

ASX Listings Compliance Activities Report

1 April 2025 – 30 June 2025



Background

As the licensed operator of a listing market, ASX is obliged under the Corporations Act 2001 (Cth)¹ to have adequate arrangements for monitoring and enforcing compliance with its listing rules. Those arrangements are administered by the ASX Listings Compliance team.

The ASX Listings Compliance team also assesses whether applications for admission to the ASX official list conform to the requirements of the listing rules and processes applications for waivers of the ASX listing rules.

ASX's listing rules serve the interests of listed entities and investors, both of whom have a vital interest in maintaining the reputation and integrity of the ASX market and ensuring that it is internationally competitive and facilitates efficient capital raising.

ASX has an absolute discretion concerning the admission of an entity to the official list and the quotation of its securities. ASX also has broad discretions under the listing rules whether to require or waive compliance with the listing rules in a particular case, to remove an entity from the official list and to suspend its securities from quotation.

In exercising these discretions, ASX takes into account the principles on which the listing rules are based (as set out in the introduction to the listing rules) and the imperative of maintaining the reputation, integrity and efficiency of the ASX market.

To enhance transparency and assist stakeholders to understand how ASX interprets and applies the listing rules, ASX publishes on a quarterly basis² high level reasons why it has refused or indicated an intention to refuse certain listing applications³ and why it has rejected certain waiver applications, as well as information about some of its other activities monitoring and enforcing compliance with the listing rules.

¹ Referred to in this publication as the 'Corporations Act'. Unless otherwise indicated, references in this publication to a section of an Act are to a section of the Corporations Act.

² This information is published by ASX in performance of its obligations under the Corporations Act and in particular sections 792A(a) and (c). ASX also publishes details of waivers granted by ASX on the ASX website twice monthly in the form of a waivers register.

³ It should be noted that this is a point-in-time publication reflecting applications to be admitted to the official list as an ASX Listing or ASX Foreign Exempt Listing, where ASX has indicated during the period of this report that it intends to decline the application. Some of the entities mentioned in this or in earlier editions of this publication whose listing applications ASX indicated an intention to decline may have since restructured their proposals to address ASX's concerns. It should also be noted that this publication does not include data on ASX Debt Listings.

Listing Applications

During the period of this report, ASX admitted 10 entities to the ASX official list and quoted their securities and reinstated the securities of 3 entities to quotation following a backdoor listing. ASX refused or indicated that it would be likely to refuse 3 applications for the reasons summarised in the table below.

The table below includes, as applicable:

- A. applications for admission that ASX has refused;
- B. applications for admission that ASX has indicated an intention to refuse;
- C. requests to approve a notice of meeting containing a resolution of security holders seeking approval for a backdoor listing transaction that ASX has declined to approve on the basis that ASX is likely to refuse the entity's application for readmission in due course; and
- D. requests for in-principle advice on the suitability of an entity for listing where ASX has indicated that it is likely to refuse the entity's application for admission if the entity proceeds to make a formal application.

Type	Summary of reasons
D	ASX was concerned that the entity did not have a structure and operations appropriate for a listed entity. The entity had a focus on developing an early-stage technology which had not advanced past the concept stage. ASX also had concerns about whether the entity was sufficiently capitalised to achieve its stated business objectives and the lack of a business plan to address substantial liabilities that would fall due after listing. The entity would have in place a significant at-the-market facility at the time of listing. These facilities commonly result in the issue of securities at a discount to the prevailing market price and a subsequent depression of the security price because of increased supply of securities into the market. This would call into question the entity's compliance with Listing Rule 1.1 condition 12, Listing Rule 2.1 condition 2 and Listing Rule 1.3.1(b).
D	The entity had limited revenue that was not consistently being converted into cashflow and was reliant on in-kind support from another entity to give effect to its business model (which made it difficult to assess the entity's ability to operate as an independent business). ASX had concerns about the entity's ability to meet the 20% free float requirement, and its association with an entity in the process of investigating a significant fraud event.
D	ASX had concerns that the entity had not yet received approval from a relevant overseas authority for the proposed transfer of mining licenses central to the entity's listing proposition. Further, the entity and its subsidiaries had failed to meet overseas reporting obligations on a number of occasions and ASX could not assess its financial position until that was remedied. This also gave ASX concerns about the entity's ability to comply with the Listing Rules after listing. ASX had additional concerns about criminal convictions of the proposed joint lead manager, the entity's failure to identify and disclose that to ASX, the lack of experience of the joint lead manager, and the abnormally high fees proposed to be paid to the joint lead manager. ASX also had concerns about the lack of experience of the proposed investigating accountant.

Waiver Applications

During the period of this report, ASX granted 68 waivers and declined 2 waivers of the listing rules. ASX's reasons for declining those waivers are summarised in the table below.

Rule Number	Reason for not granting waiver
14.7 (2 separate waivers)	The entity had obtained security holder approval under listing rule 10.14 to issue securities to a director. The rule permits securities to be issued up to three years after the approval. However, the notice of meeting stated that the securities would be issued within a shorter timeframe. Due to an administrative oversight and recent personnel changes, the entity failed to issue the securities by the time stated in the notice of meeting. ASX was not satisfied that the reasons for delay justified departure from the rule and the waiver was not granted. A subsequent application was also refused, noting that in the intervening period the entity's circumstances had materially changed.

Enforcement Letters

During the period of this report, ASX issued the following enforcement letters:

Type	Number of Letters
Price query⁴	63
Aware letter⁵	22
Show cause⁶	-
ASIC referral⁷	5

Censures

During the period of this report, ASX did not censure any entities.

Listed@ASX compliance updates

Listed@ASX Compliance Updates are free email alerts sent to subscribers to advise of market developments, including proposed changes to ASX listing rules and guidance notes, and to provide guidance on topical or emerging compliance issues. You can subscribe to and view *Listed@ASX Compliance Updates* [here](#).

During the period of this report, ASX released the following Listed@ASX Compliance Updates:

Update	Summary
04/25	Published on 16 April 2025 covering the release of Consultation Paper – ASX Settlement Operating Rule amendments - Depositary Nominee services in relation to proposed amendments to the ASX Settlement Operating Rules and Procedures which are intended to update the legal framework within which Depositary Nominee services are provided in respect of CHESS Depositary Interests (CDIs).
05/25	Published on 16 May 2025 covering: <ul style="list-style-type: none"> Guidance Note 1 updates to provide greater transparency to potential early-stage technology, biotechnology and medical technology listing applicants on the factors that ASX takes into account when assessing their suitability for admission. A reminder about the requirements for utilising the additional 10% placement capacity available to eligible entities under Listing Rule 7.1A.

⁴ ASX will generally issue a 'price query letter' when it detects abnormal trading in an entity's securities and, in its discussion with the entity about the matter, the entity tells ASX that it is not aware of any information which has not been announced to the market and which could explain the abnormal trading. For further information about price query letters, see section 8.3 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

⁵ ASX will typically issue an 'aware letter' to the entity when it has concerns about whether an entity has disclosed market sensitive information at the time it should have under listing rule 3.1. The letter will ask when the entity became aware of the information in question and test when it should have been disclosed under the listing rule 3.1. For further information about aware letters, see section 8.4 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

⁶ A 'show cause letter' is a letter initiating a process to terminate an entity's admission to the official list under listing rule 17.12. It will outline the reasons why ASX is proposing to terminate the entity's admission to the official list and ask it to 'show cause' why it should not be removed from the official list.

⁷ If ASX suspects that an entity has committed a significant contravention of the listings rules, or that a listed entity or any other person (such as a director, secretary or other officer of a listed entity) has committed a significant contravention of the Corporations Act, it is required under section 792B(2)(c) of the Corporations Act to give a notice to ASIC with details of the contravention. The purpose of the notice is so that ASIC can then consider what enforcement action, if any, it may wish to take in relation to the suspected contravention.

	<ul style="list-style-type: none"> • The process of conducting renounceable rights issues/entitlement offers when securities are suspended from quotation. • Listing fee changes for FY26.
06/25	<p>Published on 12 June 2025 covering:</p> <ul style="list-style-type: none"> • A new close review procedure that may be used when ASX has serious concerns about an entity's willingness or ability to comply with ASX disclosure-related listing rules. ASX will then apply additional scrutiny to an entity's market announcements for a period of 6 months. During the close review period, any announcement that the entity seeks to release on the Market Announcements Platform (other than periodic reports and administrative announcements) will be reviewed by ASX Compliance before release. • Updates to ASX Listing Rules Guidance Notes 14 and 20 including the Agreement for Use of Electronic Lodgement Facility and Entity Details Facility in relation to privacy obligations and personal information. • Results of the targeted review of annual investment disclosures by LICs and LITs showing that approximately 94% of the investment entities sampled included the correct listing rule 4.10.20(a) information in their annual report. Of the remainder, the most common error identified was disclosure of a limited list of investments (such as the top 10 or top 20) rather than disclosure of the full list.
07/25	Published on 16 June 2025 acknowledging an ASIC inquiry into ASX.
