



Register of ASX Listing Rule Waivers

16 to 31 December 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**

**For all product enquiries, please contact:
- Customer Service Centre on 131 279**

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	1.1 condition 11
Date	14/12/2016
ASX Code	CVG
Listed Company	CONVERGENT MINERALS LIMITED
Waiver Number	WLC160476-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Convergent Minerals Limited (the "Company") of 100% of the issued capital of BCG LLC whose strategy is to acquire North American oil and gas projects and assets ("Proposed Acquisition"), and public offer pursuant to a prospectus to raise up to \$18,000,000 ("Capital Raising"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of the following options to be less than 20 cents:</p> <p>1.1. up to 300,000,000 options expiring 2 years from the date of issue and exercisable at \$0.06 each, to be issued as free attaching options to subscribers of ordinary shares under the Capital Raising on a 1:2 basis ("Capital Raising Options"); and</p> <p>1.2. up to 1,666,667 options to corporate advisers and professional persons engaged to assist with the process of recapitalising the Company, expiring 2 years from date of reinstatement of the Company's securities to official quotation, exercisable at \$0.06 each ("Adviser Options");</p> <p>on the following conditions.</p> <p>1.3. The exercise price of the Capital Raising Options and the Adviser Options are not less than \$0.02 each.</p> <p>1.4. The terms and conditions of the Capital Raising Options and the Adviser Options are clearly disclosed in the prospectus prepared in conjunction with the Capital Raising and Proposed Acquisition.</p> <p>1.5. Shareholders approve the exercise price of the Capital Raising Options and the Adviser Options as part of the approval to be obtained under listing rule 11.1.2 in respect of the Proposed Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	1.1 condition 11
Date	22/12/2016
ASX Code	KLL
Listed Company	KALIUM LAKES LIMITED
Waiver Number	WLC160473-001
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Kalium Lakes Limited (the "Company") a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the Company to have on issue up to 20,000,000 Performance Rights with a nil exercise price representing approximately 10.6% of its fully diluted issued capital under minimum subscription.
Basis For Decision	<p>Underlying Policy If an entity seeking admission to the official list has options or performance rights 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>Present Application The Company has applied for admission to the official list of ASX. The Company will have on issue up to 20,000,000 Performance Rights with a nil exercise price representing approximately 10.6% of its fully diluted issued capital under minimum subscription. The Performance Rights are being issued to provide incentive to founders of the Company and will convert into shares if certain commercial milestones are achieved. As the milestones are tied to the performance of the Company as a whole, the satisfaction of the milestones is unlikely to undermine the 20 cent rule. The material terms of the Performance Rights are set out at section 10.2 of the Prospectus. Accordingly, the Company is granted a waiver to have the Performance Rights on issue.</p>

Rule Number	1.1 condition 11
Date	21/12/2016
ASX Code	TWH
Listed Company	TW HOLDINGS LIMITED
Waiver Number	WLC160484-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants TW Holdings Limited (the "Company") a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of up to 2,794,231 unquoted performance rights with a nil exercise price ("Performance Rights"), to be issued to advisers in conjunction with the acquisition and capital raising, not to be at least \$0.20, subject to the following conditions.</p> <p>1.1. The terms and conditions of the Performance Rights are clearly disclosed in the notice of meeting pursuant to which the Company will seek 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 capital raising.</p> <p>1.2. The Company's shareholders approve the nil exercise price of the Performance Rights in conjunction with the approval obtained under listing rule 11.1.2 in respect of the acquisition and capital raising.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application Standard Decision, refer to Guidance Note 17.</p>

Rule Number	2.1 condition 2
Date	14/12/2016
ASX Code	CVG
Listed Company	CONVERGENT MINERALS LIMITED
Waiver Number	WLC160476-002
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Convergent Minerals Limited (the "Company") of 100% of the issued capital of BCG LLC whose strategy is to acquire North American oil and gas projects and assets ("Proposed Acquisition"), and public offer pursuant to a prospectus to raise up to \$18,000,000 ("Capital Raising"), 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 600,000,000 ordinary fully paid shares to be offered pursuant to a prospectus as part of 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 per share.</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 Proposed Acquisition.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	6.24
Date	21/12/2016
ASX Code	SXA
Listed Company	STRATA-X ENERGY LIMITED
Waiver Number	WLC160483-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Strata-X Energy Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 2,427,724 quoted options over CHESSE depository instruments exercisable at \$0.36 and expiring on 31 January 2017 ("Options"), on the following conditions.</p> <p>1.1. The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry, together with a statement that an option expiry notice will not be sent to holders of Options.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.27 before 31 January 2017, the Company immediately sends an option expiry notice to holders of Options.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	7.1
Date	16/12/2016
ASX Code	XPE
Listed Company	XPED LIMITED
Waiver Number	WLC160485-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xped Limited (the "Company") the following waiver in connection with a proposed share purchase plan to be conducted as if Australian Securities and Investments Class Order 09/425 applies to the plan and pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares at an issue price of \$0.033, together with one attaching option for every share subscribed, under a prospectus (the "SPP").</p> <p>1.1. A waiver from listing rule 7.1 to the extent necessary to permit the Company to issue shares under the SPP without shareholder approval, on condition that the number of shares issued in relation to the SPP under the prospectus will not exceed 30% of the number of ordinary shares in the Company currently on issue.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	7.3.8
Date	14/12/2016
ASX Code	DCC
Listed Company	DIGITALX LIMITED
Waiver Number	WLC160477-001
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants DigitalX Limited (the "Company") a waiver from listing rule 7.3.8 in connection with a proposed share purchase plan ("SPP") to be conducted in accordance with Australian Securities and Investments Commission Class Order 09/425 pursuant to which each shareholder will be offered \$15,000 worth of shares at an issue price of \$0.05 ("SPP Shares"), together with one attaching option exercisable at \$0.08 on or before two years from the date of issue ("SPP Options"), to the extent necessary to permit the resolution in the Company's notice of annual general meeting to approve the issue of up to 10,000,000 SPP Options not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.3.8 requires a resolution for the purposes of listing rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution. Listing rule 7.3.8 makes an exception from the requirement for a voting exclusion statement for public offers where existing security holders are given a priority, and there is a cap on the number of securities that may be issued to each security holder.</p> <p>Present Application The Company is conducting an SPP which includes the offer of one attaching option for every two shares subscribed for under the SPP. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts securities purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. In relation to the issue of options the Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of listing rule 7.2 as ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan. Accordingly, the Company is proposing to</p>

Register of ASX Listing Rule Waivers

seek, at a general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of options. As the issue being undertaken is one in which all shareholders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in listing rule 7.2 for the issue of shares, but which is not available to the Company for the issue of attaching options, there is no need to exclude the votes of shareholders entitled to participate in the issue. If there is to be any underwriting of the SPP, the votes of any underwriters or sub-underwriters are to be excluded, because their interest in the outcome of the resolution would be different from that of other shareholders.

Rule Number	7.3.8
Date	16/12/2016
ASX Code	XPE
Listed Company	XPED LIMITED
Waiver Number	WLC160485-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xped Limited (the "Company") the following waiver in connection with a proposed share purchase plan to be conducted as if Australian Securities and Investments Class Order 09/425 applies to the plan and pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares at an issue price of \$0.033, together with one attaching option for every share subscribed, under a prospectus (the "SPP").</p> <p>1.1. A waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of annual general meeting to approve the issue of up to 227,272,727 options under the SPP not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.</p>
Basis For Decision	<p>Underlying Policy Listing rule 7.3.8 requires a resolution for the purposes of listing rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases and the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution. Listing rule 7.3.8 makes an exception from the requirement for a voting exclusion statement for public offers where existing security holders are given a priority, and there is a cap on the number of securities that may be issued to each security holder.</p> <p>Present Application The Company is proposing to conduct the SPP which includes the offer of one attaching option for every share subscribed under the SPP at a fixed issue price. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts securities purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of listing rule 7.2 with regard to the shares to be issued under the SPP because its securities have been suspended from trading for more than five days in the previous 12 months</p>

Register of ASX Listing Rule Waivers

(however ASX has granted the Company a standard waiver from listing rule 7.1 in accordance with Guidance Note 17 on the basis that the Company will be issuing a prospectus under section 713 of the Corporations Act and the SPP will otherwise comply with ASIC Class Order 09/425). ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan, and the waiver from listing rule 7.1 granted to the Company similarly does not extend to the options proposed to be issued under the SPP. Accordingly, the Company is proposing to seek, at an extraordinary general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of attaching options under the SPP. As the issue being undertaken is one in which all shareholders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in listing rule 7.2 which is not available to the Company, there is no need to exclude the votes of shareholders entitled to participate in the issue. If there is to be an underwriting of the SPP, the votes of any underwriters or sub-underwriters are to be excluded, because their interest in the outcome of the resolution would be different from that of other shareholders.

Rule Number	9.1.3
Date	20/12/2016
ASX Code	DTS
Listed Company	DRAGONTAIL SYSTEMS LIMITED
Waiver Number	WLC170001-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dragontail Systems Limited (the "Company") a waiver from Listing Rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares of the Company issued to the shareholders of Dragontail Systems Ltd (Israeli Co) ("DT Israel") ("Dragontail Shareholders") as follows:</p> <p>1.1. The shares issued to DT Israel Shareholders who subscribed cash for their shares in DT Israel 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 that are held by Dragontail Shareholders who subscribed directly for their shares in DT Israel for cash consideration.</p> <p>1.3. The shares issued on conversion of the convertible notes (converted prior to the admission of the Company to the Official List) will be treated as being issued to seed capitalists which will be classified as related or unrelated parties as applicable under Item 1 or Item 2 of Appendix 9B and cash formula relief will be applied. The escrow period for the unrelated parties will be deemed to begin on the date on which the convertible notes were issued. The escrow period for the related parties will be 24 months from the date of quotation.</p> <p>1.4. For the purpose of determining the length of the escrow period for the shares held by related party or promoter Dragontail Shareholders which are subject to 24 months escrow, the 24 month escrow period will begin on the date of the official quotation of the Company's securities.</p> <p>2. Resolution 5 is conditional on the Company acquiring 100% of the issued capital of DT Israel and the entire business of DT Israel being acquired by the Company.</p>
Basis For Decision	<p>Underlying Policy Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under Listing Rule 9.1.3 an entity that issued securities classified as restricted must apply the restrictions 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</p>

Register of ASX Listing Rule Waivers

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 and financial benefit from their restricted securities during the escrow period. This ensures that the 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

As part of the preparation for the initial public offering, the Company will acquire all the issued capital of DT Israel on a scrip-for-scrip basis where the entire business was absorbed by the Company. DT Israel Shareholders are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, DT Israel applied for listing directly, 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 DT Israel, and the consideration given by that person for his or her 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 is applicable using the conversion ratio calculation. For unrelated parties that paid cash consideration, the escrow period will be 'backdated' so that the beginning of the escrow period for the Company shares will begin on the date cash consideration was originally paid. This upholds the principle of the Listing Rule escrow regime that seed capitalists should have a portion of their securities free from escrow only for a period of 12 months beginning when they contribute their cash.

Rule Number	9.1.3
Date	19/12/2016
ASX Code	IP1
Listed Company	INTEGRATED PAYMENT TECHNOLOGIES LIMITED
Waiver Number	WLC160472-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Integrated Payment Technologies Limited (the "Company") a waiver from Listing Rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to 30,546,471 ordinary shares of the Company issued to holders of units and shares in the entities that form the Payment Adviser Group ("PAG Holders") (together, the "Securities"):</p> <p>1.1. The Securities issued to PAG Holders 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 Securities that are held by the PAG holders who subscribed directly for their securities in the relevant Payment Adviser Group entity for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for the Securities held by related party or promoter PAG holders which are subject to 24 months escrow, the 24 month escrow period will begin on the date of official quotation of the Company's securities.</p> <p>1.4. For the purpose of determining the length of the escrow period for the Securities held by unrelated PAG holders which are subject to 12 months escrow, the 12 month escrow period will be deemed to begin on the date on which the securities in the relevant Payment Adviser Group entity were issued to those persons.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. The Company acquiring 100% of the issued capital of Clicksuper, Jagwood, Payment Adviser and Bill Exchange and the entire businesses of these entities acquired by the Company.</p> <p>2.2. The provision of an undertaking, executed in the form of a deed, from the trustees of ClickSuper Unit Trust and RAJG Unit Trust, that these respective trusts will be wound up after receipt of the June 2017 ATO assessment.</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</p>

Register of ASX Listing Rule Waivers

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

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

- 1.1. an entity admitted under the profit test;
- 1.2. an entity that has a track record of profitability or revenue that is acceptable to ASX; or
- 1.3. 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 acquired all the assets of an unlisted business that acts as a clearing house for the payment of superannuation contributions, payroll deductions, salaries and ATO related payments ("PAG"). The Company has acquired all the issued capital in the four companies that comprise PAG, however did not acquire all the issued capital of the two trusts. The Company has confirmed that no assets remain in these trusts aside from a specific working capital amount that will be used to repay interest on PAG's outstanding loan to an entity associated with a related party. The balance of the working capital amount will be used to wind up the two trusts in PAG. The securities of the Company issued to the unlisted PAG shareholders are therefore subject to escrow restrictions in chapter 9 and Appendix 9B of the Listing Rules. The shareholders of the unlisted PAG are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, the unlisted PAG had applied for listing directly, 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 PAG, 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 PAG seed capitalists to be treated as seed capitalists of the Company and apply cash formula relief where 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 PAG. This upholds the principle of the listing rule escrow regime

Register of ASX Listing Rule Waivers

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 contributed their cash.

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	9.1.3
Date	22/12/2016
ASX Code	KLL
Listed Company	KALIUM LAKES LIMITED
Waiver Number	WLC160473-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Kalium Lakes Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the 91,494,741 shares ("Consideration Shares") be issued to the vendors of KLP ("Vendors") on condition that the Company acquires 100% of KLP as follows.</p> <p>1.1 The shares issued to the Vendors who subscribed cash for their shares in KLP ("KLP Shares") are treated as being held by related or unrelated seed capitalists (as appropriate) of the Company.</p> <p>1.2 The Shares issued to the Vendors who were issued KLP Shares pursuant to set-off agreements whereby those vendors were paid in KLP Shares for services provided to KLP, and which were unrelated to the IPO, are treated as being held by related or unrelated seed capitalists (as appropriate) of the Company.</p> <p>1.3 Cash formula relief is applicable to the Shares that are issued to Vendors who subscribed directly for their KLP Shares for cash consideration, but not to those Vendors who were issued KLP Shares in exchange for services (including as part of set-off agreements).</p> <p>1.4 For the purpose of determining the length of the escrow period for Shares issued to related party or promoter Vendors which are subject to 24 months escrow, the 24 months escrow period will begin on the date the Shares are admitted to official quotation on ASX.</p> <p>1.5 For the purpose of determining the length of the escrow period for Shares issued to unrelated seed capitalists of KLP and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which KLP Shares were issued to those persons.</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</p>

Register of ASX Listing Rule Waivers

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

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

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

Present Application

The Company is applying for admission to the official list. As part of the preparation for the initial public offering, the Company acquired all of the issued shares in KLP ("Acquisition"). KLP is now the wholly-owned operating subsidiary of the Company. KLP has previously conducted a number of capital raisings to raise working capital necessary for carrying on business. KLP's shareholders are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, KLP had applied for listing directly, 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 KLP, and the consideration given by that person for his or her 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. While KLP did issue additional KLP Shares to non-founding shareholders who paid cash for their original KLP Shares, they did so on a consistent basis of 1.5 additional KLP Shares issued for every initial KLP Share held. The circumstances are similar to that of a share-split scenario. The only KLP shareholders who did not benefit from this capital restructure were related party, founding shareholders of KLP who had paid nil or nominal consideration for some or all of their KLP Shares. The restructure is not unusual or unfair in the circumstances and it not an impediment to the Company being granted 'look through relief'. 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 is applicable using the conversion ratio calculation, except for those seed capitalists who received their KLP Shares as part of set-off arrangements for services provided. For unrelated parties that paid

Register of ASX Listing Rule Waivers

valuable cash consideration, the escrow period will be 'backdated' so that the beginning of the escrow period for the Company shares will begin on the date cash consideration was originally paid. This upholds the principle of the Listing Rule escrow regime that seed capitalists should have a portion of their securities free from escrow based on their cash contribution, and that unrelated seed capitalists should be subject to escrow only for a period of 12 months beginning when they contribute their cash.

Rule Number	9.1.3
Date	20/12/2016
ASX Code	ODN
Listed Company	ODIN ENERGY LIMITED
Waiver Number	WLC160479-001
Decision	<p>1. Based solely on the information provided, and subject to resolution 2, ASX Limited ("ASX") grants Odin Energy Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in item 1 or item 2 of Appendix 9B (as applicable) to securities to be issued by the Company to Convertible Noteholders in Austasia Industrial Pty Ltd ("Austasia Industrial") as follows.</p> <p>1.1. The shares issued to the Convertible Noteholders who subscribed cash for their shares in Austasia Industrial are treated as being held by related party or promoter seed capitalists, or unrelated seed capitalists, of the Company, as appropriate to each Convertible Noteholder.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in Austasia Industrial for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for shares issued to related party or promoter Austasia Industrial Convertible Noteholders which are subject to 24 months escrow, the 24 months escrow period will begin on the date of reinstatement to official quotation of the shares in the Company following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for convertible notes issued to unrelated seed capitalists which converted into securities of the Company prior to the reinstatement of the Company to official quotation, and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which the cash subscription was made.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the issued capital of Austasia Industrial and the entire business of Austasia Industrial 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</p>

Register of ASX Listing Rule Waivers

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

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

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

Present Application

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

Register of ASX Listing Rule Waivers

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.

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	9.1.3
Date	21/12/2016
ASX Code	TWH
Listed Company	TW HOLDINGS LIMITED
Waiver Number	WLC160484-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants TW Holdings Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraph 1 and paragraph 2 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of AusCann Group Holdings Limited ("AusCann") (the "AusCann Shareholders") as follows.</p> <p>1.1. The shares issued to the AusCann Shareholders who subscribed cash for their shares in AusCann are treated as being held by related party or promoter seed capitalists, or unrelated seed capitalists, of the Company, as appropriate to each AusCann Shareholder.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in AusCann for cash consideration.</p> <p>1.3. The escrow period for securities issued to promoter or related party seed capitalists of AusCann and which are subject to 24 months escrow will begin on the date of the reinstatement to quotation of the Company's securities following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for:</p> <p>(a) shares issued to non-related seed capitalists of AusCann and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in AusCann were issued to those persons;</p> <p>(b) performance shares issued to unrelated seed capitalists of AusCann which are subject to escrow, the 12 months escrow period will begin on the date on which the performance shares in the Company are issued to those persons; and</p> <p>(c) convertible notes issued to unrelated seed capitalists which converted into securities of the Company prior to the reinstatement of the Company to official quotation, and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which the cash subscription was made.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the voting shares in the issued capital of AusCann, and the entire business of AusCann 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,</p>

Register of ASX Listing Rule Waivers

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. This ensures that promoters, vendors etc do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.

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

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

Present Application

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

Register of ASX Listing Rule Waivers

for the Company shares will begin on the date shares were originally issued to unrelated seed capitalists by the vendor - ASX does not 'backdate' the escrow period for performance securities, and the escrow period for performance securities will start for unrelated parties from the date of issue of those performance securities and for related parties and promoters from the date of reinstatement. 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.

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	9.1.3
Date	24/11/2016
ASX Code	UTR
Listed Company	ULTRACHARGE LIMITED
Waiver Number	WLC160478-001
Decision	<p>1. Based solely on the information provided ASX Limited ("ASX") grants Ultracharge Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraph 1 or paragraph 2 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of Freehill Investments ("Freehill Investments Shareholders") and the holders of convertible notes in Freehill Investments ("Freehill Investments Convertible Note Holders") as follows.</p> <p>1.1 The shares issued to the Freehill Investments Shareholders and Freehill Investments Convertible Note Holders who subscribed cash for their shares in Freehill Investments are treated as being held by unrelated seed capitalists of the Company, as appropriate to each Freehill Investments Shareholder.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in Freehill Investments for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for:</p> <p>1.3.1. shares issued to unrelated seed capitalists of Freehill Investments and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in Freehill Investments were issued to those persons; and</p> <p>1.3.2. convertible notes issued to unrelated seed capitalists which will be converted into securities of the Company prior to the admission of the Company to official list, and which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which the cash subscription was made.</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 (and where appropriate, the controller(s) of the holder) from being</p>

Register of ASX Listing Rule Waivers

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 has applied for admission to the official list of ASX Limited. The Company will acquire all of the issued capital in Freehill Investments Pty Ltd ("Freehill Investments") ("Acquisition"). Freehill Investments has previously conducted a number of capital raisings to raise working capital necessary for carrying on business. Freehill Investments' shareholders are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, Freehill Investments had applied for listing directly, 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 Freehill Investments, and the consideration given by that person for his or her 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 is applicable using the conversion ratio calculation. For unrelated parties that paid valuable cash consideration, the escrow period will be 'backdated' so that the beginning of the escrow period for the Company shares will begin on the date cash consideration was originally paid. This upholds the principle of the Listing Rule escrow regime that seed capitalists should have a portion of their securities free from escrow based on their cash contribution, and that unrelated seed capitalists should be subject to escrow only for a period of 12 months beginning when they contribute their cash.

Rule Number	9.7
Date	20/12/2016
ASX Code	R3D
Listed Company	R3D GLOBAL LIMITED
Waiver Number	WLC160480-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants RedChip International Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to amend the restriction agreement between RedChip Companies Inc. ("RedChip US") and the Company such that 30,000,000 fully paid ordinary shares (the "Restricted Securities") held by RedChip US may be cancelled in consideration for the disposal of certain intellectual property rights and assets ("IP Rights") to RedChip US ("Transaction"), on the following conditions.</p> <p>1.1. The Company announces the terms of the waiver to the market.</p> <p>1.2. Shareholders of the Company approve the disposal of the IP Rights to RedChip US in accordance with listing rule 10.1.</p> <p>1.3. Shareholders of the Company approve a selective buy-back or a cancellation by way of a selective reduction of capital in relation to the Restricted Securities in accordance with the Corporations Act 2001 (Cth) ("Act").</p> <p>1.4. The Company conducts the selective buy back or the cancellation by way of a selective reduction of capital in relation to the Restricted Securities in accordance with the Act.</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, 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. Under Listing Rule 9.7, for the duration of the escrow period applying to restricted securities in accordance with Listing Rule 9.1.3, there is a prohibition on changing the restriction agreement or releasing securities from the custodian or holding lock arrangements. Listing Rule 9.7 supports the effectiveness of the escrow regime in Chapter 9 of the Listing Rules.</p>

Register of ASX Listing Rule Waivers

Present Application

The Company has previously issued Restricted Securities to RedChip US as consideration for classified assets. ASX imposed escrow was applied to the Restricted Securities for a period of 24 months from the date of quotation. The Company proposes to enter into an agreement with RedChip US to partially unwind the transaction and to cancel the Restricted Securities as part of a settlement to resolve disputes between RedChip US and the Company. The Company will be required to obtain approval from its shareholders to effectuate the cancellation by way of either a selective buy-back or a selective capital reduction under the Act.

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	10.11
Date	16/12/2016
ASX Code	XPE
Listed Company	XPED LIMITED
Waiver Number	WLC160485-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xped Limited (the "Company") the following waiver in connection with a proposed share purchase plan to be conducted as if Australian Securities and Investments Class Order 09/425 applies to the plan and pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares at an issue price of \$0.033, together with one attaching option for every share subscribed, under a prospectus (the "SPP").</p> <p>1.1. A waiver from listing rule 10.11 to the extent necessary to permit the Company to issue shares under the SPP without shareholder approval, on condition that the number of shares issued in relation to the SPP under the prospectus will not exceed 30% of the number of ordinary shares in the Company currently on issue.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	10.11
Date	16/12/2016
ASX Code	XPE
Listed Company	XPED LIMITED
Waiver Number	WLC160485-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xped Limited (the "Company") the following waiver in connection with a proposed share purchase plan to be conducted as if Australian Securities and Investments Class Order 09/425 applies to the plan and pursuant to which each shareholder (including related parties) will be offered \$15,000 worth of shares at an issue price of \$0.033, together with one attaching option for every share subscribed, under a prospectus (the "SPP").</p> <p>1.1. A waiver from listing rule 10.11 to the extent necessary to permit the Company to issue related parties one attaching option for every share subscribed under the SPP, without shareholder approval, on the following conditions.</p> <p>1.1.1. Shareholders approve the issue of options under the SPP for the purposes of listing rule 7.1.</p> <p>1.1.2. Related parties are offered securities under the SPP on the same terms as other shareholders.</p> <p>1.1.3. Related parties do not participate in the SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a securities purchase plan.</p> <p>Present Application The Company is proposing to conduct the SPP which includes the offer of one attaching option for every share subscribed under the SPP at a fixed issue price. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 8 of listing rule 10.12 exempts related party participation in securities purchase plans from the requirement for prior ordinary security holder approval where the offers do not exceed the maximum amount permitted to be issued to existing security holders without the issue of a disclosure document, in accordance with the relief granted by ASIC in Class Order 09/425. The exception allows this as it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 8 of listing rule 10.12 (or exception 15 of listing rule 7.2) with regard to the shares to be issued under the</p>

Register of ASX Listing Rule Waivers

SPP because its securities have been suspended from trading for more than five days in the previous 12 months (although ASX has granted the Company a standard waiver from listing rules 7.1 and 10.11 in accordance with Guidance Note 17 on the basis that the Company will be issuing a prospectus under section 713 of the Corporations Act and the SPP will otherwise comply with ASIC Class Order 09/425). ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan, and the standard waivers from listing rules 7.1 and 10.11 granted to the Company similarly do not extend to the attaching options proposed to be issued to shareholders, including related parties, under the SPP. Accordingly, the Company proposes to seek shareholder approval pursuant to listing rule 7.1 for the issue of the attaching options. While the offer of attaching options does not have the benefit of ASIC Class Order 09/425 or a standard waiver from listing rule 10.11, related parties will participate in the SPP, including the offer of attaching options, on the same basis as any other eligible shareholder and are not permitted to participate in any shortfall. Related party participation in the SPP, including the offer of attaching options, is therefore consistent with the policy basis of exception 8 of listing rule 10.12.

Rule Number	10.13.3
Date	15/12/2016
ASX Code	RER
Listed Company	REGAL RESOURCES LIMITED
Waiver Number	WLC160481-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Regal Resources Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting ("Notice") seeking shareholder approval for the issue of conversion shares ("Loan Conversion Shares") pursuant to the convertible loan agreement ("Loan Agreement") with Tembo Capital Mining Fund LP ("Tembo") under which Tembo may provide the Company up to US\$3,000,000 ("Loan") not to state that the Loan Conversion Shares will be issued within one month of the date of the date of the shareholders meeting and not to include an issue price, subject to the following conditions:</p> <p>1.1. The Company issues the Loan Conversion Shares no later than 28 November 2017, being 20 business days from the maturity date of 31 October 2017 ("Maturity Date").</p> <p>1.2. The Notice states that the deemed issue price of the Loan Conversion Shares will be calculated pursuant to a formula which is detailed in the Notice and will be no lower than US\$0.006867 per share ("Floor Conversion Price") and the Floor Conversion Price will be adjusted in an inverse proportion to the ratio of the proposed 15:1 consolidation ("Consolidation") and set at US\$0.103005 (if the Consolidation is approved by shareholders).</p> <p>1.3. If the Company releases its annual report during a period in which the Loan Conversion Shares are issued or remain to be issued, the annual report discloses details of the Loan Conversion Shares that have been issued and any Loan Conversion Shares remaining to be issued.</p> <p>1.4. The Company releases the terms of the waiver to the market immediately.</p>
Basis For Decision	<p>Underlying Policy Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. 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 has entered into the Loan Agreement with Tembo pursuant to which Tembo will be able to convert such part of the</p>

Register of ASX Listing Rule Waivers

Loan at its election. However, Tembo may only convert the amount outstanding to the extent that it maintains its current voting powers in the Company or it falls within the "3% creep" exception to section 606 in section 611 item 9. The Loan is repayable by 31 October 2017 and Tembo may elect to convert all or some of the repayment amount into shares within 10 business days of the Maturity Date ("Election Notice"). Pursuant to the terms of the Loan Agreement, the Company has 10 business days from the date of the Election Notice to issue the Loan Conversion Shares (totalling 20 business days from the Maturity Date).

Interest on the Loan Agreement will be payable at a rate of 8% per annum. Any Loan Conversion Shares issued in satisfaction of the Loan Agreement will have a deemed issue price which is calculated according to a formula detailed in the Notice. The structure for the issue of the Loan Conversion Shares is outlined in the Notice. The interest rate and period of time over which Interest Shares may be issued is fixed and the extension of approximately 10 months is not considered to be an excessive period. In the context of a convertible loan agreement, there is a sufficient degree of certainty about the basis for calculation of the number Loan Conversion Shares to be issued for shareholders to be able to give their informed consent to the issue of the Loan Conversion Shares over the relevant period.

Rule Number	10.13.5
Date	15/12/2016
ASX Code	RER
Listed Company	REGAL RESOURCES LIMITED
Waiver Number	WLC160481-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Regal Resources Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the notice of meeting ("Notice") seeking shareholder approval for the issue of conversion shares ("Loan Conversion Shares") pursuant to the convertible loan agreement ("Loan Agreement") with Tembo Capital Mining Fund LP ("Tembo") under which Tembo may provide the Company up to US\$3,000,000 ("Loan") not to state that the Loan Conversion Shares will be issued within one month of the date of the date of the shareholders meeting and not to include an issue price, subject to the following conditions:</p> <p>1.1. The Company issues the Loan Conversion Shares no later than 28 November 2017, being 20 business days from the maturity date of 31 October 2017 ("Maturity Date").</p> <p>1.2. The Notice states that the deemed issue price of the Loan Conversion Shares will be calculated pursuant to a formula which is detailed in the Notice and will be no lower than US\$0.006867 per share ("Floor Conversion Price") and the Floor Conversion Price will be adjusted in an inverse proportion to the ratio of the proposed 15:1 consolidation ("Consolidation") and set at US\$0.103005 (if the Consolidation is approved by shareholders).</p> <p>1.3. If the Company releases its annual report during a period in which the Loan Conversion Shares are issued or remain to be issued, the annual report discloses details of the Loan Conversion Shares that have been issued and any Loan Conversion Shares remaining to be issued.</p> <p>1.4. The Company releases the terms of the waiver to the market immediately.</p>
Basis For Decision	<p>Underlying Policy Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company has entered into the Loan Agreement with Tembo pursuant to which Tembo will be able to convert such part of the Loan at its election. However, Tembo may only convert the amount outstanding to the extent that it maintains its current voting powers in the Company or it falls within the "3% creep" exception to section</p>

Register of ASX Listing Rule Waivers

606 in section 611 item 9. The Loan is repayable by 31 October 2017 and Tembo may, within 10 business days of 31 October 2017, elect to convert all or some of the Repayment Amount into shares. Interest accrues at the rate of 8% per annum and the time period of time over which interest accrues is fixed. The Loan Conversion Shares issued in satisfaction of the Loan will comprise of both principal and interest which has accrued. Any Loan Conversion Shares issued in satisfaction of the Loan Agreement will have a deemed issue price which is calculated according to a formula detailed in the Notice. The Company and Tembo have agreed to the Floor Conversion Price which provides shareholders certainty as to the maximum number of Loan Conversion Shares which may be issued. The Company and Tembo have also stipulated that the Floor Conversion Price will be adjusted in accordance with the proposed consolidation (if approved by shareholders). The structure for the issue of the Loan Conversion Shares is also outlined in the Notice. In the context of a convertible loan agreement, there is a sufficient degree of certainty about the basis for calculation of the number of securities to be issued for shareholders to be able to give their informed consent to the issue of the Loan Conversion Shares over the relevant period.

Rule Number	10.14
Date	16/12/2016
ASX Code	MRG
Listed Company	MURRAY RIVER ORGANICS GROUP LIMITED
Waiver Number	WLC160474-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Murray River Organics Group Limited (the "Company") a waiver from listing rule 10.14 to the extent necessary to permit the Company to issue, without shareholder approval, 192,307 performance rights under the Company's long term incentive plan and 384,615 performance rights as a one-off retention payment to the Company's Managing Director and director of the Company, Erling Sorensen and the Chief Operating Officer and director of the Company, Jamie Nemtsas (the "Executive Directors") (together the "LTIP Performance Rights"), on the following conditions.</p> <p>1.1. The Prospectus contains the information required by listing rule 10.15.</p> <p>1.2. The date by which the Company will issue the Performance Rights must be no later than 12 months from the date of the Company's admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p> <p>Present Application The Company has applied for admission to the official list. It intends to grant LTIP Performance Rights to its Executive Directors under the Company's long term incentive plan. Under listing rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to three years. The notice of meeting must contain the information required by listing rule 10.15 or listing rule 10.15A. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who subscribe under the IPO, with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval. The Prospectus contains adequate disclosure about the proposed issue of LTIP Performance Rights to its Executive Directors. The LTIP Performance Rights must be issued within 12 months of the Company's admission to the official list of ASX, which is consistent with the requirements of listing rule 10.15.</p>

Rule Number	11.4
Date	29/12/2016
ASX Code	4CE
Listed Company	FORCE COMMODITIES LIMITED
Waiver Number	WLC160482-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Sovereign Gold Company (the "Company") a waiver from listing rule 11.4 to the extent necessary to permit the Company, without seeking shareholder approval, to dispose of its wholly owned subsidiary Sovereign Gold Nevada Inc. ("SGN") to Marquee Resources Limited ("Marquee"), a newly incorporated entity that intends to seek admission to the ASX official list ("Spin Out") on the following conditions:</p> <p>1.1. The Company gives ASX an undertaking that during a period of six months from the date of first quotation of Marquee's securities on ASX, that the Company will not dispose of any securities in Marquee if such disposal would result in the Company and its subsidiaries ceasing to retain a 9.4% interest in Marquee (based on the number of fully paid ordinary shares on issue as at the date of commencement of official quotation). The undertaking must be executed as a deed.</p> <p>1.2. A priority offer is made to the Company's existing shareholders and an amount of not less than 13,500,000 fully paid shares are made available as part of the priority offer, such that existing shareholders will be given preference over other subscribers in the IPO of Marquee, except to the extent necessary for Marquee meet the spread requirements of the listing rules.</p>
Basis For Decision	<p>Underlying Policy Listing rule 11.4 prohibits a listed entity from disposing major asset if the entity is aware that the acquirer of asset intends to issue or offer securities with a view to becoming listed. The entity must not sell securities in the child entity and must make sure that the child entity does not issue securities with a view to becoming listed. The disposal is permitted if securities are to be offered pro rata to current security holders, or if security holder approval is obtained. This is a sufficiently significant matter for security holders to be consulted, and provides an opportunity to security holders to participate in any premium that may arise when the acquiring entity lists.</p>

Register of ASX Listing Rule Waivers

Present Application

The Company intends to dispose of its holding in SGN to Marquee, a newly incorporated entity that intends to seek admission to the ASX official list. SGN is the only asset being vended into Marquee, which will have a market capitalisation of \$4,800,000 at the time of admission. SGN is therefore a major asset that falls within the ambit listing rule 11.4. The disposal is to be effected by a sale of SGN to Marquee, which will conduct an initial public offering and apply for admission on ASX. The Company will provide ASX with an undertaking to retain an interest of between 9.4% in Marquee for a period of at least 6 months from the date of listing on ASX. Company shareholders who hold at least a marketable parcel will be able to participate in a priority offer in the IPO of Marquee, such that if all holders took up their entitlement, the eligible holders could hold collectively up to 13,500,000 shares, being 56.3% of Marquee, in addition to the Company retaining an interest of 9.4% in Marquee.

ASX Limited ABN 98 008 624 691 and its related bodies corporate reserve all rights in the material incorporated in this publication. No part of this publication may be photocopied, reproduced, transcribed into or stored in a retrieval system or any other form of electronic medium, nor may it be transmitted in any form or by any means whether electronic, mechanical or otherwise without the prior written approval of the General Manager, Market Information, ASX Limited. NO RESPONSIBILITY IS ACCEPTED FOR ANY INACCURACIES IN THE MATTER PUBLISHED

Rule Number	14.7
Date	21/12/2016
ASX Code	TWH
Listed Company	TW HOLDINGS LIMITED
Waiver Number	WLC160484-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants TW Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue no more than 150,000 Shares (a maximum of 100,000 Shares to Mr McHarrie and 50,000 Shares to Ms Edwardes) under the Public Offer to related parties ("Related Securities") as approved by the Company's shareholders at the general meeting held on 31 October 2016 ("Meeting"), later than three months after the date of the Meeting, on the following conditions.</p> <p>1.1. The Related Securities must be issued no later than five months from the date of the Meeting.</p> <p>1.2. The Related Securities are issued pursuant to the relevant terms and conditions set out in the notice issued for the Meeting.</p> <p>1.3. The circumstances of the Company have not changed materially since the holders of Shares approved the issue of the Related Securities.</p> <p>1.4. The terms of this waiver are immediately released to the market.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application Standard Decision, refer to Guidance Note 17.</p>

Rule Number	15.16(c)
Date	21/12/2016
ASX Code	WGF
Listed Company	WATERMARK GLOBAL LEADERS FUND LIMITED
Waiver Number	WLC160475-002
Decision	Based solely on the information provided, ASX Limited ("ASX") grants Watermark Global Leaders Fund Limited (the "Company") a waiver from listing rule 15.16(c) to the extent necessary to permit the Company to end the investment management agreement between the Company and Watermark Funds Management Pty Ltd (the "Manager") (the "Management Agreement") on three months' notice after shareholders pass an ordinary resolution to remove the Manager subsequent to the Initial Term.
Basis For Decision	<p>Underlying Policy Listing rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide: that the manager may only end the management agreement if it has given at least 3 months' notice; if the term of the agreement is fixed, it must not be for more than 5 years; and if the agreement is extended past 5 years, it will end on three months' notice after an ordinary resolution is passed to end it. This rule ensures that managers give adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period longer than 5 years without providing security holders of the entity the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management arrangement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p>Present Application This is a companion waiver to the waiver from listing rule 15.16(b) which allows the Company to end the Management Agreement on three months' notice after shareholders pass an ordinary resolution to remove the Manager subsequent to an initial term of 10, rather than five, years.</p>

Rule Number	15.16(b)
Date	21/12/2016
ASX Code	WGF
Listed Company	WATERMARK GLOBAL LEADERS FUND LIMITED
Waiver Number	WLC160475-001
Decision	<p>Based solely on the information provided, ASX Limited ("ASX") grants Watermark Global Leaders Fund Limited (the "Company") a waiver from listing rule 15.16(b) to the extent necessary to permit Watermark Funds Management Pty Ltd (the "Manager") to continue to act as manager of the Company's portfolio in accordance with the terms of the investment management agreement between the Company and the Manager dated 26 October 2016 (the "Management Agreement") for a period of up to 10 years from the date of issue of the shares and Options pursuant to the Prospectus (the "Initial Term").</p>
Basis For Decision	<p>Underlying Policy Listing rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide: that the manager may only end the management agreement if it has given at least 3 months' notice; if the term of the agreement is fixed, it must not be for more than 5 years; and if the agreement is extended past 5 years, it will end on three months' notice after an ordinary resolution is passed to end it. This rule ensures that managers give adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period longer than 5 years without providing security holders of the entity the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management arrangement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p>Present Application The Company has applied for admission to the official list of ASX as an investment entity. The Company and the Manager have entered into the Management Agreement, details of which are disclosed in the Prospectus. The Management Agreement has an initial term of five years and will automatically be extended for successive one year periods, unless terminated earlier. The Company is seeking to extend the initial term to 10 years from the date of issue of the shares and Options under the Prospectus. After this term, the Company may terminate the Management Agreement on six months' notice or on three months' notice if shareholders pass an ordinary resolution directing the Company to remove the Manager. The Manager is not entrenched beyond the initial term of 10 years. An initial term of 10 years provides an appropriate balance between the desire of managers to protect their products for long enough to recoup their initial investment and the right of security holders to end a management agreement after a reasonable fixed term.</p>