



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

**16 to 31 October 2018**

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

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

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

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

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	31/10/2018
<b>ASX Code</b>	WWG
<b>Listed Company</b>	WISEWAY GROUP LIMITED
<b>Waiver Number</b>	WLC180338-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Wiseway Group Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 1,401,000 performance rights with a nil exercise price, on condition that the key terms and conditions of the performance rights are clearly disclosed in the Prospectus.</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1. The Prospectus, in the opinion of ASX, satisfactorily discloses the term of the Related Party Leases.</p> <p>2.2. Summaries of the material terms of the Related Party Leases are made in each annual report of the Company during the life of the Related Part Leases.</p> <p>2.3. Any material variation to the terms of the Related Party Leases is subject to shareholder approval.</p> <p>2.4. Renewal of the Related Party Leases will be subject to shareholder approval, should Listing Rule 10.1 apply at the time.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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></p> <p>The Company has applied for admission to the official list and will have on issue 1,401,000 performance rights with a nil exercise price. The number of performance rights that will be on issue has been disclosed in the initial public offering prospectus. The performance rights will be issued prior to admission to employees of the Company under an employee incentive plan, and represent approximately 1.16% of the total issued share capital of the Company following listing on ASX. As the total number of performance rights concerned is insignificant, the existence of these performance rights following listing will not undermine the integrity of the 20 cent rule and it is considered appropriate to grant the waiver. The waiver is granted on condition the material terms and conditions of the performance rights are summarised in the Prospectus.</p>

<b>Rule Number</b>	6.5
<b>Date</b>	30/10/2018
<b>ASX Code</b>	ELT
<b>Listed Company</b>	ELEMENTOS LIMITED
<b>Waiver Number</b>	WLC180314-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Elementos Limited (the "Company") a waiver from Listing Rule 6.5 to the extent necessary to permit the Company to issue Eurotin Inc ("Eurotin") convertible redeemable preference shares (the "CRPS"), and for those holders not to be entitled to a dividend at a commercial rate in preference to holders of ordinary securities.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Preference shares must carry an entitlement to a commercial rate of return in preference to holders of ordinary securities, which is appropriate to there being an equity instrument with some debt-like characteristics.</p> <p><b>Present Application</b> The CRPS to be issued will be as a form of deferred consideration for the acquisition of the Oropesa project, of which the shares will be unquoted, non-transferrable securities, except for the in specie distribution, and when the Company issues Eurotin the CRPS, they will be converted to ordinary shares in the Company 10 business days after the Spanish Regional Mining Authority Approval is received and final completion occurs. Furthermore, the Company has entered into an agreement with Eurotin and for Eurotin to then engage with its shareholders to seek approval and facilitate the distribution. Furthermore, the terms set out that the holder of preference shares is entitled to a dividend on each occasion a holder of ordinary shares receives a dividend with no additional entitlement accruing to a holder of CRPS. A waiver is granted on the basis that Eurotin holders can be taken to have consented to the dividend rights attaching to their CRPS when approving the in specie distribution by Eurotin. It is also considered acceptable for securities, to be issued as a form of deferred consideration, not to exhibit all characteristics required under the Listing Rules relating to preference shares.</p>

<b>Rule Number</b>	6.23.2
<b>Date</b>	25/10/2018
<b>ASX Code</b>	RAW
<b>Listed Company</b>	RAWSON OIL AND GAS LTD
<b>Waiver Number</b>	WLC180327-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the off-market takeover by Lakes Oil N.L. ("Lakes") for all of the shares in Rawson Oil &amp; Gas Ltd (the "Company") (the "Takeover"), ASX Limited ("ASX") grants the Company a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration approximately 13,300,000 unquoted options with various exercise prices and expiry dates ("Options"), without shareholder approval on the following conditions.</p> <p>1.1. the Takeover being declared unconditional;</p> <p>1.2. full details of the cancellation of the Options being included in the bid implementation deed and the bidder's statement; and</p> <p>1.3. Lakes acquiring voting power in the Company of at least 50.1%.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.24
<b>Date</b>	30/10/2018
<b>ASX Code</b>	BKT
<b>Listed Company</b>	BLACK ROCK MINING LIMITED
<b>Waiver Number</b>	WLC180308-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Black Rock Mining Limited (the "Company") a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notice required by paragraph 6.1 of Appendix 6A, in relation to 33,966,656 quoted options exercisable at \$0.075 and expiring on 30 November 2018 ("Expiring Options"), on the following conditions.</p> <p>1.1. The information required by paragraph 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the options, together with a statement that an option expiry notice will not be sent to holders of Expiring Options.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.056 before 30 November 2018, the Company immediately sends an option expiry notice to holders of Expiring Options.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.24
<b>Date</b>	25/10/2018
<b>ASX Code</b>	PWN
<b>Listed Company</b>	PARKWAY MINERALS NL
<b>Waiver Number</b>	WLC180325-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Parkway Minerals NL (the "Company") a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 17,750,000 quoted options exercisable at \$0.07 each on or before 30 November 2018 ("Options"), on the following conditions.</p> <p>1.1. The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the Options, together with a statement that an option expiry notice will not be sent to holders of Options.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.052 before 30 November 2018, the Company immediately sends an option expiry notice to holders of the Options.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.24
<b>Date</b>	24/10/2018
<b>ASX Code</b>	TON
<b>Listed Company</b>	TRITON MINERALS LTD
<b>Waiver Number</b>	WLC180335-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Triton Minerals Limited (the "Company") a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 99,406,566 quoted options exercisable at \$0.11 and expiring on 30 November 2018 ("November Options") and in relation to 34,269,724 quoted options exercisable at \$0.12 and expiring 31 December 2018 ("December Options"), on the following conditions.</p> <p>1.1. In respect of the November Options:</p> <p>1.1.1. The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the November Options, together with a statement that an option expiry notice will not be sent to holders of November Options.</p> <p>1.1.2. If the market price of the Company's ordinary shares exceeds \$0.0825 before 30 November 2018, the Company immediately sends an option expiry notice to holders of November Options.</p> <p>1.2. In respect of the December Options:</p> <p>1.2.1. The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the December Options, together with a statement that an option expiry notice will not be sent to holders of December Options.</p> <p>1.2.2. If the market price of the Company's ordinary shares exceeds \$0.09 before 31 December 2018, the Company immediately sends an option expiry notice to holders of December Options.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.1
<b>Date</b>	31/10/2018
<b>ASX Code</b>	AHF
<b>Listed Company</b>	AUSTRALIAN DAIRY FARMS GROUP
<b>Waiver Number</b>	WLC180306-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australian Dairy Farms Group (the "Group") a waiver from Listing Rule 7.1 to the extent necessary to permit the Group, without obtaining shareholder approval, to issue stapled securities under a security purchase plan ("SPP") in accordance the Federal Court orders received by the Group on 10 October 2018, on the following conditions.</p> <p>1.1 The number of securities to be issued under the SPP is not greater than 30% of the number of fully paid ordinary stapled securities already on issue.</p> <p>1.2 The issue price of the securities offered under the SPP will be no less than 80% of the Group's volume weighted average market stapled security 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 securities are issued under 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 on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 15 of Listing Rule 7.2 exempts these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day volume weighted average market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. Due to an oversight, the Group did not issue a "cleansing notice" as required by paragraph 7(f) of ASIC Class Order [CO 09/425], resulting in the SPP not complying with ASIC Class Order [CO 09/425]. The Group received Federal Court orders on 10 October 2018 validating the offer under the SPP. As the SPP did not comply</p>



## Register of ASX Listing Rule Waivers

with the relief granted by ASIC, the exceptions to Listing Rules 7.1 and 10.11 relating to securities purchase plans do not apply and waivers from these rules are required. In substance the Group complies with Exception 15 in Listing Rule 7.2 and Exception 8 of Listing Rule 10.12 and it is appropriate the grant the requested waivers.

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

<b>Rule Number</b>	7.1
<b>Date</b>	19/10/2018
<b>ASX Code</b>	WOR
<b>Listed Company</b>	WORLEYPARSONS LIMITED
<b>Waiver Number</b>	WLC180340-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants WorleyParsons Limited (the "Company") a waiver from Listing Rule 7.1, in connection with:</p> <p>(a) the proposed issue of fully paid ordinary shares to Jacobs Engineering Group, Inc ("Jacobs") as part consideration ("Scrip Consideration") for the acquisition of Jacob's Energy, Chemicals and Resources division (the "Proposed Transaction"); and</p> <p>(b) a fully underwritten accelerated pro-rata non-renounceable entitlement offer ("Entitlement Offer"),</p> <p>to the extent necessary to permit the Company to calculate the number of ordinary shares which it may agree to issue as Scrip Consideration without shareholder approval on the basis that variable "A" of the formula in Listing Rule 7.1 is deemed to include the number of ordinary shares in the Company that may be issued under the Entitlement Offer, subject to the following conditions.</p> <p>1.1. The Scrip Consideration issued under the Proposed Transaction is to be included in variable "C" in the formula under Listing Rule 7.1, until the issue of those shares has been ratified by shareholders of the Company or 12 months has passed since their issue.</p> <p>1.2. In the event that the full number of shares offered under the Entitlement Offer is not issued, and the number of shares represented by the Scrip Consideration thereby exceeds 15% of the actual number of the Company's shares following completion of the Entitlement Offer, the Company's 15% placement capacity under Listing Rule 7.1 following completion of the Entitlement Offer is to be diminished by that number of shares issued as Scrip Consideration that exceeded the Company's 15% capacity under Listing Rule 7.1 at the time of the issue of shares as Scrip Consideration.</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 on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities (the formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a pro rata entitlement offer.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company is proposing to enter into an agreement to acquire a division of Jacobs. The consideration for the acquisition will consist of the Scrip Consideration, together with cash raised from the Entitlement Offer and debt funding. The Company is proposing to agree to issue the Scrip Consideration under Listing Rule 7.1 based on the calculation of capacity that includes securities yet to be issued under the Entitlement Offer. The Entitlement Offer will be fully underwritten.

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

<b>Rule Number</b>	7.3.2
<b>Date</b>	18/10/2018
<b>ASX Code</b>	EGS
<b>Listed Company</b>	EASTERN GOLDFIELDS LIMITED
<b>Waiver Number</b>	WLC180311-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Eastern Goldfields Limited (the "Company") a waiver from Listing Rule 7.3.2 to the extent necessary to permit the notice of meeting ("Notice") to be issued by the Company seeking shareholder approval for the issue to Adaman Resources Pty Ltd ("Adaman") of fully paid ordinary shares in the issued capital of the Company to the value of \$15,000,000 ("Adaman New Shares"), not to state that the Adaman New Shares will be issued no later than three months after the date of the meeting the subject of the Notice ("Meeting") on the following conditions.</p> <p>1.1. The Notice contains a summary of the material terms of the commercial arrangement between the Company and Adaman for the provision of mining contracting services.</p> <p>1.2. The Notice seeks approval for a stated maximum number of New Adaman Shares that will be issued.</p> <p>1.3. The Notice states that the New Adaman Shares will be issued no later than 30 June 2019.</p> <p>1.4. If the Company releases an annual, half-year or quarterly report during the period in which New Adaman Shares are issued or remain to be issued, periodic report discloses details of the New Adaman Shares issued in that reporting period, the number of New Adaman Shares that remain to be issued and the basis on which they may be issued.</p> <p>1.5. The Company includes the terms of this waiver in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing Rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> Listing Rule 7.3.2 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.2 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders</p>

## Register of ASX Listing Rule Waivers

approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval.

Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.

The Company and Adaman have entered into a mining services agreement pursuant to which the Company will pay for the provision of mining contracting services by cash and the issue of New Adaman Shares. The services will be invoiced to the Company on a monthly basis and the Company's payment for those services will comprise 60% cash and 40% New Adaman Shares. The Company is seeking shareholder approval for the issue of the New Adaman Shares on a monthly or quarterly basis between the date of the Meeting and 30 June 2019. The maximum number of New Adaman Shares that could be issued by the Company is fixed and, together with the maximum degree of dilution, is known and will be disclosed in the Notice. It is appropriate to allow shareholder to be able to give their informed consent to the issue of the New Adaman Shares over the relevant period.

<b>Rule Number</b>	7.3.2
<b>Date</b>	17/10/2018
<b>ASX Code</b>	MNC
<b>Listed Company</b>	METMINCO LIMITED
<b>Waiver Number</b>	WLC180318-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Metminco 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 750,000,000 fully paid ordinary shares for nil consideration to the vendors (the "Deferred Consideration Shares") in connection with the acquisition by the Company of 100% of the issued capital of Sunshine Minerals Limited (the "Acquisition"), not to state that the Deferred Consideration Shares will be issued no later than 3 months after the date of the meeting on the following conditions.</p> <p>1.1. The Deferred Consideration Shares must be issued no later than 5 years from the date of shareholder approval and within 5 business days following the achievement of each milestone;</p> <p>1.2. The Deferred Consideration Shares are issued on the same terms and conditions as approved by the holders of ordinary securities;</p> <p>1.3. For any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Deferred Consideration Shares issued during the reporting period, the number of the Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;</p> <p>1.4. In any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;</p> <p>1.5. The Company includes the terms of this waiver in the Notice; and</p> <p>1.6. The Notice contains the full terms and conditions on which the Deferred Consideration Shares are to be issued.</p>

# Register of ASX Listing Rule Waivers

<p><b>Basis For Decision</b></p>	<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>  Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.  The Company has entered into an agreement to acquire Sunshine Minerals Limited in return for consideration of a cash payment of \$50,000 and 1,000,000,000 fully paid ordinary shares. Those shares are to be issued in three tranches: first tranche of 250,000,000 shares at the completion of the Acquisition with the second and third tranche of 250,000,000 and 500,000,000 Deferred Consideration Shares within 5 years of shareholder approval subject to certain milestones being met.  The Company proposes to issue a Notice of Meeting which states that the Deferred Consideration Shares will be issued no later than 5 years from the date of shareholder approval, and which sets out the details of the milestone which must be satisfied before the issue of the Deferred Consideration Shares, enabling the shareholders to give their fully informed consent. The maximum period of time for issuing the Deferred Consideration Shares is fixed, and shareholders will be given the opportunity to approve both the issue of the Deferred Consideration Shares and the terms of that issue. Additionally, the milestones in respect of the Deferred Consideration Shares are genuine, measurable and is connected to the asset being acquired and is appropriate in the circumstances.</p>
----------------------------------	--

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

<b>Rule Number</b>	7.3.2
<b>Date</b>	19/10/2018
<b>ASX Code</b>	MYQ
<b>Listed Company</b>	MYFIZIQ LIMITED
<b>Waiver Number</b>	WLC180322-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants MyFiziq Limited (the "Company") a waiver from Listing Rule 7.3.2 to the extent necessary to permit the notice of annual general meeting ("Notice") to be issued by the Company seeking shareholder approval for the issue to convertible note holders of a maximum of 3,500,000 fully paid ordinary shares in the issued capital of the Company ("Conversion Shares") not to state that the Conversion Shares will be issued no later than three months after the date of the annual general meeting the subject of the Notice ("Meeting") on the following conditions.</p> <p>1.1. The Notice contains a summary of the material terms of the convertible note agreement between the Company and the convertible note holders.</p> <p>1.2. The Notice seeks approval for a stated maximum number of Conversion Shares.</p> <p>1.3. The Notice states that the Conversion Shares will be issued no later than 3 January 2020.</p> <p>1.4. The Company includes the terms of this waiver in the Notice.</p> <p>1.5. If the Company releases an annual, half-year or quarterly report during the period in which Conversion Shares are issued or remain to be issued, periodic report discloses details of the Conversion Shares issued in that reporting period, the number of Conversion Shares that remain to be issued and the basis on which they may be issued.</p> <p>1.6. If the Company makes any further draw-downs under the Convertible Note Agreement the Company announces details of such to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing Rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b>  Listing Rule 7.3.2 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will</p>



## Register of ASX Listing Rule Waivers

be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.2 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. The Company has secured a convertible note facility of up to \$1,050,000, of which \$800,000 has been drawn down. In lieu of the funds advanced under the facility the Company has issued convertible notes to unrelated convertible note holders. The Company is seeking approval for the issue of Conversion Shares for repayment of the loan that will become payable on its maturity date being 31 December 2019. The maximum number of Conversion Shares to be issued is 3,500,000. The timing of the issue of the Conversion Shares is outlined in the notice and the Conversion Shares will be issued approximately 12 months outside the ordinary three month limit for Listing Rule 7.1 approvals. In the context of a convertible note agreement, there is a sufficient degree of certainty about the basis for calculation of the number of Conversion Shares to be issued for shareholders to be able to give their informed consent to the issue of the Conversion Shares over the relevant period. The waiver is granted on conditions, including that the Notice discloses the material terms of the convertible notes to the Company's shareholders. On this basis it is considered appropriate to grant the waiver and permit shareholders to vote on the issue of Conversion Shares over the period.

<b>Rule Number</b>	7.25
<b>Date</b>	16/10/2018
<b>ASX Code</b>	SRS
<b>Listed Company</b>	SPICERS LIMITED
<b>Waiver Number</b>	WLC180331-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Spicers Limited (the "Company") a waiver from Listing Rule 7.25 to the extent necessary to permit the Company to undertake a capital return which may have the effect of reducing the trading price of the Company's securities to less than 20 cents each, pursuant to an equal reduction of capital ("Equal Capital Reduction") to be approved by the Company's security holders.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.40
<b>Date</b>	30/10/2018
<b>ASX Code</b>	BHP
<b>Listed Company</b>	BHP BILLITON LIMITED
<b>Waiver Number</b>	WLC180307-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants BHP Billiton Limited (the "Company") in connection with a proposed tender buy-back by the Company ("Buy-Back"), a waiver from Listing Rule 7.40 to permit the Company to despatch to shareholders either:</p> <ul style="list-style-type: none"> <li>* Buy-Back booklets and personalised acceptance forms for its Buy-Back offer; or</li> <li>* Buy-Back information flyers and invitations, which would provide instructions for shareholders to either access Buy-Back booklets and personalised acceptance forms online or request they be physically mailed out,</li> </ul> <p>no later than 6 business days following the record date, on the following conditions.</p> <p>(a) The closing date for acceptances of the Buy-Back is at least 18 business days after the record date for the Buy-Back.</p> <p>(b) The Australian Securities &amp; Investments Commission grants the Company an exemption from section 257D of the Corporations Act (Cth) 2001 and the Company complies with its obligations under Listing Rule 3.8A as if the Buy-Back were an equal access scheme rather than a selective buy-back, except in respect of the requirement to submit an Appendix 3E.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribed timetable for reorganisation of capital where entity buys back shares under equal access scheme aims to maintain an orderly market.</p> <p><b>Present Application</b> The entity has practical impediments to following the standard timetable given the size of its shareholder register. It cannot despatch all serially numbered acceptance forms within 3 business days of the record date for the Buy-back. The waiver is granted to permit an extension of three business days to complete despatch (with respect to each of the alternatives described in resolution 1 above) on the condition the closing date for acceptances of under the Buy-back offer is at least 18 days business days after the record date for the Buy-back, and the Australian Securities and Investments Commission grants the requisite exemption.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	30/10/2018
<b>ASX Code</b>	ELT
<b>Listed Company</b>	ELEMENTOS LIMITED
<b>Waiver Number</b>	WLC180314-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Elementos 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 issue of 1,000,000,000 convertible redeemable preference shares ("CRPS") to Eurotin which will be in consideration for the transfer of all the shares in Minas De Estano De Espana S.L.U ("Consideration Shares"), and will be distributed in specie to Eurotin shareholders, who are not related parties of the Company or Eurotin (and their associates) on the following conditions.</p> <p>1.1. The CRPS is issued to Eurotin within the 12 months from the date of this decision; and</p> <p>1.2. That the CRPS distributed to any related parties of the Company or Eurotin (and their associates) are classified as restricted securities and held in escrow for a period of 12 months from the date of issue.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 9.1.3 provides that in certain circumstances, securities issued in consideration for the acquisition of classified assets from promoters, consultants or to seed capitalists who subscribe for securities at a discount to the IPO, are classified as restricted securities and are held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities and under this Listing Rule, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules.</p> <p><b>Present Application</b> As the Company proposed to issue Eurotin the CRPS, who have stated these will be promptly dispensed to its shareholders via an in specie distribution (either as a dividend or a return of capital), it would place an undue burden on the shareholders of Eurotin to enter into agreements to enable the direct issue of consideration shares to them. The distribution will allow the Company to enter into the agreement with Eurotin first and then for Eurotin to then engage with its shareholders to seek approval and facilitate the distribution. The holders of Eurotin, who are not otherwise promoters or related parties, would therefore not be required to have their securities restricted in accordance with Appendix 9B. However, any related party or promoter of the Company (and any of its associates) on the other hand will be subject to escrow.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	31/10/2018
<b>ASX Code</b>	MBO
<b>Listed Company</b>	MOBILARM LIMITED
<b>Waiver Number</b>	WLC180319-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mobilarm Limited (to be renamed Jaxsta Limited) (the "Company") a waiver from Listing Rule 9.1.3 to the extent necessary to apply the restrictions in Clause 1 and Clause 10 of Appendix 9B as appropriate to the holders of the Company's shares ("Holders") received as consideration for the acquisition of 100% of the issued capital of Jaxsta ("Consideration Securities") as follows.</p> <p>1.1. The Consideration Securities issued to the Holders who subscribed cash for their securities in Jaxsta are treated as being held by related party or promoter seed capitalists.</p> <p>1.2. Cash formula relief is applicable to those Consideration Securities issued to the Holders who subscribed cash for their securities in Jaxsta.</p> <p>1.3. The Consideration Securities transferred</p> <p>1.4. The escrow period for the Consideration Securities issued to a related party promoter seed capitalist, and which are subject to 24 months escrow, will begin on the first date of re-quotation of the Company's securities.</p> <p>2. Resolution 1 is conditional on the Company having acquired 100% of the issued capital of Jaxsta and the entire business of Jaxsta having been acquired by the Company.</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 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</p>

## Register of ASX Listing Rule Waivers

generally do not apply to securities issued by.

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

### Present Application

The Company is acquiring all of the issued capital of Jaxsta which is a software business in the process of developing an online platform that validates and distributes the data behind the music industry. The securities of the Company issued to the Jaxsta shareholders are subject to escrow restrictions in chapter 9 and Appendix 9B of the Listing Rules. The shareholders of Jaxsta are technically vendors of a classified asset for the purposes of their classification under Appendix 9B. If, however, Jaxsta had applied for listing in its own rights, 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 (Jaxsta), and the consideration given by that person for their securities. ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets by a listed or to-be listed entity, and the unlisted entity that is acquired by the to-be 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. As promoters or related party seed capitalists, the escrow period will commence from the date of quotation of the Company's 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 promoter or related party seed capitalists should be subject to escrow for a period of 24 months commencing at the time of quotation of the to-be listed entity's securities.

<b>Rule Number</b>	9.7
<b>Date</b>	24/10/2018
<b>ASX Code</b>	TLX
<b>Listed Company</b>	TELIX PHARMACEUTICALS LIMITED
<b>Waiver Number</b>	WLC180334-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Telix Pharmaceuticals Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to permit the Company to:</p> <p>1.1 Vary the restriction agreements between the Company and each of Ali Abassi and Alexander Hoeping (each, a Terminating Adviser) to permit the transfer of 1,057,500 fully paid ordinary shares, all of which are restricted securities under Listing Rule 9.1.3 until 16 November 2019 (the "Escrow Period") (the "Restricted Securities") from each Terminating Adviser to Telix Pharmaceuticals (EST) Pty Ltd as trustee for the Telix Pharmaceuticals Employee Share Trust, in accordance with services agreements between Ali Abassi and the Company and Alexander Hoeping and the Company, each dated 20 December 2016.</p> <p>1.2 Ask for, or agree to, the removal of a holding lock on the Restricted Securities held on the issuer sponsored subregister in order to permit the transfers contemplated by Resolution 1.1.</p> <p>2. Resolution 1 is subject to the following conditions .</p> <p>2.1 A new restriction agreement in the form of Appendix 9A is entered into for the balance of the Escrow Period of the Restricted Securities by Telix Pharmaceuticals (EST) Pty Ltd as trustee for the Telix Pharmaceuticals Employee Share Trust.</p> <p>2.2 A copy of the restriction agreement is given to ASX.</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 lock without ASX's prior written consent.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under Listing Rule 9.1.3, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the</p>

## Register of ASX Listing Rule Waivers

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.

### Present Application

Waivers from Listing Rule 9.7 have been granted where there has been no change to beneficial ownership of the restricted securities. In this case, two advisers to the entity are separating from the entity as "bad leavers" having not fulfilled their obligations to the entity under their adviser agreements. ASX agrees to the release from escrow of the restricted securities held by these advisers on the basis that the securities are being transferred to an employee share trust and the trustee for that employee share trust is re-entering a restriction agreement relating to the relevant securities for the balance of the 24 month escrow period applicable. This arrangement fulfils the policy objective of Listing Rule 9.7 that holders of restricted securities should be prevented from being able to realise any financial benefit from their restricted securities during the escrow period.



<b>Rule Number</b>	10.1
<b>Date</b>	26/10/2018
<b>ASX Code</b>	RES
<b>Listed Company</b>	RESOURCE GENERATION LIMITED
<b>Waiver Number</b>	WLC180328-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Resource Generation Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company, including its wholly owned subsidiary Resgen Africa Holdings Limited ("Subsidiary"), to grant security over its assets, including shares held by the Subsidiary in Ledjadja Coal (Pty) Limited (the "Security") in favour of Noble Resources International Pte. Ltd ("Noble") to secure the Company's obligations under a loan facility of up to US\$41.9 million ("Facility") without obtaining securityholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Noble exercises its rights under the Security, neither Noble nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or the Subsidiary in full or part satisfaction of the Company's obligations under the Security, or otherwise deal with the assets of the Company or the Subsidiary, without the Company first having complied with any applicable listing rules, including Listing Rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person, including without limitation an administrator or liquidator) appointed by Noble exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Noble in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Facility and Security is made in each annual report of the Company during the term of the Facility.</p> <p>1.3. Any variations to the terms of the Security which is:</p> <p>1.3.1. not a minor change; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to securityholder approval.</p> <p>1.4. The Company and Noble must seek to discharge the Security when the funds advanced to the Company are either repaid, or if it is not discharged, seek securityholder approval for the continuation of the Security for any further period.</p> <p>1.5. The Company immediately releases to the market an announcement which sets out the terms of this waiver, including:</p> <p>1.5.1. the Company's plans with respect to the repayment of the funds advanced under the Facility, and discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur; and</p> <p>1.5.2. a statement of the reasons why the Company has chosen to obtain a financial accommodation from a Listing Rule 10.1 party rather than a lender that is not a Listing Rule 10.1 party, and the steps the Company's board has taken to satisfy itself that the transaction is being entered into on arms' length terms and is fair and reasonable from the perspective of the Company's securityholders.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of securityholders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to securityholders to accompany the notice of securityholders' meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company has an existing loan facility agreement with Noble, an entity that is a substantial shareholder of the Company, which is presently unsecured. Noble has agreed to advance additional working capital under the loan facility. It is proposed that the Company's obligations under the loan facility will be secured over the assets of the Company and the Subsidiary, including shares held by the Subsidiary in LCL which constitute the Company's interest in the Boikarabelo mine project. The use of the Company's assets as collateral constitutes the disposal of a substantial asset under Listing Rule 10.1. The Company is granted a waiver from Listing Rule 10.1 to enable it to have in place a security over its assets in favour of the Listing Rule 10.1 party, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither Noble or any of its associates are entitled to acquire the assets without the Company first complying with any applicable listing rules, including Listing Rule 10.1. This condition provides a sufficient safeguard against value-shifting to the Listing Rule 10.1 party.</p>
---------------------------	--

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

<b>Rule Number</b>	10.1
<b>Date</b>	31/10/2018
<b>ASX Code</b>	WWG
<b>Listed Company</b>	WISEWAY GROUP LIMITED
<b>Waiver Number</b>	WLC180338-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Wiseway Group Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company not to seek shareholder approval in relation to the following:</p> <p>1.1. Rental payments made during the initial 5 year term of the lease agreement commencing 1 September 2018 between the Company's wholly owned subsidiary, Wiseway Logistics and RFT Investment Management Pty Ltd ("RFT") for the warehouse premises of 43 Warren Avenue, Bankstown, New South Wales;</p> <p>1.2. Rental payments made during the initial 5 year term of the lease agreement commencing 1 September 2018 between Wiseway Logistics and RFT for the warehouse premises of 13 Alfred Road, Chipping Norton, New South Wales; and</p> <p>1.3. Rental payments made during the initial 5 year term of the lease agreement commencing 1 September 2018 between Wiseway Logistics and RFT for the premises of 85 Northgate Drive, Thomastown, Victoria.</p> <p>(together, the "Related Party Leases")</p> <p>2. Resolution 1 is subject to the following conditions:</p> <p>2.1. The Prospectus, in the opinion of ASX, satisfactorily discloses the term of the Related Party Leases.</p> <p>2.2. Summaries of the material terms of the Related Party Leases are made in each annual report of the Company during the life of the Related Part Leases.</p> <p>2.3. Any material variation to the terms of the Related Party Leases is subject to shareholder approval.</p> <p>2.4. Renewal of the Related Party Leases will be subject to shareholder approval, should Listing Rule 10.1 apply at the time.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company has applied for admission to the official list of ASX. After listing, the Company will operate certain of its businesses from leased warehouse premises pursuant to three lease agreements entered into by the Company's wholly-owned subsidiary, Wiseway Logistics, and a related party of the Company, RFT. The total consideration to be paid by the Company during the initial 5 year term of each of the three leases exceeds 5% of the Company's equity interests. The material terms of the leases are satisfactorily disclosed in the Prospectus. The waiver is granted on the basis that subscription under the Prospectus is akin to shareholder approval of the arrangements.

Shareholder approval is required for the renewal of the lease agreements and also for any material variations to the lease terms, if Listing Rule 10.1 applies at that time.

<b>Rule Number</b>	10.11
<b>Date</b>	31/10/2018
<b>ASX Code</b>	AHF
<b>Listed Company</b>	AUSTRALIAN DAIRY FARMS GROUP
<b>Waiver Number</b>	WLC180306-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Australian Dairy Farms Group (the "Group") a waiver from Listing Rule 10.11 to the extent necessary to permit the Group, without obtaining shareholder approval, to issue stapled securities under a security purchase plan ("SPP") in accordance the Federal Court orders received by the Group on 10 October 2018, on the following conditions.</p> <p>1.1 The number of securities to be issued under the SPP is not greater than 30% of the number of fully paid ordinary stapled securities already on issue.</p> <p>1.2 The issue price of the securities offered under the SPP will be no less than 80% of the Group's volume weighted average market stapled security 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 securities are issued under the SPP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 requires listed entities to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> ASIC Class Order 09/425 contemplates the issue of not more than \$15,000 worth of securities to each ordinary security holder under a security purchase plan without a prospectus. Exception 8 of Listing Rule 10.12 exempts related party participation in these plans from the requirement for prior ordinary security holder approval because it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The exception requires that the issue price be no lower than 80% of the 5 day market price prior to the date of issue of the securities or the announcement of the plan, and that the total number of securities issued be no greater than 30% of the number of ordinary fully paid shares on issue. Due to an oversight, the Group did not issue a "cleansing notice" as required by paragraph 7(f) of ASIC Class Order [CO 09/425], resulting in the SPP not complying with ASIC Class Order [CO 09/425]. The Group received Federal Court orders on 10 October 2018 validating the offer under the SPP. As the SPP did not comply with the relief granted by ASIC, the exceptions to Listing Rules 7.1</p>

## Register of ASX Listing Rule Waivers

and 10.11 relating to securities purchase plans do not apply and waivers from these rules are required. In substance the Group complies with Exception 15 in Listing Rule 7.2 and Exception 8 of Listing Rule 10.12 and it is appropriate to grant the requested waivers. Related parties will participate in the SPP on the same basis as any other eligible shareholder.

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

<b>Rule Number</b>	10.13.3
<b>Date</b>	31/10/2018
<b>ASX Code</b>	ADN
<b>Listed Company</b>	ANDROMEDA METALS LIMITED
<b>Waiver Number</b>	WLC180302-001
<b>Decision</b>	<p>1. Subject to resolution 2 and based solely on the information provided, ASX Limited ("ASX") grants Andromeda Metals Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") seeking shareholder approval for the issue of \$20,000 worth of shares to Mr Rhoderik Grivas and \$17,500 worth of shares to Mr Andrew Shearer in lieu of director's fees for the period 1 December 2018 to 30 November 2019 (collectively, the "Shares"), to not include an issue price and to state that the Shares will be issued later than one month after the date of the shareholders' meeting, subject to the following conditions.</p> <p>1.1 The Shares are issued by 30 November 2019.</p> <p>1.2 The Notice states that the number of Shares to be issued will be calculated by dividing the director's fees payable with the VWAP of the Company's shares calculated over the 30 calendar days preceding their date of issue.</p> <p>2. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> Shareholder approval is being sought to issue of \$17,500 and \$20,000 worth of shares to Mr Shearer and Mr Grivas respectively, in lieu of part of their director's fees for the period 1 December 2018 to 30 November 2019. The Notice states the shares will be issued on 30 November 2019 at the volume weighted average price of shares over the 30 calendar days immediately preceding the date of the share issue. Based upon the current market price, in aggregate the shares equate to approximately 0.49% of the number of fully paid ordinary shares currently on issue. The degree of dilution is not expected to be excessive and there is adequate information within the notice of meeting for shareholders to provide their informed consent.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	24/10/2018
<b>ASX Code</b>	MEL
<b>Listed Company</b>	METGASCO LTD
<b>Waiver Number</b>	WLC180317-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Metgasco Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of \$12,500 worth of ordinary shares to Mr Kenneth Aitken as part of his annual remuneration (the "Remuneration Shares") not to state (i) the issue price and (ii) that the Remuneration Shares will be issued no later than one month after the date of the annual general meeting (the "AGM"), and subject to the following conditions.</p> <p>1.1. The Notice states that the number of Remuneration Shares to be issued will be calculated based on the volume weighted average price of the underlying shares on ASX over the 10 days on which the shares traded prior to the issue date.</p> <p>1.2. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares to Mr Aitken at three different prices.</p> <p>1.3. The Notice sets out that the Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.</p> <p>1.4. The Company's annual report for any period during which the Remuneration Shares are issued to Mr Aitken, discloses details of the number of Remuneration Shares that were issued, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.5. The terms of the waiver are included in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>



## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at its 2018 annual general meeting for the issue of the Remuneration Shares to Mr Aitken as part of his annual remuneration. The Remuneration Shares are to be issued within 12 months of the meeting (on a monthly basis). Although the issue price of the Remuneration Shares will be determined by a future share price, the maximum time for issue of the shares is fixed. On this basis the waiver is considered appropriate. The waiver is granted on the condition that the securities are issued within 12 months from the date of the AGM, the terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.

<b>Rule Number</b>	10.13.3
<b>Date</b>	17/10/2018
<b>ASX Code</b>	OEX
<b>Listed Company</b>	OILEX LTD
<b>Waiver Number</b>	WLC180324-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oilex Limited (the "Company") waivers from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting ("Notice") to approve the issue of a maximum of AUD\$64,800 and £15,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 10 trading days up to but excluding the date each quarter that the director's fees are due to be paid.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares at three different prices.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.6. The terms of the waiver are stated in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the Directors (or their nominees) in lieu of remuneration in their capacities as the directors of the Company. The Remuneration Shares are to be issued within 12 months of the meeting. Although the maximum number of Remuneration Shares to be issued is unknown at the time of shareholder approval, as the number of Remuneration Shares to be issued will be determined by the 10 day VWAP prior to the date of their issue, which is scheduled to occur quarterly in arrears, the maximum time for issue of the shares is fixed and the expected dilution of the Company's share capital following the issue of the shares is approximately 0.99%, the waiver is considered appropriate. The waiver is granted on the condition that the securities are issued within the timeframe stipulated, terms of the waiver are released to the market in the notice of meeting and the annual report discloses details of the relevant securities that have been issued.

<b>Rule Number</b>	10.13.3
<b>Date</b>	17/10/2018
<b>ASX Code</b>	SP3
<b>Listed Company</b>	SPECTUR LIMITED
<b>Waiver Number</b>	WLC180330-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Spectur Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of up to a maximum of 155,602 shares ("Initial Remuneration Shares") and up to a maximum of AUD\$11,250 worth of shares to Mr Cooper ("Subsequent Remuneration Shares") in lieu of remuneration for the period October 2018 to October 2019 not to state (1) the issue price in respect of the Subsequent Remuneration Shares and (2) that the Initial Remuneration Shares and Subsequent Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions:</p> <p>1.1. the Notice states that the Initial Remuneration Shares will be issued no later than 16 April 2019 and the Subsequent Remuneration Shares will be issued no later than 15 October 2019.</p> <p>1.2. The Notice states that the number of Subsequent Remuneration Shares to be issued will be calculated based on the closing price of the underlying shares on the ASX on over the first five trading days on which the Company's shares are traded in the relevant calendar month.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Subsequent Remuneration Shares at three different prices.</p> <p>1.4. The Notice sets out that the Initial Remuneration Shares and Subsequent Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.</p> <p>1.5. The Company's annual report for any period during which the Subsequent Remuneration Shares are issued to Directors, discloses details of the number of Subsequent Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Subsequent Remuneration Shares.</p> <p>1.6. The terms of the waiver are stated in the Notice.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that 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 proposes to seek security holder approval at the annual general meeting for the issue of shares to its recently appointed non executive chairman (or their nominees) in lieu of remuneration in his capacity as a director of the Company. The Initial Remuneration Shares are to be issued no later than 16 April 2019 and the Subsequent Remuneration Shares are to be issued no later than 15 October 2019. Although the maximum number of Subsequent Remuneration Shares to be issued is unknown at the time of shareholder approval, as the number of Subsequent Remuneration Shares to be issued will be determined by the VWAP of shares quoted on ASX over the first 5 trading days on which the Company's shares trade in the relevant calendar month, the last date on which the Initial Remuneration Shares and Subsequent Remuneration Shares will issue is fixed and the expected dilution of the Company's share capital following the issue of the Initial Remuneration Shares and Subsequent Remuneration Shares is approximately 0.44% (assuming a hypothetical VWAP of \$0.15, during the subsequent six month period), the waiver is appropriate. The waiver is granted on the condition that the securities are issued by the stipulated time, the terms of the waiver are released to the market in the notice of meeting and the annual report discloses details of the relevant securities that have been issued.</p>
---------------------------	---

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

<b>Rule Number</b>	10.13.5
<b>Date</b>	31/10/2018
<b>ASX Code</b>	ADN
<b>Listed Company</b>	ANDROMEDA METALS LIMITED
<b>Waiver Number</b>	WLC180302-002
<b>Decision</b>	<p>1. Subject to resolution 2 and based solely on the information provided, ASX Limited ("ASX") grants Andromeda Metals Limited (the "Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") seeking shareholder approval for the issue of \$20,000 worth of shares to Mr Rhoderik Grivas and \$17,500 worth of shares to Mr Andrew Shearer in lieu of director's fees for the period 1 December 2018 to 30 November 2019 (collectively, the "Shares"), to not include an issue price and to state that the Shares will be issued later than one month after the date of the shareholders' meeting, subject to the following conditions.</p> <p>1.1 The Shares are issued by 30 November 2019.</p> <p>1.2 The Notice states that the number of Shares to be issued will be calculated by dividing the director's fees payable with the VWAP of the Company's shares calculated over the 30 calendar days preceding their date of issue.</p> <p>2. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p><b>Present Application</b> The Notice provides a formula for calculating the issue price of securities, calculated as the VWAP over the over the 30 calendar days immediately preceding the date of the share issue. Based upon the current market price, in aggregate the shares equate to approximately 0.49% of the number of fully paid ordinary shares currently on issue. The degree of dilution is not expected to be excessive in the context of the Company's issued capital. The inclusion of sufficient information in the Notice about the method of calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

<b>Rule Number</b>	10.13.5
<b>Date</b>	18/10/2018
<b>ASX Code</b>	AQD
<b>Listed Company</b>	AUSQUEST LIMITED
<b>Waiver Number</b>	WLC180304-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants AusQuest Limited ("Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's 2018 notice of annual general meeting ("Notice"), to approve the issue of up to 20,705,205 shares to Chrysalis Investments Pty Ltd, an entity controlled by Mr Christopher Ellis who is a director of the Company ("Chrysalis"), in part conversion of a convertible note having a face value of \$750,000 (with a remaining balance of \$404,786 including accrued interest of \$38,415) ("Conversion Shares"), not to state the issue price subject to the following conditions.</p> <p>1.1. The Notice states that the issue price of Conversion Shares to be issued will be "the lower of:</p> <p>1.1.1. 2 cents per Share; and</p> <p>1.1.2. the volume weighted average market price for Shares calculated over the 5 days on which sales in the Shares were recorded immediately prior to the day on which the issue of the Conversion Shares is made."</p> <p>1.2. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Conversion Shares.</p> <p>1.3. The Company discloses the terms of this waiver to the market by way of fulsome disclosure in the Notice.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company is seeking shareholder approval for the issue of up to 20,705,205 Conversion Shares to Chrysalis. The issue price of the shares to be issued is presently unascertainable as it is based on a formula including a future security price. The shares are subject to shareholder approval under Listing Rule 10.11 and will be issued within one month of shareholder approval. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price (in this instance the maximum number of Conversion Shares is known), the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders. The waiver is granted to permit the Notice to state the price formula rather than the actual issue price for the Conversion Shares subject to certain conditions, including that the terms of the waiver are disclosed in the Notice.



<b>Rule Number</b>	10.13.5
<b>Date</b>	24/10/2018
<b>ASX Code</b>	MEL
<b>Listed Company</b>	METGASCO LTD
<b>Waiver Number</b>	WLC180317-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Metgasco Limited (the "Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of \$12,500 worth of ordinary shares to Mr Kenneth Aitken as part of his annual remuneration (the "Remuneration Shares") not to state (i) the issue price and (ii) that the Remuneration Shares will be issued no later than one month after the date of the annual general meeting (the "AGM"), and subject to the following conditions.</p> <p>1.1. The Notice states that the number of Remuneration Shares to be issued will be calculated based on the volume weighted average price of the underlying shares on ASX over the 10 days on which the shares traded prior to the issue date.</p> <p>1.2. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares to Mr Aitken at three different prices.</p> <p>1.3. The Notice sets out that the Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.</p> <p>1.4. The Company's annual report for any period during which the Remuneration Shares are issued to Mr Aitken, discloses details of the number of Remuneration Shares that were issued, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.5. The terms of the waiver are included in the Notice.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at its 2018 AGM for the issue of shares to Mr Aitken as part of his annual remuneration. The issue price of the shares to be issued is presently unascertainable as it is based on a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.

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

<b>Rule Number</b>	10.13.5
<b>Date</b>	17/10/2018
<b>ASX Code</b>	OEX
<b>Listed Company</b>	OILEX LTD
<b>Waiver Number</b>	WLC180324-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oilex Limited (the "Company") waivers from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of general meeting ("Notice") to approve the issue of a maximum of AUD\$64,800 and £15,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 10 trading days up to but excluding the date each quarter that the director's fees are due to be paid.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares at three different prices.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.6. The terms of the waiver are stated in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

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

<b>Rule Number</b>	10.13.5
<b>Date</b>	17/10/2018
<b>ASX Code</b>	SP3
<b>Listed Company</b>	SPECTUR LIMITED
<b>Waiver Number</b>	WLC180330-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Spectur Limited (the "Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of up to a maximum of 155,602 shares ("Initial Remuneration Shares") and up to a maximum of AUD\$11,250 worth of shares to Mr Cooper ("Subsequent Remuneration Shares") in lieu of remuneration for the period October 2018 to October 2019 not to state (1) the issue price in respect of the Subsequent Remuneration Shares and (2) that the Initial Remuneration Shares and Subsequent Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions:</p> <p>1.1. the Notice states that the Initial Remuneration Shares will be issued no later than 16 April 2019 and the Subsequent Remuneration Shares will be issued no later than 15 October 2019.</p> <p>1.2. The Notice states that the number of Subsequent Remuneration Shares to be issued will be calculated based on the closing price of the underlying shares on the ASX on over the first five trading days on which the Company's shares are traded in the relevant calendar month.</p> <p>1.3. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Subsequent Remuneration Shares at three different prices.</p> <p>1.4. The Notice sets out that the Initial Remuneration Shares and Subsequent Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.</p> <p>1.5. The Company's annual report for any period during which the Subsequent Remuneration Shares are issued to Directors, discloses details of the number of Subsequent Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Subsequent Remuneration Shares.</p> <p>1.6. The terms of the waiver are stated in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

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

<b>Rule Number</b>	10.13.5
<b>Date</b>	19/10/2018
<b>ASX Code</b>	VMY
<b>Listed Company</b>	VIMY RESOURCES LIMITED
<b>Waiver Number</b>	WLC180337-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Vimy Resources Limited (the "Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of AUD\$51,000 worth of shares to Mr Mike Young and AUD\$26,000 worth of shares to Mr Julian Tapp (or their nominees) ("Directors") in lieu of remuneration for the period ending 30 June 2018 ("Remuneration Shares") not to state the issue price, subject to the following conditions.</p> <p>1.1. The Notice states that the number of Remuneration Shares to be issued to the Directors will be calculated based on the volume weighted average price of the underlying shares on the ASX over the twenty days on which the shares traded prior to the issue date.</p> <p>1.2. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares to each of the Directors at three different prices.</p> <p>1.3. The Notice sets out that the Remuneration Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing shares on issue.</p> <p>1.4. The Company's annual report for any period during which the Remuneration Shares are issued to Directors, discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.5. The terms of the waiver are stated in the Notice.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

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



<b>Rule Number</b>	10.14
<b>Date</b>	23/10/2018
<b>ASX Code</b>	CRN
<b>Listed Company</b>	CORONADO GLOBAL RESOURCES INC.
<b>Waiver Number</b>	WLC180300-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coronado Global Resources Inc. (the "Company") a waiver from listing rule 10.14 to the extent necessary to permit the issue of securities to the Chief Executive Officer ("CEO") under the Company's employee incentive scheme and to permit the issue of securities to non-executive directors ("NEDs") under a non-executive director scheme ("NED Plan") to be put in place by the Company on the following conditions.</p> <p>1.1. Details of any securities issued to the CEO or NEDs under the Company's employee incentive schemes will be published in each annual report of the Company to a period in which the securities have been issued;</p> <p>1.2. The date by which the Company will issue the securities under its employee incentive schemes must be no later than 3 years from the date of admission to the official list of ASX;</p> <p>1.3. A summary of the terms and conditions of the employee incentive schemes, is disclosed to persons who may subscribe for securities pursuant to the Prospectus;</p> <p>1.4. The Prospectus contains the information required by Listing Rule 10.15A, other than 10.15A.2 and 10.15A.8.</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, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p> <p><b>Present Application</b> The Company intends to grant securities to its directors (and/or their associates) and related parties under its employee incentive plan. It is considered that the securities be granted no later than 3 years from the date of the Company's admission to the official list of ASX. Under listing rules 10.15A, shareholders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to 3 years. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a director under an incentive scheme is disclosed in an initial listing document, persons who subscribe under the IPO with notice of the future issue of securities to the director may be taken effectively to have consented to the issue and it is unnecessary to submit the grant to a shareholders' meeting for approval. It is a condition of the waiver that the Company's IPO prospectus contain adequate disclosure about the proposed issue of securities to the directors. It is a condition of the waiver that the Company's IPO prospectus contain adequate disclosure about the proposed issue</p>

## Register of ASX Listing Rule Waivers

of the securities to the directors. The securities must be issued within three years of the Company's admission to the official list, which is consistent with the requirements of listing rule 10.15A, and details of any securities issued under the incentive plan must be published in each annual report of the Company relating to a period in which the securities have been issued to keep security holders informed about the participation of the directors in the incentive plan.

<b>Rule Number</b>	10.15A.2
<b>Date</b>	24/10/2018
<b>ASX Code</b>	ELO
<b>Listed Company</b>	ELMO SOFTWARE LIMITED
<b>Waiver Number</b>	WLC180313-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Elmo Software Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the resolution in the Company's notice of annual general meeting (the "Notice"), which seeks shareholder approval for the purposes of Listing Rule 10.14 in relation to share rights to be allocated to non-executive directors under the Company's Non-Executive Director Equity Plan (the "NED Equity Plan"), not to state a maximum number of share rights that may be allocated to the non-executive directors, on condition that the Notice sets out the method by which the number of share rights to be allocated will be calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15A.8
<b>Date</b>	24/10/2018
<b>ASX Code</b>	ELO
<b>Listed Company</b>	ELMO SOFTWARE LIMITED
<b>Waiver Number</b>	WLC180313-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Elmo Software Limited (the "Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the resolution in the Notice that seeks shareholder approval for the purposes of listing rule 10.14, for participation by the Company's non-executive directors in the NED Equity Plan, to state that the non-executive directors in office from time to time may participate in the NED Equity Plan without naming them.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This Rule ensures that a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b>  The Company proposes to seek security holder approval for the issue of securities to non-executive directors, pursuant to the NED Equity Plan. Participation in the NED Equity Plan by each non-executive director in office from time to time is not compulsory. There is no particular concern that directors may acquire shares on advantageous terms by their being able to participate in the plan in common with other non-executive directors. The share rights to be issued to future non-executive directors have identical terms to those share rights proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	28/09/2018
<b>ASX Code</b>	WOW
<b>Listed Company</b>	WOOLWORTHS GROUP LIMITED
<b>Waiver Number</b>	WLC180339-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Woolworths Group Limited (the "Company") a waiver from Listing Rule 10.15A.2 to the extent necessary to permit the resolution in the Company's notice of annual general meeting (the "Notice") seeking shareholder approval under Listing Rule 10.14 for the allocation of NED Rights to non-executive directors under the Company's Non-Executive Director Equity Plan, not to state a maximum number of NED Rights that may be allocated to the non-executive directors, on condition that the Notice sets out the method by which the number of NED Rights to be allocated will be calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	31/10/2018
<b>ASX Code</b>	ANZ
<b>Listed Company</b>	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
<b>Waiver Number</b>	WLC180305-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Australia and New Zealand Banking Group Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting ("Notice"), in relation to the issue of performance rights under the Company's Share Option Plan pursuant to Listing Rule 10.14, not to state a maximum number of performance rights that may be issued to Mr Shayne Elliott, on condition that the Notice states the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	30/10/2018
<b>ASX Code</b>	BOL
<b>Listed Company</b>	BOOM LOGISTICS LIMITED
<b>Waiver Number</b>	WLC180309-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Boom Logistics Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting, in relation to the issue of share rights and options ("Rights and Options") under the Company's Salary Sacrifice Rights Plan, Short Term Incentive Plan and Long Term Incentive Plan (the "Plans") pursuant to listing rule 10.14, not to state a maximum number of Rights and Options that may be issued to the Company's managing director Mr Tony Spassopoulos, on condition that the notice states the method by which the number of Rights and Options to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	16/10/2018
<b>ASX Code</b>	CXM
<b>Listed Company</b>	CENTREX METALS LIMITED
<b>Waiver Number</b>	WLC180310-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centrex Metals Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's 2018 notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to Listing Rule 10.14 for the issue of incentive rights under the Company's long term incentive plan (the "Plan"), to the Company's Chief Executive Officer and Managing Director, Mr Ben Hammond, not to state the maximum number of incentive rights that may be issued to Mr Ben Hammond, on condition that the Notice sets out the method by which the number of securities to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>



<b>Rule Number</b>	10.15.2
<b>Date</b>	19/10/2018
<b>ASX Code</b>	ELD
<b>Listed Company</b>	ELDERS LIMITED
<b>Waiver Number</b>	WLC180312-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Elders Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's 2018 notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to Listing Rule 10.14 for the issue of Performance Rights under the Company's long term incentive plan (the "Plan"), to the Company's Chief Executive Officer and Managing Director, Mr Mark Allison , not to state the maximum number of Performance Rights that may be issued to Mr Allison, on condition that the Notice sets out the method by which the number of securities to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	31/10/2018
<b>ASX Code</b>	MCM
<b>Listed Company</b>	MC MINING LIMITED
<b>Waiver Number</b>	WLC180316-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants MC Mining Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") as varied by the Company's supplementary notice of annual general meeting (the "Supplementary Notice") in relation to the resolutions seeking security holder approval pursuant to listing rule 10.14 for the issue of securities under the Company's Performance Rights Plan ("PRP") to the Company's Executive Directors Mr Brown and Ms Berlin, not to state a maximum number of securities that may be issued to Mr Brown or Ms Berlin, on condition that the Company releases a Supplementary Notice that details the revised method for calculating the number of Performance Rights to be issued and contains an updated table containing worked examples of the number of Performance Rights that may be issued.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	16/10/2018
<b>ASX Code</b>	MRG
<b>Listed Company</b>	MURRAY RIVER ORGANICS GROUP LIMITED
<b>Waiver Number</b>	WLC180320-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Murray River Organics Group Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "AGM Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the issue of performance options under the Company's FY2019 Long Term Incentive Plan to the Company's Managing Director and Chief Executive Officer, Ms Valentina Tripp, not to state the maximum number of securities that may be granted to Ms Tripp, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	12/10/2018
<b>ASX Code</b>	MYR
<b>Listed Company</b>	MYER HOLDINGS LIMITED
<b>Waiver Number</b>	WLC180321-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Myer Holdings Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "AGM Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the issue of performance options under the Company's FY2019 Long Term Incentive Plan to the Company's Managing Director and Chief Executive Officer, Mr John King, not to state the maximum number of securities that may be granted to Mr King, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	19/10/2018
<b>ASX Code</b>	PLG
<b>Listed Company</b>	PROPERTYLINK GROUP
<b>Waiver Number</b>	WLC180326-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Propertylink Group (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting, in relation to resolutions seeking securityholder approval pursuant to listing rule 10.14 for the issue of deferred restricted securities under the Group's short term incentive plan to Stuart Dawes and Stephen Day, not to state a maximum number of deferred restricted securities that may be issued, on the condition that the notice states the method by which the number of deferred restricted securities to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	11/09/2018
<b>ASX Code</b>	VCX
<b>Listed Company</b>	VICINITY CENTRES
<b>Waiver Number</b>	WLC180336-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Vicinity Centres (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "Notice") in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance rights under the Group's long term incentive plan ("LTIP") to Mr Grant Kelley, the Group's Chief Executive Officer and Managing Director, not to state a maximum number of securities that may be issued to Mr Kelley, on condition that the Notice states the method by which the number of securities to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	24/10/2018
<b>ASX Code</b>	XIP
<b>Listed Company</b>	XENITH IP GROUP LIMITED
<b>Waiver Number</b>	WLC180341-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Xenith IP Company Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance rights under the Company's Employee Incentive Plan ("Plan") to Mr Craig Dower, the Company's Chief Executive Officer and Managing Director, not to state a maximum number of securities that may be issued to Mr Dower, on condition that the Notice states the method by which the number of securities to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	14.2.1
<b>Date</b>	23/10/2018
<b>ASX Code</b>	CRN
<b>Listed Company</b>	CORONADO GLOBAL RESOURCES INC.
<b>Waiver Number</b>	WLC180300-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coronado Global Resources 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 CDIs to vote against a resolution to appoint a director, on the following conditions:</p> <p>1.1. The Company complies with the relevant Delaware laws as to the content of the proxy forms applicable to resolutions for the elections of directors.</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 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 its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent the Company from permitting shareholders to vote against a resolution to elect a director.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 requires notices of meeting 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 holders' meeting.</p> <p><b>Present Application</b> The Company is incorporated under Delaware law in the United States, and the Company will be an issuer of CDIs. Under the law of the Company's home jurisdiction, it is not required to provide for the casting of votes against certain types of resolution (election of directors and 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 the laws of its place of incorporation, so long as the relevant Delaware laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>



<b>Rule Number</b>	14.2.1
<b>Date</b>	24/10/2018
<b>ASX Code</b>	PIN
<b>Listed Company</b>	PINCHME.COM INC.
<b>Waiver Number</b>	WLC180299-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Pinchme.com 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 CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions.</p> <p>1.1. The Company complies with relevant US laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor.</p> <p>1.2. The notice given by the Company to CDI holders under ASX Settlement Operation Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case.</p> <p>1.3. The Company releases details of the 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 or 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 is 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>	29/10/2018
<b>ASX Code</b>	AVD
<b>Listed Company</b>	ANTILLES OIL AND GAS NL
<b>Waiver Number</b>	WLC180303-001
<b>Decision</b>	<p>1. Based solely on the information provided in connection with the proposed acquisition by the Company of 100% the issued capital of HomeStay Care Pty Ltd ("HomeStay"), ASX Limited ("ASX") grants the Company a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities later than 1 month after the date of the Company's extraordinary general meeting held on 23 August 2018 ("EGM"):</p> <p>1.1. up to 10,000,000 fully paid ordinary shares to Damian Black and up to 5,000,000 fully paid ordinary shares to each of Shannon Robinson and Sara Kelly for their participation in the Company's initial public offering capital raising; and</p> <p>1.2. 2,000,000 unquoted options exercisable at \$0.03 expiring on 5 years from the date of issue to each of Damian Black, Ranko Matic, David Wheeler, Shannon Robinson and Sara Kelly: (together the "Related Party Securities").</p> <p>1.3. The Related Party Securities are issued no later than 23 November 2018 and on the same terms and conditions as approved by the Company's shareholders at the EGM.</p> <p>1.4. The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	17/10/2018
<b>ASX Code</b>	NTU
<b>Listed Company</b>	NORTHERN MINERALS LIMITED
<b>Waiver Number</b>	WLC180323-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Northern Minerals Limited ("the Company") a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue the following securities:</p> <p>1.1. 35,023,076 options exercisable at \$0.12 on or before 31 December 2019 ("New Options") to be issued to Lind Asset Management X, LLC ("Lind") and various sophisticated and professional investors who participated in the placement ("Placement Investors");</p> <p>1.2. 1,282,052 options exercisable at \$0.12 on or before 31 December 2019 ("Huatai Options") to be issued to Huatai Mining Pty Ltd, (collectively "the Options"), as approved by shareholders at the general meeting held on 8 June 2018 ("Meeting"), later than 3 months after the date of the Meeting, on the following conditions.</p> <p>1.3. The Options are issued no later than 8 December 2018 and otherwise on the same terms and conditions as approved by shareholders at the Meeting.</p> <p>1.4. The Company immediately releases the terms of this waiver to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p><b>Present Application</b> Listing rule 7.3.2 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within three months of the date of the shareholders' meeting. Listing Rule 7.3.2 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. Listing rule 14.7 ensures that an issue of securities approved by security holders conforms to the terms on which security holder approval for the issue was obtained. The Company obtained shareholder approval on 8 June 2018 under listing rule 7.1 for the issue of the Options to unrelated parties which stated that the Options would be issued no later than 3 months after the date of the meeting being 8 September 2018. The Company has previously announced to ASX that it proposes to carry out a</p>

## Register of ASX Listing Rule Waivers

bonus issue to eligible shareholder ("Bonus Issue"), such that eligible shareholders will receive 1 free new option for every 5 shares held with an exercise price of \$0.12 on or before 31 December 2019 ("Bonus Issue Option"), subject to a prospectus being prepared and lodged with ASIC. The Company proposed to issue the Options under the Bonus Issue prospectus. The Company was unable to issue the Options within the requisite time periods due to a commercial transaction that was being negotiated between the Company and an unrelated third party. The transaction had not been finalised and was considered an 'incomplete proposal', thus delaying the Bonus Issue prospectus from being lodged with ASIC. The Company announced the commercial transaction on 15 October 2018 and intends to provide ASX with an indicative timetable for the Bonus issue on or around the week commencing 5 November 2018. The degree of voting dilution that might be caused by the issue is fixed, and the issue price is zero. There has been no material adverse change to the Company's circumstances since the date of the meeting. In these circumstances, an extension of time of three months to carry out the issue approved by shareholders is considered to be appropriate.

<b>Rule Number</b>	15.12
<b>Date</b>	23/10/2018
<b>ASX Code</b>	CRN
<b>Listed Company</b>	CORONADO GLOBAL RESOURCES INC.
<b>Waiver Number</b>	WLC180300-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coronado Global Resources Inc. (the "Company") a waiver listing rule 15.12 to the extent necessary to permit the Company's Amended and Restated Certificate of Incorporation and Bylaws, not to contain the provisions required by listing rules 15.12.1 to 15.12.3 inclusive, on condition that the Company undertakes not to acquire any classified assets in circumstances under which the ASX Listing Rules would require the issue of restricted securities, without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity's constitution must contain certain provisions dealing with restricted securities. These provisions are set out in Listing Rules 15.12.1, 15.12.2 and 15.12.3, and are intended to ensure that the listed entity that issues the restricted securities has the power to take steps to prevent the transfer of restricted securities during an escrow period, and to ensure that during a breach of the restriction agreement of the ASX listing rules relating to restricted securities, the holder of those securities does not receive any dividends or distributions, or voting rights, in respect of those securities. This rule supports the enforceability of the escrow regime.</p> <p><b>Present Application</b> The Company is incorporated under Delaware law, US and under the laws of its home jurisdiction, it would be unusual for it to include the provisions stipulated under Listing Rule 15.12.1, 15.12.2, and 15.12.3. In addition, the Company is unlikely to have any restricted securities at the time of admission to the ASX. It is therefore proposed to grant the Company a waiver on condition that the Company provides an undertaking not to acquire any classified assets where restricted securities would be required to be issued without the written consent of ASX. This undertaking is to be given and executed in the form of a deed. While the Company does not issue any restricted securities, there is no disadvantage from the constituent documents not having the relevant provisions.</p>

<b>Rule Number</b>	15.16(c)
<b>Date</b>	30/10/2018
<b>ASX Code</b>	ACQ
<b>Listed Company</b>	ACORN CAPITAL INVESTMENT FUND LIMITED
<b>Waiver Number</b>	WLC180301-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Acorn Capital Investment Fund Limited (the "Company") a waiver from listing Rule 15.16(c) to the extent necessary to permit the Management Agreement to not allow the Company to end the Management Agreement on 3 months' notice after shareholders pass an ordinary resolution to remove the Manager during the Amended Renewal 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 shareholders pass an ordinary resolution to remove the Manager subsequent to the Amended Renewal Term, rather than five years.</p>

<b>Rule Number</b>	15.16(b)
<b>Date</b>	30/10/2018
<b>ASX Code</b>	ACQ
<b>Listed Company</b>	ACORN CAPITAL INVESTMENT FUND LIMITED
<b>Waiver Number</b>	WLC180301-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Acorn Capital Investment Fund Limited (the "Company") a waiver from listing rule 15.16(b) to the extent necessary to permit the Company and Acorn Capital Limited (the "Manager") to vary the terms ("Variation") of the management agreement entered into between the Company and the Manager (the "Management Agreement") such that the renewal term of the Management Agreement is increased from 5 years to 7 years from the date shareholders approve the Variation and the renewal of the term of the Management Agreement in general meeting ("Amended Renewal 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>  The Company is seeking shareholder approval (by way of a resolution passed in a general meeting of the Company) of the Variation, with the Manager and its 'Associates' being the subject of a voting exclusion statement ("MA Variation Resolution"). The Variation is further proposed to be conditional upon the Company obtaining shareholder approval (by way of a resolution passed in a general meeting of the Company, with the Manager and its 'Associates' being the subject of a voting exclusion statement) of the renewal of the term of the Management Agreement for the Amended Renewal Term ("Renewal Resolution").  Guidance Note 26 contemplates the grant of a waiver from listing rule 15.16(b) provided that the listed entity's shareholders approve the management agreement, where all material information about the management agreement has been included in the notice of meeting of security holders and the relevant manager and its associates have been the subject of a voting exclusion statement. The information disclosed about the proposed management agreement should include reasonably prominent disclosure that the term of the agreement is longer than the 5 years permitted under listing rule 15.16 and give clear and cogent reasons why the entity</p>

## Register of ASX Listing Rule Waivers

considers the longer term is necessary. In this case, the Company's notice of meeting is consistent with GN 26, details of the material terms of the Management Agreement have been comprehensively disclosed in the notice of meeting proposing the MA Variation Resolution and the Renewal Resolution, and the accompanying explanatory statement, such that the Company's security holders will be able to make informed decisions on the basis of that disclosure. The Company has set out clear and cogent reasons to justify the longer term with the investment strategy including listed and unlisted entities and involves long term investments in a portfolio of securities with the timeframe for investing and realising returns on investments of this nature potentially being significant, as such involving, the acquisition, management and disposal of each investment may extend 7 - 10 years.