



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

**1 to 15 December 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 8
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company"), which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities"), a waiver from listing rule 1.1 condition 8 to the extent necessary that there need not be the minimum number of holders of securities with a value of at least \$2,000 in each of the Company and the Trust, on condition that each share in the Company is stapled to a unit in the Trust and there is at least the minimum number of holders of securities, each holding a parcel of Stapled Securities with a value of at least \$2,000.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX must demonstrate that it complies with one of the security holder spread tests in listing rule 1.1 condition 8 following any fundraising undertaken in connection with the listing. The tests require that there be a certain minimum number of holders of securities in the ordinary class holding parcels of securities with a particular minimum value, or a lower minimum number of holders but a minimum proportion of the freely tradeable ordinary securities (ie not classified as restricted securities by ASX) must be held by non-related persons. By meeting one of these requirements, an applicant entity demonstrates that there is sufficient investor interest in its securities for it to be suitable as a listed entity.</p> <p><b>Present Application</b>  New Energy Solar has applied for listing on ASX as a stapled entity comprising the Company and the Trust. New Energy Solar's securities will trade as Stapled Securities, each consisting of one share in the Company and one unit in the Trust. On that basis, it is appropriate to grant a waiver from the requirement that each of the Company and the Trust have the minimum number of holders of securities with a value of at least \$2,000, on condition that there is the minimum number of holders of Stapled Securities in New Energy Solar with a value of at least \$2,000.</p>

<b>Rule Number</b>	1.1 condition 9
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-002
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company"), which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities"), a waiver from listing rule 1.1 condition 9 to the extent necessary not to require each of the Company and the Trust to comply with listing rule 1.3, on condition that each share in the Company is stapled to a unit in the Trust, and together the Company and the Trust meet the tests in that listing rule.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 1.1 requires an entity applying for admission to the official list of ASX to meet various conditions before it is admitted. Listing rule 1.1 condition 9 requires the applicant entity to satisfy either a profit test under listing rule 1.2 or the assets test under listing rule 1.3. These rules require the financial performance and/or financial position of an entity applying for admission to the official list, to be at a minimum level suitable for a listed entity. An entity must have a minimum level of profits, net tangible assets or market capitalisation before it will be eligible for admission to the official list.</p> <p><b>Present Application</b>  New Energy Solar has applied for listing on ASX as a stapled entity comprising the Company and the Trust. New Energy Solar's securities will trade as Stapled Securities, each consisting of one share in the Company and one unit in the Trust. The waiver is granted so that either the profit or assets test can be satisfied by New Energy Solar, rather than individually by the Company and the Trust.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	11/12/2017
<b>ASX Code</b>	SZG
<b>Listed Company</b>	A.C.N. 009 161 522 LIMITED
<b>Waiver Number</b>	WLC170397-001
<b>Decision</b>	<p>1. Based solely on the information provided, in relation to the agreement entered into between A.C.N. 009 161 522 Limited (the "Company") and Timok Resources Pty Ltd ("Timok") to acquire 100% of Timok ("Acquisition"), and the two option deeds pursuant to which Timok will acquire 100% of the issue capital of each of Kingstown Resources d.o.o. and Skarnore Resources d.o.o., and the public offers to raise up to \$5,100,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* Up to 250,000,000 fully paid ordinary shares at an issue price of \$0.02 per share pursuant to a public offer made under a prospectus ("Public Offer").</li> <li>* Up to \$100,000 of convertible notes ("Convertible Notes") which will convert into shares at completion of the Proposed Transaction at a deemed price of \$0.02 with one free attaching option exercisable at \$0.02 and expiring 3 years after the date of issue ("Convertible Note Options").</li> <li>* Up to 32,000,000 free attaching options exercisable at \$0.02 and expiring 3 years after the date of issue ("Interim Capital Raising Options") which will attach to 32,000,000 fully paid ordinary shares at an issue price of \$0.02 per share issued with shareholder approval granted on 8 September 2017.</li> <li>* Up to 40,000,000 ordinary fully paid shares and 13,000,000 options exercisable at \$0.02 and expiring 3 years after the date of issue to Otsana Pty Ltd ("Otsana Options").</li> <li>* 200,000,000 performance shares to the non-related vendors of Timok ("Performance Shares") with a zero exercise price,</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 Interim Capital Raising Options and the Otsana Options proposed to be issued in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. Security holders specifically approve the exercise price of the Interim Capital Raising Options and the Otsana Options as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p> <p>1.2. The terms and conditions of the Interim Capital Raising Options and Otsana Options 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 ("Notice") and in the prospectus to be issued in respect of the Public Offer ("Prospectus").</p> <p>1.3. The terms of this waiver are immediately disclosed to the market.</p>

# Register of ASX Listing Rule Waivers

<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> Standard Decision, refer to Guidance Note 17.</p>
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<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	14/12/2017
<b>ASX Code</b>	CWX
<b>Listed Company</b>	CARAWINE RESOURCES LIMITED
<b>Waiver Number</b>	WLC170394-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Carawine Resources Limited (the "Company") a waiver from listing rule 1.1 condition 12, to the extent necessary for the Company to issue 1,700,000 performance rights (being, 250,000 Tranche 1, 350,000 Tranche 2, 550,000 Tranche 3 and 550,000 Tranche 4) for nil consideration to Mr David Boyd, the Managing Director ("Performance Rights") as a means to incentivise Mr Boyd 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 1,700,000 Performance Rights to Mr David Boyd, the Managing Director for nil consideration. The Performance Rights would represent 3.8% of the undiluted issued capital of the Company at the time of listing. 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 require that, in respect of tranches 1 and 2, the Company reach a specified 30 day VWAP within fixed periods from listing, and in respect of tranches 3 and 4, the Company achieves a fixed number of gold and gold equivalent ounces in respect of the Company's projects within a fixed period. 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>	1.1 condition 12
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 169,544 options (equivalent to 4,238,600 CDIs) with an exercise price of less than \$0.20 per CDI.
<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 options issued to employees, directors and consultants under its 2012 Stock Incentive Plan. Although the exercise price of the options is more than 20 cents in US dollars, as 25 CDIs represent 1 share of common stock, the effective exercise price of the options per CDI is less than 20 cents. The waiver is granted on the basis that the options will represent a small proportion (approximately 1.7%) of the Company's fully diluted issued capital. The percentage on a post-fundraising basis is not considered material and the existence of the unquoted options will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	13/12/2017
<b>ASX Code</b>	QNL
<b>Listed Company</b>	QUEST MINERALS LIMITED
<b>Waiver Number</b>	WLC170406-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the binding terms sheet between Quest Minerals Limited (to be renamed High Grade Metals Limited) (the "Company") and Austrian Projects Corporations Pty Ltd ("APC"), pursuant to which the Company can acquire 100% of the issued shares in APC from the APC shareholders for the purpose of acquiring a 100% interest in a suite of cobalt and gold exploration tenements in Austria ("Acquisition") and the capital raising seeking to raise \$4,500,000 (before costs) ("Capital Raising") under a prospectus ("Prospectus"), through the issue of:</p> <ul style="list-style-type: none"> <li>* 150,000,000 fully paid ordinary shares in the capital of the Company at an issue price of at least \$0.02 (but likely to be \$0.03) per Share ("Public Offer");</li> <li>* 186,000,000 shares in the capital of the Company;</li> <li>* 65,000,000 options, having an exercise price of \$0.03 and expiring on 30 September 2020 with the same terms and conditions as the Company's existing class of options ("Options") ("Consideration Options"); and</li> <li>* 240,000,000 performance shares (120,000,000 Class A Performance Shares and 120,000,000 Class B Performance Shares) (together, the "Performance Shares"),</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 Consideration Options proposed to be issued in conjunction with the Acquisition not to be at least \$0.20, on the following conditions.</p> <p>1.1. The terms of this waiver are immediately disclosed to the market and, along with the terms and conditions of the Consideration Options, 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 ("Notice") and in the Prospectus.</p> <p>1.2. Security holders specifically approve the exercise price of the Consideration Options as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	7/12/2017
<b>ASX Code</b>	ROO
<b>Listed Company</b>	ROOTS SUSTAINABLE AGRICULTURAL TECHNOLOGIES LTD
<b>Waiver Number</b>	WLC170395-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Roots Sustainable Agricultural Technologies Ltd (the "Company") a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 2,200,000 options ("Options") and 9,400,000 performance rights ("Performance Rights") that have an exercise price for each underlying share of less than \$0.20 on condition that the material terms and conditions of the Options and Performance Rights will be disclosed in the prospectus issued in connection with the Company's initial public offering ("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 is applying for admission to the official list of ASX. The Company will have on issue up to 9,400,000 performance rights with a nil exercise price. The performance rights will represent 12.9% of the Company's issued capital on a fully diluted basis at the time of admission. The Company will also have on issue 2,200,000 options with an exercise price of \$0.01 each. The options will represent 3.03% of the Company's issued capital on a fully diluted basis at the time of admission. The Performance Rights and Options are fixed in number and are held by a total of a limited number of directors and employees. The terms of the Performance Rights and Options will be disclosed in the prospectus. The issue of the Performance Rights and Options does not undermine the integrity of the 20 cent rule. It is likely that 24 months escrow will apply to the Performance Rights and Options in accordance with Appendix 9B. The Performance Rights will convert into ordinary shares in the Company on the achievement of the relevant milestones, being the 12 month anniversary of the Company having been admitted to the official list of ASX, the Company's share price trading at not less than \$0.40 for five consecutive trading days, and the Company's total sales, calculated from the date that the Company is admitted to the official list exceeding \$500,000 ("Milestones"). The Milestones are sufficiently genuine and are considered to be a form of deferred ordinary shares. Accordingly, it is proposed to grant the waiver as the issue of the Options and Performance Rights does not undermine the 20 cent rule.</p>

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust (the "Trust") in respect of RESIMAC Series 2017-1NC a waiver from condition 11 of listing rule 1.8 to the extent that the Trust's Mortgage Backed Floating Rate Notes ("Notes") need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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>	11/12/2017
<b>ASX Code</b>	SZG
<b>Listed Company</b>	A.C.N. 009 161 522 LIMITED
<b>Waiver Number</b>	WLC170397-002
<b>Decision</b>	<p>1. Based solely on the information provided, in relation to the agreement entered into between A.C.N. 009 161 522 Limited (the "Company") and Timok Resources Pty Ltd ("Timok") to acquire 100% of Timok ("Acquisition"), and the two option deeds pursuant to which Timok will acquire 100% of the issue capital of each of Kingstown Resources d.o.o. and Skarnore Resources d.o.o., and the public offers to raise up to \$5,100,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* Up to 250,000,000 fully paid ordinary shares at an issue price of \$0.02 per share pursuant to a public offer made under a prospectus ("Public Offer").</li> <li>* Up to \$100,000 of convertible notes ("Convertible Notes") which will convert into shares at completion of the Proposed Transaction at a deemed price of \$0.02 with one free attaching option exercisable at \$0.02 and expiring 3 years after the date of issue ("Convertible Note Options").</li> <li>* Up to 32,000,000 free attaching options exercisable at \$0.02 and expiring 3 years after the date of issue ("Interim Capital Raising Options") which will attach to 32,000,000 fully paid ordinary shares at an issue price of \$0.02 per share issued with shareholder approval granted on 8 September 2017.</li> <li>* Up to 40,000,000 ordinary fully paid shares and 13,000,000 options exercisable at \$0.02 and expiring 3 years after the date of issue to Otsana Pty Ltd ("Otsana Options").</li> <li>* 200,000,000 performance shares to the non-related vendors of Timok ("Performance Shares") with a zero exercise price,</li> </ul> <p>ASX Limited ("ASX") grants 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 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 Public Offer shares is not less than \$0.02 each.</li> <li>1.2. Security holders approve the issue price of the Public Offer shares as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</li> <li>1.3. The terms of this waiver are immediately disclosed to the market.</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 2
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-003
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company"), which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities"), a waiver from listing rule 2.1 condition 2 to the extent necessary not to require the issue or sale price of shares in the Company or units in the Trust separately to be at least 20 cents in cash, on condition that each share in the Company is stapled to a unit in the Trust, and each Stapled Security has an issue or sale price of at least 20 cents.</p>
<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. This 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>  New Energy Solar has applied for listing on ASX as a stapled entity comprising the Company and the Trust. New Energy Solar's securities will trade as Stapled Securities, each consisting of one share in the Company and one unit in the Trust. The waiver is granted so that this rule can be satisfied by reference to the value of the Stapled Securities in New Energy Solar, rather than the individual issue or sale price of a share in the Company and units in the Trust.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	13/12/2017
<b>ASX Code</b>	QNL
<b>Listed Company</b>	QUEST MINERALS LIMITED
<b>Waiver Number</b>	WLC170406-002
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the binding terms sheet between Quest Minerals Limited (to be renamed High Grade Metals Limited) (the "Company") and Austrian Projects Corporations Pty Ltd ("APC"), pursuant to which the Company can acquire 100% of the issued shares in APC from the APC shareholders for the purpose of acquiring a 100% interest in a suite of cobalt and gold exploration tenements in Austria ("Acquisition"), and the capital raising seeking to raise \$4,500,000 (before costs) ("Capital Raising") under a prospectus ("Prospectus"), through the issue of:</p> <ul style="list-style-type: none"> <li>* 150,000,000 fully paid ordinary shares in the capital of the Company at an issue price of at least \$0.02 (but likely to be \$0.03) per Share ("Public Offer");</li> <li>* 186,000,000 shares in the capital of the Company;</li> <li>* 65,000,000 options, having an exercise price of \$0.03 and expiring on 30 September 2020 with the same terms and conditions as the Company's existing class of options ("Options") ("Consideration Options"); and</li> <li>* 240,000,000 performance shares (120,000,000 Class A Performance Shares and 120,000,000 Class B Performance Shares) (together, the "Performance Shares").</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 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>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust (the "Trust") in respect of RESIMAC Series 2017-1NC a waiver from condition 3 of listing rule 2.1 to the extent necessary that the Trust's securities need not satisfy CHESS requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Trust's Mortgage Backed Floating Rate Notes ("Notes") 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 debt securities of the Issuer being quoted are wholesale debt securities. The debt securities of the Issuer are to be settled outside of CHESS. 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>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-003
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust (the "Trust") in respect of RESIMAC Series 2017-1NC a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of the Trust's Mortgage Backed Floating Rate Notes ("Notes") that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> 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 debt securities of the Issuer being quoted are wholesale debt securities. The Issuer has been granted a waiver from listing rule 3.10.3 in relation to securities other than securities that are to be quoted on ASX. This is a companion waiver to the waiver from listing rule 3.10.3.</p>

<b>Rule Number</b>	4.7B
<b>Date</b>	8/12/2017
<b>ASX Code</b>	PFP
<b>Listed Company</b>	PROPEL FUNERAL PARTNERS LIMITED
<b>Waiver Number</b>	WLC170405-001
<b>Decision</b>	<p>1. Subject to the condition set out in paragraph 2, and based solely on the information provided, ASX Limited ("ASX") grants Propel Funeral Partners Limited (the "Company") a waiver from listing rule 4.7B to the extent necessary that the Company not be required to provide quarterly cash flow reports for the first eight quarters after the Company's admission to the official list.</p> <p>2. The waiver is granted on condition that the Company immediately releases an announcement to ASX confirming that it spent approximately \$81.2 million of the cash raised under its prospectus dated 25 October 2017 ("Prospectus") in a manner consistent with the information set out in section 8.1.1 of the Prospectus, and confirms the date of disbursement of those funds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 1.3.2(b) requires an entity that has half or more of its total tangible assets in the form of cash or in a form readily convertible to cash to have commitments consistent with its business objectives to spend at least half of its cash and assets in a form readily convertible to cash.</p> <p>Listing rule 4.7B(a) was introduced as a complement to listing rule 1.3.2(b) requiring entities admitted under that rule, referred to as commitments test entities, to provide quarterly cash flow reports for the first eight quarters after listing or such longer period as set by ASX. It is ASX's practice to extend the obligation for a commitments test entity until it has established a history of positive net operating cash flow. The entity must give ASX the completed Appendix 4C immediately on the information being available, and in any event, within one month after the end of each quarter of its financial year. The quarterly cash flow report, Appendix 4C, requires information in relation to expenditures by the entity and the entity's cash flow generally. This information assists the market to understand the extent to which the entity is achieving its business objectives and goals, and its financial liquidity. It is considered that it is valuable to the market to receive quarterly cash flow reports from such entities, to assist in achieving a high level of transparency about such entities' operating models, use of funds, and liquidity position.</p> <p><b>Present Application</b> Shortly after the close of the offer, the Company used approximately \$81.2 million which reduced the proportion of its total tangible assets in the form of cash to less than half. The Company has not yet been required to complete the quarterly cash flow report, and the Company has expended its cash for the commitments as set out in the Prospectus before its first quarterly report is due. Accordingly, the circumstances of the Company fit within the parameters of ASX Guidance Note 23 paragraph 10. On the condition that the Company confirms to the market it has used the cash in satisfaction of the commitments as disclosed the Prospectus, it is considered appropriate to grant the waiver.</p>



<b>Rule Number</b>	4.10.19
<b>Date</b>	8/12/2017
<b>ASX Code</b>	PFP
<b>Listed Company</b>	PROPEL FUNERAL PARTNERS LIMITED
<b>Waiver Number</b>	WLC170405-002
<b>Decision</b>	<p>1. Subject to the condition set out in paragraph 2, and based solely on the information provided, ASX Limited ("ASX") grants Propel Funeral Partners Limited (the "Company") a waiver from listing rule 4.10.19 to the extent necessary that it not be required to include the information required by that rule in the Company's first two annual reports.</p> <p>2. The waiver is granted on condition that the Company immediately releases an announcement to ASX confirming that it spent approximately \$81.2 million of the cash raised under its prospectus dated 25 October 2017 ("Prospectus") in a manner consistent with the information set out in section 8.1.1 of the Prospectus, and confirms the date of disbursement of those funds.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.3.2(b) requires an entity that has half or more of its total tangible assets in the form of cash or in a form readily convertible to cash to have commitments consistent with its business objectives to spend at least half of its cash and assets in a form readily convertible to cash.</p> <p>Listing Rule 4.10.19 complements Listing Rule 1.3.2(b), requiring entities to disclose in its first two annual reports after admission, a statement about whether the entity used the cash and assets readily convertible into cash that it had at the time of admission in a way consistent with its business objectives. If the use of the funds was not consistent, an explanation of how the cash and assets were used must be included. This information assists the market to understand the extent to which the entity achieved its business objectives and goals.</p> <p><b>Present Application</b> Shortly after the close of the offer, the Company used approximately \$81.2 million which reduced the proportion of its total tangible assets in the form of cash to less than half. The Company has not yet been required to complete the quarterly cash flow report, and the Company has expended its cash for the Commitments as set out in the Prospectus before its first quarterly report is due. Accordingly, the circumstances of the Company fit within the parameters of ASX Guidance Note 23 paragraph 10. On the condition that the Company confirms to the market it has used the cash in satisfaction of the Commitments as disclosed the Prospectus, it is considered appropriate to grant the waiver. As the Company is being granted a waiver from listing rule 4.7B as its circumstances are within the parameters set out in Guidance Note 23, it is considered appropriate to grant a corresponding waiver from listing rule 4.10.19.</p>

<b>Rule Number</b>	6.16
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 6.16 to the extent necessary to permit the Company to have 169,544 options on issue under the 2012 Stock Incentive Plan ("2012 Plan") which do not comply with those listing rules on the following conditions.</p> <p>1.1 The Company does not issue any further securities under the 2012 Plan, without amendments to ensure the terms comply with the Listing Rules.</p> <p>1.2 The Company releases the full terms of the 2012 Plan to the market as pre-quotations disclosure.</p> <p>1.3 The Company undertakes to obtain ASX approval before any future issue of options and before the implementation of any future employee or director option plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with listing rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as listing rule 7.22, and ensures that options on issue can have their terms changed in compliance with the listing rules in force at the time of the reorganisation of capital (if the listing rules have been amended).</p> <p><b>Present Application</b> The Company is incorporated in Delaware, United States. The existing terms of the 2012 Plan were drafted in compliance with requirements of US law. The Company has issued options and restricted stock awards to its employees, directors and consultants pursuant to the 2012 Plan. The options and restricted stock awards account for less than 5% of the Company's fully diluted issued capital. The Company will not issue any further options or restricted stock awards under the existing terms of 2012 Plan once listed on ASX and the waiver is limited to the options and warrants issued under the existing 2012 Plan.</p>

<b>Rule Number</b>	6.19
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 6.19 to the extent necessary to permit the Company to have 169,544 options on issue under the 2012 Stock Incentive Plan ("2012 Plan") which do not comply with those listing rules on the following conditions.</p> <p>1.1 The Company does not issue any further securities under the 2012 Plan, without amendments to ensure the terms comply with the Listing Rules.</p> <p>1.2 The Company releases the full terms of the 2012 Plan to the market as pre-quotations disclosure.</p> <p>1.3 The Company undertakes to obtain ASX approval before any future issue of options and before the implementation of any future employee or director option plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.19 requires that option terms set out the option holder's rights to participate in a new issue without exercising the option, or state that there are no such rights. This rule informs both holders of issued securities and holders of the options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> The Company is incorporated in Delaware, United States. The existing terms of the 2012 Plan were drafted in compliance with requirements of US law. The Company has issued options and restricted stock awards to its employees, directors and consultants pursuant to the 2012 Plan. The options and restricted stock awards account for less than 5% of the Company's fully diluted issued capital. The Company will not issue any further options or restricted stock awards under the existing terms of 2012 Plan once listed on ASX and the waiver is limited to the options and warrants issued under the existing 2012 Plan.</p>

<b>Rule Number</b>	6.21
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 6.21 to the extent necessary to permit the Company to have 169,544 options on issue under the 2012 Stock Incentive Plan ("2012 Plan") which do not comply with those listing rules on the following conditions.</p> <p>1.1 The Company does not issue any further securities under the 2012 Plan, without amendments to ensure the terms comply with the Listing Rules.</p> <p>1.2 The Company releases the full terms of the 2012 Plan to the market as pre-quotations disclosure.</p> <p>1.3 The Company undertakes to obtain ASX approval before any future issue of options and before the implementation of any future employee or director option plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option unless the right is permitted under listing rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b>  The Company is incorporated in Delaware, United States. The existing terms of the 2012 Plan were drafted in compliance with requirements of US law. The Company has issued options and restricted stock awards to its employees, directors and consultants pursuant to the 2012 Plan. The options and restricted stock awards account for less than 5% of the Company's fully diluted issued capital. The Company will not issue any further options or restricted stock awards under the existing terms of 2012 Plan once listed on ASX and the waiver is limited to the options and warrants issued under the existing 2012 Plan.</p>

<b>Rule Number</b>	6.22
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 6.22 to the extent necessary to permit the Company to have 169,544 options on issue under the 2012 Stock Incentive Plan ("2012 Plan") which do not comply with those listing rules on the following conditions.</p> <p>1.1 The Company does not issue any further securities under the 2012 Plan, without amendments to ensure the terms comply with the Listing Rules.</p> <p>1.2 The Company releases the full terms of the 2012 Plan to the market as pre-quotations disclosure.</p> <p>1.3 The Company undertakes to obtain ASX approval before any future issue of options and before the implementation of any future employee or director option plans.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 6.22 provides that options which confer the right to change in exercise price or a change in the number of securities issued on exercise must do so only in accordance with a formula in the listing rule. This rule maintains balance between the rights of holders of issued securities and the holders of options. There is certainty to rights of holders of issued securities and holders of options as to the terms of the options or how the terms may be varied.</p> <p><b>Present Application</b>  The Company is incorporated in Delaware, United States. The existing terms of the 2012 Plan were drafted in compliance with requirements of US law. The Company has issued options and restricted stock awards to its employees, directors and consultants pursuant to the 2012 Plan. The options and restricted stock awards account for less than 5% of the Company's fully diluted issued capital. The Company will not issue any further options or restricted stock awards under the existing terms of 2012 Plan once listed on ASX and the waiver is limited to the options and warrants issued under the existing 2012 Plan.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	8/12/2017
<b>ASX Code</b>	LAA
<b>Listed Company</b>	LATAM AUTOS LIMITED
<b>Waiver Number</b>	WLC170404-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants LatAm Autos Limited (the "Company") a waiver from listing rule 7.1 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP") in accordance with Australian Securities and Investments Commission Class Order 09/425 on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be no less than 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue by the Company.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.1
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company"), which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities"), a waiver from listing rule 7.1 to the extent necessary to permit the Company and Walsh &amp; Co Investments Limited (the "Responsible Entity") to issue Stapled Securities to New Energy Solar Manager Pty Limited (the "Investment Manager") in lieu of management fees as defined in the investment management agreement entered into between the Company, the Responsible Entity and the Investment Manager on 3 December 2015 ("Investment Management Agreement"), without obtaining security holder approval, subject to the following conditions.</p> <p>1.1 New Energy Solar makes full disclosure to any person who may subscribe for Stapled Securities under a disclosure document of the provisions in the Investment Management Agreement which allow for the periodic issue of Stapled Securities in lieu of management fees payable to the Responsible Entity.</p> <p>1.2 The Stapled Securities are issued in accordance with the provisions of the Investment Management Agreement.</p> <p>1.3 A completed Appendix 3B announcement is lodged for release to the market for each issue of Stapled Securities.</p> <p>1.4 Details of the Stapled Securities issued in lieu of management fees are disclosed in New Energy Solar's annual report each year in which Stapled Securities are issued.</p> <p>1.5 Securityholder approval is sought every third year for the issue of Stapled Securities to the Investment Manager in lieu of fees payable under the Investment Management Agreement.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</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, 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.</p>

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### Present Application

The Investment Management Agreement contains provisions to pay management fees to the Investment Manager. It is proposed that New Solar Energy may satisfy the management fee by the issue of Stapled Securities. The provisions are to be disclosed in the offer document for New Energy Solar's admission to the official list and in any other offer document issued by New Energy Solar.

Securityholders are taken to have consented to the issue of Stapled Securities under the management fee provisions entered into by subscribing under an offer document and through disclosure in the annual report. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the entity approve the arrangement every three years.



<b>Rule Number</b>	7.3.2
<b>Date</b>	14/12/2017
<b>ASX Code</b>	WWI
<b>Listed Company</b>	WEST WITS MINING LIMITED
<b>Waiver Number</b>	WLC170409-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants West Wits Mining 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 a total of:</p> <p>1.1. 30,000,000 fully paid ordinary shares to the vendors of Tambina Gold Pty Ltd ("Tambina Milestone Shares"), not to state that the Tambina Milestone Shares will be issued no later than 3 months after the date of the meeting; and</p> <p>1.2. 45,000,000 fully paid ordinary shares to the vendors of Northern Reserves Pty Ltd ("Northern Reserves Milestone Shares"), not to state that the Northern Reserves Milestone Shares will be issued no later than 3 months after the date of the meeting.</p> <p>2. Resolution 1 is subject to the following conditions.</p> <p>2.1. The Company issues up to 15,000,000 Tambina Milestone Shares to the vendors no later than 2 years from the date of the meeting, subject to satisfaction of the relevant milestone ("Tambina Milestone One Shares").</p> <p>2.2. The Company issues up to 15,000,000 Tambina Milestone Shares to the vendors no later than 3 years from the date of the meeting, subject to satisfaction of the relevant milestone ("Tambina Milestone Two Shares").</p> <p>2.3. The Company issues up to 10,000,000 Northern Reserves Milestone Shares to the vendors no later than 1 year from the date of the meeting, subject to satisfaction of the relevant milestone ("Northern Reserves Milestone One Shares").</p> <p>2.4. The Company issues up to 35,000,000 Northern Reserves Milestone Shares to the vendors no later than 2 years from the date of the meeting, subject to satisfaction of the relevant milestone ("Northern Reserves Milestone Two Shares").</p> <p>2.5. If the Company releases its annual report during a period in which the Tambina Milestone Shares and/or the Northern Reserves Milestone Shares (together, the "Milestone Shares") are issued or remain to be issued, the annual report discloses details of the Milestone Shares that have been issued or remain to be issued.</p> <p>2.6. 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>2.7. 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>2.8. The Notice contains the full terms and conditions on which the Milestone Shares are proposed to be issued.</p> <p>2.9. The milestones which must be satisfied for the Milestone Shares to be issued are not varied.</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 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 is proposing to issue the Tambina Milestone Shares in part consideration for the acquisition of all the issued shares in Tambina Gold Pty Ltd under the transaction. The issue of the Tambina Milestone One Shares is contingent upon total ground expenditure in relation to the Tambina mining leases reaching \$300,000. The issue of the Tambina Milestone Two Shares is contingent upon the delineation of an inferred mineral resource of at least 50,000 ounces of gold delineated at a grade of not less than 2 grams per tonne on the Tambina project. The Tambina Milestone Shares will be issued later than 3 months after the shareholder meeting, and the maximum number of shares to be issued is fixed, therefore the degree of dilution is known. The timing of the issue of the Tambina Milestone Shares is outlined in the notice of meeting seeking shareholder approval for their issue and the period of time over which they may be issued is fixed. There is a sufficient degree of certainty about the basis for the Tambina Milestone Shares to be issued for shareholders to be able to give their informed consent to the issue.</p>
	<p>The Company is proposing to issue the Northern Reserves Milestone Shares in part consideration for the acquisition of all the issued shares in Northern Reserves Pty Ltd under the transaction. The issue of the Northern Reserves Milestone One Shares is contingent upon the exploration licence application EL 45/5045 being granted. The issue of the Northern Reserves Milestone Two Shares is contingent upon the commencement by the Company of a reverse circulation-percussion drilling program within the area comprised in the licence application. The Northern Reserves Milestone Shares will be issued later than 3 months after the shareholder meeting, and the maximum number of shares to be issued is fixed, therefore the degree of dilution is known. The timing of the issue of the Northern Reserves Milestone Shares is outlined in the notice of meeting seeking shareholder approval for their issue and the period of time over which they may be issued is fixed. There is a sufficient degree of certainty about the basis for the Northern Reserves Milestone Shares to be issued for shareholders to be able to give their informed consent to the issue.</p>

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<b>Rule Number</b>	7.3.8
<b>Date</b>	13/12/2017
<b>ASX Code</b>	SP3
<b>Listed Company</b>	SPECTUR LIMITED
<b>Waiver Number</b>	WLC170407-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Spectur 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 general meeting to approve the issue of up to 1,900,000 fully paid ordinary shares and 475,000 attaching options exercisable at \$0.20 each on or before 31 December 2020 ("Attaching Options") under the proposed Share Purchase Plan ("SPP") not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that 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 proposing to conduct a share purchase plan (the "SPP") which includes the offer of one free attaching option for every two shares subscribed for under the SPP at a fixed issue price. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts securities purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of listing rule 7.2 with regard to the options to be issued under the SPP because the options proposed to be issued are not in an existing class of quoted securities, as such the Company is unable to meet the pricing thresholds set in exception 15 of listing rule 7.2. ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan. The Company is proposing to</p>

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

<b>Rule Number</b>	7.5.6
<b>Date</b>	1/12/2017
<b>ASX Code</b>	AXE
<b>Listed Company</b>	ARCHER EXPLORATION LIMITED
<b>Waiver Number</b>	WLC170398-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Archer Exploration Limited (the "Company") a waiver from listing rule 7.5.6 in connection with the issue of up to 20,000,450 options ("SPP Options") issued on a 1 for 2 basis to holders of shares issued under a share purchase plan (the "SPP") conducted in accordance with Australian Securities and Investments Class Order 09/425, pursuant to which each shareholder (including related parties) was offered up to \$15,000 worth of shares, to the extent necessary to permit the resolution in the Company's notice of general meeting to ratify the issue of the SPP Options not to include a voting exclusion statement that excludes the votes of any person who participated in the SPP, on condition that the SPP was not underwritten, or if it was underwritten, the Company excludes any votes cast on that resolution by any underwriter or sub-underwriter of 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>  The Company is conducting an SPP which includes the offer of one attaching option for every two shares successfully subscribed for</p>

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under the SPP. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 15 of listing rule 7.2 exempts securities purchase plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. In relation to the issue of options the Company is unable to rely on ASIC Class Order 09/425 and, consequently, exception 15 of listing rule 7.2 as ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan. The Company has sufficient capacity under listing rule 7.1 to issue the options without shareholder approval and proposes to seek, at a general meeting, shareholder approval for the ratification of the issue pursuant to listing rule 7.4. As the issue is one in which all shareholders may participate on an equal basis, and for which there is an exception from the requirement for shareholder approval in listing rule 7.2 for the issue of shares, but which is not available to the Company for the issue of attaching options, there is no need to exclude the votes of shareholders who participated in the issue. If there is to be any underwriting of the SPP, the votes of any underwriters or sub-underwriters are to be excluded, because their interest in the outcome of the resolution would be different from that of other shareholders.

<b>Rule Number</b>	7.9
<b>Date</b>	14/12/2017
<b>ASX Code</b>	GMV
<b>Listed Company</b>	GOLDFIELDS MONEY LIMITED
<b>Waiver Number</b>	WLC170402-001
<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 7,000 fully paid ordinary shares to the Company's employees under the Company's Equity Incentive Plan (the "Plan") ("Plan Shares") and up to 3,378,159 fully paid ordinary shares to sophisticated and professional investors ("Placement Shares"), within 3 months of the announcement by Firstmac Holdings Limited ("Firstmac Holdings") of a takeover bid for the Company's securities (the "Takeover Bid"), which Firstmac Holdings announced on 27 November 2017 that it would not proceed with, on the following conditions.</p> <p>1.1. The Company immediately releases to the market the details of this waiver as it applies to the Plan Shares.</p> <p>1.2. The Company releases to the market the details of this waiver as it applies to the Placement Shares at the same time that the Company announces the placement pursuant to which the Placement Shares are to be issued.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	8.2
<b>Date</b>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust in respect of RESIMAC Series 2017-1NC a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver of listing rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p>Underlying Policy Entity to provide issuer sponsored subregister for securities except where listing rule 8.2.1 allows for certificated subregister - supports ASX market.</p> <p>Present Application Companion waiver to listing rule 2.1 condition 3.</p>



<b>Rule Number</b>	8.10
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company") which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities") a waiver from listing rule 8.10 to the extent necessary to permit the Company and the Responsible Entity, to refuse to register a transfer of:</p> <p>1.1 a share in the Company if it is not accompanied by a transfer of a unit in the Trust; or</p> <p>1.2 a unit in the Trust if it is not accompanied by a transfer of a share in the Company.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 8.10 facilitates the transfer procedures for quoted securities. Under the rule, entities must not prevent, delay or interfere with the registration of a transfer document. The requirement protects the integrity of the ASX market and supports the principle that quoted securities are freely transferable, and that the issuer of quoted securities should not have the ability to prevent particular persons from becoming security holders, other than as required by law or in other limited circumstances.</p> <p><b>Present Application</b>  New Energy Solar has applied for listing on ASX as a stapled entity comprising the Company and the Trust. New Energy Solar's securities will trade as Stapled Securities, each consisting of one share in the Company and one unit in the Trust. The waiver enables New Energy Solar to ensure that the integrity of the stapled security structure is not compromised by purported off-market transfers of securities of one issuer only. The general principle of listing rule 8.10 is not undermined by the waiver in these limited circumstances.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust (the "Trust") in respect of RESIMAC Series 2017-1NC a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes from the date which is 8 calendar days before an interest payment date or maturity date of the notes.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must not interfere with transfer document relating to quoted securities - protects integrity of ASX market.</p> <p><b>Present Application</b> Entity required to close register of a series of Notes from the close of business 8 calendar days prior to each distribution date and maturity date - enables register to be up to date on distribution date and maturity date for that series of Notes - common arrangements for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	7/12/2017
<b>ASX Code</b>	RT9
<b>Listed Company</b>	RESIMAC BASTILLE TRUST SERIES 2017-1NC
<b>Waiver Number</b>	WLC170393-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Bastille Trust (the "Trust") in respect of RESIMAC Series 2017-1NC a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must comply with Appendix 8A - time limits for CHESSE requirements - maintains orderly market - supports ASTC Settlement Rules - supports integrity of ASX market.</p> <p><b>Present Application</b> Transaction in entity's securities settled outside CHESSE - institutional nature of the likely holders - waiver granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	14/12/2017
<b>ASX Code</b>	CWX
<b>Listed Company</b>	CARAWINE RESOURCES LIMITED
<b>Waiver Number</b>	WLC170394-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Carawine Resources Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to permit the Company not to apply the restrictions in Appendix 9B to the pro rata distribution of 20,000,000 shares in the Company ("Consideration Shares") issued by the Company to Sheffield Resources Limited ("Sheffield") and distributed in specie to shareholders of Sheffield who are not related parties or promoters of the Company or Sheffield (and any of their associates), on the following conditions:</p> <p>1.1. the Consideration Shares distributed to related parties or promoters of the Company or Sheffield (or any of their associates) are classified as restricted securities and held in escrow for a period of 24 months from the date of official quotation of the Company's securities; and</p> <p>1.2. prior to the listing of the Company, Sheffield shareholders approve the In-specie Distribution.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> A holder of restricted securities is not permitted to realise a benefit from restricted securities during the escrow period. The holder and controllers must enter into restriction agreements. Security certificates must be held by a bank trustee or securities must be subject to a holding lock. This protects the integrity of the ASX market and ensures that promoters, vendors etc do not receive a benefit until the value of the entity's business and services provided, or asset vended to the entity, has become apparent and is reflected in the market price of entities securities.</p> <p><b>Present Application</b> The Company proposes to acquire classified assets from the listed parent entity, Sheffield. The Company is proposed to be demerged from the listed entity and spun out as a separate listed entity. Consideration for the assets is proposed to be shares in the Company which are to be distributed in specie to eligible shareholders of the listed entity on a pro rata basis. The exploration projects to be spun out by Sheffield are classified assets, comprising various tenements acquired on different dates over the last 3 years. The assets have been subject to continuous disclosure, though mainly on those tenements on which the listed entity has spent considerable funds. Sheffield's shareholders will exchange an indirect interest in the assets for a direct interest by way of the In-specie Distribution. It is proposed to grant a waiver to permit securities to be distributed to non-associated security holders not to be restricted. However, shares distributed to related parties and promoters of the Company and Sheffield (and any of their associates) will be subject to escrow.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	14/12/2017
<b>ASX Code</b>	CWX
<b>Listed Company</b>	CARAWINE RESOURCES LIMITED
<b>Waiver Number</b>	WLC170394-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Carawine Resources Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to permit the Company not to apply the restrictions in Appendix 9B to the Loyalty Options to be issued by the Company to existing shareholders of the Company who are not related parties or promoters of the Company or Sheffield (and any of their associates).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  A holder of restricted securities is not permitted to realise a benefit from restricted securities during the escrow period. The holder and controllers must enter into restriction agreements. Security certificates must be held by a bank trustee or securities must be subject to a holding lock. This protects the integrity of the ASX market and ensures that promoters, vendors etc do not receive a benefit until the value of the entity's business and services provided, or asset vended to the entity, has become apparent and is reflected in the market price of entities securities.</p> <p><b>Present Application</b>  Simultaneous to the IPO, Loyalty Options will be issued to those individuals and entities who are existing shareholders of the Company immediately prior to the date of the IPO, on the basis of one Loyalty Option for every 3 shares held immediately prior to the date of the IPO.  Loyalty Options are being offered to all 1,550 existing shareholders of the Company, with the majority of the existing shareholders consisting of non-related parties. Further, approximately 88% of existing shareholders have small holdings of less than \$2,000 worth of shares. It would impose an undue administrative burden to require the Company to provide escrow restriction agreements for the Loyalty Options executed by all 1,550 existing shareholders. 13 existing shareholders reside in foreign jurisdictions such as New Zealand and outside Australia.  Relief from obtaining escrow agreements in relation the Loyalty Options issued by the Company to shareholders of the Company (other than Loyalty Options issued in relation to restricted securities) is considered appropriate in the circumstances. Loyalty Options issued to related parties or promoters will be escrowed.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	13/12/2017
<b>ASX Code</b>	QNL
<b>Listed Company</b>	QUEST MINERALS LIMITED
<b>Waiver Number</b>	WLC170406-003
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the binding terms sheet between Quest Minerals Limited (to be renamed High Grade Metals Limited) (the "Company") and Austrian Projects Corporations Pty Ltd ("APC"), pursuant to which the Company can acquire 100% of the issued shares in APC from the APC shareholders for the purpose of acquiring a 100% interest in a suite of cobalt and gold exploration tenements in Austria ("Acquisition") and the capital raising seeking to raise \$4,500,000 (before costs) ("Capital Raising") under a prospectus ("Prospectus"), through the issue of:</p> <ul style="list-style-type: none"> <li>* 150,000,000 fully paid ordinary shares in the capital of the Company ("Shares") at an issue price of at least \$0.02 (but likely to be \$0.03) per Share ("Public Offer");</li> <li>* 186,000,000 Shares in the capital of the Company;</li> <li>* 65,000,000 options, having an exercise price of \$0.03 and expiring on 30 September 2020 with the same terms and conditions as the Company's existing class of options ("Options") ("Consideration Options"); and</li> <li>* 240,000,000 performance shares (120,000,000 Class A Performance Shares and 120,000,000 Class B Performance Shares) (together, the "Performance Shares"),</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 APC vendors as follows.</p> <p>1.1. The shares issued to the APC vendors who subscribed cash for their shares in APC are treated as being held by related party or promoter seed capitalists (with all initial holders of APC to be treated as vendor promoters), or unrelated seed capitalists, of the Company, as appropriate to each vendor.</p> <p>1.2. The shares issued to the APC vendors in consideration for the past acquisition of classified assets be treated as unrelated vendors.</p> <p>1.3. Cash formula relief is applicable to those shares that are issued to persons who subscribed for their shares in APC for cash consideration.</p> <p>1.4. For the purpose of determining the length of the escrow period for Shares issued to unrelated seed capitalist APC 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 APC shares was made.</p> <p>1.5. For the purpose of determining the length of the escrow period for shares issued to related party or promoter APC 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 APC and the entire business of APC being acquired by the Company.</p>

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Basis For Decision	
	<p><b>Underlying Policy</b>            Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, are classified as restricted securities and are to be held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities. Under listing rule 9.1.3 an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the listing rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the listing rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being 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:</p> <ul style="list-style-type: none"> <li>* an entity admitted under the profit test;</li> <li>* an entity that has a track record of profitability or revenue that is acceptable to ASX;</li> <li>* 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.</li> </ul> <p><b>Present Application</b>            The Company is acquiring all of the issued capital of APC, which is acquiring a 100% interest in a suite of cobalt and gold exploration tenements in Austria. 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, APC, 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</p>

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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 APC vendors subscribed cash for their APC 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 contribute their cash.



<b>Rule Number</b>	9.7
<b>Date</b>	11/12/2017
<b>ASX Code</b>	DCL
<b>Listed Company</b>	DOMACOM LIMITED
<b>Waiver Number</b>	WLC170400-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants DomaCom Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Mr David Archbold as a director of Sojene Pty Ltd acting as trustee for Archbold Family Trust, to transfer 250,000 shares in the Company ("Restricted Securities") which are restricted for a period of 24 months until 7 November 2018 ("Escrow Period") under listing rule 9.1.3, to Sojene Pty Ltd as trustee for Archbold Superfund.</p> <p>2. Resolution 1 is subject to a number of conditions that:</p> <p>2.1. a restriction agreement in the form of an Appendix 9A is entered into for the balance of the Escrow Period of the Restricted Securities by the Company and Sojene Pty Ltd as trustee for Archbold Superfund;</p> <p>2.2. a copy of the new restriction agreement is provided to ASX; and</p> <p>2.3. the Company instructs its share registry to immediately reinstate holding locks on the Restricted Securities for the balance of the Escrow Period and not to remove the holding locks without ASX approval.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under listing rule 9.1.3, an entity that issues securities classified as restricted securities must apply the restrictions required by appendix 9B of the listing rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of appendix 9A of the listing rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. Under listing rule 9.7, for the duration of the escrow period applying to restricted securities in accordance with listing rule 9.1.3, there is a prohibition on changing the restriction agreement or releasing securities from the custodian or holding lock arrangements. Listing rule 9.7 supports the effectiveness of the escrow regime in chapter 9 of the listing rules.</p>

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	Present Application Standard Decision, refer to Guidance Note 17.
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<b>Rule Number</b>	10.1
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company") which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities") a waiver from listing rule 10.1 to the extent necessary to permit the transfer of substantial assets between the Company and the Trust without security holder approval, on condition that each share in the Company is stapled to corresponding units in the Trust, and neither the Company nor the Trust issue any other equity securities that are not stapled to corresponding securities of the other components of New Energy Solar.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b> Under the proposed structure, holders of securities in New Energy Solar will hold an equal number of securities in the Company and the Trust. Accordingly, substantial assets transferred from the Company to the Trust or vice versa will be for the benefit of the same group of investors in the same proportions. The waiver is granted on the basis that whilst such transfers may trigger a change in the legal ownership of an asset, there will be no change in the economic interest of holders of the Stapled Securities.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	8/12/2017
<b>ASX Code</b>	WGN
<b>Listed Company</b>	WAGNERS HOLDING COMPANY LIMITED
<b>Waiver Number</b>	WLC170408-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Wagners Holding Company Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to not seek shareholder approval in relation to the following:</p> <p>1.1. Rental payments made during the initial 37 year term of the lease agreement commencing from 15 July 2017 between the Company and Wagners Queensland Properties Pty Ltd for premise of 47 Pamela Street, Pinkenba Lot 1246 on SP50708683.</p> <p>1.2. Rental payments made during the initial 5 year term of the lease agreement commencing from 20 November 2017 between the Company and Wagners Properties Pty Ltd for premise of 175 Wacol Station Road, Wacol Part of Lot 1 on RP91957 T/R 13539160.</p> <p>1.3. Rental payments made during the initial 2 year term of the lease agreement commencing from 20 November 2017 between the Company and Wagners Infrastructure Pty Ltd for the premise of 1511 Toowoomba Cecil Plains Road, Wellcamp Part of Lot 11 on SP272154 T/R 51043336.</p> <p>1.4. Rental payments made during the initial 10 year term of the lease agreement commencing from 20 November 2017 between the Company and Wagners Properties Pty Ltd for the premise of 11 Ballera Court, 1511 Toowoomba-Cecil Plains Road, Wellcamp Part of Lot 2 on SP296105.</p> <p>1.5. Rental payments made during the initial 2 year term of the lease agreement commencing from 20 November 2017 between the Company and Wagners Properties Pty Ltd for the premise of 580 Alderley Street, Toowoomba Lot 2 on SP272160.</p> <p>1.6. Royalty payments made during initial 60 year term of the lease agreement between the Company and Marcoola Investments Pty Ltd for the premise of the Wellcamp Quarry Lot 11 on RP835801.</p> <p>1.7. Royalty payments made during initial 60 year term of the lease agreement between the Company and Marcoola Investments Pty Ltd for the premise of the Gunalda Quarry Lot 2 on RP866098.</p> <p>1.8. Royalty payments made during initial 60 year term of the lease agreement between the Company and Marcoola Investments Pty Ltd for the premise of the Amby Quarry Lot 3 on RP154619.</p> <p>1.9. Rental payments made during initial 5 year term of the lease agreement commencing from 1 March 2017 between the Company and Henry and Mary Wagner as trustee for the premise of 600 Alderley Street, Harristown (Steel Shed) Lot 1 on RP168039, (together, the "Lease Agreements").</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1. The Company's prospectus dated 20 November 2017 ("Prospectus"), in the opinion of ASX, satisfactorily discloses the term of the Lease Agreements.</p> <p>2.2. Summaries of the material terms of the Lease Agreements are made in each annual report of the Company during the life of the Lease Agreements.</p> <p>2.3. Any material variation to the terms of the Agreements is</p>

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	<p>subject to shareholder approval.                  2.4. Renewal of the Lease Agreements will be subject to shareholder approval, should listing rule 10.1 apply at the time.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>                  Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b>                  The Company has entered into transactions prior to listing with entities associated with a related party, being various property lease agreements. The total consideration to be paid by the Company during the initial term of each of these agreements exceeds 5% of the Company's equity interests. The nature of the agreements and their material terms are disclosed in the Prospectus. The waiver is granted on the basis that a decision to trade in the Company's securities after the release of Prospectus takes the place of shareholder approval for these transactions.                  The waiver for the Lease Agreements is limited to lease payments during the initial term and the acquisition of the property pursuant to a right of first refusal where the Company matches the price offered by an arm's length person. The mechanism to determine rent appears to be sufficiently robust so as not to invite undue influence from the counterparty who is potentially in a position to influence the Company to the detriment of other shareholders.                  Shareholder approval is required for the renewal of the Lease Agreements and also for any material variations to their terms. The waiver does not extend to an option to purchase the property under the Lease Agreements, since the property price will be negotiated at that time (i.e. at a time when the counterparty is potentially in a position to influence the Company to the detriment of other shareholders).</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	1/12/2017
<b>ASX Code</b>	AXE
<b>Listed Company</b>	ARCHER EXPLORATION LIMITED
<b>Waiver Number</b>	WLC170398-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Archer Exploration Limited (the "Company") a waiver in connection with the issue of up to 20,000,450 options ("SPP Options") issued on a 1 for 2 basis to holders of shares issued under a share purchase plan (the "SPP") conducted in accordance with Australian Securities and Investments Class Order 09/425, pursuant to which each shareholder (including related parties) was offered up to \$15,000 worth of shares from listing rule 10.11 to the extent necessary to permit the Company to issue related parties the SPP Options, without shareholder approval, on the following conditions.</p> <p>1.1. Related parties are offered securities under the SPP and SPP Options offers on the same terms as other shareholders.</p> <p>1.2. Related parties did not participate in any SPP shortfall.</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 securities purchase plan.</p> <p><b>Present Application</b> The Company conducted an SPP which includes the offer of one attaching option for every two shares successfully subscribed for under the SPP. ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a securities purchase plan without a prospectus. Exception 8 of listing rule 10.12 exempts related party participation in securities purchase plans from the requirement for prior ordinary security holder approval where the offers do not exceed the maximum amount permitted to be issued to existing security holders without the issue of a disclosure document, in accordance with the relief granted by ASIC in Class Order 09/425. The exception allows this as it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. ASIC Class Order 09/425 does not provide relief for an offer of options under a securities purchase plan, accordingly, the Company proposes to issue the free attaching options under its listing rule 7.1 capacity and to subsequently seek shareholder approval pursuant to listing rule 7.4 to ratify the issue of options, such that it counts as an exception to listing rule 7.1. While the offer of attaching options</p>

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does not have the benefit of ASIC Class Order 09/425 or a standard waiver from listing rule 10.11, related parties participated in the SPP, including the offer of attaching options, on the same basis as any other eligible shareholder and are not permitted to participate in any shortfall. Related party participation in the SPP, including the offer of attaching options, is therefore consistent with the policy basis of exception 8 of listing rule 10.12.



<b>Rule Number</b>	10.11
<b>Date</b>	8/12/2017
<b>ASX Code</b>	LAA
<b>Listed Company</b>	LATAM AUTOS LIMITED
<b>Waiver Number</b>	WLC170404-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants LatAm Autos Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the Company to issue shares under a share purchase plan ("SPP") in accordance with Australian Securities and Investments Commission ("ASIC") Class Order 09/425 on the following conditions.</p> <p>1.1. The issue price of the shares offered under the SPP will be no less than 80% of the Company's volume weighted average market share price over the last 5 days on which sales were recorded, either before the day on which the SPP was announced or on which the shares are issued under the SPP.</p> <p>1.2. The number of shares to be issued under the SPP is not greater than 30% of the number of fully paid ordinary shares already on issue by the Company.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	10.11
<b>Date</b>	4/12/2017
<b>ASX Code</b>	NEW
<b>Listed Company</b>	NEW ENERGY SOLAR
<b>Waiver Number</b>	WLC170392-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants New Energy Solar Fund (the "Trust") and New Energy Solar Limited (the "Company") which are to form a stapled entity known as New Energy Solar by way of each ordinary fully paid unit in the Trust being stapled to each ordinary fully paid share in the Company to form stapled securities (the "Stapled Securities") a waiver from listing rule 10.11 to the extent necessary to permit the Company and Walsh &amp; Co Investments Limited (the "Responsible Entity") to issue Stapled Securities to New Energy Solar Manager Pty Limited (the "Investment Manager") in lieu of management fees, as defined in the investment management agreement entered into between the Company, the Responsible Entity and the Investment Manager ("Investment Management Agreement"), without obtaining security holder approval, subject to the following conditions.</p> <p>1.1 New Energy Solar makes full disclosure to any person who may subscribe for Stapled Securities under a disclosure document of the provisions in the Investment Management Agreement which allow for the periodic issue of Stapled Securities in lieu of management fees payable to the Responsible Entity.</p> <p>1.2 The Stapled Securities are issued in accordance with the provisions of the Investment Management Agreement.</p> <p>1.3 A completed Appendix 3B announcement is lodged for release to the market for each issue of Stapled Securities.</p> <p>1.4 Details of the Stapled Securities issued in lieu of management fees are disclosed in New Energy Solar's annual report each year in which Stapled Securities are issued.</p> <p>1.5 Securityholder approval is sought every third year for the issue of Stapled Securities to the Investment Manager in lieu of fees payable under the Investment Management Agreement.</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>

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### Present Application

The Investment Management Agreement contains provisions to pay fees to the Investment Manager. It is proposed that the Company may satisfy the management fee at election of the Investment Manager by the issue of Stapled Securities. The Investment Manager is a related party of the Responsible Entity. The provisions are to be disclosed in the offer document for New Energy Solar's admission to the official list and in any other offer document issued by New Energy Solar. Securityholders are taken to have consented to the issue of Stapled Securities under the management fee provisions entered into by subscribing under an offer document and through disclosure in the annual report. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the entity approve the arrangement every three years.

<b>Rule Number</b>	10.13.3
<b>Date</b>	13/12/2017
<b>ASX Code</b>	QNL
<b>Listed Company</b>	QUEST MINERALS LIMITED
<b>Waiver Number</b>	WLC170406-004
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the binding terms sheet between Quest Minerals Limited (to be renamed High Grade Metals Limited) (the "Company") and Austrian Projects Corporations Pty Ltd ("APC"), pursuant to which the Company can acquire 100% of the issued shares in APC from the APC shareholders for the purpose of acquiring a 100% interest in a suite of cobalt and gold exploration tenements in Austria ("Acquisition") and the capital raising seeking to raise \$4,500,000 (before costs) ("Capital Raising") under a prospectus ("Prospectus"), through the issue of:</p> <ul style="list-style-type: none"> <li>* 150,000,000 fully paid ordinary shares in the capital of the Company ("Shares") at an issue price of at least \$0.02 (but likely to be \$0.03) per Share ("Public Offer");</li> <li>* 186,000,000 Shares in the capital of the Company;</li> <li>* 65,000,000 options, having an exercise price of \$0.03 and expiring on 30 September 2020 with the same terms and conditions as the Company's existing class of options); and</li> <li>* 240,000,000 performance shares (120,000,000 Class A Performance Shares and 120,000,000 Class B Performance Shares) (together, the "Performance Shares"),</li> </ul> <p>ASX Limited ("ASX") grants a waiver from listing rule 10.13.3 to the extent necessary to permit the Company to issue:</p> <ol style="list-style-type: none"> <li>1.1. up to 2,500,000 Shares to Mr Jerome Gino Vitale (or his nominee);</li> <li>1.2. up to 2,500,000 Shares to Mr David Palumbo (or his nominee); and</li> <li>1.3. up to 12,500,000 Shares to Mr Steven Formica (or his nominee),</li> </ol> <p>each being directors of the Company, pursuant to their proposed participation in the Public Offer ("Related Party Securities") later than 1 month but no later than 3 months after the shareholder approval, on condition that the Related Party Securities are issued on the same terms and conditions as approved by the holders of ordinary securities.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.2.1
<b>Date</b>	8/12/2017
<b>ASX Code</b>	CRD
<b>Listed Company</b>	CREDIBLE LABS INC.
<b>Waiver Number</b>	WLC170399-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Credible Labs Inc. (the "Company") a waiver from listing rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form an option for holders of CHESSE Depository Interests ("CDI") to vote against a resolution to elect a director or appoint an auditor, on the following conditions.</p> <p>1.1 The Company complies with the relevant US laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of auditors.</p> <p>1.2 The notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for resolutions or abstain from voting, and the reasons why this is the case.</p> <p>1.3 The Company releases details of this waiver to the market as part of the pre-quotations disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p> <p>1.4 Without limiting ASX's right to vary to revoke its decision under listing rule 18.3, the waiver from listing rule 14.2.1 only applies for so long as the relevant US laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 14.2.1 requires notice of meetings to include a proxy form which must provide for the security holder to vote for or against each resolution. This ensures that all security holders can express their views on every resolution put to a security holder's meeting.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and regulated by the US law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolution (election of directors, appointment of auditors). The US has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. It is proposed to grant a waiver to permit the Company to comply with laws of its place of incorporation.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	11/12/2017
<b>ASX Code</b>	IGE
<b>Listed Company</b>	INTEGRATED GREEN ENERGY SOLUTIONS LTD
<b>Waiver Number</b>	WLC170403-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Integrated Green Energy Solutions 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 extraordinary general meeting held on 7 August 2017, the following securities not later than 6 months after the date of the shareholders meeting;</p> <p>1.1. up to 75,000,000 fully paid ordinary shares ("Shares") under a prospectus at an issue price of \$0.20;</p> <p>1.2. issue of the performance right for Integrated Green Energy Limited or its nominees ("IGE") to receive milestone securities (23,200,000 Shares and 112,900,000 options) under the business sale agreement dated 5 February 2017;</p> <p>1.3. issue of consideration shares (209,700,000 shares and 148,000,000 options) and milestone securities (23,200,000 Shares and 112,900,000 options) to IGE, its shareholders and their associates;</p> <p>1.4. issue of up to 3,052,500 Shares and 3,052,500 options to Fandola Investments Pty Ltd in its capacity as trustee for The New Dickson Family Trust;</p> <p>1.5. issue of up to 1,110,000 Shares and 1,110,000 options to Rebelly Healthcare (Shanghai) Ltd;</p> <p>(together, the "Offer Securities") on the following conditions:</p> <p>2. The Offer Securities are issued no later than 7 February 2018 and otherwise on the same terms as approved by shareholders on 7 August 2017.</p> <p>3. The terms of this 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>	15.16(c)
<b>Date</b>	5/12/2017
<b>ASX Code</b>	SEC
<b>Listed Company</b>	SPHERIA EMERGING COMPANIES LIMITED
<b>Waiver Number</b>	WLC170391-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Spheria Emerging Companies Limited (the "Company") a waiver from listing rule 15.16(c) to the extent necessary to permit the Company to end the management agreement dated 10 October 2017 with Speheria Asset Management Pty Limited (the "Management Agreement") on three months' notice after security holders pass an ordinary resolution to remove the investment manager ("Investment Manager") subsequent to a period of 10 years from the date the Company allots and issues not less than the minimum subscription amount required under the Company's prospectus dated 10 October 2017 ("Initial Term").</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide: that the manager may only end the management agreement if it has given at least 3 months' notice; if the term of the agreement is fixed, it must not be for more than 5 years; and if the agreement is extended past 5 years, it will end on three months' notice after an ordinary resolution is passed to end it. This rule ensures that managers give adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period longer than 5 years without providing security holders of the entity the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management arrangement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p><b>Present Application</b>  This is a companion waiver to the waiver from listing rule 15.16(b) which allows the Company to end the Management Agreement on three months' notice after security holders pass an ordinary resolution to remove the Investment Manager subsequent to an initial term of 10, rather than 5, years.</p>

<b>Rule Number</b>	15.16(b)
<b>Date</b>	5/12/2017
<b>ASX Code</b>	SEC
<b>Listed Company</b>	SPHERIA EMERGING COMPANIES LIMITED
<b>Waiver Number</b>	WLC170391-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Spheria Emerging Companies Limited (the "Company") a waiver from listing rule 15.16(b) to the extent necessary to permit an investment manager to act as manager of the Company's portfolio ("Investment Manager") in accordance with the terms of the management agreement between the Investment Manager and the Company ("Management Agreement") for a period of 10 years from the date the Company allots and issues not less than the minimum subscription amount required under the prospectus dated 10 October 2017 ("Prospectus") ("Initial Term").</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 15.16 sets out that management agreements for investment entities (except a pooled development fund) must provide: that the manager may only end the management agreement if it has given at least 3 months' notice; if the term of the agreement is fixed, it must not be for more than 5 years; and if the agreement is extended past 5 years, it will end on three months' after an ordinary resolution is passed to end it. This rule ensures that managers give adequate notice to the entity before terminating its management agreement and that a manager of an investment entity is not entrenched for a period of longer than 5 years without providing security holders of the entity with the opportunity to require the management agreement to be terminated. This gives security holders the power to end the management agreement after a reasonable fixed term, and prevents the entrenchment of managers.</p> <p><b>Present Application</b>  The Company has applied for admission to the official list and is classified as an investment entity, and the Company and the Investment Manager have entered into the Management Agreement. Details of the Management Agreement have been disclosed in the Prospectus in connection with the Company's admission to the official list. The Management Agreement has an initial term of 5 years and will automatically extend another 5 years if not terminated earlier. The Company seeks to extend the initial term to 10 years from the date the Company allots and issues not less than the minimum subscription amount required under the Prospectus. After this initial term of 10 years, the Company may terminate the Management Agreement after security holders pass an ordinary resolution directing the Company to terminate the Investment Manager's appointment on 3 months' notice. The Investment Manager is not entrenched beyond the initial term of 10 years. An initial term of 10 years provides an appropriate balance between the desire of managers to protect their products for long enough to recoup their initial investment and the right of security holders to end a management agreement after a reasonable fixed term.</p>