



# **Register of ASX Listing Rule Waivers**

**1 to 15 March 2022**

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

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

**For all product enquiries, please contact:  
- Customer Service Centre on 131 279**

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 6
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.1 Condition 6 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares (to be settled on ASX in the form of CHESS Depository Interests ('CDIs')) issued into the Australian market, subject to the following conditions:</p> <p>1.1 The Company applies for quotation of new fully paid shares issued into the Australian market on a monthly basis, and the Company provides to the market a monthly Appendix 4A as required by Listing Rule 4.11; and</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.1 Condition 6 requires that an entity must apply for and be granted quotation of all securities in its main class (other than securities classified as restricted securities). This rule ensures transparency and certainty as to the number of securities available to be traded in the market and therefore maintains the integrity of the ASX market.</p> <p><b>Present Application</b> The Company is the successor entity to an existing listed entity being American Pacific Borates Limited. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement and will be effected by way of a scheme of arrangement. The Company is incorporated and regulated by the laws of Delaware. The consideration being offered to ABR shareholders under the scheme of arrangement is the issue of shares in the Company. Securities of US companies must settle on ASX in the form of CDIs. It is considered appropriate that a waiver be granted to allow only those shares represented by CDIs to be quoted on ASX, as this represents the number of shares actually available to be traded and settled in the Australian market. The Company has confirmed that it will apply for a maximum of 388,432,903 CDIs as part of its listing application, representing the number of securities to be traded and settled in the Australian market, and the in-principle waiver is granted on this basis.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 8
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.1 Condition 8 to the extent necessary to permit the Company to be admitted to the official list of ASX without satisfying the spread requirements of that rule, on the condition that American Pacific Borates Limited ('ABR') was in compliance with Listing Rule 12.4 at the time it ceased to trade on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX must demonstrate that it complies with the security holder spread test in Listing Rule 1.1 Condition 8 following any fundraising undertaken in connection with the listing. The test requires that there be 300 holders of securities in the main class holding parcels of securities worth at least \$2,000 that are not restricted securities or subject to voluntary escrow. By meeting this requirement, an applicant entity demonstrates that there is sufficient investor interest in its securities for it to be suitable as a listed entity.</p> <p><b>Present Application</b>  The Company will be the successor entity to an existing listed entity, ABR. The restructure is akin to a 'top hat' arrangement. The restructure of ABR will be carried out by scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Listing Rule 12.4 requires ABR to maintain a spread of security holders in its main class of securities that is sufficient to ensure that there is an orderly and liquid market in its securities. While its securities are quoted, ABR is required to be in compliance with Listing Rule 12.4. The in-principle waiver is granted on the condition that ABR is in compliance with Listing Rule 12.4 at the time it ceases to trade on ASX. It is not considered necessary to separately demonstrate compliance by the Company with Listing Rule 1.1 Condition 8.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 9
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.1 Condition 9 to the extent necessary to permit the Company to be admitted to the official list of ASX without complying with either of Listing Rules 1.2 or 1.3, on the condition that American Pacific Borates Limited ('ABR') is in compliance with Listing Rules 12.1 and 12.2 at the time it ceases to trade on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 1.1 requires an entity applying for admission to the official list of ASX to meet various conditions before it is admitted. Listing Rule 1.1 Condition 9 requires the applicant entity to satisfy either a profit test under Listing Rule 1.2 or the asset test under Listing Rule 1.3. These rules ensure the financial performance and/or financial position of an entity applying for admission to the official list to be at a minimum level suitable for a listed entity. An entity must have a minimum level of profits, net tangible assets, or market capitalisation before it will be eligible for admission to the official list.</p> <p><b>Present Application</b> The Company is the successor entity to an existing listed entity being ABR. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure will result in no change in the economic substance of the existing listed entity or the effective economic interests of its shareholders. The restructure of ABR will be carried out by a scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Listing Rule 12.1 requires ABR's level of operations to be sufficient to warrant the continued quotation of its securities. Listing Rule 12.2 requires ABR's financial condition to be adequate to warrant the continued quotation of its securities. While its securities are quoted, ABR is required to be in compliance with Listing Rules 12.1 and 12.2. The in-principle waiver is granted on the condition that ABR is in compliance with Listing Rules 12.1 and 12.2 at the time it ceased trading on ASX. It is not considered necessary for the Company to separately demonstrate compliance with Listing Rule 1.1 Condition 9.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.1 condition 12
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-004
<b>Decision</b>	1. Based solely on the information provided by 5E Advanced Materials, Inc. (the 'Company'), ASX Limited grants the Company a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit the Company to have on issue 1,000,000 performance rights ('Performance Rights') with a nil exercise price on condition that the material terms and conditions of the Performance Rights are clearly disclosed in the Company's Scheme Booklet.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>            If an entity seeking admission to the official list has options or performance rights on issue, the exercise price for each underlying security must be at least 20 cents in cash. This rule supports listing rule 2.1 condition 2 which requires the issue price or sale price of all securities for which an entity is seeking quotation (except options) upon admission to the official list to be at least 20 cents in cash. These requirements together support the integrity of the ASX market, as they demonstrate that the entity's ordinary securities have a minimum value suitable for a listed entity.</p> <p><b>Present Application</b>            The Company is the successor entity to an existing listed entity being American Pacific Borates Limited. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement and will be effected by way of a scheme of arrangement. The Performance Rights are already on issue. The Performance Rights will represent approximately 2.37% of undiluted issued capital at the time of admission. The waiver is granted on the basis that the number of Performance Rights on issue on a post-admission basis is not considered material and therefore their existence will not undermine the integrity of the 20-cent rule. A summary of the material terms and conditions of the Performance Rights have been clearly disclosed to the market including in the Company's Scheme Booklet.</p>

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

<b>Rule Number</b>	1.4.1
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.4.1 to the extent necessary to permit the information memorandum prepared in connection with the proposed restructure not to state that it contains all the information required under section 710 of the Corporations Act 2001 (Cth), subject to the following conditions:</p> <p>1.1 the information memorandum incorporates the scheme booklet for the scheme of arrangement between American Pacific Borates Limited ('ABR') and its shareholders under the Corporations Act 2001 (Cth) ('Scheme Booklet');</p> <p>1.2 the Company releases all of the documents incorporated into the Scheme Booklet by reference to the market as pre-quotation disclosure; and</p> <p>1.3 the Company provides a statement to the market that ABR has confirmed to it that ABR was in compliance with Listing Rule 3.1 at the time that ABR ceased trading on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. For entities using an information memorandum, it is a requirement under Listing Rule 1.4.1 that the information memorandum include a statement that all the information that would be required under section 710 of the Corporations Act 2001 (Cth) if the information memorandum were a prospectus offering for subscription the same number of securities for which quotation will be sought, is contained in the information memorandum. This supports the requirement that the information memorandum contains prospectus-grade information, which provides a platform for continuous disclosure.</p> <p><b>Present Application</b> The Company is the successor entity to an existing listed entity being ABR. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure is not expected to result in a change in the economic substance of ABR or the effective economic interests of its shareholders. The restructure of ABR will be carried out by a scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). Upon implementation of the scheme, the Company will have the same security holders and the business activities will be unchanged. The business and assets of ABR have been subject to the continuous disclosure requirements of the Listing Rules and the information memorandum will contain disclosure about the impact of the restructure on shareholders of ABR and also the impact of the restructure on the ABR group's business. Sufficient information will therefore be available to inform the market. The waiver is granted on the basis that ABR confirms that it is in compliance with Listing Rule 3.1 at the time that it ceases trading on ASX.</p>

# Register of ASX Listing Rule Waivers

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.4.4
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-006
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.4.4 to the extent necessary to permit the Company to issue an information memorandum dated on or about the date at which the Court makes orders to convene the meeting of American Pacific Borates Limited ('ABR') shareholders to approve the scheme of arrangement to be implemented in respect of the Company under the Corporations Act 2001 (Cth).
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. This provides a platform for continuous disclosure which is necessary to keep the market adequately informed. For entities using an information memorandum, it is a requirement that an entity preparing an information memorandum must state the date it was signed. Listing Rule 1.4.4 is intended to replicate a requirement for disclosure documents under the Corporations Act 2001 (Cth).</p> <p><b>Present Application</b>  The Company is the successor entity to an existing listed entity (being ABR). The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure of ABR will be carried out by a scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). The waiver is granted on the basis that the date of (or about) the Court hearing convening the scheme meeting is the most appropriate date for the information memorandum to be dated as it is the date that the Court makes orders for the scheme meeting to be held and for the information memorandum to be sent to shareholders.</p>

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





# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.4.7
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-007
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.4.7 to the extent necessary to permit the Company's information memorandum not to include a statement that the Company has not raised any capital for the three months before the date of issue of the information memorandum and will not need to raise capital in the three months after the date of issue of the information memorandum.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. This provides a platform for continuous disclosure which is necessary to keep the market adequately informed. For entities using an information memorandum, it is one of the requirements of Listing Rule 1.4.7 that the information memorandum states that the entity has not raised capital in the 3 months preceding the date of issue of the information memorandum and will not raise capital in the 3 months after the date of issue of the information memorandum. This statement is intended to demonstrate that the entity has no need for capital. If an entity needs to raise capital at or around the time of its listing, it should do so under a prospectus or Product Disclosure Statement. This supports the primacy of a full form offer document as one of those types of a new entity's basic listing documents for the purposes of Listing Rule 1.1 Condition 3, and that subscribers to a fundraising conducted in conjunction with a listing proposal should do so under a high quality disclosure document under the Corporations Act 2001 (Cth). Where there is no need for a fundraising, it is not necessary to require the entity to issue such a document, and it is sufficient for an information memorandum to be provided.</p> <p><b>Present Application</b>  The Company is the successor entity to an existing listed entity being American Pacific Borates Limited ('ABR'). The restructure of ABR will be carried out by a scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). The Company will use, for the purposes of Listing Rule 1.1 Condition 3, an information memorandum that incorporates the scheme booklet for the restructure. ABR is currently not limited from undertaking capital raisings, subject to the Listing Rules. There is no concern that the Company is seeking to avoid preparing prospectus quality information. The waiver is granted to permit the information memorandum requirement of Listing Rule 1.4.7 not to be complied with as the Company's listing is not, in substance, a new listing, and there is no need to deprive the Company of the ability to raise capital given that ABR would have been able to do so.</p>

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	1.4.8
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-008
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 1.4.8 to the extent necessary to permit the Company's information memorandum not to include a statement that a supplementary information memorandum will be issued if, following the issue of the information memorandum and the date the Company's securities are quoted on ASX, the Company becomes aware of any of the matters referred to in that rule, on the condition that American Pacific Borates Limited ('ABR') undertakes to release such information over the ASX Market Announcements platform. This undertaking is to be given and executed in the form of a deed no later than the date the information memorandum is released.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity seeking admission to the official list of ASX as an ASX listing is required to issue a prospectus or Product Disclosure Statement, or if ASX agrees, an information memorandum that complies with the information memorandum requirements of Listing Rule 1.4. For entities using an information memorandum, it is a requirement of Listing Rule 1.4.8 that the information memorandum contains a statement that a supplementary information memorandum will be issued if the entity becomes aware of any material new information. This provision replicates the requirements of the Corporations Act 2001 (Cth) in respect of supplementary disclosure documents.</p> <p><b>Present Application</b>  The Company is the successor entity to an existing listed entity being American Pacific Borates Limited ('ABR'). The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The restructure of ABR will be carried out by a scheme of arrangement approved by participating security holders and approved by a court of competent jurisdiction under the Corporations Act 2001 (Cth). The Company will use, for the purposes of Listing Rule 1.1 Condition 3, an information memorandum that incorporates the scheme booklet for the restructure. The scheme must be approved by a court of competent jurisdiction. ABR will continue to be subject to Listing Rule 3.1 until the scheme becomes effective so it will be able to announce to the market any matters that are material to it and will therefore be material to the Company upon implementation of the scheme. It is therefore not necessary to require a statement in the Information Memorandum that supplementary information will be provided.</p>

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.4
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-009
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 2.4 to the extent necessary to permit the Company to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of CHESSE Depository Interests ('CDIs')), subject to the following conditions:</p> <p>1.1 The Company applies for quotation of fully paid shares issued into the Australian market on a monthly basis, and the Company provides to the market in a form acceptable to ASX a monthly update of the net changes in the number of Shares over which CDIs are issued; and</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 2.4 requires that an entity must be granted quotation of all securities in its main class. This ensures fungibility of the entity's securities. There is also transparency and certainty as to number of securities available to be traded in the market and maintains the integrity of ASX market.</p> <p><b>Present Application</b> The Company is incorporated and regulated by the laws of Delaware and will be primarily listed on the National Association of Securities Dealers Automated Quotations ('NASDAQ'). Its Shares are not eligible to be settled directly in the Clearing House Electronic Subregister System ('CHESSE'), so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over shares. CDIs will not be created over all of the Company's shares. Shareholders who wish to continue to trade on NASDAQ will continue to hold shares, and shareholders who wish to trade on the ASX market will hold CDIs. CDIs will not exist over all the shares of the Company at any given time. The total number of shares on issue therefore will not be the same as the total number of securities immediately available to be traded on ASX's market. Granting quotation to the number of shares over which CDIs have been created, rather than to the total number of shares on issue, will give a more accurate representation of the number of securities that are immediately available to be traded on ASX. Participants in the market on ASX will be better informed about the free float and depth and liquidity of the market for the Company's securities on ASX if only shares over which CDIs have actually been created are quoted. Any movement of securities between ASX and the NASDAQ would be reflected in monthly updates of CDIs on issue to be provided by the</p>

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

# Register of ASX Listing Rule Waivers

	Company. With the market updates provided on a monthly basis the market would be aware of any fluctuations in the pool of ASX tradeable securities.
--	---

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	2.8
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-010
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from listing rule 2.8 to the extent necessary to allow the Company not to apply for quotation of fully paid common shares in the Company transferred to the Australian subregister as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions.</p> <p>1.1 The Company provides an Appendix 4A which provides a monthly update of the net changes in the number of common shares over which CDIs are issued.</p> <p>1.2 The Company releases details of this waiver as pre-quotation disclosure.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 2.4 requires that an entity must be granted quotation of all securities in its main class. This ensures fungibility of the entity's securities. There is also transparency and certainty as to number of securities available to be traded in the market and maintains the integrity of ASX market. Listing rule 2.8 states that an entity must apply for quotation of securities to be quoted in a timely manner.</p> <p><b>Present Application</b> The Company is incorporated and regulated by the laws of Delaware and will be primarily listed on the National Association of Securities Dealers Automated Quotations ('NASDAQ'). Its shares are not eligible to be settled directly in the Clearing House Electronic Subregister System ('CHESS'), so transactions in the Company's securities on ASX's market will be settled through the use of CDIs created over shares. CDIs will not be created over all of the Company's shares. Shareholders who wish to continue to trade on NASDAQ will continue to hold shares, and shareholders who wish to trade on the ASX market will hold CDIs.</p> <p>CDIs will not exist over all the shares of the Company at any given time. The total number of shares on issue therefore will not be the same as the total number of securities immediately available to be traded on ASX's market. Granting quotation to the number of shares over which CDIs have been created, rather than to the total number of shares on issue, will give a more accurate representation of the number of securities that are immediately available to be traded on ASX. Participants in the market on ASX will be better informed about the free float and depth and liquidity of the market for the Company's securities on ASX if only shares over which CDIs have actually been created are quoted.</p> <p>Any movement of securities between ASX and the NASDAQ would be reflected in monthly updates of CDIs on issue to be provided by the Company. With the market updates provided on a monthly basis the market would be aware of any fluctuations in the pool of ASX tradeable securities.</p>

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2A
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-011
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 4.2A to the extent necessary to permit the Company to not be required to lodge a Half Year Report, subject to the following conditions:</p> <p>1.1. the Company instead lodges with ASX the Form 10-Q it is required to lodge with the United States Securities and Exchange Commission ('SEC') in accordance with its obligations under the relevant US laws and in accordance with the SEC timetable (being within 45 days of the end of each of the first two quarters of each financial year);</p> <p>1.2. the Company also provides ASX a copy of the audit review report when it lodges its Form 10-Q for the second quarter of the financial year.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period.</p> <p><b>Present Application</b> The Company is the successor entity to an existing listed entity being American Pacific Borates Limited ('ABR'). The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The Company is incorporated in Delaware and, under the laws of Delaware, there is no requirement for the Company to prepare half year reports, but it is instead required to prepare detailed quarterly reports (in the form of a Form 10-Q). The Form 10-Q contains a significant amount of detail and the Form 10-Q for the second quarter will contain an audit review report. Investors will be provided with detailed financial disclosure they would otherwise have received in a half-year report. The Company satisfies the criteria for relief outlined in Guidance Note 4. Guidance Note 4 advises that ASX will be guided by considerations such as the inconvenience to the listed company, in satisfying two sets of requirements which are assessed as being not significantly different</p>

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

## Register of ASX Listing Rule Waivers

requirements which are assessed as being not significantly different, outweighs any detriment to users of the ASX market from non-application of ASX requirements and the outcome would be consistent with the underlying purpose of the relevant rule and with the principles that are taken into account in applying the rules generally.

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	4.2B
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-012
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 4.2B to the extent necessary to permit the Company to not be required to lodge a Half Year Report, subject to the following conditions:</p> <p>1.1. the Company instead lodges with ASX the Form 10-Q it is required to lodge with the United States Securities and Exchange Commission ('SEC') in accordance with its obligations under the relevant US laws and in accordance with the SEC timetable (being within 45 days of the end of each of the first two quarters of each financial year); and</p> <p>1.2. the Company provides ASX a copy of the audit review report when it lodges its Form 10-Q for the second quarter of the financial year.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 4.2A and 4.2B require listed entities to lodge half year reports. The financial information required in the half year report is based on the Corporations Act 2001 (Cth) requirements for half yearly financial reports by Australian entities, and for foreign entities must include the equivalent financial reports required by the law of the place of incorporation. There is additional information required to be given in a prescribed format. The prescribed format is intended to facilitate the ready understanding of information and comparison of information provided by different entities. The due date for lodgement of half-year reports with ASX is 2 months after the end of the accounting period.</p> <p><b>Present Application</b> The Company is the successor entity to an existing listed entity being American Pacific Borates Limited. The restructure involves the substitution of a new legal entity for the existing listed entity and is akin to a 'top hat' arrangement. The Company is incorporated in Delaware and, under the laws of Delaware, there is no requirement for the Company to prepare half year reports, but it is instead required to prepare detailed quarterly reports (in the form of a Form 10-Q). The Form 10-Q contains a significant amount of detail and the Form 10-Q for the second quarter will contain an audit review report. Investors will be provided with detailed financial disclosure they would otherwise have received in a half-year report. The Company satisfies the criteria for relief outlined in Guidance Note 4. Guidance Note 4 advises that ASX will be guided by considerations such as the inconvenience to the listed company in satisfying two sets of requirements which are assessed as being not significantly different outweighing any detriment to users of the ASX market from non-application of ASX requirements, and the outcome would be consistent with the underlying purpose of the relevant rule and with the principles that are taken into account in applying the rules generally.</p>

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





## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.3
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-013
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 5.3 to the extent necessary to permit the Company to prepare its quarterly activity and expenditure reports under the rules and regulations of the United States Securities and Exchange Commission ('SEC') and file them with ASX at the same time that the Company lodges those documents with the SEC, and in accordance with the following:</p> <p>1.1 as a Form 10-Q in relation to the first, second and third quarter of each financial year of the Company, within 45 days of the end of the relevant quarter; and</p> <p>1.2 in lieu of the fourth quarter of each financial year of the Company, the Company lodges an annual report as a Form 10-K, in accordance with the following depending on the Company's classification:</p> <p>1.2.1 within 60 days (in the case of a Large Accelerated Filer);</p> <p>1.2.2 within 75 days (in the case of an Accelerated Filer); or</p> <p>1.2.3 within 90 days (in the case of a Non-Accelerated Filer), of the end of the fiscal year.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rules 5.3 and 5.5 require a mining exploration entity to complete a report concerning each quarter of its financial year and give it to ASX. The information to be provided is prescribed and enhances the continuous disclosure regime by requiring disclosure of mining exploration activities and a summary of the expenditure incurred on those activities. The quarterly activities report and Appendix 5B must be provided within one month of the end of each quarter.</p> <p><b>Present Application</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will be guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p><i>The Company was incorporated under the laws of Delaware, USA</i></p>

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

## Register of ASX Listing Rule Waivers

The Company was incorporated under the laws of Delaware, USA. The Company is regulated by the SEC, and is expected to be listed on NASDAQ. The NASDAQ listing will be the Company's primary listing. The Company's operations are based in the USA. The Company is required to lodge quarterly reports under SEC regulations. The SEC quarterly reporting requirements give a longer time frame after the quarter end for lodgement. SEC quarterly reports are required to be lodged within 45 days of the end of each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and SEC form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	5.5
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-014
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 5.5 to the extent necessary to permit the Company to prepare its quarterly activity and expenditure reports under the rules and regulations of the United States Securities and Exchange Commission ('SEC') and file them with ASX at the same time that the Company lodges those documents with the SEC, and in accordance with the following:</p> <p>1.1 as a Form 10-Q in relation to the first, second and third quarter of each financial year of the Company, within 45 days of the end of the relevant quarter; and</p> <p>1.2 in lieu of the fourth quarter of each financial year of the Company, the Company lodges an annual report as a Form 10-K, in accordance with the following depending on the Company's classification:</p> <p>1.2.1 within 60 days (in the case of a Large Accelerated Filer);</p> <p>1.2.2 within 75 days (in the case of an Accelerated Filer); or</p> <p>1.2.3 within 90 days (in the case of a Non-Accelerated Filer), of the end of the fiscal year.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> As set out in Guidance Note 4, ASX may, in very limited circumstances, recognise compliance by a foreign entity which has its primary listing on an overseas exchange with a particular obligation imposed by its home exchange as constituting, in principle, sufficient reason to justify the granting of a waiver from a comparable, but inconsistent, obligation under the ASX Listing Rules. Such a waiver has historically been granted sparingly and the onus is on the applicant to show good cause why it should be granted such a waiver. All applications for such a waiver are considered on their merits on a case by case basis. A non-exhaustive list of matters ASX will be guided by in considering such an application are set out in paragraph 3.4 of Guidance Note 4.</p> <p><b>Present Application</b> The Company was incorporated under the laws of Delaware, USA. The Company is regulated by the SEC, and is expected to be listed on NASDAQ. The NASDAQ listing will be the Company's primary listing. The Company's operations are based in the USA. The Company is required to lodge quarterly reports under SEC regulations. The SEC quarterly reporting requirements give a longer time frame after the quarter end for lodgement. SEC quarterly reports are required to be lodged within 45 days of the end of each quarter, which amounts to an extension of approximately 15 days. There would be duplication if the Company were required to lodge both Australian and SEC form quarterly reports. The Company is considered to satisfy the criteria for relief outlined in Guidance Note 4 in relation to this particular obligation.</p>

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.10.3
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-015
<b>Decision</b>	Based solely on the information provided, ASX Limited grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 6.10.3 to the extent necessary to permit the Company to comply with the laws of Delaware on security holders' rights to vote.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.10.3 provides that an entity may only remove or change a security holder's right to vote in limited cases. In the case of the voting right, the entity may do so where the person became the holder of the securities after the time determined under the Corporations Act 2001 (Cth) as the "specified time" for deciding voting rights at a meeting. The rule supports market integrity.</p> <p><b>Present Application</b>  The Company is incorporated under the laws of Delaware. That law, rather than the Corporations Act 2001 (Cth), provides the method of determining whether a shareholder is entitled to vote at a security holders' meeting. A waiver from Listing Rule 6.10.3 is granted to permit the Company to comply with the law of its home jurisdiction on this subject.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.23.3
<b>Date</b>	11/03/2022
<b>ASX Code</b>	SPT
<b>Listed Company</b>	SPLITIT PAYMENTS LTD
<b>Waiver Number</b>	WLC220028-001
<b>Decision</b>	<p>1. Subject to Resolution 2 and based solely on the information provided, ASX Limited ('ASX') grants Splitit Payments Ltd (the 'Company') a waiver from Listing Rule 6.23.3 to permit the Company to do the following:</p> <p>1.1 reduce the exercise price of 6,500,001 warrants each currently with an exercise price of A\$1.30 issued to its financier, to the volume weighted average price ('VWAP') of the Company's shares traded on ASX over five (5) consecutive trading days on which trades occurred immediately prior to the date on which a revised funding facility with the Company's current lender becomes effective (the 'Amended Exercise Price'); and</p> <p>1.2 reduce the exercise price of 2,166,667 warrants currently with an exercise price of A\$1.30 to the Amended Exercise Price, together, the 'Warrants'.</p> <p>2. The waiver in Resolution 1 is granted on the following conditions:</p> <p>2.1 the Company obtains shareholder approval for the proposed amendments to the Warrants; and</p> <p>2.2 the notice of meeting seeking shareholder approval includes explanatory information satisfactory to ASX including, at a minimum, a clear explanation of the rationale for the proposed amendment to the Warrants.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b></p> <p>Listing rule 6.23.3 stipulates that changes to option terms which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise are prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell, or exercise the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market, any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b></p> <p>The Company has entered into a funding facility pursuant to which it has agreed to issue 13,000,002 unquoted warrants. In connection with a renegotiation of the funding facility, the Company has sought a waiver from Listing Rule 6.23.3 to enable it to amend the terms of 8,666,668 issued warrants (the 'Warrants') by reducing the exercise price to a price which is calculated on the VWAP of the Company's shares traded on ASX over five (5) consecutive trading days on which trades occurred immediately prior to the date on which its revised funding facility becomes effective. The proposed amendments will reduce the exercise price of the Warrants and therefore Listing Rule 6.23.3 applies. The Company proposes to seek shareholder approval for the reduction of the exercise price of the Warrants. The Warrants represent 1.84% of the number of fully paid ordinary shares on issue. All other terms of the Warrants remain the same. It is proposed to grant the waiver from Listing Rule 6.23.3 conditional on the Company's shareholders approving the change and satisfactory</p>

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

# Register of ASX Listing Rule Waivers

explanation of the reasons for the change being set out in the notice of meeting.

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	6.24
<b>Date</b>	8/03/2022
<b>ASX Code</b>	USQ
<b>Listed Company</b>	US STUDENT HOUSING REIT
<b>Waiver Number</b>	WLC210372-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants US Student Housing REIT ('USQ') a waiver from listing rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate of a distribution need not be advised to ASX when the distribution record date is announced, on condition that an estimated distribution rate is advised to ASX at that time and the actual rate is advised to ASX as soon as it becomes known.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing Rule 6.24 prescribes that listed entities must follow mandatory timetables in Appendix 6A for various corporate actions, including the declaration of dividends or distributions. Compliance with timetables ensures that investors are able to determine their entitlements, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained. Under clause 1 of Appendix 6A, a listed entity must announce a dividend or distribution rate 4 business days before the record date. The note to clause 1 of Appendix 6A contemplates that if an entity does not know the actual amount of the dividend or distribution at the time of the announcement, it may include in Appendix 3A.1 the estimated amount of the dividend or distribution. If it does so, it must notify ASX immediately of the final amount of the dividend or distribution after it is determined.</p> <p><b>Present Application</b>  USQ is seeking listing on ASX and must distribute all income for tax reasons, but any such amounts can only be estimated before the applicable record date. This waiver allows an estimated distribution rate to be announced before the record date, provided that the actual distribution rate is advised to ASX as soon as it becomes known.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	7.26.2
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-018
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 7.26.2 to the extent necessary to permit the Company's By-laws not to have a provision causing former holders of cancelled or forfeited shares to remain liable (in the absence of the approval of the holders or ordinary shares) for any amount called but unpaid on the shares despite the fact that they have been forfeited, on the condition that the Company undertakes not to issue partly paid shares without the written consent of ASX. The undertaking is to be given and executed in the form of a deed.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 7.26.2 requires that under an entity's constitution, the holder of a partly paid share must remain liable for any amount called but unpaid, despite the fact that the shares have been forfeited, unless approved by holders of ordinary shares pursuant to Listing Rule 7.26.3. This rule supports the binding nature of call obligations for partly paid shares issued by limited liability companies.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and regulated by US law. Liability for unpaid and partly paid shares is governed by the Delaware General Corporation Law, specifically section 162 which provides that a stockholder (including any former stockholder) is liable to pay any unpaid amounts on any shares. The Company has no partly paid shares on issue and will provide ASX with an undertaking not to issue any partly paid shares in the future, without the prior written consent of ASX.</p>

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





## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	10.18
<b>Date</b>	15/03/2022
<b>ASX Code</b>	OGC
<b>Listed Company</b>	OCEANAGOLD CORPORATION
<b>Waiver Number</b>	WLC220027-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grant OceanaGold Corporation (the 'Company') a waiver from listing rule 10.18 to the extent necessary to permit the Company upon a change of control to pay termination benefits to Gerard Bond and Scott Sullivan pursuant to the terms of the Company's employment contracts.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must ensure that no officer will be entitled to termination benefits or any increase in them if a change occurs in the shareholding or control of the listed entity. This prevents the use of termination payments as a poison pill or golden parachute and supports the takeover regime in Corporations Act 2001 (Cth).</p> <p><b>Present Application</b> The Company is a Canadian incorporated entity and listed on TSX and ASX. A waiver is granted so that the Company's employment contracts with its existing officer, Scott Sullivan and President and CEO-elect, Gerard Bond can be amended in accordance with the usual market custom and laws of its home jurisdiction. This is considered to be a permissible departure from the principle of the rule to allow the Company to enter into or amend the contractual obligations to its officers.</p>

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



# Register of ASX Listing Rule Waivers

<b>Rule Number</b>	14.2.1
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-017
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form an option for a holder of the Company's shares or CHESS Depository Interests ('CDIs') to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:</p> <p>1.1 the Company complies with relevant Delaware laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors and the appointment of auditors;</p> <p>1.2 the notice given by the Company to the Company's shareholders and CDI holders under ASX Settlement Operation Rule 13.8.9 makes it clear that shareholders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;</p> <p>1.3 the Company releases details of the waiver to the market as part of the pre-quotations disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and</p> <p>1.4 without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent the Company from permitting security holders to vote against a resolution to elect a director and to vote against a resolution to appoint an auditor.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing Rule 14.2.1 states that a notice of meeting must include a proxy form which provides for each security holder to direct the proxy to vote for, against or abstain on each resolution. The rule ensures that all security holders can express their views on every resolution put to a security holders' meeting.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and regulated by US law. The law of Delaware does not provide for the casting of votes against certain types of resolutions (election of directors and appointment of auditors), but instead permits "plurality voting" or other forms of voting. The US has an alternative legislative scheme for security holders to contest the reappointment of directors and the appointment of auditors. It is proposed to grant a waiver to permit the Company to comply with the laws of Delaware.</p>

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



## Register of ASX Listing Rule Waivers

<b>Rule Number</b>	14.4
<b>Date</b>	1/03/2022
<b>ASX Code</b>	5EA
<b>Listed Company</b>	5E ADVANCED MATERIALS INC.
<b>Waiver Number</b>	WLC210373-019
<b>Decision</b>	Based solely on the information provided, ASX Limited ('ASX') grants 5E Advanced Materials, Inc. (the 'Company') a waiver from Listing Rule 14.4 to the extent necessary to permit the Company to permit a director appointed by the Board to fill a casual vacancy or as an additional director to hold office beyond the next annual meeting after that person's appointment if the term of office of the class of director into which that person has been appointed expires at a later annual meeting, in accordance with the Company's constituent documents.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Directors (other than the managing director) must not hold office past the third annual general meeting following their appointment, or for more than three years - whichever is longer. A casual appointee must not hold office without re-election past the next annual general meeting after the director's appointment. This rule prevents the entrenchment of directors and supports shareholder democracy.</p> <p><b>Present Application</b> The Company is incorporated in Delaware and its constitution complies with the law of its home jurisdiction. This requires the retirement of directors in classes. Directors appointed to fill casual vacancies hold office until the time for the class into which they have been appointed must stand for re-election. As this statutory requirement is inconsistent with this particular Listing Rule, a waiver is granted to permit the Company to comply with the laws of its place of incorporation.</p>

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