



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

**1 to 15 October 2016**

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

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

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<b>Rule Number</b>	1.1 condition 7
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 1.1 condition 7 to the extent necessary not to require the Fund to comply with the spread requirements in that rule, on condition that each unit in the Fund is stapled to a share in Centuria Capital Limited ("CNI"), and CNI satisfies listing rule 12.4 at the time of admission of the Fund to the official list of ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity seeking admission to the official list of ASX must demonstrate that it complies with one of the security holder spread tests in listing rule 1.1 condition 7 following any fundraising undertaken in connection with the listing. The tests require that there be a certain minimum number of holders of securities in the ordinary class holding parcels of securities with a particular minimum value, or a lower minimum number of holders but a minimum proportion of the freely tradeable ordinary securities (i.e., not classified as restricted securities by ASX) must be held by non-related persons. By meeting one of these requirements, an applicant entity demonstrates that there is sufficient investor interest in its securities for it to be suitable as a listed entity.</p> <p><b>Present Application</b> The Fund is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in Centuria Capital Group ("Group"). As the admission tests were satisfied by CNI at the time of its listing, and on the basis of no new capital being raised, no new assets being acquired and no new security holders being introduced in connection with the stapling proposal, it is not necessary to reapply those tests to the Fund. The waiver is granted on condition that each unit in the Fund is stapled to an ordinary share in CNI, and the Group complies with listing rule 12.4 (the ongoing security holder spread rule). That is the appropriate test to be satisfied in the case of a listing in these circumstances.</p>

<b>Rule Number</b>	1.1 condition 8
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 1.1 condition 8 to the extent necessary not to require the Fund to comply with listing rules 1.2 or 1.3, on condition that each unit in the Fund is stapled to a share in Centuria Capital Limited ("CNI"), and CNI satisfies listing rules 12.1 and 12.2 at the time of admission of the Fund to the official list of ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 1.1 requires an entity applying for admission to the official list of ASX to meet various conditions before it is admitted. Listing rule 1.1 condition 8 requires the applicant entity to satisfy either a profit test under listing rule 1.2 or the assets test under listing rule 1.3. These rules require the financial performance and/or financial position of an entity applying for admission to the official list, to be at a minimum level suitable for a listed entity. An entity must have a minimum level of profits, net tangible assets, or market capitalisation before it will be eligible for admission to the official list.</p> <p><b>Present Application</b>  The Fund is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in Centuria Capital Group ("Group"). As the admission tests were satisfied by CNI at the time of its listing, and on the basis of no new capital being raised, no new assets being acquired and no new security holders being introduced in connection with the stapling proposal, it is not necessary to reapply those tests to the Fund. The waiver is granted on condition that each unit of the Fund is stapled to an ordinary share in CNI, and the Group complies with listing rules 12.1 and 12.2 (the ongoing activities and financial condition rules). Those are the appropriate tests to be satisfied in the case of a listing in these circumstances.</p>

<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	12/10/2016
<b>ASX Code</b>	PVL
<b>Listed Company</b>	POWERHOUSE VENTURES LIMITED
<b>Waiver Number</b>	WLC160347-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Powerhouse Ventures Limited (the "Company") a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the Company to have on issue up to NZ\$1,150,000 worth of performance and retention rights with a nil exercise price under the Company's proposed performance scheme ("Performance Scheme") and retention scheme ("Retention Scheme") on condition the material terms and conditions of the Performance Scheme and Retention Scheme are clearly disclosed in the prospectus.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> The exercise price of securities must be at least 20 cents. This rule supports listing rule 2.1 condition 1 and demonstrates that the quality and supports the ASX market.</p> <p><b>Present Application</b> The Company will have a maximum of NZ\$1,150,000 worth of performance and retention rights on issue with a nil exercise price which will represent 2.5% of the Company's issued capital on a fully diluted basis following completion of the IPO. The performance and retention rights will be issued under employee incentive plans to senior executive employees. The existence of this number of unquoted performance and retention rights issued pursuant to an employee incentive plan will not undermine the 20 cent rule in the circumstances. The waiver is granted on condition the material terms and conditions of the Performance Scheme and Retention Scheme are clearly disclosed in the prospectus.</p>

<b>Rule Number</b>	1.1 condition 11
<b>Date</b>	14/10/2016
<b>ASX Code</b>	PHA
<b>Listed Company</b>	PUBLIC HOLDINGS (AUSTRALIA) LIMITED
<b>Waiver Number</b>	WLC160365-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Public Holdings (Australia) Limited ("Company") of all of the issued capital of Mobilicom Limited ("Mobilicom") ("Acquisition"), and the proposed issue of at least 50,000,000 and up to 100,000,000 fully paid ordinary shares in the issued capital of the Company ("Share") under a public offer to raise at least \$5,000,000 and up to \$10,000,000 ("Capital Raising"), ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 11 to the extent necessary to permit the exercise price of up to 11,873,131 unquoted options with exercise prices of between \$0.022 and \$0.057 ("Exchange Options"), to be issued to the current employees of Mobilicom ("Mobilicom Employees") in exchange for the cancellation of existing Mobilicom options held by the Mobilicom Employees, in conjunction with the Capital Raising, not to be at least \$0.20, subject to the following conditions.</p> <p>1.1. The exercise price of the Exchange Options is not less than \$0.02 each.</p> <p>1.2. The terms and conditions of the Exchange Options are clearly disclosed in the notice of meeting pursuant to which the Company will seek the approval required under listing rule 11.1.2 in respect of the Acquisition and in the prospectus to be issued in respect of the Capital Raising ("Prospectus").</p> <p>1.3. The Company's shareholders approve the exercise price of the Exchange Options in conjunction with the approval obtained under listing rule 11.1.2 in respect of the Acquisition.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>If an entity seeking admission to the official list has options on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all the securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b></p> <p>The Company will issue the Exchange Options to the employees of Mobilicom in exchange for the cancellation of existing Mobilicom options on issue. The exercise price of the Exchange Options will be below the issue price under the Prospectus. This is because the exercise price is calculated to ensure the economic interest of the option holders remain unchanged as a result. The waiver is granted on the basis that the Exchange Options will represent a small proportion (between 2.62% - 2.94% dependent upon funds raised) of the Company's fully diluted issued capital. The percentage on a post-fundraising basis is not considered material and the existence of the unquoted options will not undermine the integrity of the 20 cent rule.</p>

<b>Rule Number</b>	1.4.2
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-003
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 1.4.2 to the extent necessary to permit the Fund's notice of meeting and explanatory memorandum dated 25 August 2016 (the "Information Memorandum") not to include a statement that it contains all the information required under section 1013C of the Corporations Act 2001 (Cth), on condition that Centuria Capital Limited ("CNI") provides a statement to the market that it is in compliance with listing rule 3.1 at the time the Fund is admitted to the official list of ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX as an ASX Listing is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of listing rule 1.4. For entities using an information memorandum, it is a requirement under listing rule 1.4.1 that the information memorandum include a statement that all the information that would be required under section 710 of the Corporations Act (or section 1013C of the Corporations Act if the entity is a trust) if the information memorandum were a prospectus offering for subscription the same number of securities for which quotation will be sought, is contained in the information memorandum. This supports the requirement that the information memorandum contain prospectus-standard information, which provides a platform for continuous disclosure.</p> <p><b>Present Application</b>  The Fund is a newly formed entity and is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in Centuria Capital Group. No new capital is being raised and no new assets will be acquired by CNI in connection with the stapling proposal. Furthermore, the Fund, upon implementation of the stapling proposal, will have the same security holders and business activities as CNI. It is considered that the information memorandum details the design, implementation and terms of the stapling proposal, and this coupled with CNI's continuous disclosure obligations provides sufficient information for CNI shareholders and the market of the stapling proposal. The waiver is granted on the condition that CNI confirms that it is in compliance with listing rule 3.1 at the time the Fund is admitted to the official list of ASX.</p>

<b>Rule Number</b>	1.4.7
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-004
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 1.4.7 to the extent necessary to permit the Information Memorandum not to include a statement that Centuria Capital Group ("Group") has not raised any capital for the three months before the date of issue of the Information Memorandum and will not need to raise capital in the three months after the date of issue of the Information Memorandum.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX as an ASX Listing is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of listing rule 1.4. This provides a platform for continuous disclosure which is necessary to keep the market adequately informed. For entities using an information memorandum, it is one of the requirements of listing rule 1.4.7 that the information memorandum states that the entity has not raised capital in the 3 months preceding the date of issue of the information memorandum and will not raise capital in the 3 months after the date of issue of the information memorandum. This statement is intended to demonstrate that the entity has no need for capital. If an entity needs to raise capital at or around the time of its listing, it should do so under a prospectus or Product Disclosure Statement. This supports the primacy of a full form offer document of one of those types as a new entity's basic listing document for the purposes of listing rule 1.1 condition 3, and that subscribers to a fundraising conducted in conjunction with a listing proposal should do so under a high quality disclosure document under the Corporations Act. Where there is no need for a fundraising, it is not necessary to require the entity to issue such a document, and it is sufficient for an information memorandum (with an equivalent level of disclosure to a full form prospectus) to be provided.</p> <p><b>Present Application</b>  The Fund is a newly formed entity and is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed Centuria Capital Limited ("CNI") and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in the Group. As the Fund is a newly established entity it has not raised funds since establishment, other than a nominal raising to settle the Fund. The Fund will not raise any new capital in connection with the stapling proposal. The waiver is granted to permit the requirement of listing rule 1.4.7 not to be complied with as the Fund's listing is not, in substance, a new listing, and there is no need to deprive the newly formed Group of the ability to raise capital given that CNI would have been able to do so.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-005
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 2.1 condition 2 to the extent necessary not to require the issue price or value of each unit in the Fund to be at least 20 cents, on condition that each unit in the Fund is stapled to an ordinary share in Centuria Capital Limited ("CNI").
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> For quotation of securities of an entity seeking admission to the official list of ASX, under listing rule 2.1 condition 2, the issue or sale price of those securities must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p><b>Present Application</b> The Fund is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in Centuria Capital Group. As the admission tests were satisfied by CNI at the time of its listing, and on the basis of no new capital being raised, no new assets being acquired and no new security holders being introduced in connection with the stapling proposal, it is not necessary to reapply those tests to the Fund. The waiver is granted on condition that every unit of the Fund is stapled to an ordinary share in CNI.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	14/10/2016
<b>ASX Code</b>	PHA
<b>Listed Company</b>	PUBLIC HOLDINGS (AUSTRALIA) LIMITED
<b>Waiver Number</b>	WLC160365-002
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Public Holdings (Australia) Limited ("Company") of all of the issued capital of Mobilicom Limited ("Acquisition"), and the proposed issue of at least 50,000,000 and up to 100,000,000 fully paid ordinary shares in the issued capital of the Company ("Share") under a public offer to raise at least \$5,000,000 and up to \$10,000,000 ("Capital Raising"), ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of at least 50,000,000 and up to 100,000,000 shares proposed to be issued pursuant to a prospectus as part of the Capital Raising ("Capital Raising Shares") not to be at least \$0.20 per Share, subject to the following conditions.</p> <p>1.1. The issue price of the Capital Raising Shares is at least \$0.02 per Share.</p> <p>1.2. The terms of this waiver are immediately disclosed to the market and are clearly disclosed in the notice of meeting and in the prospectus.</p> <p>1.3. The Company's shareholders approve the issue price of the Capital Raising Shares in conjunction with the approval obtained under listing rule 11.1.2 in respect of the Acquisition.</p> <p>1.4. The terms of the Acquisition and Capital Raising have not materially changed (as determined by ASX in its absolute discretion) from those as announced by the Company on 6 June 2016.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 2.1 condition 2 requires that the issue or sale price of all securities that an entity, at the time of its application for admission to the official list, seeks to have quoted must be at least 20 cents. The requirement demonstrates that the entity can raise funds at a price, or that its securities have a minimum value, suitable for a listed entity.</p> <p><b>Present Application</b>  Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	11/10/2016
<b>ASX Code</b>	AKM
<b>Listed Company</b>	ASPIRE MINING LIMITED
<b>Waiver Number</b>	WLC160348-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Aspire Mining Limited (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit Noble Resources International Pte Ltd or its wholly owned subsidiaries ("Noble") to maintain, by way of a right to participate in any issue of shares or to subscribe for shares, its percentage relevant interest in the issued share capital of the Company (the "Top-Up Right") in respect of a diluting event which occurs on the following conditions:</p> <p>1.1. The Top-Up Right lapses on the earlier of:</p> <p>1.1.1. the date on which Noble ceases to hold in aggregate at least a 5% relevant interest in the Company (other than as a result of shares (or equity securities) to which the Top-Up Right applies and in respect of which Noble is still entitled to exercise, or has exercised, the Top-Up Right);</p> <p>1.1.2. Noble's relevant interest in the Company exceeds 25%; or</p> <p>1.1.3. the strategic relationship between the Company and Noble ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Top-Up Right may only be transferred to an entity that satisfies the definition of Noble.</p> <p>1.3. Any securities issued under the Top-Up Right are offered to Noble for cash consideration that is:</p> <p>1.3.1. no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration); or</p> <p>1.3.2. equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).</p> <p>1.4. The number of securities that may be issued to Noble under the Top-Up Right in the case of any diluting event must not be greater than the number required in order for Noble to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Top-Up Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Top-Up Right.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally listing rule 7.1.</p> <p><b>Present Application</b> A strategic relationship has been established between the Company and Noble since November 2011 whereby the Company has utilised Noble's expertise in coal, transport and logistics as well as project funding assistance for the development of the Company's Ovoot coking coal project. The Company and Noble also operate a</p>

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50/50 joint venture agreement in relation to the exploration and development of the Company's Nuurstei Project thereby extending the relationship beyond a purely financial arrangement. In 2015, the Company and Noble entered into a binding term sheet which included a top-up right which allows the strategic investor to participate in future placements of securities on equal terms with other parties to whom securities are offered to the extent necessary for the strategic investor to maintain its percentage shareholding. ASX's policy permits listed entities to enter into agreements of this nature with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The nature of the relationship between the listed entity and the shareholder in this case is consistent with this policy. The Company and Noble now wish to extend the strategic relationship and top-up right until 17 March 2017. The top up right is conditional upon the right not being transferred outside the corporate group of Noble. The top-up right also ends if the strategic relationship with Noble ceases or its interest in the Company falls below 5% or increases above 25%.

<b>Rule Number</b>	6.18
<b>Date</b>	5/10/2016
<b>ASX Code</b>	HGG
<b>Listed Company</b>	HENDERSON GROUP PLC.
<b>Waiver Number</b>	WLC160358-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Henderson Group PLC (the "Company") a waiver from listing rule 6.18 to the extent necessary to permit Dai-ichi Life Insurance Company, Limited of Japan ("Dai-ichi") to maintain, by way of a right to participate in any issue of shares or to subscribe for shares, its percentage relevant interest in the issued share capital of the Company (the "Anti-Dilution Right") in respect of a diluting event which occurs following the proposed transaction between the Company and Janus Capital Group, Inc. ("Janus") ("Proposed Transaction"), on the following conditions.</p> <p>1.1. The Anti-Dilution Right lapses on the earlier of:</p> <p>1.1.1. the date on which Dai-ichi ceases to hold in aggregate at least a 9% relevant interest in the Company (other than as a result of shares (or equity securities) to which the Anti-Dilution Right applies and in respect of which Dai-ichi is still entitled to exercise, or has exercised, the Anti-Dilution Right);</p> <p>1.1.2. Dai-ichi's relevant interest in the Company exceeding 25%; or</p> <p>1.1.3. the strategic relationship between the Company and Dai-ichi ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Anti-Dilution Right may only be transferred to an entity that satisfies the definition of an Affiliated Transferee pursuant to the Amended and Restated Investment and Strategic and Co-operation Agreement ("Agreement").</p> <p>1.3. Any securities issued under the Anti-Dilution Right are offered to Dai-ichi for cash consideration that is:</p> <p>1.3.1. no more favourable than cash consideration paid by third parties (in the case of issues of securities to third parties for cash consideration); or</p> <p>1.3.2. equivalent in value to non-cash consideration offered by third parties (in the case of issues of securities to third parties for non-cash consideration).</p> <p>1.4. The number of securities that may be issued to Dai-ichi under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Dai-ichi to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally listing rule 7.1.</p> <p><b>Present Application</b> The Company expects that it will shortly enter into an agreement to</p>

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acquire 100% of the issued capital of Janus. Dai-ichi currently holds an approximate 19.8% shareholding in Janus which equates to 8.9% in the Company. Dai-ichi proposes to continue its involvement with the Company post-transaction under the terms set out in the Agreement. The Agreement contains a provision in relation to any potential dilution of Dai-ichi's shareholding as a result of the issue of new shares by the Company. Dai-ichi will also provide advice to support achieve the sales of each other's investment products through their respective distribution channels and expertise. Together, this support and involvement constitutes a strategic alliance between the Company and Dai-ichi, which will provide significant benefits to the Company. ASX's policy permits listed entities to enter into agreements of this nature with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The nature of the relationship between the Company and Dai-ichi is consistent with this policy. The Anti-Dilution Right cannot be transferred outside the corporate group of Dai-ichi. The waiver is granted to permit the Anti-Dilution Right while the strategic relationship continues.

<b>Rule Number</b>	6.23.2
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 6.23.2 to the extent necessary to permit Centuria Capital Limited ("CNI") to cancel up to 3,178,642 share rights (the "Existing Rights") granted under CNI's Executive Incentive Plan to directors of CNI, and issue to the directors an equivalent number of replacement share rights (the "Replacement Rights"), being rights to acquire stapled securities, without seeking shareholder approval, on the following conditions.</p> <p>1.1. CNI shareholders approve all necessary resolutions to give effect to the stapling proposal.</p> <p>1.2. Full details of the cancellation of the Existing Rights and the issue of the Replacement Rights are set out to ASX's satisfaction in the Information Memorandum.</p> <p>1.3. The Replacement Rights are issued within 1 month of the Fund being admitted to the official list of ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> The cancellation of options for consideration requires the approval of holders of ordinary securities to prevent option holders from seeking to extract an economic benefit from the listed entity that has granted the options, other than by exercising options according to their terms. This requirement maintains an appropriate balance between the rights of holders of ordinary securities and holders of options and supports the integrity of the ASX market.</p> <p><b>Present Application</b> As part of a restructure, existing share rights held by certain directors of CNI will be cancelled in exchange for an equivalent number of new replacement share rights in Centuria Capital Group ("Group") which entitle the directors to acquire stapled securities, subject to satisfaction of vesting conditions. The vesting conditions and vesting period of the replacement share rights remain the same and CNI shareholders have previously approved the existing rights to directors. CNI shareholders will not be disadvantaged by the issue of the replacement share rights on the condition that there is sufficient disclosure in the notice of meeting and explanatory memorandum and shareholders approve all resolutions necessary to effect the restructure. Accordingly, the requirement to receive separate shareholder approval under listing rule 6.23.2 for the cancellation of existing and issue of new share rights is superfluous.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	13/10/2016
<b>ASX Code</b>	WLF
<b>Listed Company</b>	WOLF MINERALS LIMITED
<b>Waiver Number</b>	WLC160370-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Wolf Minerals Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of 2,114,211 performance rights held by Russell Clark, 824,956 performance rights held by Richard Lucas, 325,36 performance rights held by Emma Hall and 733,478 performance rights held by Rupert McCracken (together, the "Performance Rights") issued under its Performance Rights Plan to allow the Company to increase the vesting period of the Performance Rights for a period of a further 2 years, on condition the Company obtains shareholder approval to amend the terms of the Performance Rights.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            Listing rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market, any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b>            The Company has sought a waiver from listing rule 6.23.3 to enable the Company to amend the terms of certain Performance Rights issued to directors and employees under its Performance Rights Plan to permit the increase of the expiry period of the Performance Rights for a period of a further 2 years. The Performance Rights are unquoted and are not considered excessive in number (representing approximately 0.368% of the Company's fully diluted share capital). The waiver is granted on the basis that the number of Performance Rights are insignificant and the change is subject to shareholder approval.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-006
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate and amount of a distribution need not be advised to ASX when the distribution and record date is announced, on condition that an estimated distribution rate is advised to ASX at that time and the actual rate is advised to ASX as soon as it becomes known.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.24 prescribes that listed entities must follow mandatory timetables for various corporate actions, including the declaration of dividends or distributions. Compliance with timetables ensures that investors are able to determine their entitlements, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p><b>Present Application</b> The Fund is being admitted in connection with a stapling proposal being conducted by an existing listed company. As part of a restructure, units in the Fund are to be stapled to shares of Centuria Capital Limited ("CNI") forming a stapled listed group, which will comprise the Fund and CNI. The group's structure includes a new trust. The Fund must distribute all income for tax reasons but any such amounts can only be estimated before the applicable record date. This waiver allows an estimated distribution rate to be announced by the Fund before the record date, provided that the actual distribution rate is advised to ASX as soon as it becomes known.</p>

<b>Rule Number</b>	7.3.2
<b>Date</b>	13/10/2016
<b>ASX Code</b>	BPF
<b>Listed Company</b>	BULLETPROOF GROUP LIMITED
<b>Waiver Number</b>	WLC160350-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bulletproof Group Limited (the "Company") a waiver from Listing Rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 4,020,967 fully paid ordinary shares (the "Earn Out Shares") pursuant to the agreement to acquire certain assets from Cloud House Limited dated 31 January 2016, not to state that the Earn Out Shares will be issued no later than three months after the date of the meeting on the following conditions.</p> <p>1.1. The Earn Out Shares will be issued no later than 31 March 2018, subject to shareholder approval having been obtained and the relevant milestones as disclosed in the Notice having been achieved.</p> <p>1.2. If the Company releases its annual report during a period in which the Earn Out Shares are issued or remain to be issued, the annual report discloses details of the Earn Out Shares issued in that annual reporting period, the number of the Earn Out Shares that remain to be issued and the basis on which they may be issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Earn Out Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Earn Out Shares issued during the reporting period, the number of Earn Out Shares that remain to be issued and the basis on which the Earn Out Shares may be issued.</p> <p>1.4. The Company immediately releases to the market:</p> <p>1.4.1. the terms of this waiver; and</p> <p>1.4.2. a detailed description of the milestones which must be satisfied for the Earn Out Shares to be issued.</p> <p>1.5. The milestones which must be satisfied for the Earn Out Shares to be issued are not varied.</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 three months after the date of the meeting, or, for court approved reorganisations of capital, no later than three months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

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### Present Application

The Company is proposing to issue the Earn Out Shares to Cloud House Limited in satisfaction of part consideration for the acquisition of certain assets. The issue of the Earn Out Shares is contingent upon the Company satisfying milestones. The Earn Out Shares will be issued in three tranches, and the maximum number of shares to be issued is fixed therefore the degree of dilution is known. The timing of the issue of the Earn Out Shares is outlined in the notice of meeting seeking shareholder approval for the issue of the Earn Out Shares. The period of time over which the Earn Out Shares may be issued is fixed. 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 Earn Out Shares over the relevant period.

<b>Rule Number</b>	8.10
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 8.10 to the extent necessary to permit the responsible entity of the Fund and Centuria Capital Limited ("CNI"), to respectively refuse to register a transfer of:</p> <p>1.1. an ordinary share in CNI if it is not accompanied by a transfer of a unit in the Fund; or</p> <p>1.2. a unit in the Fund if it is not accompanied by a transfer of an ordinary share in CNI.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 8.10 facilitates the transfer procedures for quoted securities. Under the rule, entities must not prevent, delay or interfere with the registration of a transfer document. The requirement protects the integrity of the ASX market and supports the principle that quoted securities are freely transferable, and that the issuer of quoted securities should not have the ability to prevent particular persons from becoming securityholders, other than as required by law or in other limited circumstances.</p> <p><b>Present Application</b>  The Fund is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in the Centuria Capital Group. Units in the Fund and ordinary shares in CNI must always trade together as a stapled security. The waiver enables the issuers of the securities making up the stapled security to ensure that the integrity of the stapled security structure is not compromised by purported off-market transfers of securities of one issuer only. The general principle of listing rule 8.10 is not undermined by the waiver for these limited circumstances.</p>

<b>Rule Number</b>	9.1.3
<b>Date</b>	10/10/2016
<b>ASX Code</b>	NFE
<b>Listed Company</b>	NORTHERN IRON LIMITED
<b>Waiver Number</b>	WLC160363-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Northern Iron Limited (to be renamed Dotz Nano Limited) ("Company") of 100% of the issued capital of Dotz Nano Ltd ("Dotz Nano Israel") ("Acquisition"), subject to resolution 1.5, ASX Limited ("ASX") grants the Company a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to securities to be issued by the Company to the existing shareholders of Dotz Nano Israel ("Dotz Shareholders") as follows.</p> <p>1.1. The shares issued to the Dotz Shareholders who subscribed cash for their shares in Dotz Nano Israel are treated as being held by related or unrelated seed capitalists (as appropriate) of the Company.</p> <p>1.2. Cash formula relief is applicable to the shares in the Company that are issued to the Dotz Shareholders who subscribed directly for their shares in Dotz Nano Israel for cash consideration.</p> <p>1.3. For the purpose of determining the length of the escrow period for shares issued to related party or promoter Dotz Shareholders which are subject to 24 months escrow, the 24 months escrow period will begin on the date of reinstatement to official quotation of the shares in the Company following its recompliance with chapters 1 and 2 of the Listing Rules.</p> <p>1.4. For the purpose of determining the length of the escrow period for shares issued to unrelated Dotz Shareholders which are subject to 12 months escrow, the 12 months escrow period will be deemed to begin on the date on which shares in Dotz Nano were issued to those persons.</p> <p>1.5. Resolutions 1.1 to 1.4 are conditional on the Company acquiring 100% of the issued capital of Dotz Nano Israel and the entire business of Dotz Nano Israel being acquired by the Company.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, 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 9.1.3 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</p>

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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.

Unless ASX decides otherwise, restrictions generally do not apply to securities issued by:

- \* an entity admitted under the profit test;
- \* an entity that has a track record of profitability or revenue that is acceptable to ASX; or
- \* an entity that, in ASX's opinion has a substantial proportion of its assets as tangible assets or assets with a readily ascertainable value.

### Present Application

The Company is acquiring the issued capital of an unlisted technology company. The transaction constitutes a recompliance listing under listing rule 11.1.3 and the Company is required to comply with chapters 1 and 2 of the Listing Rules as if it were applying for admission to the official list for the first time. The securities of the Company issued to the unlisted company shareholders are therefore subject to escrow restrictions in Chapter 9 and Appendix 9B of the Listing Rules on the same basis as a front door listing. The shareholders of the unlisted company are technically for the purposes of their classification under Appendix 9B vendors of a classified asset. If, however, the unlisted company had applied for listing through the front door, its security holders would have been treated under the different classifications of Appendix 9B as promoters, seed capitalists, etc. as applicable to each security holder according to the nature of the relationship between the holder and the unlisted company, and the consideration given by that person for his securities. ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets, and the unlisted entity that is acquired by the listed entity does not return capital, distribute any assets or make any unusual distributions to its shareholders before the acquisition becomes effective. Where there are persons who subscribed cash for securities in an unlisted entity, and those securities are exchanged for securities in a listed entity in a transaction whereby the entire business of the unlisted entity is effectively absorbed by the listed entity, it would be artificial to treat those persons who provided seed capital differently for escrow purposes from seed capitalists of the listed entity. A waiver is granted to permit vendor seed capitalists to be treated as seed capitalists of the Company and cash formula relief applicable using the conversion ratio calculation. The escrow period will be 'backdated' so that the beginning of escrow period for the Company shares will begin on the date shares were originally issued to unrelated seed capitalists by the vendor.

<b>Rule Number</b>	9.1.3
<b>Date</b>	12/10/2016
<b>ASX Code</b>	PVL
<b>Listed Company</b>	POWERHOUSE VENTURES LIMITED
<b>Waiver Number</b>	WLC160347-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Powerhouse Ventures Limited (the "Company") a waiver from listing rule 9.1.3 to the extent necessary to apply the restrictions in paragraphs 1 and 2 of Appendix 9B to the shares ("Shares") initially issued to Powerhouse Venture Managers Limited ("PVML") as a custodian on behalf of various shareholders ("Shareholders") which were subsequently transferred to the Shareholders.</p> <p>1.1. The shares in the Company issued to PVML on behalf of the Shareholders who subscribed cash for their shares in the Company are treated as being by related party seed capitalists, unrelated party seed capitalists or promoters of the Company, as appropriate to each shareholder.</p> <p>1.2. Cash formula relief is applicable to those shares that are issued to PVML on behalf of the Shareholders who provided cash consideration for their shares in the Company.</p> <p>1.3. The escrow period for the Shares issued to PVML on behalf of a related party seed capitalist or promoter of the Company and which are subject to 24 months escrow will begin on the first date of quotation of the Company's securities.</p> <p>1.4. For the purpose of determining the length of the escrow period for the Shares issued to an unrelated seed capitalist of the Company, the 12 month escrow period (if any) will be deemed to begin on the date on which the Shares in the Company were issued to PVML on behalf of the Shareholders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering or a re-compliance listing, 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 9.1.3 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.</p>

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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.

Unless ASX decides otherwise, restrictions generally do not apply to securities issued by:

- 1.1. an entity admitted under the profit test;
- 1.2. an entity that has a track record of profitability or revenue that is acceptable to ASX; or
- 1.3. an entity that, in ASX's opinion has a substantial proportion of its assets as tangible assets or assets with a readily ascertainable value.

### Present Application

Certain shares were issued by the Company and held on trust by PVML, a wholly owned subsidiary of the Company as a custodian for respective shareholders. The shares of the Company to be issued to the shareholders are therefore subject to the escrow restrictions in Chapter 9 and Appendix 9B of the Listing Rules. The shareholders are technically, for the purposes of their classification under Appendix 9B, vendors of a classified asset. If, however, the Company had held these assets directly, the holders of shares and options would have been treated under the different classifications of Appendix 9B as promoters, seed capitalists, etc. as applicable to each security holder according to the nature of the relationship between the holder and the Company, and the consideration given by that person for their securities. ASX will apply escrow restrictions on a 'look through' basis where there is a scrip-for-scrip acquisition of an unlisted entity that holds classified assets, and the unlisted entity that is acquired by the listed entity does not return capital, distribute any assets or make any unusual distributions to its shareholders before the acquisition becomes effective. In such situations it would be artificial to treat those persons who provided seed capital differently for escrow purposes from seed capitalists of the listed entity. A waiver is granted to permit vendor seed capitalists to be treated as seed capitalists of the Company and cash formula relief applicable. The escrow period will be 'backdated' so that the beginning of escrow period for the Company shares will begin on the date shares were originally issued to unrelated seed capitalists by the vendor. This upholds the principle of the listing rule escrow regime that seed capitalists should have a portion of their securities free from escrow based on their cash contribution, and that unrelated seed capitalists should be subject to escrow only for a period of 12 months beginning when they contribute their cash.

<b>Rule Number</b>	9.7
<b>Date</b>	7/09/2016
<b>ASX Code</b>	PWW
<b>Listed Company</b>	POWER RESOURCES LIMITED
<b>Waiver Number</b>	WLC160364-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Power Resources Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to change the executed restriction agreement between the Company and K2fly NL ("K2fly") in respect of 16,000,000 fully paid ordinary shares in the Company which are classified as restricted securities and subject to escrow for a period of 12 months from the date of issue (the "Consideration Shares") to enable K2fly to make a pro rata in specie distribution to its shareholders ("K2fly Shareholders") by means of an equal reduction of capital (the "In Specie Distribution"), on the following conditions.</p> <p>1.1. K2fly shareholders approve the In Specie Distribution in accordance with section 256C(1) the Corporations Act 2001 (Cth).</p> <p>1.2. All the Consideration Shares are distributed by K2fly to its shareholders, such that K2fly holds no shares in the Company following completion of the In Specie Distribution.</p> <p>1.3. For the purpose of determining the length of the escrow period for the Consideration Shares issued to related party or promoter K2fly Shareholders which are subject to 24 months escrow, the 24 months escrow period will begin on the effective date of the In Specie Distribution and the Company obtains an appropriate undertaking from its share registry in accordance with listing rule 9.5.</p> <p>1.4. For the purpose of determining the length of the escrow period for the Consideration Shares issued to unrelated K2fly Shareholders and convertible noteholders which are subject to 12 months escrow, the 12 months escrow period will begin on the effective date of the In Specie Distribution and the Company obtains an appropriate undertaking from its share registry in accordance with listing rule 9.5.</p> <p>1.5. The Company and every K2fly shareholder and, where applicable, the controller of each K2fly shareholder, enter into new restriction agreements in respect of the Consideration Shares to be distributed to each K2fly shareholder, and the Company provides copies of correctly executed restriction agreements to ASX in respect of all the Consideration Shares, before any Consideration Shares may be transferred to any K2fly shareholder.</p> <p>1.6. The Company immediately announces details of the proposed In Specie Distribution to the market, including the number of Consideration Shares to be distributed by K2fly to its shareholders, and the fact that the Consideration Shares are to remain subject to escrow.</p> <p>1.7. The Company makes an announcement regarding completion of the In Specie Distribution following despatch of the Consideration Shares to K2fly shareholders.</p>
<b>Basis For Decision</b>	Underlying Policy Securities issued in certain circumstances, including in consideration for the acquisition of classified assets from related or unrelated vendors prior to an initial public offering, are classified as

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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 9.1.3, 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. Under listing rule 9.7, for the duration of the escrow period applying to restricted securities in accordance with listing rule 9.1.3, there is a prohibition on changing the restriction agreement or releasing securities from the custodian or holding lock arrangements. Listing Rule 9.7 supports the effectiveness of the escrow regime in Chapter 9 of the Listing Rules.

### Present Application

The Company will acquire classified assets from an unlisted entity, K2fly as part of a transaction which caused the Company to be required to re-comply with Chapters 1 and 2 of the Listing Rules. K2fly will receive restricted shares in the Company as consideration for the assets. K2fly proposes to distribute all the Company shares it receives as consideration for the assets to its shareholders by way of a pro rata in specie distribution. The Company proposes to enter into new restriction agreements with each shareholder of K2fly in respect of the parcel of restricted shares that each such shareholder receives pursuant to the in specie distribution. Their shares will remain escrowed for the balance of the original escrow period ending either 12 months or 24 months after the effective date of the in specie distribution depending on their classification in Appendix 9B. Although the in specie distribution will result in a change in beneficial ownership of the restricted shares, the ownership of those restricted shares passes to the shareholders of K2fly in direct proportion to their shareholding in K2fly itself, and they all must enter into individual restriction agreements in relation to the parcels of restricted securities that they will receive. The restricted securities will remain subject to escrow for the original period or longer. The carrying out of the in specie distribution on this basis does not detract from the effectiveness of the escrow restrictions.

<b>Rule Number</b>	10.1
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-008
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 10.1 to the extent necessary to permit the transfer of substantial assets between Centuria Capital Limited ("CNI") and the Fund (and their respective wholly owned subsidiaries) without security holder approval, on condition that each ordinary share in CNI is stapled to a unit in the Fund, and neither CNI nor the Fund issue any other equity securities that are not stapled to corresponding securities of the other component of the stapled securities.
<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 securityholders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to 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 Fund is being admitted in connection with a stapling proposal being conducted by an existing listed entity. As part of a restructure, units in the Fund will be distributed in specie to shareholders in already listed CNI and stapled to ordinary shares in CNI on a 1:1 basis to form stapled securities in Centuria Capital Group ("Group"). Substantial assets may be transferred between the entities comprising the Group and their wholly-owned subsidiaries. The waiver is granted on the basis that whilst such transfers may trigger a change in the legal ownership of an asset, there will be no change in the economic interest of holders of the stapled securities.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	6/10/2016
<b>ASX Code</b>	TEX
<b>Listed Company</b>	TARGET ENERGY LIMITED
<b>Waiver Number</b>	WLC160369-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Target Energy Limited ("the Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant security over its interest in the petroleum project located in Howard Country and Glasscock County, Texas USA, known as the Fairway Project ("Fairway Project") in favour of Little Breton Nominees Pty Ltd (ACN 008 813 956) as trustee for The CKG Rowe Family Trust A/C, Gunz Pty Limited (ACN 008 935 724) as trustee for the Gunz Superannuation Fund A/C and Petroe Exploration Services Pty Limited (ACN 081 252 780) as trustee for the Haaleroe Trust ("Lenders") ("Director Security") pursuant to security documents relating to loans from these parties totalling \$145,000 ("Director Loans") ("Security Documents"), without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security Documents include a term that if an event of default occurs and the Lenders exercise their rights under the Director Security, none of the Lenders nor any of their associates can acquire any legal or beneficial interest in an asset of the Company or its subsidiaries in full or part satisfaction of the Company's obligations under the Security Documents, or otherwise deal with the assets of the Company or its subsidiaries, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver, or receiver or manager (or analogous person) appointed by the Lenders exercising their power of sale under the Director Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to the Lenders in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Director Loans and Security Documents are made in each annual report of the Company during the term Director Security.</p> <p>1.3. Any variation to the terms of the Director Loans or the Security Documents which are:</p> <p>1.3.1. not minor changes; or</p> <p>1.3.2. inconsistent with the terms of the waiver, must be subject to shareholder approval.</p> <p>1.4. The Company must seek to discharge the Director Security when the funds advanced under the Director Loans are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Director Security for any further loan 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 Director Loans and the discharge of the Director Security, including the timeframe within which it expects the repayment and discharge to occur.</p>

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<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 entered into secured loan agreements in relation to a total of \$145,000 loaned by three separate entities. Each of the lender companies are controlled by a director of the Company and therefore each lender is regarded as a related party of the Company. The Company has provided an equal second ranking security interest over the Company's interest in the Fairway Project. 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 agreements is exercised, neither 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 sufficient safeguard against value-shifting to the related parties or an associate of the related parties.</p>
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<b>Rule Number</b>	10.13.3
<b>Date</b>	13/10/2016
<b>ASX Code</b>	DYL
<b>Listed Company</b>	DEEP YELLOW LIMITED
<b>Waiver Number</b>	WLC160353-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Deep Yellow Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting ("Notice") to approve the issue of a maximum of \$126,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 5 business days on which shares traded up to but excluding the 20th of each month in which the Directors' fees or remuneration accrued.</p> <p>1.3. The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, listing rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the Directors (or their nominees) in lieu of remuneration in their capacities as the directors of the Company. The Remuneration Shares are to be issued within 12 months of the meeting. Although, the maximum number of Remuneration Shares to be issued is unknown at the time of shareholder approval, as the number of Remuneration Shares to be issued will be determined by the 5 day VWAP up to but excluding the 20th of each month prior to their issue, the maximum time for issue of the shares is fixed and the expected dilution of the Company's share capital following the issue of the shares is under 2%, the waiver is considered appropriate. The waiver is granted on the condition that the securities are issued within the timeframe stipulated, terms of the waiver are released to the market no later than the time of the release of the notice of meeting and the annual report discloses details of the relevant securities that have been issued.

<b>Rule Number</b>	10.13.3
<b>Date</b>	5/10/2016
<b>ASX Code</b>	MGT
<b>Listed Company</b>	MAGNETITE MINES LIMITED.
<b>Waiver Number</b>	WLC160359-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Magnetite Mines Limited ("the "Company") a waiver from listing rule 10.13.3 to permit the Company's notice of general meeting ("Notice") to approve the issue of up to 10,000,000 unquoted options with an exercise price equal to the 15 day volume weighted average price of the Company's shares immediately prior to 31 December 2016 and expiring on a date which is 5 years from the date of issue to Mr Gordon Toll (or his nominees), a director and Chief Executive Officer of the Company, in lieu of directors fees and remuneration ("31 December Options") not to state that the 31 December Options will be issued no later than one month after the date of the meeting ("Meeting"), subject to the following conditions:</p> <p>1.1 The 31 December Options are issued no later than 9 January 2017, being approximately 7 weeks from the date of the meeting and 5 business days from the date on which the exercise price of the 31 December Options becomes known, and otherwise on the same terms as approved by shareholders at the Meeting.</p> <p>1.2 The Notice contains the full terms and conditions of the 31 December Options.</p> <p>1.3 The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, listing rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at its annual general meeting for, inter alia, the issue of 10,000,000 unquoted options to Mr Gordon Toll (or his nominees) in lieu of remuneration in his capacity as a director and Chief Executive Officer of the Company. Although the number of options to be issued is known, the exercise price of the options will be based on the 15 day VWAP immediately prior to 31 December 2016 and will therefore not be known at the time of shareholder approval. The number of options to be issued is known and the maximum time for issue of the options is 7 weeks from the date of shareholder approval which is not considered excessive. The waiver is granted on the condition that the securities are issued within the timeframe stipulated and the terms of the waiver are released to the market.

<b>Rule Number</b>	10.13.5
<b>Date</b>	13/10/2016
<b>ASX Code</b>	DYL
<b>Listed Company</b>	DEEP YELLOW LIMITED
<b>Waiver Number</b>	WLC160353-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Deep Yellow Limited (the "Company") a waiver from listing rule 10.13.5 to the extent necessary to permit Company's notice of general meeting ("Notice") to approve the issue of a maximum of \$126,000 worth of shares to the Company's directors ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to state (1) the issue price and (2) that the Remuneration Shares will be issued no later than one month after the date of the meeting and subject to the following conditions.</p> <p>1.1. The Notice states that the Remuneration Shares will be issued within 12 months after shareholder approval is obtained.</p> <p>1.2. The Notice states that the number of Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the volume weighted average price of the underlying shares for the 5 business days on which shares traded up to but excluding the 20th of each month in which the Directors' fees or remuneration accrued.</p> <p>1.3. The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p> <p>1.4. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.5. The Company's annual report for any period during which the shares are issued to the Directors (or their nominees), discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company proposes to seek security holder approval at the annual general meeting for the issue of shares to the Directors (or their nominees) in lieu of remuneration or fees in their capacities as directors of the Company. The issue price of the shares to be issued is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders.

<b>Rule Number</b>	10.13.5
<b>Date</b>	12/10/2016
<b>ASX Code</b>	NML
<b>Listed Company</b>	NAVARRE MINERALS LIMITED
<b>Waiver Number</b>	WLC160362-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Navarre Minerals Limited ("the "Company") a waiver from listing rule 10.13.5 to permit the Company's notice of annual general meeting ("Notice") to approve the issue of a maximum of \$317,024 worth of fully paid ordinary shares to the Company's directors (or their nominees) ("Directors") in lieu of directors remuneration and fees ("Remuneration Shares") not to include a fixed issue price, subject to the following conditions.</p> <p>1.1. The Notice states that the issue price of the Remuneration Shares to be issued to the Directors (or their nominees) will be calculated based on the higher of \$0.05 or the volume weighted average price of the Company's shares for the last 5 days on which sales in shares were recorded before the date of the annual general meeting.</p> <p>1.2. The Notice contains the full terms and conditions of the Remuneration Shares.</p> <p>1.3. The Company's annual report for any period for which the Remuneration Shares are issued to the Directors (or their nominees) discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.4. The Company releases the terms of this waiver to the market at the same time the Notice is released to the market by way of a separate announcement.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval at the general meeting for the issue of shares to the Company directors (or their nominees) in lieu of remuneration in their capacity as directors and managing director of the Company. The Remuneration Shares are to be issued within 1 month of shareholder approval and in one tranche. Although the maximum value of Remuneration Shares to be issued is known (\$317,024) at the time of shareholder approval, the number of Remuneration</p>

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	<p>Shares to be issued will be calculated based the higher of \$0.05 and a 5 day VWAP prior to the date of the annual general meeting. The maximum time for issue of the shares is fixed and the expected dilution of the Company's share capital following the issue of the shares is not expected to be excessive in view of the entity's security price and the dollar value of the grant. Where the degree of dilution is not expected to be excessive, 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. The waiver is granted on the condition that the securities are issued within the timeframe stipulated, terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.</p>
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<b>Rule Number</b>	10.14
<b>Date</b>	12/10/2016
<b>ASX Code</b>	CNI
<b>Listed Company</b>	CENTURIA CAPITAL GROUP
<b>Waiver Number</b>	WLC160346-010
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centuria Capital Fund (the "Fund") a waiver from listing rule 10.14 to the extent necessary to permit Centuria Capital Limited ("CNI") to cancel up to 3,178,642 share rights (the "Existing Rights") granted under CNI's Executive Incentive Plan to directors of CNI, and issue to the directors an equivalent number of replacement share rights (the "Replacement Rights"), being rights to acquire stapled securities, without seeking shareholder approval, on the following conditions.</p> <p>1.1. CNI shareholders approve all necessary resolutions to give effect to the stapling proposal.</p> <p>1.2. Full details of the cancellation of the Existing Rights and the issue of the Replacement Rights are set out to ASX's satisfaction in the information memorandum.</p> <p>1.3. The Replacement Rights are issued within 1 month of the Fund being admitted to the official list of ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p> <p><b>Present Application</b> As part of the stapling proposal, existing performance rights held by certain directors will be cancelled in exchange for an equivalent number of new replacement share rights which entitle the directors rights to acquire stapled securities, subject to satisfaction of vesting conditions. The vesting conditions and vesting period of the replacement share rights remain the same and CNI shareholders have previously approved the existing rights to the directors. CNI shareholders will not be disadvantaged by the issue of the replacement share rights on the condition that there is sufficient disclosure in the notice of meeting and explanatory memorandum and shareholders approve all resolutions necessary to effect the stapling proposal. Accordingly, the requirement to receive separate shareholder approval under listing rule 10.14 for the cancellation of existing and issue of new share rights is superfluous. The replacement share rights must be issued no later than 1 month after the Fund is admitted to the official list of ASX.</p>

<b>Rule Number</b>	10.14
<b>Date</b>	12/10/2016
<b>ASX Code</b>	PVL
<b>Listed Company</b>	POWERHOUSE VENTURES LIMITED
<b>Waiver Number</b>	WLC160347-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Powerhouse Ventures Limited (the "Company") a waiver from listing rule 10.14 to the extent necessary to permit the Company to issue, without shareholder approval, up to NZ\$100,000 and NZ\$75,000 of fully paid ordinary shares under the Company's Retention Scheme and up to NZ\$175,000 and NZ\$87,500 of fully paid ordinary shares under the Company's Performance Scheme to the Company's Managing Director, Stephen Hampson and Chief Financial Officer and Executive Director, Paul Viney, respectively, on the following conditions.</p> <p>1.1. The Prospectus issued in connection with the Company's initial public offering contains the information required by listing rule 10.15A in respect of each the proposed issue.</p> <p>1.2. In each case, the date by which the Company will issue the shares must be no later than three years from the date of its admission to the official list.</p> <p>1.3. Details of any Shares issued to each of Mr Stephen Hampson and Paul Viney under the Retention Scheme and Performance Scheme are published in each annual report of the Company relating to a period in which the shares have been issued.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties, even if pursuant to their participation in an employee incentive scheme. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p> <p><b>Present Application</b> The Company intends to grant performance rights to the Company's Managing Director, Stephen Hampson and Chief Financial Officer and Executive Director, Paul Viney under the Company's Retention Scheme and Performance Scheme. Under listing rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to three years. The notice of meeting must contain the information required by listing rule 10.15 or listing rule 10.15A. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who subscribe under the IPO, with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval. The Company's Prospectus does contain adequate disclosure about the proposed issue of shares to Mr Stephen Hampson and Mr Paul Viney. The performance rights must be issued within 3 years of the</p>

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Company's admission to the official list of ASX, which is consistent with the requirements of listing rule 10.15A, and details of any shares issued to Mr Stephen Hampson and Mr Paul Viney under the Retention Scheme and Performance Scheme must be published in each annual report of the Company relating to a period in which the shares are issued, to keep shareholders informed about the participation of the recipients in the Schemes.

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<b>Rule Number</b>	10.15A.2
<b>Date</b>	7/10/2016
<b>ASX Code</b>	EVN
<b>Listed Company</b>	EVOLUTION MINING LIMITED
<b>Waiver Number</b>	WLC160354-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Evolution Mining Limited ("Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the resolution in the Company's 2016 notice of annual general meeting ("AGM Notice") seeking shareholder approval for the purposes of Listing Rule 10.14 in relation to the share rights to be allocated to non-executive directors under the Company's Non-Executive Director Equity Plan not to state a maximum number of share rights that may be allocated to the non-executive directors, on condition that the AGM Notice sets out the method by which the number of shares to be allocated will be calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15A.8
<b>Date</b>	7/10/2016
<b>ASX Code</b>	EVN
<b>Listed Company</b>	EVOLUTION MINING LIMITED
<b>Waiver Number</b>	WLC160354-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Evolution Mining Limited ("Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the resolution in the notice of AGM seeking shareholder approval for the purposes of listing rule 10.14, for participation by the Company's non-executive directors in the non-executive director equity plan ("NED Equity Plan"), to state that the non-executive directors in office from time to time may participate in the NED Equity Plan.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule ensures a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14.</p> <p><b>Present Application</b> The Company proposes to seek security holder approval for the issue of securities to non-executive directors, pursuant to the NED Equity Plan. Participation in the NED Equity Plan by each non-executive director in office from time to time is compulsory. There is no particular concern that directors may acquire shares on advantageous terms by their being able to participate in the plan in common with other non-executive directors. The share rights to be issued to future non-executive directors have identical terms to those share rights proposed to be issued to existing directors subject to shareholder approval. Any incoming directors are not in a position of influence during the formulation of the incentive plan.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	5/10/2016
<b>ASX Code</b>	SHL
<b>Listed Company</b>	SONIC HEALTHCARE LIMITED
<b>Waiver Number</b>	WLC160368-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Sonic Healthcare Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice") in relation to resolutions seeking shareholder approval pursuant to listing rule 10.14 for the grant of options and performance rights under the Company's Employee Option Plan and Performance Rights Plan to Dr Colin Goldschmidt and Mr Chris Wilks, not to state the maximum number of options and performance rights that may be granted, on condition that the Notice states the method by which the number of options and performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	13/10/2016
<b>ASX Code</b>	CZA
<b>Listed Company</b>	COAL OF AFRICA LIMITED
<b>Waiver Number</b>	WLC160351-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Coal of Africa Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2016 notice of annual general meeting (the "Notice") in relation to the resolutions seeking security holder approval pursuant to listing rule 10.14 for the issue of performance rights under the Company's Performance Rights Plan valued at ZAR11,067,437 to Mr Brown and Mr Shutte (the "Participating Directors"), not to state a maximum number of securities that may be issued to the Participating Directors, on condition that the Notice states the method by which the number of securities to be issued is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.



<b>Rule Number</b>	10.15.2
<b>Date</b>	10/10/2016
<b>ASX Code</b>	CGC
<b>Listed Company</b>	COSTA GROUP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC160352-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Costa Group Holdings Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting, in relation to the issue of performance rights ("Rights") under the Company's short term incentive plan pursuant to listing rule 10.14, not to state a maximum number of Rights that may be issued to the Company's Managing Director and Chief Executive Officer, Mr Harry Debney, on condition that the notice states the method by which the number of Rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	5/10/2016
<b>ASX Code</b>	GTY
<b>Listed Company</b>	GATEWAY LIFESTYLE GROUP
<b>Waiver Number</b>	WLC160356-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Gateway Lifestyle Group (the "Group") a waiver from listing rule 10.15.2 to the extent necessary to permit the Group's notice of annual general meeting (the "Notice"), in relation to the resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance grants to the Group's Chief Executive Officer, Mr Trent Ottawa and the Chief Financial Officer, Mr John Wong under the Group's Equity Incentive Plan, not to state the maximum number of securities that may be granted, on the condition that the Notice sets out the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	5/10/2016
<b>ASX Code</b>	MYX
<b>Listed Company</b>	MAYNE PHARMA GROUP LIMITED
<b>Waiver Number</b>	WLC160360-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting (the "AGM Notice"), in relation to a resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance shares to the Company's Managing Director and Chief Executive Officer, Mr Scott Richards (the "CEO"), under the Company's Employee Share Loan Scheme, not to state the maximum number of securities that may be granted to the CEO, on condition that the AGM Notice sets out the method by which the number of securities to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	12/10/2016
<b>ASX Code</b>	SGH
<b>Listed Company</b>	SLATER & GORDON LIMITED
<b>Waiver Number</b>	WLC160367-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Slater & Gordon Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2016 notice of annual general meeting (the "Notice") in relation to the resolution seeking securityholder approval pursuant to listing rule 10.14 for the grant of Service Rights to the Company's Chief Executive Officer Mr Andrew Greech not to state a maximum number of securities that may be issued to Mr Greech, on condition that the Notice states the method by which the number of securities to be issued is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	10.15.2
<b>Date</b>	13/10/2016
<b>ASX Code</b>	WLF
<b>Listed Company</b>	WOLF MINERALS LIMITED
<b>Waiver Number</b>	WLC160370-002
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Wolf Minerals Limited (the "Company") a waiver from listing rule 10.15.2 to the extent necessary to permit the Company's 2016 notice of annual general meeting (the "Notice") in relation to the resolutions seeking security holder approval pursuant to listing rule 10.14 for the issue of securities under the Company's Directors' Share Plan in respect of \$648,586 in total directors' fees and salary to John Hopkins, Ronnie Beevor, Nicholas Clarke, Chris Corbett, Don Newport and Michael Wolley, not to state a maximum number of securities that may be issued, on condition that the Notice states the method by which the number of securities to be issued is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	4/10/2016
<b>ASX Code</b>	BMZ
<b>Listed Company</b>	BLACK MOUNTAIN RESOURCES LIMITED
<b>Waiver Number</b>	WLC160349-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Black Mountain Resources Limited (the "Company") of a 100% interest in GLF Holdings Limited, which holds a 100% interest in Namakera Mining Company Limited from African Phosphate Pty Ltd ("African Phosphate") ("Transaction"), ASX Limited ("ASX") grants the Company a waiver from listing rule 14.7 to permit the Company to issue:</p> <p>1.1. 4,978,803 fully paid ordinary shares to Jonah Resource Holdings Limited;</p> <p>1.2. 27,641,577 fully paid ordinary shares to Richmond Partners Masters Limited;</p> <p>1.3. 570,000 fully paid ordinary shares to LB International Limited;</p> <p>1.4. 9,500,000 fully paid ordinary shares to the shareholders of African Phosphate;</p> <p>1.5. 5,500,000 fully paid ordinary shares to JC Trust Pty Ltd (or its nominees); and</p> <p>1.6. 3,500,000 fully paid ordinary shares to Langleycourt Properties Limited and Alpha Corporate Services (Bermuda) Limited (or their nominees), (together the "Related Party Shares") as approved by the Company's shareholders at the general meeting held on 15 August 2016 ("Meeting"), later than one month after the date of the Meeting, on the following conditions:</p> <p>1.7. The Related Party Shares are issued no later than 31 October 2016 and otherwise on the same terms as approved by shareholders on 15 August 2016.</p> <p>1.8. The terms of this waiver are released to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p><b>Present Application</b></p> <p>Listing rule 10.3.3 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 1 month of the date of the shareholders' meeting. Listing rule 10.13.3 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. Listing rule 14.7 ensures that an issue of securities approved by security holders</p>

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conforms to the terms on which security holder approval for the issue was obtained. The Company's securities have been continuously suspended from quotation since 10 September 2015, and will remain suspended pending completion of the Transaction. The final stage of the Transaction involves the issue of up to 51,690,380 fully paid ordinary shares as consideration for the Transaction, up to 45,000,000 fully paid ordinary shares at an issue price of \$0.10 to raise up to \$4,500,000 by way a prospectus, 15,474,800 fully paid ordinary shares and 2,500,000 unquoted options exercisable at \$0.125 each on or before 30 June 2019 to be issued in satisfaction of debt obligations. The Company sought and received shareholder approval under listing rule 10.11 for the issue of the Related Party Shares at a general meeting held on 15 August 2016. In accordance with listing rule 10.13.3, the notice of meeting stated that the Company would issue the shares no later than one month after the date of the meeting, being 15 September 2016. On 22 August 2016 the Australian Securities and Investment Commission ("ASIC") issued an interim stop order in respect of the Company's prospectus. ASIC revoked the interim stop order on 23 September 2016. Due to the interim stop order the Company was not able to issue the Related Party Shares by 15 September 2016. Due to delays in the completion of the Transaction, the Company is granted a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the Related Party Shares by 31 October 2016. The maximum number of shares to be issued is fixed and the potential degree of dilution to existing shareholders is known. The additional time requested is not excessive in the context of the Transaction, and the Company's securities remain continuously suspended since 10 September 2015 until the Transaction is complete. Accordingly there has not been any material change to the Company's circumstances since the date of shareholder approval.

<b>Rule Number</b>	14.7
<b>Date</b>	7/10/2016
<b>ASX Code</b>	NCO
<b>Listed Company</b>	NAMIBIAN COPPER NL
<b>Waiver Number</b>	WLC160361-001
<b>Decision</b>	<p>1. Subject to Resolutions 2 and 3, and based solely on the information provided, in connection with the proposed acquisition by Namibian Copper NL (the "Company") of 100% of the issued share capital of Ausnet Real Estate Services Pty Ltd ("Ausnet"), ASX Limited ("ASX") grants 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 20 July 2016, the following securities later than 1 month and 3 months (as applicable) after the date of shareholder approval:</p> <p>1.1. 200,000,000 post-consolidation shares to Ausnet shareholders or their nominees, vendors to the Acquisition;</p> <p>1.2. 66,666,667 post-consolidation performance shares to the Ausnet shareholders or their nominees;</p> <p>1.3. up to 290,000,000 post- consolidation shares to raise up to \$5,800,000 as part of a capital raising;</p> <p>1.4. 50,000,000 pre-consolidation options and 50,000,000 pre-consolidation shares to Richmond Food Systems Pty Ltd ATF The Monterey Trust (an entity controlled by a current director, Ross Cotton);</p> <p>1.5. 38,666,667 incentive performance shares (in aggregate) amongst proposed directors as follows:</p> <p>1.5.1. Paul Niardone - 12,333,334</p> <p>1.5.2. Philip Re - 10,333,333</p> <p>1.5.3. Adam Davey - 8,000,000</p> <p>1.5.4. John Kolenda - 8,000,000; and</p> <p>1.6. 8,000,000 incentive performance shares to current director, Ross Cotton,</p> <p>or their respective nominees (together, the "Acquisition Securities") on the conditions set out in resolutions 2 and 3.</p> <p>2. The Acquisition Securities are issued no later than 20 December 2016 and otherwise on the same terms as approved by shareholders on 20 July 2016.</p> <p>3. 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>	14.11
<b>Date</b>	6/10/2016
<b>ASX Code</b>	GTY
<b>Listed Company</b>	GATEWAY LIFESTYLE GROUP
<b>Waiver Number</b>	WLC160355-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Gateway Lifestyle Group (the "Group") a waiver from listing rule 14.11 to the extent necessary to permit the Group not to comply with the voting exclusion statement in the notice of annual general meeting containing a resolution for the ratification of the prior issue of 16,746,969 stapled securities to certain institutional securityholders (the "Resolution") so that the votes of securityholders who participated in the issue may be counted, to the extent only that those holders are acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the issue ("Nominee Holders"), on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders how to vote on the Resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.11
<b>Date</b>	5/10/2016
<b>ASX Code</b>	MYX
<b>Listed Company</b>	MAYNE PHARMA GROUP LIMITED
<b>Waiver Number</b>	WLC160360-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mayne Pharma Group Limited (the "Company") a waiver from listing rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of annual general meeting containing a resolution for the ratification of the prior issue of 191,300,000 fully paid ordinary shares (the "Issue"), so that the votes of security holders who participated in the Issue may be counted, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who did not participate in the Issue (the "Nominee Holders"), on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Issue, nor are they an associate of a person who participated in the Issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against the resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.11
<b>Date</b>	12/10/2016
<b>ASX Code</b>	RMS
<b>Listed Company</b>	RAMELIUS RESOURCES LIMITED
<b>Waiver Number</b>	WLC160366-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ramelius Resources Limited (the "Company") a waiver from listing rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement for the resolution seeking shareholder approval for the ratification of the prior issue of 50,000,000 fully paid ordinary shares under an institutional placement ("Placement") so that the votes of shareholders who participated in the Placement may be counted, to the extent only that those holders are acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the Placement (the "Nominee Holders"), on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.</p> <p>1.2. The beneficiaries direct the Nominee Holders to vote for or against the resolution.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.