



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

**1 to 15 July 2018**

**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 12
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 1.1 condition 12 to permit the Company to have the following options issued under the Company's Employee Option Rights Plan ('Replacement Employee Options'), with an exercise price of less than \$0.20:</p> <p>1.1. 3,106 options with a nil exercise price, granted in 2015, vesting before 31 December 2019;</p> <p>1.2. 1,511 options with a nil exercise price, granted in 2016, vesting on or before 31 December 2020;</p> <p>1.3. 1,369 options with a nil exercise price, granted in 2017, vesting on or before 31 December 2021;</p> <p>1.4. 1,247 options granted prior to listing in 2018, with a nil exercise price, vesting on or before 31 December 2022;</p> <p>1.5. 413 options with an exercise price of \$US 49 (0.063 AUD per CDI), vesting on or before 31 December 2019; and</p> <p>1.6. 129 options with an exercise price of US\$124 (0.16 AUD per CDI), vesting on or before 31 December 2020, with each option exercisable from the later of 24 months from the listing and its vesting date, for a period of 6 months from the date.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Exercise price of options must be at least 20 cents. This supports Listing Rule 2.1 condition 1 (the terms of a listed entity's main class of securities must comply with chapter 6 and demonstrates quality and support for a listed entity's securities in the ASX market.</p> <p><b>Present Application</b> Post completion of the IPO, the Company will have 7,775 employee stock options on issue over common stock with an exercise price of less than 20 cents. The options are issued to employees under the Company's Virtual Share Option Plan. The options will represent a relatively small proportion (approximately 5.49%) of the Company's fully diluted issued capital on a post offer basis and 6.4% on an undiluted basis, and the ordinary shares in respect of these options are already on issue. The percentage on a post-fundraising basis is not insignificant, however, it is considered that the Company has sound reasons for requiring the waiver. Under the Virtual Share Option Plan, an IPO is considered an exit event entitling the beneficiaries to a cash payment claim against the Company unless it opts to replace the payment through a grant of securities including options. The Company has chosen to issue replacement options over issued ordinary shares. The Company is seeking to raise \$70 million, which if successful will demonstrate a level of support for its securities in the ASX market. It is considered appropriate to grant the waiver in the circumstances.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-001
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from listing rule 1.1 condition 12 to permit the Company to have 1,325,000 options on issue under the Company's 2012 Equity Incentive Plan ('2012 Plan'), with an exercise price of less than \$0.20 per option (being AUD 0.129 per option) on or before 19 July 2022, as follows:</p> <p>1.1 75,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.2 150,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.3 150,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.4 300,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.5 75,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.6 300,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022;</p> <p>1.7 150,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022; and</p> <p>1.8 125,000 options with and exercise price of \$AUD 0.129 expiring on 19 July 2022.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>The exercise price of options must be at least 20 cents. This rule supports Listing Rule 2.1 condition 1 (the terms of a listed entity's main class of securities must comply with chapter 6). Compliance with this rule demonstrates quality and support for a listed entity's securities in the ASX market.</p> <p><b>Present Application</b></p> <p>After the IPO the Company will have 1,325,000 options issued under its 2003 Plan to employees, directors and consultants, with an exercise price of AUD 0.129 per option which is less than the \$0.20 price required by Listing Rule 1.1 Condition 12. These options will represent only 1.04% of the Company's securities on a fully diluted basis and 1.19% on an undiluted basis, as such, they represent a relatively small amount of the Company's total issued capital. The Company is seeking to raise approximately \$53m, which if successful will indicate a level of support for its securities in the market. The percentage on a post fundraising basis is not considered material and the existence of the options will not undermine the integrity of the 20 cent rule. It is considered appropriate to grant a waiver in the circumstances. The waiver is granted on condition that the Company does not issue any further options that do not comply with the Listing Rules without the prior written consent of the ASX.</p>

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	4/07/2018
<b>ASX Code</b>	SRR
<b>Listed Company</b>	SHAW RIVER MANGANESE LIMITED
<b>Waiver Number</b>	WLC180177-001
<b>Decision</b>	<p>Based solely on the information proved, in relation to the agreement entered into between Shaw River Manganese Limited (the "Company") and the shareholders of Rolhold Pty Ltd ("Rolhold") to acquire 100% of Rolhold ("Acquisition") and the public offer to raise up to \$5,500,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* 250,000,000 fully paid ordinary shares at \$0.02 each ("Capital Raising Shares"), together with one free attaching option expiring 3 years from the date of issue, exercisable at \$0.04 each on a one for five basis ("Public Offer Options") pursuant to a public offer made under a prospectus ("Public Offer");</li> <li>* 122,500,000 Shares to Rolhold vendors;</li> <li>* 50,000,000 performance shares ("Performance Shares") to Advino Pty Ltd;</li> <li>* 7,500,000 Shares to Great Sandy Pty Ltd ("Great Sandy Shares");</li> <li>* an aggregate of 20,000,000 Shares ("Conversion Shares") and 20,000,000 free attaching options expiring 3 years from the date of issue, exercisable at \$0.04 each on a one for one basis ("Conversion Options") to the holders of convertible notes issued by Rolhold;</li> <li>* 10,000,000 Shares and 15,000,000 unquoted options exercisable at \$0.03 each expiring three years from the date of issue to the proponents of the DOCA, Otsana Capital Pty Ltd ("Otsana") ("Otsana Options");</li> </ul> <p>ASX Limited ("ASX") grants a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the exercise price of up to 50,000,000 Public Offer Options, 20,000,000 Conversion Options and 15,000,000 Otsana Options proposed to be issued not to be at least \$0.20, on the following conditions.</p> <p>1.1. The exercise price of the Public Offer Options, the Conversion Options and the Otsana Options is not less than the capital raising price of \$0.02;</p> <p>1.2. Security holders specifically approve the exercise price of the Public Offer Options, Conversion Options and Otsana Options as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 ("the Issuer") a waiver from Condition 11 of listing rule 1.8 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must be approved to act as an issuer of quoted securities under the operating rules of an approved clearing and settlement (CS) facility, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The debt securities of the Issuer being quoted are wholesale debt securities. The debt securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

<b>Rule Number</b>	1.8 condition 11
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from Condition 11 of listing rule 1.8 to the extent that the Notes need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must be approved to act as an issuer of quoted securities under the operating rules of an approved clearing and settlement (CS) facility, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The debt securities of the Issuer being quoted are wholesale debt securities. The debt securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>

<b>Rule Number</b>	2.1 condition 2
<b>Date</b>	4/07/2018
<b>ASX Code</b>	SRR
<b>Listed Company</b>	SHAW RIVER MANGANESE LIMITED
<b>Waiver Number</b>	WLC180177-002
<b>Decision</b>	<p>Based solely on the information proved, in relation to the agreement entered into between Shaw River Manganese Limited (the "Company") and the shareholders of Rolhold Pty Ltd ("Rolhold") to acquire 100% of Rolhold ("Acquisition") and the public offer to raise up to \$5,500,000 and the issue of the following securities:</p> <ul style="list-style-type: none"> <li>* 250,000,000 fully paid ordinary shares at \$0.02 each ("Capital Raising Shares"), together with one free attaching option expiring 3 years from the date of issue, exercisable at \$0.04 each on a one for five basis ("Public Offer Options") pursuant to a public offer made under a prospectus ("Public Offer");</li> <li>* 122,500,000 Shares to Rolhold vendors;</li> <li>* 50,000,000 performance shares ("Performance Shares") to Advino Pty Ltd;</li> <li>* 7,500,000 Shares to Great Sandy Pty Ltd ("Great Sandy Shares");</li> <li>* an aggregate of 20,000,000 Shares ("Conversion Shares") and 20,000,000 free attaching options expiring 3 years from the date of issue, exercisable at \$0.04 each on a one for one basis ("Conversion Options") to the holders of convertible notes issued by Rolhold;</li> <li>* 10,000,000 Shares and 15,000,000 unquoted options exercisable at \$0.03 each expiring three years from the date of issue to the proponents of the DOCA, Otsana Capital Pty Ltd ("Otsana") ("Otsana Options");</li> </ul> <p>ASX Limited ("ASX") grants a waiver from listing rule 2.1 condition 2 to the extent necessary to permit the issue price of the Capital Raising Shares issued under the Public Offer not to be at least \$0.20 each on the following conditions:</p> <ol style="list-style-type: none"> <li>1.1. the issue price of the Capital Raising Shares is not less than \$0.02 each ("Issue Price");</li> <li>1.2. Security holders approve the Issue Price of the Capital Raising Shares as part of the approvals obtained under listing rule 11.1.2 for the Acquisition.</li> </ol>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 ("the Issuer") a waiver from Condition 3 of listing rule 2.1 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.</p>



<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from Condition 3 of listing rule 2.1 to the extent necessary that the Trust's securities need not satisfy CHESS requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.
<b>Basis For Decision</b>	<p>Underlying Policy CHESS requirements relating to an entity's securities must be satisfied, except in jurisdiction where entity's securities cannot be CHESS approved - supports integrity of ASX market.</p> <p>Present Application Securities of entity to be settled outside of CHESS - waiver granted on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 ("the Issuer") a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The Issuer issues other debt securities that are not to be quoted on ASX. With respect to an issue of debt securities not quoted on ASX, the entity has to tell ASX but does not have to lodge an Appendix 3B. The information required by an Appendix 3B would not be relevant for an issue of such securities. The entity must still notify ASX of an issue of debt securities to be quoted on ASX and lodge an Appendix 3B in order to maintain an informed market.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must tell ASX of issue of securities - if issue is not a bonus issue or pro rata issue entity must give ASX an Appendix 3B - entity must tell ASX if any securities are restricted securities or subject to voluntary escrow - maintains informed market.</p> <p><b>Present Application</b> With respect to an issue of Notes not quoted on ASX entity must tell ASX but does not have to lodge Appendix 3B - entity must notify ASX of an issue of Notes quoted on ASX and lodge Appendix 3B - maintains informed market.</p>

<b>Rule Number</b>	6.16
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 6.16 to the extent necessary to permit the Company to have certain warrants arising from warrant agreements dated 16 March 2016 and 12 April 2018, which are convertible into shares according to a specific conversion mechanism described in the Company's prospectus (the "Kreos Warrants") and 7,775 employee option rights exercisable over existing Company shares with various issue prices and expiry dates, also as described in the Company's prospectus (the "Replacement Employee Options") on the following conditions.</p> <p>1.1. The Company releases the full terms of the Kreos Warrants and Replacement Employee Options to the market as part of its pre-quotation disclosure.</p> <p>1.2. The Company includes a summary of the Kreos Warrants and Replacement Employee Options in the Prospectus, including details of the maximum number of shares/CDIs that may be issued on exercise of the Kreos Warrants and Replacement Employee Options (or how that number may be calculated).</p> <p>1.3. The Company does not issue further options under its Employee Option Rights Plan without amendments to ensure the terms comply with the Listing Rules;</p> <p>1.4. The Company does not issue any further Warrants that do not comply with the Listing Rules under the Warrant Agreements dated 16 March 2016 and 12 April 2018.</p> <p>1.5. The Company releases the terms of this waiver to the market as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of an option holder to be changed to comply with Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22 (Reorganisation of Options), and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p><b>Present Application</b> The Company is incorporated in Germany. Its Virtual Share Option Plan and Kreos Warrants were drafted in compliance with German Law. The Company has issued options to employees under the Virtual Share Option Plan and warrants under Kreos Warrant Agreements. The options and warrants account for approximately 6.23% (Kreos Warrant 0.74%, Virtual Share Option Plan 5.49%) of the Company's fully diluted issued capital on a post-offer basis. The waiver permits the existing non-compliant options to remain on issue, but options issued in the future must also comply with ASX's requirements. A waiver to permit existing options and warrants to remain on issue is considered appropriate in the circumstances.</p>

<b>Rule Number</b>	6.16
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-002
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from Listing Rule 6.16 to the extent necessary to permit the Company to have no more than 14,348,776 options on issue under the 2012 Equity Incentive Plan ("2012 Plan") and no more than 27,607 options on issue under its 2003 Equity Incentive Plan ("2003 Plan") that do not comply with Listing Rules 6.16, 6.19, 6.21 and 6.22 and to permit such options to continue to be governed by the terms of the 2012 Plan and the 2003 Plan respectively, on the following conditions:</p> <p>(a) the Company amends its 2012 Plan so that it is appropriate for a company listed on the ASX and complies with Listing Rules 6.16, 6.19, 6.21 and 6.22;</p> <p>(b) the Company does not grant any further incentives or employee securities that do not comply with the ASX Listing Rules without the prior written consent of the ASX; and</p> <p>(c) the Company releases the full terms of the 2012 Plan (original and as amended) and the 2003 Plan as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.16 requires that option terms must permit the rights of the option holder to be changed to comply with the Listing Rules applying to a reorganisation of capital. This rule enhances compliance with the substantive rules, such as Listing Rule 7.22 (Reorganisation of Options), and ensures that options on issue can have their terms changed in compliance with the Listing Rules in force at the time of the reorganisation of capital (if the Listing Rules have been amended).</p> <p><b>Present Application</b> The Company is incorporated in Delaware and its existing employee option plans comply with Delaware Corporate Law. The options were not issued at a time when the Company was contemplating listing on the ASX. The options represent only 11.47% of the Company's total issued capital on a post IPO fully diluted basis. This percentage while not insignificant, is within the realm of percentages ASX has granted similar waivers for in the past. It is considered appropriate to grant the waiver in the circumstances. The waiver is subject to certain conditions, including that any future options or incentives the Company intends to issue must comply with the ASX Listing Rules.</p>

<b>Rule Number</b>	6.18
<b>Date</b>	2/07/2018
<b>ASX Code</b>	HIG
<b>Listed Company</b>	HIGHLANDS PACIFIC LIMITED
<b>Waiver Number</b>	WLC180171-001
<b>Decision</b>	<p>1. Based solely on the information provided, and pursuant to the subscription and relationship agreement ("Subscription and Relationship Agreement") between Highlands Pacific Limited (the "Company") and Cobalt 27 Capital Corp. ("Cobalt 27"), ASX Limited ("ASX") grants the Company a waiver from listing rule 6.18 to the extent necessary to permit Cobalt 27 to maintain, by way of a right to participate in any issue of securities or to subscribe for securities, its percentage 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 Cobalt 27 ceases to hold in aggregate at least 10% voting power 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 Cobalt 27 is still entitled to exercise, or has exercised, the Top Up Right);</p> <p>1.1.2. the date on which Cobalt 27's voting power in the Company exceeds 19.9%;</p> <p>or</p> <p>1.1.3. the strategic relationship between the Company and Cobalt 27 ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Top Up Right may only be transferred to a related body corporate of Cobalt 27.</p> <p>1.3. Any securities issued under the Top Up Right offered to Cobalt 27 must be issued to Cobalt 27 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 Cobalt 27 under the Top Up Right in the case of any diluting event must not be greater than the number required in order for Cobalt 27 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> <p>1.6. The Company immediately releases the terms of the waiver to the market.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally listing rule 7.1.</p>

## Register of ASX Listing Rule Waivers

### Present Application

The Company has entered into an agreement with Cobalt 27 pursuant to which Cobalt 27 agrees to work collaboratively to identify mutually beneficial investment opportunities in the Asia Pacific region in relation to cobalt, nickel and other strategic metals as long as Cobalt 27 and its related bodies hold in aggregate 10% or more of the issued share capital in the Company ("Strategic Alliance"). The Top-Up Right allows Cobalt 27 to participate in future placements of securities on equal terms with other parties to whom securities are offered to the extent necessary for Cobalt 27 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 Top Up Right also lapses if the strategic relationship with Cobalt 27 ceases or its interest in the Company falls below 10% or exceeds 19.9%.

<b>Rule Number</b>	6.19
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 6.19 to the extent necessary to permit the Company to have warrants arising from Warrant Agreements dated 16 March 2016 and 12 April 2018 ("the Kreos Warrants") and certain options issued under the Company's Employee Option Rights Plan ("Replacement Employee Options") on issue that do not comply with these rules on the following conditions.</p> <p>1.1. The Company releases the full terms of the Kreos Warrants and Replacement Employee Options to the market as part of its pre-quotation disclosure.</p> <p>1.2. The Company includes a summary of the Kreos Warrants and Replacement Employee Options in the prospectus dated 6 June 2018, including details of the maximum number of shares/CDIs that may be issued on exercise of the Kreos Warrants and Replacement Employee Options (or how that number may be calculated).</p> <p>1.3. The Company does not issue further options under its Employee Option Rights Plan without amendments to ensure the terms comply with the Listing Rules;</p> <p>1.4. The Company does not issue any further warrants that do not comply with the Listing Rules under the warrant agreements dated 16 March 2016 and 12 April 2018.</p> <p>1.5. The Company releases the terms of this waiver to the market as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Option terms must set out the holder's rights to participate in a new issue without exercising the option or state there are no such rights. This rule informs both holders of issued securities and holders of options of the potential participation of option holders in new issues.</p> <p><b>Present Application</b> The Company is incorporated in Germany. Its Employee Option Rights Plan and Kreos Warrants were drafted in compliance with German Law. The Company has issued option rights to employees under the Employee Option Rights Plan and warrants under the Kreos Warrant Agreements. The options and warrants account for approximately 6.23% (Kreos Warrants 0.74%, Replacement Employee Options 5.49%) of the Company's fully diluted issued capital on a post-offer basis. The waiver permits the existing non-compliant options to remain on issue, but options issued in the future must also comply with ASX's requirements.</p>



<b>Rule Number</b>	6.19
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-003
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from Listing Rule 6.19 to the extent necessary to permit the Company to have no more than 14,348,776 options on issue under the 2012 Equity Incentive Plan ("2012 Plan") and no more than 27,607 options on issue under its 2003 Equity Incentive Plan ("2003 Plan") that do not comply with Listing Rules 6.16, 6.19, 6.21 and 6.22 and to permit such options to continue to be governed by the terms of the 2012 Plan and the 2003 Plan respectively, on the following conditions:</p> <p>(a) the Company amends its 2012 Plan so that it is appropriate for a company listed on the ASX and complies with Listing Rules 6.16, 6.19, 6.21 and 6.22;</p> <p>(b) the Company does not grant any further incentives or employee securities that do not comply with the ASX Listing Rules without the prior written consent of the ASX; and</p> <p>(c) the Company releases the full terms of the 2012 Plan (original and as amended) and the 2003 Plan as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Option terms must set out the option holder's rights to participate in a new issue without exercising the option, or alternatively they must state that there are no such rights. This rule informs both holders of issued securities and holders of options of the potential participation of option holders in new issues of securities.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and its existing employee option plans comply with Delaware Corporate Law. The options were not issued at a time when the Company was contemplating listing on the ASX. The options represent 11.47% of the Company's total issued capital on a post IPO fully diluted basis. This percentage is not considered material, and is within the realm of percentages ASX has granted similar waivers for in the past. It is considered appropriate to grant the waiver in the circumstances. The waiver is subject to certain conditions, including that any future options or incentives the Company intends to issue must comply with the ASX Listing Rules.</p>

<b>Rule Number</b>	6.21
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 6.21 to the extent necessary to permit the Company to have warrants arising from warrant agreements dated 16 March 2016 and 12 April 2018 ("the Kreos Warrants") and certain options issued under the Company's Employee Option Rights Plan ("Replacement Employee Options") on issue that do not comply with these rules on the following conditions.</p> <p>1.1. The Company releases the full terms of the Kreos Warrants and Replacement Employee Options to the market as part of its pre-quotation disclosure.</p> <p>1.2. The Company includes a summary of the Kreos Warrants and Replacement Employee Options in the prospectus dated 6 June 2018, including details of the maximum number of shares/CDIs that may be issued on exercise of the Kreos Warrants and Replacement Employee Options (or how that number may be calculated).</p> <p>1.3. The Company does not issue further options under its Employee Option Rights Plan without amendments to ensure the terms comply with the Listing Rules;</p> <p>1.4. The Company does not issue any further Warrants that do not comply with the Listing Rules under the warrant agreements dated 16 March 2016 and 12 April 2018.</p> <p>1.5. The Company releases the terms of this waiver to the market as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option unless the right is permitted under listing rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Germany and is subject to German legal requirements. The Company has a number of options and warrants on issue which have been drafted in compliance with the requirements of German law. The waiver permits the existing non-compliant options and warrants to remain on issue, but options and warrants issued in the future must also comply with ASX's requirements.</p>

<b>Rule Number</b>	6.21
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-004
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from Listing Rule 6.21 to the extent necessary to permit the Company to have no more than 14,348,776 options on issue under the 2012 Equity Incentive Plan ("2012 Plan") and no more than 27,607 options on issue under its 2003 Equity Incentive Plan ("2003 Plan") that do not comply with Listing Rules 6.16, 6.19, 6.21 and 6.22 and to permit such options to continue to be governed by the terms of the 2012 Plan and the 2003 Plan respectively, on the following conditions:</p> <p>(a) the Company amends its 2012 Plan so that it is appropriate for a company listed on the ASX and complies with Listing Rules 6.16, 6.19, 6.21 and 6.22;</p> <p>(b) the Company does not grant any further incentives or employee securities that do not comply with the ASX Listing Rules without the prior written consent of the ASX; and</p> <p>(c) the Company releases the full terms of the 2012 Plan (original and as amended) and the 2003 Plan as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 6.21 provides that options must not confer the right to a change in the exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option unless the right is permitted under Listing Rule 6.22. An option's terms must contain a statement of any rights the option holder has to a change in the exercise price of the option, or a change to the number of underlying securities over which the option can be exercised. This rule ensures that the balance between rights of holders of issued securities and holders of options is maintained.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and its existing employee option plans comply with Delaware Corporate Law. The options were not issued at a time when the Company was contemplating listing on the ASX. The options represent 11.47% of the Company's total issued capital on a post IPO fully diluted basis. This percentage while not insignificant, is within the realm of percentages ASX has granted similar waivers for in the past. It is considered appropriate to grant the waiver in the circumstances. The waiver is subject to certain conditions, including that any future options or incentives the Company intends to issue must comply with the ASX Listing Rules.</p>

<b>Rule Number</b>	6.22
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 6.22 to the extent necessary to permit the Company to have warrants arising from warrant agreements dated 16 March 2016 and 12 April 2018 ("the Kreos Warrants") and certain options issued under the Company's Employee Option Rights Plan ("Replacement Employee Options") on issue that do not comply with these rules on the following conditions.</p> <p>1.1. The Company releases the full terms of the Kreos Warrants and Replacement Employee Options to the market as part of its pre-quotation disclosure.</p> <p>1.2. The Company includes a summary of the Kreos Warrants and Replacement Employee Options in the prospectus dated 6 June 2018, including details of the maximum number of shares/CDIs that may be issued on exercise of the Kreos Warrants and Replacement Employee Options (or how that number may be calculated).</p> <p>1.3. The Company does not issue further options under its Employee Option Rights Plan without amendments to ensure the terms comply with the Listing Rules;</p> <p>1.4. The Company does not issue any further Warrants that do not comply with the Listing Rules under the warrant agreements dated 16 March 2016 and 12 April 2018.</p> <p>1.5. The Company releases the terms of this waiver to the market as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Options must not confer a right to change in exercise price or a change in the number of securities issued on exercise if it also permits a right to participate in new issues without exercising the option - maintains a balance between rights of holders of issued securities and holders of options. It provides certainty to the rights of holders of issued securities and holders of options as to terms of the options or how the terms may be varied.</p> <p><b>Present Application</b></p> <p>The Company was incorporated under the laws of Germany and is subject to German legal requirements. The Company has a number of options and warrants on issue which have been drafted in compliance with the requirements of German law. The waiver permits the existing non-compliant options to remain on issue, but options issued in the future must also comply with ASX's requirements.</p>

<b>Rule Number</b>	6.22
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-005
<b>Decision</b>	<p>Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from Listing Rule 6.22 to the extent necessary to permit the Company to have no more than 14,348,776 options on issue under the 2012 Equity Incentive Plan ("2012 Plan") and no more than 27,607 options on issue under its 2003 Equity Incentive Plan ("2003 Plan") that do not comply with Listing Rules 6.16, 6.19, 6.21 and 6.22 and to permit such options to continue to be governed by the terms of the 2012 Plan and the 2003 Plan respectively, on the following conditions:</p> <p>(a) the Company amends its 2012 Plan so that it is appropriate for a company listed on the ASX and complies with Listing Rules 6.16, 6.19, 6.21 and 6.22;</p> <p>(b) the Company does not grant any further incentives or employee securities that do not comply with the ASX Listing Rules without the prior written consent of the ASX; and</p> <p>(c) the Company releases the full terms of the 2012 Plan (original and as amended) and the 2003 Plan as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An option which confers a right to change in exercise price or a change in the number of securities issued on exercise must do so in accordance with the formula stipulated in the Listing Rules. This rule maintains the balance between the rights of holders of issued securities and holders of options.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and its existing employee option plans comply with Delaware Corporate Law. The options were not issued at a time when the Company was contemplating listing on the ASX. The options represent 1.04% of the Company's total issued capital on a post IPO fully diluted basis. This percentage while not insignificant, is within the realm of percentages ASX has granted similar waivers for in the past. It is considered appropriate to grant the waiver in the circumstances. The waiver is subject to certain conditions, including that any future options or incentives the Company intends to issue must comply with the ASX Listing Rules.</p>

<b>Rule Number</b>	6.23.3
<b>Date</b>	4/07/2018
<b>ASX Code</b>	SEH
<b>Listed Company</b>	SINO GAS & ENERGY HOLDINGS LIMITED
<b>Waiver Number</b>	WLC180179-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Sino Gas &amp; Energy Holdings Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to do the following.</p> <p>1.1. Accelerate, without shareholder approval, the vesting of 1,119,057 deferred share entitlements ("Deferred Share Entitlements"), in connection with the proposed scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between the Company and its shareholders ("Scheme") as a result of which all of the ordinary shares in the Company will be acquired by LSF Summertime Investments Ltd ("Lonestar") so that those Deferred Share Entitlements vest on the coming into effect of the Scheme on the following conditions.</p> <p>1.1.1. The Company's shareholders approve by the requisite majority, and a court of competent jurisdiction approves, the Scheme, and the Court's orders are lodged with the Australian Securities and Investments Commission such that the Scheme is made effective.</p> <p>1.1.2. Full details of the proposed treatment of the Deferred Share Entitlements are set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>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>

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	<p>Present Application</p> <p>The Company has entered into a scheme of arrangement which will result in all of the Company's securities being acquired by Lonestar. Lonestar requested that, upon the Scheme becoming effective, the vesting of the Deferred Share Entitlements be accelerated to enable Lonestar to acquire all of the issued share capital of the Company. Accelerating the vesting of the Deferred Share Entitlements will allow the Deferred Share Entitlements holder to participate in the Scheme on the same terms as other shareholders. The Company's shareholders will not be disadvantaged by the accelerated vesting of the Deferred Share Entitlements, as the consideration for shares subsequently transferred to the Deferred Share Entitlements holder will effectively be paid by the acquirer, Lonestar. It is proposed to grant the waiver in respect of the Deferred Share Entitlements, subject to the Company's shareholders and the court approving the Scheme, and details of the proposed treatment of the Deferred Share Entitlements being disclosed in the Scheme booklet.</p>
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<b>Rule Number</b>	6.24
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 ("the Issuer") a waiver from Appendix 6A paragraph 2 to the extent necessary to permit the Issuer to follow a timetable for interest payments outlined in the offering circular dated 8 May 2018 ("Offering Circular"), on condition that on the next business day after an interest payment date the Issuer tells ASX the following.</p> <p>1.1. The record date for the next interest period.</p> <p>1.2. The payment date for the next interest period.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.24 requires an entity to comply with Appendix 6A which prescribes the timetable and information notification requirements for various corporate actions. This requirement ensures that security holders and the market are given timely information regarding their securities, and assists ASX to maintain orderly trading and settlement of securities. Paragraph 2 of Appendix 6A applies to interest payments on quoted debt securities.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. These securities are required to pay interest monthly. The Offering Circular in relation to the securities specifies the record date for the debt securities is five business days before an interest payment date or maturity date. The waiver is granted on the condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made. This requirement ensures that an informed market is maintained.</p>



<b>Rule Number</b>	7.1
<b>Date</b>	10/07/2018
<b>ASX Code</b>	CLW
<b>Listed Company</b>	CHARTER HALL LONG WALE REIT
<b>Waiver Number</b>	WLC180169-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Charter Hall Long WALE REIT ("CLW") a waiver, in relation to a proposal to simplify CLW's structure under which (a) CLW's stapled securities (comprising units in Charter Hall Direct Industrial Fund ("DIF"), Franklin Street Property Trust ("FSPT"), and LWR Finance Trust ("LWR FT")) will be de-stapled from each other, (b) DIF will acquire all of the units in FSPT, (c) the remaining units in DIF and LWR FT will be re-stapled together on a one-for-one basis (forming "New Stapled Securities" in the "New CLW Group"); and (d) FSPT will be removed from the official list of ASX (the "2018 Simplification"), from listing rule 7.1 to the extent necessary to permit the issue of units in DIF in order to effect the 2018 Simplification, under which all the FSPT units are transferred to DIF's custodian in consideration for the issue of new units in DIF, without CLW securityholder approval, on the following conditions:</p> <p>1.1. details of the 2018 Simplification including the proposed issue of DIF units are fully disclosed in the notice of meeting and accompanying documents sent to CLW's securityholders; and</p> <p>1.2. the 2018 Simplification is approved by CLW securityholders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 7.1 protects a listed entity's securityholders against the 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 securityholder approval. The actual number of equity securities that a listed entity may issue without prior ordinary securityholder approval is calculated by reference to a formula in listing rule 7.1, and is approximately 15% of the number of fully paid ordinary securities (although the formula is more complex than this brief description indicates, and is set out in full in listing rule 7.1). A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary securityholder approval are permitted under listing rule 7.2, including listing rule 7.2 exception 1 which states that listing rule 7.1 does not apply to a pro rata issue to ordinary securityholders.</p> <p><b>Present Application</b> CLW is implementing a simplification from its existing three-way stapled structure to a two-way stapled structure. Under the 2018 Simplification, new units in DIF will be issued which will subsequently be consolidated on a ratio to rebalance the number of DIF units on issue to that number that were on issue immediately prior to the 2018 Simplification.</p> <p>The 2018 Simplification is considered to be an internal reorganisation as there will be no change to CLW's underlying assets, and it will not result in any dilution to existing CLW securityholders.</p>

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The requisite disclosures will be provided to CLW securityholders in a notice of meeting (and accompanying explanatory memorandum) containing a resolution to approve the 2018 Simplification for all purposes including item 7 of section 611 of the Corporations Act 2001 (Cth).

The issue of DIF units pursuant to the 2018 Simplification will be made on an equal basis to all CLW securityholders. ASX considers that the policy underpinning listing rule 7.2 exception 1 is not offended in these circumstances.

<b>Rule Number</b>	7.3.2
<b>Date</b>	13/07/2018
<b>ASX Code</b>	HWK
<b>Listed Company</b>	HAWKSTONE MINING LIMITED
<b>Waiver Number</b>	WLC180170-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Hawkstone Mining Limited (the "Company") a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting seeking shareholder approval for the issue of up to a maximum of 125,000,000 shares for nil cash consideration to the vendors ("Deferred Consideration Shares"), in connection with the acquisition by the Company of 100% of the issued capital of USA Lithium Limited ("Acquisition"), not to state that the Deferred Consideration Shares will be issued no later than 3 months after the date of the meeting on the following conditions:</p> <p>1.1 The Deferred Consideration Shares must be issued no later than 36 months from the date that the Company completes the Acquisition, subject to shareholder approval having been obtained;</p> <p>1.2 The Deferred Consideration Shares are issued on the same terms and conditions as approved by the holders of ordinary securities;</p> <p>1.3 For any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Deferred Consideration Shares issued during the reporting period, the number of the Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;</p> <p>1.4 In any half year or quarterly report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period, and the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued; and</p> <p>1.5 The terms of this waiver are immediately disclosed to the market.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b>  Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the entity and the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.</p> <p>The Company has entered into an agreement to acquire USA Lithium Limited in return for consideration of a cash payment of \$250,000 and 250,000,000 fully paid ordinary shares. Those shares are to be issued in two tranches: one tranche of 125,000,000 Deferred Consideration Shares at the date of completion and one tranche of 125,000,000 Deferred Consideration Shares within 36 months of the date of completion, subject to the Company within 36 months from date of completion declaring an inferred resource at Big Sandy of not less than 30Mt at a grade greater than 2,000ppm (or equivalent, subject to a minimum average grade of 1,000ppm lithium).</p> <p>The Company has issued a Notice of Meeting which expressly states that the Deferred Consideration Shares will be issued no later than 36 months after the Company completes the Acquisition, and which sets out the details of the milestone which must be satisfied before the issue of the Deferred Consideration Shares, enabling the shareholders to give their fully informed consent. The maximum period of time for issuing the Deferred Consideration Shares is fixed, and shareholders will be given the opportunity to approve both the issue of the Deferred Consideration Shares and the terms of that issue.</p> <p>Additionally, the milestone in respect of the Deferred Consideration Shares is a genuine, measurable milestone which is connected to</p>
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	the asset being acquired and is appropriate in the circumstances.
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<b>Rule Number</b>	7.3.8
<b>Date</b>	4/07/2018
<b>ASX Code</b>	RXM
<b>Listed Company</b>	REX MINERALS LIMITED
<b>Waiver Number</b>	WLC180176-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Rex Minerals Ltd (the "Company") the following waiver in connection with a share purchase plan being conducted by the Company in accordance with Australian Securities and Investments Commission Class Order 09/425 and pursuant to which each shareholder will be offered up to \$15,000 worth of shares at an issue price of \$0.11 (the "SPP").</p> <p>1.1. A waiver from listing rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of annual general meeting to approve the issue of up to 45 million fully paid ordinary shares under the SPP (the "Resolution") not to include a voting exclusion statement that excludes the votes of any person who may participate in the SPP, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.26.2
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 7.26.2 to the extent necessary to permit the Company's constitution not to have a provision causing former holders of cancelled or forfeited shares to remain liable (in the absence of the approval of the holders of ordinary shares) for any amount called but unpaid on the shares despite the fact that they have been forfeited, on condition that the Company undertakes not to issue partly paid shares without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.26.2 requires that under an entity's constitution, the holder of a partly paid share must remain liable for any amount called but unpaid, despite the fact that the shares have been forfeited, unless approved by holders of ordinary shares pursuant to Listing Rule 7.26.3. This rule supports the binding nature of call obligations for partly paid shares issued by limited liability companies.</p> <p><b>Present Application</b> The Company is incorporated in Germany and German Law does not permit it to include in its Articles of Association the requirements of Listing Rule 7.26.2. The Company has no partly paid shares on issue and will provide ASX with an undertaking not to issue any partly paid shares in the future, without the prior written consent of ASX.</p>

<b>Rule Number</b>	8.2
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 (the "Issuer") a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver of listing rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity is to provide an issuer sponsored subregister for securities except where listing rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>  This is a companion waiver to the waiver from listing rule 2.1 condition 3 granted to the Issuer.</p>



<b>Rule Number</b>	8.2
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver of listing rule 2.1 condition 3 operates.
<b>Basis For Decision</b>	<p>Underlying Policy Entity to provide issuer sponsored subregister for securities except where listing rule 8.2.1 allows for certificated subregister - supports ASX market.</p> <p>Present Application Companion waiver to listing rule 2.1 condition 3.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	10/07/2018
<b>ASX Code</b>	CLW
<b>Listed Company</b>	CHARTER HALL LONG WALE REIT
<b>Waiver Number</b>	WLC180169-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Charter Hall Long WALE REIT ("CLW") the following waiver in relation to a proposal to simplify CLW's structure under which (a) CLW's stapled securities (comprising units in Charter Hall Direct Industrial Fund ("DIF"), Franklin Street Property Trust ("FSPT"), and LWR Finance Trust ("LWR FT") will be de-stapled from each other, (b) DIF will acquire all of the units in FSPT, (c) the remaining units in DIF and LWR FT will be re-stapled together on a one-for-one basis (forming "New Stapled Securities" in the "New CLW Group"); and (d) FSPT will be removed from the official list of ASX (the "2018 Simplification").</p> <p>1.1. A waiver from listing rule 8.10 to the extent necessary to permit Charter Hall WALE Limited, as the responsible entity of DIF and LWR FT, to refuse to register a transfer of a unit that is a component of the New CLW Group if it is not accompanied by a transfer of a unit in the other entity in the New CLW Group.</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> CLW is seeking to simplify its current structure by reducing the number of stapled entities from three to two. Following implementation of the 2018 Simplification, the New CLW Group's securities will trade as stapled securities, consisting of a unit in each of the two remaining schemes. The listing rule 8.10 waiver enables the New CLW Group 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 in these limited circumstances.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-006
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 (the "Issuer") a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes from the date which is 5 business days before an interest payment date or maturity date of the Notes.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESS. The Issuer is required to close the register of a series of debt securities from five business days prior to an interest payment date or maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt securities. The waiver is granted as this is a common arrangement for these types of securities.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes from the date which is 8 calendar days before an interest payment date or maturity date of the Notes.
<b>Basis For Decision</b>	<p>Underlying Policy Entity must not interfere with transfer document relating to quoted securities - protects integrity of ASX market.</p> <p>Present Application Entity required to close register of a series of Notes from the close of business 8 calendar days prior to each distribution date and maturity date - enables register to be up to date on distribution date and maturity date for that series of Notes - common arrangements for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	13/07/2018
<b>ASX Code</b>	LI1
<b>Listed Company</b>	LIBERTY FUNDING PTY LTD IN RESPECT OF THE LIBERTY SERIES 201
<b>Waiver Number</b>	WLC170449-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Liberty Funding Pty Ltd in respect of the Liberty Series 2018-1 (the "Issuer") a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b> The securities of the Issuer being quoted are wholesale debt securities. The likely holders of the debt securities are institutional investors. The waiver is granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	13/07/2018
<b>ASX Code</b>	RT1
<b>Listed Company</b>	RESIMAC TRIOMPHE TRUST IN RESPECT OF RESIMAC PREMIER SERIES
<b>Waiver Number</b>	WLC180175-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the RESIMAC Triomphe Trust (the "Trust") in respect of RESIMAC Premier Series 2018-1 a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESS, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must comply with Appendix 8A - time limits for CHESS requirements - maintains orderly market - supports ASTC Settlement Rules - supports integrity of ASX market.</p> <p><b>Present Application</b> Transaction in entity's securities settled outside CHESS - institutional nature of the likely holders - waiver granted to the extent that transactions are settled outside CHESS.</p>

<b>Rule Number</b>	9.7
<b>Date</b>	11/07/2018
<b>ASX Code</b>	OGA
<b>Listed Company</b>	OCEAN GROWN ABALONE LIMITED
<b>Waiver Number</b>	WLC180174-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Ocean Grown Abalone Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit the Company to allow Lismar Pty Ltd as trustee for the I &amp; C Ricciardi Investment Trust (the "Custodian"), to transfer 900,000 shares in the Company ("Restricted Securities") which are restricted for a period of 24 months until 10 November 2019 ("Escrow Period") under listing rule 9.1.3, equally to the respective family trusts as follows:</p> <p>1.1. 450,000 shares are proposed to be transferred from the I &amp; C Ricciardi Investment Trust to the IP &amp; S Ricciardi Family Trust ("Ian's Family Trust"); and</p> <p>1.2. 450,000 shares are proposed to be transferred from the I &amp; C Ricciardi Investment Trust to the CP Ricciardi Family Trust ("Claude's Family Trust").</p> <p>2. Resolution 1 is subject to the conditions that:</p> <p>2.1. a restriction agreement in the form of Appendix 9A is entered into for the balance of the Escrow Period of the Restricted Securities by the Company and Ian's Family Trust;</p> <p>2.2. a restriction agreement in the form of Appendix 9A is entered into for the balance of the escrow period of the Restricted Securities by the Company and Claude's Family Trust;</p> <p>2.3. a copy of the new restriction agreements are provided to ASX; and</p> <p>2.4. the Company instructs its share registry to immediately reinstate holding locks on the Restricted Securities for the balance of the escrow period and not to remove the holding locks without ASX approval.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	9.7
<b>Date</b>	13/07/2018
<b>ASX Code</b>	SNS
<b>Listed Company</b>	SENSEN NETWORKS LIMITED
<b>Waiver Number</b>	WLC180178-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants SenSen Networks Limited (the "Company") a waiver from listing rule 9.7 to the extent necessary to permit 141,450,407 ordinary fully paid shares which are classified as restricted securities (the "Restricted Securities") and which are subject to escrow for a period of 24 months until 18 October 2019 ("Escrow Period") under listing rule 9.1.3, be transferred from SmartEquity EIS Pty Ltd as trustee for the SenSen Employee Equity Trust to the following holders (collectively the "Holders") on the following conditions:</p> <p>Holder / Restricted Securities in the Company / % of the Restricted Securities under the Original Restriction Agreement</p> <p>Mr. VO, DUC DINH MINH 1,093,421 0.77%  Mr. SOVANI, MANDAR SURESH 874,737 0.62%  Mrs. VADLAPALLI, LALITHA 874,737 0.62%  Mr. DUGGIRALA, PAVAN KUMAR 43,737 0.03%  Mr. DESAI, JIGISH 43,737 0.03%  Mr. REDDY, PRADEEP 43,737 0.03%  Mr. SATYANARAYANA 43,737 0.03%  Mr. GUNAWARDHANA, PRASHAN 43,737 0.03%  Mr. PERNATI, MADAN KUMAR 218,684 0.15%  Mr. SANDHU, AMARDEEP 218,684 0.15%  Mr. ATWAL, HARPREET SINGH 153,079 0.11%  Mr. SANKA, SURENDRANATH 6,997,893 4.95%  Mr. PASIECZNY, ZENON (Director) 23,770,835 16.81%  Mr. VO, DINH MINH NHAT 765,394 0.54%  Mr. KHAMBATTA, FARAM RUSTAM 546,710 0.39%  Mr. SUBHASH CHALLA (Director&amp; CEO) 49,246,967 34.82%  Mr. GALLAUGHER, MATTHEW 984,079 0.70%  Mr. DAVIS, RHYS 984,079 0.70%  Mr. CHAKRAVARTY, PUNARJAY 918,473 0.65%  Mr. ANDLAY, PEEYUSH 874,737 0.62%  Mr. CUNDY, PAUL TIMOTHY MARTIN 43,737 0.03%  Ms. SUVOROVA, SOFIA 43,737 0.03%  Mr. SHAH, BIKASH 43,737 0.03%  Mr. BOTEJU, KAUSHALYA 43,737 0.03%  Mr. PRAKASH, VARUN 43,737 0.03%  Mr. SYMONS, NICHOLAS 43,737 0.03%  Mr. KANUPURU, RAJESH VENKATA 218,684 0.15%  Mr. TIERNEY, MATTHEW 218,684 0.15%  Ms. AGRAWAL, SHRUTI 109,342 0.08%  Mr. QURESHI, ASAMA 109,342 0.08%  Mr. KAPOOR, ANISH 109,342 0.08%  Mr. MARGAM, ASHOK 7,872,629 5.57%  Mr. VEMULAPATI, AJAYA KUMAR 2,868,256 2.03%  Mr. EL-KADHI, ALAN 2,821,025 1.99%  Mr. LAM, MICHAEL ALBERT 765,394 0.54%  Mr. RAWLINSON, DAVID JOHN 699,789 0.49%</p>



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	<p>Mr. ZHANG, ALAN MIAO 699,789 0.49%</p> <p>Mr. KONDA, RAVIKANTH 437,368 0.31%</p> <p>Mr. WILLIAM MORAN (Ex-Director) 16,555,702 11.70%</p> <p>Mr. SATISH GUPTA (Ex-Director &amp; Chairman) 12,711,016 8.99%</p> <p>Mr. NAJMUL QURESHI 5,463,342 3.86%</p> <p>GANGULY &amp; ASSOCIATES PTY LTD ACN 076 083 022 568,404 0.40%</p> <p>Mr. RAJIB CHAKRAVORTY 218,684 0.15%</p> <p>Total 141,450,407 100%</p> <p>1.1. Each Holder enters into a new restriction agreement in the form of Appendix 9A for the balance of the Escrow Period for the Restricted Securities and a copy of each new restriction agreement is given to ASX in accordance with listing rule 9.3.</p> <p>1.2. The Company instructs its share registry to immediately place holding locks on the Restricted Securities transferred to the Holders for the balance of the Escrow Period, and provides ASX with an undertaking in accordance with listing rule 9.5 from the share registry not to remove the holding locks without ASX's prior written consent.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	10/07/2018
<b>ASX Code</b>	CLW
<b>Listed Company</b>	CHARTER HALL LONG WALE REIT
<b>Waiver Number</b>	WLC180169-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Charter Hall Long WALE REIT ("CLW") the following waiver in relation to a proposal to simplify CLW's structure under which (a) CLW's stapled securities (comprising units in Charter Hall Direct Industrial Fund ("DIF"), Franklin Street Property Trust ("FSPT"), and LWR Finance Trust ("LWR FT") will be de-stapled from each other, (b) DIF will acquire all of the units in FSPT, (c) the remaining units in DIF and LWR FT will be re-stapled together on a one-for-one basis (forming "New Stapled Securities" in the "New CLW Group"); and (d) FSPT will be removed from the official list of ASX (the "2018 Simplification").</p> <p>1.1. A waiver from listing rule 10.1 to the extent necessary to allow the transfer of substantial assets between DIF and LWR FT (the entities comprising the New CLW Group) and their wholly owned subsidiaries, without securityholder approval, on condition that each unit that is a component of a New Stapled Security is stapled to the other unit that makes up a New Stapled Security, and no entity in the New CLW Group issues any other equity securities that are not stapled to corresponding units of the other entities in the New Group.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of securityholders 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 securityholders to accompany the notice of meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act.</p> <p><b>Present Application</b> CLW is seeking to simplify its current structure by reducing the number of stapled entities from three to two. After implementation of the 2018 Simplification, the New CLW Group's securities will trade as stapled securities, consisting of a unit in each of the two remaining schemes. A listing rule 8.10 waiver would enable substantial assets to be transferred between DIF and LWR FT (the entities comprising the New CLW Group) and their wholly owned subsidiaries. The listing rule 10.1 waiver is granted on the basis that whilst such abovementioned transfers may trigger a change in the legal ownership of the substantial asset, there will be no change in the economic interest of holders of the New Stapled Securities.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	12/07/2018
<b>ASX Code</b>	IDZ
<b>Listed Company</b>	INDOOR SKYDIVE AUSTRALIA GROUP LIMITED
<b>Waiver Number</b>	WLC180172-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Indoor Skydive Australia Group Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant security over its assets in favour of Birkdale Holdings (Qld) Pty Ltd as trustee for the Baxter Family Trust ("Baxter") (the "Security") to secure the Company's obligations under a finance facility of up to \$3,000,000 (the "Facility") without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Baxter exercises its rights under the Security, neither Baxter nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or any of its subsidiaries in full or part satisfaction of the Company's obligations under the Security, 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 Baxter exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Baxter or its associates in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Facility and the Security is made in each annual report of the Company during the term of the Facility.</p> <p>1.3. Any variations to the terms of the Facility and Security which is:</p> <p>1.3.1. not a minor change; 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 and Baxter must seek to discharge the Security when the funds advanced to the Company are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Security for any further period.</p> <p>1.5. The Company immediately releases to the market an announcement which sets out the material terms of this waiver, including:</p> <p>1.5.1. the Company's plans with respect to the repayment of the funds advanced under the Facility, and discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur; and</p> <p>1.5.2. a statement of the reasons why the Company has chosen to obtain a financial accommodation from a listing rule 10.1 party rather than a lender that is not a listing rule 10.1 party, and the steps the Company's board has taken to satisfy itself that the transaction is being entered into on arms' length terms and is fair and reasonable from the perspective of the Company's shareholders.</p>

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<p><b>Basis For Decision</b></p>	<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 a loan facility agreement with Birkdale Holdings (Qld) Pty Ltd as trustee for the Baxter Family Trust, an entity that is both a related party and substantial shareholder of the Company. It is proposed that the Company's obligations under the loan facility will be secured over the assets of the Company. The use of the Company's assets as collateral constitutes the disposal of an asset for the purposes of listing rule 10.1. The Company is granted a waiver from listing rule 10.1 to enable it to have in place a security over its assets in favour of an entity that is both a related party and substantial shareholder of the Company, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither Baxter or any of its associates are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to the listing rule 10.1 party.</p>
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<b>Rule Number</b>	10.1
<b>Date</b>	6/07/2018
<b>ASX Code</b>	MNW
<b>Listed Company</b>	MINT PAYMENTS LIMITED
<b>Waiver Number</b>	WLC180173-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Mint Wireless Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit Mint (Aust) Pty Ltd ("Mint"), a wholly owned subsidiary of the Company, to grant security over its assets in favour of Roadhound Electronics Pty Limited ("Roadhound") (the "Security") to secure Mint's obligations under a finance facility with an aggregate principal amount of \$7,500,000 (the "Facility") without obtaining shareholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Roadhound exercises its rights under the Security, neither Roadhound nor any of its associates can acquire any legal or beneficial interest in an asset of Mint or any of its subsidiaries in full or part satisfaction of Mint's obligations under the Security, or otherwise deal with the assets of Mint 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 Roadhound exercising its power of sale under the Security and selling the assets to an unrelated third party on arm's length commercial terms and conditions and distributing the cash proceeds to Roadhound or its associates in accordance with its legal entitlements.</p> <p>1.2. A summary of the material terms of the Facility and the Security is made in each annual report of the Company during the term of the Facility.</p> <p>1.3. Any variations to the terms of the Facility and Security which is:</p> <p>1.3.1. not a minor change; 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, Mint and Roadhound must seek to discharge the Security when the funds advanced to Mint are repaid, or if it is not discharged, seek shareholder approval for the continuation of the Security for any further period.</p> <p>1.5. The Company immediately releases to the market an announcement which sets out the material terms of this waiver, including:</p> <p>1.5.1. Mint's plans with respect to the repayment of the funds advanced under the Facility, and discharge of the Security, including the timeframe within which it expects the repayment and discharge to occur; and</p> <p>1.5.2. a statement of the reasons why Mint and the Company have chosen to obtain a financial accommodation from a listing rule 10.1 party rather than a lender that is not a listing rule 10.1 party, and the steps the boards of Mint and the Company have taken to satisfy itself that the transaction is being entered into on arms' length terms and is fair and reasonable from the perspective of the Company's shareholders.</p>

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<p><b>Basis For Decision</b></p>	<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 securityholders to accompany the notice of securityholders' meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders 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> A wholly owned subsidiary of the Company is proposing to grant to Roadhound (a substantial holder) security over all of its assets in respect of two existing finance facilities and an additional finance facility pursuant to which Roadhound has already advanced \$6,000,000 and proposes to advance a further \$1,500,000. The use of the subsidiaries' assets as collateral constitutes the disposal of an asset for the purposes of listing rule 10.1. The Company is granted a waiver from listing rule 10.1 to enable its wholly owned subsidiary to have in place a fixed and floating charge over its assets in favour of Roadhound, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither Roadhound or any of its associates are entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to the listing rule 10.1 party.</p>
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<b>Rule Number</b>	10.1
<b>Date</b>	13/07/2018
<b>ASX Code</b>	SUD
<b>Listed Company</b>	SUDA PHARMACEUTICALS LTD
<b>Waiver Number</b>	WLC180180-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Suda Pharmaceuticals Limited (the "Company") a waiver from listing rule 10.1 to the extent necessary to permit the Company to do the following:</p> <p>1.1. Grant security (the "Security") over its assets in favour of Kamala Holdings Pty Ltd as trustee of the Kamala 1994 super fund (an entity controlled by Michael Stewart who was previously a director of the Company), Chelsea Investments (WA) Pty Ltd (an entity controlled by Michael Stewart's son, Ryan Stewart), Zerrin Investments Pty Ltd (an entity controlled by Michael Stewart's son, Justin Stewart), Pearlcove Investments Pty Ltd (an entity controlled by Stephen Carter who is a director of the Company), and Joseph Ohayon (a director of the Company) (together, the "Related Parties"), as security for the Company's obligations under 200,000 convertible notes ("Convertible Notes") issued by the Company to the Related Parties without obtaining shareholder approval on the following conditions.</p> <p>1.1.1. The Security includes a term that if an event of default occurs and the Related Parties exercise their rights under the Security, neither the Related Parties nor any of their associates can acquire any legal or beneficial interest in an asset of the Company in full or part satisfaction of the Company's obligations under the Convertible Notes, or otherwise deal with the assets of the Company, without the Company first having complied with any applicable listing rules, including listing rule 10.1, other than as required by law or through a receiver or receiver and manager (or any other person acting on behalf of the Related Parties) appointed by the Related Parties exercising their power of sale under the 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 Related Parties in accordance with its legal entitlements.</p> <p>1.1.2. A summary of the material terms of the Security and Convertible Notes is made in each annual report of the Company during the term of the Security.</p> <p>1.1.3. Any variations to the terms of the Security and Convertible Notes which is:</p> <p>(a) not a minor change; or</p> <p>(b) inconsistent with the terms of the waiver, must be subject to security holder approval.</p> <p>1.1.4. The Company and the Related Parties must seek to discharge the Security when the funds advanced under the Convertible Notes are either repaid to the Related Parties or converted into shares (assuming security holder approval for the issue of shares is subsequently obtained), or if it is not discharged, seek security holder approval for the continuation of the Security for any further period.</p> <p>1.1.5. The Company immediately releases to the market an announcement which sets out the material terms of the transaction and this waiver upon finalisation of the Convertible Notes and</p>

## Register of ASX Listing Rule Waivers

	<p>Security with the Related Parties, which includes a statement of the reasons why the Company has chosen to obtain a financial accommodation from a listing rule 10.1 party rather than a lender that is not a related party, and the steps the Company's board has taken to satisfy itself that the transaction is being entered into on arm's length terms and is fair and reasonable from the perspective of holders of the Company's ordinary securities.</p>
<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 securityholders to accompany the notice of securityholders' meeting. This rule protects securityholders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested securityholders 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 is issuing Convertible Notes to the Related Parties. The Related Parties are composed of companies controlled by directors and previous directors of the Company. The Company proposes to grant the Related Parties security over the assets of the Company, which constitutes a substantial asset for the purposes of Listing Rule 10.1. The grant of security over the Company's assets 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 terms of the Convertible Notes and Security provide that in the event that the Security is exercised, the related parties (nor any of their associates) are not entitled to acquire the assets without the Company first complying with any applicable listing rules, including listing rule 10.1. This condition provides a sufficient safeguard against value-shifting to Related Parties (or their associates).</p>



<b>Rule Number</b>	10.1
<b>Date</b>	13/07/2018
<b>ASX Code</b>	VEA
<b>Listed Company</b>	VIVA ENERGY GROUP LIMITED
<b>Waiver Number</b>	WLC180181-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Energy (the "Company") be granted a waiver from listing rule 10.1 to the extent necessary to permit the Company not to seek shareholder approval following listing in relation to payments made during the initial term of the Vitol Fuel Supply Agreement, the Hedge Agreement or the Vitol Aviation Fuel Supply Agreement (each as defined in the Company's prospectus and together, the "Related Party Supply Agreements"), or payments made pursuant to a confirmation or transaction entered into under the Hedge Agreement, subject to the following conditions.</p> <p>1.1. The prospectus, in the opinion of ASX, satisfactorily discloses the terms of the Related Party Supply Agreements.</p> <p>1.2. A summary of the material terms of the Related Party Supply Agreements are included in each Annual Report of the Company during the initial term of the Related Party Supply Agreements.</p> <p>1.3. Any material variation to the terms of the Related Party Supply Agreements is subject to shareholder approval, should listing rule 10.1 apply at that time.</p> <p>1.4. Renewal of the Vitol Fuel Supply Agreement will be subject to shareholder approval, should listing rule 10.1 apply at that time.</p> <p>1.5. Continuation of the Vitol Aviation Fuel Supply Agreement for any period beyond the ten-year anniversary following the Company's admission to the official list will be subject to shareholder approval, should listing rule 10.1 apply at that time.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provisions of the Corporations Act (or, in the case of foreign entities, the related party provisions in the law of their home jurisdiction).</p>

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	<p>Present Application</p> <p>Subsidiaries of the Company have entered into supply agreements prior to listing with entities associated with substantial shareholders of the Company. The total consideration to be paid by those subsidiaries during the initial term of each of these arrangements exceeds 5% of the Company's equity interests. As a condition of the waiver, the nature of the agreements and their material terms must be disclosed in the Prospectus. The waiver is granted on the basis that a decision to trade in the Company's securities after the release of the Prospectus takes the place of shareholder approval for these transactions.</p> <p>The waiver for the Fuel Supply Agreement is limited to the supply of product and payments made during the initial term of 10 years. Shareholder approval is required for the renewal of this agreement and also for any material variation to the terms. The waiver for the Aviation Fuel Supply Agreement is limited to the supply of product and payments made during the first 10 years of the agreement (noting that the agreement has no fixed term). Shareholder approval is required for the continuation of this agreement after 10 years and also for any material variations to the terms.</p>
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<b>Rule Number</b>	10.11
<b>Date</b>	10/07/2018
<b>ASX Code</b>	CLW
<b>Listed Company</b>	CHARTER HALL LONG WALE REIT
<b>Waiver Number</b>	WLC180169-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Charter Hall Long WALE REIT ("CLW") a waiver in relation to a proposal to simplify CLW's structure under which (a) CLW's stapled securities (comprising units in Charter Hall Direct Industrial Fund ("DIF"), Franklin Street Property Trust ("FSPT"), and LWR Finance Trust ("LWR FT")) will be de-stapled from each other, (b) DIF will acquire all of the units in FSPT, (c) the remaining units in DIF and LWR FT will be re-stapled together on a one-for-one basis (forming "New Stapled Securities" in the "New CLW Group"); and (d) FSPT will be removed from the official list of ASX (the "2018 Simplification") from listing rule 10.11 to the extent necessary to permit the issue of units in DIF to related parties of CLW in order to effect the 2018 Simplification, under which all the units in FSPT are transferred to DIF's custodian in consideration for units in DIF, without CLW securityholder approval, on the following conditions:</p> <p>1.1. details of the 2018 Simplification including the proposed issue of DIF units are fully disclosed in the notice of meeting and accompanying documents sent to CLW's securityholders; and</p> <p>1.2. the 2018 Simplification is approved by CLW's securityholders.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Listed entities are required to obtain the prior approval of securityholders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holdings relative to the holdings of other securityholders, without the prior consent of ordinary securityholders. The rule protects ordinary securityholders' interests by supplementing the related party provisions of the Corporations Act. Listing Rule 10.12 Exception 1 provides an exception to listing rule 10.11 where a related party receives securities under a pro rata issue.</p>

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	<p>Present Application</p> <p>CLW is implementing a simplification of its existing structure from a three-way stapled structure to a two-way stapled structure. The 2018 Simplification will result in the issue of new units in DIF, which will be subsequently consolidated on a ratio to rebalance the number of DIF units on issue to that number which were immediately on issue prior to the 2018 Simplification.</p> <p>The 2018 Simplification is considered to be an internal reorganisation as there will be no change to the underlying assets of CLW and it will not result in any dilution to existing securityholders.</p> <p>Disclosure will be made to securityholders who will be sent a notice of meeting and explanatory memorandum in order to approve the 2018 Simplification for all purposes including item 7 of section 611 of the Corporations Act.</p> <p>The issue of DIF units pursuant to the 2018 Simplification is being made on an equal basis to all CLW securityholders (including related parties).</p> <p>In the abovementioned circumstances, ASX considers that the policy underpinning listing rule 10.12 exception 1 is not offended.</p>
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<b>Rule Number</b>	10.11
<b>Date</b>	4/07/2018
<b>ASX Code</b>	RXM
<b>Listed Company</b>	REX MINERALS LIMITED
<b>Waiver Number</b>	WLC180176-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Rex Minerals Ltd (the "Company") a waiver from listing rule 10.11 in connection with a share purchase plan being conducted by the Company in accordance with Australian Securities and Investments Commission Class Order 09/425 and pursuant to which each shareholder will be offered up to \$15,000 worth of shares at an issue price of \$0.11 (the "SPP") to the extent necessary to permit the Company to issue shares to related parties under the SPP, without shareholder approval, on the following conditions.</p> <p>1.1. Shareholders of the Company approve the Resolution.</p> <p>1.2. Related parties are offered shares under the SPP on the same terms as other shareholders.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Standard Decision, refer to Guidance Note 17.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	6/07/2018
<b>ASX Code</b>	AJC
<b>Listed Company</b>	ACACIA COAL LIMITED
<b>Waiver Number</b>	WLC180168-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Acacia Coal Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit an addendum to the notice of meeting released on the ASX platform on 21 June 2018 ("Addendum") including a resolution seeking shareholder approval for directors to participate in the allocation of up to 170,000,000 shortfall shares where entitlements are not taken up pursuant to the Company's proposed non-renounceable right issue to raise up to \$2,043,201 ("Entitlement Offer") in the following allocations:</p> <p>1.1. up to 40,000,000 shares to be issued to Mr Adam Santa Maria under the shortfall to the Entitlement Offer;</p> <p>1.2. up to 70,000,000 shares to be issued to Mr Logan Robertson under the shortfall to the Entitlement Offer; and</p> <p>1.3. up to 60,000,000 shares to be issued to Mr Logan Robertson under the shortfall to the Entitlement Offer,</p> <p>(together, the "Director Shortfall Shares"),</p> <p>not to state that the Director Shortfall Shares will be issued within one month of the date of the shareholders' meeting.</p> <p>2. The waiver in resolution 1 is subject to the following conditions:</p> <p>2.1. The Company issues the Director Shortfall Shares to the Directors no later than 2 months after the date of the meeting.</p> <p>2.2. If the Company releases its annual report during a period in which the Director Shortfall Shares are issued or remain to be issued, the annual report discloses details of the Director Shortfall Shares that have been issued and any the Director Shortfall Shares remaining to be issued.</p> <p>2.3. In any half year or quarterly report for a period during which any of the Director Shortfall Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Director Shortfall Shares issued during the reporting period, the number of Director Shortfall Shares that remain to be issued and the basis on which the Director Shortfall Shares may be issued.</p> <p>2.4. The Company releases the terms of this waiver to the market in the Addendum.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under listing rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. In particular, listing rule 10.13.3 requires the date by which the entity will issue the securities and this date must be no later than 1 month after the date of the meeting. This rule ensures that an issue of securities to a related party that has been approved by security holders is made within a reasonable timeframe following the approval, so that that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b> The Company is proposing to issue the Director Shortfall Shares to the Directors if entitlements are not taken up by eligible shareholders under the Entitlement Offer. The maximum number of Director Shortfall Shares to be issued is fixed therefore the degree of dilution is known. The period of time over which the Director Shortfall Shares may be issued is fixed (being approximately 2 months from the date of the shareholder meeting). 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 Director Shortfall Shares over the relevant period.</p>
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<b>Rule Number</b>	10.14
<b>Date</b>	13/07/2018
<b>ASX Code</b>	VEA
<b>Listed Company</b>	VIVA ENERGY GROUP LIMITED
<b>Waiver Number</b>	WLC180181-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Viva Energy the Company be granted a waiver from listing rule 10.14 to the extent necessary to permit the Company, without shareholder approval, to issue the following to the Chief Executive Officer ("CEO") of the Company, Mr Scott Wyatt:</p> <p>1.1. Performance rights having a face value of \$1.2 million granted pursuant to the LTI Plan and shares issued upon exercise of such performance rights;</p> <p>1.2. pursuant to the LTI Plan, and in exchange for options over shares in Viva Energy Holding Pty Ltd ("VEH") held by the CEO, 5,767,854 options ("New Options") and shares issued upon exercise of New Options; and</p> <p>1.3. Share rights issued pursuant to the STI Plan having a face value of up to \$600,000, and shares issued upon exercise of such share rights;</p> <p>on the following conditions:</p> <p>1.4. The prospectus contains the information required by listing rule 10.15.</p> <p>1.5. The date by which the Company will issue performance rights, New Options and share rights to the CEO under the LTI Plan and STI Plan (as applicable) must be no later than 12 months from the date of the Company's admission to the official list of ASX.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>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 2001 (Cth) ("Corporations Act") (and any related party provisions applying to foreign entities under relevant legislation).</p>



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	<p>Present Application</p> <p>The Company has applied for admission to the official list. It intends to grant equity securities to its CEO under an LTI Plan and an STI Plan. Under listing rule 10.14, security holders may approve an issue of securities to a director pursuant to an employee incentive scheme for a period of up to three years. The notice of meeting must contain the information required by listing rule 10.15 or listing rule 10.15A. A waiver from listing rule 10.14 is granted on the basis that where a future issue of equity securities to a related party is disclosed in an initial listing document, persons who subscribe under the IPO, with notice of the future issue of securities to the related party may be taken effectively to have consented to the issue, and it is unnecessary to submit the issue to a security holders' meeting for approval. The Company's Prospectus contains adequate disclosure about the proposed issue of securities to the CEO. The securities must be issued within 12 months of the Company's admission to the official list of ASX, which is consistent with the requirements of listing rule 10.15.</p>
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<b>Rule Number</b>	14.2.1
<b>Date</b>	2/07/2018
<b>ASX Code</b>	PVS
<b>Listed Company</b>	PIVOTAL SYSTEMS CORPORATION
<b>Waiver Number</b>	WLC180167-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Pivotal Systems Corporation Inc. (the "Company") a waiver from listing rule 4.2.1 to the extent necessary to permit the Company not to provide in its proxy form for Stockholder meetings, an option for Stockholders to vote against a resolution to re-elect a director on the condition that:</p> <p>1.1 the Company releases details of this waiver as part of its pre-quotation disclosure and the terms of the waiver are set out in the meeting documents provided to all holders of CDIs;</p> <p>1.2 it complies with the relevant US law, its Bylaws and Securities Exchange Commission ('SEC') rules as to the content of proxy forms applicable to the resolutions for the election of directors;</p> <p>1.3 it provides disclosures acceptable to ASX in the CDI Voting Instruction Form provided to the Company's CDI holders as required by ASX Settlement Operating Rule 13.8.9, to make it clear that CDI holders are only able to vote for the resolution or abstain from voting to re-elect the directors and provides disclosures of the reasons why this is the case in the Notice of Meeting for the relevant stockholder meeting; and</p> <p>1.4 without limiting the ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rules 14.2.1 only applies for so long as the relevant US laws prevent the Company from allowing stockholders to vote against a resolution to elect a director.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 states that a notice of meeting must include a proxy form which provides for each security holder to direct the proxy to vote for, against or abstain on each resolution. The rule ensures that all security holders can express their views on every resolution put to a security holder's meeting.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and regulated by the US law. The Company will be an issuer of CDIs. The law of the Company's home jurisdiction does not provide for the casting of votes against certain types of resolution (election of directors, appointment of auditors). The US has an alternative legislative scheme for security holders to contest the reappointment of directors. The waiver of Listing Rule 14.2.1 is granted subject to the conditions that the Company complies with the relevant US law, its Bylaws and SEC rules as to the content of proxy forms applicable to the resolutions for the election of directors.</p>

<b>Rule Number</b>	15.12
<b>Date</b>	2/07/2018
<b>ASX Code</b>	MMM
<b>Listed Company</b>	MARLEY SPOON AG
<b>Waiver Number</b>	WLC180166-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marley Spoon AG (the "Company") a waiver from listing rule 15.12 to the extent necessary to permit the Company's constitution not to contain the provisions required by Listing Rules 15.12.1 to 15.12.3 inclusive, on condition that:</p> <p>1.1. the Company undertakes to enforce the requirements of these Listing Rules through contractual means satisfactory to ASX;</p> <p>1.2. the undertaking is to be given and executed in the form of a deed in favour of the ASX that reflects the requirements of Listing Rule 15.12;</p> <p>1.3. each restricted shareholder converts their shareholdings into CHESS Depositary Interests (CDIs) to be held on the issuer sponsored sub register.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>An entity's constitution must contain certain provisions dealing with restricted securities. These provisions as set out in Listing Rules 15.12.1, 15.12.2 and 15.12.3 are intended to ensure that a listed entity that issued restricted securities has the power to take steps to prevent the transfer of restricted securities during an escrow period, and to ensure that, during a breach of the restriction agreement or of the ASX Listing Rules relating to restricted securities, the holder of those securities does not receive any dividends or distributions, or voting rights in respect of those securities. This rule supports the enforceability of the escrow regime.</p> <p><b>Present Application</b></p> <p>The Company is incorporated in Germany. German law does not permit the inclusion of the provisions of these Listing Rules and the right to receive dividends and voting rights can only be suspended under German law. The holder of restricted securities can however contractually agree to repay any dividends received and not to exercise their voting rights. The Company has appropriately modified the Appendix 9A restriction agreements to reflect this. The Company has made satisfactory contractual arrangements to enforce the restriction arrangements, putting it in an analogous position as if this has occurred through its constitution. The waiver is granted on condition that the Company provides ASX with an undertaking (given and executed in the form of a deed) to contractually enforce the requirements of Listing Rules 15.12.1, 15.12.2 and 15.12.3. Each restricted shareholder will also convert their holdings into CDIs to be held on the issuer sponsored sub register. This will enable the Company's registry to place a holding lock on those CDIs and provide the undertaken by Listing Rule 9.5(b), and enable both the registry and the Company to better monitor any purported transfers in breach of the restriction terms.</p>