



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

**1 to 15 September 2017**

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

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

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- Customer Service Centre on 131 279**

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| <b>Rule Number</b>        | 1.1 condition 12   |
| <b>Date</b>               | 12/09/2017   |
| <b>ASX Code</b>           | CLI  |
| <b>Listed Company</b>     | CROPLOGIC LIMITED  |
| <b>Waiver Number</b>      | WLC170220-001  |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Croplogic Limited (the "Company") a waiver from Listing Rule 1.1. condition 12 to permit the Company to have on issue 1,125,925 Performance Rights for nil consideration.  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>           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><b>Present Application</b><br/>           The Company has applied for admission to the official list of the ASX. The Company has issued 1,125,925 Performance Rights, as part of a long term incentive scheme for the Managing Director and Chief Financial Officer. The Performance Rights will be issued for nil consideration and can be transferred into shares on a one-for-one basis, subject to the achievement of certain performance milestones. The performance milestones are linked to the volume weighted average share price of the Company over a 30 day trading period ("Performance Milestones"). The Performance Rights will represent between 0.9% and 1% of the total issued capital of the Company at the time of listing. The Performance Rights are divided into three classes, with separate Performance Milestones and expiry dates. The Performance Rights expire within three years of the Company being admitted to the official list of ASX. The number and the terms of the Performance Rights were clearly disclosed to shareholders in the Prospectus dated 13 July 2017 on pages 55 and pages 106 to 107. The terms of the "Incentive Performance Rights Plan" were defined on pages 116 to 119. The terms of the Performance Rights, including the performance milestones are sufficiently genuine and accordingly it is proposed to grant the waiver as the issue of the Performance Rights does not undermine the 20 cent rule.</p> |

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| <b>Rule Number</b>        | 1.1 condition 12   |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | SXI  |
| <b>Listed Company</b>     | SOUTH EAST ASIA RESOURCES LIMITED  |
| <b>Waiver Number</b>      | WLC170242-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants South East Asia Resources Limited a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the exercise price of up to 65,250,000 attaching options proposed to be issued in conjunction with the placement and 5,000,000 lead manager options (together the "Options") not to be at least \$0.20, on the following conditions.</p> <p>1.1. The exercise price of the Options is not less than the capital raising price of \$0.02; and</p> <p>1.2. Security holders specifically approve the exercise price of the Options as part of the approvals obtained under Listing Rule 11.1.2 for the acquisition.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 1.8 condition 11  |
| <b>Date</b>               | 11/09/2017  |
| <b>ASX Code</b>           | RTC   |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2   |
| <b>Waiver Number</b>      | WLC170236-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from condition 11 of Listing Rule 1.8 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> An entity must be approved to act as an issuer of quoted securities under the operating rules of an approved clearing and settlement (CS) facility, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b><br/> The debt securities of the Issuer being quoted are wholesale debt securities. The debt securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| <b>Rule Number</b>        | 1.8 condition 11  |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | SS7   |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST   |
| <b>Waiver Number</b>      | WLC170241-001   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from condition 11 of Listing Rule 1.8 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>An entity must be approved to act as an issuer of quoted securities under the operating rules of an approved clearing and settlement (CS) facility, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b><br/>The debt securities of the Issuer being quoted are wholesale debt securities. The debt securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |

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| <b>Rule Number</b>        | 2.1 condition 2  |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | SXI  |
| <b>Listed Company</b>     | SOUTH EAST ASIA RESOURCES LIMITED  |
| <b>Waiver Number</b>      | WLC170242-002  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants South East Asia Resources Limited a waiver from Listing Rule 2.1 condition 2 to the extent necessary to permit the issue price of the Capital Raising Shares not to be at least \$0.20 each on the following conditions:</p> <p>1.1. the issue price of the Capital Raising Shares is not less than \$0.02 each ("Issue Price"); and</p> <p>1.2. Security holders approve the Issue Price of the Capital Raising Shares as part of the approvals obtained under Listing Rule 11.1.2 for the acquisition.</p> <p>2. ASX has considered Listing Rules 1.1 condition 12 and 2.1 condition 2 only and makes no statement as to the Company's compliance with other listing rules.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 2.1 condition 3   |
| <b>Date</b>               | 11/09/2017  |
| <b>ASX Code</b>           | RTC   |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2   |
| <b>Waiver Number</b>      | WLC170236-002   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from condition 3 of Listing Rule 2.1 to the extent necessary that the Trust's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX. |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>CHES requirements relating to an entity's securities must be satisfied, except in jurisdiction where entity's securities cannot be CHES approved - supports integrity of ASX market.</p> <p><b>Present Application</b><br/>Securities of entity to be settled outside of CHES - waiver granted on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>   |

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| <b>Rule Number</b>        | 2.1 condition 3   |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | SS7   |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST   |
| <b>Waiver Number</b>      | WLC170241-002   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from condition 3 of Listing Rule 2.1 to the extent necessary that the Trust's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b><br/> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> |



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| <b>Rule Number</b>        | 3.10.5  |
| <b>Date</b>               | 11/09/2017  |
| <b>ASX Code</b>           | RTC   |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2   |
| <b>Waiver Number</b>      | WLC170236-003   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from Listing Rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.  |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Entity must tell ASX of issue of securities - if issue is not a bonus issue or pro rata issue entity must give ASX an Appendix 3B - entity must tell ASX if any securities are restricted securities or subject to voluntary escrow - maintains informed market.</p> <p>Present Application<br/>With respect to an issue of Notes not quoted on ASX entity must tell ASX but does not have to lodge Appendix 3B - entity must notify ASX of an issue of Notes quoted on ASX and lodge Appendix 3B - maintains informed market.</p> |

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| <b>Rule Number</b>        | 3.10.5   |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | SS7  |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST  |
| <b>Waiver Number</b>      | WLC170241-003  |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from Listing Rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market.</p> <p><b>Present Application</b><br/>The securities of the Issuer being quoted are wholesale debt securities. The Issuer issues other debt securities that are not to be quoted on ASX. With respect to an issue of debt securities not quoted on ASX, the entity has to tell ASX but does not have to lodge an Appendix 3B. The information required by an Appendix 3B would not be relevant for an issue of such securities. The entity must still notify ASX of an issue of debt securities to be quoted on ASX and lodge an Appendix 3B in order to maintain an informed market.</p> |

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| <b>Rule Number</b>        | 6.18  |
| <b>Date</b>               | 8/09/2017   |
| <b>ASX Code</b>           | ZML   |
| <b>Listed Company</b>     | ZIPMONEY LTD  |
| <b>Waiver Number</b>      | WLC170249-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants zipMoney Limited (the "Company") a waiver from Listing Rule 6.18 to the extent necessary to permit Westpac Banking Corporation and its related bodies corporate ("Westpac") to maintain, by way of a right to participate in any issue of securities or to subscribe for securities, its percentage interest in the issued share capital of the Company ("Top Up Right") in respect of a diluting event which occurs or is announced following completion of the issue of 49,382,716 shares to Westpac ("Placement") so that Westpac holds up to 17.16% voting power in the Company, on the following conditions.</p> <p>1.1. The Top Up Right lapses on the earlier of:</p> <p>1.1.1. the date on which Westpac (or its respective nominees or custodians) cease to hold in aggregate at least 10% voting power in the Company (other than as a result of shares (or equity securities) to which the Top Up Right applies and in respect of which Westpac is still entitled to exercise, or has exercised, the Top Up Right);</p> <p>1.1.2. the date on which Westpac (or its respective nominees or custodians) voting power in the Company exceeds 25%;</p> <p>1.1.3. the strategic relationship between the Company and Westpac ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Top-Up Right may only be transferred to an entity which is a wholly owned subsidiary of Westpac.</p> <p>1.3. Any securities issued under the Top Up Right are offered to Westpac for cash consideration that is:</p> <p>1.3.1. no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration); or</p> <p>1.3.2. equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).</p> <p>1.4. The number of securities that may be issued to Westpac under the Top Up Right in the case of any diluting event must not be greater than the number required in order for Westpac to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Top Up Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Top Up Right.</p> <p>1.6. The Company immediately releases the terms of the waiver to market.</p> |
| <b>Basis For Decision</b> | <p>Underlying Policy</p> <p>This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other Listing Rules, principally Listing Rule 7.1.</p>  |

## Register of ASX Listing Rule Waivers

### Present Application

The Company and Westpac have entered into a strategic relationship in conjunction with Westpac making a strategic equity investment in the Company by acquiring approximately 17.16% of the Company's issued share capital through the Placement. As part of the strategic relationship, Westpac and the Company have agreed to explore the integration of the Company's products and services across Westpac's network throughout Australia as well as other initiatives including the potential provision of currently in-development business-to-business products and services to Westpac, each with the potential to provide significant benefits to the Company.

ASX's policy permits listed entities to enter into agreements of this nature with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The nature of the relationship between the Company and Westpac is consistent with this policy. The Top Up Right cannot be transferred outside the corporate group of Westpac. The waiver is granted to permit the Top Up Right while the strategic relationship continues.

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| <b>Rule Number</b>        | 6.23.2   |
| <b>Date</b>               | 21/09/2017   |
| <b>ASX Code</b>           | SWL  |
| <b>Listed Company</b>     | SEYMOUR WHYTE LIMITED  |
| <b>Waiver Number</b>      | WLC170238-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Seymour Whyte Limited ('the Company') in connection with a proposed scheme of arrangement (the 'Scheme') for VINCI Construction International Network (or its nominee) ('VINCI') to acquire 100% of the share capital in the Company, a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration, and without shareholder approval the following options:</p> <p>1.1. 1,211,871 long term incentive options issued in the 2016 financial year with a zero exercise price and which are subject to performance measures for the period 1 July 2015 to 30 June 2018; and</p> <p>1.2. 2,272,990 long term incentive options issued in FY 17 with a zero exercise price and which are subject to performance measures for the period 1 July 2016 to 30 June 2019 (together the 'Options').</p> <p>2. Resolution 1 is conditional on the following:</p> <p>2.1. the Company lodging an announcement on the ASX Market Announcements Platform before the meeting for the approval of the Scheme by Company shareholders, stating that the Company has received a waiver from Listing Rule 6.23.2 to the extent necessary to enable it to cancel the Options referred to in resolutions 1.1 and 1.2;</p> <p>2.2. the Company providing confirmation to the ASX that the requisite majority of Company shareholders have approved VINCI acquiring 100% of the Company share capital through the Scheme under section 411 of the Corporations Act 2001 (Cth) ('the Act'); and</p> <p>2.3. a Court of competent jurisdiction making orders under section 411 (4) (b) of the Act approving the Scheme and such orders are lodged with the Australian Securities and Investments Commission.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 6.23.2  |
| <b>Date</b>               | 7/09/2017   |
| <b>ASX Code</b>           | TTS   |
| <b>Listed Company</b>     | TATTS GROUP LIMITED   |
| <b>Waiver Number</b>      | WLC170244-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tatts Group Limited (the "Company") in connection with the scheme of arrangement between the Company and its shareholders to give effect to the acquisition of the Company by Tabcorp Holdings Limited ("Tabcorp") (the "Scheme") a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration, and without shareholder approval, the following securities:</p> <p>1.1 465,273 unlisted performance rights exercisable at nil price expiring on or before 1 October 2017 ("Performance Rights").</p> <p>1.2 352,830 long term performance rights at nil exercise price and expiring on or before 1 September 2019 ("Long Term Performance Rights").</p> <p>on the following conditions:</p> <p>1.3 Full details of the cancellation of the Performance Rights and Long Term Performance Rights are contained in the scheme booklet for the Scheme.</p> <p>1.4 Securityholders of the Company approve, by the requisite majorities, the acquisition of the Company by Tabcorp (by way of Scheme of Arrangement under section 411 of the Corporations Act 2001 (Cth) (the "Corporations Act"), pursuant to which Tabcorp will acquire all the issued equity capital of the Company it does not already own and the Scheme has come into effect.</p> <p>1.5 A court of competent jurisdiction makes orders under section 411(4)(b) of the Corporations Act approving the Scheme and such orders are lodged with the Australian Securities and Investment Commission.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |

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| <b>Rule Number</b>        | 6.23.3  |
| <b>Date</b>               | 7/09/2017   |
| <b>ASX Code</b>           | WHC   |
| <b>Listed Company</b>     | WHITEHAVEN COAL LIMITED   |
| <b>Waiver Number</b>      | WLC170248-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Whitehaven Coal Limited (the "Company") a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to amend the terms of up to 17,700,000 performance rights granted (or proposed to be granted) to executives of the Company ("Rights") under its Equity Incentive Plan, such that the number of shares to be issued if the Rights vest (and, where applicable, are exercised) is adjusted in accordance with a formula prescribed in the Company's notice of annual general meeting, on the following conditions.</p> <p>1.1. Full details of the adjustment formula to be applied to the Rights is clearly set out to ASX's satisfaction in the notice of annual general meeting.</p> <p>1.2. Shareholders approve the adjustment to the Rights.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listing Rule 6.23.3 stipulates that changes to options which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b><br/>The Company is proposing to undertake a capital return. It is anticipated that the Company will have on issue up to 17,700,000 Rights immediately prior to the ex-date for the capital return. As the Rights do not have an exercise price, they cannot be adjusted in accordance with Listing Rule 7.22.3. The Company is therefore proposing to adjust the terms of the Rights, such that more shares are issued upon vesting (and, where applicable, exercise) to factor in the capital return. The Rights represent up to 1.73% of the Company's issued capital. As the number of Rights is not significant, it is considered appropriate to grant the waiver on condition that shareholders approve the proposed adjustment.</p> |

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| <b>Rule Number</b>        | 6.24   |
| <b>Date</b>               | 1/09/2017  |
| <b>ASX Code</b>           | CV1  |
| <b>Listed Company</b>     | CV CHECK LTD   |
| <b>Waiver Number</b>      | WLC170226-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants CVCheck 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 9,784,978 quoted options exercisable at \$0.30 and expiring on 3 October 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 of the Options, 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 \$0.225 before 15 September 2017, the Company immediately sends an option expiry notice to holders of Options.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |



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| <b>Rule Number</b>        | 6.24  |
| <b>Date</b>               | 31/08/2017  |
| <b>ASX Code</b>           | SVL   |
| <b>Listed Company</b>     | SILVER MINES LIMITED  |
| <b>Waiver Number</b>      | WLC170240-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Silver Mines 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 23,393,614 quoted options exercisable at \$0.30 each on or before 13 October 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 of the Options, 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 \$0.225 before 13 October 2017, the Company immediately sends an option expiry notice to holders of Options.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |

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| <b>Rule Number</b>        | 6.24   |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | SS7  |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST  |
| <b>Waiver Number</b>      | WLC170241-004  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from Appendix 6A paragraph 2 to the extent necessary to permit the Trust to follow a timetable for interest payments outlined in the Information Memorandum, on condition that on the next business day after an interest payment date the Issuer tells ASX the following.</p> <p>1.1. The record date for the next interest period.<br/> 1.2. The payment date for the next interest period.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> Listing Rule 6.24 requires an entity to comply with Appendix 6A which prescribes the timetable and information notification requirements for various corporate actions. This requirement ensures that security holders and the market are given timely information regarding their securities, and assists ASX to maintain orderly trading and settlement of securities. Paragraph 2 of Appendix 6A applies to interest payments on quoted debt securities.</p> <p><b>Present Application</b><br/> The securities of the Issuer being quoted are wholesale debt securities. These securities are required to pay interest monthly. The record date for the notes is two business days before an interest payment date. The waiver is granted on the condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made. This requirement ensures that an informed market is maintained.</p> |

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| <b>Rule Number</b>        | 6.24   |
| <b>Date</b>               | 4/09/2017  |
| <b>ASX Code</b>           | TAG  |
| <b>Listed Company</b>     | TAG PACIFIC LIMITED  |
| <b>Waiver Number</b>      | WLC170243-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tag Pacific 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 9,965,872 quoted options exercisable at \$0.1929 and expiring on 4 October 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 \$0.1447 before 4 October 2017, the Company immediately sends an option expiry notice to holders of Options.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 7.1  |
| <b>Date</b>               | 8/09/2017  |
| <b>ASX Code</b>           | APC  |
| <b>Listed Company</b>     | AUSTRALIAN POTASH LIMITED  |
| <b>Waiver Number</b>      | WLC170222-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, and subject to Resolution 2, ASX Limited ("ASX") grants Australian Potash Limited (the "Company") a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be no less than the lower of:</p> <p>1.1.1. the issue price of the shares issued under the placement announced by the Company on 14 August 2017 (being \$0.10 per share); and</p> <p>1.1.2. 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue by the Company.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b><br/>ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 15 of Listing Rule 7.2 exempts these 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 exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement and the SPP at a fixed price (\$0.10 per</p> |

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share) on 14 August 2017. The terms of the SPP in this case are such that the price of securities under the SPP will be the same price as securities issued under the placement, which was at a discount of approximately 21.26% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the placement) were announced (as opposed to the maximum discount allowable under the SPP exception of 20%). The proposed discount is within precedent of not more than 25%. The requirements of the SPP exception are therefore not met. In the interests of fairness, unrelated security holders are to be offered securities under the SPP at the placement price. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.

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| <b>Rule Number</b>        | 7.1   |
| <b>Date</b>               | 29/08/2017  |
| <b>ASX Code</b>           | ABA   |
| <b>Listed Company</b>     | AUSWIDE BANK LTD  |
| <b>Waiver Number</b>      | WLC170223-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Auswide Bank Limited (the "Company") a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue shares pursuant to an underwriting agreement for the Company's dividend reinvestment plan ("DRP") in respect of a dividend announced on 18 August 2017 without obtaining shareholder approval, on the following conditions.</p> <p>1.1 The underwritten shares are issued within 15 business days of the dividend payment date.</p> <p>1.2 Related parties and their associates do not act as underwriter or sub-underwriters to the DRP unless they obtain prior shareholder approval under Listing Rule 10.11.</p> <p>1.3 The DRP does not contain a limit on shareholder participation.</p> <p>1.4 Any shares issued in accordance with the instructions of the underwriter or sub-underwriter were issued at a price equal to or greater than the price at which other shares under the DRP are issued.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |

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| <b>Rule Number</b>        | 7.1  |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | KSN  |
| <b>Listed Company</b>     | KINGSTON RESOURCES LIMITED   |
| <b>Waiver Number</b>      | WLC170233-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Kingston Resources Limited ("Company"), in connection with the proposed merger with Canadian-incorporated company WCB Resources Limited ("WCB") listed on the TSX Venture Exchange in Toronto, Canada ("TSXV") by way of a Plan of Arrangement ("Plan") under the Business Corporations Act (British Columbia), a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue up to 302,601,974 shares to WCB shareholders and 1,350,000 options to WCB warrant holders as Plan consideration pursuant to the Plan, without obtaining the approval of the Company's shareholders.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including issues made under a merger by way of scheme of arrangement under the Corporations Act.</p> <p><b>Present Application</b><br/> The Company is undertaking a merger with a Canadian incorporated company by way of an arrangement under the Canadian Business Corporations Act (British Columbia). The process is substantially similar to a scheme of arrangement under the Corporations Act. Issues of securities made as scheme consideration to 'target' shareholders where the target is an Australian incorporated entity that undertakes a scheme of arrangement under the Corporations Act are not required to be approved by shareholders, under exception 5 of Listing Rule 7.2. The Canadian arrangement process is substantially similar to the Australian scheme of arrangement. The waiver is granted as the rationale for the exception in Listing Rule 7.2 exception 5 is equally applicable where the target is a foreign incorporated entity and the merger process is substantially similar to the Australian scheme of arrangement.</p> |

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| <b>Rule Number</b>        | 7.1   |
| <b>Date</b>               | 8/09/2017   |
| <b>ASX Code</b>           | WBC   |
| <b>Listed Company</b>     | WESTPAC BANKING CORPORATION   |
| <b>Waiver Number</b>      | WLC170246-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") in relation to an issue by Westpac Banking Corporation (the "Company") of securities that will qualify as Additional Tier 1 Capital of the Company ("Capital Securities") grants a waiver from Listing Rule 7.1 in relation to the issue of fully paid ordinary shares in the Company ("Shares") on conversion of the Capital Securities, provided that the only circumstances in which the Capital Securities may convert into Shares under the Capital Securities terms is upon the occurrence of a common equity capital trigger event, which may be determined by either Australian Prudential Regulatory Authority ("APRA") or the Company and notified to APRA, or of a non-viability trigger event which is solely determined by APRA.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b><br/>The Capital Securities will be issued in the form of unsecured notes or debentures. It is an APRA requirement under the Basel III amendments to the prudential standards relating to Tier 1 securities for those securities to include a capital trigger event clause and a non-viability conversion into equity clause. A capital trigger event may be determined by either APRA or the Company and notified to APRA, which may require the conversion of a number of Capital Securities into ordinary shares in the Company. A non-viability trigger event is exercisable solely by APRA, which may require the conversion of a number of Capital Securities into ordinary shares in the Company. Both events are only able to be triggered in limited circumstances.<br/>In the event either the common equity capital trigger event clause or non-viability trigger event clause are invoked, the Capital Securities by their terms will become immediately convertible into ordinary shares in the Company. In order to satisfy the Basel III prudential standards, the Company must ensure that at the time of issue of Capital Securities and on a continuing basis, there are no legal or other impediments to issuing the relevant number of ordinary shares on conversion of Capital Securities and all necessary</p> |



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authorisations have been obtained to effect conversion. It is therefore considered appropriate to grant a waiver from Listing Rule 7.1 to permit the conversion of Capital Securities into ordinary shares without shareholder approval provided that the only circumstances in which the Capital Securities may convert into Shares under the Capital Securities terms is upon the occurrence of a common equity capital trigger event, which may be determined by either APRA or the Company and notified to APRA, or of a non-viability trigger event which is solely determined by APRA.

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| <b>Rule Number</b>        | 7.3.8  |
| <b>Date</b>               | 1/09/2017  |
| <b>ASX Code</b>           | TYX  |
| <b>Listed Company</b>     | TYRANNA RESOURCES LIMITED  |
| <b>Waiver Number</b>      | WLC170247-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tyranna Resources Limited (the "Company") a 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 eligible shareholder will be offered \$15,000 worth of shares at an issue price of \$0.017, together with one free-attaching option for each share, under a prospectus from Listing Rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of general meeting to approve the issue of up to 58,823,529 free attaching options exercisable at \$0.04 each on or before the date that is 4 years after the date of issue ("Expiry Date"), under the proposed Share Purchase Plan ("SPP") not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on the following conditions:</p> <p>1.1. That the SPP is not underwritten and if it is underwritten the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.</p> <p>1.2. That the Company excludes any votes cast on that resolution by any investor who received shares under any SPP shortfall.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> 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><b>Present Application</b><br/> The Company is proposing to conduct a share purchase plan (the "SPP") which includes the offer of one free attaching option for every share subscribed for 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</p> |

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considered to be fair to them. The Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of Listing Rule 7.2 with regard to the options to be issued under the SPP. ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan. The Company is proposing to seek shareholder approval for the purposes of Listing Rule 7.1 for the issue of the options subject to 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. If an investor receives shares under the SPP shortfall, then the votes of that investor are to be excluded.

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| <b>Rule Number</b>        | 8.2   |
| <b>Date</b>               | 11/09/2017  |
| <b>ASX Code</b>           | RTC   |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2   |
| <b>Waiver Number</b>      | WLC170236-004   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from Listing Rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver of Listing Rule 2.1 condition 3 operates. |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Entity to provide issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for certificated subregister - supports ASX market.</p> <p>Present Application<br/>Companion waiver to Listing Rule 2.1 condition 3.</p>  |

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| <b>Rule Number</b>        | 8.2   |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | SS7   |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST   |
| <b>Waiver Number</b>      | WLC170241-005   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from Listing Rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver of Listing Rule 2.1 condition 3 operates.  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/> An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b><br/> This is a companion waiver to the waiver from Listing Rule 2.1 condition 3 granted to the Issuer.</p> |

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| <b>Rule Number</b>        | 8.10  |
| <b>Date</b>               | 11/09/2017  |
| <b>ASX Code</b>           | RTC   |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2   |
| <b>Waiver Number</b>      | WLC170236-005   |
| <b>Decision</b>           | 1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from Listing Rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes from the date which is 8 calendar days before an interest payment date or maturity date of the notes.                      |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Entity must not interfere with transfer document relating to quoted securities - protects integrity of ASX market.</p> <p>Present Application<br/>Entity required to close register of a series of Notes from the close of business 8 calendar days prior to each distribution date and maturity date - enables register to be up to date on distribution date and maturity date for that series of Notes - common arrangements for these types of securities.</p> |

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| <b>Rule Number</b>        | 8.10   |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | SS7  |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST  |
| <b>Waiver Number</b>      | WLC170241-006  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from Listing Rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes:</p> <p>1.1. from the date which is 2 business days before each distribution payment date in relation to the Notes until that interest payment date; and</p> <p>1.2. if in contravention of clause 4.10 of the Series Supplement or clause 10 of the Master Trust Deed,</p> <p>on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>   |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b><br/>The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. The Issuer is required to close the register of a series of debt securities from the close of business two business days prior to an interest payment date or the maturity date; or where the transfer does not comply with requirements of relevant provisions of the Series Supplement or the Master Trust Deed. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p> |

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| <b>Rule Number</b>        | 8.21   |
| <b>Date</b>               | 11/09/2017   |
| <b>ASX Code</b>           | RTC  |
| <b>Listed Company</b>     | RESIMAC TRIOMPHE TRUST PREMIER 2017-2  |
| <b>Waiver Number</b>      | WLC170236-006  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2017-2 a waiver from Listing Rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p> |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Entity must comply with Appendix 8A - time limits for CHESSE requirements - maintains orderly market - supports ASTC Settlement Rules - supports integrity of ASX market.</p> <p><b>Present Application</b><br/>Transaction in entity's securities settled outside CHESSE - institutional nature of the likely holders - waiver granted to the extent that transactions are settled outside CHESSE.</p>  |



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| <b>Rule Number</b>        | 8.21  |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | SS7   |
| <b>Listed Company</b>     | SMART ABS SERIES 2017-2 TRUST   |
| <b>Waiver Number</b>      | WLC170241-007   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited (the "Issuer") in its capacity as trustee of the SMART ABS Series 2017-2 Trust (the "Trust") a waiver from Listing Rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p> |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b><br/>The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>   |

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| <b>Rule Number</b>        | 9.7   |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | BTH   |
| <b>Listed Company</b>     | BIGTINCAN HOLDINGS LIMITED  |
| <b>Waiver Number</b>      | WLC170224-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bigtincan Holdings Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to permit the Company to allow UBS Nominees Pty Ltd (the "Custodian"), to transfer 72,115 ordinary shares in the Company ("Restricted Securities") which are restricted for a period of 12 months until 15 March 2018 ("Escrow Period") under Listing Rule 9.1.3, to PM Capital Limited ("PM Capital"), as responsible entity for PM Capital Australian Companies Fund.</p> <p>2. Resolution 1 is subject to a number of conditions that:</p> <p>2.1. a restriction agreement in the form of Appendix 9A is entered into for the balance of the Escrow Period of the Restricted Securities by the Company and PM Capital;</p> <p>2.2. a copy of the new restriction agreement is provided to ASX;</p> <p>and</p> <p>2.3. the Company instructs its share registry to immediately reinstate holding locks on the Restricted Securities for the balance of the Escrow Period and not to remove the holding locks without ASX approval.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |

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| <b>Rule Number</b>        | 9.7  |
| <b>Date</b>               | 13/09/2017   |
| <b>ASX Code</b>           | ICI  |
| <b>Listed Company</b>     | ICANDY INTERACTIVE LIMITED   |
| <b>Waiver Number</b>      | WLC170230-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants iCandy Interactive Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to permit the Company to enter into a new restriction agreement with Fatfish Internet Pte Ltd (as holder), Fatfish Global Ventures AB (as intermediary) and Fatfish Internet Group Limited (as controller) concerning the 187,500,001 ordinary shares ("Restricted Securities") held by Fatfish Internet Pte Ltd restricted until 4 February 2018 in accordance with Listing Rule 9.1.3.</p> <p>2. Resolution 1 is subject to the conditions that:</p> <p>2.1. A new restriction agreement in the form of Appendix 9A is entered into for the balance of the escrow period of the Restricted Securities;</p> <p>2.2. A copy of the new restriction agreement is provided to ASX; and</p> <p>2.3. The Company instructs the share registry to reinstate the holding locks on the Restricted Securities for the balance of the escrow period and not to remove the holding locks without ASX's approval.</p>  |
| <b>Basis For Decision</b> | <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> |

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### Present Application

The restricted securities were issued to Fatfish Internet Pte Ltd in accordance with Clause 3 of Appendix 9B at the time of the Company's admission to the official list. Fatfish Internet Group Limited also executed the agreement as the controller of Fatfish Internet Pte Ltd. The Company seeks a waiver in the context of a proposed internal restructure and spin out of a new entity, Fatfish Global Ventures AB on the Nasdaq First North Exchange. The restructure will result in a dilution of Fatfish Internet Group Limited's holding in Fatfish Internet Pte Ltd from 100% to a minimum of 61.6%. The parties are proposing to enter into a new restriction agreement which would include Fatfish Global Ventures AB as a party, for the remaining restriction period. While there is a change in beneficial ownership it is proposed to grant the waiver as the parties will enter into a new restriction agreement for the remaining restriction period and this is not considered to undermine the escrow regime.

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| <b>Rule Number</b>    | 10.1   |
| <b>Date</b>           | 8/09/2017  |
| <b>ASX Code</b>       | EGS  |
| <b>Listed Company</b> | EASTERN GOLDFIELDS LIMITED   |
| <b>Waiver Number</b>  | WLC170227-001  |
| <b>Decision</b>       | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Eastern Goldfields Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant a second ranking security over the assets of the Company in favour of Investmet Limited ("Investmet") (the "Security") to secure the Company's obligations under a secured loan agreement with an aggregate principal amount not exceeding \$10,000,000 (the "Facility") provided by Investmet without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Investmet exercises their rights under the Security, neither Investmet nor any of their associates can acquire any legal or beneficial interest in an asset of the Company or its subsidiaries in full or part satisfaction of the Company's obligations under the Security, or otherwise deal with the assets of the Company or its subsidiaries, without the Company first having complied with any applicable Listing Rules, including Listing Rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person) appointed by Investmet exercising their power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to the Lender or any of its associates in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Security is made in each annual report of the Company during the term of the Security.</p> <p>1.3. Any variations to the terms of the Security which is:</p> <p>1.3.1. not a minor change; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company and Investmet must seek to discharge the Security when the funds advanced to the Company are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Security for any further period.</p> <p>1.5. The Company immediately releases to the market an announcement which sets out the terms of the waiver, and the Company's plans with respect to the (i) repayment of the funds advanced under the Facility, and (ii) discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur.</p> |

## Register of ASX Listing Rule Waivers

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| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b><br/>The Company is proposing to grant to Investmet a second ranking security over all of its assets in respect of the existing Facility pursuant to which Investmet has agreed to provide a loan facility to the Company of an aggregate principal amount not exceeding \$10,000,000. It is proposed that the Company's existing obligations under the Facility will be secured by its assets. A director of the Company controls Investmet. The use of the Company's assets as collateral constitutes the disposal of an asset for the purposes of Listing Rule 10.1. The Company is granted a waiver from Listing Rule 10.1 to enable it to have in place a general and second ranking security over its assets in favour of Investmet (a related party), subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither Investmet or any of their associates are entitled to acquire the assets without the Company first complying with any applicable Listing Rules, including Listing Rule 10.1. This condition provides a sufficient safeguard against value-shifting to the related parties.</p> |
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| <b>Rule Number</b>        | 10.11  |
| <b>Date</b>               | 8/09/2017  |
| <b>ASX Code</b>           | APC  |
| <b>Listed Company</b>     | AUSTRALIAN POTASH LIMITED  |
| <b>Waiver Number</b>      | WLC170222-002  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, and subject to Resolution 2, ASX Limited ("ASX") grants Australian Potash Limited (the "Company") a waiver from Listing Rule 10.11 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP) in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be no less than the lower of:</p> <p>1.1.1. the issue price of the shares issued under the placement announced by the Company on 14 August 2017 (being \$0.10 per share); and</p> <p>1.1.2. 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue by the Company.</p>  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listing Rule 10.11 requires listed entities 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><b>Present Application</b><br/>ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 15 of Listing Rule 7.2 exempts these 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 exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. The Company announced a placement and the SPP at a fixed price (\$0.10 per share) on 14 August 2017. The terms of the SPP in this case are</p> |

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such that the price of securities under the SPP will be the same price as securities issued under the placement, which was at a discount of approximately 21.26% of the VWAP over the last 5 days on which trades were recorded before the day on which the SPP (and the placement) were announced (as opposed to the maximum discount allowable under the SPP exception of 20%). The proposed discount is within precedent of not more than 25%. The requirements of the SPP exception are therefore not met. In the interests of fairness, related party security holders are to be offered securities under the SPP at the placement price. An SPP on these terms is consistent with the policy basis of the exception. The overall cap of 30% of issued capital must still be observed to limit the overall degree of dilution that may be caused by the issue.



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| <b>Rule Number</b>        | 10.11   |
| <b>Date</b>               | 1/09/2017   |
| <b>ASX Code</b>           | TYX   |
| <b>Listed Company</b>     | TYRANNA RESOURCES LIMITED   |
| <b>Waiver Number</b>      | WLC170247-002   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tyranna Resources Limited (the "Company") a 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 eligible shareholder will be offered \$15,000 worth of shares at an issue price of \$0.017, together with one free-attaching option for each share, under a prospectus from Listing Rule 10.11 to the extent necessary to permit the Company to issue related parties one free-attaching option for every share subscribed to under the SPP ("SPP Options"), without shareholder approval, on the following conditions:</p> <p>1.1. Shareholders approve the issue of SPP Options for the purposes of Listing Rule 7.1.</p> <p>1.2. The directors are offered shares under the SPP and SPP Options on the same terms as other shareholders.</p> <p>1.3. The directors do not participate in any SPP shortfall.</p>  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>Listing Rule 10.11 requires listed entities 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><b>Present Application</b><br/>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. ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan, and the standard waiver from Listing Rule 10.11 does not extend to the attaching</p> |

## Register of ASX Listing Rule Waivers

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.

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| <b>Rule Number</b>        | 10.11  |
| <b>Date</b>               | 8/09/2017  |
| <b>ASX Code</b>           | WBC  |
| <b>Listed Company</b>     | WESTPAC BANKING CORPORATION  |
| <b>Waiver Number</b>      | WLC170246-002  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") in relation to an issue by Westpac Banking Corporation (the "Company") of securities that will qualify as Additional Tier 1 Capital of the Company ("Capital Securities") grants a waiver from Listing Rule 10.11 in relation to the issue of fully paid ordinary shares in the Company ("Shares") on conversion of the Capital Securities, provided that the only circumstances in which the Capital Securities may convert into Shares under the Capital Securities terms is upon the occurrence of a common equity capital trigger event, which may be determined by either Australian Prudential Regulatory Authority ("APRA") or the Company and notified to APRA, or of a non-viability trigger event which is solely determined by APRA.</p>  |
| <b>Basis For Decision</b> | <p><b>Underlying Policy</b><br/>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.</p> <p><b>Present Application</b><br/>The Capital Securities will be issued in the form of unsecured notes or debentures. It is an APRA requirement under the Basel III amendments to the prudential standards relating to Tier 1 securities for those securities to include a capital trigger event clause and a non-viability conversion into equity clause. A capital trigger event may be determined by either APRA or the Company and notified to APRA, which may require the conversion of a number of Capital Securities into ordinary shares in the Company. A non-viability trigger event is exercisable solely by APRA, which may require the conversion of a number of Capital Securities into ordinary shares in the Company. Both events are only able to be triggered in limited circumstances.</p> <p>In the event either the common equity capital trigger event clause or non-viability trigger event clause are invoked, the Capital Securities by their terms will become immediately convertible into ordinary shares in the Company. In order to satisfy the Basel III prudential standards, the Company must ensure that at the time of issue of Capital Securities and on a continuing basis, there are no legal or other impediments to issuing the relevant number of ordinary shares on conversion of Capital Securities and all necessary authorisations have been obtained to effect conversion. It is therefore considered appropriate to grant a waiver from Listing Rule 10.11 to permit the conversion of Capital Securities into ordinary shares without shareholder approval provided that the only circumstances in which the Capital Securities may convert into Shares under the Capital Securities terms is upon the occurrence of</p> |

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a common equity capital trigger event, which may be determined by either APRA or the Company and notified to APRA, or of a non-viability trigger event which is solely determined by APRA.

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| <b>Rule Number</b>        | 10.15.2   |
| <b>Date</b>               | 6/09/2017   |
| <b>ASX Code</b>           | AYS   |
| <b>Listed Company</b>     | AMAYSIM AUSTRALIA LIMITED   |
| <b>Waiver Number</b>      | WLC170221-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants amaysim Australia Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's 2017 notice of annual general meeting (the "AGM Notice") in relation to the resolution seeking shareholder approval pursuant to Listing Rule 10.14 for the grant of performance rights under the Company's long term incentive plan (the "Plan") to Mr Julian Ogrin, the Company's managing director and chief executive officer ("Mr Ogrin"), not to state a maximum number of securities that may be issued to Mr Ogrin, on condition that the AGM Notice states the method by which the number of securities to be issued is calculated.</p> |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Standard Decision, refer to Guidance Note 17.</p>  |

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| <b>Rule Number</b>        | 10.15.2  |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | INA  |
| <b>Listed Company</b>     | INGENIA COMMUNITIES GROUP  |
| <b>Waiver Number</b>      | WLC170229-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ingenia Communities Group (the "Group") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "Notice") in relation to the resolutions seeking securityholder approval pursuant to Listing Rule 10.14 for the grant of performance rights under the Ingenia Communities Group Rights Plan to Mr Simon Owen, the Group's Managing Director and Chief Executive Officer, not to state a maximum number of securities that may be issued to Mr Owen, on condition that the Notice states the method by which the number of securities to be issued is calculated.</p> |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Standard Decision, refer to Guidance Note 17.</p>   |

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| <b>Rule Number</b>        | 10.15.2  |
| <b>Date</b>               | 11/09/2017   |
| <b>ASX Code</b>           | ISU  |
| <b>Listed Company</b>     | ISELECT LIMITED.   |
| <b>Waiver Number</b>      | WLC170232-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants iSelect Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's 2017 notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to Listing Rule 10.14 for the issue of performance shares to the Company's Chief Executive Officer and Director Mr Scott Wilson, not to state the maximum number of performance shares that may be issued to Mr Wilson, on condition that the Notice states the method by which the number of securities to be issued is calculated.</p> |
| <b>Basis For Decision</b> | <p>Underlying Policy<br/>Standard Decision, refer to Guidance Note 17.</p>   |

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| <b>Rule Number</b>        | 14.7   |
| <b>Date</b>               | 1/09/2017  |
| <b>ASX Code</b>           | IGE  |
| <b>Listed Company</b>     | INTEGRATED GREEN ENERGY SOLUTIONS LTD  |
| <b>Waiver Number</b>      | WLC170228-001  |
| <b>Decision</b>           | <p>1. Subject to resolutions 2, 3 and 4, and based solely on the information provided, in connection with the proposed acquisition by FOY Group Limited ("Company") of all the issued capital of Integrated Green Energy Limited ("IGE"), ASX Limited ("ASX") grants the Company a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue the following securities later than 1 month after the date of the Company's extraordinary general meeting held on 7 August 2017 ("EGM"):</p> <p>1.1. a performance right to IGE (or its nominee) entitling the holders to be issued up to 23,200,000 Milestone Shares and 112,900,000 Milestone Options (as defined in the EGM notice);</p> <p>1.2. up to 209,700,000 Consideration Shares and 148,000,000 Consideration Options (as defined in the EGM notice) to IGE (or its nominee); and</p> <p>1.3. up to 3,052,500 ordinary shares and 3,052,500 Fandola Options (as defined in the EGM notice) to Fandola Investments Pty Ltd, (together the "Securities").</p> <p>2. The Securities are issued no later than 7 November 2017 and on the same terms and conditions as approved by the Company's shareholders at the EGM.</p> <p>3. The terms of this waiver are released to the market immediately.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |



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| <b>Rule Number</b>        | 14.7   |
| <b>Date</b>               | 6/09/2017  |
| <b>ASX Code</b>           | TTM  |
| <b>Listed Company</b>     | TITAN MINERALS LIMITED   |
| <b>Waiver Number</b>      | WLC170245-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Titan Minerals Limited ("Company") a waiver of Listing Rule 14.7 to the extent necessary to permit the Company to issue the following:</p> <p>1.1. 600,000,000 fully paid ordinary shares ("Shares") at an issue price of A\$0.01 each to raise up to A\$6,000,000 (before costs) ("Public Offer").</p> <p>1.2. 70,000,000 Shares to certain employees of the Company and its subsidiaries as an offset or to satisfy employee entitlements.</p> <p>1.3. 318,507,382 Shares to the brokers appointed to manage the Public Offer in consideration for their facilitation of the Public Offer.</p> <p>1.4. 350,000,000 Shares to SilverStream SEZC ("SilverStream") (or its nominee/s) in full and final satisfaction of amounts owed by the Company to SilverStream and as promotor equity.</p> <p>1.5. 53,967,618 Shares to the deed administrators of the Company (as trustees of the creditors' trust) on behalf of the unsecured creditors of the Company in full and final satisfaction and complete discharge of their claims.</p> <p>1.6. 235,000,000 Shares to Andina (or its nominee/s) in full and final satisfaction of amounts owed by the Company to Andina and in consideration for Andina and its subsidiary's involvement with the Torrecillas Project. (together the "Recapitalisation Shares").</p> <p>as approved by the Company's shareholders at the annual general meeting held on the 9 June 2017 ("Meeting"), later than three months after the date of the Meeting, on the following conditions:</p> <p>1.7. The Recapitalisation Shares must be issued no later than 30 September 2017 and otherwise on the same terms and conditions as approved by the Company's shareholders at the Meeting.</p> <p>1.8. The Company immediately releases the terms of this waiver to the market.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 14.11  |
| <b>Date</b>               | 4/09/2017  |
| <b>ASX Code</b>           | CGF  |
| <b>Listed Company</b>     | CHALLENGER LIMITED   |
| <b>Waiver Number</b>      | WLC170225-001  |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Challenger Limited (the "Company") a waiver from Listing Rule 14.11 to the extent necessary to permit the Company's notice of annual general meeting not to comply with the voting exclusion statement required in respect of a resolution seeking shareholder approval under listing rule 7.4 for the ratification of the issue ("Issue") of 4,600,000 Challenger Capital Notes 2 (the "Resolution"), so that the votes of securityholders who participated in the Issue may be counted, if and to the extent only that those holders (the "Nominee Holders") are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not participate in the Issue , on the following conditions:</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Issue, nor are they an associate of a person who participated in the Issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against on the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.   |

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| <b>Rule Number</b>        | 14.11   |
| <b>Date</b>               | 7/09/2017   |
| <b>ASX Code</b>           | PNI   |
| <b>Listed Company</b>     | PINNACLE INVESTMENT MANAGEMENT GROUP LIMITED  |
| <b>Waiver Number</b>      | WLC170234-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Pinnacle Investment Management Group Limited ('the Company') in relation to the Company's notice of annual general meeting (the 'Notice') a waiver from Listing Rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement for the resolution seeking to ratify the issue of 12,500,000 new ordinary shares pursuant to a placement ('the Placement'), so that the votes of security holders who participated in the Placement may be counted, to the extent only that those holders are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not participate in the Placement ("Nominee Holders"), on the following conditions:</p> <p>1.1. the beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Placement nor are they an associate of a person who participated in the Placement;</p> <p>1.2. the beneficiaries direct the Nominee Holder how to vote on the resolution; and</p> <p>1.3. the Nominee Holder does not exercise discretion in casting a vote on behalf of the beneficiaries.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |

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| <b>Rule Number</b>        | 14.11   |
| <b>Date</b>               | 4/09/2017   |
| <b>ASX Code</b>           | QUB   |
| <b>Listed Company</b>     | QUBE HOLDINGS LIMITED   |
| <b>Waiver Number</b>      | WLC170235-001   |
| <b>Decision</b>           | <p>1. Based solely on the information provided, ASX Limited ("ASX") grants Qube Holdings Limited (the "Company") a waiver from Listing Rule 14.11 to the extent necessary to permit the Company's notice of annual general meeting not to comply with the voting exclusion statement required in respect of a resolution seeking shareholder approval under Listing Rule 7.4 for the ratification of the issue ("Issue") of 50,362,239 ordinary shares to institutional investors ("Resolution"), so that the votes of securityholders who participated in the Issue may be counted, if and to the extent only that those holders (the "Nominee Holders") are acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of beneficiaries who did not participate in the Issue, on the following conditions:</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Issue, nor are they an associate of a person who participated in the Issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against on the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> |
| <b>Basis For Decision</b> | Underlying Policy<br>Standard Decision, refer to Guidance Note 17.  |