Rule Number	8.21
Date	26/10/2015
ASX Code	MZC
Listed Company	MEDALLION TRUST SERIES 2015-2
Waiver Number	WLC150409-006
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Medallion Trust Series 2015-2 (the "Trust") a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
Basis For Decision	<p>Underlying Policy An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p>Present Application The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>

Rule Number	9.1.3
Date	21/10/2015
ASX Code	CUU
Listed Company	CALLABONNA RESOURCES LTD
Waiver Number	WLC150394-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, in connection with the acquisition by Callabonna Resources Limited (the "Company") of 100% of the issued capital of Alice Queen Holding Pty Ltd ("AQH"), ASX Limited ("ASX") grants the Company a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of AQH ("AQH Vendors") as follows:</p> <p>1.1. The shares issued to the AQH Vendors who subscribed cash for their shares in AQH are treated as being held by related or unrelated seed capitalists (as appropriate) of the Company.</p> <p>1.2. Cash formula relief is applicable to the shares in the Company that are issued to persons who subscribed for their shares in AQH for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for shares issued to related party or promoter AQH Vendors which are subject to 24 months escrow, the 24 months escrow period will begin on the date of reinstatement to official quotation of the shares in the Company following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for shares issued to unrelated seed capitalists of AQH and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in AQH were issued to those persons.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the voting shares in the issued capital of AQH and the entire business of AQH being acquired by the Company.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under listing rule 9.1.3 an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's</p>

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securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. This ensures that promoters, vendors etc. do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.

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

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

Present Application

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

Rule Number	9.1.3
Date	30/10/2015
ASX Code	COT
Listed Company	CONTINUATION INVESTMENTS LIMITED
Waiver Number	WLC150397-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, in connection with the acquisition by Continuation Investments Limited (the "Company") of 100% of the issued capital of Treasure Castle Holding Ltd ("Treasure Castle"), ASX Limited ("ASX") grants the Company a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of Treasure Castle ("Treasure Castle Shareholders") as follows:</p> <p>1.1. The shares issued to the Treasure Castle Shareholders who subscribed cash for their shares in Treasure Castle are treated as being held by related or unrelated seed capitalists (as appropriate) of the Company.</p> <p>1.2. Cash formula relief is applicable to the shares in the Company that are issued to the Treasure Castle Shareholders who subscribed for their shares in Treasure Castle for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for shares issued to related party or promoter Treasure Castle Shareholders which are subject to 24 months escrow, the 24 months escrow period will begin on the date of reinstatement to official quotation of the shares in the Company following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for shares issued to unrelated Treasure Castle Shareholders which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in Treasure Castle were issued to those persons.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the issued capital of Treasure Castle and the entire business of Treasure Castle being acquired by the Company</p>
Basis For Decision	<p>Underlying Policy Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under listing rule 9.1.3 an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised</p>

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trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. This ensures that promoters, vendors etc. do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.

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

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

Present Application

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

Rule Number	9.7
Date	22/10/2015
ASX Code	3DM
Listed Company	3D MEDICAL LIMITED
Waiver Number	WLC150417-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants 3D Medical Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Olivab Pty Ltd as trustee for the Abilov Discretionary Trust to transfer 243,902 fully paid ordinary shares which are restricted under listing rule 9.1.3 until 16 February 2017 (the "Restricted Securities"), to the K&M Superfund Pty Ltd ACN 147 407 805 as trustee for the K&M Family, on the following conditions:</p> <p>1.1. A new restriction agreement in the form of Appendix 9A is entered into for the balance of the escrow period of the Restricted Securities by the K& M Superfund Pty Ltd, as trustee for the K& M Family.</p> <p>1.2. A copy of the restriction agreement is given to ASX.</p> <p>1.3. The Company instructs its share registry to immediately reinstate holding locks on the Restricted Securities for the balances of the escrow period and not to remove the holding locks without ASX's prior written consent.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	10.1
Date	16/10/2015
ASX Code	AVN
Listed Company	AVENTUS RETAIL PROPERTY FUND
Waiver Number	WLC150388-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aventus Retail Property Fund (the "Fund") a waiver from listing rule 10.1 in connection with the entry by OMIFL into the Kotara Call Option and Pre-emptive Deed with BB Retail Capital Pty Ltd as trustee of the Blundy Family Trust ("Blundy Family Trust") and Kotara Homemaker Centre Pty Ltd as trustee of the BB Retail Property Unit Trust No.2 providing each party with pre-emptive rights to acquire an interest in the other party's Kotara property, and a call option in favour of the Blundy Family Trust ("Call Option and Pre-emptive Deed"), subject to the following conditions.</p> <p>1.1 Adequate disclosure of the Call Option and Pre-emptive Deed is included in the PDS, and is disclosed to any person who may subscribe for the Fund's securities under a product disclosure statement.</p> <p>1.2 The Fund includes in each annual report a summary of the material terms of the Call Option and Pre-emptive Deed, including details of any variations to the Call Option and Pre-emptive Deed in the relevant period, for as long as it or any replacement agreement applies.</p> <p>1.3 The price at which a Kotara property is acquired, or disposed of by the Fund is determined in accordance with the pricing mechanisms contained in the Call Option and Pre-emptive Deed.</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>

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Present Application

The Fund has applied for admission to the official list of ASX. In connection with its admission, the Blundy Family Trust, Kotara Homemaker Centre Pty Ltd as trustee of the BB Retail Property Unit Trust No. 2 and OMIFL will enter into a Call Option and Pre-emptive Deed. Given the Blundy Family Trust will hold greater than 10% of the Fund units following completion of the initial public offering, a disposal of a Kotara property by the Fund to the Blundy Family Trust under the Call Option and Pre-emptive Deed or an acquisition by the Fund of a Kotara property under the Pre-Emption Right could trigger the application of listing rule 10.1. A waiver from listing rule 10.1 is granted on condition that adequate disclosure of the Call Option and Pre-emptive Deed is included in any offer document and annual report issued by the Fund, and the price at which a Kotara property is acquired, or disposed of by the Fund is determined in accordance with the pricing mechanisms contained in the Call Option and Pre-emptive Deed.

Rule Number	10.1
Date	19/10/2015
ASX Code	SUD
Listed Company	SUDA LTD
Waiver Number	WLC150415-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Suda Limited (the "Company") a waiver from listing rule 10.1, to the extent necessary to permit the Company and its subsidiaries, to grant security (the "Security") over its assets in favour of Kamala Holdings Pty Ltd (an entity controlled by Michael Stewart who is a director of the Company), Pearlcove Investments Pty Ltd (an entity controlled by Stephen Carter who is a director of the Company), and Joseph Ohayon (a director of the Company) (together, the "Related Parties"), as security for the Company's obligations under 120,000 convertible notes ("Convertible Notes") issued by the Company to the Related Parties without obtaining shareholder approval on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and the Related Parties exercise their rights under the Security, neither the Related Parties nor any of their associates can acquire any legal or beneficial interest in an asset of the Company in full or part satisfaction of the Company's obligations under the Convertible Notes, or otherwise deal with the assets of the Company, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver or receiver and manager (or any other person acting on behalf of the Related Parties) appointed by the Related Parties exercising their 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 the Related Parties in accordance with its legal entitlements.</p> <p>1.2. A summary of the material terms of the Convertible Notes is made in each annual report of the Company during the term of the Convertible Notes.</p> <p>1.3. Any variations to the terms of the Convertible Notes or the Security which is:</p> <p>(a) Not a minor change; or</p> <p>(b) 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 Convertible Notes 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 Convertible Notes 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 is issuing Convertible Notes to the Related Parties. The Related Parties are directors of the Company. The Company proposes to grant the Related Parties security over the assets of the Company including a wholly owned subsidiary of the Company which constitutes a substantial asset for the purposes of Listing Rule 10.1. The grant of security over the Company's assets 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 terms of the Convertible Notes and Security provide that in the event that the Security is exercised, neither the substantial holder or the related parties (nor any of their associates) are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to Related Parties (or their associates).</p>
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Rule Number	10.11
Date	26/10/2015
ASX Code	AMP
Listed Company	AMP LIMITED
Waiver Number	WLC150391-001
Decision	<p>1. Based solely on the information provided, in connection with a proposed issue by AMP Limited (the "Company") of fully paid, perpetual, convertible, subordinated and unsecured notes ("Capital Notes") (the "Offer"), ASX Limited ("ASX") grants a waiver from listing rule 10.11 to the extent necessary to permit directors of the Company and their associates to participate in the Offer and to be issued Capital Notes without shareholder approval, on the following conditions.</p> <p>1.1. The number of Capital Notes which may be issued to directors and their associates collectively is no more than 0.2% of the total number of Capital Notes issued under the Offer.</p> <p>1.2. The participation of the directors and their associates in the Offer is on the same terms and conditions as applicable to other subscribers for Capital Notes.</p> <p>1.3. The Company releases the terms of the waiver to the market when it announces the Offer.</p> <p>1.4. When the Capital Notes are issued, the Company announces to the market the total number of Capital Notes issued to directors and their associates in aggregate.</p>
Basis For Decision	<p>Underlying Policy Listing rule 10.11 requires the approval of security holders to issue securities to a related party. This rule is directed at preventing a related party from obtaining securities on advantageous terms and increasing their holding proportionate to other holders. Only unassociated security holders' votes are counted where such approval is sought. This protects security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application The Company proposes to make an offer of capital notes under a prospectus. Directors of the Company and their associates (who are related parties of the Company) propose to participate in the offer on the same terms as unassociated investors. The waiver is granted to permit the directors and their associates to collectively participate in the offer subject to an aggregate cap of no more than 0.2% of the Capital Notes issued. The participation of natural person related parties in a public offer subject to this cap is a de minimis departure from the principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in listing rule 10.12. The terms of the waiver must be disclosed to the market.</p>

Rule Number	10.11
Date	16/10/2015
ASX Code	AVN
Listed Company	AVENTUS RETAIL PROPERTY FUND
Waiver Number	WLC150388-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aventus Retail Property Fund (the "Fund") a waiver from listing rule 10.11 to the extent necessary to permit the Fund to issue units in the Fund to Aventus Funds Management Pty Ltd (the "Fund Manager") in lieu of performance fees as defined in the fund management agreement between the Fund and the Fund Manager (the "Fund Management Agreement"), without obtaining unitholder approval, subject to the following conditions.</p> <p>1.1. The Fund makes full disclosure to any person who may subscribe for units under a disclosure document of the provisions in its Fund Management Agreement which allow for the periodic issue of units in lieu of performance fees payable to the Fund Manager (the "Provisions").</p> <p>1.2. The units are issued in accordance with the Provisions.</p> <p>1.3. A completed Appendix 3B announcement is lodged for release to the market for each issue of units pursuant to the Provisions.</p> <p>1.4. Details of the units issued in lieu of fees are disclosed in the Fund's annual report each year in which units are issued.</p> <p>1.5. Unitholder approval is sought every third year for the issue of units to the Fund Manager in lieu of fees payable under the Fund Management Agreement.</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 pro rata entitlement offer.</p> <p>Present Application The Fund Management Agreement contains provisions to pay performance fees to the Fund Manager. It is proposed that the Fund may satisfy the performance fee, at least in part, by the issue of units. The provisions are to be disclosed in the PDS, and in any other offer document issued by the Fund. Unitholders are taken to have consented to the issue of units under the performance fee provisions entered into between the Fund and the Fund Manager by subscribing under an offer document and through disclosure in the annual report. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the entity approve the arrangement every three years.</p>

Rule Number	10.13.3
Date	28/10/2015
ASX Code	CTT
Listed Company	CREST MINERALS LIMITED
Waiver Number	WLC150399-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Crest Minerals Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting ("Notice") seeking shareholder approval to permit the Company to issue up to 1,600,000 Related Party Shares, 5,000,000 Related Vendor Shares, 1,625,000 Related Party Options and 31,250,000 shares to holders of Related Party Convertible Notes (together, the "Related Party Securities") to the directors, proposed directors and other related parties of the Company not to state that the Related Party Securities will be issued no later than 1 month after shareholder approval, on the following conditions:</p> <p>1.1. The Notice states that the Related Party Securities will be issued no later than three months after the date of the shareholders' meeting.</p> <p>1.2. The Related Party Shares are issued on the same terms as the Capital Raising Shares to be issued to unrelated parties under the prospectus for the Capital Raising.</p> <p>1.3. The Related Party Options are issued pursuant to the terms and conditions set out in the Notice.</p> <p>1.4. The Company releases the terms of this waiver to the market at the same time the Notice is released to ASX.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.13.3
Date	27/10/2015
ASX Code	DUO
Listed Company	DOURADO RESOURCES LIMITED
Waiver Number	WLC150401-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dourado Resources Limited (the "Company") a waiver from listing rule 10.13.3 in connection with the issue of the following securities:</p> <p>1.1. up to 242,261,139 fully paid ordinary shares in the Company to be issued upon the exchange of up to 242,261,139 non-voting, convertible, redeemable, preferred shares ("Exchangeable Shares") in the capital of Newco issued to Blue Cove Capital Corporation (a company controlled by Jason Tomkinson) ("Blue Cove") at settlement of the acquisition of Zyber Secure Mobile Solutions Inc, ("Zyber") ("Settlement") ("Exchanged Consideration Shares");</p> <p>1.2. up to 31,147,859 fully paid ordinary shares ("Tranche 1 Deferred Consideration Shares") to Blue Cove as part of the consideration for the Acquisition within 12 months of Settlement;</p> <p>1.3. up to 31,147,859 fully paid ordinary shares ("Tranche 2 Deferred Consideration Shares") to Blue Cove as part of the consideration for the Acquisition within 36 months of Settlement;</p> <p>1.4. up to 31,147,859 fully paid ordinary shares ("Tranche 3 Deferred Consideration Shares") to Blue Cove as part of the consideration for the Acquisition within 59 months of Settlement;</p> <p>1.5. up to 20,765,240 Exchanged Consideration Shares to be issued upon the exchange of up to 20,765,240 Exchangeable Shares in the capital of Newco issued to Clay Epstein at Settlement of the acquisition of Zyber;</p> <p>1.6. up to 2,669,817 fully paid ordinary shares ("Tranche 1 Deferred Consideration Shares") to Clay Epstein as part of the consideration for the Acquisition within 12 months of Settlement;</p> <p>1.7. up to 2,669,817 fully paid ordinary shares ("Tranche 2 Deferred Consideration Shares") to Clay Epstein as part of the consideration for the Acquisition within 36 months of Settlement;</p> <p>and</p> <p>1.8. up to 2,669,817 fully paid ordinary shares ("Tranche 3 Deferred Consideration Shares") to Clay Epstein as part of the consideration for the Acquisition within 59 months of Settlement; (Blue Cove and Clay Epstein together the "Related Zyber Shareholders") on a pre-consolidated basis to the extent necessary to permit the notice of meeting seeking shareholder approval for the issue of the Deferred Consideration Shares and Exchanged Consideration Shares the for the purposes of listing rule 10.11 ("Notice") to state the Deferred Consideration Shares and Exchanged Consideration Shares will be issued more than 1 month after the date of the shareholders' meeting ("Meeting") on the following conditions.</p> <p>1.9. The Tranche 1 Deferred Consideration Shares must be issued no later than 12 months after Settlement;</p> <p>1.10. The Tranche 2 Deferred Consideration Shares must be issued no later than 36 months after Settlement;</p> <p>1.11. The Tranche 3 Deferred Consideration Shares must be issued no later than 59 months after Settlement; and</p> <p>1.12. The Exchanged Consideration Shares must be issued no</p>

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	<p>later than 60 months after Settlement.</p> <p>1.13. For any annual reporting period during which any of the 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 Consideration Shares may be issued.</p> <p>1.14. In any half year or quarterly report for a period during which any of the Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Consideration Shares during the reporting period; and the number of Consideration Shares remain to be issued.</p> <p>1.15. The Notice sets out in detail the milestones which must be satisfied prior to the issue of Consideration Shares.</p> <p>1.16. The milestones which must be satisfied for the Consideration Shares to be issued are not varied.</p> <p>1.17. The Company releases the terms of this waiver to the market at the same time the Notice is released to ASX.</p> <p>1.18. Shareholders approve the issue of the Consideration Shares at the general meeting.</p>
<p>Basis For Decision</p>	<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 Zyber. The issue of the Consideration Shares will be conditional upon the successful completion of the relevant milestones. The consideration for Zyber is shares in the Company. The Consideration Shares are to be issued to related parties no later than 60 months following the date of Settlement, The maximum number of securities to be issued for acquisition of Zyber is fixed and the degree of dilution is known. The waiver is granted on condition that terms of the waiver are released to the market, the Related Zyber Shares are issued no later 60 months after shareholder approval is received and the Company's reports disclose details of the Related Zyber Shares issued and still remaining to be issued.</p>

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Rule Number	10.13.3
Date	21/10/2015
ASX Code	FWL
Listed Company	FERROWEST LIMITED
Waiver Number	WLC150405-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Ferrowest Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting seeking approval for the issue of the following securities:</p> <p>1.1. up to 9,750,000 post-consolidation shares to Yaopeng International Trade Pty Ltd or its nominee ("Yaopeng"), at a deemed issue price of \$0.20 per Share in satisfaction of up to \$1,950,000 in moneys owed by the Company to Yaopeng;</p> <p>1.2. up to 12,500,000 post-consolidation shares to Yaopeng at an issue price of \$0.20 per Share to raise up to \$2,500,000;</p> <p>1.3. up to 2,500,000 post-consolidation shares to Yaopeng at an issue price of \$0.20 per Share pursuant to an underwriting agreement with respect to a capital raising of up to \$3,000,000 under a prospectus through the issue of up to 15,000,000 post-consolidation shares at an issue price of \$0.20 per share ("Capital Raising"),</p> <p>(together, the "Related Party Securities") not to state that the Related Party Securities will be issued within 1 month after the date of shareholder approval.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. The notice of meeting states that the Related Party Securities will be issued no later than the other securities to be issued under the Capital Raising and otherwise on the same terms as approved by shareholders.</p> <p>2.2. The terms of the waiver are released to the market immediately.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.13.3
Date	27/10/2015
ASX Code	KSO
Listed Company	KING SOLOMON MINES LIMITED
Waiver Number	WLC150408-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by King Solomon Mines Limited (the "Company") of 100% of the issued capital in Xref Pty Ltd ("Xref") ("Acquisition"), and subject to the conditions detailed in paragraph 2, ASX Limited ("ASX") grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting ("Notice") to approve the issue of the following securities</p> <p>1.1. up to 681,250 shares to a related party of incoming director - Mr Timothy Mahony, as a convertible noteholder, on conversion of Xref convertible notes;</p> <p>1.2. 800,000 options to its current directors (Mr Simon O'Loughlin - 300,000 options, Mr Stephen McPhail - 250,000 options and Mr Simon Taylor - 250,000 options) and 900,000 options to incoming director - Mr Timothy Mahoney; and</p> <p>1.3. of the 20,000,000 shares to be issued under the capital raising, up to 400,000 shares to be issued to current directors (Mr Simon O'Loughlin - 250,000 shares and Mr Simon Taylor - 150,000 shares) and 1,000,000 shares to incoming director - Mr Timothy Mahoney.</p> <p>(together, the "Related Party Securities") as part of the Acquisition not to state that the Related Party Securities will be issued within 1 month of the date of the meeting.</p> <p>2. The waiver in resolution 1 is subject to the following conditions:</p> <p>2.1. Shareholders approve the issue of the Related Party Securities at the shareholder meeting dated 26 November 2015.</p> <p>2.2. The Related Party Securities are issued no later than 3 months after the date of the shareholder meeting.</p> <p>2.3. The Company releases the terms of the waiver to the market at the same time that it releases the Notice.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.13.3
Date	30/10/2015
ASX Code	NSP
Listed Company	NUSEP HOLDINGS LTD
Waiver Number	WLC150411-001
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants NuSep Holdings 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") seeking shareholder approval for the issue of shares up to the value of \$285,000 in lieu of cash payments for all or part of the directors' future remuneration and fees ("Future Remuneration Shares") in accordance with existing employment terms not to state that the Future Remuneration Shares will be issued no later than one month after the date of the annual general meeting, and not to include an issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the Future Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2 The Notice states that the maximum number of Future Remuneration Shares to be issued to Ms Coutts will be calculated by dividing \$135,000 by the VWAP of the Company's shares calculated over 15 ASX trading days immediately before the end of the month during which Ms Coutts' base salary was accrued.</p> <p>1.3 The Notice states that the maximum number of Future Remuneration Shares to be issued to each of the non-executive directors will be calculated by dividing \$50,000 by the VWAP of the Company's shares calculated over the 15 ASX trading days on which trades in shares were recorded immediately before the end of the month during which those fees were accrued.</p> <p>1.4 The Company's annual report for any period during which the Future Remuneration Shares are issued to the directors (or their nominees) discloses details of the number of Future Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Future Remuneration Shares.</p>
Basis For Decision	<p>Underlying Policy 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>

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Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the directors (or their nominees) in lieu of cash payments for all or part of their remuneration or director's fees (in the case of Ms Coutts and Mr Goodall) and in lieu of cash payments for their past accrued but unpaid fees, as well as in lieu of their director's fees (in the case of Mr Gell and Mr Graham). The Future Remuneration Shares are to be issued within 12 months of the meeting. Although the maximum value of the Future Remuneration Shares to be issued is known at the time of shareholder approval, the maximum time for issue of the shares is fixed and the expected dilution of the Company's share capital following the issue of the shares is not expected to be excessive in view of the Company's security price and the dollar value of the grant. The waiver is granted on the condition that the securities are issued within the timeframe stipulated, terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.

Rule Number	10.13.5
Date	30/10/2015
ASX Code	NSP
Listed Company	NUSEP HOLDINGS LTD
Waiver Number	WLC150411-002
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants NuSep Holdings Ltd (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") seeking shareholder approval for the issue of shares up to the value of \$285,000 in lieu of cash payments for all or part of the directors' future remuneration and fees ("Future Remuneration Shares") in accordance with existing employment terms not to state that the Future Remuneration Shares will be issued no later than one month after the date of the annual general meeting, and not to include an issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the Future Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2 The Notice states that the maximum number of Future Remuneration Shares to be issued to Ms Coutts will be calculated by dividing \$135,000 by the VWAP of the Company's shares calculated over 15 ASX trading days immediately before the end of the month during which Ms Coutts' base salary was accrued.</p> <p>1.3 The Notice states that the maximum number of Future Remuneration Shares to be issued to each of the non-executive directors will be calculated by dividing \$50,000 by the VWAP of the Company's shares calculated over the 15 ASX trading days on which trades in shares were recorded immediately before the end of the month during which those fees were accrued.</p> <p>1.4 The Company's annual report for any period during which the Future Remuneration Shares are issued to the directors (or their nominees) discloses details of the number of Future Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Future Remuneration Shares.</p>
Basis For Decision	<p>Underlying Policy 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. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

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Present Application

The Notice provides a formula for calculating the issue price of securities, calculated as (i) (in the case of Ms Coutts) the VWAP over the 15 ASX trading days immediately before the end of the month during which Ms Coutts' base salary was accrued and (ii) (in the case of the non-executive directors) the VWAP over the 15 ASX trading days on which trades in shares were recorded immediately before the end of the month during which those fees were accrued. As the maximum number of Future Remuneration Shares and Accrued Remuneration Shares that may be issued is fixed to the amount of director's fees payable, sufficient information is provided in the notice of meeting about the method of calculating the issue price of the relevant securities for shareholders to be able to provide their informed consent.

Rule Number	10.13.5
Date	30/10/2015
ASX Code	NSP
Listed Company	NUSEP HOLDINGS LTD
Waiver Number	WLC150411-003
Decision	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants NuSep Holdings Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Notice seeking shareholder approval for the issue of shares up to the value of \$66,666 in lieu of cash payments for the accrued but unpaid directors' fees and in lieu of their directors' fees ("Accrued Remuneration Shares") in accordance with existing employment terms not to include an issue price, subject to the following condition.</p> <p>1.1 The Notice states that the maximum number of Accrued Remuneration Shares which Mr Gell and Mr Graham may elect to take up will be the number equal to \$33,333 divided by the VWAP of the Company's shares calculated over the 15 trading days on which trades in shares were recorded immediately before the date of the annual general meeting on 30 November 2015.</p> <p>2. The Company releases the terms of the waivers to the market immediately.</p>
Basis For Decision	<p>Underlying Policy 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. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Notice provides a formula for calculating the issue price of securities, calculated as (i) (in the case of Ms Coutts) the VWAP over the 15 ASX trading days immediately before the end of the month during which Ms Coutts' base salary was accrued and (ii) (in the case of the non-executive directors) the VWAP over the 15 ASX trading days on which trades in shares were recorded immediately before the end of the month during which those fees were accrued. As the maximum number of Future Remuneration Shares and Accrued Remuneration Shares that may be issued is fixed to the amount of director's fees payable, sufficient information is provided in the notice of meeting about the method of calculating the issue price of the relevant securities for shareholders to be able to provide their informed consent.</p>

Rule Number	10.14
Date	21/10/2015
ASX Code	IDX
Listed Company	INTEGRAL DIAGNOSTICS LIMITED
Waiver Number	WLC150406-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Integral Diagnostics Limited (the "Company") a waiver from listing rule 10.14 to the extent necessary to permit the Company to issue up to \$120,000 worth of shares to each of Doctors Chien Ho and Sally Sojan (each of whom are directors) under the terms of the Company's Regional Incentive Plan, without shareholder approval, on the following conditions.</p> <p>1.1. The Prospectus contains the information required by listing rule 10.15 in relation to the proposed issues to Dr Ho and Dr Sojan.</p> <p>1.2. The date by which the Company will issue the shares to Dr Ho and Dr Sojan must be no later than 12 months from the date of admission to the official list.</p> <p>1.3. Details of any shares issued to Dr Ho and Dr Sojan under the Regional Incentive Plan will be published in any annual report of the Company relating to a period in which the shares were issued.</p> <p>2. For the purposes of resolutions 1 to 3 inclusive, any decision to be made by or discretion to be exercised by ASX can be made by or exercised by the Manager Listings Compliance at the State office of ASX processing the application for admission or another authorised Manager Listings Compliance.</p>
Basis For Decision	<p>Underlying Policy</p> <p>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. Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p>

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Present Application

The Company has applied for admission to the official list. It intends to grant securities to two executive directors under a long term incentive scheme. Under listing rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to three years. The notice of meeting must contain the information required by listing rule 10.15 or listing rule 10.15A. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who subscribe under the IPO, with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval. The disclosure of the details of the future issue must be adequate and consistent with the information that would be required under listing rules 10.15 or 10.15A in a notice of meeting. Consistent with the requirements of listing rule 10.15, the securities must be issued to the executive directors under the scheme within 12 months.

Rule Number	10.14
Date	19/10/2015
ASX Code	S2R
Listed Company	S2 RESOURCES LTD
Waiver Number	WLC150389-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants S2 Resources Limited (the "Company") a waiver from listing rule 10.14 to the extent necessary to permit the Company to issue options to executives and non-executive directors pursuant to incentive plans without seeking shareholder approval, on the following conditions.</p> <p>1.1. Sirius's shareholders approve the Demerger.</p> <p>1.2. Details of any options issued under the incentive plans are published in each annual report of the Company relating to the period in which the options were issued.</p> <p>1.3. The date by which the Company issues the options under the plan must be no later than 3 years from the date of the Company's admission to the official list of ASX.</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, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation)</p> <p>Present Application The Company has been demerged from Sirius and has applied to be admitted to the official list as a separate listed entity. The Demerger has been implemented via a capital reduction pursuant to section 256C of the Corporations Act where all Sirius shareholders received the Company shares on a pro rata basis, based on their previous holding in Sirius. Shareholders of Sirius have effectively become shareholders in the Company. The Demerger has been effected pursuant to a capital reduction and implemented by a scheme of arrangement under Part 5.1 of the Corporations Act. The Company has established an incentive plan pursuant to which directors of the Company will receive an initial issue of options over Company shares. Securityholder approval for an issue of securities to a director under an employee incentive scheme must be sought under listing rule 10.14, pursuant to which securityholders may approve the issue for a period of up to three years. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who approve the transaction pursuant to which the listing occurs with notice of the future issue of securities to the related party, may be taken effectively to have consented to the issue and it is therefore unnecessary to put the issue to a securityholders' meeting for approval. The disclosure of the details of the future issues in the IM in this instance is adequate and</p>

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consistent with the information that would be required under listing rule 10.15 and 10.15A in a notice of meeting.

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Rule Number	10.15.2
Date	22/10/2015
ASX Code	CZA
Listed Company	COAL OF AFRICA LIMITED
Waiver Number	WLC150396-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coal of Africa Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2015 notice of annual general meeting (the "Notice") in relation to the resolutions seeking security holder approval pursuant to listing rule 10.14 for the issue of securities under the Company's Performance Rights Plan to the Company's executive directors, being Mr David Brown and Mr De Wet Schutte, not to state a maximum number of securities that may be issued to Mr Brown and Mr Schutte, on condition that the Notice states the method by which the number of securities to be issued is calculated.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	10.15.2
Date	15/10/2015
ASX Code	CUP
Listed Company	COUNTPLUS LIMITED
Waiver Number	WLC150398-001
Decision	1. Based solely on the information provided, ASX Limited (ASX) grants Countplus Limited (Company) a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (Notice), in relation to the issue of \$354,166 worth of loan funded shares under the Countplus Key Staff Loan Funded Share Plan, pursuant to listing rule 10.14, not to state a maximum number of loan funded shares that may be issued to Mr Phillip Aris, on the condition that the Notice states the method by which the number of loan funded shares to be granted is calculated.
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.15.2
Date	30/10/2015
ASX Code	DLX
Listed Company	DULUXGROUP LIMITED
Waiver Number	WLC150403-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DuluxGroup 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 resolutions seeking shareholder approval pursuant to listing rule 10.14 for the grant of shares to the Company's Managing Director and Chief Executive Officer, Mr Patrick Houlihan, and to the Company's Chief Financial Officer and Executive Director, Mr Stuart Boxer, under the Company's Long Term Equity Incentive Plan, not to state the maximum number of securities that may be granted to Mr Houlihan and Mr Boxer, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	10.15.2
Date	20/10/2015
ASX Code	SEK
Listed Company	SEEK LIMITED
Waiver Number	WLC150413-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants SEEK Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval 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.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	14.7
Date	19/10/2015
ASX Code	CSV
Listed Company	CSG LIMITED
Waiver Number	WLC150400-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants CSG Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting sent on 20 October 2015 in relation to the resolution for the purposes of listing rule 7.4 to ratify the issue of 21,126,761 fully paid ordinary shares which took place in August 2015 (the "Resolution") so that the Company need not disregard votes cast on the Resolution by security holders who participated in the issue, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue on the following conditions:</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they have no interest in the outcome of the Resolution, nor are they an associate of a person who has an interest in the outcome of the Resolution.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> <p>1.4. The terms of the waiver are immediately released to the market.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.