



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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13-1245

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) —
Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Exemption

2. This exemption applies to an interest in a managed investment scheme (*serviced strata scheme*) which involves an owner (*investor*) of real property (*strata unit*), in the investor's discretion, making their strata unit available for use by a person (*operator*) as part of a serviced apartment, hotel, motel or resort complex comprising Lots 41 and 102-530 on Strata Plan 146357, located at 156 Bathurst Street, Hobart Tas 7000, developed in accordance with an approval of a local government organisation that has been given to ASIC and in relation to which, on 1 March 2000, there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme.
3. An interest in the serviced strata scheme is exempt from the following provisions of the Act:
 - (a) Part 7.6 (other than Divisions 4 and 8); and
 - (b) section 992AA; and
 - (c) section 1017F.

Where exemption applies

4. The exemption in paragraph 3 only applies where all of the following requirements are satisfied:
 - (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
 - (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and

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- (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is a financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during the period to which the payments relate; and
 - (B) where a FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the Fund has first been expended; and
 - (iii) where a FFE Fund has been established for the investor — one or more payments into the Fund where:
 - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
 - (B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;

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- (g) the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in paragraph 5;
- (h) the operator takes reasonable steps to ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- (i) where a FFE Fund has been established for an investor, the operator takes reasonable steps to ensure that:
 - (A) the money comprising the Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (B) the balance of the Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (j) each person that is involved in making an offer of interests in the scheme for issue does not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
- (k) the operator complies with the provisions specified in paragraph 5 which are included in the agreement referred to in subparagraph (g).

Terms of agreement between investor and operator

- 5. The agreement specified in subparagraph 4(g) is to contain provisions to the following effect:
 - (a) *Transfer of management rights*
 - (i) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme; and

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- (ii) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice; and
 - (iii) A transfer referred to in subparagraph (i) or (ii) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in subparagraph (b)(ii) unless the body corporate has consented to the transfer; and
- (b) *Consent of body corporate to new care-taking arrangements*
- (i) If an operator receives a notice under subparagraph (a)(i), the operator must advise all body corporate members of the name of the person to whom the transfer is to be made; and
 - (ii) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in subparagraph (a)(ii) if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions; and
 - (iii) If a majority of body corporate members make a decision referred to in subparagraph (b)(ii), a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with subparagraph (a)(ii); and
 - (iv) This subparagraph does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under subparagraph (a)(ii) or (b)(iii) before that notice is given to the operator; and

(c) *Price payable on transfer*

The price scheme members specify in a notice under subparagraph (a)(ii) must be one of the following:

- (i) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or

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- (ii) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
 - (iii) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days; and
- (d) *Voting*
 - (i) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted; and
 - (ii) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote; and
 - (iii) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings; and
 - (iv) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision; and
- (e) *Costs*
 - (i) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in subparagraph (a)(i) for the purposes of determining a price to be specified in a notice under subparagraph (a)(ii); and
 - (ii) If a member incurs any reasonable valuation, auction or marketing costs under subparagraph (i) that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator; and
- (f) *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex

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including making available information concerning any prospective bookings; and

(g) *Definitions*

In this paragraph:

scheme members means investors in the scheme excluding the operator and its associates.

management rights means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme.

transfer in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

Interpretation

6. In this instrument:

FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in subparagraph 4(g) for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme.

offer is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this 14th day of October 2013



Signed by Dea Tjahjana
as a delegate of the Australian Securities and Investments Commission



13-1268

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Technocash Pty Limited
ABN: 20 080 109 217 ("the Licensee")
P.O. Box 618
PARRARMATTA NSW 2124

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 247299 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 10th October 2013.

Signed

.....
Joyce Krashow, a delegate of the Australian Securities and Investments Commission



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ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Canstar Pty Limited
ACN: 053 646 165 ("the Licensee")
Level 2, 107 Quay Street
BRISBANE QLD 4000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 312804 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 10th October 2013.

Signed

A handwritten signature in black ink, appearing to be 'JK' with a flourish.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

13-1273

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(a) and 673(1)(a) – Exemptions**

Enabling Legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraphs 655A(1)(a) and 673(1)(a) of the *Corporations Act 2001* (the Act).

Title

2. This instrument is ASIC Instrument 13-1273.

Commencement

3. This instrument commences on the date it is signed.

Cessation

4. This instrument ceases to have effect on the earlier of:
 - (a) the completion of the Share Sale Agreement; and
 - (b) 3 months from the commencement of this instrument.

Exemptions

5. Nikko Asset Management Co., Limited, a company incorporated under the laws of Japan, and its related bodies corporate do not have to comply with subsection 606(1) of the Act.
6. Nikko Asset Management Co., Limited, a company incorporated under the laws of Japan, and its related bodies corporate do not have to comply with section 671B of the Act.

Where this instrument applies

7. The exemption in paragraph 5 of this instrument applies to an acquisition of any relevant interest in issued voting shares, except an acquisition of a relevant interest in Treasury Asia Asset Management Limited ACN 114 316 059 (**Sale Company**) as a result of entry into, but not completion of, the Share Sale Agreement.
8. The exemption in paragraph 6 of this instrument applies to a substantial holding in a listed company or a listed registered scheme to the extent the substantial holding arises because of entry into the Share Sale Agreement but not as a result of completion of the transaction contemplated by the Share Sale Agreement.

Interpretation

9. In this instrument:
-

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Share Sale Agreement means a share sale agreement dated on or about 11 October 2013 between a related body corporate of Nikko Asset Management Co., Limited and the shareholders of the Sale Company in respect of all of the shares in the Sale Company.

Dated this 10th day of October 2013



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission

13-1287

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-1287.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:

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- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited ACN 008 624 691 throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar

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equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

“16A. “performance right” means a conditional right:

- (a) to receive a fully-paid ordinary share in the capital of the issuer; or
- (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
- (c) either to receive a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;

where the performance right is offered for no monetary consideration;”.

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

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- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

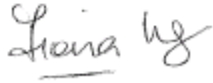
Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Alkane Resources Performance Rights Plan (under which the performance rights are referred to as "Performance Rights") and the terms of which are substantially in the same form as those provided to ASIC on 23 September 2013; and
- (d) *issuer* means Alkane Resources Ltd ACN 000 689 216 and any related body corporate.

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Dated this 14th day of October 2013

A handwritten signature in black ink, appearing to read 'Fiona Ng', with a horizontal line underneath the name.

Signed by Fiona Ng
as a delegate of the Australian Securities and Investments Commission

13-1288

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b), 926A(2)(a) and 1020F(1)(c) –
Declarations and Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(b), 926A(2)(a) and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1288].

Commencement

3. This instrument commences on 14th October 2013.

Declarations

4. Chapter 6D of the Act applies to Osprey Medical, Inc. ARBN 152 854 923 (*Company*) as if regulation 6D.5.01 of the *Corporations Regulations 2001* (the *Regulations*) were modified or varied by omitting “warrant that is a security” and substituting “warrant that is a security (other than a CDI within the meaning of subsection 700(3B) of the Act)”.
5. Chapter 6D of the Act applies to the Company as if the following provisions were omitted, modified or varied as follows:
 - (a) after subsection 700(3) insert:

“Application to CDIs

(3A) For the purposes of this Chapter, where the securities are CDIs:

 - (a) the foreign body that issues, or offers to issue, the securities underlying the CDIs is taken to be the person who offers the CDIs for issue;
 - (b) the foreign body that issues the securities underlying the CDIs is taken to be the issuer of the CDIs; and
 - (c) the CDIs are taken to be the foreign body's securities.

(3B) For the purposes of subsection (3A):

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 302.

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CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHESS and being described in the operating rules of ASX Settlement as CHESS Depository Interests or CDIs.

CDN means CHESS Depository Nominees Pty Limited ABN 75 071 346 506.

CHESS means Clearing House Electronic Subregister System.

foreign body means a body formed or incorporated outside this jurisdiction.”;

- (b) omit paragraph 708A(1)(b), substitute:
 - “(b) except where the securities are CDIs as defined in subsection 700(3B), the securities were not issued by the body with the purpose referred to in subparagraph 707(3)(b)(i); and”;
- (c) omit subsection 708A(2)(b), substitute:
 - “(b) section 601CK or the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin;”;
- (d) omit paragraph 708A(5)(d), substitute:
 - “(d) no declaration under subsection 601CK(7) or exemption or waiver (however described) under the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin, covered the body, or any person as director or auditor of the body, at any time during the relevant period referred to in paragraph (b); and”;
- (e) omit subparagraph 708A(6)(d)(i), substitute:
 - “(i) section 601CK and the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin; and”;
- (f) after paragraph 708A(6)(e) insert:
 - “(f) either:
 - (i) explains the difference between holding CDIs (within the meaning of subsection 700(3B)) in relation to securities and directly holding the underlying securities; or

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- (ii) if the explanation in subparagraph (i) is contained in a document which is readily accessible without charge—states where that document can be accessed.”.
6. Part 7.9 of the Act applies to the Company as if subregulation 7.9.07A(1) of the Regulations were modified or varied by omitting “warrants.” and substituting “warrants (other than CDIs within the meaning of subsection 700(3B) of the Act).”.

Exemptions

7. The Company is exempt from subsection 911A(1) of the Act for a financial service that consists of arranging for CDN to issue CDIs in accordance with the operating rules of ASX Settlement.
8. CDN is exempt from subsection 911A(1) of the Act for a financial service that consists of dealing in CDIs in accordance with the operating rules of ASX Settlement.

Where this instrument applies

9. The declarations in paragraphs 4, 5 and 6 apply in relation to an offer, for issue or sale, of CDIs in the Company where the CDIs are issued under a placement to professional investors or sophisticated investors to be conducted by the Company on or around 15 October 2013.
10. The exemptions in paragraphs 7 and 8 apply in relation to any issue of CDIs in the Company's Shares.

Interpretation

11. In this instrument:

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 302;

CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs;

CDN means CHES Depository Nominees Pty Limited ABN 75 071 346 506;

CHES means Clearing House Electronic Subregister System;

foreign body means a body formed or incorporated outside this jurisdiction;

professional investors has the same meaning as in subsection 708A(11) of the Act;

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Shares means shares of common stock in the capital of the Company; and

sophisticated investors has the same meaning as in subsection 708A(8) of the Act.

Dated this 14th day of October 2013



Signed by Nathania Nero
as a delegate of the Australian Securities and Investments Commission

13-1292

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 1020F(1)(a) and 1020F(1)(c) – Revocations**

Enabling legislation

- 1 The Australian Securities and Investments Commission makes this instrument under paragraphs 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act 2001 (Act)*.

Title

- 2 This instrument is ASIC instrument 13-1292.

Commencement

- 3 This instrument commences on 15 October 2013.

Revocations

- 4 The instruments made under paragraphs 1020F(1)(a) and 1020F(1)(c) of the Act and designated:
- (a) ASIC Instrument [12-1276];
 - (b) ASIC Instrument [12-1534];
 - (c) ASIC Instrument [12-1549];
 - (d) ASIC Instrument [12-1582];
 - (e) ASIC Instrument [12-1607];
 - (f) ASIC Instrument [12-1621]; and
 - (g) ASIC Instrument [12-1674]
- are revoked.

Dated this 15th day of October 2013.



Signed by Daniel Alexander Pallaras
as a delegate of the Australian Securities and Investments Commission

13-1293

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under subsection 741(1)(b) of the Corporations Act 2001 (*Act*).

Title

2. The instrument is ASIC Instrument 13-1293.

Commencement

3. This instrument commences on 16 October 2013.

Declaration

4. Chapter 6D of the Act applies to each shareholder of Impact as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:

"(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.

(4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

Where this instrument applies

5. This instrument applies to an offer for the sale of securities in Impact where:
 - (a) the securities were issued by reason of the exercise of options which were:
 - (i) issued under the Options Scheme;
 - (ii) issued without disclosure to investors under Part 6D.2 of the Act because subsection 708(17) (*New Impact Options*); and

13-1293

- (b) The circumstances and terms of issue of the New Impact Options issued under the Option Scheme are disclosed in the Explanatory Statement in relation to the Schemes; and
- (c) The Explanatory Statement in relation to the Schemes includes a statement describing the need for, and effect of, the relief contained in this instrument; and
- (d) The exercise of the New Impact Options did not involve any further offer of the shares.

Interpretation

6. In this instrument:

Explanatory Statement means the explanatory statement sent to shareholders and option holders of Invictus under subsection 412(1) of the Act in relation to the Schemes.

Impact means Impact Minerals Limited ACN 119 062 261.

Invictus means Invictus Gold Limited ACN 145 891 907.

Option Scheme means the proposal by Impact under which listed options in Invictus are to be cancelled and listed options in Impact granted as consideration for the cancelled Invictus options pursuant to a compromise or arrangement under Part 5.1 of the Act, the draft explanatory statement in respect of which was provided to ASIC on 27 September 2013.

Share Scheme means the proposal by Impact under which listed shares in Invictus are to be cancelled and listed shares in Impact granted as consideration for the cancelled Invictus shares pursuant to a compromise or arrangement under Part 5.1 of the Act, the draft explanatory statement in respect of which was provided to ASIC on 27 September 2013.

Schemes means the Share Scheme and the Option Scheme.

Dated this 16th day of October 2013



Signed by Michael Jukes

as a delegate of the Australian Securities and Investments Commission

13-1295

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) - Declaration**

Enabling provisions

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 741(1) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC instrument 13-1295.

Commencement

3. This instrument commences on the date it is signed.

Declaration

4. Chapter 6D of the Act applies to each holder of shares in Recall Holdings Limited ACN 116 537 832 (*Recall*) as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6).

Where relief applies

5. This instrument applies where:
 - (a) a Recall shareholder makes an offer of Recall shares (*Shares*) for sale;
 - (b) the Shares were transferred to a holder of shares in Brambles Limited ACN 118 896 021 (*Brambles*) or to a Broker under the Scheme of Arrangement within the previous 12 months; and
 - (c) the offer is not made within 12 months of a sale or transfer of the Shares by a person (other than Brambles) who:
 - (i) controls Recall;
 - (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 of the Act; and
 - (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 of the Act.

Interpretation

In this instrument:

Recall Share means a fully paid ordinary share in the common stock of Recall.

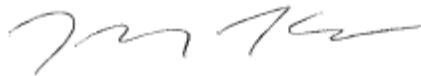
13-1295

Broker means a participant of the licensed market operated by ASX Limited ACN 008 624 691 with whom, or with whose related body corporate, Brambles has entered, or enters, into arrangements for the operation of the Sale Facility.

Sale Facility has the meaning defined in the explanatory statement for the Scheme of Arrangement provided to ASIC on 2 October 2013 in accordance with subsection 412(8) of the Act.

Scheme of Arrangement means a compromise or arrangement under Part 5.1 of the Act between Brambles and its members as detailed in the explanatory statement lodged with ASIC on 2 October 2013.

Dated this 16th day of October 2013



Signed by Terence Kouts
as a delegate of the Australian Securities and Investments Commission

13-1296

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) —
Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-1296.

Commencement

3. This instrument commences on gazettal.

Exemptions

2. Brambles Limited ACN 118 896 021 (*Brambles*) does not have to comply with:
 - (a) section 601ED of the Act in relation to the Sale Facility; and
 - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Sale Facility; and
 - (c) the requirements to hold an Australian financial services licence for the provision of the following financial services:
 - (i) dealing in an interest in the Sale Facility; and
 - (ii) the provision of general advice in relation to an interest in the Sale Facility.
3. To avoid doubt, to the extent Brambles invites a participating holder to make an offer to sell a Recall Share through the Sale Facility, Brambles does not have to comply with Division 5A of Part 7.9 of the Act.

Where this instrument applies

4. The exemptions in paragraphs 2 and 3 apply in relation to the Sale Facility where that facility satisfies all of the following:
 - (a) the financial products that may be sold through the facility are Recall Shares that will be admitted to quotation on a licensed market;
 - (b) under the terms of the Sale Facility:

13-1296

- (i) the Recall Shares of participating holders to be sold through the facility are pooled; and
- (ii) a Broker sells the Recall Shares in the ordinary course of trading on a licensed market; and
- (iii) the proceeds of the sale net of expenses (to the extent (if any) that they are not met by Brambles) are distributed to participating holders; and
- (iv) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the date on which Brambles received the participating holder's election to participate in the facility.

Conditions

5. In order to rely on the exemptions in subparagraphs 2(a) or (b) or paragraph 3, Brambles must include the following information in the Scheme Booklet:
- (a) information about the minimum and maximum number (if any) of Recall Shares a participating holder can sell through the Sale Facility; and
 - (b) information about any expenses relating to the sale of Recall Shares that will be paid by the participating holders; and
 - (c) information about how the proceeds of sale of Recall Shares sold through the facility will be allocated between participating holders; and
 - (d) information about any other significant characteristics or features of the Sale Facility or of the rights and obligations of persons who elect to participate in the Sale Facility.

Exclusion from reliance

6. Brambles is excluded from relying on subparagraph 2(c) of this instrument if it becomes aware of matters that give it reason to believe it has failed in a material respect to comply with a condition of this instrument and it does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.

Interpretation

In this instrument:

Broker means a participant of a licensed market with whom, or with whose related body corporate, Brambles has entered, or enters into, arrangements for the operation of the Sale Facility.

facility has a meaning affected by section 762C of the Act.

Ineligible Overseas Shareholder has the meaning in the Scheme Booklet.

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licensed market has the meaning given by section 761A of the Act.

participating holder means a person who:

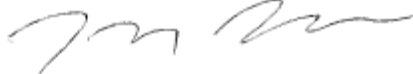
- (a) is entitled to a Recall Share should the Recall demerger scheme of arrangement in relation to the demerger of Recall Holdings Limited from Brambles become effective; and
- (b) has elected to participate in the Sale Facility in accordance with its terms or is an Ineligible Overseas Shareholder.

Recall Share means a fully paid ordinary share in Recall Holdings Limited ACN 116 537 832

Sale Facility means a facility operated by Brambles through which a participating holder can sell a Recall Share in accordance with the terms set out in the Scheme Booklet.

Scheme Booklet means the explanatory statement under section 411 of the *Corporations Act* sent to Brambles shareholders in connection with the proposed demerger of Recall Holdings Limited.

Dated this 16th day of October 2013



Signed by Terence Kouts
as a delegate of the Australian Securities and Investments Commission

13-1297

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a),
1020F(1)(a) and 1020F(1)(b) – Exemptions and Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a), 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-1297.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-1297

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Declaration

8. Chapter 6D of the Act applies to the trustee and any person who takes a transfer of shares in the issuer initially transferred or issued to the trustee as if subsections 707(3) and 707(5) are omitted from the Act.

Where this instrument applies

9. This exemptions in paragraphs 4, 5, 6, and 7 of this instrument apply where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except:

13-1297

- (i) the definition of “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) the definition of “issuer” in paragraph 12 of the Interpretation; and
 - (iii) the definition of “offer document” in paragraph 15 of the Interpretation; and
 - (iv) the conditions in paragraphs 3 and 4 of the Schedule; and
- (b) would meet the requirements of the class order (except for those excluded in paragraph 9(a)) if:
- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer made under an employee share scheme extended only to eligible employees of the issuer;”;
 - (ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

 - (a) by, or for the benefit of:
 - (i) employees of the body, or of the related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
 - (b) by a corporation all of whose members are:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;”;
 - (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

 - (i) the acquisition price in Australian dollars;

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- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
- “16A. “performance right” means a conditional right:
- (a) to receive by issue or transfer a fully-paid ordinary share in the capital of the issuer or a unit in a fully-paid ordinary share in the capital of the issuer; or
 - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
 - (c) either to receive by issue or transfer a fully-paid ordinary share in the capital of the issuer or a unit in a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- where the performance right is offered for no monetary consideration;”.

10. The declaration in paragraph 8 of this instrument applies where:

- (a) the issuer makes an offer to sell a share in the issuer to the trustee under a trust arrangement entered into between the trustee and the issuer in connection with an eligible incentive plan offer;
- (b) the share in the issuer is issued to the trustee and subsequently transferred by the trustee to, or to the account of, an eligible employee in accordance with the terms of an eligible incentive plan offer accepted by the eligible employee;

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- (c) the share in the issuer is issued to the trustee without disclosure under Part 6D.2 of the Act; and
- (d) the issuer did not issue the share with the purpose of the eligible employee selling or transferring the share or granting, issuing or transferring interests in, or options or warrants over, the share.

Conditions

11. The issuer can only rely on the exemptions in paragraphs 4, 5, 6 and 7 of this instrument, and a person can only rely on the declaration in paragraph 8 of this instrument, if the issuer and the trustee comply with the following conditions as expressed to apply to them (and as if the terms “eligible offer”, “employee share scheme” and “offer document” had the meanings given to them in paragraph 9(b) of this instrument):
- (a) the conditions of the class order (excluding the conditions specified in paragraphs 3 and 4 of the Schedule to the class order); and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
 - (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or

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- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer; and

- (c) in the case where an offer of shares is made through a trust:

- (i) the trustee must hold the shares on trust for each person (a “beneficiary”) who acquires performance rights under an eligible offer on vesting of those performance rights; and
- (ii) the trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with beneficiaries; and
- (iii) the trustee must ensure that each share to which a performance right held by a beneficiary relates is identified in the written financial records as being held on account of that beneficiary; and
- (iv) the trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust; and
- (v) except as expressly provided by the trust deed, a beneficiary must have the capacity to authorise the trustee to sell at or above the current market price the shares to which he or she is entitled to under the deed; and
- (vi) the trustee must provide a copy of the trust deed to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument; and
- (vii) the issuer must ensure that the trust deed contains covenants binding the trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares to which the performance rights they hold relate as if they were the legal owner of the shares, including the right to:
 - (A) direct the trustee how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
 - (B) receive the income deriving from the shares, including dividends declared by the issuer in respect of those shares,

except where there exists any restrictions on:

13-1297

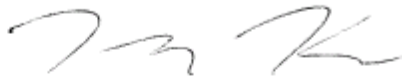
- (C) the beneficiary receiving any income derived from the shares; and
- (D) the capacity of the beneficiary to exercise any voting rights attached to the shares,
- until those shares are no longer subject to such restrictions under the terms of the trust deed.

Interpretation

12. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights made in connection with the Brambles Limited demerger of the issuer (*Demerger*), on or around 9 December 2013, under an arrangement known as the Recall Performance Share Plan (under which the performance rights are referred to as Awards) the terms of which are substantially in the same form as those provided to ASIC on 3 October 2013, and where the explanatory statement under section 411 of the Act in connection with the Demerger is provided to or made available to eligible employees at the time of the offer;
- (d) *issuer* means Recall Holdings Limited ACN 116 537 832 and any related body corporate; and
- (e) *trustee* means AET Structure Finance Services Pty Limited ACN 106 424 088, appointed as trustee under a trust deed known as Recall Holdings Limited Employee Share Plans entered into between the issuer and AET Structure Finance Services Pty Limited, the terms of which are substantially in the same form as those provided to ASIC on 14 October 2013, and any replacement trustee from time to time appointed in accordance with the trust deed.

Dated this 16th day of October 2013



Signed by Terence Kouts
as a delegate of the Australian Securities and Investments Commission

13-1299

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(c) – Declaration**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC instrument 13-1299.

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Part 7.9 of the Act applies to Emerging Leaders Investment Limited ACN 107 197 795 (*ELI*) and Ausbil Dexia Limited ACN 076 316 473 in relation to an interest in the Ausbil Investment Trusts – Australian Emerging Leaders Fund ARSN 089 995 442 (*Scheme*) as if the provisions of Part 7.9 were modified or varied as follows:

- (a) in section 1011B, delete paragraph (b) in the definition of "regulated person";

- (b) delete subsection 1012C(3) and insert:

- "(3) The issuer of the financial product must give a person a Product Disclosure Statement for a financial product if:

- (a) an offer is made to sell the financial product to the person; and

- (b) the sale of the product to the person pursuant to the offer would take place in circumstances covered by subsection (5), (6) or (8); and

- (c) the financial product is to be sold to the person as a retail client.

The Product Disclosure Statement must be given at or before the time when the offer is made and must be given in accordance with this Division."

- (c) in subsection 1013A(2), replace the words "the person making the offer to sell the financial product" with the words "the issuer of the financial product";

- (d) delete subsection 1013D(1)(a)(ii);

- (e) in subsection 1013D(1)(j), delete the words "(in the case of an issue Statement) or the seller (in the case of a sale Statement)";

13-1299

(f) in section 1013I, delete subsection 1013I(4) and insert:

"(4) **[Where issuer must give copies] If:**

- (a) the Product Disclosure Statement informs people of their right to obtain a copy of a document referred to in subsection (3); and
- (b) a person asks the issuer for a copy of the document;

The issuer must give (see subsection (5)) the person a copy of the document free of charge as soon as practicable, and in any event within 5 days, after receiving the person's request."; and

(g) in subsection 1020E(7)(b), replace the word "seller" with the word "issuer".

Where this instrument applies

5. This instrument applies where ELI transfers all of its interests in the Scheme (as at the time of the transfer) to the Eligible Shareholders under the Reorganisation.

Interpretation

6. In this instrument:

Eligible Shareholder means a Shareholder who, under the eligibility criteria set out in the Explanatory Memorandum, is eligible to receive interests in the Scheme pursuant to the Reorganisation.

Explanatory Memorandum means a notice of meeting and explanatory memorandum dated on or around 21 October 2013 provided to Shareholders in respect of the Reorganisation.

Reorganisation means the proposal described in the Explanatory Memorandum under which:

- (a) Shareholders will approve a winding-up of ELI, the appointment of a liquidator and the transactions referred to in paragraphs (b) to (d) below;
- (b) ELI will be issued with interests in the Scheme in return for ELI transferring part of its assets to the Scheme;
- (c) ELI will transfer its interests in the Scheme to Eligible Shareholders in accordance with ELI's constitution as a distribution in specie on a winding-up; and
- (d) ELI will distribute cash to Shareholders who are not Eligible Shareholders.

13-1299

Shareholder means a holder of shares in ELL.

Dated this 17th day of October 2013

A handwritten signature in black ink, appearing to read 'Phillip Nguyen', with a long horizontal stroke extending to the right.

Signed by Phillip Nguyen
as a delegate of the Australian Securities and Investments Commission

13-1300

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 1020F(1)(a) and 1020F(1)(c) – Exemption and
Declaration**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC instrument 13-1300.

Commencement

3. This instrument commences on the day it is signed.

Exemption

4. Emerging Leaders Investment Limited ACN 107 197 795 (*ELI*) and Ausbil Dexia Limited ACN 076 316 473 do not have to comply with subsection 1016A(2) of the Act in relation to an interest in the Ausbil Investment Trusts – Australian Emerging Leaders Fund ARSN 089 995 442 (*Scheme*) to be transferred under the Reorganisation.

Declaration

5. Part 7.9 of the Act applies to ELI in relation to an interest in the Scheme as if the provisions of that Part were modified or varied as follows:
 - (a) in section 1015C, insert after subsection (5):
 - "(6) For the purpose of subparagraph (1)(a)(ii) and for the avoidance of doubt, where a statement is in or accompanies a notice of meeting of members of a company, each member of the company is taken to have nominated the address shown in the register of members maintained by the company under Chapter 2C."

Where this instrument applies

6. This instrument applies where:
 - (a) ELI transfers all of its interests in the Scheme (as at the time of the transfer) to the Eligible Shareholders under the Reorganisation; and

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- (b) a Product Disclosure Statement in respect of the interests in the Scheme to be transferred to Eligible Shareholders under the Reorganisation is provided to Shareholders together with the Explanatory Memorandum.

Interpretation

7. In this instrument:

Eligible Shareholder means a Shareholder who, under the eligibility criteria set out in the Explanatory Memorandum, is eligible to receive interests in the Scheme pursuant to the Reorganisation.

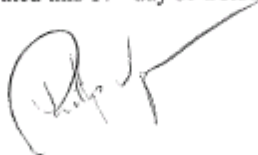
Explanatory Memorandum means a notice of meeting and explanatory memorandum dated on or around 21 October 2013 provided to Shareholders in respect of the Reorganisation.

Reorganisation means the proposal described in the Explanatory Memorandum under which:

- (a) Shareholders will approve a winding-up of ELI, the appointment of a liquidator and the transactions referred to in paragraphs (b) to (d) below;
- (b) ELI will be issued with interests in the Scheme in return for ELI transferring part of its assets to the Scheme;
- (c) ELI will transfer its interests in the Scheme to Eligible Shareholders in accordance with ELI's constitution as a distribution in specie on a winding-up; and
- (d) ELI will distribute cash to Shareholders who are not Eligible Shareholders.

Shareholder means a holder of shares in ELI.

Dated this 17th day of October 2013



Signed by Phillip Nguyen
as a delegate of the Australian Securities and Investments Commission

13-1301

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(c) – Declaration**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC instrument 13-1301.

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Part 7.9 of the Act applies in relation to an interest in the Ausbil Investment Trusts – Australian Emerging Leaders Fund ARSN 089 995 442 (*Scheme*) to be transferred under the Reorganisation as if:
 - (a) subsection 1017F(2) of the Act were modified or varied by deleting the words "the seller of the product" in column 3 of item 2 of subsection 1017F(2) and replacing them with the words "the issuer of the product"; and
 - (b) subregulation 7.9.63A(4) was deleted.

Where this instrument applies

5. This instrument applies where:
 - (a) Emerging Leaders Investment Limited ACN 107 197 795 (*ELI*) transfers all of its interests in the Scheme (as at the time of the transfer) to the Eligible Shareholders under the Reorganisation; and
 - (b) a Product Disclosure Statement in respect of the interests in the Scheme to be transferred to Eligible Shareholders under the Reorganisation is provided to Shareholders together with the Explanatory Memorandum.

Interpretation

6. In this instrument:

Eligible Shareholder means a Shareholder who, under the eligibility criteria set out in the Explanatory Memorandum, is eligible to receive interests in the Scheme pursuant to the Reorganisation.

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Explanatory Memorandum means a notice of meeting and explanatory memorandum dated on or around 21 October 2013 provided to Shareholders in respect of the Reorganisation.

Reorganisation means the proposal described in the Explanatory Memorandum under which:

- (a) Shareholders will approve a winding-up of ELI, the appointment of a liquidator and the transactions referred to in paragraphs (b) to (d) below;
- (b) ELI will be issued with interests in the Scheme in return for ELI transferring part of its assets to the Scheme;
- (c) ELI will transfer its interests in the Scheme to Eligible Shareholders in accordance with ELI's constitution as a distribution in specie on a winding-up; and
- (d) ELI will distribute cash to Shareholders who are not Eligible Shareholders.

Shareholder means a holder of shares in ELI.

Dated this 17th day of October 2013



Signed by Phillip Nguyen
as a delegate of the Australian Securities and Investments Commission

13-1302

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(a) – Exemption**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC instrument 13-1302.

Commencement

3. This instrument commences on the day it is signed.

Exemption

4. Emerging Leaders Investment Limited ACN 107 197 795 (*ELI*) does not have to comply with Division 5 of Part 7.9 of the Act in relation to an interest in the Ausbil Investment Trusts – Australian Emerging Leaders Fund ARSN 089 995 442 (*Scheme*).

Where this instrument applies

5. This instrument applies where:
 - (a) ELI transfers all of its interests in the Scheme (as at the time of the transfer) to the Eligible Shareholders under the Reorganisation; and
 - (b) a Product Disclosure Statement in respect of the interests in the Scheme to be transferred to Eligible Shareholders under the Reorganisation is provided to Shareholders together with the Explanatory Memorandum.

Interpretation

6. In this instrument:

Eligible Shareholder means a Shareholder who, under the eligibility criteria set out in the Explanatory Memorandum, is eligible to receive interests in the Scheme pursuant to the Reorganisation.

Explanatory Memorandum means a notice of meeting and explanatory memorandum dated on or around 21 October 2013 provided to Shareholders in respect of the Reorganisation.

Reorganisation means the proposal described in the Explanatory Memorandum under which:

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- (a) Shareholders will approve a winding-up of ELI, the appointment of a liquidator and the transactions referred to in paragraphs (b) to (d) below;
- (b) ELI will be issued with interests in the Scheme in return for ELI transferring part of its assets to the Scheme;
- (c) ELI will transfer its interests in the Scheme to Eligible Shareholders in accordance with ELI's constitution as a distribution in specie on a winding-up; and
- (d) ELI will distribute cash to Shareholders who are not Eligible Shareholders.

Shareholder means a holder of shares in ELI.

Dated this 17th day of October 2013



Signed by Phillip Nguyen
as a delegate of the Australian Securities and Investments Commission

13-1303

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1303].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-1303

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation;
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the Toronto Stock Exchange or the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;”;
- (ii) in the Interpretation, the following definition were inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;”;
- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

13-1303

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
“16A. “performance right” means a conditional right to be issued a fully paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of that share.”.

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
 - (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (v) an offer that did not require the giving of a product disclosure statement because of section 1012D of the Act; or
 - (vi) an offer made under a disclosure document or product disclosure statement,

13-1303

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Agrium Inc. Stock Appreciation Rights Plan and the Agrium Inc. Performance Share Unit Plan (under which the performance rights are referred to as "Stock Appreciation Rights" and "Performance Share Units", respectively) and the Offer Document for each, the terms of which are substantially in the same form as those provided to ASIC on 3 October 2013; and
- (d) *issuer* means Agrium Inc., a foreign company incorporated under the Canada Business Corporations Act on 21 December 1992 and any related body corporate.

Dated this 17th day of October 2013



Signed by Yu-chin Hsu
as a delegate of the Australian Securities and Investments Commission

13-1305

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 741(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1305].

Commencement

3. This instrument commences on 17 October 2013.

Declaration

4. Chapter 6D of the Act applies to Energy World Corporation Ltd ACN 009 124 994 (*EWC*) and Energy World Philippines Holdings Ltd (*EWP*), a body corporate incorporated in the Cayman Islands, as if:
 - (a) in subparagraph (b)(ii) of the definition of “continuously quoted securities” in section 9 of the Act, as notionally modified by ASIC Class Order [CO 01/1455], were further modified by omitting the text “, or declaration under paragraph 741(1)(b)”;
 - (b) section 708A, as notionally modified by ASIC Class Order [CO 10/322], were further modified or varied as follows:
 - (i) omit paragraph (12C)(a), substitute with:

“(a) the relevant securities were issued by reason of the exercise of the whole or part of the warrants; and”;
 - (ii) omit paragraph (12C)(b), substitute with:

“(b) on the day on which a notice in relation to the warrants was given under paragraph (e):
 - (i) securities in the same class as the relevant securities were continuously quoted securities; and
 - (ii) there was no determination under subsection 713(6) in force in respect of the body; and”;

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- (iii) in paragraph (12C)(c) omit reference to “convertible notes”, substitute with “warrants”;
- (iv) omit paragraph (12C)(d), substitute with:
- “(d) the exercise of the whole or part of the warrants for the relevant securities did not involve any further offer; and”;
- (v) omit paragraph (12C)(e), substitute with:
- “(e) the body that issued the warrants and the body that issued the relevant securities by reason of the exercise of the whole or part of the warrants, jointly gave the relevant market operator a notice that complied with subsection (12D) on the same day as, or within 2 business days before, the first day on which the warrants were issued.”;
- (vi) omit subsection (12D)(a), substitute with:
- “(a) the notice contains the following information:
- (i) for the warrants – the information required by subsection 713(2) as if paragraph 713(2)(a) required information about the effect of the offer of the warrants on the body that would issue securities in the class of relevant securities on exercise of the whole or part of the warrants; and
- (ii) for securities in the class of relevant securities – the information required by subsections 713(2) to (5),
- as if the notice were a prospectus, and”;
- (vii) omit subsection (12E), substitute with:
- “(12E) If a body jointly gives a notice under paragraph (12C)(e) in relation to the warrants, and that body will issue securities in the class of relevant securities on exercise of the whole or part of the warrants, each financial report or directors’ report required under section 298 of each body in relation to a financial year during which the warrants were on issue must contain the following information:
- (a) the:
- (i) outstanding amount of the warrants that has not been exercised as at the end of the financial year;
- (ii) number of securities in the class of relevant securities which will be purchased by the holder of the warrants;

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- (iii) price (if any) to be paid on the exercise of the whole or part of the warrants; and
- (iv) circumstances in which the exercise of the whole or part of the warrants may occur; and
- (b) the remaining liability of the body that issued the warrants to make payments under the warrants in that class as at the end of the financial year;
- (c) the average price paid for the exercise of the warrants (if any) that were exercised during the financial year and the number of securities in the class of relevant securities into which they exercised; and
- (d) any other matter relating to the warrants that holders of ED securities of the body would reasonably require to make an informed assessment of the financial position of the body and its prospects for future financial years.”.

Where this instrument applies

5. This instrument applies in relation to the offer for sale of securities in EWC made in reliance on subsection 708A(12C) of the Act, as further modified or varied in this instrument, where:
- (a) those securities were issued by reason of the exercise of the whole or part of the warrants, issued by EWC and EWP to Standard Chartered Private Equity (Singapore) Pte. Ltd., a body corporate incorporated in Singapore (registration number 200802313H), on or around 17 October 2013 and on substantially the same terms as provided to ASIC on 9 October 2013; and
 - (b) except for ASIC Instruments [13-0612] and [13-1305], no declaration under paragraph 741(1)(b) relating to a disclosing entity provision for the purposes of Division 4 of Part 1.2A of the Act covered EWC.

Dated this 17th day of October 2013



Signed by Yu-chin Hsu
as a delegate of the Australian Securities and Investments Commission

13-1307

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 15 October 2013.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF ROBERT LLOYD WILSON****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: Robert Lloyd Wilson

Under s920A(1) and s920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits **ROBERT LLOYD WILSON** from providing any financial services for a period of five years.

Dated this 28th day of June 2013

Signed: .....
Casandra Francas

as a delegate of the Australian Securities and Investments Commission

Your attention is drawn to s920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of s920C(2) is an offence.

13-1312

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [13-1312].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;

but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and

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- (iii) "offer document" in paragraph 15 of the Interpretation; and
- (b) would meet the requirements of the class order if:
 - (i) the definition of an "eligible offer" in paragraph 9 of the Interpretation were to read:

"9. "eligible offer" means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the Toronto Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;"; and
 - (ii) in the Interpretation, the following definition were inserted:

"9A. "employee share scheme", for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

 - (a) by, or for the benefit of:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
 - (b) by a corporation all of whose members are:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;"; and
 - (iii) in the definition of an "offer document" in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

"(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

 - (i) the acquisition price in Australian dollars;

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- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer (or if the issuer does not have a registered office in this jurisdiction, a related body corporate of the issuer which does so have a registered office) will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

“16A. “performance right” means a conditional right offered for no monetary consideration:

- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
- (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
- (c) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share,

and subject to the terms of the offer of the performance right to receive either fully paid ordinary shares or a cash amount equal to the amount of any dividend paid on a full-paid ordinary share in the capital of the issuer, less any tax or other payment that the issuer is required by law to withhold;”.

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:

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- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
- (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share scheme of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

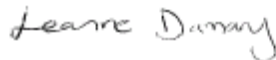
10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;

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- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the New Gold Inc. Long Term Incentive Plan (under which the performance rights are referred to as share units), the terms of which are substantially in the same form as those provided to ASIC on 23 September 2013; and
- (d) *issuer* means New Gold Inc., a company amalgamated under the laws of the Province of British Columbia, Canada and any related body corporate.

Dated this 17th day of October 2013



Signed by Leanne Damary
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Subsection 601PB(2)

ASIC may deregister the managed investment schemes listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this eighteenth day of October 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

| | |
|--|-------------|
| AUSTRALIAN ETHICAL WORLD TRUST | 123 618 520 |
| DRAPAC TRUST NUMBER 1 | 110 251 413 |
| LEGG MASON PERMAL GLOBAL ABSOLUTE TRUST | 130 979 190 |
| PERPETUAL SELECT INTERNATIONAL FIXED INCOME FUND | 098 776 222 |
| SYLVATECH TROPICAL TIMBERS 2003 | 103 855 821 |
| SYLVATECH TROPICAL TIMBERS 2004 | 107 390 796 |
| THE ALL WEATHER FUND | 098 132 613 |

CORPORATIONS ACT 2001

Subsection 601PA(3)

ASIC may deregister the managed investment scheme(s) listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this eighteenth day of October 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

EOS PREMIUM INCOME FUND
RETAIL DIRECT PROPERTY 37

130 648 029
117 538 851

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

BEARCAT RESOURCES LTD. ACN 160 187 093 will change to a proprietary company limited by shares. The new name will be BEARCAT RESOURCES PTY LTD ACN 160 187 093.

EUROPEAN FINANCE CORPORATION LIMITED ACN 008 768 983 will change to a proprietary company limited by shares. The new name will be EUROPEAN FINANCE CORPORATION PTY LTD ACN 008 768 983.

ISLAND MINERALS LIMITED ACN 123 837 025 will change to a proprietary company limited by shares. The new name will be KIDSTON NORTH PTY LTD ACN 123 837 025.

KIDDERAPP LIMITED ACN 141 678 668 will change to a proprietary company limited by shares. The new name will be KIDDERAPP PTY LTD ACN 141 678 668.

QUAYPAY PTY LTD ACN 162 524 085 will change to a public company limited by shares. The new name will be QUAYPAY LTD ACN 162 524 085.

RED CENTRE CAPITAL LTD ACN 159 672 330 will change to a proprietary company limited by shares. The new name will be RED CENTRE CAPITAL PTY LTD ACN 159 672 330.

SEMANTIC SOFTWARE ASIA PACIFIC PTY LTD ACN 134 067 691 will change to a public company limited by shares. The new name will be SEMANTIC SOFTWARE ASIA PACIFIC LIMITED ACN 134 067 691.

THE TAILOR MADE SPIRITS COMPANY PTY LTD ACN 145 031 983 will change to a public company limited by shares. The new name will be THE TAILOR MADE SPIRITS COMPANY LIMITED ACN 145 031 983.

TRACTION RESOURCES LIMITED ACN 162 395 637 will change to a proprietary company limited by shares. The new name will be TRACTION RESOURCES PTY LTD ACN 162 395 637.

WEST ROCK RESOURCES LIMITED ACN 150 296 923 will change to a proprietary company limited by shares. The new name will be WEST ROCK RESOURCES PTY LTD ACN 150 296 923.