



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

**1 to 15 April 2019**

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

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

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<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	9/04/2019
<b>ASX Code</b>	IND
<b>Listed Company</b>	INDUS ENERGY NL
<b>Waiver Number</b>	WLC190074-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with Indus Energy NL's (the "Company") proposed acquisition of 100% of the issued capital of New Era Oil and Gas Pty Ltd ("New Era") (the "Acquisition"), public offer to raise up to \$4,000,000 ("Capital Raising"), and re-compliance with Chapters 1 and 2 of the Listing Rules, ASX Limited ("ASX") grants a waiver from Listing Rule 1.1 Condition 12 to the extent necessary to permit the exercise price of the options proposed to be issued in conjunction with the Acquisition ("Options") not to be at least \$0.20, on the following conditions.</p> <p>1.1 The exercise price of the Options is not less than \$0.02 each.</p> <p>1.2 The terms of this waiver, along with the terms and conditions of the Options, are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under Listing Rule 11.1.2 in respect of the Acquisition ("Notice") and in the prospectus to be issued in respect of the Capital Raising ("Prospectus").</p> <p>1.3 Security holders specifically approve the exercise price of the Options as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 1.1 Condition 12 to the extent necessary to permit SunRice to have 868,172 share rights on issue with a nil exercise price.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options 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>            SunRice has 868,172 employee share rights on issue which may convert into B Class Shares on a one-for-one basis, subject to the satisfaction of certain vesting conditions. The share rights represent approximately 1.48% of the B Class Shares on issue and having this small number on issue that vest based on employee performance criteria does not undermine the 20 cent rule.</p>

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from condition 11 of listing rule 1.8 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must be approved to act as an issuer of quoted securities under the operating rules of an approved clearing and settlement (CS) facility, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The debt securities of the Company being quoted are wholesale debt securities. The debt securities of the Company are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	9/04/2019
<b>ASX Code</b>	IND
<b>Listed Company</b>	INDUS ENERGY NL
<b>Waiver Number</b>	WLC190074-002
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with Indus Energy NL's (the "Company") proposed acquisition of 100% of the issued capital of New Era Oil and Gas Pty Ltd ("New Era") (the "Acquisition"), public offer to raise up to \$4,000,000 ("Capital Raising"), and re-compliance with Chapters 1 and 2 of the Listing Rules, ASX Limited ("ASX") grants a waiver from Listing Rule 2.1 condition 2 to the extent necessary to permit the issue price of the Shares issued under the Capital Raising ("Capital Raising Shares") not to be at least \$0.20 each on the following conditions:</p> <p>1.1 The issue price of the Capital Raising Shares is not less than \$0.02 each ("Issue Price").</p> <p>1.2 The terms of this waiver are clearly disclosed in the Notice and in the Prospectus.</p> <p>1.3 Security holders approve the Issue Price of the Capital Raising Shares as part of the approvals obtained under Listing Rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from condition 3 of listing rule 2.1 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The debt securities of the Company being quoted are wholesale debt securities. The debt securities of the Company are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.3
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from listing rule 3.10.3 to the extent that the Company need only advise ASX of a proposed issue of Notes if they are to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of a proposed issue of securities (and, if the issue of securities is a bonus issue or a pro rata issue, the entity must at that time give ASX an Appendix 3B). This disclosure maintains an informed market.</p> <p><b>Present Application</b> The debt securities of the Company being quoted are wholesale debt securities. The debt securities to be issued, and to be quoted on ASX, are to be issued in the wholesale debt market only. In addition, the Company may issue securities under multiple existing programmes in multiple jurisdictions and security holders are aware of the Company's ability to issue further debt securities from time to time. Notifying ASX of frequent issues in various jurisdictions would be an administrative burden on the Company. It is not considered that notification of every issue will add to the continuous disclosure regime for the debt securities. A waiver is granted to permit the Company to only advise ASX of a proposed issue of securities that are to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from listing rule 3.10.5 to the extent the Company need only tell ASX of, or lodge an Appendix 3B or information memorandum in respect of, an issue of Notes if the notes are to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market</p> <p><b>Present Application</b> The debt securities of the Company being quoted are wholesale debt securities. The Company has been granted a waiver from listing rule 3.10.3 in relation to securities other than securities that are to be quoted on ASX. This is a companion waiver to the waiver from listing rule 3.10.3.</p>



<b>Rule Number</b>	6.8
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 6.8 to the extent necessary to permit holders of B Class shares to not be entitled to one vote on a show of hands, in relation to resolutions where the B Class shares have no entitlement to vote.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.8 states that each holder of an ordinary security and each holder of a preference security must be entitled to one vote on a show of hands. Listing Rule 6.9 states that on a poll each holder of an ordinary security or a preference security must be entitled to one vote for each fully paid security and a fraction for each partly paid security. These requirements ensure that the voting entitlements of rights holders are fairly represented and democratic processes are supported within listed entities.</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one member/one vote voting at members' meetings.</p> <p>The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares.</p>

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Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waivers from Listing Rules 6.8 and 6.9 are granted to permit the existing share class voting arrangements to continue. Without the long history of the pre-existing co-operative-like features, ASX would not have entertained these waivers.

<b>Rule Number</b>	6.8
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-013
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 6.8 to the extent necessary to permit SunRice to suspend or vary the voting rights of any person or their associates who breach the A Class or B Class shareholding limit provisions (the "Shareholding Limits").
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.8 states that each holder of an ordinary security and each holder of a preference security must be entitled to one vote on a show of hands. Listing Rule 6.9 states that on a poll each holder of an ordinary security or a preference security must be entitled to one vote for each fully paid security and a fraction for each partly paid security. These requirements ensure that the voting entitlements of rights holders are fairly represented and democratic processes are supported within listed entities.</p> <p><b>Present Application</b> SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares.</p> <p>A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on</p>

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ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waivers from Listing Rules 6.8 and 6.9 are granted to permit the existing share class voting arrangements to continue. Without the long history of the pre-existing co-operative-like features, ASX would not have entertained these waivers.

<b>Rule Number</b>	6.9
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 6.9 to the extent necessary to permit each of the following.</p> <p>1.1. The holders of B Class shares to be not entitled to one vote per security in relation to resolutions where the B Class shares have no entitlement to vote.</p> <p>1.2. The holders of A Class shares to have one vote per shareholder on resolutions at which they are entitled to vote.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.8 states that each holder of an ordinary security and each holder of a preference security must be entitled to one vote on a show of hands. Listing Rule 6.9 states that on a poll each holder of an ordinary security or a preference security must be entitled to one vote for each fully paid security and a fraction for each partly paid security. These requirements ensure that the voting entitlements of rights holders are fairly represented and democratic processes are supported within listed entities.</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares.</p>

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A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waivers from Listing Rules 6.8 and 6.9 are granted to permit the existing share class voting arrangements to continue. Without the long history of the pre-existing co-operative-like features, ASX would not have entertained these waivers.

<b>Rule Number</b>	6.9
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-014
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 6.9 to the extent necessary to permit SunRice to suspend or vary the voting rights of any person or their associates who breach the A Class or B Class shareholding limit provisions (the "Shareholding Limits").
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.8 states that each holder of an ordinary security and each holder of a preference security must be entitled to one vote on a show of hands. Listing Rule 6.9 states that on a poll each holder of an ordinary security or a preference security must be entitled to one vote for each fully paid security and a fraction for each partly paid security. These requirements ensure that the voting entitlements of rights holders are fairly represented and democratic processes are supported within listed entities.</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares.</p> <p>A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on</p>

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ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waivers from Listing Rules 6.8 and 6.9 are granted to permit the existing share class voting arrangements to continue. Without the long history of the pre-existing co-operative-like features, ASX would not have entertained these waivers.



<b>Rule Number</b>	6.13
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 6.13 to the extent necessary to permit SunRice to hold a lien over the B Class shares of holder who has received a dividend or distribution to which they are not entitled because of the breach of the 10% shareholding cap.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not hold a security interest over particular shares except in limited circumstances to protect a payment obligation to the entity. This helps to protect the integrity of ASX's market.</p> <p><b>Present Application</b> SunRice's constitution provides for a lien over B Class shares held in excess of the 10% shareholding cap. SunRice has a contractual right to recover dividends and distributions erroneously paid in respect of shares breaching the shareholding limit. Permitting SunRice to hold a first and paramount lien is held over those shares aids in the recovery of funds which should not have been paid and helps to enforce the shareholding limitation.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	5/04/2019
<b>ASX Code</b>	KLL
<b>Listed Company</b>	KALIUM LAKES LIMITED
<b>Waiver Number</b>	WLC190073-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Kalium Lakes Limited (the "Company") a waiver from Listing Rule 6.18 to the extent necessary to permit Greenstone Management (Delaware) II LLC in its capacity as general partner of Greenstone Resources II (Australia) Holdings L.P. ("Greenstone") to maintain, by way of a right to participate in any offer of securities by the Company such that Greenstone's percentage holding in the Company immediately before the completion of the offer of equity securities remains the same immediately following the equity offer (the "Anti-Dilution Right"), on the following conditions:</p> <p>1.1. The Anti-Dilution Right lapses on the earlier of:</p> <p>1.1.1. the date on which Greenstone ceases to hold in aggregate at least 15% voting power in the Company (other than as a result of shares (or equity securities) to which the Anti-Dilution Right applies and in respect of which Greenstone is still entitled to exercise, or has exercised, the Anti-Dilution Right);</p> <p>1.1.2. the date on which Greenstone's voting power in the Company exceeds 25%; and</p> <p>1.1.3. the strategic relationship between the Company and Greenstone ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Anti-Dilution Right may only be transferred to a wholly owned subsidiary of Greenstone.</p> <p>1.3. Any securities issued under the Anti-Dilution Right must be issued to Greenstone for cash consideration that is:</p> <p>1.3.1. no more favourable to the Company than any cash consideration paid by third parties (in the case of issues of equity securities to third parties for cash consideration); or</p> <p>1.3.2. equivalent in value to non-cash consideration offered by third parties (in the case of issues of equity securities to third parties for non-cash consideration).</p> <p>1.4. The number of securities that may be issued to Greenstone under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Greenstone to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.</p> <p>1.6. The Company immediately releases the terms of the waiver to the market.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listing rule 6.18 prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally listing rule 7.1.</p>

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### Present Application

The Company has entered into an agreement with Greenstone pursuant to which Greenstone agrees to provide the Company with technical expertise and funding to develop the Company's activities ("Subscription and Co-Op Agreement"). Pursuant to the Subscription and Co-Op Agreement, Greenstone and/or its nominee will subscribe for 47,305,588 fully paid ordinary shares over two tranches at a price of \$0.44 per share for an aggregate subscription amount of \$20,814,459 (acquiring an interest of approximately 19.9% in the Company). Pursuant to the Subscription and Co-Op Agreement, Greenstone will have the right to nominate and maintain a director on the board of the Company, as well as establish technical steering committees. The Anti-Dilution Right allows Greenstone to participate in future placements of securities on equal terms with other parties to whom securities are offered to the extent necessary for Greenstone to maintain a percentage shareholding between 15% and 25%. ASX's policy permits listed entities to enter into agreements of this nature with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The nature of the relationship between the listed entity and the shareholder in this case is consistent with this policy. The Anti-Dilution Right is conditional upon the right not being transferred outside a wholly owned subsidiary of Greenstone. The Anti-Dilution Right also lapses if the strategic relationship with Greenstone ceases or its interest in the Company falls below 15% or exceeds 25%.

<b>Rule Number</b>	6.23.2
<b>Date</b>	1/04/2019
<b>ASX Code</b>	GZL
<b>Listed Company</b>	GAZAL CORPORATION LIMITED
<b>Waiver Number</b>	WLC190071-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gazal Corporation Limited (the "Company") a waiver from listing rule 6.23.2 to the extent necessary to permit the Company to cancel for consideration, and without shareholder approval, 796,570 unquoted performance rights ("Performance Rights") issued to various employees including two directors of the Company, Michael Gazal and Patrick Robinson, in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders as a result of which all of the remaining ordinary shares in the Company will be acquired by Sunshine B Pty Ltd ("Sunshine"), an indirect wholly owned subsidiary of PVH Corp, ("Scheme"), subject to the following:</p> <p>1.1. The Company's shareholders approve by the requisite majority, and a court of competent jurisdiction approves the Scheme, and the court's orders are lodged with the Australian Securities and Investment Commission such that the Scheme becomes effective.</p> <p>1.2. Full details of the cancellation of the Performance Rights and the consideration payable for their cancellation are set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	6.23.3
<b>Date</b>	5/04/2019
<b>ASX Code</b>	OSP
<b>Listed Company</b>	OSPREY MEDICAL INC
<b>Waiver Number</b>	WLC190080-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Osprey Medical Inc. (the "Company") a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to cancel 9,219,000 stock options issued to its employees, consultants and independent non-executive directors under its 2006 Stock Incentive Plan and 2016 Stock Incentive Plan with an exercise price of A\$0.60 or higher per share (equivalent to A\$0.30 or higher per CDI) in consideration for the issue of 9,219,000 new stock options that have reduced exercise prices and extended exercise periods under a proposed exchange offer ("Exchange Offer"), subject to the Company obtaining security holder approval for the Exchange Offer.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	10/04/2019
<b>ASX Code</b>	ARD
<b>Listed Company</b>	ARGENT MINERALS LIMITED
<b>Waiver Number</b>	WLC190065-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Argent 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 paragraph 6.1 of Appendix 6A in relation to 187,000,000 options exercisable at \$0.10 and expiring on 27 June 2019 ("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 the expiry date of the Expiring Options, together with a statement that an option expiry notice will not be sent to holders of the Options.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.075 before 27 June 2019, 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>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from Appendix 6A paragraph 2 to the extent necessary to permit the Company to follow a timetable for interest payments outlined in the information memorandum, on condition that on the next business day after an interest payment date the Company tells ASX the following.</p> <p>1.1. The record date for the next interest period. 1.2. The payment date for the next interest period.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.24 requires an entity to comply with Appendix 6A which prescribes the timetable and information notification requirements for various corporate actions. This requirement ensures that security holders and the market are given timely information regarding their securities, and assists ASX to maintain orderly trading and settlement of securities. Paragraph 2 of Appendix 6A applies to interest payments on quoted debt securities.</p> <p><b>Present Application</b> The securities of the Company being quoted are wholesale debt securities. The terms of the Notes specifies the record date for the debt securities where Notes are issued in global registered form, is the close of the business day before the relevant interest payment date; and where the notes are issued in definitive registered form, at the close of business on the fifteenth day before the interest payment date. The waiver is granted on the condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made. This requirement ensures that an informed market is maintained.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 7.1 to the extent necessary to permit A Class shares to be issued without shareholder approval.
<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 to listing rule 7.1 are set out in listing rule 7.2, including an issue of securities under a merger by way of scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (the "Corporations Act").</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have</p>



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limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waiver permits A Class shares to be issued without the approval of B Class holders, enabling the co-operative-like features within SunRice's constitution to continue. It is noted that as only A Class shares have the ability to elect directors and as A Class shares have no economic entitlements to the business of SunRice, that the issuance of further A Class shares does not adversely impact holders of B Class shares either economically or in terms of voting.

<b>Rule Number</b>	7.3.2
<b>Date</b>	12/04/2019
<b>ASX Code</b>	OCC
<b>Listed Company</b>	ORTHOCELL LIMITED
<b>Waiver Number</b>	WLC190079-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Orthocell 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 \$30,000 worth of ordinary fully paid shares ("SLR Remuneration Shares") to SLR Consulting Pty Ltd ("SLR") (or its nominee) and up to \$99,996 worth of fully paid ordinary shares to Professor M.H Zheng ("Zheng Remuneration Shares") in lieu of cash remuneration for fees accruing not to state that the SLR Remuneration Shares and Zheng Remuneration Shares will be issued no later than three months after the date of the shareholders' meeting, on the following conditions:</p> <p>1.1 The SLR Remuneration Shares for fees for the months of January, February, March, April, May and June 2019 are to be issued no later than 14 July 2019 (being 10 business dates from the end of June 2019), subject to shareholder approval having being obtained.</p> <p>1.2 The Zheng Remuneration Shares for fees for the months of, March, April, May, June, July and August 2019 are to be issued no later than 13 September 2019 (being 10 business dates from the end of August 2019), subject to shareholder approval having being obtained.</p> <p>1.3 If the Company releases its annual report during a period in which the SLR Remuneration Shares and Zheng Remuneration Shares are issued or remain to be issued, the annual report discloses details of the SLR Remuneration Shares and Zheng Remuneration Shares issued in that annual reporting period, the number of the SLR Remuneration Shares and Zheng Remuneration Shares that remain to be issued and the basis on which they may be issued.</p> <p>1.4 In any half year or quarterly report for a period during which any of the SLR Remuneration Shares and Zheng Remuneration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of SLR Remuneration Shares and Zheng Remuneration Shares issued during the reporting period, the number of SLR Remuneration Shares and Zheng Remuneration Shares that remain to be issued and the basis on which the SLR Remuneration Shares and Zheng Remuneration Shares may be issued.</p> <p>1.5 The terms of this waiver are released to the market no later than the time the Notice is released to the market.</p>

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Basis For Decision	
	<p><b>Underlying Policy</b> Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing Rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than three months after the date of the meeting, or, for court approved reorganisations of capital, no later than three 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 7.3.3 requires that the issue price, if a minimum price, be stated as a minimum fixed price, or no lower than 80% of the 5 day average closing price prevailing at the time that the issue is made. 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 pricing formula limitation in listing rule 7.3.2 ensures that the discount offered to allottees of the securities is not too great compared to the market price. Both of these rules limit the potential degree of dilution that may be caused by a specific issue of securities approved by ordinary security holders, and assist ordinary security holders to understand the potential dilution when they consider approving the issue.</p> <p>The Company is proposing to issue the SLR Remuneration Shares and Zheng Remuneration Shares to key management personnel in lieu of payment for services rendered. The maximum value of securities to be issued by the Company in lieu of cash remuneration is capped for each relevant personnel (\$30,000 worth of ordinary fully paid shares to SLR (or its nominee) for fees for the months of January, February, March, April, May and June 2019 and up to \$99,996 worth of fully paid ordinary shares to Professor M.H Zheng for fees for the months of March, April, May, June, July and August 2019). The securities will be issued at the volume weighted average price of the Company's shares for the relevant month in which fees accrued prior to their issue. The number of shares that might be issued is uncertain, however, based on the Company's current security price and maximum dollar value of the issue the degree of dilution is approximately 0.80%. The Company is permitted to issue the SLR Remuneration Shares and Zheng Remuneration Shares no later than 13 September 2019. A short extension is considered to be appropriate, to ensure that the Company cannot purport to act</p>

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on an approval that has become stale. The degree of voting dilution that might be caused by the issue varies with the issue price (the value of the number of shares to be issued is fixed and the issue price varies with the market price at the time the issue made, so the number of securities to be issued is not a fixed number). The Notice of Meeting contains disclosure about the potential degree of dilution based upon three share price scenarios. In these circumstances, an extension of time of approximately 3 months to carry out the issue approved by shareholders is considered to be appropriate.

<b>Rule Number</b>	7.3.3
<b>Date</b>	3/04/2019
<b>ASX Code</b>	OCC
<b>Listed Company</b>	ORTHOCELL LIMITED
<b>Waiver Number</b>	WLC190079-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Orthocell Limited (the "Company") a waiver from listing rule 7.3.3 to the extent necessary to permit the Company's Notice seeking shareholder approval for the issue of SLR Remuneration Shares and Zheng Remuneration Shares not to include a fixed or minimum price that is at least 80% of the volume weighted average market price for securities in that class calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made, subject to the following conditions.</p> <p>1.1 The Notice states the formula by which the maximum number of SLR Remuneration Shares and Zheng Remuneration Shares which will be issued to the recipients.</p> <p>1.2 To the satisfaction of ASX, the Notice discloses the formula (with worked examples) pursuant to which the number of SLR Remuneration Shares and Zheng Remuneration Shares to be issued to the recipients will be calculated.</p> <p>1.3 To the satisfaction of ASX, the Notice discloses the formula (with worked examples) pursuant to which the issue price of the shares to be issued to the recipients will be calculated.</p> <p>1.4 The Company releases the terms of this waiver to the market no later than the time the Notice is released to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 7.3.3 requires that the issue price, if a minimum price, be stated as a minimum fixed price, or no lower than 80% of the volume weighted average market price for securities in that class calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made. The pricing formula limitation in listing rule 7.3.3 ensures that the discount offered to allottees of the securities is not too great compared to the market price. Both of these rules limit the potential degree of dilution that may be caused by a specific issue of securities approved by ordinary security holders, and assist ordinary security holders to understand the potential dilution when they consider approving the issue.</p>

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### Present Application

The Company is proposing to issue securities to key management personnel in lieu of cash remuneration. The issue price of the SLR Remuneration Shares and Zheng Remuneration Shares is the VWAP for all trading days for the relevant month in which the fees were incurred. The Company is seeking shareholder approval for this issue of these Remuneration Shares pursuant to Listing Rule 7.1. The waiver is granted to permit the notice of meeting to state the issue price as formula subject to the conditions that the maximum number of shares to be issued is disclosed in the notice, as well as the formula for calculating the number of shares to be issued, and the issue price, including worked examples, are set out in the notice. The terms of the waiver are also required to be released to the market.

<b>Rule Number</b>	7.3.8
<b>Date</b>	3/04/2019
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC190077-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare PIC (the "Company") a waiver in connection with an institutional placement of new CHESSE Depository Interests ("CDIs") ("Placement") and a share purchase plan ("SPP") being conducted by the Company in accordance with Australian Securities and Investments Commission Class Order 09/425 (together, the "Capital Raising") and subject to securityholder approval from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of extraordinary general meeting ("Notice") to approve the issue of CDIs under the SPP (the "SPP Resolution") not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP or any associate of that person, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.25
<b>Date</b>	9/04/2019
<b>ASX Code</b>	NXE
<b>Listed Company</b>	NEW ENERGY MINERALS LTD
<b>Waiver Number</b>	WLC190076-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants New Energy Minerals Limited (the "Company") a waiver from Listing Rule 7.25 to the extent necessary to permit the Company to reorganise its capital pursuant to an equal reduction of capital to be approved by holders of ordinary securities and completed in accordance with the provisions of the Corporations Act 2001 (Cth) which may have the effect of reducing the trading price of the Company's securities to less than 20 cents each.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	7.25
<b>Date</b>	10/04/2019
<b>ASX Code</b>	SRS
<b>Listed Company</b>	SPICERS LIMITED
<b>Waiver Number</b>	WLC190083-001
<b>Decision</b>	<p>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 in connection with the Scheme Implementation Deed between Kokusai Pulp &amp; Paper Co. Ltd ("KPP") and the Company pursuant to which KPP will become the owner of 100% of the shares in the Company.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	7.26.1
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-007
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from listing rule 7.26.1 to permit the cancellation of forfeited A Class shares in accordance with SunRice's constitution, without shareholder approval.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 7.26.1 permits a limited liability company to only cancel forfeited shares if the cancellation is approved by holders of ordinary securities. The notice of meeting must include details of the forfeited shares, including the amount called but unpaid and the amount uncalled, along with the outstanding liability of the former holder and the actions the company will take to recover this amount. This rule helps to support the binding nature of call obligations for partly paid shares issued by limited liability companies and ensures that cancellation can only occur with the consent of ordinary shareholders.</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.  SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares.</p> <p>A Class shares are voting shares with one member/one vote voting</p>

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at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

No amount is currently payable in relation to the issue of A Class shares. Directors may redeem A Class shares in certain circumstances, including if the holder is no longer an active grower. The redemption process involves the directors giving written notice of redemption to the holder and repaying the holder the amount (if any) paid up on the A Class share redeemed. The waiver allows the current processes embedded within the constitution to continue, ensuring that A Class shares are only held by holders entitled to hold them. The approval of B Class holders is not necessary as redemption is not a matter that affects B Class holders and no funds are paid upon redemption.

<b>Rule Number</b>	8.2
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from listing rule 8.2 to the extent necessary that the Company need not provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1, condition 3 operates.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity is to provide an issuer sponsored subregister for securities except where Listing Rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the Operating Rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>  This is a companion waiver to the waiver from Listing Rule 1.8 condition 11 and 2.1 condition 3.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from listing rule 8.10 to the extent necessary to allow the Company to refuse to register the transfer of a Note in the following circumstances.</p> <p>1.1. Where the registrar is not required to register the transfer of any note in registered form that has been called for partial redemption.</p> <p>1.2. Where the Company exercises the discretion to close the register for a series of notes, for a period of time not greater than 30 days, in the case that any global registered notes issued by the Company go into definitive form, in which case the establishment of record dates for payments and noteholder meetings for the notes while in definitive form would be required.</p> <p>1.3. While in global form, for the period from one day before a payment of interest and principal is made.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b> Under the terms governing the Notes, (i) the registrar is not required to register the transfer of any note in registered form that has been called for partial redemption and (ii) the Company has the discretion to close the register for a series of notes for a period of time not greater than 30 days. In relation to the second point, the provision allowing the Company to close the register is intended to provide flexibility in the case that any global registered notes issued by the Company go into definitive form, in which case the establishment of record dates for payments and noteholder meetings for the notes while in definitive form would be required. It is intended that registered notes issued under the Programme will be issued in global form. While in global form, (i) the record date for payments of interest and principal is one day before payment is made and does not need to be varied and (ii) a record date is not required in relation to meetings of registered noteholders as Euroclear and Clearstream, as clearing systems for the Notes, will block registered notes the subject of the</p> <p>meeting in the relevant accounts a day or so before the planned</p>

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meeting. The above is in line with the mechanics of a registered note issued under a Euro medium term note programme and settled in Euroclear and Clearstream. This enables the Company to determine entitlements to an interest payment or maturity for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.

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<b>Rule Number</b>	8.11
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-008
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 8.11 to the extent necessary to permit SunRice to require information to be provided to it prior to registering a paper-based transfer of B Class shares, in order to ensure that the transfer complies with SunRice's constitution.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not require documentation in connection with ownership restrictions before registering a transfer. The rule protects the integrity of the ASX market, and prevents a delay in settlement of the transactions.</p> <p><b>Present Application</b> SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate. SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one member/one vote voting at members' meetings.</p> <p>The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any</p>

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shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

SunRice's Constitution contains certain provisions imposing certain obligations on and giving certain powers to the directors to enforce ownership limits. The Constitution provides that SunRice may require a person who has, or is suspected of having an interest in the shares of SunRice to provide a statutory declaration or other evidence as required for the purpose of determining whether that person or any other person has entered, or is taking action to enter into a transaction that would be likely to result in a contravention of the ownership limit. The waiver is considered necessary to enable SunRice to promote enforcement of the ownership limits



<b>Rule Number</b>	8.21
<b>Date</b>	15/04/2019
<b>ASX Code</b>	CCL
<b>Listed Company</b>	COCA-COLA AMATIL LIMITED
<b>Waiver Number</b>	WLC190067-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Coca-Cola Amatil Limited (the "Company") a waiver, in relation to debt securities to be issued under the US\$2,000,000,000 Programme of the Company for which an application for quotation on the ASX Wholesale Loan Securities Market may be made from time to time, from listing rule 8.21 to the extent that the Company need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b> Transactions in the Company securities are settled outside CHESSE. The likely holders of the debt securities are of an institutional nature and therefore the waiver is granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	9.7
<b>Date</b>	10/04/2019
<b>ASX Code</b>	AMG
<b>Listed Company</b>	AUSMEX MINING GROUP LIMITED
<b>Waiver Number</b>	WLC190066-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ausmex Mining Group Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to permit the following restricted securities (together, the "Restricted Securities"), subject to escrow for a period of 24 months until 30 May 2019 ("Escrow Period") under Listing Rule 9.1.3, to be transferred from CPS Capital Group Pty Ltd to CPS Capital Investments Pty Ltd ("Transferee"), subject to the conditions outlined in Resolution 2.</p> <p>1.1. 1,552,500 fully paid ordinary shares  1.2. 750,000 fully paid ordinary shares (from conversion of options on 10 December 2018)  1.3. 3,750,000 options exercisable at \$0.14 on or before 9 May 2020  1.4. 3,000,000 options exercisable at \$0.12 on or before 9 May 2020.</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 the Transferee.  2.2. A copy of the restriction agreement is given to ASX.  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>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	9.7
<b>Date</b>	3/04/2019
<b>ASX Code</b>	HE8
<b>Listed Company</b>	HELIOS ENERGY LTD
<b>Waiver Number</b>	WLC190072-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Helios Energy Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to 3,750,000 ordinary shares and 3,750,000 options (together, the "Restricted Securities"), subject to escrow for a period of 24 months until 11 August 2019 ("Escrow Period") under Listing Rule 9.1.3, to be transferred from CPS Capital Group Pty Ltd to CPS Capital Investments Pty Ltd ("Transferee"), subject to the following conditions:</p> <p>1.1. 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 the Transferee;</p> <p>1.2. A copy of the restriction agreement is given to ASX; and</p> <p>1.3. 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>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	9.7
<b>Date</b>	3/04/2019
<b>ASX Code</b>	ONX
<b>Listed Company</b>	ORMINEX LTD
<b>Waiver Number</b>	WLC190078-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Orminex Limited a waiver from Listing Rule 9.7 to the extent necessary to permit up to 785,591 fully paid ordinary shares and 405,658 unlisted options which are classified as restricted securities (together, the "Restricted Securities") and which are subject to escrow for a period of 24 months until 7 May 2020 ("Escrow Period") under Listing Rule 9.1.3, be transferred from CPS Capital Group Pty Ltd to CPS Capital Investments Pty Ltd ("Transferee") on the following conditions:</p> <p>1.1. 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 the Transferee.</p> <p>1.2. A copy of the restriction agreement is given to ASX.</p> <p>1.3. 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>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.1
<b>Date</b>	12/04/2019
<b>ASX Code</b>	LOM
<b>Listed Company</b>	LUCAPA DIAMOND COMPANY LIMITED
<b>Waiver Number</b>	WLC190075-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Lucapa Diamond Company Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to enter into a loan agreement with New Azilian Pty Ltd ("Lender") for the amount of \$10,000,000 ("Loan Facility") secured over certain assets of the Company ("Security") without shareholder approval, on the following conditions.</p> <p>1.1 The Security includes a term that if an event of default occurs and the Lender exercises his rights under the Security, neither the Lender nor any of his associates can acquire any legal or beneficial interest in an asset of the Company or its subsidiaries in full or part satisfaction of the Company's obligations under the Security, or otherwise deal with the assets of the Company or its subsidiaries, without the Company first having complied with any applicable listing rules, including Listing Rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person) appointed by the Lender exercising his power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to the Lender or any of his associates in accordance with his legal entitlements.</p> <p>1.2 A summary of the material terms of the Loan and Security is made in each annual report of the Company during the term of the Loan.</p> <p>1.3 Any variations to the terms of the Loan or Security documents which are:</p> <p>1.3.1 not a minor change; or</p> <p>1.3.2 inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4 The Company and the Lender must seek to discharge the Security when the funds advanced to the Company are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Security for any further period.</p> <p>1.5 The Company immediately releases to the market an announcement which sets out the material 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 Loan, 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 related party or substantial shareholder, and the steps the Company's board has taken to</p>

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	<p>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>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of securityholders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to securityholders to accompany the notice of securityholders' meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b>  The Company is proposing to enter into a loan agreement with New Azilian Pty Ltd, an entity associated with a director of the Company, Mr Ross Stanley. It is proposed that the Company's obligations under the loan facility will be secured over the Company's assets, other than the Company's shares in, and loan to, Mothae Diamonds (Pty) Ltd. The use of the Company's assets as collateral constitutes the disposal of an asset for the purposes of Listing Rule 10.1. The Company is granted a waiver from Listing Rule 10.1 to enable it to have in place a security over its assets in favour of the related party, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither the related party 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 related party.</p>

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<b>Rule Number</b>	10.1
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 10.1 to the extent necessary to permit SunRice to acquire rice in the form that it is harvested, prior to any milling ("Paddy") from related parties in accordance with SunRice's Paddy Pricing Policy, without shareholder approval, on the following conditions.</p> <p>1.1. Paddy is acquired from related party growers on identical terms as Paddy acquired from arm's length growers.</p> <p>1.2. SunRice includes in each annual report a summary of the Paddy acquired from related parties and a statement that the Paddy was acquired on identical terms as Paddy acquired from arm's length growers.</p> <p>1.3. The waiver is disclosed to the market by SunRice as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b> SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally.</p> <p>SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as</p>

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a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.

SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The paddy pool is the mechanism through which the paddy price paid by SunRice is usually calculated, by taking into account all revenue from the sale of Riverina rice, less relevant costs (which includes asset financing and other internal charges). The balance is paid out to growers in the form of a paddy price in line with SunRice's Paddy Pricing Policy.

The waiver is granted to permit the acquisition of Paddy from grower directors to continue as part of SunRice's usual activities. Paddy is acquired from related parties on identical terms as Paddy acquired from other growers and conditions are imposed around the waiver to ensure this continues to be the case.



<b>Rule Number</b>	10.11
<b>Date</b>	3/04/2019
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC190077-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare PIC (the "Company") a waiver in connection with an institutional placement of new CHESSE Depository Interests ("CDIs") ("Placement") and a share purchase plan ("SPP") being conducted by the Company in accordance with Australian Securities and Investments Commission Class Order 09/425 (together, the "Capital Raising") and subject to securityholder approval from Listing Rule 10.11 to the extent necessary to permit the directors and their associates of the Company to participate in the SPP, without securityholder approval, on the following conditions.</p> <p>1.1. Securityholders of the Company approve the SPP Resolution; and</p> <p>1.2. Directors and their associates are offered CDIs under the SPP on the same terms as other securityholders.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.11
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-006
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 10.11 to the extent necessary to permit A Class shares to be issued without shareholder approval.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one</p>

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member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

The waivers permit A Class shares to be issued without the approval of B Class holders and for the co-operative-like features within SunRice's constitution to continue. It is noted that as only A Class shares have the ability to elect directors and as A Class shares have no economic entitlements to the business of SunRice, that the issuance of further A Class shares does not adversely impact holders of B Class shares either economically or in terms of voting.

<b>Rule Number</b>	10.11
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-010
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 10.11 to the extent necessary to permit SunRice to issue B Class shares to related parties under a Grower Share Purchase Plan ("GSPP"), without obtaining security holder approval, subject to the following conditions.</p> <p>1.1. SunRice makes full disclosure to any person who may subscribe for B Class shares under a disclosure document of the provisions in the GSPP which allow for the periodic issue of B Class shares to eligible growers.</p> <p>1.2. The B Class shares are issued in accordance with the provisions of the GSPP.</p> <p>1.3. B Class shares are issued to related parties on the same terms as other eligible grower participants under the GSPP.</p> <p>1.4. A completed Appendix 3B announcement is lodged for release to the market for each issue of B Class securities.</p> <p>1.5. Details of the B Class shares issued to related parties pursuant to the GSPP are disclosed in SunRice's annual report each year in which B Class shares are issued.</p> <p>1.6. B Class shareholder approval is sought every third year for the issue of B Class shares to related parties pursuant to the GSPP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under Listing Rule 10.12, including where securities are issued under a securities purchase plan.</p>

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	<p>Present Application SunRice has grower share purchase plans in operation which allow eligible growers to acquire additional B Class shares at a small discount (typically the same discount applied to the dividend reinvestment plan, which is currently 2%) to the volume weighted average price.</p> <p>In 2017 the collective entitlement of grower directors to participate in the plan represented around 0.03% of the total shares on issue and the entire entitlement under the plan represented around 1.41% of the shares on issue. The existence of the plan is disclosed in the information memorandum and future shareholders are taken to have consented to the issue of securities to grower directors under the plan. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the entity approve the arrangement every three years.</p>
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<b>Rule Number</b>	10.13.3
<b>Date</b>	10/04/2019
<b>ASX Code</b>	EDE
<b>Listed Company</b>	EDEN INNOVATIONS LTD
<b>Waiver Number</b>	WLC190068-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Eden Innovations Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") to approve the issue of up to a maximum of AUD\$32,000 worth of shares each to Mr Dunmead and Mr Nikeas ("Remuneration Shares") as part of their remuneration for each relevant financial year not to state (1) the issue price in respect of the Remuneration Shares 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 no later than 30 days of the end of each financial year;</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued will be calculated by dividing \$32,000 by the volume weighted average price of the underlying shares on the ASX on over the ten trading days on which sales in the Company's shares are were recorded before the day on which the issue is made;</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 the Remuneration Shares at three different prices.</p> <p>1.4. 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>1.5. 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>1.6. 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> <p><b>Present Application</b></p> <p>The Company proposes to seek security holder approval at the</p>

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general meeting to issue to two of the Company's US based non-executive directors, Dr Stephen Dunmead and Lazaros Nikeas each of them \$32,000 worth of new fully paid ordinary shares in the capital of the Company as part of their annual remuneration. The Remuneration Shares are to be issued within 30 days of the end of each financial year provided each director remain a non-executive director at the time of issue and have acted as non-executive directors for the entire preceding financial year.

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 VWAP of shares quoted on ASX over the last 10 trading days on which the Company's shares were recorded before the day on which the Remuneration Shares are issued the maximum time for the issue is fixed and the expected dilution of the Company's share capital following the issue of the Remuneration Shares is approximately 0.117% (assuming a hypothetical VWAP of \$0.033), 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.

<b>Rule Number</b>	10.13.3
<b>Date</b>	12/04/2019
<b>ASX Code</b>	LOM
<b>Listed Company</b>	LUCAPA DIAMOND COMPANY LIMITED
<b>Waiver Number</b>	WLC190075-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Lucapa Diamond Company Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of meeting (the "Notice") seeking, amongst other things, shareholder approval for the payment of up to 100% of the interest of 10% per annum due to the Lender, under the Loan Facility payable quarterly through the issue of shares to the Lender ("Interest Shares") not to state that the Interest Shares will be issued within one month of the date of the shareholders' meeting, on the following conditions:</p> <p>1.1 the Notice contains the full terms and conditions of the Loan Facility;</p> <p>1.2 the Interest Shares will be issued no later than 31 May 2020, being the date which is 12 months after the Loan Facility is drawn down in full;</p> <p>1.3 if the Company releases its annual report during a period in which the Interest Shares are issued or remain to be issued, the annual report discloses details of the Interest Shares that have been issued and the interest payable under the Loan Facility;</p> <p>1.4 the Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p>
<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></p> <p>Pursuant to the terms of the Loan Facility, the Lender is entitled to receive the up to 100% of the interest payments, payable quarterly in arrears at 10% per annum, by way of issue of new ordinary shares in the Company in lieu of cash. The Company proposes to</p>



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seek shareholder approval for the issue of the Interest Shares. The exact number of Interest Shares that may be issued in satisfaction of the quarterly interest payments is not known. Any shares issued in satisfaction of interest on the Loan Facility will have an issue price equal to the higher of the VWAP of the Company's shares calculated over the 10 trading days immediately preceding the date that the Interest Shares are issued and \$0.185. The timing and structure for the issue of Interest Shares is to be outlined in the Notice seeking shareholder approval for the issue of Interest Shares. The interest rate and period of time over which the Interest Shares may be issued is fixed and not considered excessive, and the maximum dollar amount of the Interest Shares is known. Further, as the issue price includes a floor price the maximum dilution is known. The degree of dilution is not expected to be excessive in view of the listed entity's security price and the dollar value of the issue. In the context of a loan facility, there is a sufficient degree of certainty about the basis for calculation of the number of securities to be issued for shareholders to be able to give their informed consent to the issue of the Interest Shares over the relevant period.

The waiver is granted to allow the Interest Shares to be issued within the timeframe stipulated, terms of the waiver are released to the market no later than the time the Notice is released to the market and there is disclosure in the Company's annual report.

<b>Rule Number</b>	10.13.3
<b>Date</b>	3/04/2019
<b>ASX Code</b>	OCC
<b>Listed Company</b>	ORTHOCELL LIMITED
<b>Waiver Number</b>	WLC190079-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Orthocell Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the notice seeking shareholder approval for the issue of remuneration shares (the "Notice") up to the value of \$37,500 to Dr Stewart Washer, up to the value of \$30,000 to Matt Callahan, up to the value of \$11,250 to Professor Lars Lidgren in lieu of directors fees for the months of April, May and June 2019 and up to the value of \$15,000 Qi Xiao Zhou in lieu of directors fees for the months of April, May, June and July 2019 ("Directors Remuneration Shares") not to state the Directors Remuneration Shares will be issued within 1 month from the date of the shareholders' meeting, and not to include the issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the Directors Remuneration Shares will be issued to Dr Stewart Washer, Matt Callahan and Professor Lars Lidgren for the fees accrued over April, May and June 2019 and to Qi Xiao Zhou for the fees accrued over April, May, June and July 2019 within 10 business days after the end of each relevant month for which fees are owed.</p> <p>1.2 The Notice states that the Directors Remuneration Shares will be issued to Dr Stewart Washer, Matt Callhan, Professor Lars Lidgren and Qi Xiao Zhou at a deemed issued price calculated as the VWAP for all trading days for the relevant month in which the fee was incurred.</p> <p>1.3 The Company releases the terms of the waiver no later than the time the Notice is released to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  The issue of equity securities to related parties requires prior security holder approval, unless an exception in Listing Rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under Listing Rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p>

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### Present Application

The Company is proposing to issue the Directors Remuneration Shares to directors in lieu of cash remuneration for fees accrued for the months of April, May, June and July 2019. The value of fees owed to each director is capped at a maximum amount and the Notice will include worked examples of the degree of dilution. At the current share price, the Director Remuneration Shares would form 1.10% of the Company's issued capital. The waiver is granted on condition that the shares are issued no later than 10 business days after the end of the relevant month in for which fees are owed and the terms of the waiver are released no later than the time the Notice is released to the market.

<b>Rule Number</b>	10.13.3
<b>Date</b>	11/04/2019
<b>ASX Code</b>	FOD
<b>Listed Company</b>	THE FOOD REVOLUTION GROUP LIMITED
<b>Waiver Number</b>	WLC190069-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants The Food Revolution Group Limited (the "Company") a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") ("GM") to approve the issue of up to a maximum of 210 million fully paid ordinary shares ("Shares") in three tranches ("Subscription Shares") to Careline Australia Pty Ltd ("Careline"), and/or its nominees not to state that the Subscription Shares will be issued within 1 month of the date of the GM, subject to the following conditions:</p> <p>1.1. The Notice states the date by which each tranche of the Subscription Shares will be issued by being, 5 September 2019 for tranche 4 and 5 March 2020 for tranche 5 in the Notice and each tranche of Subscription Shares are issued no later than those dates.</p> <p>1.2. The Notice sets out that the Subscription 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>1.3. The Notice includes details as to the dilution of shareholders resulting from the issue of the Subscription Shares.</p> <p>1.4. The Company's annual report for any period during which the Subscriptions Shares are issued to Careline, Dr Li and/or their nominees, discloses details of the number of Subscription Shares that were issued to them, including the percentage of the Company's issued capital represented by those Subscription Shares.</p> <p>1.5. 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 10.13.3 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 general meeting for the issue of shares to Careline (an entity controlled by the Company's recently appointed chairman Dr Norman Li) and/or its nominees pursuant to the share subscription</p>

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deed ("SSD") entered into with Careline for funding totalling \$20.25 million. Prior to the appointment of Dr Li as chairman and pursuant to the SSD the Company issued 65 million shares to Careline as consideration for tranche 1 and 2 of the funding. Subject to shareholder approval the Company is proposing to issue up to 310 million Shares to Careline and/or its nominees following the receipt of funds for tranches 3, 4 and 5. Tranche 3 is proposed to be issued one business day after shareholder approval is obtained, tranche 4 on or before 5 September 2019 and tranche 5 on or before 5 March 2020. The Company only wants to issue Shares to Careline once the funds for each Tranche has been received. Careline needs to raise the relevant funds for each Tranche prior to providing the funds to the Company. The Company requires the full subscription amount to fund its expansion strategy and the delayed draw down is a result of Careline's inability to provide the full funding amount upfront, as opposed to the Company electing to draw down the amounts in stages, if at all. The Company has requested a waiver from Listing Rule 10.13.3 in order that shareholder approval can be sought at the meeting for the issue of tranches 4 and 5 of the Subscription Shares without having to issue them within the 1 month period. The dilution to existing shareholders from the issue of the Subscription Shares will be approximately 46.13%. The potential dilution of existing shareholders is fixed and shareholders will know the potential dilution at the time of voting on the resolution. The Subscription Shares are being issued on the receipt of funds by the Company from Careline in accordance with the SSD. 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.

<b>Rule Number</b>	10.13.5
<b>Date</b>	10/04/2019
<b>ASX Code</b>	EDE
<b>Listed Company</b>	EDEN INNOVATIONS LTD
<b>Waiver Number</b>	WLC190068-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Eden Innovations Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of general meeting (the "Notice") to approve the issue of up to a maximum of AUD\$32,000 worth of shares each to Mr Dunmead and Mr Nikeas ("Remuneration Shares") as part of their remuneration for each relevant financial year not to state (1) the issue price in respect of the Remuneration Shares 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 no later than 30 days of the end of each financial year;</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued will be calculated by dividing \$32,000 by the volume weighted average price of the underlying shares on the ASX on over the ten trading days on which sales in the Company's shares are were recorded before the day on which the issue is made;</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 the Remuneration Shares at three different prices.</p> <p>1.4. 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>1.5. 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>1.6. 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>

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### Present Application

The Company proposes to seek security holder approval at the general meeting for the issue of shares to 2 of its US based non-executive directors, Dr Stephen Dumead and Lazaros Nikeas as part of their annual remuneration. The issue price of the 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>	3/04/2019
<b>ASX Code</b>	OCC
<b>Listed Company</b>	ORTHOCELL LIMITED
<b>Waiver Number</b>	WLC190079-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Orthocell Limited (the "Company") a waiver from Listing Rule 10.13.5 to the extent necessary to permit the notice seeking shareholder approval for the issue of remuneration shares (the "Notice") up to the value of \$37,500 to Dr Stewart Washer, up to the value of \$30,000 to Matt Callahan, up to the value of \$11,250 to Professor Lars Lidgren in lieu of directors fees for the months of April, May and June 2019 and up to the value of \$15,000 Qi Xiao Zhou in lieu of directors fees for the months of April, May, June and July 2019 ("Directors Remuneration Shares") not to state the Directors Remuneration Shares will be issued within 1 month from the date of the shareholders' meeting, and not to include the issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the Directors Remuneration Shares will be issued to Dr Stewart Washer, Matt Callahan and Professor Lars Lidgren for the fees accrued over April, May and June 2019 and to Qi Xiao Zhou for the fees accrued over April, May, June and July 2019 within 10 business days after the end of each relevant month for which fees are owed.</p> <p>1.2 The Notice states that the Directors Remuneration Shares will be issued to Dr Stewart Washer, Matt Callhan, Professor Lars Lidgren and Qi Xiao Zhou at a deemed issued price calculated as the VWAP for all trading days for the relevant month in which the fee was incurred.</p> <p>1.3 The Company releases the terms of the waiver no later than the time the Notice is released to the market.</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>



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### Present Application

The Company is proposing to issue the Directors Remuneration Shares to directors in lieu of cash remuneration for fees accrued for the months of April, May, June and July 2019. The Notice provides 3 worked examples using 3 hypothetical VWAP prices and the value of fees owed to each director is capped at a maximum amount and the Notice will include worked examples of the degree of dilution. The inclusion of sufficient information in the notice of meeting 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. The waiver is granted on condition that the shares are issued no later than 10 business days after the end of the relevant month in for which fees are owed and the terms of the waiver are released no later than the time the Notice is released to the market.

<b>Rule Number</b>	14.4
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-011
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 14.4 to the extent necessary to give effect to the director appointment provisions in SunRice's constitution.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This rule places a maximum limit on the amount of time that a director is permitted to hold office without re-election (the third annual general meeting following appointment or 3 years, whichever is longer). A director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting. The managing director is not subject to these requirements. This rule supports shareholder democracy and prevents the entrenchment of boards, by requiring directors to periodically be re-elected by shareholders.</p> <p><b>Present Application</b>  SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares.</p> <p>A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights,</p>

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primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

Article 11.1 of SunRice's constitution deals with the appointment and removal of directors. Under these provisions, amongst other things, up to 3 directors who are elected members of the RMB may be appointed as directors. These directors hold office for the same period as their term of office at the RMB (members are usually appointed for a four year term). Active grower directors hold office for four years or for such period as the A Class holders may determine (concluding at the end of the annual general meeting in the last year of their term of office). The waiver is granted to permit the current board election mechanics to remain in place.

<b>Rule Number</b>	14.5
<b>Date</b>	8/04/2019
<b>ASX Code</b>	SGL
<b>Listed Company</b>	RICEGROWERS LIMITED
<b>Waiver Number</b>	WLC190064-012
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Ricegrowers Limited ("SunRice") a waiver from Listing Rule 14.5 to the extent necessary to give effect to the director appointment provisions in SunRice's constitution.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> A listed entity must hold an election of directors each year to provide an opportunity for security holders to consider a change of the composition of the board. This rule supports security holder democracy.</p> <p><b>Present Application</b> SunRice is a company incorporated under the Corporations Act with various co-operative-like features. SunRice's principal activities consist of receiving and storing paddy rice, milling rice, manufacturing rice-based products, marketing of rice and grocery products, research and development into the growing of rice, and processing of rice and related products. The Rice Marketing Board ("RMB"), a statutory body established by the New South Wales government pursuant to the Rice Marketing Act 1983, has entered into a sole and exclusive export agreement with SunRice ("SAEEA") under which it appoints SunRice as the sole and exclusive exporter and marketer of rice internationally. SunRice is the only remaining single desk commodities purchasing business in Australia. Pursuant to the SAEEA SunRice must act as a buyer of last resort for NSW produced rice so as to meet the statutory obligations of RMB pursuant to the Rice Marketing Act. Pursuant to the Rice Marketing Act (section 61) the RMB may not refuse vested rice from any grower that conforms to applicable quality standards. Further the Rice Marketing Act provides (section 64(2)) that all vested rice of an applicable quality must be purchased as nearly as possible at a uniform rate.</p> <p>SunRice has a dual class share structure, with differential voting rights and shareholding limits. A Class shares can only be issued to initial members who are active co-operative members, and active growers (or persons whom the directors believe, on reasonable grounds, will become active growers). No person may hold more than 5 A Class shares. A Class shares are voting shares with one member/one vote voting at members' meetings. The A Class shares will not be quoted on ASX and are the only class able to elect directors. The B Class shares will be quoted on ASX and have limited voting rights, primarily on matters that may adversely affect the economic rights attached to these shares. Under SunRice's constitution, no person (when aggregated with any shares held by associates) may hold more</p> <p>than 10% of the B Class shares. If the shareholding limit is breached, dividend and voting rights for the shares held in excess</p>

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of the limit may be removed, and the excess securities forcibly divested.

As set out in Guidance Note 3 Co-operatives and Mutuals Listing on ASX, in appropriate cases, ASX is prepared to admit to the official list a co-operative with a structure or operations that it would not allow for other listed entities. ASX is also prepared to grant waivers of the Listing Rules to permit the entity to preserve some of its co-operative features.

Article 11.1 of SunRice's constitution deals with the appointment and removal of directors. Under these provisions, amongst other things, up to 3 directors who are elected members of the RMB may be appointed as directors. These directors hold office for the same period as their term of office at the RMB (members are usually appointed for a four year term). Active grower directors hold office for four years or for such period as the A Class holders may determine (concluding at the end of the annual general meeting in the last year of their term of office). The waiver is granted to permit the current board election mechanics to remain in place.

<b>Rule Number</b>	14.7
<b>Date</b>	5/04/2019
<b>ASX Code</b>	ROG
<b>Listed Company</b>	RED SKY ENERGY LIMITED.
<b>Waiver Number</b>	WLC190082-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Red Sky Energy Limited (the "Company") a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue 100,000,000 fully-paid ordinary shares in the Company ("Shares") to Taylor Collison Limited (Taylor Collison") later than 7 days after the completion of the Acquisition and receipt of the required Ministerial Approvals on the following conditions:</p> <p>1.1. The Company issues the Shares no later than 12 April 2019 and otherwise on the same terms and conditions as approved by shareholders on 10 September 2018;</p> <p>1.2. The Company releases the terms of the waiver to the market immediately.</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 securities under Listing Rule 7.1 to state that the securities will be issued no later than three months after the date of the shareholders' meeting. Listing Rule 7.3.2 ensures that an issue of 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.</p> <p>The issue of securities was approved by the Company's shareholders at its general meeting held on 10 September 2018. The issue is on the same terms and conditions as approved by shareholders, the degree of dilution is fixed and known, and the extension of time to complete the issue is not excessive in the circumstances. For waivers to be granted, the delays typically have to be outside the control of the company and relate to matters such as unexpected delays to government or regulatory approvals. However, the Company is</p> <p>claiming an administrative oversight, which is within the Company's control, as the reason for failing to issue the First Fee Shares. In the company's favour, the extension request is not excessive; the</p>

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oversight was identified and brought to ASX's attention within 3 days of the required issue date; and the timing for the re-issue is not beyond the terms of the original granted waiver conditions for the First Fee Shares. It is therefore proposed to grant a waiver from Listing Rule 14.7.

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<b>Rule Number</b>	14.7
<b>Date</b>	12/04/2019
<b>ASX Code</b>	SYR
<b>Listed Company</b>	SYRAH RESOURCES LIMITED
<b>Waiver Number</b>	WLC190084-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Syrah Resources Limited (the "Company") a waiver from Listing Rule 14.7 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting to be dated 17 April 2018 in relation to the resolution for the purposes of Listing Rule 7.4 to ratify and confirm the allotment and issue of 42,152,467 shares on 10 September 2018 so that the Company need not disregard votes cast on the resolution by shareholders who participated in the issue, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue, on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders how to vote on the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> <p>1.4. The terms of the waiver are immediately released to the market.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	14.11
<b>Date</b>	3/04/2019
<b>ASX Code</b>	ONE
<b>Listed Company</b>	ONEVIEW HEALTHCARE PLC
<b>Waiver Number</b>	WLC190077-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Oneview Healthcare PIC (the "Company") a waiver in connection with an institutional placement of new CHESSE Depository Interests ("CDIs") ("Placement") and a share purchase plan ("SPP") being conducted by the Company in accordance with Australian Securities and Investments Commission Class Order 09/425 (together, the "Capital Raising") and subject to securityholder approval from Listing Rule 14.11 to the extent necessary to permit the voting exclusion statement relating to the Placement to state that the Company need not disregard a vote if it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary who did not participate in the Placement (the "Nominee Holders"), on the following conditions.</p> <p>1.1. The beneficiaries provides written confirmation to the Nominee Holders that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.</p> <p>1.2. The beneficiaries directs the Nominee Holders how to vote on the resolution.</p> <p>1.3. The Nominee Holders does not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.