



# **Register of ASX Listing Rule Waivers**

**16 to 31 December 2024**

**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:**

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 2
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from listing rule 1.1 condition 2 to the extent necessary to permit the Company's Articles of Association ('Articles') not to comply with the listing rules insofar as the Articles provide that the Company may do the following:</p> <p>1.1. issue non-voting shares;</p> <p>1.2. impose fees for the registration of transfer of securities;</p> <p>1.3. issue preference shares on terms inconsistent with listing rules; and</p> <p>1.4. permit the board to determine the remuneration of the Company's directors and increase directors' fees in a manner inconsistent with listing rule 10.17, on the following conditions:</p> <p>1.5. 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 prohibited by the listing rules;</p> <p>1.6. that the Company will use best endeavours to promptly align its Articles with the listing rules; and</p> <p>1.7. that the Company confirms the total aggregate amount of directors' fees payable to all of its non-executive directors as pre-quotations disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must have a constitution consistent with the listing rules or that includes the provisions of Appendix 15A or Appendix 15B to the listing rules.</p> <p><b>Present Application</b> The Company was incorporated in a foreign jurisdiction and is listed on the TSX-V. The Articles were developed prior to the Company contemplating listing on ASX, and do not strictly comply with specific and limited ASX listing rule requirements that have been identified by the Company. The waiver is granted on conditions that the Company provides an undertaking not to do any of these things that are prohibited by the listing rules and uses best endeavours to promptly align its Articles with the listing rules.</p>

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<b>Rule Number</b>	1.1 condition 6
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 1.1 condition 6 to the extent necessary to permit the Company to apply for quotation of only those fully paid common shares (to be settled on ASX in the form of CHESS Depositary Interests ('CDIs')) issued into the Australian market, on condition that the Company releases details of this waiver as pre-quotation disclosure.
<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 the 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 Canadian law and listed on the TSX-V. Securities of Canadian 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>	1.8 condition 7
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 1.8 condition 7 to the extent necessary to permit the Issuer not to be registered as a foreign company carrying on business in Australia under the Corporations Act.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity admitted as a debt issuer which is a foreign entity must be registered as a foreign company under the Corporations Act. This requirement supports the listing rule requirements.</p> <p><b>Present Application</b> The securities being quoted are wholesale debt securities. The Issuer has confirmed, based on legal advice, that the Issuer's wholesale debt securities programme does not constitute carrying on business in Australia. Accordingly, the Issuer is not required to be registered as a foreign company under the Corporations Act. Various relevant provisions of the Corporations Act will still apply to the Issuer and the debt securities, notwithstanding that it is not registered. It is therefore considered appropriate that the waiver is granted.</p>

<b>Rule Number</b>	1.8 condition 8(b)
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited ('Issuer') in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Trust') a waiver from Listing Rule 1.8 condition 8(b) to the extent necessary to permit the Trust to be a special purpose trust constituted solely for the purpose of conducting a securitisation transaction but not solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.8 condition 8(b) requires a trust to be a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX. This is an investor protection mechanism which reduces the number of potential claimants on the assets of the trust, primarily preserving them for the benefit of holders of the quoted debt securities.</p> <p><b>Present Application</b> Although the Trust is not a special purpose trust created solely for the purpose of issuing the class of debt securities for which quotation is sought, it is a special purpose trust constituted for the purpose of conducting a securitisation transaction under which the Issuer acquired the securitised assets using funds raised by the Issuer by issuing multiple classes of debt securities. The Issuer's business is limited by the trust deed and related documentation for the securitisation transaction. The Issuer undertakes not to acquire or deal with the assets of the Trust unless in accordance with the transaction documents and not to incur any liabilities (including any financial indebtedness) in respect of the Trust other than the debt securities issued in respect of the Trust or in accordance with the transaction documents.</p> <p>The securities being quoted are wholesale debt securities and their terms of issue and ranking relative to other classes of securities of the Issuer (including classes not being quoted) were disclosed in an information memorandum. The debt securities have been assigned high "investment grade" ratings by independent credit rating agencies, which means that the debt securities are considered by those agencies to be subject to very low credit risk.</p> <p>Given these factors, ASX considers that there are sufficient safeguards in place for the holders of the debt securities, despite the Trust not being a special purpose trust created solely for the purpose of issuing the classes of debt securities being quoted.</p>

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 1.8 Condition 11 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that the requirements of a clearing and settlement ('CS') facility relating to the entity's quoted 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 securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. 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>	1.8 condition 11
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Issuer') a waiver from Listing Rule 1.8 Condition 11 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that the requirements of a clearing and settlement ('CS') facility relating to the entity's quoted 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 securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. 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 3
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 2.1 Condition 3 to the extent necessary for the Issuer's securities not to satisfy CHES requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that the requirements of a clearing and settlement ('CS') facility relating to the entity's quoted 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 securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHES via Austraclear. 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 3
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Issuer') a waiver from Listing Rule 2.1 Condition 3 to the extent necessary for the Issuer's securities not to satisfy CHESS requirements on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that the requirements of a clearing and settlement ('CS') facility relating to the entity's quoted 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 securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHESS via Austraclear. 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>

## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.4
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (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), on condition that 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 the number of securities available to be traded in the market and this maintains the integrity of the 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 Canada, is regulated by Canadian law and is listed on the TSX-V. Its common shares are not eligible to be settled directly in the CHESS system, so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over common shares. CDIs will not be created over all the Company's common shares. Shareholders who wish to continue to trade on the TSX-V will continue to hold common shares, and shareholders who wish to trade on the ASX market will hold CDIs. 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>



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2A
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 4.2A to the extent necessary to permit the Company not to lodge half yearly accounts, on the following conditions:</p> <p>1.1 The Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities.</p> <p>1.2 If the Company will not be able to provide the half-year financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the half-year financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b> The Company is a Canadian entity listed on the TSX-V and is a venture issuer. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 60 days after the end of the interim period or the date of filing in a foreign jurisdiction (although Canadian Reporting Requirements do not mandate an audit review for the 2nd quarter report, whereas s302 of the Corporations Act requires an audit review of the half yearly report). There would be duplication if the Company were required to lodge both Australian and Canadian form half yearly accounts. The Company satisfies criteria for relief outlined in Guidance Note 4.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2B
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-005
<b>Decision</b>	<p>Waiver Decision - Listing Rule 4.2B</p> <p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 4.2B to the extent necessary to permit the Company not to lodge half yearly accounts, on the following conditions:</p> <p>1.1 The Company lodges with ASX the half-year financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities.</p> <p>1.2 If the Company will not be able to provide the half-year financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the half-year financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period (or 75 days, for mining exploration entities).</p> <p><b>Present Application</b></p> <p>The Company is a Canadian entity listed on the TSX-V and is a venture issuer. Section 4.4(B) of National Instrument 51-102 provides that interim financial reports are to be filed on or before the earlier of 60 days after the end of the interim period or the date of filing in a foreign jurisdiction (although Canadian Reporting Requirements do not mandate an audit review for the 2nd quarter report, whereas s302 of the Corporations Act requires an audit review of the half yearly report). There would be duplication if the Company were required to lodge both Australian and Canadian form half yearly accounts. The Company satisfies criteria for relief outlined in Guidance Note 4.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.10.9
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-006
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 4.10.9 to the extent necessary to permit the Company not to disclose the names of any objecting beneficial owners ('OBO') that are included in the list of the 20 largest holders of its quoted securities if disclosure of their names is not permitted under the law of the Company's place of incorporation.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 4.10.9 requires that an entity include in its annual report the names of the 20 largest holders of each class of quoted securities, the number of securities each holds and the percentage of capital each holds. It is considered this information is useful to investors.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Canada, is regulated by Canadian law and is listed on the TSX-V. In Canada, beneficial shareholders are generally classified as either objecting or non-objecting beneficial owners. The waiver permits the Company to not disclose the names of objecting beneficial owners to the extent necessary to comply with Canadian law.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.3
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 5.3 to the extent necessary to permit the Company not to lodge quarterly activity and cash flow reports as required by the listing rules on the following conditions:</p> <p>1.1 The Company lodges with ASX the quarterly financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities.</p> <p>1.2 If the Company will not be able to provide the quarterly financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the quarterly financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b></p> <p>As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will be guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p>The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on the TSX-V. The majority of shareholders will hold their securities on the TSX-V. The Company's operations will be based in Canada. The Company is required to lodge quarterly reports under Canadian regulations. The Canadian quarterly reporting requirements give a longer time frame after the quarter end for lodgement. Canadian reports are required to be lodged within 60 days of the end of each quarter, which amounts to an extension of approximately 30 days. There would be duplication if</p>

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	the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.
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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.5
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 5.5 to the extent necessary to permit the Company not to lodge quarterly activity and cash flow reports as required by the listing rules on the following conditions:</p> <p>1.1 The Company lodges with ASX the quarterly financial statements and interim Management's Discussion and Analysis ('MD&amp;A') that the Company is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws ('Canadian Reporting Requirements') at the same time that the Company lodges those documents with those Canadian securities regulatory authorities.</p> <p>1.2 If the Company will not be able to provide the quarterly financial statements and interim MD&amp;A on the date required by the Canadian Reporting Requirements, the Company notifies ASX at least one business day before that date (and in any event as soon as the Company becomes aware that it will not be able to provide the quarterly financial statements and interim MD&amp;A on the required date).</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b></p> <p>As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will be guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p>The Company was incorporated under the laws of Canada, regulated by Canadian law and is listed on the TSX-V. The majority of shareholders will hold their securities on the TSX-V. The Company's operations will be based in Canada. The Company is required to lodge quarterly reports under Canadian regulations. The Canadian quarterly reporting requirements give a longer time frame after the quarter end for lodgement. Canadian reports are required to be lodged within 60 days of the end of each quarter, which amounts to an extension of approximately 30 days. There would be duplication if</p>

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## Register of ASX Listing Rule Waivers

	the Company were required to lodge both Australian and Canadian form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.
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<b>Rule Number</b>	6.10.3
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-009
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (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 Canadian 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 security holders at a meeting.</p> <p><b>Present Application</b> The Company is formed under Canadian 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>

## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.16
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-010
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 6.16 to the extent necessary to permit the Company to have on issue 2,600,000 options (or a proportionally equivalent number of options following adjustments made in proportion to the ratio applied in the Mawson share consolidation in connection with the proposed scheme of arrangement) issued under its 2023 stock option plan that do not specifically comply with Listing Rule 6.16, on the following conditions:</p> <p>1.1 that the full terms of the existing options and stock option plan are released to the market as pre-quotation disclosure; and</p> <p>1.2 that the Company undertakes not to issue any further options under the stock option plan which do not comply with Listing Rule 6.16.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22, and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p><b>Present Application</b> The Company is regulated by Canadian law and listed on the TSX-V. The existing Stock Option Plans has been drafted in compliance with the requirements of the TSX-V. The waiver is limited to options that have already been issued.</p>

<b>Rule Number</b>	6.21
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-011
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 6.21 to the extent necessary to permit the Company to have on issue 2,600,000 options (or a proportionally equivalent number of options following adjustments made in proportion to the ratio applied in the Mawson share consolidation in connection with the proposed scheme of arrangement), issued under its 2023 stock option plan that do not specifically comply with Listing Rule 6.21, on the following conditions:</p> <p>1.1 that the full terms of the existing options and stock option plan are released to the market as pre-quotation disclosure;</p> <p>1.2 that the Company undertakes to obtain ASX approval for the implementation of any future employee or director option plans; and</p> <p>1.3 that the Company undertakes not to issue any further options under the stock option plan which do not comply with Listing Rule 6.21.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option unless the right is permitted under Listing Rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b></p> <p>The Company is regulated by Canadian law and listed on the TSX-V. The existing stock option plan has been drafted in compliance with the requirements of the TSX-V. The waiver is limited to options that have already been issued.</p>

# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.1
<b>Date</b>	10/10/2024
<b>ASX Code</b>	BCB
<b>Listed Company</b>	BOWEN COKING COAL LIMITED
<b>Waiver Number</b>	WLC240174-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Bowen Coking Coal (the 'Company') a waiver from listing rule 7.1 in connection with the Company conducting a partially underwritten renounceable pro-rata entitlement offer ('Entitlement Offer') and concurrently with the Entitlement Offer, a non-underwritten placement at the same issue price as the Entitlement Offer ('Placement'), to the extent necessary to permit the Company to calculate the number of shares which it may issue pursuant to the Placement without shareholder approval on the basis that variable "A" of the formula in Listing Rule 7.1 is deemed to include the number of shares in the Company that may be issued under the underwritten Entitlement Offer, subject to the following conditions:</p> <p>1.1 In the event that the full number of ordinary shares offered under the underwritten component of the Entitlement Offer are not issued, and the number of ordinary shares represented by the Placement thereby exceeds 15% of the actual number of the Company's shares following completion of the Entitlement Offer, the Company's 15% capacity under Listing Rule 7.1 following completion of the Entitlement Offer, is to be diminished by that number of ordinary shares issued under the Placement that exceeded the Company's 15% capacity under Listing Rule 7.1 at the time of the Placement.</p> <p>1.2 The ordinary shares issued under the Placement are issued at the same time or after the issue of ordinary shares under the Entitlement Offer and are included in variable "C" in the formula in Listing Rule 7.1 until their issue has been ratified by shareholders or 12 months has passed since their issue.</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. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities (the formula is more complex than this description indicates, and is set out in full in Listing Rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b></p> <p>The Company is proposing to undertake the Placement to investors and does not currently have Listing Rule 7.1 capacity to do so, therefore the Company is proposing to utilise capacity that relates to securities yet to be issued under the Entitlement Offer. The Entitlement Offer will be partially underwritten and the issue of Shares under the Entitlement Offer and the Placement is proposed to be made at around the same time. This is effectively a timing waiver that will permit the Company to draw down on its future issuing capacity under listing rule 7.1 that will be created by the underwritten component of the Entitlement Offer once it has been completed.</p>

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# Register of ASX Listing Rule Waivers

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<b>Rule Number</b>	7.3.9
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LOM
<b>Listed Company</b>	LUCAPA DIAMOND COMPANY LIMITED
<b>Waiver Number</b>	WLC240226-001
<b>Decision</b>	<p>1. Based solely on the information provided in connection with the proposed security purchase plan ('SPP') after the scheduled general meeting on 22 January 2025, ASX Limited ('ASX') grants Lucapa Diamond Company Limited (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit a resolution in its notice of meeting approving the issue of shares and attaching options to eligible shareholders under the Company's proposed SPP to not include a voting exclusion statement that excludes votes of persons who may participate in the SPP or any associate of such a person, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of a resolution by any proposed underwriter or sub-underwriter of the SPP.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p><b>Present Application</b> On the basis of its structure (which involves the offer of free-attaching options), the SPP offer does not fall within the parameters set by the ASIC Corporations Instrument 2019/547. Accordingly, this shall be 'proposed' SPP does not meet the criteria of Exception 5 of Listing Rule 7.2. The Company is proposing to seek, at a general meeting, shareholder approval for the purposes of Listing Rule 7.1 for the issue of the shares and free-attaching options proposed to be issued pursuant to the SPP. As the issue of shares and options being undertaken is one in which all shareholders may participate on an equal basis, there is no need to exclude the votes of shareholders entitled to participate in the offer. Absent a waiver it is conceivable that no shareholder would be able to vote on the resolution for the issue of SPP securities.</p>



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.2
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary for the Issuer not to provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1 condition 3 operates.
<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. 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 waivers from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

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<b>Rule Number</b>	8.2
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Issuer') a waiver from Listing Rule 8.2 to the extent necessary for the Issuer not to provide an issuer sponsored subregister as long as the waiver to Listing Rule 2.1 condition 3 operates.
<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. 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 waivers from Listing Rule 1.8 condition 11 and Listing Rule 2.1 condition 3 granted to the Issuer.</p>

## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	8.10
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of debt securities from the date which is eight calendar days before an interest payment date or the maturity date of the debt securities, on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in Listing Rule 8.10. 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> The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHESS via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of business on the date which is eight calendar days before an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Issuer') a waiver from Listing Rule 8.10 to allow the Issuer to refuse to register transfers of the debt securities from the date which is five business days before an interest payment date or the maturity date of the debt securities, 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>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 Listing Rule 8.10. 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> The securities being quoted are wholesale debt securities. Trading in the securities is to be settled outside of CHESS via Austraclear. The Issuer is required to close the register of a series of debt securities from the close of business on the date which is five business days before an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	20/12/2024
<b>ASX Code</b>	BP1
<b>Listed Company</b>	BP CAPITAL MARKETS P.L.C.
<b>Waiver Number</b>	WLC240231-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants BP Capital Markets p.l.c. ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer not to do the following:</p> <p>1.1 in respect of transactions settled outside CHESS, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmations of a change of address to a security holder at their 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 CHESS 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> The securities being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESS.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	20/12/2024
<b>ASX Code</b>	LR5
<b>Listed Company</b>	LA TROBE FINANCIAL CAPITAL MARKETS TRUST 2024-2
<b>Waiver Number</b>	WLC240232-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Perpetual Corporate Trust Limited in its capacity as trustee of the La Trobe Financial Capital Markets Trust 2024-2 ('Issuer') a waiver from Listing Rule 8.21 to the extent necessary to permit the Issuer to not do the following:</p> <p>1.1 in respect of transactions settled outside CHESS, mark transfer forms as required by Appendix 8A; or</p> <p>1.2 in respect of transactions settled in Austraclear, send confirmations of a change of address to a security holder at their 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 CHESS 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> The securities being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESS.</p>

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<b>Rule Number</b>	9.1(b)
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-012
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 9.1(b) and 9.1(c) to the extent necessary to permit the Company not to apply the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to its securities.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under Listing Rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b></p> <p>The Company is incorporated in Canada and has been listed on the TSX-V since 2011. The Company has conducted the same business during the period of its listing on TSX-V and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX-V market. TSX-V also has an escrow regime in place. None of the Company's securities remain subject to TSX-V-imposed escrow. There is considered to have been a reasonable degree of liquidity in the Company's shares on the TSX-V market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues</p>

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## Register of ASX Listing Rule Waivers

	to related parties or promoters in circumstances which would ordinary attract restrictions, it is not necessary to apply escrow to the existing securities of the company when it lists on ASX.
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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	9.1(c)
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-013
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 9.1(b) and 9.1(c) to the extent necessary to permit the Company not to apply the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B to its securities.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors, or to seed capitalists who subscribe for securities at a discount to the initial public offering, are classified as restricted securities and are to be held in escrow for a certain period. (ASX may also deem securities issued in other circumstances to be restricted securities.) Under Listing Rule 9.1, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under Listing Rule 9.1(b) the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. In certain circumstances, under listing rule 9.1(c), the entity may issue a restriction notice in the form of Appendix 9C. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under Listing Rule 9.1, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. These arrangements protect the integrity of the market by ensuring that promoters, vendors and other categories of holders do not realise a value for their securities until a period of time has passed within which the value of classified assets sold to the listed entity can reasonably be expected to have become more apparent and to be reflected in the market price of the entity's securities.</p> <p><b>Present Application</b></p> <p>The Company is incorporated in Canada and has been listed on the TSX-V since 2011. The Company has conducted the same business during the period of its listing on TSX-V and its shares have traded continuously during this time. The Company has been subject to the continuous disclosure requirements of the TSX-V market. TSX-V also has an escrow regime in place. None of the Company's securities remain subject to TSX-V-imposed escrow. There is considered to have been a reasonable degree of liquidity in the Company's shares on the TSX-V market. Where the disclosure and trading record of a company on another exchange is considered sufficient to demonstrate that the value of that company's securities has been discovered in the market, and there have been no recent issues of securities or changes of activities that interrupt that record, or issues</p>

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## Register of ASX Listing Rule Waivers

	to related parties or promoters in circumstances which would ordinary attract restrictions, it is not necessary to apply escrow to the existing securities of the company when it lists on ASX.
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# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.1
<b>Date</b>	20/12/2024
<b>ASX Code</b>	OLL
<b>Listed Company</b>	OPENLEARNING LIMITED
<b>Waiver Number</b>	WLC240225-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants OpenLearning Limited (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to acquire 100% interest in the Employability Advantage business (the 'Assets') operated by ECA Investments Group Pty Ltd (atf 'The ECA Investments Group Trust') (the 'Proposed Acquisition') without obtaining shareholder approval pursuant to Listing Rule 10.1, on condition that the following information is announced to the market:</p> <p>1.1 The material terms of the Proposed Acquisition and this waiver decision;</p> <p>1.2 The reasons why the consideration for the Proposed Acquisition is A\$1 and how the value of the consideration was determined;</p> <p>1.3 The total value of the Assets being acquired as part of the Proposed Acquisition and how this value has been determined; and</p> <p>1.4 A statement confirming that no liabilities will be transferred to OLL as part of the Proposed Acquisition.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the approval of security holders for an acquisition or disposal of a substantial asset from or to a person in a position to exercise influence over the entity. 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 to 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 2001 (Cth) (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).</p> <p><b>Present Application</b></p> <p>The Company proposes to acquire assets from an entity controlled by a substantial (10%+) holder in the Company who also has a director nominated to the board of the Company. The consideration for the Proposed Acquisition is A\$1.00 and is therefore of nominal value. The waiver is granted on condition that the material terms of the Proposed Acquisition; the waiver decision; the reasons why the consideration for the Proposed Acquisition is A\$1 and how the value of the consideration was determined; the total value of the Assets being acquired as part of the Proposed Acquisition and how this value has been determined; and a statement confirming that no liabilities will be transferred to OLL as part of the Proposed Acquisition are announced to the market.</p>



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.13.5
<b>Date</b>	5/12/2024
<b>ASX Code</b>	ETR
<b>Listed Company</b>	ENTYR LIMITED
<b>Waiver Number</b>	WLC240233-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Entyr Limited (the 'Company'), in connection with the completion of a Deed of Company Arrangement and capital raising by way of a placement of 42,500,000 shares at \$0.20 per share to raise \$8,500,000 and a securities purchase plan of up to 5,000,000 shares at \$0.20 per share to raise up to \$1,000,000 on a post-consolidation basis ('Capital Raising'), a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of meeting seeking shareholder approval for the issue of:</p> <p>1.1 6,000,000 options at nil exercise price and exercisable within 5 years of the date of issue to Avior Asset Management No. 5 Pty Ltd ('Avior'); and</p> <p>1.2 1 convertible note with a face value equal to the outstanding monies under the Loan Facility Agreement between the Company and Avior, and capped at a balance of \$3,700,000, which is convertible into shares at an issue price of the greater of \$0.24 or a 20% discount to the prevailing volume-weighted average price of the Company's securities for the 20 consecutive days prior to conversion, (the 'Related Party Securities')</p> <p>not to state that the Related Party Securities will be issued no later than one month after the date of the general meeting (the 'Meeting'), subject to the following conditions:</p> <p>1.3 the Related Party Securities are issued by no later than the date that the Capital Raising securities are issued, which must be no later than 3 months after the date of the Meeting;</p> <p>1.4 the circumstances of the Company, as determined by the ASX, have not materially changed since the Company's shareholders approved the issue of the Related Party Securities; and</p> <p>1.5 The terms of the waiver are clearly disclosed to the market.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

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## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.18
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-014
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 10.18 to the extent necessary to permit the Company upon a change of control to pay termination benefits to existing Company employees pursuant to the terms of the Company's existing employment contracts.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that no officer will be entitled to termination benefits or any increase in them if a change occurs in the shareholding or control of the listed entity. This prevents the use of termination payments as a poison pill or golden parachute and supports the takeover regime in Corporations Act 2001 (Cth).</p> <p><b>Present Application</b> The Company applying for admission to the official list of ASX is a Canadian incorporated entity and listed on the TSX-V. A waiver is granted so that the Company's existing employment contracts with its officers can continue on their terms in accordance with the usual market custom and laws of its home jurisdiction. This is considered to be a permissible departure from the rule to allow the Company to honour its contractual obligations to its officers, which are in accordance with the law and market practice in its home jurisdiction, and which were entered into before the Company contemplated listing on ASX.</p>

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<b>Rule Number</b>	14.2.1
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-015
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of Chess Depository Interests ('CDIs') to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:</p> <p>1.1 The Company complies with the relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor.</p> <p>1.2 The notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case.</p> <p>1.3 The Company releases details of the waiver to the market as pre-quotations disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.</p> <p>1.4 Without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 requires notices of meeting to include a proxy form which must provide for the security holder to vote for or against each resolution. This ensures that all security holders can express their views on every resolution put to a security holders' meeting.</p> <p><b>Present Application</b> The Company was incorporated in Canada and is regulated by Canadian law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolutions (election of directors, appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors. It is proposed to grant a waiver on the usual conditions to permit the Company to comply with laws of its place of incorporation on these matters for so long as the relevant Canadian laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.</p>



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	15.7
<b>Date</b>	23/12/2024
<b>ASX Code</b>	SX2
<b>Listed Company</b>	MAWSON GOLD LIMITED
<b>Waiver Number</b>	WLC240228-016
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants Mawson Gold Limited (to be renamed Southern Cross Gold Consolidated Ltd) (the 'Company') a waiver from Listing Rule 15.7 to the extent necessary to permit the Company to provide announcements simultaneously to both ASX and the TSX-V.
<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 Canada, is regulated by Canadian law and is listed on the TSX-V. Different time zones cause trading periods to vary between ASX and the TSX-V. The entity is required to release information to the market immediately on the TSX-V under the exchange's rules. The waiver is granted to permit information for release to the market to be released simultaneously to the TSX-V and ASX.</p>

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