



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

**1 to 15 August 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>	6.18
<b>Date</b>	1/08/2018
<b>ASX Code</b>	LNG
<b>Listed Company</b>	LIQUEFIED NATURAL GAS LIMITED
<b>Waiver Number</b>	WLC180205-001
<b>Decision</b>	<p>1. Based solely on the information provided, and pursuant to the subscription agreement ("Subscription Agreement") between Liquefied Natural Gas Limited (the "Company") and IDG Energy Investment Group Limited ("IDG Energy Investments"), ASX Limited ("ASX") grants the Company a waiver from Listing Rule 6.18 to the extent necessary to permit IDG Energy Investment 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 "Anti-Dilution Right") in respect of a diluting event which occurs, on the following conditions.</p> <p>1.1. The Anti-Dilution Right lapses on the earlier of:</p> <p>1.1.1. the date on which IDG Energy Investments ceases to hold in aggregate at least 5% voting power in the Company (other than as a result of shares (or equity securities) to which the Anti-Dilution Right applies and in respect of which IDG Energy Investments is still entitled to exercise, or has exercised, the Anti-Dilution Right);</p> <p>1.1.2. the date on which IDG Energy Investments' voting power in the Company exceeds 25%;</p> <p>or</p> <p>1.1.3. the strategic relationship between the Company and IDG Energy Investments ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Anti-Dilution Right may only be transferred to a related body corporate of IDG Energy Investments.</p> <p>1.3. Any securities issued under the Anti-Dilution Right are offered to IDG Energy Investments must be issued to IDG Energy Investments 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 IDG Energy Investments under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for IDG Energy Investments to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.</p> <p>1.6. The Company immediately releases the terms of the waiver to the market.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally Listing Rule 7.1.</p> <p><b>Present Application</b> The Company has entered into an agreement with IDG Energy Investments pursuant to which IDG Energy Investments has agreed to use reasonable endeavours to assist LNGL in securing offtake contracts for its liquefied natural gas products ("Subscription Agreement"). The Anti-Dilution Right allows IDG Energy Investments to participate in future placements of securities on equal terms with other parties to whom securities are offered to the extent necessary for IDG Energy Investments 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 Anti-Dilution Right also lapses if the strategic relationship with IDG Energy Investments ceases or its interest in the Company falls below 5% or exceeds 25%.</p>
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<b>Rule Number</b>	6.18
<b>Date</b>	3/08/2018
<b>ASX Code</b>	WRM
<b>Listed Company</b>	WHITE ROCK MINERALS LIMITED
<b>Waiver Number</b>	WLC180213-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants White Rock Minerals Limited (the "Company") a waiver from Listing Rule 6.18 to the extent necessary to permit Sandfire Limited ("Sandfire") to maintain, by way of a right to participate in any offer of securities by the Company such that Sandfire's percentage holding immediately before the completion of the offer of equity securities remains the same immediately following the equity offer (the "Anti-Dilution Right"), on the following conditions:</p> <p>1.1. The Anti-Dilution Right lapses on the earlier of:</p> <p>1.1.1. Sandfire's relevant interest in the Company falling below 10% on an undiluted basis (other than as result of the issue of shares to which the Anti-Dilution Right applies and Sandfire still being entitled to exercise its rights under the Anti-Dilution Right);</p> <p>1.1.2. Sandfire's relevant interest in the Company's securities increasing to above 20% on an undiluted basis;</p> <p>or</p> <p>1.1.3. the strategic relationship between the Company and Sandfire ceasing or changing in such a way that it effectively ceases.</p> <p>1.2. The Anti-Dilution Right may only be transferred to an entity in the wholly owned group of Sandfire</p> <p>1.3. Any securities issued under the Anti-Dilution Right are offered to Sandfire 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 Sandfire under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for Sandfire to maintain its percentage holding in the issued share capital of the Company immediately before that diluting event.</p> <p>1.5. The Company discloses a summary of the Anti-Dilution Right to persons who may subscribe for securities under a prospectus, and undertakes to include in each annual report a summary of the Anti-Dilution Right.</p> <p>1.6. The Company immediately releases the terms of the waiver to the market.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> This rule prohibits an option over a percentage of an entity's capital and applies to any agreement that will enable an investor to achieve or maintain a fixed percentage of the capital of an entity. This relates to listed entities having an acceptable capital structure and supports other listing rules, principally Listing Rule 7.1.</p> <p><b>Present Application</b> The Company has entered into a Subscription Agreement ("Subscription Agreement") with Sandfire. Under the Subscription</p>

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Agreement, Sandfire participated in a \$2.5 million equity placement of 208,333,334 ordinary shares (issued at 1.2 cents per share) and 104,166,667 unlisted options. Subject to the conditions of the Subscription Agreement, Sandfire holds a 12.7% shareholding in the Company. Under the Subscription Agreement, a strategic relationship between the Company and Sandfire is created in relation to the Company's zinc VMS Red Mountain Project ("Project") which allows the Company to benefit from Sandfire's technical and strategic expertise and financial capacity. This includes provisions for the Company to form a technical collaboration committee with Sandfire an earn-in joint venture right and a board nomination right should Sandfire's interest in the Company reach 15%. The Subscription Agreement also provides for an anti-dilution enabling Sandfire to maintain its interest in the Company. ASX's policy permits listed entities to enter into agreements of this nature with shareholders with whom the entity has a strategic relationship, provided that the shareholder pays the same price as other offerees in an issue of securities. The strategic relationship must encompass more than the investor simply being a major shareholder or source of equity capital. The nature of the relationship between the listed entity and the shareholder in this case is consistent with this policy. The Anti-Dilution Right cannot be transferred outside the corporate group of Sandfire. The waiver is granted to permit the Anti-Dilution Right while the strategic relationship continues.

<b>Rule Number</b>	6.23.2
<b>Date</b>	6/08/2018
<b>ASX Code</b>	EXG
<b>Listed Company</b>	EXCELSIOR GOLD LIMITED
<b>Waiver Number</b>	WLC180204-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition of Excelsior Gold Limited (the "Company") Spitfire Materials Limited ("Spitfire") by scheme of arrangement in accordance with Part 5.1 of the Corporations Act 2001 (Cth) (the "Scheme"), ASX Limited ("ASX") grants the Company a waiver from Listing Rule 6.23.2 to the extent necessary to permit the Company to cancel 14,000,000 unlisted options exercisable at \$0.05 on or before 24 November 2018 ("Options") for consideration, and without shareholder approval.</p> <p>2. Resolution 1 is conditional upon the following.</p> <p>2.1. Confirmation that the Company's securityholders have approved, by the requisite majority, the acquisition of the Company by Spitfire by way of the Scheme under section 411 of the Corporations Act 2001 (Cth), pursuant to which Spitfire will acquire 100% of the issued capital of the Company, and that the Scheme has been implemented.</p> <p>2.2. A court of competent jurisdiction makes an order under section 411(4)(b) of the Corporations Act 2001 (Cth) approving the Scheme and such orders are lodged with the Australian Securities and Investments Commission such that the Scheme becomes effective.</p> <p>2.3. Full details of the cancellation of the Options are set out to ASX's satisfaction in the Scheme booklet.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	7.3.2
<b>Date</b>	6/08/2018
<b>ASX Code</b>	ROG
<b>Listed Company</b>	RED SKY ENERGY LIMITED.
<b>Waiver Number</b>	WLC180208-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Red Sky Energy Limited (the "Company") a waiver from Listing Rule 7.3.2 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of the following:</p> <p>1.1 up to 100,000,000 fully paid ordinary shares in the capital of the Company pursuant to an advisory fee payable to Taylor Collison upon completion of the acquisition by the Company of interests in the Innamincka Dome Project in the Cooper Basin, South Australia (the "Acquisition") and receipt of required Ministerial Approvals post-completion (the "First Fee Shares").</p> <p>1.2 up to 100,000,000 fully paid ordinary shares in the capital of the Company pursuant to an advisory fee payable to Taylor Collison upon the Innamincka Dome Project having 3 successive months of profitability (defined as positive EBITDA and for the avoidance of doubt excluding any corporate overhead) (the "Second Fee Shares"); and</p> <p>1.3 up to 250,000,000 fully paid ordinary shares in the capital of the Company to be issued at \$0.004 per share upon completion of the Acquisition and receipt of required Ministerial Approvals post-completion (the "Placement Shares").</p> <p>not to state that the First Fee Shares, Second Fee Shares and the Placement Shares will be issued no later than 3 months after the date of the meeting.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders' approve the issue of the securities at a general meeting. Listing Rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p>

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### Present Application

The Company has entered into an introduction fee arrangement with Taylor Collison, a corporate adviser and unrelated party, for the issue of shares in two tranches. The number of securities Taylor Collison will receive upon completion of the acquisition of the Innamincka Dome Project and receipt of required Ministerial Approvals post-completion (the first tranche) and achievement of three successive months of profitability (defined as positive EBITDA and for the avoidance of doubt excluding any corporate overhead) (the second tranche) are in both cases fixed. Separately the Company is seeking approval for a cash placement to clients of Taylor Collison with the issue and the need for the proceeds, dependent upon completion of the acquisition of the Innamincka Dome Project and receipt of required Ministerial Approvals post-completion which is expected to occur within 12 months. The extensions of time requested by the Company are within ASX precedent.

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<b>Rule Number</b>	7.11.3
<b>Date</b>	3/08/2018
<b>ASX Code</b>	CTL
<b>Listed Company</b>	CENTENNIAL MINING LIMITED
<b>Waiver Number</b>	WLC180202-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centennial Mining Limited (the "Company") a waiver in connection with the Company's proposed non-renounceable Rights Issue to raise up to approximately \$10.4 m at an issue price of \$0.004 per share from Listing Rule 7.11.3 to permit the Company to undertake the Rights Issue, subject to the following conditions.</p> <p>1.1. Shareholders of the Company approve the Rights Issue.</p> <p>1.2. The notice of meeting seeking shareholder approval for the Rights Issue contains a voting exclusion statement that excludes the votes of any substantial shareholders, any proposed underwriter or sub-underwriter of the Rights Issue, any brokers or managers of the Rights Issue, any holders of convertible notes in the Company, and any of their respective associates.</p> <p>1.3. The Company releases details of this waiver at the time that full details of the Rights Issue are announced to shareholders on the ASX Market Announcements Platform.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> A listed entity is not permitted to make a pro-rata offer at a ratio greater than 1 for 1 except where the pro-rata offer is renounceable and the issue price is not more than average price for securities in that class (calculated over the last five days on which sales in the securities were recorded before the day on which the issue was announced). The rule enables smaller holders to either maintain their proportionate holding in the entity without requiring an excessive outlay of funds or being significantly diluted, or to realise value by selling renounceable rights.</p> <p><b>Present Application</b> The Company is proposing to undertake a non-renounceable rights issue with a ratio of 5 new shares for every 2 shares held on the record date, together with an option for every 2 shares subscribed for and issued. The Company's shares are currently suspended from official quotation and will remain suspended from quotation pending completion of the Rights Issue and the appointment of a third director to the Company's board.. As the Company's securities remain suspended the Company is unable to undertake the Rights Issue on a renounceable basis. The waiver is granted to permit a non-renounceable Rights Issue with a ratio greater than 1 for 1 conditional on prior shareholder approval being obtained. The notice of meeting is also required to include a voting exclusion statement to exclude any substantial shareholders, any proposed underwriters or sub underwriters and/or any brokers or managers of the Rights Issue and their respective associates from voting on the resolution. The conditions attached to the waiver are consistent with the underlying policy of Listing Rule 7.11.3 and also complement the principle of Listing Rule 7.1, which 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</p>

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security holder approval.

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<b>Rule Number</b>	7.15
<b>Date</b>	3/08/2018
<b>ASX Code</b>	CTL
<b>Listed Company</b>	CENTENNIAL MINING LIMITED
<b>Waiver Number</b>	WLC180202-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Centennial Mining Limited (the "Company") a waiver in connection with the Company's proposed non-renounceable Rights Issue to raise up to approximately \$10.4 million at an issue price of \$0.004 per share from Listing Rule 7.15 to permit the Company to undertake the Rights Issue with a record date which is prior to the date of the shareholders' meeting to approve the Rights Issue, subject to the following conditions.</p> <p>1.1. The Company's securities are not reinstated to official quotation at any time prior to the shareholders' meeting to approve the Rights Issue, nor before ASX gives notice that it is satisfied that the financial condition and level of operations of the Company is adequate to warrant the quotation of the Company's securities.</p> <p>1.2. The Company releases details of this waiver at the time that full details of the Rights Issue are announced to shareholders on the ASX Market Announcements Platform.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Where a listed entity is required to obtain security holder approval for an offer or issue of securities, Listing Rule 7.15 requires a listed entity to set a record date to determine entitlements at least 5 business days after the meeting at which approval to offer or issue the securities is sought. The rule provides security holders an opportunity to adjust their holding to participate in an offer or issue of securities.</p> <p><b>Present Application</b> The Company is proposing to undertake a non-renounceable Rights Issue with a ratio of 5 new shares for every 2 shares held on the record date, together with an option for every 2 shares subscribed for and issued. The Company's shares are currently suspended from official quotation and will remain suspended from quotation pending, among other things, completion of the Rights Issue. The Rights Issue is conditional on prior shareholder approval being obtained and minimum subscriptions being received by the Company. The Company proposes to set the record date prior to the meeting. The Company's securities are expected to remain suspended at least until the close of the offer and a third director is appointed to the Company's board. There is no possibility of trading in securities on cum or ex rights bases where securities are suspended. In the circumstances, it is considered there is no possibility of market confusion arising from having a record date for a pro-rata issue precede the meeting to authorise the making of the issue. The waiver is granted on condition the Company's securities remain suspended until after the shareholders' meeting and notice from ASX that it considers that the Company satisfies the requirements of chapter 12 of the Listing Rules.</p>

<b>Rule Number</b>	7.33
<b>Date</b>	15/08/2018
<b>ASX Code</b>	SVW
<b>Listed Company</b>	SEVEN GROUP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC180210-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Seven Group Holdings Limited (the "Company") a waiver from Listing Rule 7.33 to the extent necessary to permit the Company, to purchase redeemable convertible preference shares known as Transferable Extendable Listed Yield Shares ("TELYS4") on market under an on market buy back at a price greater than 5% above the average market price over the last five days on which sales in the TELYs4 were recorded before the day on which a purchase under the buy back is made, on the following conditions.</p> <p>1.1 The Company does not purchase the TELYs4 at a price higher than the committed buy back price as detailed in the explanatory memorandum for the proposed restructure of the TELYs4 in the event that the 5% threshold permitted by Listing Rule 7.33 does not permit the Company to purchase the TELYs4 up to the total committed buy back price under the buy back.</p> <p>1.2 The Company releases details of this waiver to the market immediately it announces the TELYs4 on market buy back.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities should not use an on market buy back as a share price support mechanism.</p> <p><b>Present Application</b> The Company has 4,963,640 TELYs4 on issue. Trading in the TELYs4 is illiquid and the TELYs4 have traded at a discount to their face value in the past five years. The Company plans to seek TELYs4 holder approval to vary their class rights by amending the TELYs4 terms to provide for them to be converted into a lesser number of ordinary shares than would apply under the current TELYs4 terms; convert the TELYs4 accordingly and announce an on market buy back in respect of a portion of the TELYs4. The buy back price will be fixed at a discount to the conversion price in advance of the buy back commencing. It is possible that the average market price over the last five days on which sales in the TELYs4 were recorded before the day on which a purchase under the buy back is made, may not satisfy the requirements of Listing Rule 7.33 given the committed buy back price. A waiver is granted to permit the Company to buy back the TELYs4 on market at a price up to the total committed buy back price in the event that the limits allowed under Listing Rule 7.33 does not permit the purchase. The current price of the TELYs4 is at a discount to the proposed committed buy back price and therefore would not satisfy the requirements of Listing Rule 7.33. The buy back is considered to be in the interest of TELYs4 holders and holders have the right to vote to approve the change to the TELYs4 terms of conversion and the buy back.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	10/08/2018
<b>ASX Code</b>	RAW
<b>Listed Company</b>	RAWSON OIL AND GAS LTD
<b>Waiver Number</b>	WLC180207-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Rawson Oil &amp; Gas Ltd (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 Lakes Oil N.L. ("Lakes Oil") (the "Security") to secure the Company's obligations under a loan facility of up to \$750,000 ("Facility") without obtaining securityholder approval, on the following conditions.</p> <p>1.1. The Security includes a term that if an event of default occurs and Lakes Oil exercises its rights under the Security, neither Lakes Oil nor any of its associates can acquire any legal or beneficial interest in an asset of the Company or its subsidiaries in full or part satisfaction of the Company's obligations under the Security, 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 or manager (or analogous person, including without limitation an administrator or liquidator) appointed by Lakes Oil 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 Lakes Oil in accordance with their legal entitlements.</p> <p>1.2. A summary of the material terms of the Facility and 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 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 securityholder approval.</p> <p>1.4. The Company and Lakes Oil must seek to discharge the Security when the funds advanced to the Company are either repaid, or if it is not discharged, seek securityholder 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 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 securityholders.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the approval of security holders for an acquisition from, or disposal to, a person in a position to exercise influence over the entity of a substantial asset. The votes of 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 has entered into a loan facility agreement with Lakes Oil, an entity that is a 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 a substantial asset under 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 the substantial shareholder, subject to a number of conditions, including that the security documents provide that in the event the security is exercised, neither Lakes Oil or any of their associates are entitled to acquire the assets without the Company first complying with any applicable Listing Rules, including Listing Rule 10.1. 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>	10.13.3
<b>Date</b>	10/08/2018
<b>ASX Code</b>	SRR
<b>Listed Company</b>	SHAW RIVER MANGANESE LIMITED
<b>Waiver Number</b>	WLC180211-001
<b>Decision</b>	<p>1. Based solely on the information provided, in connection with the proposed acquisition by Shaw River Manganese (the "Company") of the entire issued capital of Rolhold Pty Ltd ("Rolhold"), for the purpose of acquiring an interest in exploration tenements Western Australia ("Acquisition") and the capital raising seeking to raise \$5,000,000 ("Capital Raising") under a prospectus ("Prospectus"), through the issue of:</p> <ul style="list-style-type: none"> <li>* up to 250,000,000 fully paid shares in the capital of the Company ("Public Offer Shares"); and</li> <li>* up to 50,000,000 free attaching options on a one for five basis, having an exercise price of \$0.04 and expiring on the earlier of the date that is three years from the date of issue; and if, following the issue of the options and following the expiry of any escrow period which may be imposed on the options in connection with the reinstatement of the Company's securities to official quotation, the shares as traded on the ASX achieve a 10 day volume weighted average price that is higher than \$0.075 then, on such date this is achieved ("Acceleration Trigger Date"), the expiry date of the options will be accelerated to the 20th trading day after the Acceleration Trigger Date and the Company will issue an ASX announcement within five trading days of the Acceleration Trigger Date announcing the new expiry date of the options and give notice of the new expiry date to the option holders at the time of the ASX announcement ("Options") (together with the Public Offer Shares, the "Public Offer");</li> <li>* 122,500,000 fully paid shares ("Vendor Shares") and 50,000,000 performance shares ("Performance Shares") to the vendors (together the "Vendor Securities") at completion of the Acquisition in consideration for the Company acquiring 100% of the issued capital of Rolhold;</li> <li>* an aggregate 20,000,000 shares ("Noteholder Shares") and 20,000,000 options exercisable at \$0.04 each, expiring 3 years from the date of issue (subject to the accelerated vesting condition) ("Noteholder Options") to existing holders of convertible notes in Rolhold (each being a "Rolhold Noteholder") in lieu of being issued ordinary shares and options in Rolhold (on conversion of the convertible notes) or the right to be repaid the face value of the convertible notes (together, the "Noteholder Consideration Securities");</li> <li>* 7,500,000 shares to Great Sandy Pty Ltd ("Great Sandy") ("Great Sandy Shares"), the registered holder of mineral exploration licence E45/4368, at completion of the Acquisition;</li> <li>* 10,000,000 shares to various persons who will assist in the Public Offer, marketing and or promotion of the Company ("Promoter Shares") as nominated by the directors in connection with the services to be provided by them; and</li> <li>* 15,000,000 options exercisable at \$0.03 each, expiring 3 years from the date of issue (subject to the accelerated vesting condition) ("Facilitator Options") as part consideration for facilitator services provided in connection with the Acquisition.</li> </ul>

## Register of ASX Listing Rule Waivers

	<p>ASX Limited ("ASX") grants a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company to issue up to 3,750,000 Public Offer Shares and 750,000 Public Offer Options and 1,250,000 Noteholder Shares and 1,250,000 Noteholder Options to be issued to the directors of the Company (or their nominees) ("Related Party Securities") later than 1 month but no later than 3 months after the shareholder approval, on condition that the Related Party Securities are issued on the same terms and conditions as approved by the holders of ordinary securities.</p>
<p><b>Basis For Decision</b></p>	<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>            Standard Decision, refer to Guidance Note 17.</p>

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<b>Rule Number</b>	10.15A.2
<b>Date</b>	1/08/2018
<b>ASX Code</b>	AMC
<b>Listed Company</b>	AMCOR LIMITED
<b>Waiver Number</b>	WLC180201-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Amcor Limited (the "Company") a waiver from Listing Rule 10.15A.2 to the extent necessary to permit the Company's notice of annual general meeting ("Notice"), in relation to a resolution seeking shareholder approval under Listing Rule 10.14 for the proposed grant of share rights to the Company's Chief Executive Officer &amp; Managing Director, Mr Ron Delia, under the Company's Management Incentive Plan - Equity, not to state a maximum number of securities that may be issued to Mr Delia, on condition that the Notice states the method by which the number of securities to be granted is calculated.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>



<b>Rule Number</b>	10.15.2
<b>Date</b>	13/08/2018
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC180212-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") a waiver from Listing Rule 10.15.2 to the extent necessary to permit the Company's notice of annual general meeting, in relation to the issue of performance rights under the Company's Long Term Performance Plan pursuant to Listing Rule 10.14, not to state a maximum number of performance rights that may be issued to Mr David Attenborough, on condition that the notice states the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to Guidance Note 17.

<b>Rule Number</b>	14.7
<b>Date</b>	7/08/2018
<b>ASX Code</b>	LVH
<b>Listed Company</b>	LIVEHIRE LIMITED
<b>Waiver Number</b>	WLC180206-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants LiveHire Limited (the "Company") a waiver from Listing Rule 14.7 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting dated 25 July 2018 in relation to the resolution for the purpose of Listing Rule Listing Rule 7.4 to ratify the issue of 19,047,619 fully paid ordinary shares issued on 14 December 2017 ("Resolution 1") so that the Company need not disregard votes cast in favour of Resolution1 by shareholders who participated the issue to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue, on the following conditions.</p> <p>1.1. The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue.</p> <p>1.2. The beneficiaries direct the Nominee Holders how to vote on Resolution 1.</p> <p>1.3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.</p> <p>1.4. The terms of the waiver are immediately released to the market.</p>
<b>Basis For Decision</b>	Underlying Policy Standard Decision, refer to guidance Note 17.