



Register of ASX Listing Rule Waivers

1 to 15 July 2024

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:
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Rule Number	6.23.2
Date	2/07/2024
ASX Code	QIP
Listed Company	QANTM INTELLECTUAL PROPERTY LIMITED
Waiver Number	WLC240107-001
Decision	<p>1. QANTM Intellectual Property Limited (the 'Entity') is proposing to cancel for consideration unquoted EBT and EST Share Units pursuant to a scheme of arrangement occurring under the Corporations Act. Based solely on the information provided, ASX Limited ('ASX') grants the Entity a waiver from Listing Rule 6.23.2 to the extent necessary to permit the cancellation of the EBT and EST Share Units for consideration and without shareholder approval, on the following conditions.</p> <p>1.1 Full details of the cancellation and the consideration payable are set out to ASX's satisfaction in the scheme booklet.</p> <p>1.2 The scheme of arrangement becomes effective.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

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Rule Number	6.23.3
Date	2/07/2024
ASX Code	QIP
Listed Company	QANTM INTELLECTUAL PROPERTY LIMITED
Waiver Number	WLC240107-002
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants QANTM Intellectual Property Limited ('the Company'), in connection with the proposed scheme of arrangement between the Company and its shareholders in which all of the issued ordinary shares in the Company will be acquired by Fox BidCo Pty Ltd (the 'Scheme'), a waiver from Listing Rule 6.23.3 to the extent necessary to permit the Company to determine an early occurrence of the 'Crystallisation Date' in respect of employee share trust share units ('EST Share Units'), on the following conditions:</p> <p>1.1 the full details of the proposed treatment of the EST Share Units are set out to ASX's satisfaction in the Scheme Booklet; and</p> <p>1.2 the Scheme is approved by the Company's security holders and a Court of competent jurisdiction, and the Court's orders are lodged with the Australian Securities and Investments Commission such that the Scheme becomes effective.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 6.23.3 provides that a change affecting an option cannot be made if it has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise of an option. Changing these fundamental features affects the value of the option. A decision whether to buy, hold, sell, or exercise the option depends upon these features being known with certainty. These features also have the potential to affect the market in an entity's ordinary securities. Accordingly, changes to these features are prohibited under Listing Rule 6.23.3 in order to promote market integrity.</p> <p>Present Application The change is occurring in the context of a scheme of arrangement that is required to comply with the Corporations Act. The change effectively results in options being cancelled for consideration and a waiver from Listing Rule 6.23.2 has been granted. The waiver is granted on the condition that shareholders of the Company and the Court approve the Scheme and full details of the proposed treatment of the EST Share Units is disclosed in the Scheme booklet dispatched to Company shareholders to ASX's satisfaction.</p>

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Register of ASX Listing Rule Waivers

Rule Number	7.3.4
Date	2/07/2024
ASX Code	BPM
Listed Company	BPM MINERALS LIMITED
Waiver Number	WLC240106-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants BPM Minerals Limited (the 'Company') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company, in its notice of meeting (the 'Notice') seeking shareholder approval for the issue of up to 8,000,000 deferred consideration shares to Beau Resources Pty Ltd and Mr Ross Chandler (together, the 'Durack Vendors') ('Durack Deferred Consideration Shares') vesting upon satisfaction of milestones linked to the announcement of a mineral resource estimate reported in accordance with the JORC Code ('Durack Milestone'), not to state the Durack Deferred Consideration Shares will be issued no later than 3 months from the date of the shareholder meeting ('Meeting'), on the following conditions:</p> <p>1.1 The Durack Deferred Consideration Shares are to be issued upon satisfaction of the Durack Milestone and within the time required by the Durack Milestone, namely within five (5) years from the date of the Meeting.</p> <p>1.2 The Durack Milestone must not be varied.</p> <p>1.3 The maximum number of Durack Deferred Consideration Shares to be issued is capped at 8,000,000 shares.</p> <p>1.4 Adequate details regarding the dilutionary effect of the Durack Deferred Consideration Shares on the Company's capital structure is included in the Notice.</p> <p>1.5 For any annual reporting period during which any of the Durack Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Durack Deferred Consideration Securities issued in that annual reporting period, the number of Durack Deferred Consideration Shares that remain to be issued and the basis on which the Durack Deferred Consideration Shares may be issued.</p> <p>1.6 The Notice contains the full terms and conditions of the Durack Deferred Consideration Shares as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 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.</p> <p>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 milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to</p>

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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.

Present Application

Subject to shareholder approval, the Company is proposing to issue the Durack Deferred Consideration Shares as part of the consideration for the Durack Acquisition. The Durack Deferred Consideration Shares are intended to be issued upon the achievement of the agreed Durack Milestone and by the specific time frame which will be more than the three months after the date of the shareholder approval obtained for the issue of the Durack Deferred Consideration Shares. The reason for the deferred issue accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will know the maximum dilution to the Company's capital structure at the time of voting on the resolution of the Durack Deferred Consideration Shares at the Company's EGM. There is a sufficient degree of certainty such that shareholders are able to provide their informed consent to the proposed Durack Deferred Consideration Shares to be issued by the Company. The extension of time proposed for the issue of the Durack Deferred Consideration Shares is made for clear and compelling commercial reasons such that the issue may occur outside the usual time constraints.

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Rule Number	7.3.4
Date	2/07/2024
ASX Code	BPM
Listed Company	BPM MINERALS LIMITED
Waiver Number	WLC240106-002
Decision	<p>1. Based solely on the information provided, ASX grants BPM Minerals Limited a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Company, in its Notice seeking shareholder approval for the issue of up to 8,000,000 deferred consideration shares to Peter Bryce Catoi and Deanne Brosnan (together, the 'E80 Vendors') ('E80 Deferred Consideration Shares') vesting upon satisfaction of milestones linked to the announcement of a mineral resource estimate reported in accordance with the JORC Code ('E80 Milestone'), not to state the E80 Deferred Consideration Shares will be issued no later than 3 months from the date of the shareholder Meeting, on the following conditions:</p> <p>1.1 The E80 Deferred Consideration Shares are to be issued upon satisfaction of the E80 Milestone and within the time required by the Durack Milestone, namely within five (5) years from the date of the Meeting.</p> <p>1.2 The E80 Milestone must not be varied.</p> <p>1.3 The maximum number of E80 Deferred Consideration Shares to be issued is capped at 8,000,000 shares.</p> <p>1.4 Adequate details regarding the dilutionary effect of the E80 Deferred Consideration Shares on the Company's capital structure is included in the Notice.</p> <p>1.5 For any annual reporting period during which any of the E80 Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of E80 Deferred Consideration Securities issued in that annual reporting period, the number of E80 Deferred Consideration Shares that remain to be issued and the basis on which the E80 Deferred Consideration Shares may be issued.</p> <p>1.6 The Notice contains the full terms and conditions of the E80 Deferred Consideration Shares as well as the conditions of this waiver.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities to state that the securities will be issued within 3 months of the date of the shareholders' meeting. Listing Rule 7.3.4 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.</p> <p>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 milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issues of securities. This allows the</p>

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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.

Present Application

Subject to shareholder approval, the Company is proposing to issue the E80 Deferred Consideration Shares as part of the consideration for the E80 Acquisition. The E80 Deferred Consideration Shares are intended to be issued upon the achievement of the agreed E80 Milestone and by the specific time frame which will be more than the three months after the date of the shareholder approval obtained for the issue of the E80 Deferred Consideration Shares. The reason for the deferred issue accords with the example given in footnote 199 in ASX Guidance Note 21. Shareholders will know the maximum dilution to the Company's capital structure at the time of voting on the resolution of the E80 Deferred Consideration Shares at the Company's EGM. There is a sufficient degree of certainty such that shareholders are able to provide their informed consent to the proposed E80 Deferred Consideration Shares to be issued by the Company. The extension of time proposed for the issue of the E80 Deferred Consideration Shares is made for clear and compelling commercial reasons such that the issue may occur outside the usual time constraints.

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Rule Number	7.3.9
Date	15/07/2024
ASX Code	BEO
Listed Company	BEONIC LTD
Waiver Number	WLC240113-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Beonic Ltd (the 'Company') a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company to include a resolution in its notice of meeting ('Notice') to approve the issue of shares and attaching options to eligible shareholders under the Company's proposed Share Purchase Plan ('SPP') not to include a voting exclusion statement that excludes votes of persons who may participate in the SPP or any associate of such a person, on the following conditions:</p> <p>1.1 that, if the SPP 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 the Notice states that any shareholder casting votes on the resolution relating to the SPP will be excluded from participating in the SPP shortfall.</p>
Basis For Decision	<p>Underlying Policy Listing Rule 7.3.9 requires a resolution for the purposes of Listing Rule 7.1 to have a voting exclusion statement excluding votes of security holders who may participate in the issue, as they may receive a benefit from the passing of the resolution that will not accrue to security holders that do not participate in the issue. The policy of excluding the votes of security holders who may participate in the issue is not applicable where the nature of the issue is such that all eligible security holders may participate on an equal basis. In such cases the exclusion of security holders entitled to participate would mean that no votes could be counted. With such issues there is also limited scope for an individual holder to gain a disproportionate advantage from the passing of the resolution.</p> <p>Present Application On the basis of its structure (which involves the offer of free-attaching options), the SPP offer does not fall within the parameters set by the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. Accordingly, the SPP does not meet the criteria of Exception 5 of Listing Rule 7.2. The Company is proposing to seek, at a general meeting, shareholder approval for the purposes of Listing Rule 7.1 for the issue of the shares and free-attaching options proposed to be issued pursuant to the SPP. The SPP offer will not be completed until after the general meeting and, absent a waiver, it is conceivable that no shareholder would be able to vote on the resolution for the issue of SPP securities. It is considered appropriate to grant the waiver because all shareholders may participate in the SPP on an equal basis and it is not possible to identify and exclude actual SPP participants until after the offer has completed.</p>

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Rule Number	10.1
Date	3/07/2024
ASX Code	MRC
Listed Company	MINERAL COMMODITIES LTD
Waiver Number	WLC240109-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Mineral Commodities Ltd (the 'Company') a waiver from Listing Rule 10.1 to the extent necessary to permit the Company to grant security ('Security') over the assets of the Company in favour of Au Mining Limited ('Au Mining'), a substantial (10%+) holder of the Company, to secure the Company's obligation under a \$4 million loan provided by Au Mining without obtaining shareholder approval on the following conditions:</p> <p>1.1 the Company releases an announcement to the market that provides:</p> <p>1.1.1 the material terms of the transaction and of the waiver from Listing Rule 10.1; and</p> <p>1.1.2 a description of the reasons why the entity has chosen to obtain the financial accommodation from Au Mining rather than a lender that is not a Listing Rule 10.1 party and the steps the board has taken to satisfy itself that the transaction is being entered into on arm's length terms and is fair and reasonable from the perspective of the holders of the Company's ordinary securities;</p> <p>1.2 the Security documents expressly provide that:</p> <p>1.2.1 the Security is limited to the funds due under the financial accommodation;</p> <p>1.2.2 the Security will be discharged when the funds due under the financial accommodation have been repaid in full;</p> <p>1.2.3 in the event the Security is enforced, the assets can only be disposed of to Au Mining or an associate of Au Mining if the disposal is first approved by the entity's security holders under Listing Rule 10.1; and</p> <p>1.2.4 otherwise, if Au Mining exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the Security, the assets must be sold to an unrelated third party on arm's length commercial terms and the net proceeds of sale distributed to Au Mining in accordance with their legal entitlements;</p> <p>1.3 any variation to the terms of the financial accommodation or the Security which:</p> <p>1.3.1 advantages Au Mining in a material respect;</p> <p>1.3.2 disadvantages the entity in a material respect; or</p> <p>1.3.3 is inconsistent with the terms of the waiver, must be subject to security holder approval under Listing Rule 10.1; and</p> <p>1.4 for each year while they remain on foot, a summary of the material terms of the financial accommodation and the Security is included in the related party disclosures in the Company's audited annual accounts.</p>
Basis For Decision	<p>Underlying Policy</p> <p>Listed entities are required to obtain the approval of security holders</p>

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for an acquisition or disposal of a substantial asset from or to a person in a position to exercise influence over the entity. The votes of security holders who are parties to the transaction, and their associates, are not counted. Listed entities are required to obtain an independent expert's report on the fairness and reasonableness of the transaction and to send it to security holders to accompany the notice of security holders' meeting. This rule protects security holders from a value-shifting transaction with a person in a position of influence being undertaken by a listed entity without the disinterested security holders having approved that transaction with the benefit of full information. The rule supplements the related party provision of the Corporations Act 2001 (Cth) (or, in the case of foreign entities, the related party provisions of the law of their home jurisdiction).

Present Application

The Company is granted a waiver from Listing Rule 10.1 to enable it to grant the Security in favour of Au Mining, subject to a number of conditions, including that the Security documents provide that in the event the Security is exercised, neither Au Mining nor any of its associates are entitled to acquire the assets without the Company first complying with any applicable Listing Rules, including Listing Rule 10.1. This condition provides a sufficient safeguard against value-shifting to the Listing Rule 10.1 party.

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Rule Number	10.13.5
Date	15/07/2024
ASX Code	DMM
Listed Company	DMC MINING LIMITED.
Waiver Number	WLC240115-001
Decision	<p>1. DMC Mining Limited (the 'Entity') proposes to issue securities under a prospectus or PDS as part of, or in connection with, a transaction ('Capital Raising'). ASX Limited ('ASX') has advised the Entity that it must meet the requirements in Chapters 1 and 2 of the Listing Rules in relation to the transaction. Based solely on the information provided, ASX grants the Entity a waiver from Listing Rule 10.13.5 to the extent necessary to permit the notice of meeting seeking shareholder approval for the issue of securities to Listing Rule 10.11 parties as part of, or in connection with, the Capital Raising not to state that the securities will be issued no later than one (1) month after the date of the meeting, on the following conditions.</p> <p>1.1 The securities are issued at the same time as other securities to be issued under the prospectus or PDS that the Entity has issued or is proposing to issue as part of, or in connection with, the transaction.</p> <p>1.2 The terms of the waiver are clearly disclosed in the notice of meeting and in the prospectus or PDS to be issued in respect of the Capital Raising.</p> <p>1.3 The notice for the Meeting states the issue of the above securities will occur no later than 3 months after the date of the meeting.</p>
Basis For Decision	<p>Underlying Policy Standard Decision, refer to Guidance Note 17.</p>

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Rule Number	10.15.11
Date	1/07/2024
ASX Code	CAT
Listed Company	CATAPULT GROUP INTERNATIONAL LTD
Waiver Number	WLC240105-001
Decision	<p>1. Based solely on the information provided, ASX Limited ('ASX') grants Catapult Group International Ltd (the 'Company') a waiver from Listing Rule 10.15.11 to the extent necessary to permit the Company in its 2024 notice of annual general meeting ('Notice') seeking shareholder approval under Listing Rule 10.14 for participation by the Company's directors under its Employee Incentive Plan ('EIP') by way of salary sacrifice ('Salary Sacrifice Offer') to state that participation in the Salary Sacrifice Offer applies to each person who is appointed as a new director of the Company (or their nominee) from time to time.</p>
Basis For Decision	<p>Underlying Policy This rule ensures a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with Listing Rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under Listing Rule 10.14, where those directors are remunerated over and above their base salary by way of incentive.</p> <p>Present Application The Company proposes to seek security holder approval for the issue of securities to directors by way of a Salary Sacrifice Offer under the EIP. Participation is not compulsory and is confined to their base annual fees. Future directors will not obtain any additional remuneration or securities on advantageous terms to current directors electing to sacrifice fees to acquire securities. The likely dilution to existing holders assuming all directors sacrificed their fees and a share price of \$2.00 would only be approximately 1% of the Company's undiluted ordinary share capital.</p>

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