



Register of ASX Listing Rule Waivers

1 to 15 July 2019

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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Rule Number	1.8 condition 11
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-001
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") a waiver from condition 11 of Listing Rule 1.8 to the extent necessary that the Issuer'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.
Basis For Decision	<p>Underlying Policy 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>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESS. 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>

Rule Number	2.1 condition 3
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-002
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") 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.
Basis For Decision	<p>Underlying Policy 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>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHESS. 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>

Rule Number	3.10.5
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-003
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") a waiver from Listing Rule 3.10.5 to the extent necessary to require the Issuer to do the following only in respect of notes issued by the Issuer in its capacity as trustee of the Trust that are to be quoted on ASX.</p> <p>1.1. Tell ASX.</p> <p>1.2. Lodge an Appendix 3B.</p> <p>In respect of an issue of notes by the Issuer in its capacity as trustee of the Trust that are not to be quoted on ASX, the Issuer must tell ASX but need not lodge an Appendix 3B.</p>
Basis For Decision	<p>Underlying Policy 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>Present Application 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>

Rule Number	6.18
Date	12/07/2019
ASX Code	NTM
Listed Company	NTM GOLD LIMITED
Waiver Number	WLC190178-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants NTM Gold Limited (the "Company") a waiver from Listing Rule 6.18 to the extent necessary to permit DGO Gold Limited ("DGO") to maintain, by way of a right to participate in any offer of securities by the Company such that DGO's percentage holding in the Company 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. the date on which DGO 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 DGO is still entitled to exercise, or has exercised, the Anti-Dilution Right);</p> <p>1.1.2. the date on which DGO's voting power in the Company has remained below 10% for more than 180 consecutive days on which the ASX is open for trading and DGO does not have a nominated director on the Company's board;</p> <p>1.1.3. the date on which DGO's voting power in the Company exceeds 25%; and</p> <p>1.1.4. the strategic relationship between the Company and DGO 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 wholly owned subsidiary of DGO.</p> <p>1.3. Any securities issued under the Anti-Dilution Right must be issued to DGO for cash consideration that is:</p> <p>1.3.1. no more favourable to the Company than any cash consideration paid by third parties (in the case of issues of equity 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 equity securities to third parties for non-cash consideration).</p> <p>1.4. The number of securities that may be issued to DGO under the Anti-Dilution Right in the case of any diluting event must not be greater than the number required in order for DGO 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>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 6.18 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>

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	<p>Present Application</p> <p>The Company has entered into an agreement with DGO pursuant to which DGO agrees to provide the Company with technical expertise and funding to develop the Company's activities ("Subscription Agreement"). Pursuant to the Subscription Agreement, DGO subscribed for 50,000,000 fully paid ordinary shares over two tranches at a price of \$0.04 per share for an aggregate subscription amount of \$2,000,000 (acquiring an initial interest of approximately 13.2% in the Company). Pursuant to the Subscription Agreement, DGO appointed a director to the board of the Company, to provide strategic and technical input to the Company's technical committee reviewing its exploration projects. The Anti-Dilution Right allows DGO to participate in future placements of securities on equal terms with other parties to whom securities are offered to the extent necessary for DGO to maintain a percentage shareholding between 5% and 25%. 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 is conditional upon the right not being transferred outside a wholly owned subsidiary of DGO. The Anti-Dilution Right also lapses:</p> <ul style="list-style-type: none">- if the strategic relationship with DGO ceases or;- if DGO's interest in the Company falls below 5% or;- in the event that DGO's interest falls below 10% for more than 180 consecutive days on which the ASX is open for trading and DGO does not have a nominated director on the Company's board; or- DGO's interest in the Company exceeds 25%.
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Rule Number	6.23.2
Date	8/07/2019
ASX Code	CPH
Listed Company	CRESO PHARMA LIMITED
Waiver Number	WLC190173-001
Decision	<p>1. Based solely on the information provided, in connection with the proposed acquisition of Creso Pharma Limited (the "Company") by PharmaCielo Limited ("PharmaCielo") 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 for consideration 62,522,661 unquoted and quoted options with various exercise prices and expiry dates ("Options"), without shareholder approval on the following conditions.</p> <p>1.1. confirmation that the Company's security holders have approved, by the requisite majority, the Scheme under section 411 of the Corporations Act 2001 (Cth), pursuant to which PharmaCielo will acquire 100% of the issued share capital of the Company;</p> <p>1.2. 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; and</p> <p>1.3. full details of the cancellation of the Options and the consideration payable for their cancellation are set out to ASX's satisfaction in the Scheme booklet.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	6.23.3
Date	3/07/2019
ASX Code	MMS
Listed Company	MCMILLAN SHAKESPEARE LIMITED
Waiver Number	WLC190176-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants McMillan Shakespeare Limited (the 'Company') a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to extend the exercise period of a total of 425,828 vested options ("Options") issued under the Company's executive option plan to Michael Salisbury, Mark Blackburn and Geoffrey Kruyt (the "Participants") from 30 September 2019 to 31 October 2020, subject to the Company obtaining shareholder approval for the amendment of the terms of the Options and on condition that the Participants do not exercise their Options after the scheduled expiry date until shareholder approval has been obtained.</p>
Basis For Decision	<p>Underlying Policy 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 is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise, the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market any changes to the fundamental terms of the options are prohibited.</p> <p>Present Application The Company wishes to amend the terms of performance options issued under the Company's executive option plan to extend the exercise period from 30 September 2019 to 31 October 2020, so as to ensure the three holders of those options continue to have approximately 13 months in which to exercise their vested options as was originally intended when the options were granted. For regulatory reasons preventing dealing in the Company's securities, the relevant executives have not been able to exercise those options since the vesting date of 31 August 2017 and the restriction end date, preventing dealing in any shares provided to them on exercise of their options until 1 September 2018 and with restrictions currently in place it is not anticipated that the relevant executives will be able to deal in the Company's securities until release of the Company's FY19 results, leaving an approximately one month period to exercise the options. The options in aggregate, represent approximately 0.00511 % of the Company's issued capital. The number of options affected is de minimis and their existence will not undermine the integrity of Listing Rule 6.23.3 as there will be no impact on other optionholders or performance right holders or on the capital structure of the Company. The waiver is granted on condition that securityholder approval is obtained.</p>

Rule Number	6.24
Date	9/07/2019
ASX Code	SMI
Listed Company	SANTANA MINERALS LIMITED
Waiver Number	WLC190182-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Santana Minerals Limited (the 'Company') a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 110,419,414 quoted options exercisable at \$0.03 each on or before 18 September 2019 ("Options"), on the following conditions:</p> <p>1.1 The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the Options, together with a statement that an option expiry notice will not be sent to holders of Options.</p> <p>1.2 If the market price of the Company's ordinary shares exceeds \$0.0225 before 18 September 2019, the Company immediately sends an option expiry notice to holders of the Options.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	6.24
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-004
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") a waiver from Listing Rule 6.24 (Appendix 6A paragraph 2) to the extent necessary to permit the Trust to follow a timetable for interest payments outlined in the Information Memorandum, 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>
Basis For Decision	<p>Underlying Policy 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>Present Application The securities of the Issuer being quoted are wholesale debt securities. These securities are required to pay interest monthly. The Information Memorandum in relation to the securities specifies the record date for the notes is two business days before an interest payment 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>

Rule Number	6.24
Date	10/07/2019
ASX Code	TTL
Listed Company	TRANSCENDENCE TECHNOLOGIES LIMITED
Waiver Number	WLC190187-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Transcendence Technologies Limited (the 'Company') a waiver from Listing Rule 6.24 to the extent necessary to permit the Company not to send the notices required by item 6.1 of Appendix 6A in relation to 73,554,272 quoted options exercisable at \$0.05 each on or before 11 August 2019 ("Options"), on the following conditions:</p> <p>1.1 The information required by item 6.1 of Appendix 6A is released on the ASX Market Announcements Platform no later than 20 business days before expiry of the Options, together with a statement that an option expiry notice will not be sent to holders of Options.</p> <p>1.2 If the market price of the Company's ordinary shares exceeds \$0.0375 before 11 August 2019, the Company immediately sends an option expiry notice to holders of the Options.</p>
Basis For Decision	Underlying Policy Standard Decision, refer to Guidance Note 17.

Rule Number	7.1
Date	10/07/2019
ASX Code	LPD
Listed Company	LEPIDICO LTD
Waiver Number	WLC190174-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Lepidico Ltd (the "Company") a waiver from Listing Rule 7.1, in connection with the merger by way of plan of arrangement under the British Columbia Business Corporations Act ("Plan") between the Company and Desert Lion Energy Inc. ("Desert Lion"), to the extent necessary to permit the Company to issue the following securities as consideration pursuant to the Plan without obtaining the approval of the Company's shareholders.</p> <p>1.1 Up to 755,654,027 fully paid ordinary shares in the Company to Desert Lion shareholders.</p> <p>1.2 Up to 139,797,500 warrants with varying exercise prices between \$0.04 and \$0.44 and varying expiry dates between 22 September 2019 and 7 December 2020 to Desert Lion warrant holders.</p> <p>1.3 Up to 41,640,982 unquoted options with varying exercise prices between \$0.02 and \$0.35 and varying expiry dates between 25 October 2021 and 10 January 2024 to Desert Lion option holders, (together, the "Consideration Securities") on the following conditions.</p> <p>1.4 The Consideration Securities are issued no later than the completion of the plan of arrangement.</p> <p>1.5 The Company confirms the number of shares to be issued on conversion of the Desert Lion note purchase agreement ("Note Agreement") and whether the remaining shares to be issued under the Note Agreement will be issued pursuant to the Company's existing 15% capacity under Listing Rule 7.1 or will require shareholder approval, at the time of completion of the plan of arrangement.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in Listing Rule 7.1, and is approximately 15% of the number of fully paid ordinary securities. A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under Listing Rule 7.2.</p>

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	<p>Present Application</p> <p>The Company is undertaking a merger with a Canadian incorporated company by way of an arrangement under the Canadian Business Corporations Act (British Columbia). The process is substantially similar to a scheme of arrangement under the Corporations Act. Issues of securities made as scheme consideration to 'target' shareholders where the target is an Australian incorporated entity that undertakes a scheme of arrangement under the Corporations Act are not required to be approved by shareholders pursuant to exception 5 of Listing Rule 7.2, unless the transaction constitutes a reverse takeover (which it does not, in the case of the merger between the Company and Desert Lion). The Canadian arrangement process is substantially similar to the Australian scheme of arrangement. The rationale for the exception in Listing Rule 7.2 exception 5 is equally applicable where the target is a foreign incorporated entity and the merger process is substantially similar to the Australian scheme of arrangement. The waiver is granted to permit the Company to issue the Consideration Securities at the time that the merger is being effected.</p>
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Rule Number	7.1
Date	3/07/2019
ASX Code	VG1
Listed Company	VGI PARTNERS GLOBAL INVESTMENTS LIMITED
Waiver Number	WLC190188-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants VGI Partners Global Investments Limited (the "Company") a waiver from Listing Rule 7.1 to the extent necessary to permit the Company to issue shares to the relevant shareholders of VGI Partners Pty Ltd (the "Manager") (or their nominees) in satisfaction of part payment of any performance fees payable under the management agreement dated 19 July 2017 entered into between the Company and the Manager as varied to include, and under any associated agreement effecting, the revised performance fee reinvestment arrangements (together, the "Management Agreement"), without obtaining shareholder approval, subject to the following conditions.</p> <p>1.1. The Company makes full disclosure to any person who may subscribe for shares under an offer document or product disclosure statement of the provisions in the Management Agreement which provide for the periodic issue of shares in lieu of part payment of any performance fees payable to the Manager (the "Provisions").</p> <p>1.2. A completed Appendix 3B is lodged for release to the market for each issue of shares pursuant to the Provisions.</p> <p>1.3. The shares are issued in accordance with the Provisions.</p> <p>1.4. Details of any shares issued in lieu of performance fees are disclosed in the Company's annual report each year in which shares are issued.</p> <p>1.5. Shareholder approval is sought every third year for the issue of shares in lieu of any performance fees payable under the Management Agreement, commencing on the date on which the Company was admitted to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy</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.</p>

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	<p>Present Application</p> <p>The provisions of the original performance fee reinvestment structure was disclosed in the Company's initial public offering prospectus. The provisions in the Management Agreement relating to the performance fee reinvestment require amendment as the Manager proposes to seek a listing on ASX. The amendments are necessary to ensure that only the relevant shareholders of the Manager, being the key members of the Manager's investment team which are responsible for the management of the Company's portfolio, are issued any shares in lieu of part payment of any performance fees payable under the Management Agreement. Despite the fact that the performance fee reinvestment structure is proposed to be amended, the effect and intent of the current arrangements, being those disclosed in the initial public offering prospectus, will be preserved. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the Company approve the arrangement every three years, commencing on the date on which the Company was admitted to the official list of ASX.</p>
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Rule Number	7.3.2
Date	12/07/2019
ASX Code	TIE
Listed Company	TIETTO MINERALS LIMITED
Waiver Number	WLC190186-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tietto Minerals Limited (the 'Company') a waiver from Listing Rule 7.3.2 to the extent necessary to permit the notice of meeting for the extraordinary general meeting ('Meeting') ("Notice of Meeting") seeking shareholder approval for the issue of up to 9,296,104 fully paid ordinary shares in the Company at a deemed issue price of \$0.15 per share ('Nominated Subscription Shares') equal to outstanding payments made by Hongkong Ausino Investment Limited ('Hongkong Ausino') on the Company's behalf pursuant to the share subscription agreement between the Company and Hongkong Ausino ('Subscription Agreement') (in full satisfaction of those payments up to an amount of \$2 million), not to state that the Nominated Subscription Shares will be issued no later than 3 months after the date of the Meeting, on the following conditions:</p> <p>1.1 the Nominated Subscription Shares are issued no later than 4 December 2020 (being 18 months from the date of the Subscription Agreement);</p> <p>1.2 for any annual reporting period during which the Nominated Subscription Shares are issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Nominated Subscription Shares issued during the reporting period, the number that remain to be issued and the basis on which they may be issued;</p> <p>1.3 in any half year or quarterly report for a period during which the Nominated Subscription Shares are issued or remain to be issued, the Company includes a summary statement of the number issued during the reporting period, and the number that remain to be issued and the basis on which they may be issued; and</p> <p>1.4 the Notice of Meeting contains the full terms and conditions of the Nominated Subscription Shares as well as the conditions of this waiver.</p>

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<p>Basis For Decision</p>	<p>Underlying Policy Listing Rule 7.1 protects a listed entity's security holders against a 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 securities. In particular, Listing Rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than three months after the date of the meeting, or for court approved reorganisations of capital, no later than three months after the date of the court approval. This rule ensure than 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 was made will have changed materially from those prevailing at the time the approval was given.</p> <p>Present Application Where a listed entity has entered into a commercial transaction which calls for the issue of securities as 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 issue of the securities is 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 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>Subject to shareholder approval, the Company is proposing to issue up to 9,296,104 Nominated Subscription Shares to Hongkong Ausino, as consideration for up to \$2 million of operating expenses to be paid by Hongkong Ausino on the Company's projects, for a period of 18 months from the date of the Subscription Agreement. The maximum number of Nominated Subscription Shares to be issued is fixed and shareholders will know the potential dilution at the time of voting on the resolution. There is a sufficient degree of certainty so that shareholders are able to give their informed consent to the issue of the Nominated Subscription Shares. The extension of time requested by the Company is within ASX precedent for similar waivers. The period in which the Company may issue the Nominated Subscription Shares is 18 months from the date of the Subscription Agreement, which is consistent with ASX precedent. The waiver is granted on the condition that the Nominated Subscription Shares are issued by 18 months after the date of the Subscription Agreement, the terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.</p>
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Rule Number	7.3.8
Date	15/07/2019
ASX Code	MEB
Listed Company	MEDIBIO LIMITED
Waiver Number	WLC190177-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Medibio Limited (the 'Company') a waiver from Listing Rule 7.3.8 to the extent necessary to permit the resolution in the Company's notice of meeting to approve the issue of up to 52,000,000 fully paid ordinary shares in the Company at an issue price of \$0.01 per share ("SPP Shares") to eligible shareholders under the Company's Share Purchase Plan ("SPP") and up to 52,000,000 free attaching options, with an exercise price of \$0.03 per option to shareholders who subscribe for SPP Shares under the SPP on the basis of one option for every SPP Share subscribed and issued, not to include a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the following conditions:</p> <p>1.1 that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of that resolution by any proposed underwriter or sub-underwriter of the SPP; and</p> <p>1.2 that the Company excludes any votes cast in favour of that resolution by any investor who may receive shares under any SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

Rule Number	8.2
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-005
Decision	1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") 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.
Basis For Decision	<p>Underlying Policy 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>Present Application This is a companion waiver to the waiver from Listing Rule 2.1 condition 3 granted to the Issuer.</p>

Rule Number	8.10
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-006
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes in the circumstances contemplated by clauses 14.3 of the Master Trust Deed, if registering the transfers which would result in breaches of the Master Trust Deed, the Series Notice, the Security Trust Deed or the law, or relating to a marked note transfer for a period of 90 days from the date on which the transfer was marked, otherwise on that marked note transfer (pursuant to clause 14.4(m)(iii) of the Master Trust Deed).</p>
Basis For Decision	<p>Underlying Policy 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>Present Application The securities of the Issuer being quoted are wholesale debt securities. The securities of the Issuer are to be settled outside of CHES. The Issuer is required to close the register of a series of debt securities in the circumstances contemplated by clauses 14.3 of the Master Trust Deed, if registering the transfers which would result in breaches of the Master Trust Deed, the Series Notice, the Security Trust Deed or the law, or relating to a marked note transfer for a period of 90 days from the date on which the transfer was marked, otherwise on that marked note transfer (pursuant to clause 14.4(m)(iii) of the Master Trust Deed). 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>

Rule Number	8.21
Date	12/07/2019
ASX Code	SPW
Listed Company	SAPPHIRE XXI SERIES 2019-1 TRUST
Waiver Number	WLC190183-007
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Permanent Custodians Limited in its capacity as trustee (the "Issuer") of the Sapphire XXI Series 2019-1 Trust (the "Trust") 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>
Basis For Decision	<p>Underlying Policy 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>Present Application 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>

Rule Number	9.1.3
Date	5/07/2019
ASX Code	MEY
Listed Company	MARENICA ENERGY LTD
Waiver Number	WLC190175-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Marenica Energy Limited (the "Company") a waiver from Listing Rule 9.1.3 to the extent necessary to permit the Company not to apply the restrictions in item 6 of Appendix 9B to the convertible preference shares ("CPS") issued to the Vendor that will be distributed in specie to the current 3,755 shareholders of the Vendor ("Vendor Shareholders") on the following conditions.</p> <p>1.1. The Company obtains shareholder approval to issue to the CPS;</p> <p>1.2. The CPS are issued to the Vendor within the 12 months from the date of this decision; and</p> <p>1.3. That the CPS distributed to any related parties of the Company or the Vendor (and their associates and promoters) are classified as restricted securities and held in escrow for a period of 12 months from the date of issue.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 9.1.3 provides that in certain circumstances, securities issued in consideration for the acquisition of classified assets from promoters, consultants or to seed capitalists who subscribe for securities at a discount to the IPO, are classified as restricted securities and are held in escrow for a certain period. ASX may also deem securities issued in other circumstances to be restricted securities and under this listing rule, an entity that issues securities classified as restricted securities must apply the restrictions required by Appendix 9B of the Listing Rules.</p> <p>Present Application The Company is proposing to issue 27,500,000 CPS to the Vendor as part consideration for acquiring as part consideration for acquiring all of the interests of a the Target Group, holding mining tenements and joint venture interests in mining tenements in Western Australia and the Northern Territory of Australia. The Vendor intends to, subject to shareholder approval ("Vendor Shareholder Approval"), distribute 100% of the CPS to its shareholders on a pro-rata basis ("In-specie Distribution"). The CPS will automatically convert into shares on completion of the In-Specie Distribution. As the Company proposed to issue the CPS to the Vendor, who have stated these will be promptly dispensed to its shareholders via an in specie distribution it would place an undue burden on the Vendor Shareholders to enter into agreements to enable the direct issue of consideration shares to them. The distribution will allow the Company to enter into the agreement with the Vendor first and then for the Vendor to engage with its shareholders to seek approval and facilitate the distribution. The Vendor Shareholders, who are not otherwise promoters or related parties, would therefore not be required to have their securities restricted in accordance with Appendix 9B. However, any related party or promoter of the Company (and any of its associates) on the other hand will be subject to escrow.</p>

Rule Number	10.11
Date	3/07/2019
ASX Code	VG1
Listed Company	VGI PARTNERS GLOBAL INVESTMENTS LIMITED
Waiver Number	WLC190188-002
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants VGI Partners Global Investments Limited (the "Company") a waiver from Listing Rule 10.11 to the extent necessary to permit the Company to issue shares to the relevant shareholders of VGI Partners Pty Ltd (the "Manager") (or their nominees) in satisfaction of part payment of any performance fees payable under the management agreement dated 19 July 2017 entered into between the Company and the Manager as varied to include, and under any associated agreement effecting, the revised performance fee reinvestment arrangements (together, the "Management Agreement"), without obtaining shareholder approval, subject to the following conditions.</p> <p>1.1. The Company makes full disclosure to any person who may subscribe for shares under an offer document or product disclosure statement of the provisions in the Management Agreement which provide for the periodic issue of shares in lieu of part payment of any performance fees payable to the Manager (the "Provisions").</p> <p>1.2. A completed Appendix 3B is lodged for release to the market for each issue of shares pursuant to the Provisions.</p> <p>1.3. The shares are issued in accordance with the Provisions.</p> <p>1.4. Details of any shares issued in lieu of performance fees are disclosed in the Company's annual report each year in which shares are issued.</p> <p>1.5. Shareholder approval is sought every third year for the issue of shares in lieu of any performance fees payable under the Management Agreement, commencing on the date on which the Company was admitted to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy Listed entities are required to obtain prior approval of security holders 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 holding proportionate to the holdings of other security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation).</p>

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Present Application

The Company and the Manager have common key executives such that Listing Rule 10.11.2 should apply. The provisions of the original performance fee reinvestment structure was disclosed in the Company's initial public offering prospectus. The provisions in the Management Agreement relating to the performance fee reinvestment require amendment as the Manager proposes to seek a listing on ASX. The amendments are necessary to ensure that only the relevant shareholders of the Manager, being the key members of the Manager's investment team which are responsible for the management of the Company's portfolio, are issued any shares in lieu of part payment of any performance fees payable under the Management Agreement. Despite the fact that the performance fee reinvestment structure is proposed to be amended, the effect and intent of the current arrangements, being those disclosed in the initial public offering prospectus, will be preserved. A 'safety net' is also provided as the waiver is granted on condition that holders of securities in the Company approve the arrangement every three years, commencing on the date on which the Company was admitted to the official list of ASX.

Rule Number	10.13.3
Date	5/07/2019
ASX Code	SF1
Listed Company	STEMIFY LIMITED
Waiver Number	WLC190184-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants STEMify Limited (the 'Company') a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting ('Notice') to approve the issue of ordinary shares to proposed director, Mr Pearce (or his nominee) ('Director') in lieu of remuneration ('Remuneration Shares') not to state that the Remuneration Shares will be issued no later than one month after the date of general meeting ('Meeting'), subject to the following conditions.</p> <p>1.1 The Remuneration Shares are issued no later than 10 business days after the end of the relevant month.</p> <p>1.2 The Remuneration Shares are issued no later than 10 September 2020.</p> <p>1.3 The Company's annual report for any period during which the Remuneration Shares are issued to the Director, discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.4 The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Remuneration Shares.</p> <p>1.5 The terms of the waiver are immediately released to the market.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. 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>

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Present Application

Subject to Listing Rule 10.11 shareholder approval, the Company is proposing to issue shares in lieu of Director's fees up to the value of \$30,000 in the event that the proposed Director decides to take shares in lieu of cash payments for fees. The Company has requested a waiver from Listing Rule 10.13.3 in order that shareholder approval can be sought at the Meeting for the issue of remuneration shares without having to issue them within the one month period. Shareholders have the chance to approve the issue of shares which will represent a known maximum value to the proposed Director for the period of his appointment as Director to 31 August 2020. The waiver is granted on the condition that the securities are issued no later than 10 business days after the end of the relevant month, the terms of the waiver are released to the market and the annual report discloses details of the relevant securities that have been issued.

Rule Number	10.13.3
Date	4/07/2019
ASX Code	TMR
Listed Company	TEMPUS RESOURCES LTD
Waiver Number	WLC190185-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Tempus Resources Limited (the 'Company') a waiver from Listing Rule 10.13.3 to the extent necessary to permit the Company's notice of general meeting (the "Notice") seeking shareholder approval for the issue of a maximum of 500,000 Performance Rights to Mr Gary Artmont as part of the acquisition of Goldmarca Mining Ecuador SA (the "Acquisition") not to state that the Performance Rights will be issued no later than one month after the date of the meeting on the following conditions:</p> <p>1.1 Shareholders approve the issue of the Performance Rights at the shareholder meeting to approve the Acquisition;</p> <p>1.2 The Performance Rights are issued no later than 3 months after the date of the shareholder meeting; and</p> <p>1.3 The terms of this waiver are immediately disclosed to the market and are clearly disclosed in the Notice.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. 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>Present Application</p> <p>The Company is proposing to acquire 100% of Ecometals Limited, which holds, via its subsidiary Goldmarca, three mining tenements in Ecuador ("Acquisition"). The consideration for the Acquisition is \$100,000 cash and 3,446,205 Consideration Shares. One of the conditions of the Acquisition is the appointment of Mr Gary Artmont as a non-executive director of the Company, pursuant to which Mr Artmont will be issued with 500,000 Latin American Performance Rights ("Rights"). The Company cannot issue the Rights until the Acquisition has been completed so the Company requires an extension of time to issue the Rights. The requested extension is justifiable in these circumstances as the issue of the Performance Rights to Mr Artmont is to be made with shareholder approval and is conditional on all necessary events to complete the Acquisition being satisfied, including the completion of due diligence on the Ecuadorian tenements, which is unlikely to occur within one month</p>

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	<p>of the date of the shareholders' meeting. If the Company successfully obtains shareholder approval under Listing Rule 7.1 to issue the shares which form part-consideration for the asset, it will have 3 months to issue those shares. The Company has therefore requested a waiver to allow the issue of the Performance Rights to Mr Artmont within the same time period. The Company's rationale that a possible delay in the settlement of the Acquisition may prevent it from issuing the securities within a one month period is accepted and the extension to three months is not considered excessive. It is proposed that a waiver be granted in accordance with precedent and Guidance Note 17.</p>
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Rule Number	10.13.5
Date	5/07/2019
ASX Code	SF1
Listed Company	STEMIFY LIMITED
Waiver Number	WLC190184-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants STEMify Limited (the 'Company') a waiver from Listing Rule 10.13.5 to the extent necessary to permit the Company's notice of general meeting ('Notice') to approve the issue of ordinary shares to a proposed director of the Company (or his nominee) ('Director') in lieu of remuneration ('Remuneration Shares') not to state the issue price of the Remuneration Shares, subject to the following conditions.</p> <p>1.1 The Remuneration Shares are issued no later than 10 business days after the end of the relevant month.</p> <p>1.2 The Remuneration Shares are issued no later than 10 September 2020.</p> <p>1.3 The Company's annual report for any period during which the Remuneration Shares are issued to the Director, discloses details of the number of Remuneration Shares that were issued to them, including the percentage of the Company's issued capital represented by those Remuneration Shares.</p> <p>1.4 The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of the Remuneration Shares.</p> <p>1.5 The terms of the waiver are immediately released to the market.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 10.11 protects a listed entity's security holders by preventing a related party from obtaining shares on advantageous terms and increasing the related party's holding proportionate to other holdings. Unless one of the exceptions under Listing Rule 10.12 applies, a listed entity must seek shareholder approval before it can issue shares to a related party. Listing Rule 10.13 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities to a related party. Listing Rule 10.13.5 provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.11 to state the issue price and terms of issue of securities that are intended to be issued to each of the relevant persons for whom approval is being sought.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of shares to the proposed Director (or his nominee) in lieu of salary or fees in his capacity as a directors of the Company. The issue price of the Remuneration Shares to be issued is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, the inclusion of sufficient information in the notice of meeting about the method for calculating the issue price of the relevant securities is considered not to offend the policy of the rule in providing certainty to security holders. The Notice states that the</p>

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	<p>maximum number of Remuneration Shares to be issued by the Company will be determined on a monthly basis by dividing the monthly directors' fees payable by the monthly VWAP for Shares in arrears for each month for the period from the date of Mr Pearce's appointment as a Director to 31 August 2020 and any fractions of shares resulting from the calculation will be rounded down to the nearest whole number. The Notice includes a worked example of the dilution that will occur to existing shareholders of the Company as a result of the issue of Remuneration Shares.</p>
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Rule Number	10.14
Date	12/07/2019
ASX Code	PGL
Listed Company	PROSPA GROUP LIMITED.
Waiver Number	WLC190179-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Prospa Group Limited (the 'Company') a waiver from Listing Rule 10.14 to the extent necessary to permit the Company to issue up to 106,217 performance rights to each of Mr Greg Moshal and Mr Beau Bertoli, under the Company's employee incentive plan ('Plan'), as described in the Company's prospectus dated 16 May 2019 ('Prospectus'), without obtaining shareholder approval, subject to the following conditions.</p> <p>1.1 The Prospectus containing the information required by Listing Rule 10.15.</p> <p>1.2 The date by which the Company issues the securities to the directors under the Plan being not later than 12 months from the date of the Company's admission to the official list of ASX.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Under Listing Rule 10.14, 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) (and any related party provisions applying to foreign entities under relevant legislation).</p> <p>Present Application</p> <p>The Company intends to issue securities to directors under the terms of employee incentive plans. 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 3 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 initial public offer, 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 their approval. The Company's initial public offering prospectus contained adequate disclosure about the proposed issue of securities to each director. 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>

Rule Number	14.7
Date	2/07/2019
ASX Code	CZN
Listed Company	CORAZON MINING LIMITED
Waiver Number	WLC190172-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Corazon Mining Limited (the 'Company') a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue 13,333,332 options exercisable at \$0.007 expiring three years from the date of issue ("Options") to directors of the Company later than one month after 30 May 2019, being the date of the shareholders meeting at which the issue of the Options was approved on the following conditions:</p> <p>1.1 The Options are issued at the same time as the Options are issued to non-related parties and in any event no later than 15 July 2019 and otherwise on the same terms as approved by shareholders on 30 May 2019; and</p> <p>1.2 The terms of this waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application Listing Rule 10.13.3 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 1 month of the date of the shareholders' meeting. Listing Rule 10.13.3 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. The Company sought and received shareholder approval under Listing Rule 10.11 for the issue of the Options at a general meeting held on 30 May 2019. In accordance with Listing Rule 10.13.3, the notice of meeting stated that the Company would issue the shares no later than one month after the date of the meeting. The Company was unable to issue the Options within 1 month of the general meeting due to an oversight in failing make an application for quotation of the Options within seven days of the prospectus which consequently gave rise to a withdrawal period. The maximum number of Options to be issued is fixed and the potential degree of dilution to existing shareholders is known. The additional time requested is not excessive. There has not been any material change to the Company's circumstances from the date of the shareholder meeting.</p>

Rule Number	14.7
Date	5/07/2019
ASX Code	PSC
Listed Company	PROSPECT RESOURCES LIMITED
Waiver Number	WLC190180-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grant Prospect Resources Limited (the 'Company') a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue 94,976,800 shares ("Consideration Shares") to Farvic Consolidated Mines Pvt Limited ("Farvic") later than one month after 11 June 2019, being the date of the shareholders meeting at which the issue of the Consideration Shares was approved on the following conditions:</p> <p>1.1 The Consideration Shares are issued no later than 10 October 2019.</p> <p>1.2 The terms of this waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing. This supports the integrity of listing rule requirements that forbid a listed entity from taking a particular action unless it has obtained the prior approval of ordinary security holders, and require the giving to security holders of specific information about the proposed action in order for such approval to be validly obtained.</p> <p>Present Application Listing Rule 10.13.3 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 1 month of the date of the shareholders' meeting. Listing Rule 10.13.3 ensures that an issue of equity securities is made within a reasonably short time after the ordinary security holders approve the issue, so that there is less possibility that the circumstances of the entity may change by the time that the issue is made in such a way that they are different from those that the ordinary security holders may reasonably have had in contemplation at the time of giving their approval. The Company sought and received shareholder approval under Listing Rule 10.11 for the issue of the Consideration Shares at a general meeting held on 11 June 2019. In accordance with Listing Rule 10.13.3, the notice of meeting stated that the Company would issue the shares no later than one month after the date of the meeting. The Company is unable to issue the Consideration Shares within 1 month of the general meeting due to delays in receiving regulatory approval for the underlying transaction to which the Consideration Shares relate. The maximum number Consideration Shares to be issued is fixed and the potential degree of dilution to existing shareholders is known. The additional time requested is not excessive. There has not been any material change to the Company's circumstances from the date of the shareholder meeting.</p>

Rule Number	14.7
Date	10/07/2019
ASX Code	XTV
Listed Company	XTV NETWORKS LTD
Waiver Number	WLC190189-001
Decision	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants XTV Networks Limited (to be renamed New Zealand Costal Seafoods Limited) (the "Company") a waiver from Listing Rule 14.7 to the extent necessary to permit the Company to issue up to:</p> <p>2,000,000 Shares to Winton Willesee (or his nominee);</p> <p>2,000,000 Shares to Erlyn Dale (or her nominee);</p> <p>2,000,000 Shares to Harry Hill (or his nominee);</p> <p>2,000,000 Shares to Cataldo Miccio (or his nominee);</p> <p>2,000,000 Shares to Jourdan Thompson (or his nominee); and</p> <p>16,000,000 Shares to Bergen Global Opportunity Fund, LP (or its nominee),</p> <p>(together, the Related Party Shares), later than one month after 13 June 2019, being the date of the shareholders meeting at which the issue of the Related Party Shares were approved on the following conditions:</p> <p>1.1 The Related Party Shares are issued not later than 13 September 2019.</p> <p>1.2 The terms of this waiver are released to the market immediately.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Standard Decision, refer to Guidance Note 17.</p>