



Register of ASX Listing Rule Waivers

16 to 31 January 2016

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	27/01/2016
ASX Code	RYG
Listed Company	RAYA GROUP LIMITED
Waiver Number	WLC160009-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Raya Group Limited (the "Company") of all of the issued share capital of Xped Holdings Ltd ("Xped") ("Acquisition"), the proposed issue of 320,000,000 fully paid ordinary shares in the capital of the Company under a public offer to raise \$8,000,000 ("Public Offer"), the proposed issue of up to 150,000,000 performance shares as part consideration for the Acquisition to JK Group Australia Pty Ltd (as trustee for the JK Family Trust) and Atlantixx Technologies Pty Ltd (as trustee for the Atlantixx Trust) as contemplated by the heads of agreement, the proposed issue of 15,000,000 shares in consideration for services provided by various parties and the issue of 30,000,000 options to EAS Advisors LLC ("EAS") as partial remuneration for services, ASX Limited grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of four tranches each consisting of 7,500,000 options with exercise prices of \$0.07, \$0.09, \$0.11 and \$0.13 respectively, proposed to be issued to EAS as partial remuneration for the provision of services rendered by EAS to the Company ("EAS Options"), not to be at least \$0.20 on the following conditions.</p> <p>1.1. The exercise prices of the four tranches of EAS Options are not less than \$0.07, \$0.09, \$0.11 and \$0.13, respectively.</p> <p>1.2. The terms and conditions of the EAS Options are clearly disclosed in the notice of meeting of shareholders of the Company which will consider the approval required under listing rule 11.1.2 in respect of the Acquisition and in the prospectus to be issued in respect of the Public Offer.</p> <p>1.3. The Company's shareholders approve the exercise prices of the EAS Options in conjunction with the approvals to be obtained under listing rule 11.1.2 in respect of the Acquisition.</p> <p>1.4. The terms of this waiver are immediately disclosed to the market.</p>
Basis For Decision	<p>Present Application Standard Decision, in accordance with ASX policy.</p>

Rule Number	1.1 condition 11
Date	28/01/2016
ASX Code	SNR
Listed Company	SYNERGY PLUS LIMITED
Waiver Number	WLC160013-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Synergy Plus Limited (the "Company") of 100% of the issued capital of VGW Holdings Limited ("VGW") ("Acquisition"), the public offer to raise up to \$3,500,000 ("Capital Raising") and the issue of up to 650,000,000 performance shares that the Company is proposing to issue in connection 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 280,088,892 options ("Options") comprising of:</p> <p>1.1. 95,662,112 unquoted options exercisable at \$0.05 each on or before 14 August 2017 issued to the vendors of VGW;</p> <p>1.2. 9,000,000 unquoted options exercisable \$0.05 each on or before 15 May 2017 issued to the incoming chairman of the Company, Nigel Blythe-Tinker; and</p> <p>1.3. 42,250,000 unquoted options exercisable at \$0.05 on or before a date that is 3 years from the date of issue and 36,250,000 unquoted options exercisable at \$0.06 each on or before a date that is 3 years from the date of issue, issued to Minimum Risk Pty Ltd, not to be at least \$0.20 on the following conditions:</p> <p>1.4. the exercise price of the Options is not less than \$0.02 each;</p> <p>1.5. the terms and conditions of the Options are clearly disclosed in the prospectus for the Capital Raising; and</p> <p>1.6. security holders approve the exercise price of the Options as part of the approvals to be obtained under listing rule 11.1.2 in respect of the Acquisition and the Capital Raising.</p>
Basis For Decision	Underlying Policy Standard Decision, in accordance with ASX policy.

Rule Number	1.1 condition 11
Date	29/01/2016
ASX Code	WAC
Listed Company	WILD ACRE METALS LIMITED
Waiver Number	WLC160012-001
Decision	<p>1. Based solely on the information provided, in connection with the acquisition by Wild Acre Metals Limited (the "Company") of 100% of the issued capital of Nuheara Pty Ltd ("Acquisition"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of 30,000,000 unquoted options with an exercise price of \$0.05 each and an expiry date on or before 31 May 2019 ("Underwriter Options") proposed to be issued in conjunction with the capital raising associated with the Acquisition ("Capital Raising") not to be at least \$0.20 on the following conditions:</p> <p>1.1 the exercise price of the Underwriter Options is not less than \$0.02 each;</p> <p>1.2 the terms and conditions of the Underwriter Options are clearly disclosed in the prospectus for the Capital Raising; and</p> <p>1.3 security holders approve the exercise price of the Underwriter Options.</p>
Basis For Decision	Underlying Policy Standard Decision, in accordance with ASX policy.

Rule Number	2.1 condition 2
Date	29/01/2016
ASX Code	EUG
Listed Company	EUROGOLD LIMITED
Waiver Number	WLC150554-001
Decision	<p>1. Based solely on the information proved, in relation to Eurogold Limited's (the "Company") conditional agreement to acquire all of the issued shares in the capital of BARD1AG S.A., a Swiss public company limited by shares ("Acquisition") and the public offer to raise up to \$3,000,000 by the issue of up to 150,000,000 fully paid ordinary shares at an issue price of \$0.02 under a prospectus ("Capital Raising Shares"), ASX Limited grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of the 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 not less than \$0.02 each ("Issue Price"); and</p> <p>1.2. security holders approve the Issue Price of the Capital Raising Shares as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, in accordance with ASX policy.

Rule Number	2.1 condition 2
Date	27/01/2016
ASX Code	RYG
Listed Company	RAYA GROUP LIMITED
Waiver Number	WLC160009-002
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Raya Group Limited (the "Company") of all of the issued share capital of Xped Holdings Ltd ("Acquisition"), the proposed issue of 320,000,000 fully paid ordinary shares in the capital of the Company under a public offer to raise \$8,000,000 ("Public Offer"), the proposed issue of up to 150,000,000 performance shares as part consideration for the Acquisition to JK Group Australia Pty Ltd as trustee for the JK Family Trust and Atlanticx Technologies Pty Ltd as trustee for the Atlanticx Trust as contemplated by the heads of agreement, the proposed issue of 15,000,000 shares in consideration for services provided by various parties and the issue of 30,000,000 options to EAS Advisors LLC as partial remuneration for services, ASX Limited grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of the 320,000,000 fully paid ordinary 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 per share, on the following conditions.</p> <p>1.1 The issue price of the securities to be issued under the Public Offer is \$0.025 per share.</p> <p>1.2 Shareholders approve the issue price of the securities issued under the Public Offer as part of the approvals obtained under listing rule 11.1.2 in respect of the Acquisition.</p> <p>1.3 The terms of this waiver are immediately disclosed to the market and are clearly disclosed in the prospectus.</p>
Basis For Decision	<p>Underlying Policy Standard Decision in accordance with ASX policy.</p>

Rule Number	2.1 condition 2
Date	28/01/2016
ASX Code	SNR
Listed Company	SYNERGY PLUS LIMITED
Waiver Number	WLC160013-002
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Synergy Plus Limited (the "Company") of 100% of the issued capital of VGW Holdings Limited ("Acquisition"), the public offer to raise up to \$3,500,000 ("Capital Raising") and the issue of up to 650,000,000 performance shares ("Performance Shares") that the Company is proposing to issue in connection with 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 up to 70,000,000 shares proposed to be issued pursuant to a 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 not less than \$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 in accordance with ASX policy.

Rule Number	6.23.2
Date	27/01/2016
ASX Code	LNR
Listed Company	LONESTAR RESOURCES LIMITED
Waiver Number	WLC160007-001
Decision	<p>1. Based solely on the information provided, and subject to Resolution 2, ASX Limited ("ASX") grants Lonestar Resources Limited (the "Company") a waiver from listing rule 6.23.2 in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders and two separate option schemes of arrangement (together the "Schemes") to the extent necessary to permit the Company to cancel for consideration, and without shareholder approval:</p> <p>1.1 up to 1,918,891 options issued to employees under the Amadeus Energy Limited 2012 Employee Share Option Plan;</p> <p>1.2 129,334 options issued under the Amadeus Energy Limited Employee Share Option Plan; and</p> <p>1.3 180,000 options issued to Mr John Pinkerton, a current director of the Company, (together the "Options").</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1 the Company's shareholders and optionholders, as applicable, approve by the requisite majority, and a court of competent jurisdiction approves, the Schemes; and</p> <p>2.2 full details of the cancellation of the Options are set out to ASX's satisfaction in the Schemes booklet.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	6.23.2
Date	14/01/2016
ASX Code	UML
Listed Company	UNITY MINING LIMITED
Waiver Number	WLC150557-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Unity Mining Limited (the "Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel, without shareholder approval, 43,227,196 unquoted options issued to current or former employees exercisable at 2.57 cents expiring 17 September 2019 (the "Options") on the following conditions.</p> <p>1.1 Shareholders of the Company and a Court of competent jurisdiction approve a scheme of arrangement between the Company and its shareholders under Part 5.1 of the Corporations Act 2001 (Cth) (the "Scheme") as a result of which all the shares in the Company on issue at the Scheme record date not already held by Diversified Minerals Pty Ltd ("Diversified Minerals") will be acquired by Diversified Minerals or its wholly owned subsidiary.</p> <p>1.2 Full details of the cancellation of the Options are set out to ASX's satisfaction in the Scheme booklet.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	9.1.3
Date	18/01/2016
ASX Code	NOV
Listed Company	NOVATTI GROUP LIMITED
Waiver Number	WLC150552-001
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants Novatti Group Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraph 1 of Appendix 9B to the shares held by Brayter Limited ("Brayter") (including applying cash formula relief for 25,074,625 shares in the Company that were issued to Brayter who subscribed for new shares in Novatti Pty Ltd for cash pursuant to the agreement dated 20 July 2012 between Total Tel International Pty Ltd, Brayter, Peter Samuel Cook, Alistair Swain, Half Full Pty Ltd, Squitchy Lane Holdings Pty Ltd and Corangamite Pty Ltd).</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, are classified as restricted securities and are to be held in escrow for a certain period (ASX may also deem securities issued in other circumstances to be restricted securities). Under listing rule 9.1.3, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period.</p> <p>Present Application Under an issue and sale of shares agreement dated 20 July 2012, Brayter, a UK investment company, paid \$4,500,000 for 212,357 newly issued shares and 41,713 transferred shares in Novatti Pty Ltd. Brayter's holding in the Company is 63% prior to the IPO and is to be treated as a promoter seed capitalist under clause 1 of Appendix 9B. As Brayter's holding in the Company in the 12 months before the date of the application for admission exceeds 30%, Brayter cannot be considered a genuine venture capitalist under ASX criteria for release from the prima facie categorisation as a promoter. In calculating the number of shares to be escrowed, cash formula has been applied in relation to the newly issued shares in 2012. Cash formula relief is only available to ordinary securities and as such, does not extend to performance shares held by Brayter.</p>

Rule Number	9.1.3
Date	18/01/2016
ASX Code	TTL
Listed Company	TRANSCENDENCE TECHNOLOGIES LIMITED
Waiver Number	WLC150556-001
Decision	<p>1. Subject to resolution 2 and based solely on the information provided, ASX Limited ("ASX") grants Transcendence Technologies Limited (the "Company") in connection with the acquisition by the Company of E-Collate Pty Ltd ("E-Collate"), 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 E-Collate shareholders as follows.</p> <p>1.1 The shares issued to the E-Collate shareholders who subscribed in cash for their shares 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 E-Collate shareholders who subscribed for their shares in E-Collate for cash consideration.</p> <p>1.3 For the purpose of determining the length of the escrow period for shares issued to related parties or promoters 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 re-compliance 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 E-Collate shareholders which are subject to 12 months escrow, the 12 month escrow period will be deemed to begin on the date on which shares in E-Collate were issued to those persons.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the issued capital of E-Collate and the entire business of E-Collate 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 securities registry. These arrangements together prevent the holder</p>

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(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 a long term suspended entity which was previously a diversified financial company and is acquiring the issued capital of a company that is developing a software platform which will collate data. The transaction constitutes a recompliance listing under listing rule 11.1.3 as the company is changing the nature and 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	10.1
Date	22/01/2016
ASX Code	ASP
Listed Company	ASPERMONT LIMITED.
Waiver Number	WLC160004-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aspermont Limited ("the Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant security over its assets (the "Security") in favour of Mega Hills Limited ("Mega Hills") and Rhoderic Whyte (Whyte") (together "Lenders") pursuant to secured convertible debt facilities under which Mega Hills may provide to the Company up to \$1,750,000 ("Mega Hills Facility") and Whyte may provide to the Company up to \$500,000 ("Whyte Facility") (together the "Facilities") without obtaining shareholder approval on the following conditions.</p> <p>1.1. The convertible notes issued pursuant to the Facilities ("Convertible Notes") include a term that if an event of default occurs and the Lenders exercise their rights under the Security, neither of the Lenders nor any of their associates can acquire any legal or beneficial interest in an asset of the Company or the subsidiaries in full or part satisfaction of the Company's obligations under the Security, or otherwise deal with the assets of the Company or the subsidiaries, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person) appointed by the Lenders 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 Lenders in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Convertible Notes are made in each annual report of the Company during the term of the Mega Hills Facility and Whyte Facility.</p> <p>1.3. Any variation to the terms of the Convertible Notes or the Security which is:</p> <p>1.3.1. not a minor change; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company must seek to discharge the Security when the funds advanced under the 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 provisions 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 has entered into a secured loan facility for up to \$1,750,000 with Mega Hills and up to \$500,000 with Whyte. The Company has provided a second ranking security in the form of a fixed and floating charge over all of the Company's assets. The controller of Mega Hills is a director of the Company and Rhoderic Whyte is a non-executive director of the Company. Accordingly, both Lenders are related parties of the Company. The granting of the Security constitutes a disposal of a substantial asset of the Company under listing rule 10.1. The Company is granted a waiver from the rule on a number of conditions, including that the Security provides that in the event that the Security is exercised, neither the related parties nor any of their associates are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. These conditions provide sufficient safeguard against value-shifting to the related parties or an associate of the related parties.</p>
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Rule Number	10.1
Date	27/01/2016
ASX Code	COK
Listed Company	COCKATOO COAL LIMITED
Waiver Number	WLC160006-001
Decision	<p>1. Based solely on the information provided, ASX Limited grants Cockatoo Coal Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to enable the Company to participate in:</p> <p>1.1 the novation of the loan ("Loan") owing by the Company to SK Networks Co. Ltd ("SKN") under the facility agreement dated 26 August 2014 between the Company and SKN (the "Facility Agreement") from SKN to Liberty Metals & Mining Holdings LLC ("Liberty"); and</p> <p>1.2 the assignment from SKN to Liberty of the security ("Security") granted as collateral over the Company's Baralaba assets ("Secured Assets") pursuant to the Facility Agreement, without obtaining shareholder approval.</p> <p>2. For the avoidance of doubt, the waiver does not extend to any subsequent acquisition of any of the Secured Assets by a party referred to in listing rules 10.1.1 to 10.1.5 pursuant to any power of sale exercised under the Facility Agreement or the Security.</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 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 proposes to participate in the novation of the Loan from SKN to Liberty, and the assignment from SKN to Liberty of the Security granted as collateral over the Company's Baralaba assets pursuant to a Facility Agreement. The Company is granted a waiver from listing rule 10.1 to permit the Company to participate in the novation and the assignment without shareholder approval. The waiver is not extended to any subsequent acquisition of any of the secured assets by a listing rule 10.1 party. This provides a safeguard against potential value-shifting to any listing rule 10.1 parties.</p>

Rule Number	10.13.3
Date	22/01/2016
ASX Code	CSD
Listed Company	CONSOLIDATED TIN MINES LIMITED
Waiver Number	WLC160005-001
Decision	<p>1. Based solely on the information provided, and subject to the conditions detailed in paragraph 2, ASX Limited ("ASX") grants Consolidated Tin Mines Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of:</p> <p>1.1. 580,000,000 fully paid ordinary shares and 165,000,000 convertible notes to Snow Peak Mining Pty Ltd ("SPM"); and</p> <p>1.2. 30,000,000 fully paid ordinary shares to Snow Peak International Investments Limited ("SPII") (together, the "Related Party Shares"), under an asset sale agreement with SPM and SPII ("Asset Sale Agreement") not to state that the Related Party Shares 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. The Related Party Shares are issued no later than 12 months after the date of the shareholder meeting.</p> <p>2.2. For any annual reporting period during which any of the Related Party 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 Related Party Shares may be issued.</p> <p>2.3. In any half year or quarterly report for a period during which any of the Related Party Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Related Party Shares issued during the reporting period, and the number of Related Party Shares that remain to be issued.</p> <p>2.4. The Notice sets out the conditions which must be satisfied prior to the issue of the Related Party Shares.</p> <p>2.5. The Company releases the terms of the waiver to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p>

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Present Application

The Company proposes to acquire various assets and repay an advance under the Asset Sale Agreement. The consideration payable under the Asset Sale Agreement depends upon the Company satisfying numerous conditions precedent. The consideration payable under the Asset Sale Agreement is shares in the Company. The Related Party Shares are to be issued to related parties no later than 12 months following the date of security holders approving the issue. The maximum number of securities to be issued under the Asset Sale Agreement 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 Party Shares are issued no later 12 months after shareholder approval is received and the Company's reports disclose details of the Related Party Shares issued and still remaining to be issued.

Rule Number	10.13.3
Date	29/01/2016
ASX Code	EUG
Listed Company	EUROGOLD LIMITED
Waiver Number	WLC150554-002
Decision	<p>1. Based solely on the information provided, in relation to Eurogold Limited's (the "Company") conditional agreement to acquire all of the issued shares in the capital of BARD1AG S.A., a Swiss public company limited by shares, and the public offer to raise up to \$3,000,000 by the issue of up to 150,000,000 fully paid ordinary shares at an issue price of \$0.02 ("Public Offer"), ASX Limited grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company to issue shares to directors of the Company ("Director Shares") under the Public Offer later than one month but no later than three months after shareholder approval on the following conditions.</p> <p>1.1. The Director Shares are issued on the same terms and conditions as shares issued to non-related-party subscribers under the Public Offer.</p> <p>1.2. The circumstances of the Company have not changed materially since the holders of ordinary securities approved the issue.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.13.3
Date	20/01/2016
ASX Code	SKF
Listed Company	SKYFII LTD
Waiver Number	WLC160010-001
Decision	<p>1 Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Skyfii Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") seeking shareholder approval for the issue of shares up to the aggregate value of \$150,000 in lieu of cash payments for directors' future fees to Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott ("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 Company issues up to \$25,000 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 1 July 2016.</p> <p>1.2 The Company issues up to \$12,500 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 30 September 2016.</p> <p>1.3 The Company issues up to \$12,500 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 31 December 2016.</p> <p>1.4 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 the number of Future Remuneration Shares equal to the value of the directors fees due by the 15 trading day volume weighted average price of shares trading on the ASX immediately prior to the relevant issue date.</p> <p>1.5 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> <p>2. The Company releases the terms of the waivers to the market no later than the time the Notice is released to the market.</p>

Register of ASX Listing Rule Waivers

Basis For Decision	<p>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> <p>Present Application The Company proposes to seek security holder approval at the general meeting for the issue of shares to the directors (or their nominees) in lieu of cash payments for director's fees. The maximum number of Future Remuneration Shares are to be issued no later than 31 December 2016. 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, the terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.</p>
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Rule Number	10.13.5
Date	20/01/2016
ASX Code	SKF
Listed Company	SKYFII LTD
Waiver Number	WLC160010-002
Decision	<p>1 Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Skyfii Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of general meeting (the "Notice") seeking shareholder approval for the issue of shares up to the aggregate value of \$150,000 in lieu of cash payments for directors' future fees to Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott ("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 Company issues up to \$25,000 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 1 July 2016.</p> <p>1.2 The Company issues up to \$12,500 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 30 September 2016.</p> <p>1.3 The Company issues up to \$12,500 worth of shares to each of Mr Anthony Dunlop, Mr Andrew Johnson and Mr James Scott by 31 December 2016.</p> <p>1.4 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 the number of Future Remuneration Shares equal to the value of the director fees due by the 15 trading day volume weighted average price of shares trading on the ASX immediately prior to the relevant issue date.</p> <p>1.5 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> <p>2. The Company releases the terms of the waivers to the market no later than the time the Notice is released to the market.</p>
Basis For Decision	<p>Underlying Policy</p> <p>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>

Register of ASX Listing Rule Waivers

Present Application

The Notice provides a formula for calculating the issue price of securities, calculated as the 15 trading day volume weighted average price of shares trading on the ASX immediately prior to the issue date. The maximum number of Future Remuneration Shares that may be issued is fixed to the amount of director's fees payable and 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. The Company has provided working examples of dilution based on various VWAP prices in the notice of meeting to provide additional information about the basis of calculation of the number of securities to be issued.

Rule Number	14.7
Date	22/01/2016
ASX Code	AWD
Listed Company	ALEATOR ENERGY LIMITED
Waiver Number	WLC150553-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aleator Energy Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 2,222,222 fully paid ordinary shares at an issue price of \$0.045 per share to Lewis Cross, up to 1,111,111 fully paid ordinary shares at an issue price of \$0.045 per share to Brydie McKee and up to 1,111,111 fully paid ordinary shares to Angus Parker at an issue price of \$0.045 per share as participation in the capital raising relating to the acquisition of 100% of the issued capital in Vonex Limited as approved by shareholders at the general meeting held on 30 November 2015, later than one month after the date of shareholder approval, conditional on the following.</p> <p>1.1. The shares are issued no later than 29 February 2016.</p> <p>1.2. 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	14.7
Date	13/01/2016
ASX Code	MYE
Listed Company	MASTERMYNE GROUP LIMITED
Waiver Number	WLC160008-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mastermyne Group Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue 347,436 performance rights to Mr Tony Caruso (the "Performance Rights") later than the date of the Company's annual general meeting held on 16 November 2015 ("AGM") on the following conditions.</p> <p>1.1 The Performance Rights are issued no later than 31 January 2016 and otherwise on the terms approved by shareholders at the AGM.</p> <p>1.2 The terms of this waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application The Company at its AGM sought security holder approval for the issue of the Performance Rights to its Managing Director. The Company's notice of AGM provided that the issue was to take place pursuant to listing rule 10.14 under its Employee Performance Rights Plan (the "Plan"). Listing rule 10.15.7 requires a notice of meeting with a resolution to approve the issue to directors of equity securities under an employee incentive scheme in accordance with listing rule 10.14 to state that the securities will be issued no later than 12 months after the meeting. The notice of AGM stated that Performance Rights would be issued on the date of the AGM. The notice of AGM did not contain a statement that the Performance Rights might be issued up to 12 months after the date of the meeting.</p> <p>Listing rule 14.7 ensures that an issue of securities approved by security holders conforms to the terms on which security holder approval for the issue was obtained. The Plan and the issue of the Performance Rights in accordance with listing rule 10.14 were approved by the Company's shareholders at the AGM. The Performance Rights have not yet been issued due to an oversight. The notice of AGM contained disclosures on the terms of the Plan, the vesting conditions attached to the Performance Rights and the degree of dilution. There has been no material change to the Company's circumstances since the date of the AGM. The Company's share price has fallen and there is no additional benefit available to the directors by reason of the delay.</p>

Rule Number	14.7
Date	18/01/2016
ASX Code	TTL
Listed Company	TRANSCENDENCE TECHNOLOGIES LIMITED
Waiver Number	WLC150556-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Transcendence Technologies Limited (the "Company") in connection with the Acquisition by the Company of E-Collate Pty Ltd, a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue:</p> <p>1.1 up to 3,500,000 fully paid ordinary shares to Mr Mark Rowbottom at an issue price of \$0.03 per share;</p> <p>1.2 up to 3,500,000 fully paid ordinary shares to Mr Zane Lewis at an issue price of \$0.03 per share; and</p> <p>1.3 up to 3,500,000 fully paid ordinary shares to Mr Peter Wall at an issue price of \$0.03 per share (together, the "Related Party Securities"), later than 1 month after 9 December 2015, being the date of the shareholders' meeting at which the issue of the Related Party Securities was approved, on the following conditions:</p> <p>1.4 the Related Party Securities are issued no later than 9 March 2016 and otherwise on the same terms as approved by shareholders on 9 December 2015; and</p> <p>1.5 the terms of this waiver are released to the market immediately.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.