



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

**16 to 31 March 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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<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	23/03/2016
<b>ASX Code</b>	JCI
<b>Listed Company</b>	JC INTERNATIONAL GROUP LIMITED
<b>Waiver Number</b>	WLC150565-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants JC International Group Limited (the "Company") a waiver from listing rule 1.1 condition 11 to permit the Company to have on issue 200,000 unquoted options with an exercise price of less than \$0.20 each at the time of its admission to the official list of ASX, on condition that the material terms and conditions of the options are clearly disclosed in the prospectus issued by the Company in respect of its initial public offering.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company has applied for admission to the official list of ASX. The Company will have a maximum of 200,000 unquoted options on issue with a nil exercise price and representing 0.36% of the issued capital on a fully diluted minimum subscription basis following completion of its initial public offering and admission to the official list of ASX. The options have been issued to the non-executive chairman as part of his remuneration package. The 20 cent rule is not undermined by the Company having this number of unquoted options on issue. The full terms of the options have been disclosed in the Company's prospectus for the initial public offering.</p>

<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	17/03/2016
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC160068-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare Plc (the "Company") a waiver from Listing Rule 1.1 condition 11 to the extent necessary to permit the Company to have on issue the following securities.</p> <p>1.1. 90,833 unquoted options exercisable at <math>\geq 0.01</math> on or before 9 October 2021</p> <p>1.2. 5,004 unquoted options exercisable at <math>\geq 0.01</math> on or before 31 December 2022</p> <p>1.3. 8,501 unquoted options exercisable at <math>\geq 0.01</math> on or before 31 December 2023</p> <p>1.4. 158,495 unquoted options exercisable at <math>\geq 0.01</math> on or before 31 December 2024</p> <p>1.5. 32,500 unquoted options exercisable at <math>\geq 0.01</math> on or before 31 December 2025</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least \$0.20 in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least \$0.20 in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company has various options issued over its fully paid ordinary shares. Existing options were issued to directors and employees, pursuant to the employee share ownership plan. The percentage of options which will have an exercise price of less than A\$0.20 will represent approximately 0.54% of the shares on issue on completion of the offer. The waiver is granted on the basis that the options will represent a small proportion of the Company's fully diluted issued capital. The percentage on a post-fundraising basis will not breach 0.54% and is in line with precedent, and the existence of the unquoted options will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	21/03/2016
<b>ASX Code</b>	SWR
<b>Listed Company</b>	SOUTHERN CROWN RESOURCES LIMITED
<b>Waiver Number</b>	WLC160076-001
<b>Decision</b>	<p>1. Based solely on the information proved, in connection with the proposed acquisition by Southern Crown Resources Limited (the "Company") of Yojee Pty Ltd ("Yojee") ("Acquisition") and the public offer to raise up to \$3,209,970 by the issue of up to 16,498,500 fully paid ordinary shares ("Shares") at an issue price of \$0.02 ("Public Offer"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of up to 122,000,000 unquoted options ("Options") proposed to be issued in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. The exercise price of the Options is not less than \$0.02 each and not less than the capital raising price; and</p> <p>1.2. Security holders specifically approve the exercise price of the Options as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	23/03/2016
<b>ASX Code</b>	SRT
<b>Listed Company</b>	STAR STRIKER LIMITED
<b>Waiver Number</b>	WLC160077-001
<b>Decision</b>	<p>1. Based solely on the information proved, in connection with the proposed acquisition by Star Striker Limited (the "Company") of a 100% interest in Intiger Asset Management Pty Ltd, Intiger Process Enhancement Pty Ltd, Intiger Asset Management Limited, Tiger 1 Limited, Tiger 2 Limited and Lion 2 Business Process Inc and indirectly 100% of Integra Asset Management Australia Pty Ltd (together the "Intiger Group") ("Acquisition") and the public offer to raise up to \$2,400,000 by the issue of up to 174,030,549 fully paid ordinary shares ("Shares") at an issue price of \$0.02 ("Public Offer"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of up to 150,000,000 unquoted options ("Options") proposed to be issued in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. The exercise price of the Options is not less than \$0.02 each and not less than the capital raising price; and</p> <p>1.2. Security holders specifically approve the exercise price of the Options as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	16/03/2016
<b>ASX Code</b>	NIO
<b>Listed Company</b>	NICKELORE LIMITED
<b>Waiver Number</b>	WLC160074-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Nickelore Limited (the "Company") of 100% of the issued capital of Helio Energia Holdings S.A. Limited ("Helio") (the "Acquisition") and the public offer to raise up to \$25,000,000 ("Capital Raising") ASX Limited ("ASX") does the following.</p> <p>1.1. Grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price for up to 500,000,000 ordinary fully paid 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>1.1.1. The issue price is not less than \$0.02 each; and</p> <p>1.1.2. 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. Resolution 1.1 is conditional on the Company acquiring 100% of the issued capital of Helio and the entire business of Helio being acquired by the Company.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	23/03/2016
<b>ASX Code</b>	SWR
<b>Listed Company</b>	SOUTHERN CROWN RESOURCES LIMITED
<b>Waiver Number</b>	WLC160076-002
<b>Decision</b>	<p>1. Based solely on the information proved, in connection with the proposed acquisition by Southern Crown Resources Limited (the "Company") of Yojee Pty Ltd ("Yojee") ("Acquisition") and the public offer to raise up to \$3,209,970 by the issue of up to 16,498,500 fully paid ordinary shares ("Shares") at an issue price of \$0.02 ("Public Offer"), ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of up to 150,000,000 fully paid ordinary shares under the Public Offer ("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>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	23/03/2016
<b>ASX Code</b>	SRT
<b>Listed Company</b>	STAR STRIKER LIMITED
<b>Waiver Number</b>	WLC160077-002
<b>Decision</b>	<p>1. Based solely on the information proved, in connection with the proposed acquisition by Star Striker Limited (the "Company") of a 100% interest in Intiger Asset Management Pty Ltd, Intiger Process Enhancement Pty Ltd, Intiger Asset Management Limited, Tiger 1 Limited, Tiger 2 Limited and Lion 2 Business Process Inc and indirectly 100% of Integra Asset Management Australia Pty Ltd (together the "Intiger Group") ("Acquisition") and the public offer to raise up to \$2,400,000 by the issue of up to 174,030,549 fully paid ordinary shares ("Shares") at an issue price of \$0.02 ("Public Offer"), ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of up to 174,030,549 shares under the Public Offer, ("Transaction Shares") not to be at least \$0.20 each on the following conditions:</p> <p>1.1. the issue price of the Transaction Shares is not less than \$0.02 each ("Issue Price"); and</p> <p>1.2. Security holders approve the Issue Price of the Transaction Shares as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	8.10
<b>Date</b>	17/03/2016
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC160068-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare Plc (the "Company") a waiver from listing rule 8.10 to the extent necessary to refuse to register any instrument of transfer of shares in accordance with the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (S.I No 68 of 1996) ("1996 Regulations") and Article 36(b) and 36(c) of the Company Constitution. The waiver is subject to the following conditions:</p> <p>1.1. The Company remains subject to, and is governed by the 1996 Regulations.</p> <p>1.2. The Company discloses on an annual basis, in its annual report the restrictions on holdings under the 1996 Regulations and the divestment and disenfranchising provisions available to the Company to ensure that the Company complies with the 1996 Regulations.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 8.10 facilitates the transfer procedures for quoted securities. Under the rule, entities must not prevent, delay or interfere with the registration of a transfer document. The requirement protects the integrity of the ASX market and supports the principle that quoted securities are freely transferable, and that the issuer of quoted securities should not have the ability to prevent particular persons from becoming security holders, other than as required by law or in other limited circumstances.</p> <p><b>Present Application</b> The Company is an Irish company formed under the laws of Ireland. The provision of uncertificated securities is regulated by the 1996 Regulations, which is administered by the Office of the Director of Corporate Enforcement and the Companies Registration Office. The Company must comply with the provisions of the 1996 Regulations. A waiver is granted to permit refusal to register transfers pursuant to a direction from the Irish High Court, or where the transfer is prohibited under another enactment, the Company has notice the transfer is to a deceased person, or the instruction requires a transfer of units to an entity which is not a legal person, a minor, or to be held jointly in the names of more persons than permitted under the terms of issue of the security.</p>

<b>Rule Number</b>	9.7
<b>Date</b>	21/03/2016
<b>ASX Code</b>	GRA
<b>Listed Company</b>	GRAPHITECORP LIMITED
<b>Waiver Number</b>	WLC160072-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Graphitecorp Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Mr Phillip St Baker as trustee for the P&amp;P St Baker Family Trust to transfer 1,562,500 performance rights which are restricted under listing rule 9.1.3 until 1 December 2017 (the "Restricted Securities"), to Monte Vista Holdings Pty Ltd CAN 120 059 092 as trustee for the Ouray Superfund, 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 Monte Vista Holdings Pty Ltd, as trustee for the Ouray Superfund.</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>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.1
<b>Date</b>	17/03/2016
<b>ASX Code</b>	TGP
<b>Listed Company</b>	360 CAPITAL GROUP
<b>Waiver Number</b>	WLC160080-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants 360 Capital Property Group (the "Group") a waiver from listing rule 10.1 to the extent necessary to permit the Group not to seek security holder approval for the proposed disposal of a 44% interest in 360 Capital 111 St George's Terrace Property Trust to 360 Capital Office Fund, a child entity of the Group.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition or disposal of a 'substantial asset' from or to a person that is in a position to influence the entity. The votes of those security holders who are a party to the transaction, and their associates, are excluded. Pursuant to Chapter 10 of the Listing Rules, listed entities are required to obtain an independent expert's report, opining on the fairness and reasonableness of the proposed transaction, and provide the report to security holders in conjunction with the relevant notice of meeting. Listing rule 10.1 protects the listed entity's security holders from a value-shifting transaction being undertaken with a person in a position of influence without the prior approval of disinterested security holders (who have the benefit of full information). The rule supplements the related party provisions of the Corporations Act 2001 (Cth).</p> <p><b>Present Application</b> The Group is considering a proposal to dispose of a 44% stake in a property trust to TOF, a child entity. The consideration payable to the Group for the interest meets the criteria of a 'substantial asset' under listing rule 10.2 as it is greater than 5% of the equity interests of the Group based on its half year accounts lodged with ASX. For a waiver from listing rule 10.1 to be granted, it must be clear that there is no reasonable possibility of the asset being disposed at a market discount and to the detriment of the entity's security holders. The responsible entity of the Fund is a wholly owned subsidiary of the Group, and the boards of both comprise the same directors. It would seem the Group, as opposed to the Fund, would be in a position to bring to bear any influence in respect of the transaction. Those directors with an interest in both entities hold a greater interest in the Group than in the Fund. It is proposed to grant the Group a waiver from listing rule 10.1 to dispose of an interest in the property trust without having to obtain security holder approval as there appears to be limited potential or incentive for value shifting from the Group to the Fund to the detriment of the Group's security holders.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	29/03/2016
<b>ASX Code</b>	AIO
<b>Listed Company</b>	ASCIANO LIMITED
<b>Waiver Number</b>	WLC160069-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Asciano Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to execute the transactions whereby Brookfield Infrastructure Partners Limited as general partner of Brookfield Infrastructure Partners LP and BIF II GP Bermuda Limited as general partner of BIF II Nitro AIV (Bermuda) LP ("Brookfield"), Buckland Investment Pte Ltd ("Buckland"), Asciano Investment Company (a subsidiary of the Qatar Investment Authority) ("QIC") and bclMC Nitro Trustee Inc., in its capacity as trustee of the bclMC Nitro Investment Trust ("BAPS Consortium Members") via a jointly owned entity, BAPS Holdco, will acquire all of the shares in Asciano Holdings (General &amp; Bulk) Pty Ltd for \$925 million and Brookfield, Qube Holdings Limited, Buckland and QIC ("Ports Consortium Members") via a jointly owned entity Ports Holdco will acquire all of the shares in Asciano Holdings (Containers) Pty Ltd for \$2,915 million, without shareholder approval under that listing rule.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act 2001 (Cth) (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

Existing listed entity conducting a scheme of arrangement ("Scheme") to effect a change in control. It is proposed that two separate sales of assets to consortium members, including certain members holding relevant interest in more than 10% of the listed entity's securities, will be effected in conjunction with the effectuation of the Scheme. The Scheme and the sales are inter-conditional. All Consortium members will be excluded from voting on the Scheme which resolution requires approval by at least 75% of the total number of votes cast on the Scheme and a majority in number of eligible voting securityholders present and voting. Comprehensive documents including an independent expert's report will be provided to securityholders. A waiver from listing rule 10.1 is granted as the purpose of the rule is substantially fulfilled by virtue of the scheme provisions of the Act and the manner of obtaining those approvals.

<b>Rule Number</b>	10.1
<b>Date</b>	17/03/2016
<b>ASX Code</b>	ANW
<b>Listed Company</b>	AUS TIN MINING LTD
<b>Waiver Number</b>	WLC160070-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aus Tin Mining Limited (the "Company") a waiver from listing rule 10.1, to the extent necessary to permit the Company to grant security over the assets of its subsidiary Ten Star Mining Pty Ltd ("TSM") to Australian Mineral Investments Pty Ltd ("AMI") (the "Security") pursuant to a \$750,000 secured bank guarantee provided by AMI to TSN, 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 AMI exercises its rights under the Security, neither AMI nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or its subsidiaries in full or part satisfaction of the Company's or TSN's obligations under the Security, or otherwise deal with the assets of the Company or its 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 AMI exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to AMI in accordance with its legal entitlements.</p> <p>1.2. A summary of the material terms of the Security is made in each annual report of the Company during the term of the Security.</p> <p>1.3. Any variation to the terms of 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 and TSM must seek to discharge the Security when the funds advanced under the Security 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 Security and the discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company's wholly owned subsidiary has entered into a term sheet with Australian Mineral Investments Pty Ltd ("AMI"), a 17.79% shareholder in the Company. Under the term sheet, AMI will provide (amongst other things) a \$750,000 bank guarantee, secured by a registered charge and security interest over all the assets of the Company's subsidiary. Using the assets of the Company or its subsidiaries as collateral constitutes the disposal of a substantial asset under listing rule 10.1. The Company is granted a waiver from Listing Rule 10.1 to enable the charge and security interest, subject to a number of conditions, including that the security documents provide that in the event that the security is exercised, neither AMI nor any of its associates are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to the substantial holder (or its associates).</p>
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<b>Rule Number</b>	10.1
<b>Date</b>	23/03/2016
<b>ASX Code</b>	MGS
<b>Listed Company</b>	MGT RESOURCES LIMITED
<b>Waiver Number</b>	WLC160073-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants MGT Resources Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to issue a converting note with limited recourse to the Company's shares in Cauldron Energy Limited ("Cauldron Energy") to Auskong International Mining Investment Co. Limited ("Auskong") under which Auskong may provide to the Company up to \$2,000,000 ("Converting Note"), without obtaining shareholder approval on the following conditions.</p> <p>1.1. The Converting Note includes a term that if an event of default occurs and Auskong exercises its rights under the Converting Note, neither Auskong nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or the subsidiaries in full or part satisfaction of the Company's obligations under the Converting Note, 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 Auskong exercising its power of sale under the Converting Note and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Auskong in accordance with its legal entitlements.</p> <p>1.2. A summary of the material terms of the Converting Note is made in each annual report of the Company while the Converting Note remains on issue.</p> <p>1.3. Any variation to the terms of the Converting Note 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. When the Company issues the Converting Note, it also releases to the market an announcement which sets out the terms of this waiver, and the Company's plans with respect to the conversion of the Converting Note and the timeframe within which it expects this to occur.</p>



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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company proposes to issue a converting note to Auskong to fund its subscription for approximately 16,949,176 fully paid ordinary shares in Cauldron Energy for \$2 million. Auskong is a substantial shareholder of the Company, holding 24.55% of the total number of shares on issue. Under the terms of the Converting Note, the Converting Note will automatically convert into new fully paid ordinary shares in the Company upon the necessary shareholder approvals being obtained. The Converting Note has limited recourse to the Company's Cauldron Energy Limited shares. This constitutes a disposal for the purposes of listing rule 10.1. If shareholder approval is not obtained, a receiver could be appointed in respect of the Company's Cauldron Energy Limited Shares, with those shares to be sold and the proceeds remitted to Auskong. The Company is granted a waiver from the rule on a number of conditions, including that the Converting Note terms provide that in the event of a default, neither the substantial holder nor 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 a sufficient safeguard against value-shifting to the substantial holder or related parties (or their associates).</p>
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<b>Rule Number</b>	10.13.3
<b>Date</b>	16/03/2016
<b>ASX Code</b>	AJR
<b>Listed Company</b>	ARUNTA RESOURCES LIMITED
<b>Waiver Number</b>	WLC150566-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Arunta Resources Limited (the "Company") of Spirit Telecom (Australia) Pty Ltd ("Spirit") ("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 (on a post-consolidation basis) at the shareholder meeting scheduled to be held on 18 April 2016:</p> <p>1.1. As part of the capital raising under the proposed prospectus (in conjunction with the Acquisition of Spirit):</p> <p>1.1.1. Up to 12,500,000 ordinary shares each fully paid at an issue price of \$0.02 to existing director Angus Edgar (or his associate and/or respective nominees);</p> <p>1.1.2. Up to 5,000,000 ordinary shares each fully paid at an issue price of \$0.02 to proposed director James Joughin (or his associate and/or respective nominees);</p> <p>Collectively the "Capital Raising Shares".</p> <p>1.2. As part of the consideration for the Acquisition:</p> <p>1.2.1. 165,481,272 ordinary shares each fully paid and 53,493,928 options with an exercise price of \$0.046 expiring on or before 31 July 2019 to proposed director Geoffrey Neate (or his associate and/or respective nominees);</p> <p>1.2.2. 2,516,274 ordinary shares each fully paid and 813,418 options with an exercise price of \$0.046 expiring on or before 31 July 2019 to proposed director Terence Gray (or his associate and/or respective nominees);</p> <p>Collectively the "Vendor Securities".</p> <p>not to state that the Capital Raising Shares and Vendor 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 Capital Raising Shares and Vendor Securities at the shareholder meeting dated 18 April 2016.</p> <p>2.2. The Capital Raising Shares and Vendor Securities will be issued at the same time as other securities to be issued to non-related parties in the capital raising and in any event 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>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.13.3
<b>Date</b>	21/03/2016
<b>ASX Code</b>	SOI
<b>Listed Company</b>	SOIL SUB TECHNOLOGIES LIMITED
<b>Waiver Number</b>	WLC160075-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition Soil Sub Technologies Limited (the "Company") of 100% of the issued capital of Pointerra Pty Ltd (the "Acquisition"), ASX Limited ("ASX") grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company' s notice of meeting not to state that up to 166,666,667 ordinary fully paid shares and 42,000,000 options exercisable at \$0.05 each on or before 30 June 2019 which may be issued to RM Corporate Finance Pty Ltd (the "Underwriter") will be issued within 1 month of the date of the meeting on the following conditions:</p> <p>1.1. Shareholders approving the issues to the Underwriter at the shareholder meeting to approve the Acquisition.</p> <p>1.2. The Underwriter's securities are issued no later than the other securities to be issued under the Prospectus and in any event no later than 3 months after the date of the shareholder meeting.</p> <p>1.3. The terms of the waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.13.3
<b>Date</b>	23/03/2016
<b>ASX Code</b>	SWR
<b>Listed Company</b>	SOUTHERN CROWN RESOURCES LIMITED
<b>Waiver Number</b>	WLC160076-003
<b>Decision</b>	<p>1. Based solely on the information proved, in connection with the proposed acquisition by Southern Crown Resources Limited (the "Company") of Yojee Pty Ltd ("Yojee") ("Acquisition") and the public offer to raise up to \$3,209,970 by the issue of up to 16,498,500 fully paid ordinary shares ("Shares") at an issue price of \$0.02 ("Public Offer"), ASX Limited ("ASX") grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company to issue 7,500,000 Shares, 10,000,000 unquoted options and 10,000,000 performance shares to Shannon Robinson ("Related Party Securities") 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 Related Party Securities 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>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.13.3
<b>Date</b>	21/03/2016
<b>ASX Code</b>	SRT
<b>Listed Company</b>	STAR STRIKER LIMITED
<b>Waiver Number</b>	WLC160078-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, in connection with the proposed acquisition by Star Striker Limited (the "Company") of 100% of the issued capital of:</p> <p>1.1. Intiger Asset Management Pty Ltd (an Australian entity);</p> <p>1.2. Intiger Process Enhancement Pty Ltd (an Australian entity);</p> <p>1.3. Intiger Asset Management Limited (a Hong Kong entity);</p> <p>1.4. Tiger 1 Limited (a Hong Kong entity);</p> <p>1.5. Tiger 2 Limited (a Hong Kong entity);</p> <p>1.6. Lion 2 Business Process Inc (a Phillipines entity); and</p> <p>1.7. indirectly 100% of Integra Asset Management Australia Pty Ltd (a wholly owned subsidiary of Intiger (together the "Intiger Group")(the "Acquisition")</p> <p>ASX Limited ("ASX") grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of meeting not to state that up to 174,030,549 ordinary fully paid shares which may be issued to Cicero Advisory Services Pty Ltd ("Underwriter") will be issued within 1 month of the date of the meeting.</p> <p>2. Resolution 1 is subject to the following conditions.</p> <p>2.1. Shareholders approving the issue to the Underwriter at the shareholder meeting to approve the Acquisition.</p> <p>2.2. The Underwriter's securities are issued no later than the other securities to be issued under the Prospectus and in any event no later than 3 months after the date of the shareholder meeting.</p> <p>2.3. The terms of the waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	30/03/2016
<b>ASX Code</b>	TFL
<b>Listed Company</b>	TASFOODS LIMITED
<b>Waiver Number</b>	WLC160079-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by TasFoods Limited (the "Company") of Nichols Poultry Pty Ltd and associated assets ("Nichols Poultry") involving poultry processing and related businesses in Tasmania (the "Acquisition"), and subject to the conditions detailed in resolution 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 at an issue price of at least \$0.275 per share as part of a capital raising to raise up to \$30.25 million ("Capital Raising"):</p> <p>1.1. up to 7,272,728 shares to a director - Mr Rob Woolley,;</p> <p>1.2. up to 1,818,182 shares to a director - Hugh Robertson;</p> <p>1.3. up to 1,818,182 shares to a director - Roger McBain;</p> <p>1.4. up to 363,637 shares to a director - Tony Robinson;</p> <p>1.5. up to 1,818.182 shares to a director - Jane Bennett; and</p> <p>1.6. up to 1,272,728 shares to the son of a director - Mr Tom Woolley.</p> <p>(together, the "Related Party Securities")</p> <p>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 2 May 2016 (date subject to change).</p> <p>2.2. The Related Party Securities will be issued at the same time as other securities to be issued to non-related parties in the Capital Raising and in any event 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>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	4/03/2016
<b>ASX Code</b>	ADQ
<b>Listed Company</b>	ADG GLOBAL SUPPLY LIMITED.
<b>Waiver Number</b>	WLC160067-001
<b>Decision</b>	<p>1. Based solely on the information provided, and subject to resolutions 2 and 3, ASX Limited ("ASX") grants ADG Global Supply Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 17,00,000 fully paid ordinary shares at an issue price of \$0.01 per share, 17,000,000 fully paid ordinary shares at an issue price of \$0.00001 per share, and up to 17,000,000 options at an issue price of \$0.00001 exercisable at \$0.01 expiring 4 years from the date of issue, (together "Related Party Securities"), each to Nicholas Young, Scott Mison and Eric de Mori as approved by shareholders at the annual general meeting held on 28 January 2016, later than 1 month after the date of shareholder approval.</p> <p>2. Resolution 1 is conditional on the following:</p> <p>2.1. The Related Party Securities are issued no later than 28 April 2016 and otherwise on the same terms as approved by shareholders on 28 January 2016; and</p> <p>2.2. The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p><b>Present Application</b> The Company's securities have been continuously suspended from quotation since 10 December 2014, and will remain suspended pending completion of a recapitalisation transaction. The final stage of the Company's recapitalisation involves the issue of up to 200,000,000 fully paid ordinary shares at an issue price of \$0.01 to raise up to \$2,000,000 by way of a general placement, up to 65,000,000 fully paid ordinary shares to sophisticated and professional investors nominated by the promoter at an issue price of \$0.00001 each to raise up to \$650 and up to 65,000,000 unquoted options to the promoter's nominees each with an exercise price of not less than \$0.01 expiring on the date which is 4 years after the date of an issue, at an issue price of \$0.00001 each to raise up to \$650.</p> <p>The Company sought and received shareholder approval under listing rule 10.11 for the issue of the Related Party Securities to related parties. In accordance with listing rule 10.13.3, the notice of meeting stated that the Company would issue the Related Party Securities no later than one month after the date of the meeting, being 28 February 2016.</p> <p>Completion of the recapitalisation is taking longer than the Company anticipated for a number of reasons, including that the</p>

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prospectus has not yet been finalised due to delays with the deed of administrators. The Company has therefore requested an extension of two months to issue the Related Party Securities to related parties so that it can complete its recapitalisation. The maximum number of securities to be issued is fixed and the potential degree of dilution to existing shareholders is known. The additional time requested is not excessive in the context of a recapitalisation transaction, and the Company's securities remain continuously suspended since 10 December 2014 until the recapitalisation is complete. Accordingly there has not been any material change to the Company's circumstances since the date of shareholder approval.



<b>Rule Number</b>	14.7
<b>Date</b>	29/03/2016
<b>ASX Code</b>	EXE
<b>Listed Company</b>	EXOMA ENERGY LIMITED
<b>Waiver Number</b>	WLC160071-001
<b>Decision</b>	<p>1. Subject to resolutions 2 and 3, and based solely on the information provided, ASX Limited ("ASX") grants Exoma Energy Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 185,000,000 fully paid ordinary shares, 90,000,000 Class A Performance Shares and 90,000,000 Class B Performance Shares (together the "Consideration Securities") to the shareholders of the Gruden Group companies, as approved by shareholders at the general meeting held on 4 September 2015 ("Meeting"), later than 3 months after the date of the Meeting.</p> <p>2. The Consideration Securities are issued no later than 4 May 2016 and otherwise on the same terms as approved by shareholders at the Meeting.</p> <p>3. The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	15.15
<b>Date</b>	17/03/2016
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC160068-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare Plc (the "Company") a waiver from listing rule 15.15 to the extent necessary to permit the Company Constitution to include the following.</p> <p>1.1. Provisions modelled on the takeover and substantial shareholder provisions of the Corporations Act 2001 (Cth) (the "Takeover Provisions").</p> <p>1.2. Sanctions or penalties (the "Sanctions"), which entitle the Company or any other party to enforce the Takeover Provisions.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits a foreign company's constitution from including provisions relating to takeovers or substantial holdings. ASX considers that takeovers of foreign companies should be regulated by the company's domestic law in order to protect security holders against entrenchment of management.</p> <p><b>Present Application</b> The Company is incorporated in the foreign jurisdiction of Ireland. Irish law does not contain the takeover protections generally available to security holders of Australian entities. The Company had adopted the takeover and substantial shareholder provisions of the Corporations Act 2001 (Cth) into its Company Constitution, including sanctions or penalties to enforce those provisions. ASX permits such provisions to be included in a foreign incorporated entity's constituent documents on condition that the sanctions are not exercised other than in accordance with the ruling of a competent court, thereby preventing management from enforcing sanctions unilaterally. In granting a waiver, the policy that security holders are protected against entrenchment of management is not infringed.</p>