



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

**16 to 31 October 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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<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	25/10/2017
<b>ASX Code</b>	CP1
<b>Listed Company</b>	CANNPAL ANIMAL THERAPEUTICS LIMITED
<b>Waiver Number</b>	WLC170315-001
<b>Decision</b>	1. Based solely on the information provided and in connection with the Offer by Cannpal Animal Therapeutics Limited (the "Company"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue up to 2,500,000 Performance Rights issued to directors and advisers of the Company with a nil exercise price.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company is applying for admission to the official list and has on issue 2,500,000 Performance Rights with a nil exercise price, representing approximately 2.33% of the total issued capital of the Company on a fully diluted basis following listing on ASX. The Performance Rights are fixed in number and are held by directors and advisers of the Company. The total number of Performance Rights with a nil exercise price has been disclosed in the Prospectus, are on issue to the managing director of the Company, have bona fide vesting conditions designed to incentivise the Performance Rights holder which may only be satisfied upon the good performance of the Company and will be subject to ASX escrow for a period of 24 months from the commencement of quotation. The issue of the Performance Rights does not undermine the integrity of the 20 cent rule. It is proposed to grant the waiver.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	19/10/2017
<b>ASX Code</b>	GEV
<b>Listed Company</b>	GLOBAL ENERGY VENTURES LTD
<b>Waiver Number</b>	WLC170321-001
<b>Decision</b>	<p>1. Based solely on the information provided, in relation to the agreement entered into between Global Energy Ventures Limited (the "Company") and SeaNG Corporation ("SeaNG") to acquire 100% of SeaNG ("Acquisition"), the public offer to raise up to \$4,000,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* 23,529,411 fully paid ordinary shares at an issue price of \$0.17 per share pursuant to a public offer made under a prospectus;</li> <li>* 15,850,000 performance shares to the holders of intellectual property interests connected with SeaNG's business; and</li> <li>* 12,000,000 class D, E and F performance rights to be issued to existing directors of the Company ("Performance Rights"),</li> </ul> <p>ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the exercise price of the Performance Rights proposed to be issued in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. The terms of this waiver are immediately disclosed to the market and, along with 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. Security holders specifically approve the exercise price of the Performance Rights as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b></p> <p>Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	6/10/2017
<b>ASX Code</b>	MBM
<b>Listed Company</b>	MOBECOM LIMITED
<b>Waiver Number</b>	WLC170330-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mobecom Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to permit the Company to have on issue up to 5,700,000 options under its Incentive Option Plan with an exercise price of less than \$0.20 each at the time of reinstatement of the Company's securities to official quotation, provided that the terms and conditions of the options are clearly disclosed in the Prospectus.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company is acquiring all the issued capital of CSB Engage Pte Ltd, an unlisted technology company incorporated in Singapore. The transaction constitutes a re-compliance 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 Company will have up to 5,700,000 options with a nil exercise price, representing approximately 3.4% of the Company's undiluted issued capital following completion of the Offers, on issue at the time of reinstatement of the Company's securities to quotation. The options will be issued to an incoming director and certain senior managers pursuant to the terms of an employee incentive scheme. A summary of the terms of the options has been disclosed in the Prospectus and the full terms of the employee incentive scheme, which contains the terms of the options, will be released as pre-reinstatement disclosure. The 20 cent rule is not undermined by the Company having this number of nil exercise price options on issue.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	18/10/2017
<b>ASX Code</b>	NC6
<b>Listed Company</b>	NANOLLOSE LIMITED
<b>Waiver Number</b>	WLC170306-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Nanollose Limited (the "Company") a waiver from listing rule 1.1 condition 12, to the extent necessary for the Company to issue 250,000 Class A and 250,000 Class B performance rights ("Performance Rights") for nil consideration to Mr Germano, the Managing Director, as part of a means to incentivise management in the achievement of certain business objectives, on condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Prospectus.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            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>            The Company has applied for admission to the official list of ASX. The Company is proposing to issue 250,000 Class A and 250,000 Class B unquoted, non-voting, non-participating and non-transferable Performance Rights to Mr Germano, the Managing Director, for nil consideration. The Performance Rights would represent less than 1% of the fully diluted issued capital of the Company at the time of listing assuming minimum subscription. The terms of the Performance Rights are disclosed in the prospectus and they will be escrowed for 24 months in accordance with Appendix 9B. The Performance Rights will convert into ordinary shares in the Company on a one-for-one basis on the achievement of certain milestones. The milestones are simply the Managing Director remaining in office for a period of 12 months (Class A) and 24 months (Class B). In the event that the service condition relevant to a Performance Right is not satisfied by the relevant vesting date then the Performance Right will automatically lapse. Accordingly, it is proposed to grant the waiver as the issue of the Performance Rights does not undermine the 20 cent rule.</p>

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 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> 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> 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>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	19/10/2017
<b>ASX Code</b>	GEV
<b>Listed Company</b>	GLOBAL ENERGY VENTURES LTD
<b>Waiver Number</b>	WLC170321-002
<b>Decision</b>	<p>1. Based solely on the information provided, in relation to the agreement entered into between Global Energy Ventures Limited (the "Company") and SeaNG Corporation ("SeaNG") to acquire 100% of SeaNG ("Acquisition"), the public offer to raise up to \$4,000,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* 23,529,411 fully paid ordinary shares at an issue price of \$0.17 per share ("Shares") pursuant to a public offer made under a prospectus ("Public Offer");</li> <li>* 15,850,000 performance shares to the holders of intellectual property interests connected with SeaNG's business; and</li> <li>* 12,000,000 class D, E and F performance rights to be issued to existing directors of the Company ("Performance Rights"),</li> </ul> <p>ASX Limited ("ASX") grant a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of the Shares issued under the Public Offer ("Capital Raising Shares") not to be at least \$0.20 each on the following conditions:</p> <ol style="list-style-type: none"> <li>1.1. The issue price of the Capital Raising Shares is not less than \$0.02 each ("Issue Price").</li> <li>1.2. The terms of this waiver are immediately disclosed to the market, and 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.</li> <li>1.3. 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.</li> </ol>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 2.1 condition 2 requires that the issue or sale price of all securities that an entity, at the time of its application for admission to the official list, seeks to have quoted must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p><b>Present Application</b>  Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 a waiver from condition 3 of listing rule 2.1 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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> 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>



<b>Rule Number</b>	3.10.5
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of debt securities 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> 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> 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>

<b>Rule Number</b>	6.3.2
<b>Date</b>	16/10/2017
<b>ASX Code</b>	BEN
<b>Listed Company</b>	BENDIGO AND ADELAIDE BANK LIMITED
<b>Waiver Number</b>	WLC170312-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bendigo and Adelaide Bank Limited (the "Company") the following waiver in connection with a proposed offer of converting preference shares ("CPS4") to raise approximately \$300 million.</p> <p>1.1. A waiver from listing rule 6.3.2 to the extent necessary to permit the terms of the CPS4 not to confer on the holders of CPS4 the right to cast votes at a securityholder meeting on a proposal to reduce the entity's share capital, or on a resolution to approve the terms of a buy-back agreement, where such resolutions concern the redemption of CPS4.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Preference shares have limited voting rights, which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities should exercise control over a listed entity.</p> <p><b>Present Application</b> Converting preference shareholders may vote on resolutions to approve the terms of a buy-back, or to reduce the entity's share capital, except where these resolutions concern redemption of the preference shares. A buy-back or reduction of capital may be mechanisms used by the entity to effect redemption of the preference shares in certain circumstances and the availability of these mechanisms is disclosed in the terms of the preference shares. The waiver is granted on the basis that preference share subscribers can be taken to have consented to the use of these mechanisms to effect redemption by subscribing for the preference shares.</p>

<b>Rule Number</b>	6.3.2A
<b>Date</b>	16/10/2017
<b>ASX Code</b>	BEN
<b>Listed Company</b>	BENDIGO AND ADELAIDE BANK LIMITED
<b>Waiver Number</b>	WLC170312-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bendigo and Adelaide Bank Limited (the "Company") the following waiver in connection with a proposed offer of converting preference shares ("CPS4") to raise approximately \$300 million.</p> <p>1.1. A waiver from listing rule 6.3.2A to the extent necessary to permit the terms of the CPS4 not to confer on the holders of CPS4 the right to cast votes at a securityholder meeting on a proposal to reduce the entity's share capital, or on a resolution to approve the terms of a buy-back agreement, where such resolutions concern the redemption of CPS4.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Preference shares have limited voting rights, which are appropriate to their being an equity instrument with some debt-like characteristics. The limitation of the voting rights of preference shares supports the principle that holders of ordinary securities should exercise control over a listed entity.</p> <p><b>Present Application</b> Converting preference shareholders may vote on resolutions to approve the terms of a buy-back, or to reduce the entity's share capital, except where these resolutions concern redemption of the preference shares. A buy-back or reduction of capital may be mechanisms used by the entity to effect redemption of the preference shares in certain circumstances and the availability of these mechanisms is disclosed in the terms of the preference shares. The waiver is granted on the basis that preference share subscribers can be taken to have consented to the use of these mechanisms to effect redemption by subscribing for the preference shares.</p>

<b>Rule Number</b>	6.23.2
<b>Date</b>	25/10/2017
<b>ASX Code</b>	CO1
<b>Listed Company</b>	COBALT ONE LIMITED
<b>Waiver Number</b>	WLC170318-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Cobalt One Limited (the "Company") (in connection with a proposed scheme of arrangement (the "Scheme") with First Cobalt Inc. ("First Cobalt") for First Cobalt 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. Up to 8,500,000 Class A options exercisable at \$0.02 expiring on or before 5 April 2020;</p> <p>1.2. Up to 8,000,000 Class D options exercisable at \$0.03 expiring on or before 30 November 2019;</p> <p>1.3. Up to 15,000,000 Class E options exercisable at \$0.03 expiring on or before 10 February 2020;</p> <p>1.4. Up to 25,000,000 Performance A options exercisable at \$0.03 expiring on or before 9 February 2020;</p> <p>1.5. Up to 25,000,000 Performance B options exercisable at \$0.06 expiring on or before 9 February 2020; and</p> <p>1.6. Up to 15,000,000 director performance options exercisable at \$0.001 expiring on or before 15 June 2020.</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 the cancel the Options referred to in resolutions 1.1 to 1.6;</p> <p>2.2. the Company providing confirmation to the ASX that the requisite majority of Company shareholders have approved First Cobalt 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 Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.23.2
<b>Date</b>	20/10/2017
<b>ASX Code</b>	K2P
<b>Listed Company</b>	KORE POTASH LIMITED
<b>Waiver Number</b>	WLC170328-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Kore Potash Limited (the "Company") and its shareholders as a result of which Kore Potash plc ("K2P") will become the parent company of the Kore group of companies ("Scheme"), ASX Limited ("ASX") grants the Company a waiver from listing rule 6.23.2 to the extent necessary to permit the cancellation of 58,191,226 options ("Options") and 48,077,728 Performance Rights ("Performance Rights") without specific shareholder approval from Company shareholders, on the following conditions:</p> <p>1.1. Full details of the cancellation of the Options and Performance Rights are contained in the Scheme Booklet.</p> <p>1.2. Confirmation that securityholders of the Company have approved, by the requisite majorities, the acquisition of the Company by K2P by way of Scheme of Arrangement under section 411 of the Corporations Act 2001 (Cth) (the "Corporations Act"), pursuant to which K2P will acquire all the issued equity capital of the Company it does not already own and the Scheme has come into effect.</p> <p>1.3. 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 Investments Commission.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.23.3
<b>Date</b>	27/10/2017
<b>ASX Code</b>	GPX
<b>Listed Company</b>	GRAPHEX MINING LIMITED
<b>Waiver Number</b>	WLC170323-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Graphex Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to extend the vesting date of 582,045 options expiring on 9 June 2021 ("2018 Options") issued pursuant to the Company's option plan to various executives and employees from 1 July 2018 to 1 July 2019 on condition that the Company's shareholders approve the change.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are 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>  The Company has sought a waiver from listing rule 6.23.3 to enable it to amend the terms of the 2018 Options by extending the vesting date of the 2018 Options from 1 July 2018 to 1 July 2019. The proposed amendment to the vesting dates will effectively extend the period of exercise of the 2018 Options and therefore listing rule 6.23.3 applies. The Company will seek shareholder approval for the extension of the vesting date of the 2018 Options at the upcoming annual general meeting. Full details have been provided in the notice of meeting. The 2018 Options represent 0.66% of the issued capital of the Company on a fully diluted basis. All other terms of the 2018 Options remain the same, including the exercise price and expiry date. It is proposed to grant the waiver conditional on the Company's shareholders approving the change.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	18/10/2017
<b>ASX Code</b>	PSA
<b>Listed Company</b>	PETSEC ENERGY LIMITED
<b>Waiver Number</b>	WLC170337-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Petsec Energy Ltd (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of 10,000,000 options expiring on 5 July 2018 ("Options") issued to Sing Rim Pte. Ltd, on condition the Company obtains shareholder approval to amend the expiry date of the Options to 23 January 2019.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.23.3 stipulates that changes to options which has the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b>  The Company has entered into a convertible note facility with a financier to progress its development project in the US and Middle East and North Africa. The Company issued unquoted Options to the same financier in consideration for a sub-underwriting agreement. The Company proposes to amend the terms of the Options by extending the expiry date by approximately 6.5 months, as consideration for the financier to extend the maturity date of the convertible note facility. The extension of the expiry date of the Options form an integral part of the Company's financing package required to enable it to progress its development project. The waiver is granted on condition that shareholder approval is obtained to extend the expiry date of the Options to 23 January 2019.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	25/10/2017
<b>ASX Code</b>	RBR
<b>Listed Company</b>	RBR GROUP LIMITED
<b>Waiver Number</b>	WLC170339-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants RBR Group Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of the 7,500,000 class 1 performance rights issued to the Chief Executive Officer of the Company Mr Richard Carcenac ("Class 1 CEO Performance Rights"), such that the expiry date is extended from 27 November 2017 to 27 November 2018, and amend the terms of the 7,500,000 class 2 performance rights issued to the Chief Executive Offer of the Company Mr Richard Carcenac ("Class 2 CEO Performance Rights"), such that the expiry date is extended from 27 November 2018 to 27 November 2019, on condition that the Company obtains shareholder approval for the amendments.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are 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> The Company proposes to amend the terms of the Performance Rights to extend the expiry dates by 12 months. The proposed extension is not considered excessive and is in line with precedent. The Performance Rights are unquoted and not excessive in number (representing approximately 2.46% of the Company's issued capital on a fully diluted basis). The waiver is granted on the basis that the number of Performance Rights is insignificant, the amendment is unlikely to have an impact on the market for the Company's quoted securities and the amendment is subject to shareholder approval.</p>



<b>Rule Number</b>	6.24
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 (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.</p> <p>1.2 The payment date for the next interest period.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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> The securities of the Issuer being quoted are wholesale debt securities. These securities are required to pay interest monthly. The Sub-Fund Notice in relation to the securities specifies the record date for the debt securities is three 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>

<b>Rule Number</b>	7.1
<b>Date</b>	26/10/2017
<b>ASX Code</b>	JLG
<b>Listed Company</b>	JOHNS LYNG GROUP LIMITED
<b>Waiver Number</b>	WLC170327-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Johns Lyng Group Limited (the "Company") a waiver from Listing Rule 7.1 to permit it to issue, without shareholder approval, up to 17,723,219 fully paid ordinary shares in the Company ("Deferred Consideration Shares") upon exercise of put and call options (the "Put &amp; Call Options Arrangement") over the remaining minority or outside equity interests in various sub-trusts and subsidiary companies of the Johns Lyng Unit Trust as at the date that the Company is admitted to the official list of ASX, on the following conditions.</p> <p>1.1 Details of the Put &amp; Call Options Arrangement are set out to ASX's satisfaction in the Company's ASX initial public offering prospectus.</p> <p>1.2 For any annual reporting period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Deferred Consideration Shares issued in that annual reporting period, the number of Deferred Consideration Shares that remain to be issued, and the basis on which those Deferred Consideration Shares may be issued.</p> <p>1.3 The Deferred Consideration Shares are issued no later than 25 October 2022.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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 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).</p> <p><b>Present Application</b> The Johns Lyng "Group" (currently excluding the Company) consists of a number of companies and trusts which are directly or indirectly sub-trusts and subsidiaries of JLUT. Some of the sub-trusts and subsidiary companies in the Group are not 100% owned by the Group and instead have minority or outside equity holders ("Minority Holders"). Immediately prior to the Listing, the Group will be restructured such that it will be owned by the Company, which will be the listed holding company of the Group, and there will be a roll-up of the 28 sub-trusts and subsidiary companies which have minority or outside equity holders. This will ultimately result in the Group owning a greater equity holding (but not necessarily 100%) in these sub-trusts and subsidiary companies in consideration for ultimately issuing these minority or outside equity holders shares in the Company. There are put and call options over the remaining minority or</p>

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outside equity holdings in these sub-trusts and subsidiary companies which may be exercised by the relevant parties and/or the Group over the five years (or possibly more) after the Company's listing. ASX views put and call option arrangements in this context as analogous to deferred consideration. The formula for calculating the number of shares to be issued is to be disclosed in the initial public offering prospectus and is based on various factors, including the relevant subsidiary's or sub-trust's average operating profit over 3 years and multiplying that value by the proportion of the sub-trust or subsidiary company total units of shares which the Minority Holder's sale interest represents. However, the Company's prospectus stipulates that an estimated maximum number of 17,723,219 fully paid ordinary shares may be issued in the 5 years post-listing under the put and call options arrangements. Therefore, there is sufficient certainty surrounding the extent of the future dilution of shareholders. The waiver is granted on the condition that there is adequate disclosure in the Company's IPO prospectus and annual reports during the relevant period. Subscription under the IPO prospectus is considered to be akin to shareholder approval of the issue.

<b>Rule Number</b>	7.1
<b>Date</b>	18/10/2017
<b>ASX Code</b>	MGG
<b>Listed Company</b>	MAGELLAN GLOBAL TRUST
<b>Waiver Number</b>	WLC170329-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Magellan Global Trust (the "Trust") a waiver from listing rule 7.1 to the extent necessary to permit the Trust to issue Loyalty Units capped at 6.25% of the maximum number of ordinary units issued under the proposed priority offer, on the following conditions.</p> <p>1.1. Full details of the mechanism for calculating the number of Loyalty Units to be issued are set out to ASX's satisfaction in the PDS.</p> <p>1.2. The Trust provides pre-quotation disclosure of the maximum number of Loyalty Units that may be issued.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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.</p> <p><b>Present Application</b> The Trust has applied to list on ASX. As part of its initial public offering, it proposes to issue Loyalty Units under a priority offer to certain unrelated party eligible applicants on condition that the eligible applicant holds ordinary units on a vesting date to be specified in the PDS. The maximum number of Loyalty Units that will be issued will be capped at 6.25% of the value of applications under the priority offer. It is intended that the SPV will effectively fund the application price payable for the Loyalty Units via its subscription for Class A Units. The Class A Units will be issued prior to admission and will reflect the maximum number of Loyalty Units that may be issued to priority offer applicants (plus an additional 1,000 units). Upon issue of the Loyalty Units, the Class A Units will consolidate into the number of Loyalty Units not issued and convert into ordinary units. In this way, there will be no dilution from the issue of the Loyalty Units. The waiver is granted on certain conditions, including that: (i) there is adequate disclosure in the PDS of the mechanism for determining the number of Loyalty Units that may be issued; and (ii) the Trust confirms the maximum number of Loyalty Units that may be issued as pre-quotation disclosure. Subscription under the PDS is considered to be akin to security holder approval of the proposed issue.</p>

<b>Rule Number</b>	7.3.2
<b>Date</b>	13/10/2017
<b>ASX Code</b>	CVT
<b>Listed Company</b>	COVATA LIMITED
<b>Waiver Number</b>	WLC170319-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Covata Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 12,977,400 milestone shares to the vendors of CipherPoint Software Inc. ("CipherPoint") ("Milestone Two Shares"), not to state that the Milestone Two Shares will be issued no later than 3 months after the date of the meeting on the following conditions:</p> <p>1.1. The Company issues the Milestone Two Shares to the CipherPoint vendors no later than 20 July 2018, subject to satisfaction of the milestones.</p> <p>1.2. If the Company releases its annual report during a period in which the Milestone Two Shares are issued or remain to be issued, the annual report discloses details of the Milestone Two Shares that have been issued or remain to be issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Milestone Two Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Milestone Two Shares issued during the reporting period, the number of Milestone Two Shares that remain to be issued and the basis on which the Milestone Two Shares may be issued.</p> <p>1.4. The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p> <p>1.5. The Notice contains the full terms and conditions on which the Milestone Two Shares are proposed to be issued.</p> <p>1.6. The milestones which must be satisfied for the Milestone Two Shares to be issued are not varied.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

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### Present Application

The Company is proposing to issue the CipherPoint vendors Milestone Two Shares in part consideration for the acquisition of all the issued shares in CipherPoint under the transaction. The issue of the Milestone Two Shares is contingent upon the Company satisfying certain milestones, which relate to the achievement of revenue in CipherPoint. The Milestone Two Shares will be issued later than 3 months after the shareholder meeting, and the number of shares to be issued is fixed, therefore the degree of dilution is known. The timing of the issue of the Milestone Shares is outlined in the notice of meeting seeking shareholder approval for the issue of the Milestone Two Shares. The period of time over which the Milestone Two Shares may be issued is fixed. There is a sufficient degree of certainty about the basis for the Milestone Two Shares to be issued for shareholders to be able to give their informed consent to the issue.

<b>Rule Number</b>	7.3.2
<b>Date</b>	25/10/2017
<b>ASX Code</b>	HCH
<b>Listed Company</b>	HOT CHILI LIMITED
<b>Waiver Number</b>	WLC170324-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Hot Chili Limited (the "Company") a waiver from listing rule 7.3.2 to allow the Company's notice of annual general meeting ("Notice") seeking shareholder approval for the issue of up to 35,169,357 shares in consideration for the payment of interest of 8% per annum due to unrelated parties ("Unrelated Noteholders"), payable quarterly through the issue of shares ("Interest Shares") over the 12 month period from the date of the Company's Annual General Meeting ("AGM"), in respect to the quarters ending on 31 December 2017, 31 March 2018, 30 June 2018 and 30 September 2018 (each a "Relevant Interest Period"), not to state that the date by which the Company will issue the Interest Shares will be no later than 3 months after the date of the AGM on the following conditions:</p> <p>1.1. The Interest Shares must be issued to the Unrelated Noteholders no later than 7 days after 30 September 2018;</p> <p>1.2. For any annual reporting period during which any of the Interest Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Interest Shares issued during the reporting period, the number of Interest Shares that remain to be issued and the basis on which the Interest Shares may be issued;</p> <p>1.3. In any half year or quarterly report for a period during which any of the Interest Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Interest Shares issued during the reporting period, and the number of Interest Shares that remain to be issued and the basis on which the Interest Shares may be issued;</p> <p>1.4. The terms of the waiver are disclosed in the Notice; and</p> <p>1.5. The Notice contains a summary of the material terms of the Convertible Notes.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

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### Present Application

The Company has closed a capital raising in the amount of \$11,300,900 by way of the placement of the Convertible Notes to Unrelated Noteholders and to Blue Spec. The Company seeks approval for the issue of Interest Shares that will become due and payable to Unrelated Noteholders over the 12 months from the date of the AGM with respect to the Relevant Interest Period. Interest of 8% per annum is payable to Unrelated Noteholders on a quarterly basis in either cash or Interest Shares, at the election of the Company. Any Interest Shares issued in satisfaction of interest on the Convertible Notes will have an issue price equal to the VWAP of shares over the five trading days prior to their issue date, being the last date of the Relevant Interest Period. The maximum number of Interest Shares that may be issued to Unrelated Noteholders is 35,169,357 Interest Shares. The timing and structure for the issue of Interest Shares is outlined in the Notice. The interest rate and period of time over which Interest Shares may be issued is fixed and the Notice provides a working example of an indicative number of Interest Shares based on a three estimated values of VWAP, being \$0.025, \$0.04 and \$0.055. In the context of a convertible note agreement, there is a sufficient degree of certainty about the basis for calculation of the number of Interest Shares to be issued for shareholders to be able to give their informed consent to the issue of the Interest Shares over the relevant period. The waiver is granted on conditions, including that the Notice discloses the material terms of the Convertible Notes to the Company's shareholders. It is appropriate to allow shareholders to be able to give their informed consent to the issue of the Interest Shares over the relevant period.



<b>Rule Number</b>	7.3.2
<b>Date</b>	20/10/2017
<b>ASX Code</b>	MYQ
<b>Listed Company</b>	MYFIZIQ LIMITED
<b>Waiver Number</b>	WLC170332-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants MyFiziq Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 7,882,374 fully paid ordinary shares in the capital of the Company ("Convertible Shares") pursuant to the convertible loan agreement with NCMAO Investments Pty Ltd as Trustee for NCMAO Investments Trust ("NCMAO") ("Convertible Loan Agreement"), not to state that the Convertible Shares will be issued no later than 3 months after the date of the Company's 2017 annual general meeting ("AGM") on the following conditions.</p> <p>1.1. The Convertible Shares will be issued no later than 31 December 2019 ("Termination Date").</p> <p>1.2. If the Company releases its annual report during a period in which the Convertible Shares are issued or remain to be issued, the annual report discloses details of the Convertible Shares that have been issued and the terms of the Convertible Loan Agreement.</p> <p>1.3. The terms of the waiver are immediately disclosed to the market and in the Notice.</p> <p>1.4. The Notice contains a summary of the material terms of the Convertible Loan Agreement.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> The Company has entered into a convertible loan agreement with NCMAO under which NCMAO agrees to make advances to the Company up to a limit of \$2,000,000. Should any outstanding monies not have been repaid on or prior to 31 December 2019, and subject to shareholder approval, the Company will issue to NCMAO that number of shares that is equal to the amount of any outstanding advance, together with any outstanding interest at an issue price of the greater of \$0.30 per share and the 14 trading day</p>

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volume weighted average price of the Company's shares as traded on ASX prior to 31 December 2019. Assuming the maximum amount of \$2,000,000 was advanced to the Company on the Loan Date, interest owing on the Termination Date will be \$364,712, resulting in a total of \$2,364,712 of outstanding monies on the Termination Date. Assuming an issue price of \$0.30 per share, a maximum of 7,882,374 Shares will be issued (representing 9.97% of the Company's current issued share capital and 9.01% of the Company's issued share capital after the issue of all securities under the Notice). The maximum number of shares to be issued is fixed therefore the degree of dilution is known. The extension of time requested by the Company is approximately 22 months beyond the ordinary three month limit for listing rule 7.1 approvals and is within ASX precedent for similar waivers. The waiver is granted on conditions, including that the Notice discloses the material terms of the Convertible Loan Agreement to the Company's shareholders. In the context of a converting loan agreement there is nothing unusual about the arrangement proposed by the Company. It is appropriate to allow shareholders to be able to give their informed consent to the issue of the Convertible Shares over the relevant period.

<b>Rule Number</b>	7.3.2
<b>Date</b>	26/10/2017
<b>ASX Code</b>	TOM
<b>Listed Company</b>	TOMIZONE LIMITED
<b>Waiver Number</b>	WLC170343-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the acquisition by Tomizone Limited (the "Company") of 100% of the issued share capital of Ironman Group Limited ("Ironman"), ASX Limited ("ASX") grants the Company a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of a maximum of 36,800,000 fully paid ordinary shares in the Company (the "Earn-Out Shares") to the vendor of Ironman, not to state that the Earn-Out Shares will be issued within three months after the date of the meeting at which approval is being sought, on the following conditions.</p> <p>1.1. The Earn-Out Shares must be issued no later than 30 November 2022, subject to shareholder approval having been obtained, and the relevant milestone as disclosed in the Notice having been achieved.</p> <p>1.2. The Notice must also include worked examples of the number of Earn-Out Shares that may be issued based in different scenarios.</p> <p>1.3. The Earn-Out Shares are issued on the same terms and conditions as approved by the holders of ordinary securities.</p> <p>1.4. For any annual reporting period during which any of the Earn-Out Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Earn-Out Shares issued in that annual reporting period, and the number of Earn-Out Shares that remain to be issued, and the basis on which those Earn-Out Shares may be issued.</p> <p>1.5. For any half year or quarterly period during which any of the Earn-Out Shares have been issued or remain to be issued, the Company's interim report and quarterly activities report must include a summary statement of the number of Earn-Out Shares issued during the reporting period, and the number of Earn-Out Shares that remain to be issued, and the basis on which those Earn-Out Shares may be issued.</p> <p>1.6. The terms of this waiver are included in the Notice.</p>

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Basis For Decision	
	<p><b>Underlying Policy</b> Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the Notice seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the notice to state the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisation of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> The Company is proposing to issue the Earn-Out Shares to the vendor of Ironman as part consideration for the acquisition of the Ironman business. The degree of dilution is ascertainable given that the maximum number of Earn-Out Shares to be issued is fixed. The Notice seeking shareholder approval for the issue of the Earn-Out Shares will contain details of the maximum number that may be issued, the formula used for calculating that number, with the final tranche to be issued by 30 November 2022. There is a sufficient degree of certainty about the maximum number of Earn-Out Shares that may be issued in order for shareholders to be able to give their informed consent to their future issue over the relevant period.</p>

<b>Rule Number</b>	7.3.2
<b>Date</b>	23/10/2017
<b>ASX Code</b>	UTR
<b>Listed Company</b>	ULTRACHARGE LIMITED
<b>Waiver Number</b>	WLC170344-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ultracharge Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 60,000,000 shares (being the tranche 1 deferred consideration shares and the tranche 2 deferred consideration shares) (collectively "Deferred Consideration Shares") to ETV Energy Limited ("ETV"), not to state that the Deferred Consideration Shares will be issued no later than 3 months after the date of the annual general meeting on the following conditions:</p> <p>1.1. The Deferred Consideration Shares must be issued no later than 27 months from the date of the annual general meeting, subject to shareholder approval having been obtained;</p> <p>1.2. For any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Consideration Shares issued during the reporting period, the number of Consideration Shares that remain to be issued and the basis on which the Consideration Shares may be issued;</p> <p>1.3. In any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued; and</p> <p>1.4. The terms of the waiver are immediately disclosed to the market and in the notice of meeting pursuant to which approval of the Deferred Consideration Shares is being obtained.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

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### Present Application

The Company has entered into an agreement with ETV pursuant to which the Company will acquire certain intellectual property assets from ETV. The Deferred Consideration Shares are to be issued in three tranches. The first tranche is proposed to be issued upon completion of certain conditions precedent ("Initial Consideration Shares"). The Company is not seeking a waiver from listing rule 7.3.2 in relation to the Initial Consideration Shares and anticipates that it will issue the Initial Consideration Shares within 3 months from the date of shareholder approval. The Company proposes to issue the Deferred Consideration Shares upon achievement of a performance milestone. The maximum number of securities to be issued pursuant to the Deferred Consideration is fixed and the degree of dilution is known. Where a listed entity is looking to enter into a transaction which calls for the issue of securities as deferred consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities. There is a sufficient degree of certainty about the basis for calculation of the Deferred Consideration Shares as a maximum number is set. On that basis, shareholders are able to give their informed consent to the issue of the Deferred Consideration Shares and the waiver is granted on condition that the Consideration Shares are issued no later than 27 months after the date of the meeting (being 24 months from the anticipated date of the completion of the conditions precedent and the issue of the Initial Consideration Shares) to approve the issue of the Deferred Consideration Shares and the terms of the waiver are released to the market immediately.

<b>Rule Number</b>	7.3.8
<b>Date</b>	30/10/2017
<b>ASX Code</b>	BML
<b>Listed Company</b>	BOTSWANA METALS LIMITED
<b>Waiver Number</b>	WLC170313-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Botswana Metals Limited (the "Company") a waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of meeting to approve the issue of up to 182,431,707 free options with an exercise price of \$0.0125 and an expiry date of 1 July 2021 ("Options") to the Company's shareholders who subscribe for shares under the Company's proposed share purchase plan in accordance with Australian Securities and Investments Commission Class Order 09/425 ("SPP") not to include a voting exclusion statement that excludes the votes of persons 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>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  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>  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. 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 seek, at a general meeting, shareholder approval for the purposes of listing rule 7.1 for the issue of the Options. As the issue being undertaken is one in which all</p>

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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. The SPP is not underwritten.



<b>Rule Number</b>	7.5.6
<b>Date</b>	13/10/2017
<b>ASX Code</b>	SFG
<b>Listed Company</b>	SEAFARMS GROUP LIMITED
<b>Waiver Number</b>	WLC170340-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Seafarms Group Limited (the "Company") a waiver from listing rule 7.5.6 to the extent necessary to permit the Company's notice of general meeting to ratify the issue of 5,259,148 options (issued on a 1 for 2 basis to holders of shares issued under a share purchase plan (the "SPP") ("Options") which was conducted in accordance with Australian Securities and Investments Class Order 09/425) not to include a voting exclusion statement that excludes the votes of any person who participated in the SPP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit, being approximately 15% of the number of ordinary securities on issue, on the number of equity securities that may be issued by the entity without prior security holder approval. There are a number of exceptions from listing rule 7.1 set out in listing rule 7.2, including issues pursuant to a securities purchase plan ("SPP") undertaken in accordance with ASIC relief from the disclosure document provisions of the Corporations Act. The limit in the case of issues under a securities purchase plan is 30% of the number of fully paid ordinary securities, and there is a discount limitation.</p> <p>An issue of securities without approval under listing rule 7.1 is treated as having been made with approval for the purpose of listing rule 7.1 if the issue did not breach listing rule 7.1 and the holders of ordinary securities subsequently approve it. Listing rule 7.5 sets out the information required to be included in the notice of meeting for the holders to approve the issue subsequently. Listing rule 7.5.6 requires the resolution to have a voting exclusion statement excluding votes of person who participated in the issue. The policy of excluding the votes of security holders that have participated 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 that have participated would mean that no votes could be counted. Security holders that participated in the issue may receive a benefit over and above other security holders that did not participate equally, while only votes of security holders who did not participate in the issue may be counted under the rule.</p> <p><b>Present Application</b>  ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a SPP without a prospectus. Exception 15 of listing rule 7.2 exempts SPPs from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders day market price prior to the date of issue of the securities or the announcement of the SPP, and that the total number of securities issued be no greater than 30% of the number</p>

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of ordinary fully paid shares on issue. In conjunction with the SPP, the Company sought shareholder approval to issue 33,333,333 Options on a 1 for 2 basis to holders of shares issued under the SPP option offer ("SPP Option Offer"). The Company the discretion to cap the SPP or accept oversubscriptions. The SPP and SPP Option Offer was oversubscribed. In order for the Company to issue Options in satisfaction of the over-subscriptions, the Company was required to issue Options that exceeded the amount in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The SPP exception requires that the issue price be no lower than 80% of the 5 offered under the SPP Option Offer under its 7.1 capacity. The Company is therefore seeking subsequent security holder approval for the issue under listing rule 7.4. The SPP and SPP Option Offer were offered to all security holders on an equal basis and the offers are similar in nature to an SPP offer for which there is an exception from the requirement for shareholder approval in listing rule 7.2. Accordingly, there is no need to exclude the votes of security holders that have participated in the issue. Usually, ASX would exclude the votes of any underwriters or sub-underwriters because their interest in the outcome of the resolution would be different from that of other security holders, however, in this instance this exclusion is not required on the basis that the SPP and the SPP Option Offer were oversubscribed and the underwriters and sub-underwriters were not issued securities in their respective capacities.

<b>Rule Number</b>	7.9
<b>Date</b>	25/10/2017
<b>ASX Code</b>	GMV
<b>Listed Company</b>	GOLDFIELDS MONEY LIMITED
<b>Waiver Number</b>	WLC170322-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Goldfields Money Limited (the "Company") a waiver from Listing Rule 7.9 to the extent necessary to permit the Company to issue up to 200,000 performance rights (the "Performance Rights") and up to 7,000 fully paid ordinary shares in the Company (the "Shares") to the Company's employees under the Company's Equity Incentive Plan (the "Plan"), within 3 months of Firstmac Holdings Limited ("Firstmac Holdings") notifying the Company of a takeover bid for its securities (the "Takeover Bid") on the following conditions.</p> <p>1.1. The Company provides written confirmation to ASX from Firstmac Holdings that it does not object to the issue of the Performance Rights and the Shares to be issued pursuant to the Plan.</p> <p>1.2. The Company immediately releases the details of the waiver to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Subject to specified exceptions, the rule prohibits an entity from issuing additional equity securities for 3 months after it is notified in writing that a person is making, or proposes to make, a takeover bid for its securities. This maintains the status quo for the benefit of the potential bidder and ensures that the entity does not issue securities to impede a takeover bid. The rule supports the takeover regime in the Corporations Act.</p> <p><b>Present Application</b> The Company is the subject of an on-market takeover bid from Firstmac Holdings. The Company intends to issue approximately 200,000 Performance Rights and 7,000 Shares to employees under the Plan pursuant to the terms of offer letters sent to those employees prior to the announcement of the Takeover Bid. Where the number of securities to be issued is not material (in this case the Performance Rights and Shares constitute 0.72% of the Company's total securities on issue) and Firstmac Holdings consents to the issue of the securities that the Company wishes to make, the policy of listing rule 7.9 is not undermined by an issue being made during the three month period without security holder approval. Firstmac Holdings has provided written confirmation that it does not object to the issue of the Performance Rights and Shares. It is a condition of the waiver that Firstmac Holdings provides written confirmation that it does not object to the issue of the Performance Rights and Shares, which confirmation the Company has already provided. The Company is also required to release the details of the waiver to the market immediately.</p>

<b>Rule Number</b>	8.2
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            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>            This is a companion waiver to the waiver from listing rule 2.1 condition 3 granted to the Issuer.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	17/10/2017
<b>ASX Code</b>	PUZ
<b>Listed Company</b>	PUMA SERIES 2017-1
<b>Waiver Number</b>	WLC170338-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Limited in its capacity as trustee (the "Issuer") of the PUMA Series 2017-1 a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of debt securities from the date which is 3 business days before an interest payment date or the maturity date of the debt securities or if the transfer is in contravention of clause 14.6 of the Sub-Fund Notice or clause 8 of the PUMA Trust Deed, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p> <p>1.1 Listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1.1 In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.1.2 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> 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> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESSE. The Issuer is required to close the register of a series of debt securities from the close of business three days prior to an interest payment date or the maturity date or where the transfer does not comply with requirements of the Sub-Fund Notice or PUMA 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>

<b>Rule Number</b>	9.1.3
<b>Date</b>	19/10/2017
<b>ASX Code</b>	GEV
<b>Listed Company</b>	GLOBAL ENERGY VENTURES LTD
<b>Waiver Number</b>	WLC170321-003
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, in relation to the agreement entered into between Global Energy Ventures Limited (the "Company") and SeaNG Corporation ("SeaNG") to acquire 100% of SeaNG ("Acquisition"), the public offer to raise up to \$4,000,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* 23,529,411 fully paid ordinary shares at an issue price of \$0.17 per share pursuant to a public offer made under a prospectus;</li> <li>* 15,850,000 performance shares to the holders of intellectual property interests connected with SeaNG's business; and</li> <li>* 12,000,000 class D, E and F performance rights to be issued to existing directors of the Company,</li> </ul> <p>ASX Limited ("ASX") grants a waiver of 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 the SeaNG vendors as follows.</p> <p>1.1. The shares issued to the SeaNG vendors who subscribed cash for their shares in SeaNG are treated as being held by related party or promoter seed capitalists, or unrelated seed capitalists, of the Company, as appropriate to each SeaNG vendor.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in SeaNG for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for Shares issued to unrelated seed capitalist SeaNG vendors 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 for their SeaNG shares was made.</p> <p>1.4. For the purpose of determining the length of the escrow period for shares issued to related party or promoter SeaNG vendors which are subject to 24 months escrow, the 24 months escrow period will begin on the date of reinstatement to official quotation of the shares in the Company following its recompliance with chapters 1 and 2 of the listing rules.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the issued capital of SeaNG and the entire business of SeaNG being acquired by the Company.</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 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</p>

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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 all of the issued capital of SeaNG, which is focused on the development and implementation of marine compressed natural gas ("CNG") transportation projects. 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, SeaNG, are technically vendors of a classified asset for the purposes of their classification under Appendix 9B. 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. A waiver is granted to permit vendors 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 that the SeaNG vendors subscribed cash for their SeaNG shares. 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

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contribute their cash.

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<b>Rule Number</b>	9.1.3
<b>Date</b>	6/10/2017
<b>ASX Code</b>	MBM
<b>Listed Company</b>	MOBECOM LIMITED
<b>Waiver Number</b>	WLC170330-002
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Mobecom 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 shares to be issued by the Company to the shareholders of CSB Engage Pte Ltd ("CSB Engage") (the "Vendors") as consideration for the acquisition of CSB Engage as follows:</p> <p>1.1. The shares to be issued to the Vendors who subscribed cash for their securities in CSB Engage are treated as being held by related party or promoter seed capitalists, or unrelated party seed capitalists, of the Company, as appropriate to each Vendor.</p> <p>1.2. Cash formula relief is applicable to those shares that are to be issued to Vendors who subscribed for their securities in CSB Engage for cash consideration.</p> <p>1.3. For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists of CSB Engage, the 24 month escrow period will begin on the date on which the Company's securities are reinstated to official quotation following re-compliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists of CSB Engage, the 12 month escrow period will be deemed to begin on the date on which securities in CSB Engage were issued to those persons.</p> <p>2. Resolution 1 is conditional on the Company acquiring 100% of the issued capital of CSB Engage and the entire business of CSB Engage being acquired by the Company.</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 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 form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements</p>

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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

The Company is acquiring all the issued capital of CSB Engage, an unlisted technology company incorporated in Singapore, on a scrip-for scrip basis. The transaction constitutes a re-compliance 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.

Accordingly, the securities of the Company issued to the shareholders of CSB Engage will be 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 CSB Engage are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, CSB Engage applied for listing directly, its security holders would be 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 CSB Engage and the consideration given by that person for their 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 for a period of only 12 months beginning when they contributed their cash.

The relief provided is limited to seed capitalists of CSB Engage only. ASX is only able to consider applying escrow restrictions on a 'look through' basis to seed investors (related and unrelated) who

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invested directly into the unlisted entity being acquired, and not as in this case, to holders who paid cash for shares in CSB Engage's subsidiaries, which subsequently underwent a restructure resulting in the issue of shares in CSB Engage. All shareholders of CSB Engage other than genuine seed investors at the level of CSB Engage are therefore to be treated as vendors for the purposes of Appendix 9B.

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<b>Rule Number</b>	10.1
<b>Date</b>	13/10/2017
<b>ASX Code</b>	ICQ
<b>Listed Company</b>	ICAR ASIA LIMITED
<b>Waiver Number</b>	WLC170325-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants iCar Asia Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant security over the assets and undertakings of the Company in favour of Catcha Group Pte Ltd (the "Lender") (the "Security") to secure the Company's obligations under a secured term loan facility of \$7,500,000 (the "Loan Facility") provided by the Lender without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and the Lender exercises its rights under the Security, neither the Lender 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 the Lender 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 variation to the terms of the Security which is:</p> <p>1.3.1. not a minor change; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company and the Lender must seek to discharge the Security when the funds advanced by the Subscribers 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 Loan Facility, and (ii) discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of securityholders 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 securityholders to accompany the notice of securityholders' meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company is proposing to enter into a Loan Facility with a substantial shareholder with the Company's obligations to be secured over the assets and undertakings of the Company. Using assets of the Company as collateral constitutes the disposal of a substantial asset under listing rule 10.1. The Company is granted a waiver from listing rule 10.1 to enable it to have in place a general security over the assets and undertakings of the Company, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither the substantial shareholder 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>	10.1
<b>Date</b>	20/10/2017
<b>ASX Code</b>	SUR
<b>Listed Company</b>	SUN RESOURCES NL
<b>Waiver Number</b>	WLC170341-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Sun Resources NL (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant a first ranking security over the assets of Sun Louisiana LLC ("Sun Louisiana") in favour of Ian Mccubbing, William Bloking, and Alex Parks (the "Directors" ) (the "Security") to secure the Company's obligations under a secured loan agreement with an aggregate principal amount not exceeding \$110,000 (the "Loan") provided by the Directors without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and the Directors exercises their rights under the Security, neither the Directors 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 the Directors 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 variation to the terms of the Security which is:</p> <p>1.3.1. not a minor change; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company and the Directors 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 Loan, 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

<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company is proposing to grant to the Directors a first ranking security over all of the shares in Sun Louisiana in respect of the existing Loan pursuant to which the Directors has agreed to provide a loan to the Company of an aggregate principal amount not exceeding \$110,000. It is proposed that the Company's existing obligations under the Loan will be secured by its assets. 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 the Directors (related parties), subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither the Directors 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>	16/10/2017
<b>ASX Code</b>	BEN
<b>Listed Company</b>	BENDIGO AND ADELAIDE BANK LIMITED
<b>Waiver Number</b>	WLC170312-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bendigo and Adelaide Bank Limited (the "Company") the following waiver in connection with a proposed offer of converting preference shares ("CPS4") to raise approximately \$300 million (the "Offer").</p> <p>1.1. A waiver from listing rule 10.11 to the extent necessary to permit the directors of the Company and their associates to participate in the Offer and to be issued CPS4 without securityholder approval on the following conditions.</p> <p>1.1.1. The number of CPS4 which may be issued to directors and their associates collectively is no more than 0.2% of the total number of CPS4 issued under the Offer.</p> <p>1.1.2. The participation of the directors and their associates in the Offer is on the same terms and conditions as applicable to other subscribers for CPS4.</p> <p>1.1.3. The Company releases the terms of the waiver to the market when it announces the Offer.</p> <p>1.1.4. When the CPS4 are issued, the Company announces to the market the total number of CPS4 issued to directors and their related persons in aggregate.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b> Directors and their associates (who are related parties of the Company) will participate in public offer on the same terms as unassociated investors. The waiver granted permits directors and their associates to participate in the offer subject to an aggregate cap of no more than 0.2% of all securities offered. Participation of natural person related parties in a public offer subject to this cap is considered a de minimis departure from the rule's underlying principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in listing rule 10.12. A condition of the waiver is that its terms be disclosed to the market.</p>



<b>Rule Number</b>	10.11
<b>Date</b>	18/10/2017
<b>ASX Code</b>	MGG
<b>Listed Company</b>	MAGELLAN GLOBAL TRUST
<b>Waiver Number</b>	WLC170329-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Magellan Global Trust (the "Trust") a waiver from listing rule 10.11 to the extent necessary to permit the Trust to issue Loyalty Units capped at 6.25% of the maximum number of ordinary units issued under the proposed priority offer, on the following conditions.</p> <p>1.1. Full details of the mechanism for calculating the number of Loyalty Units to be issued are set out to ASX's satisfaction in the PDS.</p> <p>1.2. The Trust provides pre-quotation disclosure of the maximum number of Loyalty Units that may be issued.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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> The Trust has applied to list on ASX. As part of its initial public offering, it proposes to issue Loyalty Units under a priority offer to certain eligible applicants that may include related parties, on condition that the eligible applicant holds ordinary units on a vesting date to be specified in the PDS. The maximum number of Loyalty Units that will be issued will be capped at 6.25% of the value of applications under the priority offer. It is intended that the SPV will effectively fund the application price payable for the Loyalty Units via its subscription for Class A Units. The Class A Units will be issued prior to admission and will reflect the maximum number of Loyalty Units that may be issued to priority offer applicants (plus an additional 1,000 units). Upon issue of the Loyalty Units, the Class A Units will consolidate into the number of Loyalty Units not issued and convert into ordinary units. In this way, there will be no dilution from the issue of the Loyalty Units. The waiver is granted on certain conditions, including that: (i) there is adequate disclosure in the PDS of the mechanism for determining the number of Loyalty Units that may be issued; and (ii) the Trust confirms the maximum number of Loyalty Units that may be issued as pre-quotation disclosure. Subscription under the PDS is considered to be akin to security holder approval of the proposed issue.</p>

<b>Rule Number</b>	10.11
<b>Date</b>	20/10/2017
<b>ASX Code</b>	SUN
<b>Listed Company</b>	SUNCORP GROUP LIMITED
<b>Waiver Number</b>	WLC170342-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") in relation to the issue of convertible unsecured notes ("Capital Notes 2") offered by Suncorp Group Limited (the "Company") grants a waiver from listing rule 10.11 to the extent necessary to permit the directors of the Company and the spouses, parents, children, and associates of directors ("related persons") to participate in the offer and to be issued Capital Notes 2 without shareholder approval, on the following conditions.</p> <p>1.1. The number of Capital Notes 2 which may be issued to directors and their related persons collectively is no more than 0.2% of the total number of Capital Notes 2 issued under the offer, and the participation of the directors and their related persons in the offer is on the same terms and conditions as applicable to other subscribers for Capital Notes 2.</p> <p>1.2. The Company releases the terms of the waiver to the market when it announces the offer.</p> <p>1.3. When the Capital Notes 2 are issued, the Company announces to the market the total number of Capital Notes 2 issued to directors and their related persons in aggregate.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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).</p> <p><b>Present Application</b> The Company intends to make a public offer of convertible notes in which Company shareholders are able to participate. Directors and their relatives and associates (who are related parties of the Company) will participate in the public offer on the same terms as unassociated investors. The waiver is granted to permit directors and their relatives to participate in the offer subject to an aggregate cap of no more than 0.2% of securities offered. The participation of natural person related parties in a public offer subject to this cap is de minimis departure from the principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in listing rule 10.12. The terms of this waiver must be disclosed to the market.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	25/10/2017
<b>ASX Code</b>	HCH
<b>Listed Company</b>	HOT CHILI LIMITED
<b>Waiver Number</b>	WLC170324-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Hot Chili Limited (the "Company") a waiver from listing rules 10.13.3 and 10.13.5 to permit the Company's notice of annual general meeting ("Notice") seeking shareholder approval for the issue of up to 1,235,072 shares in consideration for the payment of interest of 8% per annum due to Blue Spec Drilling Pty Ltd ("Blue Spec"), payable quarterly through the issue of shares ("Interest Shares") over the 12 month period from the date of the AGM, in respect to the quarters ending on 31 December 2017, 31 March 2018, 30 June 2018 and 30 September 2018 (each a "Relevant Interest Period"), not to state that the Interest Shares will be issued to Blue Spec within 1 month of the date of the AGM and to permit the Notice not to include an issue price, subject to the following conditions:</p> <p>1.1. The Interest Shares are issued to Blue Spec no later than 7 days after 30 September 2018;</p> <p>1.2. The Notice states that the Interest Shares will be issued at a deemed issue price equal to the volume weighted average price ("VWAP") of the Company's fully paid ordinary shares over the five trading days prior to their issue date, being the last date of the Relevant Interest Period.</p> <p>1.3. For any annual reporting period during which any of the Interest Shares are issued or remain to be issued, the Company's annual report must set out in detail the number of Interest Shares issued in that annual reporting period, the number of Interest Shares that remain to be issued, and the basis on which the Interest Shares may be issued;</p> <p>1.4. In any half year or quarterly report for a period during which any of the Interest Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Interest Shares issued during the reporting period, and the number of Interest Shares that remain to be issued and the basis on which the Interest Shares may be issued; and</p> <p>1.5. The terms of the waiver are disclosed in the Notice.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  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 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><b>Present Application</b>  The Company has closed a capital raising in the amount of \$11,300,900 by way of the placement of the Convertible Notes to unrelated parties and to Blue Spec. Blue Spec is a related party of the Company, being controlled by Mr Murray Black, a director of the Company. The Company seeks approval by shareholders for the issue of Interest Shares in satisfaction of interest that will become due and payable to Blue Spec over the 12 months from the date of the AGM with respect to the Relevant Interest Period. Interest of 8% per annum is payable to Blue Spec on a quarterly basis in either cash or Interest Shares, at the election of the Company. Interest Shares are issued at a deemed issue price equal to the VWAP of Shares over the five trading days prior to their issue date, being the last date of the Relevant Interest Period. The maximum number of Interest Shares that may be issued to Blue Spec is 1,235,072 Interest Shares. The interest rate and period of time over which Interest Shares may be issued is fixed and the notice of meeting provides a working example of an indicative number of Interest Shares based on three estimated values of VWAP, being \$0.025, \$0.04 and \$0.055. 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 Interest Shares over the relevant period. The waiver is granted on condition that the Shares are issued within the timeframe stipulated, terms of the waiver are disclosed in the Notice there is disclosure in the Company's reports.</p>
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<b>Rule Number</b>	10.13.3
<b>Date</b>	20/10/2017
<b>ASX Code</b>	OEX
<b>Listed Company</b>	OILEX LTD
<b>Waiver Number</b>	WLC170333-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oilex Limited (the "Company") waivers from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of general meeting ("Notice") to approve the issue of a maximum of AUD\$73,800 and £6,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 10 trading days prior to the issue date.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares at three different prices.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.6. The Company contains the terms of this waiver in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. 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>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the Directors (or their nominees) in lieu of remuneration in their capacities as the directors of the Company. The Remuneration Shares are to be issued within 12 months of the meeting. Although the maximum number of Remuneration Shares to be issued is unknown at the time of shareholder approval, as the number of Remuneration Shares to be issued will be determined by the 10 day VWAP prior to the date of their issue, which is scheduled to occur quarterly in arrears, the maximum time for issue of the shares is fixed and the expected dilution of the Company's share capital following the issue of the shares is approximately 1.62%, the waiver is considered appropriate. The waiver is granted on the condition that the securities are issued within the timeframe stipulated, terms of the waiver are released to the market in the notice of meeting and the annual report discloses details of the relevant securities that have been issued.

<b>Rule Number</b>	10.13.3
<b>Date</b>	27/10/2017
<b>ASX Code</b>	USA
<b>Listed Company</b>	URANIUMSA LIMITED
<b>Waiver Number</b>	WLC170345-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants UraniumSA Limited (the "Company") a waiver from listing rule 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") seeking shareholder approval for the issue of up to 14,428,571 shares (Resolutions 5, 6 and 7 in the Notice) in lieu of payment of director fees to be issued to directors Alice McCleary, Martin Janes and Robert Rorrison (the "Resolution 5-7 Shares") in accordance with existing employment terms, to not include an issue price, subject to the Notice stating that the issue price of the Resolution 5-7 Shares will be calculated by dividing the directors' fees payable (\$101,000) with the VWAP of the Company's shares calculated over 5 ASX trading days immediately prior to the issue date and to state that the shares will be issued later than one month after the date of the shareholders' meeting, subject to the following conditions:</p> <p>1.1. The Company issues up to \$22,500 worth of shares to Alice McCleary by 31 January 2018 and up to \$22,500 worth of shares by 31 July 2018.</p> <p>1.2. The Company issues up to \$16,000 worth of shares to Martin Janes by 31 January 2018 and up to \$16,000 worth of shares by 31 July 2018.</p> <p>1.3. The Company issues up to \$8,000 worth of shares to Robert Rorrison and up to \$16,000 worth of shares by 31 July 2018.</p> <p>1.4. The Notice states that the number of shares to be issued will be calculated by dividing the directors' fees payable (\$101,000) with the VWAP of the Company's shares calculated over 5 ASX trading days immediately prior to the issue date.</p> <p>1.5. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. 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 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>

## Register of ASX Listing Rule Waivers

### Present Application

Shareholder approval is being sought to issue director shares in lieu of director fees, whereby the 3 directors have agreed to reduce the cash payment of directors fees owed to each of them for the twelve months ending 30 June 2018 to an aggregate of \$101,000. The Company's Notice states that the Company intends to seek a waiver from listing rule 10.13.3 and 10.13.5 to permit the Resolution 5-7 Shares to be issued outside the 1 month period in accordance with existing employment terms. The maximum number of the Resolution 5-7 Shares to be issued is indicative to an amount that is calculated by a VWAP over 5 ASX trading days on which trades were recorded immediately prior to the issue date, and capped to a maximum of 14,428,571 shares (approximately 4.05% dilution) with the total amount of the director shares to be issued no later than 31 July 2018. There is sufficient degree of certainty to calculate the number of securities to be issued for shareholders to be able to give their informed consent. In addition, the Company has provided worked examples of dilution in the Notice to provide additional certainty about the basis of calculation of the number of securities to be issued.



<b>Rule Number</b>	10.13.3
<b>Date</b>	18/10/2017
<b>ASX Code</b>	XPE
<b>Listed Company</b>	XPED LIMITED
<b>Waiver Number</b>	WLC170346-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xped Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of meeting seeking shareholder approval for the issue of up to 40,000,000 ordinary shares to Dr Sheng (or his nominee) ("Milestone Shares") not to state that the Milestone Shares will be issued within one month of the date of the shareholders' meeting, subject to the following conditions.</p> <p>1.1. The Company issues the Milestone Shares no later than 1 November 2019.</p> <p>1.2. If the Company releases its annual report during a period in which the Milestone Shares are issued or remain to be issued, the annual report discloses details of the Milestone Shares that have been issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Milestone Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Milestone Shares issued during the reporting period, the number of Milestone Shares that remain to be issued and the basis on which the Milestone Shares may be issued.</p> <p>1.4. The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p> <p>1.5. The Notice contains the full terms and conditions of the Milestone Shares.</p> <p>1.6. The milestones which must be satisfied for the Milestone Shares to be issued are not varied.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  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>

## Register of ASX Listing Rule Waivers

### Present Application

The Company is proposing to issue the Milestone Shares to a former director, Dr Sheng, based on certain revenue milestones. Dr Sheng is now engaged in a consultancy role to the Company. The maximum number of Milestone Shares to be issued to Dr Sheng is fixed therefore the degree of dilution is known. The timing of the issue of the Milestone Shares has been outlined in the notice of meeting seeking shareholder approval for the issue of the Milestone Shares. The period of time over which the Milestone Shares may be issued is fixed. There is a sufficient degree of certainty about the basis for calculation of the number of securities to be issued for shareholders to be able to give their informed consent to the issue of the Milestone Shares over the relevant period.

<b>Rule Number</b>	10.13.5
<b>Date</b>	13/10/2017
<b>ASX Code</b>	AQD
<b>Listed Company</b>	AUSQUEST LIMITED
<b>Waiver Number</b>	WLC170308-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants AusQuest Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting ("Notice"), to approve the issue of up to 21,642,048 shares to Chrysalis Investments Pty Ltd, an entity controlled by Mr Christopher Ellis who is a director of the Company ("Chrysalis"), in part conversion of a convertible note having a face value of \$750,000 ("Conversion Shares"), not to state the issue price subject to the following conditions.</p> <p>1.1. The Notice states that the issue price of Conversion Shares to be issued will be "the lower of:</p> <p>1.1.1. 2 cents per Share; and</p> <p>1.1.2. the volume weighted average market price for Shares calculated over the 5 days on which sales in the Shares were recorded immediately prior to the day on which the issue of the Conversion Shares is made."</p> <p>1.2. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Conversion Shares.</p> <p>1.3. The Company discloses the terms of this waiver to the market by way of a fulsome disclosure in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company is seeking shareholder approval for the issue of up to 21,642,048 Conversion Shares to Chrysalis. The issue price of the shares to be issued is presently unascertainable as it is based on a formula including a future security price. The shares are subject to shareholder approval under listing rule 10.11 and will be issued within one month of shareholder approval. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price (in this instance the maximum number of Conversion Shares is known), the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders. The waiver is granted to permit the Notice to state the price formula rather than the actual issue price for the Conversion Shares subject to certain conditions, including that the terms of the waiver are disclosed in the Notice.

<b>Rule Number</b>	10.13.5
<b>Date</b>	25/10/2017
<b>ASX Code</b>	HCH
<b>Listed Company</b>	HOT CHILI LIMITED
<b>Waiver Number</b>	WLC170324-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Hot Chili Limited (the "Company") a waiver from listing rules 10.13.3 and 10.13.5 to permit the Company's notice of annual general meeting ("Notice") seeking shareholder approval for the issue of up to 1,235,072 shares in consideration for the payment of interest of 8% per annum due to Blue Spec Drilling Pty Ltd ("Blue Spec"), payable quarterly through the issue of shares ("Interest Shares") over the 12 month period from the date of the AGM, in respect to the quarters ending on 31 December 2017, 31 March 2018, 30 June 2018 and 30 September 2018 (each a "Relevant Interest Period"), not to state that the Interest Shares will be issued to Blue Spec within 1 month of the date of the AGM and to permit the Notice not to include an issue price, subject to the following conditions:</p> <p>1.1. The Interest Shares are issued to Blue Spec no later than 7 days after 30 September 2018;</p> <p>1.2. The Notice states that the Interest Shares will be issued at a deemed issue price equal to the volume weighted average price ("VWAP") of the Company's fully paid ordinary shares over the five trading days prior to their issue date, being the last date of the Relevant Interest Period.</p> <p>1.3. For any annual reporting period during which any of the Interest Shares are issued or remain to be issued, the Company's annual report must set out in detail the number of Interest Shares issued in that annual reporting period, the number of Interest Shares that remain to be issued, and the basis on which the Interest Shares may be issued;</p> <p>1.4. In any half year or quarterly report for a period during which any of the Interest Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Interest Shares issued during the reporting period, and the number of Interest Shares that remain to be issued and the basis on which the Interest Shares may be issued; and</p> <p>1.5. The terms of the waiver are disclosed in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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><b>Present Application</b></p> <p>The Company has closed a capital raising in the amount of \$11,300,900 by way of the placement of the Convertible Notes to unrelated parties and to Blue Spec. Blue Spec is a related party of the Company, being controlled by Mr Murray Black, a director of the Company. The Company seeks approval by shareholders for the issue of Interest Shares to Blue Spec over the 12 months from the date of the AGM with respect to the Relevant Interest Period.</p>

## Register of ASX Listing Rule Waivers

Interest of 8% per annum is payable to Blue Spec on a quarterly basis in either cash or Interest Shares, at the election of the Company. Interest Shares are issued at the VWAP of Shares over the five trading days prior to their issue date, being the last date of the relevant Interest Period. The maximum number of Interest Shares that may be issued to Blue Spec is 1,235,072 Interest Shares. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, and where the future security price will be known shortly after the security holder meeting, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders. The interest rate and period of time over which Interest Shares may be issued is fixed and the notice of meeting provides a working example of an indicative number of Interest Shares based on three estimated values of VWAP, being \$0.025, \$0.04 and \$0.055. 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 Interest Shares over the relevant period. The waiver is granted to permit the Notice not to include an issue price, subject to conditions including that the Interest Shares be issued at the VWAP of the Company's Shares over the five trading days prior to their issue date, being the last date of the Relevant Interest Period and that the Company discloses the terms of the waiver in the notice of meeting.

<b>Rule Number</b>	10.13.5
<b>Date</b>	20/10/2017
<b>ASX Code</b>	OEX
<b>Listed Company</b>	OILEX LTD
<b>Waiver Number</b>	WLC170333-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oilex Limited (the "Company") waivers from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of general meeting ("Notice") to approve the issue of a maximum of AUD\$73,800 and £6,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 10 trading days prior to the issue date.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares at three different prices.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.6. The Company contains the terms of this waiver in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the Directors (or their nominees) in lieu of remuneration or fees in their capacities as directors of the Company. The issue price of the shares to be issued is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.



<b>Rule Number</b>	10.13.5
<b>Date</b>	27/10/2017
<b>ASX Code</b>	USA
<b>Listed Company</b>	URANIUMSA LIMITED
<b>Waiver Number</b>	WLC170345-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants UraniumSA Limited (the "Company") a waiver from listing rule 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") seeking shareholder approval for the issue of up to 14,428,571 shares (Resolutions 5, 6 and 7 in the Notice) in lieu of payment of director fees to be issued to directors Alice McCleary, Martin Janes and Robert Rorrison (the "Resolution 5-7 Shares") in accordance with existing employment terms, to not include an issue price, subject to the Notice stating that the issue price of the Resolution 5-7 Shares will be calculated by dividing the directors' fees payable (\$101,000) with the VWAP of the Company's shares calculated over 5 ASX trading days immediately prior to the issue date and to state that the shares will be issued later than one month after the date of the shareholders' meeting, subject to the following conditions:</p> <p>1.1. The Company issues up to \$22,500 worth of shares to Alice McCleary by 31 January 2018 and up to \$22,500 worth of shares by 31 July 2018.</p> <p>1.2. The Company issues up to \$16,000 worth of shares to Martin Janes by 31 January 2018 and up to \$16,000 worth of shares by 31 July 2018.</p> <p>1.3. The Company issues up to \$8,000 worth of shares to Robert Rorrison and up to \$16,000 worth of shares by 31 July 2018.</p> <p>1.4. The Notice states that the number of shares to be issued will be calculated by dividing the directors' fees payable (\$101,000) with the VWAP of the Company's shares calculated over 5 ASX trading days immediately prior to the issue date.</p> <p>1.5. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<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>

## Register of ASX Listing Rule Waivers

### Present Application

The Notice provides a formula for calculating the issue price of securities, calculated as the VWAP over the 5 ASX trading days immediately prior to the issue date. As the maximum number of director shares that may be issued is fixed to the amount of director fees payable and up to an aggregate maximum of 14,428,571 shares (total of share issue under resolution 5-7 of the Notice), it is not considered excessive in the context of the Company's issued capital. The inclusion of sufficient information in the Notice about the method of calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.

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<b>Rule Number</b>	10.15A.5
<b>Date</b>	13/10/2017
<b>ASX Code</b>	BMN
<b>Listed Company</b>	BANNERMAN RESOURCES LIMITED
<b>Waiver Number</b>	WLC170311-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bannerman Resources Limited (the "Company") a waiver from listing rule 10.15A.5 to the extent necessary to permit the notice of meeting seeking shareholder approval for the participation by non-executive directors ("NEDs") of the Company in the Company's non-executive director share incentive plan ("NEDSIP") not to state the names of all non-executive directors who may participate in the NEDSIP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> The notice of meeting requirement for the approval of an issue of securities under listing rule 10.14 requires that the names of all directors and associates who may participate in an employee incentive scheme should be included in the notice of meeting to approve the issue. This ensures that security holders are able to make an informed decision on the matter.</p> <p><b>Present Application</b> NEDs are entitled to receive one third of their annual director fees in the form of incentives under the NEDSIP. In addition, 40% of the remaining two thirds of each NED's annual base director's fees will be satisfied by the issue of Incentives under the NEDSIP with the balance received in cash. The maximum number of securities to be issued under the share incentive plan will be disclosed in the notice of meeting. The securities may be issued to NEDs of the entity not named in notice of meeting but who are appointed to office from time to time. The plan is specifically for NEDs and as such there is no concern that particular NEDs may acquire securities on advantageous terms by their being able to participate in a fee sacrifice plan with other NEDs. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.8
<b>Date</b>	13/10/2017
<b>ASX Code</b>	BMN
<b>Listed Company</b>	BANNERMAN RESOURCES LIMITED
<b>Waiver Number</b>	WLC170311-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bannerman Resources Limited (the "Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the notice of general meeting seeking shareholder approval for the participation by non-executive directors ("NEDs") of the Company in the non-executive director share incentive plan ("NEDSIP") to state that all non-executive directors in office from time to time may participate in the NEDSIP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 10.15A.8 requires that a notice of meeting to approve the issue of securities to a non-executive director under an employee incentive scheme includes a statement that additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and not named in notice, will not be able to participate in the employee incentive scheme until approval is obtained under listing rule 10.14. This enables security holders to make an informed decision on the matter.</p> <p><b>Present Application</b>  NEDs may participate in the NEDSIP pursuant to which a non-executive director may be issued securities in the entity in lieu of fees. Securities may be issued to NEDs of the entity not named in notice of meeting but who are appointed to office from time to time. The plan is specifically for NEDs and there is no concern that particular NEDs may acquire shares on advantageous terms by their being able to participate in a fee sacrifice plan with other NEDs. The maximum number of performance rights which may be issued to future directors is capped and the performance rights which may be issued to future directors have identical terms to those performance rights proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	19/10/2017
<b>ASX Code</b>	BSA
<b>Listed Company</b>	BSA LIMITED
<b>Waiver Number</b>	WLC170314-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BSA Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's 2017 notice of annual general meeting ( "Notice"), in relation to the resolutions seeking shareholder approval under listing rule 10.14 for the issue of securities ("Share Rights") to participating non-executive directors, not to state a maximum number of Share Rights that may be issued to the participating non-executive directors, on condition that the Notice sets out the method by which the number of Share Rights to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15A.5
<b>Date</b>	18/10/2017
<b>ASX Code</b>	PNW
<b>Listed Company</b>	PACIFIC STAR NETWORK LIMITED
<b>Waiver Number</b>	WLC170334-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Pacific Star Network Limited ("Company") a waiver from listing rule 10.15A.5 to the extent necessary to permit the notice of meeting seeking shareholder approval for the participation by non-executive directors ("NEDs") of the Company in the Company's employee and executive incentive plan ("EEIP") not to state the names of all non-executive directors who may participate in the EEIP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> The notice of meeting requirement for the approval of an issue of securities under listing rule 10.14 requires that the names of all directors and associates who may participate in an employee incentive scheme should be included in the notice of meeting to approve the issue. This ensures that security holders are able to make an informed decision on the matter.</p> <p><b>Present Application</b> NEDs are entitled to receive 50% of their annual director fees in the form of incentives under the EEIP with the balance received in cash. The maximum number of securities to be issued under the share incentive plan will be disclosed in the notice of meeting. The securities may be issued to NEDs of the entity not named in the notice of meeting but who are appointed to office from time to time. The arrangement is specifically for NEDs and as such there is no concern that particular NEDs may acquire securities on advantageous terms by their being able to participate in a fee sacrifice plan with other NEDs. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.8
<b>Date</b>	18/10/2017
<b>ASX Code</b>	PNW
<b>Listed Company</b>	PACIFIC STAR NETWORK LIMITED
<b>Waiver Number</b>	WLC170334-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Pacific Star Network Limited (the "Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the notice of meeting seeking shareholder approval for the participation by non-executive directors of the Company in the employee and executive incentive plan ("EEIP") to state that all non-executive directors in office from time to time may participate in the EEIP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 10.15A.8 requires that a notice of meeting to approve the issue of securities to a non-executive director under an employee incentive scheme includes a statement that additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and not named in notice, will not be able to participate in the employee incentive scheme until approval is obtained under listing rule 10.14. This enables security holders to make an informed decision on the matter.</p> <p><b>Present Application</b>  NEDs may participate in the EEIP pursuant to which a non-executive director may be issued securities in the entity in lieu of fees. Securities may be issued to NEDs of the entity not named in notice of meeting but who are appointed to office from time to time. The plan is extended to NEDs and there is no concern that particular NEDs may acquire shares on advantageous terms by their being able to participate in a fee sacrifice plan with other NEDs. The maximum number of securities which may be issued to future directors is capped and the securities which may be issued to future directors have identical terms to those securities proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	27/10/2017
<b>ASX Code</b>	PWN
<b>Listed Company</b>	PARKWAY MINERALS NL
<b>Waiver Number</b>	WLC170336-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Parkway Minerals NL (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the resolution in the Company's notice of annual general meeting seeking shareholder approval for the purposes of Listing Rule 10.14 in relation to fully paid ordinary shares ("Shares") allocated to directors and senior managers of the Company ("Eligible Participants") under the Company's amended Director and Senior Management Fee and Remuneration Sacrifice Share Plan ("New Plan"), not to state a maximum number of Shares that may be acquired by Eligible Participants, on condition that the Notice sets out the method by which the number of Shares to be allocated will be calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>



<b>Rule Number</b>	10.15A.8
<b>Date</b>	27/10/2017
<b>ASX Code</b>	PWN
<b>Listed Company</b>	PARKWAY MINERALS NL
<b>Waiver Number</b>	WLC170336-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Parkway Minerals NL (the "Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the resolution in the notice of annual general meeting seeking shareholder approval for the purposes of listing rule 10.14, for participation by directors and senior managers of the Company ("Eligible Participants") in the amended Director and Senior Management Fee and Remuneration Sacrifice Share Plan ("New Plan"), to state that the New Plan applies to the directors in office from time to time and who become entitled to participate in the New Plan.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule ensures a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval for the issue of Shares to directors and certain senior managers of the Company pursuant to the New Plan. Participation in the New Plan by each Eligible Participant is not compulsory and Eligible Participants may elect to sacrifice part of their directors' fees or consulting fees to acquire Shares. The maximum number of Shares which may be issued is restricted and the Shares which may be issued to future Eligible Participants have identical terms to those Shares proposed to be issued to existing Eligible Participants subject to shareholder approval. Future Eligible Participants will not obtain any additional remuneration by participating in the New Plan as they will be sacrificing fees to acquire Shares.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	23/10/2017
<b>ASX Code</b>	ANZ
<b>Listed Company</b>	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
<b>Waiver Number</b>	WLC170309-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australia and New Zealand Banking Group Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting ("Notice"), in relation to the issue of performance rights under the Company's Share Option Plan pursuant to Listing Rule <a href="http://cis/Participants/Waivers/WaiverSearch">http://cis/Participants/Waivers/WaiverSearch</a> 10.14, not to state a maximum number of performance rights that may be issued to Mr Shayne Elliott, on condition that the Notice states the method by which the number of performance rights to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	16/10/2017
<b>ASX Code</b>	BMN
<b>Listed Company</b>	BANNERMAN RESOURCES LIMITED
<b>Waiver Number</b>	WLC170310-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bannerman Resources Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of general meeting (the "Notice") in relation to the resolution seeking security holder approval pursuant to listing rule 10.14 for the issue of securities under the Company's Employee Incentive Plan to the Company's Chief Executive Officer and Managing Director, Mr Brandon Munro, not to state a maximum number of securities that may be issued to Mr Munro, 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 Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	20/10/2017
<b>ASX Code</b>	CZA
<b>Listed Company</b>	COAL OF AFRICA LIMITED
<b>Waiver Number</b>	WLC170317-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coal of Africa Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") in relation to the resolutions seeking security holder approval pursuant to listing rule 10.14 for the issue of securities under the Company's Performance Rights Plan to Mr Brown and Mr Schutte (the "Participating Directors"), not to state a maximum number of securities that may be issued to the Participating Directors, 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 Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	12/10/2017
<b>ASX Code</b>	MYR
<b>Listed Company</b>	MYER HOLDINGS LIMITED
<b>Waiver Number</b>	WLC170331-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Myer Holdings Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "AGM Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the issue of performance rights under the Company's FY2018 Long Term Incentive Plan to the Company's Managing Director and Chief Executive Officer, Mr Richard Umbers, not to state the maximum number of securities that may be granted to Mr Umbers, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	23/10/2017
<b>ASX Code</b>	INA
<b>Listed Company</b>	INGENIA COMMUNITIES GROUP
<b>Waiver Number</b>	WLC170326-001
<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 14.7 to the extent necessary to permit the Group not to comply with the voting exclusion statement in the notice of meeting lodged with ASX Market Announcements on 11 October 2017 in relation to the resolution for the purposes of listing rule 7.4 to ratify the issue of 12,307,616 stapled securities which took place on 15 May 2017 (the "Resolution") so that the Group need not disregard votes cast on the Resolution by security holders who participated in the issue, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they have no interest in the outcome of the Resolution, nor are they an associate of a person who has an interest in the outcome of the Resolution.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> <p>1.4. The terms of the waiver are immediately released to the market.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	6/10/2017
<b>ASX Code</b>	MBM
<b>Listed Company</b>	MOBECOM LIMITED
<b>Waiver Number</b>	WLC170330-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mobecom Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue, as approved by shareholders at the general meeting held on 1 May 2017, the following securities later than three months after the date of shareholder approval:</p> <p>(a) up to 45,000,000 shares, including 2,500,000 shares to Todd Ruppert, under the Public Offer;</p> <p>(b) 297,619 shares and up to 5,563,817 options to PAC under the Promoter Offer; and</p> <p>(c) 793,585 shares to Neil Herbert, 283,795 shares to Warwick Andrew and 248,230 shares to Mandeep Bhandari under the Staff Offer,</p> <p>on condition that:</p> <p>1.1 the securities are issued no later than 12 October 2017 and on the same terms and conditions as approved by shareholders;</p> <p>1.2. the circumstances of the Company, as determined by ASX, have not changed materially since shareholders approved the issue of the securities; and</p> <p>1.3. the terms of the waiver are immediately released to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p><b>Present Application</b> Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	14.11
<b>Date</b>	16/10/2017
<b>ASX Code</b>	DXS
<b>Listed Company</b>	DEXUS
<b>Waiver Number</b>	WLC170320-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Dexus (a stapled entity consisting of units in each of Dexus Diversified Trust, Dexus Industrial Trust, Dexus Office Trust and Dexus Operations Trust) a waiver from Listing Rule 14.11 to the extent necessary to permit Dexus not to comply with the voting exclusion statement in the notice of general meeting containing a resolution (the "Resolution") for the ratification of the prior issue of a 49,019,608 ordinary stapled securities of Dexus at an issue price of \$10.20 per stapled security on 27 June 2017 (the "Placement"), so that the votes of security holders who participated in the Placement may be counted, if and 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 (the "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 Holders how to vote 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 Standard Decision, refer to Guidance Note 17.