



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

**1 to 15 May 2014**

**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>	6.24
<b>Date</b>	9/05/2014
<b>ASX Code</b>	ZTA
<b>Listed Company</b>	ZETA PETROLEUM PLC
<b>Waiver Number</b>	WLC140129-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Zeta Petroleum plc (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notice required by paragraph 6.1 of Appendix 6A, in relation to 7,350,000 quoted options exercisable at \$0.04 expiring on 15 June 2014 ("Options"), on the following conditions.</p> <p>1.1. The information required by paragraph 6.1 of Appendix 6A is provided to ASX Market Announcements by no later than 20 business days before expiry, together with a statement that an option expiry notice will not be sent to the Option holders.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds \$0.03 before 15 June 2014, the Company immediately sends an option expiry notice to Option holders.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.1
<b>Date</b>	7/05/2014
<b>ASX Code</b>	EBG
<b>Listed Company</b>	EUMUNDI GROUP LIMITED
<b>Waiver Number</b>	WLC140123-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Eumundi Group Limited (the "Company") a waiver from listing rule 7.1 to the extent necessary to permit the Company to issue shares pursuant to an underwriting agreement for the Company's dividend reinvestment plan ("DRP") in respect of the period ending 30 June 2014, without obtaining shareholder approval, on the following conditions.</p> <p>1.1 The underwritten shares are issued within 15 business days of the dividend payment date.</p> <p>1.2 Related parties and their associates do not act as underwriter or sub-underwriter to the DRP unless they obtain prior shareholder approval under listing rule 10.11.</p> <p>1.3 The DRP does not contain a limit on shareholder participation.</p> <p>1.4 Any shares issued in accordance with the instructions of the underwriter or sub-underwriter are issued at a price equal to or greater than the price at which other shares under the DRP are issued.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b> The Company proposes to declare a special fully franked dividend in conjunction to a DRP which is to be fully underwritten by Taylor Collison Limited. The DRP will give eligible shareholders the option to elect to reinvest all or part of the dividend entitlement in the Company's fully paid ordinary shares. The Directors of the Company and their related parties, whose shareholdings total approximately 46.5% of the issue capital, intend to participate in the DRP in full. Exception 7 of listing rule 7.2 permits the issue of securities under a dividend reinvestment plan, excluding securities issued to an underwriter, to be an exception to listing rule 7.1. An underwritten DRP operates in a similar manner to a pro rata issue non-renounceable issue and falls within the spirit of exceptions 1 and 2 of listing rule 7.2. The waiver permits the issue of shares to the underwriter to be treated as an exception to listing rule 7.1.</p>

<b>Rule Number</b>	7.3.2
<b>Date</b>	15/05/2014
<b>ASX Code</b>	AZQ
<b>Listed Company</b>	ASCOT RESOURCES LIMITED
<b>Waiver Number</b>	WLC140118-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ascot Resources Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the payment of interest of 14% per annum to Resource Capital Fund V L.P ("RCF") under an unsecured loan note (the "Note") payable quarterly through the issue of shares to RCF ("Interest Shares"), not to state that the Interest Shares will be issued no later than 3 months after the date of the meeting on the following conditions.</p> <p>1.1. The Interest Shares will be issued no later than 24 May 2015, being the date which is one week after the Note's maturity date.</p> <p>1.2. If the Company releases its annual report during a period in which the Interest Shares are issued or remain to be issued, the annual report discloses details of the Interest Shares that have been issued and the interest payable under the Note.</p> <p>1.3. The Company immediately releases the terms of this waiver to the market.</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

Under the terms of the Note, the Company has the right to elect to pay interest on the Note in cash, shares, or a combination of cash and shares. Any shares issued in satisfaction of interest on the Note will have an issue price equal to a 5% discount to the 10 day VWAP of the Company's shares prior to the relevant date for payment. The timing and structure for the issue of Interest Shares is to be outlined in the notice of meeting seeking shareholder approval for the conversion rights under the Note and for the issue of Interest Shares. The interest rate and period of time over which Interest Shares may be issued is fixed, and the maximum dollar amount of the Interest Shares is known. In the context of a convertible note agreement, there is a sufficient degree of certainty about the basis for calculation of the number of securities to be issued for shareholders to be able to give their informed consent to the issue of the Interest Shares over the relevant period.

<b>Rule Number</b>	7.3.2
<b>Date</b>	8/05/2014
<b>ASX Code</b>	CKK
<b>Listed Company</b>	CORETRACK LIMITED
<b>Waiver Number</b>	WLC140121-001
<b>Decision</b>	<p>1. Based solely on the information provided, and subject to resolution 2, ASX Limited ("ASX") grants Coretrack Limited (the "Company") a waiver from listing rule 7.3.2 to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of:</p> <p>1.1. the following shares to the vendors of Ecopropp Pty Ltd ("Ecopropp") upon the achievement of certain milestones;</p> <p>1.1.1. 295,000,000 milestone 1 consideration shares ("Milestone 1 Shares");</p> <p>1.1.2. 220,000,000 milestone 2 consideration shares and the number of shares equal to \$2,200,000 in value (up to a maximum of 200,000,000 shares) at 100% of the volume weighted average price ("VWAP") of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is made ("Milestone 2 Shares");</p> <p>1.1.3. 350,000,000 milestone 3 consideration shares and the number of shares equal to \$3,250,000 in value (up to a maximum of 295,454,545 shares) at 100% of the volume weighted average price of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is made ("Milestone 3 Shares");</p> <p>1.2. the following shares to TPG Australasia Pty Ltd ("Progressive Capital") upon the achievement of certain milestones;</p> <p>1.2.1. 8,850,000 Milestone 1 fee shares ("Milestone 1 Fee Shares");</p> <p>1.2.2. up to 8,400,000 Milestone 2 F fee shares (Milestone 2 Fee Shares); and</p> <p>1.2.3. up to 12,909,091 Milestone 3 fee shares ("Milestone 3 Fee Shares"),</p> <p>(together, the "Securities"), to state that the Securities will be issued more than 3 months after the date of the shareholders' meeting.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1. The Notice sets out in detail the milestones (include specific parameters for each milestone) which must be satisfied prior to the issue of the Securities.</p> <p>2.2. The milestones which must be satisfied for the Securities to be issued are not varied.</p> <p>2.3. The Milestone 1 Shares and Milestone 1 Fee Shares must be issued no later than 24 months from the date of the Company's meeting to approve the issue of the Securities, subject to shareholder approval at the shareholders' meeting.</p> <p>2.4. The Milestone 2 Shares and Milestone 2 Fee Shares must be issued no later than 54 months from the date of the Company's meeting to approve the issue of the Securities, subject to shareholder approval at the shareholders' meeting.</p> <p>2.5. The Milestone 3 Shares and Milestone 3 Fee Shares must be issued no later than 60 months from the date of the Company's meeting to approve the issue of the Securities, subject to shareholder approval at the shareholders' meeting.</p> <p>2.6. For any annual reporting period during which any of the Securities have been issued or remain to be issued, the Company's</p>

# Register of ASX Listing Rule Waivers

	<p>annual report must set out in detail the number of Securities issued in that annual reporting period, and the number of Securities that remain to be issued, and the basis on which those Securities may be issued.</p> <p>2.7. For any half year or quarter year report during which any of the Securities have been issued or remain to be issued, the Company's interim report and quarterly activities report must include a summary statement of the number of Securities issued during the reporting period, and the number of Securities that remain to be issued, and the basis on which those Securities may be issued.</p> <p>2.8. The Company immediately releases the terms of this waiver to the market.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>            Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the notice to state 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 reorganisation of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b>            Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.</p> <p>5. The Company proposes entered into an acquisition transaction with Ecopropp which allows the Company the potential to issue up to 1,390,613,636 in ordinary shares upon the achievement of three different milestones. The Company may be required to issue the Securities on three different occasions from the date of shareholder approval. It is entirely probable the Securities will be issued well after 3 months from the date of the shareholder approval. The milestones to be achieved which trigger the obligation to issue the Securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of Securities. This allows the</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

## Register of ASX Listing Rule Waivers

entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of Securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities. The maximum number of ordinary shares that may be issued is known and therefore the maximum degree of dilution is known. Shareholders will be given sufficient information to assess whether or not to approve the issue of the Securities.

<b>Rule Number</b>	7.11.3
<b>Date</b>	15/05/2014
<b>ASX Code</b>	MKO
<b>Listed Company</b>	METALIKO RESOURCES LIMITED
<b>Waiver Number</b>	WLC140125-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Metaliko Resources Limited (the "Company") a waiver from Listing Rule 7.11.3 to permit the Company to undertake a renounceable rights issue ("Entitlement Offer") with an issue price of 3 cents per share on the following conditions.</p> <p>1.1. Shareholders of the Company approve the Entitlement Offer.</p> <p>1.2. The notice of meeting seeking shareholder approval for the Entitlement Offer contains a voting exclusion statement that excludes the votes of any substantial shareholder, proposed underwriter, sub-underwriter, broker or manager of the Entitlement Offer.</p> <p>1.3. The Company releases details of this waiver at the time that full details of the Entitlement Offer are announced to shareholders on the ASX Market Announcements Platform.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> A listed entity is not permitted to make a pro-rata offer at a ratio greater than 1 for 1 except where the pro-rata offer is renounceable and the issue price is not more than average price for securities in that class (calculated over the last five days on which sales in the securities were recorded before the day on which the issue was announced). The rule enables smaller holders to either maintain their proportionate holding in the entity without requiring an excessive outlay of funds or being significantly diluted, or to realise value by selling renounceable rights.</p> <p><b>Present Application</b> The Company is proposing to undertake a renounceable rights issue on a 2 for 1 basis ("Entitlement Offer"). The Company's shares are currently suspended from official quotation and will remain suspended pending the outcome of its negotiations with the administrators of Navigator Resources Limited in relation to the acquisition of the Bronzewing Project. The waiver is granted to permit the issue of shares under the Entitlement Offer at an issue price which is greater than the average market price for the Company's shares calculated over the last 5 days on which sales in the share were recorded before the day on which the Entitlement Offer was announced. The waiver is granted on condition that shareholders of the Company approve the Entitlement Offer and that the notice of meeting includes a voting exclusion statement to exclude any substantial shareholders, any proposed underwriters or sub underwriters and/or any brokers or managers and their respective associates from voting on the resolution. The Company must also release details of the waiver to the market at the time that full details of the Entitlement Offer are announced.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	15/05/2014
<b>ASX Code</b>	AZQ
<b>Listed Company</b>	ASCOT RESOURCES LIMITED
<b>Waiver Number</b>	WLC140117-001
<b>Decision</b>	Based solely on the information provided, in connection with the proposed acquisition by Ascot Resources Limited (the "Company") of the Wonmunna Project from Ochre Group Holdings Limited ("Ochre"), ASX Limited ("ASX") grants a waiver from listing rule 9.1.3 to the extent necessary to permit the Company not to apply the restrictions in paragraph 6 of Appendix 9B to shares issued to Ochre in consideration for the acquisition of the Wonmunna Project.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            Securities issued in certain circumstances, including in consideration for the acquisition of classified assets post an entity's admission to the official list from unrelated vendors who will hold at least 20% of the capital of the listed entity, are classified as restricted securities and are to be held in escrow for a certain period. Under listing rule 9.1.3 an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules. Under listing rules 9.1.4 and 9.2 the entity and the person who holds the restricted securities (and, where appropriate, the persons who control the holder) must enter into a restriction agreement in the form of Appendix 9A of the Listing Rules. The restriction agreement forbids the holder (and the controller(s), where appropriate) from transferring or creating any other interests in restricted securities during the escrow period. Under listing rule 9.5, restricted securities must either be in certificated form and held in escrow by a bank or recognised trustee, or held in uncertificated form on the issuer sponsored sub-register subject to a holding lock administered by the entity's securities registry. These arrangements together prevent the holder (and where appropriate, the controller(s) of the holder) from being able to realise any financial benefit from their restricted securities during the escrow period. This ensures that promoters, vendors etc do not receive any financial benefit until there has been a sufficient period of time for the value of the assets sold or services provided to the listed entity to be reflected in the market price of the listed entity's securities.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company is acquiring classified assets in the form of one exploration licence and three mining leases from an existing ASX-listed entity. The vendor is seeking shareholder approval pursuant to Listing Rule 11.2 to dispose of the classified assets. Part of the consideration for the acquisition is the issue of fully paid ordinary shares in the Company. The vendor will hold more than 20% of the capital of the Company post-acquisition. The classified assets have been held by the vendor since February 2011. The vendor itself acquired the classified assets from an existing ASX-listed entity who held the classified assets since listing in October 2005. The classified assets have been subject to the continuous disclosure regime since 2005. In that time, over 130 announcements with respect to the classified assets have been made. The market has therefore had sufficient time for the value of the assets to be reflected in the market price of the vendor's securities. On this basis it is appropriate to permit the Company to not apply the restrictions in paragraph 6 of Appendix 9B to the consideration shares.

<b>Rule Number</b>	10.1
<b>Date</b>	8/04/2014
<b>ASX Code</b>	ERA
<b>Listed Company</b>	ENERGY RESOURCES OF AUSTRALIA LIMITED
<b>Waiver Number</b>	WLC140122-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Energy Resources of Australia Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to enter into a new agreement with Rio Tinto Marketing Pte Ltd in relation to the sale and marketing of the Company's uranium oxide, without seeking shareholder approval.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p> <p><b>Present Application</b> The Company proposes to enter into a long term sale and marketing agreement with a related party ("RTU"), being a member of the Rio Tinto Group. The Company is a subsidiary of Rio Tinto Limited, which owns approximately 68% of the Company's issued shares. Under the new marketing arrangements, RTU must buy uranium oxide produced by the Company, then market and on sell the product to third party customers as principal. RTU sources uranium oxide from another Rio Tinto Group member, on substantially the same terms, and offers its customers a 'multi-sourced' supply of uranium oxide. The price the Company receives for the uranium oxide will be the weighted average of all pooled sales that RTU makes less a fee calculated as a percentage of sales price. The fee, to be received by RTU, has been negotiated on arm's length terms, and is identical to the fee to be received by RTU in respect of its other Rio Tinto Group member supplier. RTU therefore has an incentive to achieve a price as high as possible. There is no fixed term of the New Marketing Arrangements, and the Company may terminate the agreement at any time for 'convenience'. Listing rule 10.1 may be triggered in the event RTU sells the uranium oxide, under the terms of the New Marketing Arrangements, to a person whom listing rules 10.1.1 to 10.1.5 applies. As such there is very limited opportunity for value shifting.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	28/04/2014
<b>ASX Code</b>	PKO
<b>Listed Company</b>	PEAK OIL & GAS LIMITED
<b>Waiver Number</b>	WLC140127-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Peak Oil and Gas Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company not to seek securityholder approval in relation to the security interest comprising a fixed and floating charge granted by the Company over all of its assets in favour of Octanex NL (the "Charge") ("Octanex"), in connection with a loan agreement for the sum of up to \$2,360,000, to be provided by Octanex to the Company ("Loan Facility") subject to the following conditions.</p> <p>1.1. The Loan Facility and the Charge include a term that if an event of default occurs and Octanex, or any of its associates, exercise their rights under the Charge, neither Octanex nor any of its associates can acquire any legal or beneficial interest in the Company or an asset of the Company in full or part satisfaction of the Company's obligations under any of the Loan Facility or Charge, or otherwise deal with the assets of the Company, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver, or receiver and manager (or any other person acting on behalf of any of the Octanex) appointed by Octanex exercising its power of sale under the Loan Facility or Charge and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Octanex or any of its associates in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Charge is made in each annual report of the Company while the Charge is held over the Company and its assets.</p> <p>1.3. Any variations to the terms of the Facility or the Charge which is (i) not a minor change or (ii) inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company must seek to discharge the Charge when the funds advanced under the Loan Facility have been repaid, or if they are not discharged, seek shareholder approval for the continuation of the Loan Facility for any further loan facility amount.</p> <p>1.5. The Company immediately releases to the market an announcement which sets out the terms of the waiver, and the Company's plans with respect to the repayment of the funds advanced under the Loan Facility and the discharge of the Charge, including the timeframe within which it expects the repayment and discharge to occur, including how the Charge may be dealt with under the proposed scheme of arrangement.</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 a Loan Facility from Octanex to assist with funding the balance of its work and expenditure commitments in an exploration joint venture in Indonesia ("South Block A"), of which it holds a 38.25% interest, and also to meet ongoing corporate expenses. Octanex is a major shareholder of the Company, and Ernest Geoffrey Albers is a director of the Company and Octanex. The Company intends to grant the substantial holder a fixed and floating charge over the Company and its assets. This amounts to a disposal of a substantial asset under listing rule 10.1. The Company is granted a waiver from the rule on a number of conditions, including that the security documents provide that in the event that the security under the loan facility is exercised, neither the substantial holder or the related parties (nor any of their associates) are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. These conditions provide a sufficient safeguard against value-shifting to the substantial holder or related parties (or their associates).</p>
---------------------------	---

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

<b>Rule Number</b>	10.13.5
<b>Date</b>	7/05/2014
<b>ASX Code</b>	TZN
<b>Listed Company</b>	TERRAMIN AUSTRALIA LIMITED.
<b>Waiver Number</b>	WLC140128-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Terramin Australia Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") to approve the issue of a maximum of \$35,000 worth of shares to Mr Michael Kennedy (or his nominee), a maximum of \$35,000 worth of shares to Mr Kevin McGuinness (or his nominee), a maximum of \$35,000 worth of shares to Mr Feng Sheng (or his nominee), and a maximum of \$35,000 worth of shares to Mr Angelo Siciliano (or his nominee), in each case in lieu of additional remuneration, not to include an issue price, subject to the following conditions.</p> <p>1.1 The Notice states that the number of shares to be issued to Mr Michael Kennedy, Mr Kevin McGuinness, Mr Feng Sheng and Mr Angelo Siciliano (or their nominees) will be calculated by dividing the amount owed (\$35,000) to each director in respect of their directors' fees by the volume weighted average price of the Company's shares on ASX in the 5 day period prior to the date of issue of the shares.</p> <p>1.2 The Company releases the terms of the waiver to the market no later than at the time the Notice is released to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval for the issue of securities to certain directors in lieu of additional directors' remuneration. The issue price of the securities to be issued is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, and where the future security price will be known shortly after the security holder meeting, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	30/04/2014
<b>ASX Code</b>	ATH
<b>Listed Company</b>	ATECH HOLDINGS LIMITED
<b>Waiver Number</b>	WLC140119-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Atech Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue up to 20,000,000 fully paid ordinary shares together with up to 20,000,000 free attaching options exercisable at \$0.25 expiring on 31 December 2014 ("Securities"), as approved by shareholders at the general meeting held on 22 November 2013, later than 3 months after the date of the shareholders' meeting on the following conditions.</p> <p>1.1 The Securities are issued no later than 22 August 2014 and otherwise on the same terms as approved by shareholders on 22 November 2013.</p> <p>1.2 The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	7/05/2014
<b>ASX Code</b>	ATW
<b>Listed Company</b>	ATW HOLDINGS LIMITED
<b>Waiver Number</b>	WLC140120-001
<b>Decision</b>	<p>1. Based solely on the information provided, and subject to resolution 2, ASX Limited ("ASX") grants ATW Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue, as approved by shareholders at the general meeting held on 7 April 2014,</p> <p>1.1 the following securities later than 3 months after the date of shareholder approval:</p> <p>1.1.1. 14,762,970 shares to vendors of Fitgenes Pty Ltd;</p> <p>1.1.2. up to 24,278,213 shares at an issue price of at least \$0.21 under a prospectus; and</p> <p>1.1.3 up to 2,250,000 convertible loan notes to investors under the exemptions set out in section 708 of the Corporations Act, 2001 (together, the "Securities"); and</p> <p>1.2 the following securities later than 1 month after the date of shareholder approval:</p> <p>1.2.1. 1,339,124 shares to Robert Mair;</p> <p>1.2.2. 3,050,365 shares to Altezza VCP Pty Ltd;</p> <p>1.2.3. 150,000 loan notes to Altezza VCP Pty Ltd; and</p> <p>1.2.4. 100,000 Loan notes to Bionetworks Pty Ltd, (together, the "Related Party Securities").</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1 The Securities and Related Party Securities are issued no later than 30 September 2014 and otherwise on the same terms as approved by shareholders on 7 April 2014.</p> <p>2.2 The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	1/05/2014
<b>ASX Code</b>	MOQ
<b>Listed Company</b>	MONTECH HOLDINGS LIMITED
<b>Waiver Number</b>	WLC140126-001
<b>Decision</b>	<p>1. Subject to resolution 2, and based solely on the information provided, ASX Limited ("ASX") grants Montech Holdings Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities to the directors of the Company (the "Securities"), as approved by shareholders at the general meeting held on 7 April 2014, later than one month after the date of the shareholders' meeting:</p> <p>1.1 up to 150,000,000 fully paid ordinary shares at an issue price of \$0.0025 per share;</p> <p>1.2 up to 75,000,000 options with an issue price of \$0.000025 per option exercisable at \$0.01 on or before 30 June 2017; and</p> <p>1.3 up to 150,000,000 fully paid shares at an issue price of \$0.01 per share.</p> <p>2. Resolution 1 is conditional on the following.</p> <p>2.1 The Securities are issued no later than 7 July 2014.</p> <p>2.2 The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.