



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

**1 to 15 June 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**

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

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

<b>Rule Number</b>	1.1 condition 2
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 1.1 condition 2 to the extent necessary to permit the Company's Memorandum of Incorporation not to comply with the Listing Rules insofar as the Memorandum of Incorporation provides that the Company may do the following:</p> <p>1.1. issue non-voting shares; and</p> <p>1.2. impose fees for the registration of transfer of securities, on condition that the Company gives ASX an undertaking that it will not do any of these things while it remains listed on ASX and while they remain forbidden by the Listing Rules. The undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must have a constitution consistent with the Listing Rules.</p> <p><b>Present Application</b> The Company was incorporated in a foreign jurisdiction and is listed on Johannesburg Alt Exchange ("JSE Alt"). The Company's constitution was developed prior to the Company contemplating listing on ASX, and does not strictly comply with the ASX Listing Rule requirements. To require compliance with the ASX Listing Rules would be onerous and costly. The waiver is granted on condition that the Company gives to ASX an undertaking (executed in the form of a deed) that it will not do any of these things while it remains listed on ASX and while they remain forbidden by the Listing Rules.</p>

<b>Rule Number</b>	1.1 condition 6
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 1.1 condition 6 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares (to be settled on ASX in the form of CHESS Depository Interests ("CDIs") issued into the Australian market, subject to the following conditions:</p> <p>1.1. the Company applies for quotation of new CDIs issued into the Australian market on a monthly basis, and the Company provides to the market in a form acceptable to ASX a monthly update of the net changes in the number of its common shares over which CDIs are issued; and</p> <p>1.2. the Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must apply for and be granted quotation of all securities in its main class (other than securities classified as restricted securities). This rule ensures transparency and certainty as to number of securities available to be traded in the market and therefore maintains the integrity of the ASX market.</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a company regulated by South African law and listed on JSE Alt. Securities of South African entities must settle on ASX in the form of CDIs. It is considered appropriate that a waiver be granted to allow only those common shares represented by CDIs to be quoted on ASX, as this represents the number of shares actually available to be traded and settled in the Australian market.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	6/06/2019
<b>ASX Code</b>	PKS
<b>Listed Company</b>	PKS HOLDINGS LIMITED
<b>Waiver Number</b>	WLC190133-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants PKS Holdings Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to permit the Company to have on issue 7,000,000 options exercisable at \$0.10 expiring on the date that is 5 years from the date of issue, and 6,000,000 performance rights with a nil exercise price expiring 5 years from the date of issue, on the condition the full terms and conditions of the options and performance rights are clearly disclosed in the Prospectus.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company has applied for admission to the official list of ASX, and will acquire 100% of the issued capital of DPP Holdings Pty Ltd at listing. The Company currently has on issue 7,000,000 options exercisable at \$0.10 expiring on the date that is 5 years from the date of issue issued to two cornerstone investors. The options will represent approximately 6.14% of the Company's issued capital on an undiluted basis. As part of its listing, the Company also intends to issue 6,000,000 performance rights to proposed directors and management. The performance rights will represent approximately 5.26% of the Company's issued capital on an undiluted basis. The waiver is granted on the basis that the options and performance rights will represent a small proportion, in aggregate approximately 11.4%, of the Company's issued capital on an undiluted basis post admission to ASX. The percentage on a post admission basis is not considered material and the existence of the options and performance rights will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	12/06/2019
<b>ASX Code</b>	PGS
<b>Listed Company</b>	PLANET GAS LIMITED
<b>Waiver Number</b>	WLC190145-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Planet Gas Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to issue 5,000,000 options exercisable at less than \$0.20 and with various expiry dates ("CEO Options") to Mr Peter Duerden, who will be appointed Chief Executive Officer of the Company at re-instatement of the Company's securities to quotation, pursuant to the CEO Option Offer under the Prospectus, not to be at least \$0.20, on the following conditions:</p> <p>1.1. The exercise price of the CEO Options is not less than \$0.02.</p> <p>1.2. The terms of this waiver are immediately disclosed to the market.</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 in respect of the Company's proposed acquisition of all the issued capital of BSM.</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>	11/06/2019
<b>ASX Code</b>	PGL
<b>Listed Company</b>	PROSPA GROUP LIMITED.
<b>Waiver Number</b>	WLC190132-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Prospa Group Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have 50,926 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>            The Company has applied for admission to the official list of ASX. The Company will have on 50,926 rights with a nil exercisable price issued to non-executive directors under an equity plan at the time of listing. The rights will represent approximately 0.03% of the Company's issued capital on an undiluted basis on listing. A summary of the terms of the rights have been disclosed in the Prospectus and the full terms of the equity incentive plans will be released as pre-quotation disclosure. The waiver is granted on the basis that the rights will represent a small proportion of the Company's issued capital on an undiluted basis post admission to ASX. The percentage on a post admission basis is not considered material and the existence of the performance rights will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	7/06/2019
<b>ASX Code</b>	VVA
<b>Listed Company</b>	VIVA LEISURE LIMITED
<b>Waiver Number</b>	WLC190134-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Leisure Limited (the "Company") a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have 295,000 options 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 on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports Listing Rule 2.1 Condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company has applied for admission to the official list of ASX. The Company has issued options with a nil exercise price to the CEO and Managing Director and two other senior executives under the LTIP. The 295,000 options represent approximately 0.56% of the Company's issued capital on an undiluted basis. A summary of the terms of the options have been disclosed in the Prospectus and the full terms of LTIP will be released as pre-quotation disclosure. The waiver is granted on the basis that the options will represent a small proportion of the Company's issued capital on an undiluted basis post admission. The percentage on a post admission basis is not considered material and the existence of the options will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	2.4
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 2.4 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CDIs), subject to the following conditions:</p> <p>1.1. the Company applies for quotation of fully paid common shares issued into the Australian market on a monthly basis, and the Company provides to the market in a form acceptable to ASX a monthly update of the net changes in the number of common shares over which CDIs are issued; and</p> <p>1.2. the Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.4 requires that an entity must be granted quotation of all securities in its main class. This ensures fungibility of the entity's securities. There is also transparency and certainty as to number of securities available to be traded in the market and maintains the integrity of ASX market. Listing Rule 2.8 states that an entity must apply for quotation of securities to be quoted in a timely manner.</p> <p><b>Present Application</b> The Company was incorporated under the laws of South Africa, is regulated by South African law and is currently listed on JSE Alt. Its common shares are not eligible to be settled directly in the CHES system, so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over common shares. All common shares of the Company (other than restricted securities) will be quoted on at least one of the markets on which the Company is listed, and a holder will be able to trade its securities in at least one market. Shareholders can change their holding from common shares to CDIs, or vice versa, pursuant to the relevant provisions of the ASX Settlement Rules (a process known as transmutation); but CDIs will not exist over all the shares of the Company at any given time. The total number of shares on issue therefore will not be the same as the total number of securities immediately available to be traded on ASX's market. Granting quotation to the number of common shares over which CDIs have been created, rather than to the total number of common shares on issue, will give a more accurate representation of the number of securities that are immediately available to be traded on ASX. Participants in the market on ASX will be better informed about the free float and depth and liquidity of the market for the Company's securities on ASX if only common shares over which CDIs have actually been created are quoted.</p>



<b>Rule Number</b>	2.8
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 2.8 to the extent necessary to allow the Company not to apply for quotation of fully paid common shares in the Company transferred to the Australian sub-register as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions:</p> <p>1.1. the Company applies for quotation of common shares transferred to the Australian sub-register on a monthly basis, and the Company provides to the market in a form acceptable to ASX a monthly update of the net changes in the number of common shares over which CDIs are issued; and</p> <p>1.2. the Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.4 requires that an entity must be granted quotation of all securities in its main class. This ensures fungibility of the entity's securities. There is also transparency and certainty as to number of securities available to be traded in the market and maintains the integrity of ASX market. Listing Rule 2.8 states that an entity must apply for quotation of securities to be quoted in a timely manner.</p> <p><b>Present Application</b> The Company was incorporated under the laws of South Africa, is regulated by South African law and is currently listed on JSE Alt. Its common shares are not eligible to be settled directly in the CHES system, so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over common shares. All common shares of the Company (other than restricted securities) will be quoted on at least one of the markets on which the Company is listed, and a holder will be able to trade its securities in at least one market. Shareholders can change their holding from common shares to CDIs, or vice versa, pursuant to the relevant provisions of the ASX Settlement Rules (a process known as transmutation); but CDIs will not exist over all the shares of the Company at any given time. The total number of shares on issue therefore will not be the same as the total number of securities immediately available to be traded on ASX's market. Granting quotation to the number of common shares over which CDIs have been created, rather than to the total number of common shares on issue, will give a more accurate representation of the number of securities that are immediately available to be traded on ASX. Participants in the market on ASX will be better informed about the free float and depth and liquidity of the market for the Company's securities on ASX if only common shares over which CDIs have actually been created are quoted.</p>

<b>Rule Number</b>	4.7B
<b>Date</b>	7/06/2019
<b>ASX Code</b>	VVA
<b>Listed Company</b>	VIVA LEISURE LIMITED
<b>Waiver Number</b>	WLC190134-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Leisure Limited (the "Company") a waiver from Listing Rule 4.7B(a) to the extent necessary that the Company not be required to provide quarterly cash flow reports for the eight quarters after the Company's admission to the official list, and Listing Rule 4.10.19 to the extent necessary that it not be required to include the information required by that rule in the Company's first two annual reports, on the condition the Company makes an announcement confirming that it expended the funds raised in the manner as indicated in the Prospectus to pay for the acquisition of Albury Fitness Pty Ltd and Wodonga Fitness Pty Ltd, the costs of the offer and the repayment of debt before 31 July 2019.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 1.3.2(b) requires an entity that has half or more of its total tangible assets in the form of cash or in a form readily convertible to cash to have commitments consistent with its business objectives to spend at least half of its cash and assets in a form readily convertible to cash.  Listing rule 4.7B(a) was introduced as a complement to Listing Rule 1.3.2(b) requiring entities admitted under that rule, referred to as commitments test entities, to provide quarterly cash flow reports for the first eight quarters after listing or such longer period as set by ASX. It is ASX's practice to extend the obligation for a commitments test entity until it has established a history of positive net operating cash flow. The entity must give ASX the completed Appendix 4C immediately on the information being available, and in any event, within one month after the end of each quarter of its financial year. The quarterly cash flow report, Appendix 4C, requires information in relation to expenditures by the entity and the entity's cash flow generally. This information assists the market to understand the extent to which the entity is achieving its business objectives and goals, and its financial liquidity. It is considered that it is valuable to the market to receive quarterly cash flow reports from such entities, to assist in achieving a high level of transparency about such entities' operating models, use of funds, and liquidity position.</p> <p><b>Present Application</b>  The Company will use the proceeds of the offer to repay debt, the costs of the offer and for an acquisition expected to be completed shortly after completion of the offer, which will reduce the proportion of its total tangible assets in the form of cash immediately after raising funds, to less than half shortly after listing. A condition is that the Company makes an announcement confirming it has expended the funds raised in a manner as indicated in the Prospectus prior to the date its first quarterly report would have been required under Listing Rule 4.7B. The Company's circumstances are within the parameters set out in paragraph 10 of Guidance Note 23 - Appendix 4C. In those circumstances, it is not considered that the grant of a waiver offends the principles of the rule.</p>

<b>Rule Number</b>	4.10.19
<b>Date</b>	7/06/2019
<b>ASX Code</b>	VVA
<b>Listed Company</b>	VIVA LEISURE LIMITED
<b>Waiver Number</b>	WLC190134-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Leisure Limited (the "Company") a waiver from Listing Rule 4.7B(a) to the extent necessary that the Company not be required to provide quarterly cash flow reports for the eight quarters after the Company's admission to the official list, and Listing Rule 4.10.19 to the extent necessary that it not be required to include the information required by that rule in the Company's first two annual reports, on the condition the Company makes an announcement confirming that it expended the funds raised in the manner as indicated in the Prospectus to pay for the acquisition of Albury Fitness Pty Ltd and Wodonga Fitness Pty Ltd, the costs of the offer and the repayment of debt before 31 July 2019.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 1.3.2(b) requires an entity that has half or more of its total tangible assets in the form of cash or in a form readily convertible to cash to have commitments consistent with its business objectives to spend at least half of its cash and assets in a form readily convertible to cash.  Listing Rule 4.10.19 complements Listing Rule 1.3.2(b), requiring entities to disclose in its first two annual reports after admission or reinstatement, a statement about whether the entity used the cash and assets readily convertible into cash that it had at the time of admission or reinstatement in a way consistent with its business objectives. If the use of the funds was not consistent, an explanation of how the cash and assets were used must be included. This information assists the market to understand the extent to which the entity achieved its business objectives and goals.</p> <p><b>Present Application</b>  Given the Company is being granted a waiver from Listing Rule 4.7B as its circumstances are within the parameters set out in Guidance Note 23, it is considered appropriate to grant a corresponding waiver from Listing Rule 4.10.19.</p>

<b>Rule Number</b>	6.10.3
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 6.10.3 to the extent necessary to permit the Company to set the "specified time" to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant South African legislation.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.10 prohibits an entity from removing or changing a security holder's right to vote in respect of particular securities, except in certain limited cases. This supports shareholder democracy by preventing listed entities from interfering arbitrarily with the voting rights of voting securities. One of the cases for which the rule makes an exception is where the person became the holder of the securities after the time determined under the Corporations Act 2001 (Cth) as the "specified time" for deciding who held securities for the purposes of the meeting. The exception recognises the primacy of the Corporations Act, which has made a specific provision in relation to this particular element of determining the constituency of voting securityholders at a meeting.</p> <p><b>Present Application</b>  The Company is formed under the South African law. That law, rather than the Corporations Act, provides the method of determining whether a shareholder is entitled to vote at a shareholders' meeting. A waiver from Listing Rule 6.10.3 is granted to permit the Company to comply with the law of its home jurisdiction on this subject.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	31/05/2019
<b>ASX Code</b>	MNC
<b>Listed Company</b>	METMINCO LIMITED
<b>Waiver Number</b>	WLC190143-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Metminco Limited (the "Company") a waiver from Listing Rule 6.18 to the extent necessary to permit Sandfire Resources NL ("Sandfire") to maintain, by way of a right to participate in any offer of securities by the Company such that Sandfire's percentage holding 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. Sandfire's relevant interest in the Company falling below 15% on an undiluted basis (other than as result of the issue of shares to which the Anti-Dilution Right applies and Sandfire still being entitled to exercise its rights under the Anti-Dilution Right);</p> <p>1.1.2. Sandfire's relevant interest in the Company's securities increasing to above 25% on an undiluted basis; or</p> <p>1.1.3. the strategic relationship between the Company and Sandfire ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Anti-Dilution Right includes a term that the right lapses on the date on which Sandfire's voting power in the Company exceeds 25%.</p> <p>1.3. The Anti-Dilution Right may only be transferred to an entity which is a wholly owned subsidiary of Sandfire.</p> <p>1.4. Any securities issued under the Anti-Dilution Right must be offered to Sandfire for cash consideration that is:</p> <p>1.4.1. no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration); or</p> <p>1.4.2. equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).</p> <p>1.5. The number of securities that may be issued to Sandfire under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Sandfire to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.6. 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>1.7. The Company immediately releases the terms of the waiver to the market.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally Listing Rule 7.1.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company entered into a Collaboration Agreement ("Collaboration Agreement") with Sandfire. The Company intends to acquire 100% of the issued capital of Andes Resources Limited ("Andes") by an off-market takeover bid ("Takeover Bid") where Sandfire currently holds approximately 15% of the issued capital of Andes. Sandfire has provided an intention statement to the Company setting out that it intends to subscribe for 494,769,725 shares ("Sandfire Subscription Shares") upon completion of the Takeover Bid. In the event that the Company issues shares to the full amount of the Sandfire Subscription Shares to Sandfire, Sandfire will hold approximately 15% of the fully paid issued capital of the Company at completion of the Takeover Bid. The Company and Sandfire have entered into the Collaboration Agreement to advance the development of the Company's current projects. The creation of a strategic relationship will allow the Company to benefit from Sandfire's technical and strategic expertise. The Collaboration Agreement provides the establishment of a technical committee ("Committee") comprising of one subject matter expert from each of Sandfire and the Company. The Committee is to be responsible for jointly collaborating in respect of the development of the Projects and sharing information between the Company and Sandfire, including with respect to site access to identify and advance the best projects. The requirement to establish and maintain the Committee will cease to apply if Sandfire's relevant interest in the Company falls below 15%. 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 cannot be transferred outside the corporate group of Sandfire. The waiver is granted to permit the Anti-Dilution Right while the strategic relationship continues.

<b>Rule Number</b>	6.23.3
<b>Date</b>	7/06/2019
<b>ASX Code</b>	TBH
<b>Listed Company</b>	THE BETMAKERS HOLDINGS LTD
<b>Waiver Number</b>	WLC190146-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants The BetMakers Holdings Limited (the "Company") a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to amend the terms of 16,667,000 options ("Options") issued to the Company's CEO as follows:</p> <p>1.1. The Options will expire on the date that is 3 years from the later of the date the Company receives:</p> <p>1.1.1. shareholder approval of the proposed amendments; and</p> <p>1.1.2. a waiver from Listing Rule 6.23.3 from ASX,</p> <p>1.2. The Options will vest on the earlier of:</p> <p>1.2.1. the Company achieving earnings before interest, tax, depreciation and amortisation of at least \$1 million over a period of three consecutive months prior to the amended expiry date;</p> <p>1.2.2. the 20 day volume weighted average price of the Company's shares being at least \$0.15 on or before the amended expiry date; and</p> <p>1.2.3. a change of control event occurring prior to the amended expiry date.</p> <p>1.3. The Options will be exercisable at \$0.06.</p> <p>2. The details of the adjustments to be applied to the Options are clearly set out to ASX's satisfaction in the notice of extraordinary general meeting and shareholders approve the adjustments.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.23.3 stipulates that changes to options which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b> The Company proposes to amend the terms of the 16,667,000 Options issued to the CEO prior to the Company being admitted to the official list of ASX to incentivise him. The existing Options are not "in the money" therefore failing to incentivise the CEO as originally intended. The number of options on issue are de minimis and their existence will not undermine the integrity of Listing Rule 6.23.3 as there will be no impact on option holders or shareholders or on the capital structure of the Company. The waiver is therefore granted for the Company to make the adjustments to the Options on condition that shareholder approval is obtained.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	31/05/2019
<b>ASX Code</b>	WCN
<b>Listed Company</b>	WHITE CLIFF MINERALS LIMITED
<b>Waiver Number</b>	WLC190149-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grant White Cliff Minerals Ltd (the 'Company') a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 10,270,754 quoted options exercisable at \$0.50 each on or before 30 June 2019 ("Options"), on the following conditions:</p> <p>1.1 The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the Options, together with a statement that an option expiry notice will not be sent to holders of Options.</p> <p>1.2 If the market price of the Company's ordinary shares exceeds \$0.37 before 30 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>	7.1
<b>Date</b>	5/06/2019
<b>ASX Code</b>	LPD
<b>Listed Company</b>	LEPIDICO LTD
<b>Waiver Number</b>	WLC190142-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Lepidico Ltd (the "Company") a waiver from Listing Rule 7.1, in connection with the merger by way of plan of arrangement under the British Columbia Business Corporations Act ("Plan") between the Company and Desert Lion Energy Inc. ("Desert Lion"), to the extent necessary to permit the Company to issue the following securities as consideration pursuant to the Plan.</p> <p>1.1 Up to 633,841,875 fully paid ordinary shares in the Company to Desert Lion shareholders.</p> <p>1.2 Up to 181,438,483 unquoted options with varying exercise prices between \$0.019 and \$0.444 and varying expiry dates between 22 September 2019 and 14 January 2024 to Desert Lion option and warrant holders, without obtaining the approval of the Company's shareholders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2.</p> <p><b>Present Application</b> The Company is undertaking a merger with a Canadian incorporated company by way of an arrangement under the Canadian Business Corporations Act (British Columbia). The process is substantially similar to a scheme of arrangement under the Corporations Act. Issues of securities made as scheme consideration to 'target' shareholders where the target is an Australian incorporated entity that undertakes a scheme of arrangement under the Corporations Act are not required to be approved by shareholders pursuant to exception 5 of Listing Rule 7.2, unless the transaction constitutes a reverse takeover (which it does not, in the case of the merger between the Company and Desert Lion). The Canadian arrangement process is substantially similar to the Australian scheme of arrangement. The rationale for the exception in Listing Rule 7.2 exception 5 is equally applicable where the target is a foreign incorporated entity and the merger process is substantially similar to the Australian scheme of arrangement.</p>

<b>Rule Number</b>	7.3.2
<b>Date</b>	5/06/2019
<b>ASX Code</b>	JRV
<b>Listed Company</b>	JERVOIS MINING LIMITED
<b>Waiver Number</b>	WLC190140-001
<b>Decision</b>	<p>1. Based solely on the information provided ASX Limited ("ASX") grants Jervois Mining Limited (the "Company") a waiver from Listing Rules 7.3.2. to the extent necessary to permit the notice of meeting for the extraordinary general meeting (the "Notice of Meeting") (the "Meeting") seeking shareholder approval for the issue of each holder of an eCobalt stock option to receive 1.65 ordinary shares in the Company if they exercise their options ("Jervois Option Shares"), being a total of up to 17,715,225 ordinary shares in the Company not to state that Jervois Option Shares will be issued no later than 3 months after the date of the Meeting on the following conditions:</p> <p>1.1. the Jervois Option Shares are issued no later than 8 November 2023 (being 7 days after the expiry date of the last of the eCobalt Options issued under Stock Option Plan);</p> <p>1.2. for any annual reporting period during which the Jervois Option Shares are issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Jervois Option Shares issued during the reporting period, the number that remain to be issued and the basis on which they may be issued;</p> <p>1.3. in any half year or quarterly report for a period during which the Jervois Option Shares are issued or remain to be issued, the Company includes a summary statement of the number issued during the reporting period, and the number that remain to be issued and the basis on which they may be issued;</p> <p>1.4. in any Appendix 3B announcement the number and class of all securities not quoted on ASX are listed. (refer to Appendix 3B, Part 1, Box 9)</p> <p>1.5. the Company releases the terms of the waiver to the market immediately; and</p> <p>1.6. the Notice of Meeting contains the full terms and conditions of the Jervois Option Shares as well as the conditions of this waiver.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing Rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company has entered into a plan of arrangement governed by the Business Corporations Act (British Columbia) with eCobalt Solutions Incorporated ("Plan of Arrangement") under which Jervois will acquire all of the issued common shares of eCobalt ("eCobalt Shares") that the Company does not already own. The Company currently owns 7,249,800 eCobalt Shares, constituting approximately 4.5% of the common shares of eCobalt on an undiluted basis. Under the Arrangement Agreement, each eCobalt Share will be exchanged for 1.65 fully paid ordinary shares in Jervois ("Jervois Shares") additionally, each eCobalt Options will be exchanged for 1.65 fully paid ordinary shares in Jervois ("Jervois Option Shares"). The last of the Jervois Option Shares have a maturity date of 1 November 2023 which is outside the 3 month time frame (or six months, taking into account Listing Rule 7.3.2 in respect to securities issued under a reverse takeover) stipulated in listing rule 7.3.2.

The maximum number of Jervois Option Shares to be issued upon exercise for the eCobalt Options is fixed and therefore the maximum dilution is known and shareholders are able to give informed consent to the dilution. Additionally, the maximum period of time for issuing the Jervois Option Shares is fixed, and shareholders will be given the opportunity to approve both the issue of the Jervois Option Shares and the terms of that issue. The extension of time sought is approximately 53 months from the date of the shareholder meeting which is consistent with ASX's previous waivers of Listing Rules 7.3.2.

<b>Rule Number</b>	9.7
<b>Date</b>	31/05/2019
<b>ASX Code</b>	KWR
<b>Listed Company</b>	KINGWEST RESOURCES LIMITED
<b>Waiver Number</b>	WLC190141-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Kingwest Resources Limited (the "Company") a waiver from Listing Rule 9.7 to the extent necessary to permit the Company to transfer 255,000 fully paid ordinary shares and 500,000 unlisted options exercisable at \$0.20 on or before 30 June 2021 which are classified as restricted securities (together, the "Restricted Securities") and which are subject to escrow for a period of 24 months until 24 August 2020 ("Escrow Period") under Listing Rule 9.1.3, be transferred from Strategic Corp Investments Limited ("Transferor") to Boewulf Pty Ltd as trustee for Boewulf Trust ("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>	14/06/2019
<b>ASX Code</b>	VOL
<b>Listed Company</b>	VICTORY OFFICES LIMITED
<b>Waiver Number</b>	WLC190148-001
<b>Decision</b>	<p>1. Subject to resolution 4, based solely on the information provided, ASX Limited ("ASX") grants Victory Offices Limited (the "Company") a waiver from Listing Rule 10.1 to the extent necessary to permit the Company not to seek shareholder approval in relation to the rental payments made during the remaining initial term of the following lease agreements:</p> <p>1.1. Rental payments made during the initial 5 year term of the lease agreement commencing on 4 August 2014, and the extended 5 year term of the lease agreement commencing on 4 August 2019, between D.B. CLS-1 Pty Ltd Pty Ltd and Victory Corporate Serviced Offices for the premises of Level 1, 416-420 (420) Collins Street, Melbourne VIC 3000;</p> <p>1.2. Rental payments made during the initial 5 year term of the lease agreement commencing on 4 August 2014, and the extended 5 year term of the lease agreement commencing on 4 August 2019, between D.B. CLS-2 Pty Ltd Pty Ltd and Victory Corporate Serviced Offices for the premises of Level 2, 416-420 (420) Collins Street, Melbourne VIC 3000;</p> <p>1.3. Rental payments made during the initial 10 year term of the lease agreement commencing on 1 July 2018 between D.B. CLS-9 Pty Ltd and Victory Management Services Pty Ltd for the premises of Level 9, 416-420 (418) Collins Street, Melbourne VIC 3000; and</p> <p>1.4. Rental payments made during the initial 10 year term of the lease agreement commencing on 1 July 2018 between D.B. CLS-G1 Pty Ltd and Victory Management Services Pty Ltd for the premises of Ground Floor, 416-420 (416) Collins St, Melbourne VIC 3000, (together, the "Lease Agreements").</p> <p>2. Resolution 1.3 is subject to the following conditions:</p> <p>2.1. The supplementary prospectus dated 5 June 2019, in ASX's opinion, adequately discloses the material terms of the Lease Agreements.</p> <p>2.2. A summary of the material terms of the Lease Agreements is made in each annual report of the Company during the term of the Lease Agreements.</p> <p>2.3. Any material variation to the terms of the Lease Agreements is subject to shareholder approval under Listing Rule 10.1, should Listing Rule 10.1 apply to the Lease Agreements at that time.</p> <p>2.4. The exercise of any option for renewal of the Lease Agreements (except as waived), or any agreement to extend the term thereof, will be subject to shareholder approval under Listing Rule 10.1, should Listing Rule 10.1 apply to the Lease Agreements at that time.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company has several lease arrangements with related party entities. The aggregate lease payments over the initial term for the four leases exceeds 5% of the Company's equity interests. The material terms of the leases are disclosed in the supplementary prospectus. The waiver is granted on the basis that subscription under the supplementary prospectus is akin to shareholder approval of the arrangements. In addition, the leases for Levels 1 and 2, 416-420 (420) Collins Street, Melbourne VIC 3000 expire shortly after the Company's admission to the Official List of ASX. The Company has disclosed in the supplementary prospectus that it will exercise the first options to extend these leases and the maximum new base rent payable for these two leases following exercise of the options. The waiver is granted to extend to the exercise of these options on the basis that subscription under the supplementary prospectus is akin to shareholder approval of the exercise of these options. Shareholder approval is required for the renewal of, and any extension to the term of the remaining lease arrangements and also for any material variations to the lease terms, if Listing Rule 10.1 applies at that time.</p>
---------------------------	---

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

<b>Rule Number</b>	10.1
<b>Date</b>	7/06/2019
<b>ASX Code</b>	VVA
<b>Listed Company</b>	VIVA LEISURE LIMITED
<b>Waiver Number</b>	WLC190134-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Leisure Limited (the "Company") a waiver subject to resolution 4, a waiver from Listing Rule 10.1 to the extent necessary to permit the Company not to seek shareholder approval in relation to the rental payments made during the remaining initial term of the following lease agreements.</p> <p>1.1. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Dimensional Developments Australia Pty Limited ("Dimensional Developments") and Viva Leisure Property Pty Ltd ("Viva Leisure Property") for the premises of Unit 7 &amp; 8b, Block 72, Section 6, Mitchell, Australian Capital Territory.</p> <p>1.2. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Dimensional Developments and Viva Leisure Property for the premises of Block 55, Section 6, Mitchell, Australian Capital Territory.</p> <p>1.3. Rental payments made during the initial 10 year term of the lease agreement commencing 1 August 2018 between Sports Centres Australia Pty Ltd ("Sports Centres") and Viva Leisure Property for the premises of Block 7, Section 3, Bruce, Australian Capital Territory.</p> <p>1.4. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Sports Centres and Club MMM! Pty Limited for the premises of Block 7, Section 3, Bruce, Australian Capital Territory.</p> <p>1.5. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Sports Centres and Viva Leisure Property for the premises of Block 7, Section 3, Bruce, Australian Capital Territory.</p> <p>1.6. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Akon Holdings Pty Ltd and Viva Leisure Property for the premises of Unit 13, Block 2, Section 62, Curtin, Australian Capital Territory.</p> <p>1.7. Rental payments made during the initial 5 year term of the lease agreement commencing 1 August 2018 between Jenke Investments Pty Ltd and Viva Leisure Property for the premises of Block 13, Section 275, Curtin, Australian Capital Territory.</p> <p>1.8. Rental payments made during the initial 10 year term of the lease agreement commencing 1 August 2018 between Konstantinou Consultants Pty Ltd and Viva Leisure Property for the premises of Block 13, Section 229, Conder, Australian Capital Territory.</p> <p>1.9. Rental payments made during the initial 4 year term of the lease agreement commencing 1 July 2019 between Dimensional Developments and Viva Leisure Property for the premises of Unit 5 &amp; 6, Block 72, Section 6, Mitchell, Australian Capital Territory. (together, the "Lease Agreements").</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company has several lease arrangements with related party entities. The aggregate lease payments over the initial term for the nine leases exceeds 5% of the Company's equity interests. The material terms of the leases are disclosed in the supplementary prospectus. The waiver is granted on the basis that subscription under the supplementary prospectus is akin to shareholder approval of the arrangements. Shareholder approval is required for the renewal of, and any extension to the term of, the lease arrangement and also for any material variations to the lease terms, if Listing Rule 10.1 applies at that time.</p>
---------------------------	--

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



<b>Rule Number</b>	10.13.3
<b>Date</b>	12/06/2019
<b>ASX Code</b>	IND
<b>Listed Company</b>	INDUS ENERGY NL
<b>Waiver Number</b>	WLC190139-001
<b>Decision</b>	<p>1. Based solely on the information provided in connection with the Proposed Acquisition, Capital Raising, and re-compliance with Chapters 1 and 2 of the Listing Rules, ASX Limited ("ASX") grants Indus Energy NL (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") seeking shareholder approval for the issue of a maximum of 10,500,000 fully paid ordinary shares ("Shares") issued as part of the capital raising, 13,500,000 Shares issued to current directors, 58,928,571 Shares issued to related party vendors, 90,000,000 options issued to related party vendors and 15,000,000 options issued to an incoming director ("Related Party Securities") as part of the Proposed Acquisition of New Era not to state that the Related Party Securities will be issued no later than one month after the date of the meeting on the following conditions:</p> <p>1.1 Shareholders approve the issue of the Related Party Securities at the shareholder meeting to approve the Proposed Acquisition;</p> <p>1.2 The Related Party Securities are issued no later than the other securities to be issued pursuant to the Capital Raising that is to take place concurrently with the Proposed Acquisition, and in any event no later than 3 months after the date of the shareholder meeting; and</p> <p>1.3 The terms of this waiver are immediately disclosed to the market and are clearly disclosed in the Prospectus.</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 is proposing to acquire 100% of the issued capital of New Era and undertake a Capital Raising in order to enable the Company's securities to be reinstated to quotation following re-compliance with Chapters 1 and 2 of the Listing Rules. The Capital raising will be for a maximum of \$5,000,000 and will be undertaken at \$0.02. The Company is proposing to seek</p>

## Register of ASX Listing Rule Waivers

shareholder approval for current and incoming directors to participate in the Capital Raising on the same basis as ordinary shareholders. The Company is also proposing to issue Shares to current directors in lieu of facilitation services and director fees. Pursuant to the Proposed Acquisition the Company is proposing to issue Shares and options to shareholders of New Era who are proposed to become directors of the Company. The issue of the Related Party Securities is subject to shareholder approval and forms part of the Proposed Acquisition and Capital Raising. The requested extension is justifiable in the circumstances as the issue of the Related Party Securities is conditional on all necessary events to complete the Proposed Acquisition being satisfied, which is unlikely to occur within one month of the date of the shareholders' meeting. The Company's rationale for having to delay the issue of securities to related parties is accepted and the period of delay is not considered excessive. The waiver being sought is in relation to a backdoor listing, and is conditional upon shareholder approval and adequate disclosure being made in the Company's Prospectus regarding the interests of related parties.

<b>Rule Number</b>	10.13.3
<b>Date</b>	14/06/2019
<b>ASX Code</b>	VRI
<b>Listed Company</b>	VERILUMA LIMITED
<b>Waiver Number</b>	WLC190147-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Veriluma Limited (the 'Company') a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of annual general meeting ('Notice') seeking approval to issue fully paid ordinary shares to Mr Andrew Grover (or his nominee) in lieu of the cash payment of remuneration ('Remuneration Shares') to state that those securities will be issued more than one month but less than thirteen months after the date of the meeting at which shareholder approval is obtained, subject to the following conditions.</p> <p>1.1 The Remuneration Shares must be issued to Mr Grover no later than 30 days after the end of the financial year ending 30 June 2020.</p> <p>1.2 The Notice states that Remuneration Shares of up to 40,000,000 will be issued at an issue price of \$0.003.</p> <p>1.3 The Notice states the maximum dilution that will occur to existing shareholders of the Company as a result of the issue of the Remuneration Shares at a fixed issue price.</p> <p>1.4 For any annual reporting period during which any of the Remuneration Shares are issued or remain to be issued, the Company's annual report must set out in detail the number of Remuneration Shares issued in that annual reporting period, the number of Remuneration Shares that remain to be issued, and the basis on which the Related Party Shares may be issued.</p> <p>1.5 In any half year or quarterly report for a period during which any of the Remuneration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Remuneration Shares issued during the reporting period, and the number of Remuneration Shares that remain to be issued and the basis on which the Remuneration Shares may be issued.</p> <p>1.6 The Notice sets out the terms of remuneration payable by the Company to Mr Grover.</p> <p>1.7 The terms of the waiver are disclosed in the Notice.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  A waiver from Listing Rule 10.13.3 is usually granted where the timing of the proposed issue falls outside the prescribed period of one month after the meeting at which shareholder approval is obtained as necessitated by the terms of a specific transaction undertaken by the entity, or where adequate disclosure has been made to shareholders.</p>

## Register of ASX Listing Rule Waivers

### Present Application

Mr Grover is the Company's executive chairman and a related party. The terms of the agreement between Mr Grover and the Company include payment of remuneration to him of \$120,000 per annum excluding superannuation. The proposed issue of Remuneration Shares in lieu of cash payment of remuneration covers remuneration to be accrued in respect of financial year ending 30 June 2020. The timing of the proposed issue (i.e. after the accrual of the remuneration liability) is justified by the terms of the agreement between Mr Grover and the Company. Accordingly, the granting of the waiver gives effect to the agreement. Further, the proposed issue of the Remuneration Shares in lieu of cash payment of remuneration is designed to conserve the Company's cash balance.

The Company's Notice of AGM will include sufficient information to allow shareholders to provide informed consent to the proposed issue of Remuneration Shares, specifically, the fixed number of Remuneration Shares to be issued, the fixed issue price and the dilutive effect of the proposed issue which is not excessive.

<b>Rule Number</b>	10.14
<b>Date</b>	14/06/2019
<b>ASX Code</b>	2BE
<b>Listed Company</b>	TUBI LIMITED
<b>Waiver Number</b>	WLC190135-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tubi Limited (the "Company") a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to issue performance rights equivalent to AUD\$150,000 to Marcello Russo under the Australian Long Term Incentive Plan ("LTI Plan") and performance restricted stock units equivalent to US\$150,000 to Jeffrey Shorter under the United States Share Incentive Plan ("SI Plan") without seeking shareholder approval after admission of the Company to the official list subject to the following conditions:</p> <p>1.1. The Prospectus contains the information required by Listing Rule 10.15A, except Listing Rule 10.15A.2 on the condition that the Prospectus describes the method by which the number of performance securities to be issued will be calculated.</p> <p>1.2. Details of the performance rights to be issued under the LTI Plan and performance restricted stock units to be issued under the SI Plan will be published in any annual report of the Company relating to a period in which the performance rights or performance restricted stock units were issued.</p> <p>1.3. The date by which the Company will issue the performance rights or performance restricted stock units must not be later than 3 years from the date of admission to the official list.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p> <p><b>Present Application</b> The Company intends to grant performance rights to an executive director under the company's Long Term Incentive Plan ("LTI Plan") and performance restricted stock units to an executive director and CEO under the Company's United States Share Incentive Plan ("SI Plan"). Under Listing Rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to three years. The notice of meeting must contain the information required by Listing Rule 10.15 or Listing Rule 10.15A. A waiver from Listing Rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who subscribe under the IPO, with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval. The waiver is conditional on the Company's Prospectus containing adequate disclosure about the</p>

## Register of ASX Listing Rule Waivers

proposed issue of the performance securities to the two directors in accordance with Listing Rule 10.15A, except Listing Rule 10.15A.2 on the condition that the Prospectus describes the method by which the number of performance securities to be issued will be calculated. The performance rights and the performance restricted stock units must be issued within three years of the Company's admission to the official list of ASX, which is consistent with the requirements of Listing Rule 10.15A.

<b>Rule Number</b>	10.15A.2
<b>Date</b>	20/02/2019
<b>ASX Code</b>	AB1
<b>Listed Company</b>	ANIMOCA BRANDS CORPORATION LIMITED
<b>Waiver Number</b>	WLC190138-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Animoca Brands Corporation Limited ("Company") a waiver from Listing Rule 10.15.A2 to the extent necessary to permit the Company's notice of meeting (the "Notice") seeking shareholder approval for the purposes of Listing Rule 10.14 in relation to shares allocated to directors (or their nominees) and senior managers ("Eligible Participants") under the Company's Director and Senior Management Fee and Remuneration Sacrifice Share Plan ("New Plan") not to state a maximum number of shares that may be acquired by Eligible Participants, on condition that the Notice sets out the method by which the number of shares to be allocated will be calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.15A.8
<b>Date</b>	20/02/2019
<b>ASX Code</b>	AB1
<b>Listed Company</b>	ANIMOCA BRANDS CORPORATION LIMITED
<b>Waiver Number</b>	WLC190138-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Animoca Brands Corporation Limited ("Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the resolution in the Notice seeking shareholder approval for the purposes of listing rule 10.14, for participation by Eligible Participants in the New Plan, to state that the New Plan applies to the directors in office from time to time and who become entitled to participate in the New Plan.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule ensures a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval for the issue of shares to directors and senior managers of the Company pursuant to the New Plan. Participation in the New Plan by each Eligible Participant is not compulsory and Eligible Participants may elect to sacrifice part of their directors' fees to acquire shares. The total amount of annual directors' fees and executive remuneration being paid to directors is \$115,000 and if the directors had sacrificed the maximum permitted, the total number of shares would be 1,173,469 resulting in a dilution of 0.16% based on the Company's current issued capital of 752,053,892. The maximum number of shares which may be issued to future Eligible Participants have identical terms to those shares proposed to be issued to existing Eligible Participants subject to shareholder approval. Future Eligible Participants will not obtain any additional remuneration by participating in the New Plan as they will be sacrificing fees to acquire shares. On the basis that the formula for determining the issue price is stated in the Notice and the maximum dilution is known, it is proposed to grant the waiver.</p>



<b>Rule Number</b>	10.15.2
<b>Date</b>	7/06/2019
<b>ASX Code</b>	A40
<b>Listed Company</b>	ALLIANCE MINERAL ASSETS LIMITED
<b>Waiver Number</b>	WLC190137-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Alliance Mineral Assets Limited (the 'Company') a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's notice of extraordinary general meeting (the 'Notice'), in relation to the resolutions seeking security holder approval pursuant to Listing Rule 10.14 for the issue of performance rights under its long term incentive plan to the Company's Managing Director Mr Mark Calderwood and Executive Director Mr Mark Turner, not to state a maximum number of performance rights that may be issued to Mr Calderwood or Mr Turner, on condition that the Notice sets out the method by which the number of performance rights that are to be issued is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p> <p>Present Application Guidance Note 17 provides that a waiver from Listing Rule 10.15.2 to the extent necessary to permit the entity's notice of meeting to describe the method by which the number of share performance rights to be acquired will be calculated and not to state a maximum number of share performance rights that may be acquired by the director or associate is a standard waiver in circumstances where an entity is seeking shareholder approval under Listing Rule 10.14 to issue share performance rights to a director pursuant to an employee incentive plan.</p>

<b>Rule Number</b>	15.7
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-006
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 15.7 to the extent necessary so that the Company may simultaneously release information to both ASX and JSE's Alt-X.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not release information that is for release to the market to any person until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market. This ensures that all investors have equal access to the information.</p> <p><b>Present Application</b> The Company was incorporated in South Africa, is regulated by South African law and is listed on JSE Alt-X. Different time zones cause trading periods to vary between ASX and JSE Alt-X. The entity is required to release information to the market immediately on JSE Alt-X under the exchange's rules. The waiver is granted to permit information for release to the market to be released simultaneously to JSE Alt-X and ASX.</p>

<b>Rule Number</b>	15.12
<b>Date</b>	6/06/2019
<b>ASX Code</b>	RLT
<b>Listed Company</b>	RENERGEN LIMITED
<b>Waiver Number</b>	WLC190136-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Renergen Limited (the "Company") a waiver from Listing Rule 15.12 to the extent necessary to permit the Company's constitution not to contain the provisions required by Listing Rules 15.12.1 to 15.12.3 inclusive, on condition that the Company undertakes not to acquire any classified assets in circumstances under which the Listing Rules would require the issue of restricted securities, without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity's constitution must contain certain provisions dealing with restricted securities. These provisions are set out in Listing Rules 15.12.1, 15.12.2 and 15.12.3, and are intended to ensure that the listed entity that issued the restricted securities has the power to take steps to prevent the transfer of restricted securities during an escrow period, and to ensure that, during a breach of the restriction agreement or of the ASX Listing Rules relating to restricted securities, the holder of those securities does not receive any dividends or distributions, or voting rights, in respect of those securities. This rule supports the enforceability of the escrow regime.</p> <p><b>Present Application</b>  The Company was incorporated in South Africa, is regulated by South African law and is listed on the JSE Alt-X. The JSE Alt-X rules do not have any analogous rule to Listing Rule 15.12. It would impose an undue burden upon the Company to require it to amend its constituent documents in accordance with this Listing Rule. It is proposed to grant the Company a waiver on condition the Company provides an undertaking not to acquire any classified assets where restricted securities would be required to be issued without the written consent of ASX. This undertaking is to be given and executed in the form of a deed. While the Company does not issue any restricted securities, there is no disadvantage from the constituent documents not having the relevant provisions.</p>