



ASIC
Australian Securities &
Investments Commission

**Australian Securities
and Investments Commission**

Office address (inc courier deliveries):
Level 5, 100 Market Street,
Sydney NSW 2000

Mail address for Sydney office:
GPO Box 9827,
Brisbane QLD 4001

Tel: +61 1300 935 075

Fax: +61 1300 729 000

www.asic.gov.au/

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ASIC class no-action letter for digital asset businesses

In Consultation Paper 381 *Updates to INFO 225: Digital assets: Financial products and services* ([CP 381](#)), the Australian Securities and Investments Commission (**ASIC**) proposed a class no-action position for the transition to licensing for providers of financial services involving digital asset financial products operating in Australia.

Following CP 381 feedback, balancing the practicalities of transitioning digital asset firms into the regulatory regime, and seeking appropriate consumer protection outcomes, ASIC has decided to issue this class no-action letter.

In this letter:

digital asset means a digital representation of value or rights (including rights to property), the ownership of which is evidenced cryptographically and that is held and transferred electronically by:

- (a) a type of distributed ledger technology; or
- (b) another distributed cryptographically verifiable data structure.

No-action position

Subject to the limitations and conditions set out in this letter:

1. ASIC does not intend to take action against a person for a contravention of subsection 911A(1) of the *Corporations Act 2001* (the **Act**) (requirement to hold an Australian financial services licence (**AFSL**)) for the provision of financial services in relation to digital assets that are financial products where:
 - (a) on or before 30 June 2026, the person has lodged with ASIC an application for an AFSL (including an application to vary the conditions on an existing AFSL) covering the provision of the financial services; and
 - (b) the financial services are provided on or after the date of this letter and on or before the following day:
 - (i) if ASIC notifies the person in writing that ASIC refuses to receive the application under subsection 1274(8) of the Act—the day on which ASIC gives that notification;

- (ii) if the person withdraws the application—the day the application is withdrawn;
 - (iii) if ASIC refuses to grant the person the AFSL or the variation (as applicable)—the day on which ASIC gives the person notice in writing of the refusal;
 - (iv) if ASIC grants the person the AFSL or the variation (as applicable)—the day on which the AFSL is granted or varied.
- 2. ASIC does not intend to take action against a person for a contravention of subsection 791A(1) of the Act (requirement to hold an Australian market licence (**AML**)) for operating a financial market only because one or more digital assets is a financial product, where:
 - (a) on or before 30 June 2026 the person has:
 - (i) notified ASIC in writing of their intention to apply for an AML to allow the person to operate a financial market in relation to the digital assets; and
 - (ii) attended an AML licensing pre-meeting with ASIC in relation to the proposed application; and
 - (b) within 12 months after notifying ASIC under subparagraph (a)(i), the person has lodged an application for an AML (including an application to vary the conditions on an existing AML) to allow the person to operate a financial market in relation to the digital assets; and
 - (c) the operation of the financial market occurred on or after the date of this letter and on or before the following day:
 - (i) if ASIC notifies the person in writing that ASIC refuses to receive the application under subsection 1274(8) of the Act—the day on which ASIC gives that notification;
 - (ii) if the person withdraws the application—the day the application is withdrawn;
 - (iii) if ASIC refuses to grant the person the AML or the variation (as applicable)—the day on which ASIC gives the person notice in writing of the refusal;
 - (iv) if ASIC grants the person the AML or the variation (as applicable)—the day on which the AML is granted or varied.
- 3. ASIC does not intend to take action against a person for a contravention of subsection 820A(1) of the Act (requirement to hold an Australian CS facility licence) for operating a clearing and settlement facility only because one or more digital assets is a financial product, where:
 - (a) on or before 30 June 2026 the person has:

- (i) notified ASIC in writing of their intention to apply for an Australian CS facility licence (including an application to vary the conditions on an existing licence) to allow the person to operate a clearing and settlement facility in relation to the digital assets; and
 - (ii) attended a CS facility licensing pre-meeting with ASIC in relation to the proposed application; and
- (b) within 12 months after notifying ASIC under subparagraph (a)(i), the person has lodged an application for an Australian CS facility licence to allow the person to operate a clearing and settlement facility in relation to the digital assets; and
- (c) the operation of the clearing and settlement facility occurred on or after the date of this letter and on or before the following day:
 - (i) if ASIC notifies the person in writing that ASIC refuses to receive the application under subsection 1274(8) of the Act—the day on which ASIC gives that notification;
 - (ii) if the person withdraws the application—the day the application is withdrawn;
 - (iii) if ASIC refuses to grant the person the licence or the variation (as applicable)—the day on which ASIC gives the person notice in writing of the refusal;
 - (iv) if ASIC grants the person the licence or the variation (as applicable)—the day on which the licence is granted or varied.

4. ASIC does not intend to take action against a person for a contravention of:

- (a) subsection 911A(1) of the Act (requirement to hold an AFSL) for the provision of financial services in relation to digital assets that are financial products; or
- (b) subsection 791A(1) of the Act (requirement to hold an AML) for operating a financial market only because one or more digital assets is a financial product; or
- (c) subsection 820A(1) of the Act (requirement to hold an Australian CS facility licence) for operating a clearing and settlement facility only because one or more digital assets is a financial product; and

where that contravention occurs on or after the date of this letter and where:

- (d) on or before 30 June 2026, the person has notified ASIC in writing of their intention to cease to provide the financial services or cease to operate the financial market or clearing and settlement facility by a date specified in the notice, where the specified date is both:
 - (i) no later than 30 June 2026; and
 - (ii) no later than 3 months after the date of the notice; and

- (e) the notice contains a description of the digital assets and the financial services, financial market or clearing and settlement facility; and
- (f) the person ceases to provide the financial services, or to operate the financial market or clearing and settlement facility, on or before the specified date.

Scope and conditions of ASIC's class no-action position

Scope

5. ASIC's class no-action position does not apply in relation to:
- (a) crypto lending/earn products (facilities under which a person lends digital assets to others or pays a return to customers from the use of digital assets); or
 - (b) non-cash payment facilities, other than stablecoins, where a digital asset is used to make a payment; or
 - (c) derivatives (other than wrapped tokens) in relation to digital assets.

Specific Conditions

ASIC's class no-action position is subject to the following specific conditions:

6. For a person to rely on a no-action position in paragraphs 1 to 4, the person must have first provided the financial service in this jurisdiction, operated the financial market in this jurisdiction or operated the clearing and settlement facility in this jurisdiction on or before 31 December 2025.
7. For a person to rely on the no-action position in paragraph 1 in relation to the provision of financial services, if the person provides the financial services to retail clients (as defined in sections 761G and 761GA of the Act), the person must:
- (a) before the person lodges an application for an AFSL in accordance with paragraph 1(a) (including an application to vary the conditions on an existing AFSL) have become a member of the Australian Financial Complaints Authority (**AFCA**); and
 - (b) remain a member of AFCA until at least 1 year after the day the person ceases to provide the financial services to retail clients in reliance on the no-action position.
- Note: If the person is a financial services licensee, they may need to remain as a member of AFCA for a longer period.
8. For a person that is a foreign company (as defined in section 9 of the Act) to rely on a no-action position in paragraphs 1 to 3, the person must:
- (a) have been registered as a registered foreign company and have appointed a person as a local agent under section 601CF of the Act by no later than:

- (i) for the no-action position in paragraph 1—the day the person lodges an application for an AFSL in accordance with paragraph 1(a) (including an application to vary the conditions on an existing AFSL); and
 - (ii) for the no-action position in paragraph 2—the day the person attends a licensing pre-meeting with ASIC in accordance with paragraph 2(a)(ii); and
 - (iii) for the no-action position in paragraph 3—the day the person attends a licensing pre-meeting with ASIC in accordance with paragraph 3(a)(ii); and
- (b) remain a registered foreign company and continue to have a person appointed as a local agent until at least the day the person has both:
- (i) ceased to provide the financial services or operate the financial market or the clearing and settlement facility in reliance on the no action position; and
 - (ii) notified ASIC in writing that the person has so ceased to provide financial services or operate the financial market or the clearing and settlement facility.

Note: There may be reasons the person needs to remain registered as a registered foreign company and have a local agent for a longer period.

General conditions

Consistent with ASIC Regulatory Guide 108 *No-action letters* ([RG 108](#)), ASIC's class no-action position is also subject to the following general conditions:

9. The position set out in this letter is a policy decision, not a legal opinion and is based on information currently available to ASIC.
10. This letter is given in accordance with RG 108 and is only a statement of ASIC's present regulatory intentions based on the information currently available to it.
11. Notwithstanding the issue of this letter, ASIC reserves the right to take action in relation to the matters set out above, particularly in the event that other information comes to light that was not known to ASIC at the time this no-action letter was issued.
12. ASIC reserves the right to withdraw or revise this no-action letter at any time, particularly if:
 - (a) further or other information becomes available to it; or
 - (b) ASIC reconsiders:
 - (i) its view of the relevant provisions of the Act as it applies at the relevant times; or
 - (ii) its legislative or administrative policy.

13. In revising or acting contrary to this letter ASIC will have regard to the consequences for persons who have acted in reasonable reliance on this letter.
14. This no-action letter is specific to the facts and circumstances of the matter under consideration. It should not be viewed as a de facto 'rulings system' to indicate ASIC's view of whether the conduct or conduct of such a kind is legal. It is not to be relied on as a precedent.
15. This no-action letter does not preclude third parties (including the Director of Public Prosecutions) from taking legal action in relation to the conduct the subject of this letter. This letter will not necessarily impede a court from holding that the conduct set out in this letter infringes the relevant provisions of the Act.
16. ASIC does not represent that the conduct the subject of this letter will not be held to contravene the relevant provisions of the Act as it applied at the relevant times, nor does it undertake to intervene in an action brought by third parties in respect of such conduct.
17. ASIC reserves its rights to make publicly known its regulatory position, including this no-action letter.

Enquiries

Please use email Fintech@asic.gov.au for written notifications and queries in relation to this no-action letter.

Rhys Bollen
Senior Executive Leader - Fintech
Australian Securities and Investments Commission