



ASIC
Australian Securities &
Investments Commission

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Change of company type

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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21-0883

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 601QA(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 21-0883

Commencement

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

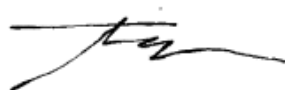
Exemptions

4. Spark Infrastructure RE Limited ACN 114 940 984 (*Spark RE*) in its capacity as the responsible entity of the Spark Infrastructure Trust ARSN 116 870 725 (the *scheme*) does not have to comply with:
 - (a) Part 5C.4 of the Act; and
 - (b) Part 5C.5 of the Act, except sections 601JF and 601JG of the Act.

Where this instrument applies

5. The exemptions in paragraph 4 applies:
 - (a) where Spark RE has made an application for deregistration of the scheme; and
 - (b) until ASIC gives notice to Spark RE of the deregistration of the scheme under subsection 601PA(4) of the Act.

Dated this 22nd of December 2021



Signed by Andrew Kyu Sun Choi
as a delegate of the Australian Securities and Investments Commission

21-1003

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 340(1) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 340(1) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 21-1003.


Commencement

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

Exemption

4. Omni Bridgeway Investment Management Limited, in its capacity as the responsible entity of The Spring Farm Litigation Funding Scheme ARSN 649 089 912, does not have to comply with subsection 302(c) and section 320 of the Act for the half-year ended 12 October 2021.

Dated this 20th of December 2021



Signed by Andrew Kyu Sun Choi
as a delegate of the Australian Securities and Investments Commission

21-1043

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

Notice of Cancellation of an Australian Financial Services Licence

TO: New England Insurance Brokers Pty Ltd
ACN 071 530 839 ("the Licensee")
PO Box 358,
Stanthorpe Qld 4380

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 244247 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 23 December 2021

Signed



Chun Kei Marco Lam
A delegate of the Australian Securities and Investments Commission

21-1052

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 601QA(1)(a) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 21-1052.

Commencement

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

Exemption

4. Bugwash RE Limited ACN 643 177 477 (*Responsible Entity*) in its capacity as the responsible entity of Bugwash Property Fund ARSN 656 002 032 (the *Scheme*) does not have to comply with subsection 601ED(5) of the Act in respect of one or more Trusts operated under the Scheme.

Where this instrument applies

5. This instrument applies where the Responsible Entity has contracted with Bugwash Pty Ltd ACN 605 438 506 to act as investment manager of the Scheme and where the Scheme's constitution includes clauses to the following effect:
 - (a) each Trust will be treated as a class of interests separate to any other class of interests in the Scheme;
 - (a) where members of a Trust pass a special resolution directing that an amendment to the Scheme's constitution be made in respect of that Trust, then the Responsible Entity will amend the Scheme's constitution under paragraph 601GC(1)(b) of the Act where the following requirements are satisfied:
 - (i) there is no adverse effect on the rights of any other class of members of the Scheme; and

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- (ii) the amendment to the Scheme's constitution is not contrary to the best interests of members of the Scheme generally;
- (b) when members of a Trust pass an extraordinary resolution to wind up the Trust, that Trust must be wound up;
- (c) members of a Trust cannot be liable for debts of the Responsible Entity that were incurred for the benefit of members of another Trust;
- (d) the scheme property of a Trust will not be encumbered in relation to a liability entered into for another Trust; and
- (e) the Responsible Entity is not entitled to be indemnified out of the scheme property of a Trust in relation to liabilities or expenses incurred for another Trust.

Interpretation

In this instrument:

Trust means a managed investment scheme for which the Responsible Entity is the trustee that is established in accordance with the Scheme's constitution and holds Property and any undistributed accretions to, or income from, the Property on behalf of members.

extraordinary resolution means an extraordinary resolution as defined under section 9 of the Act except a reference to members has the meaning of members of a Trust.

Property means direct real property held in a single Trust on behalf of members.

scheme property means in relation to a Trust, the scheme property as defined under section 9 of the Act as if a reference to a registered scheme were instead a reference to a Trust.

special resolution means a special resolution as defined under section 9 of the Act except a reference to members has the meaning of members of a Trust.

Dated this 22nd day of December 2021.



Signed by Uday Piyaratne
as a delegate of the Australian Securities and Investments Commission

21-1053

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 21-1053.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to Zebit, Inc (ARBN 639 736 726) (the *Company*) and its securityholders as if the following provisions were modified or varied:
 - (a) in section 9 in the definition of *continuously quoted securities* (as modified by *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*), at the beginning of both subparagraphs (b)(ii) and (iii), insert after the words “other than a technical relief instrument”, “and ASIC Instrument 20-0879”, and
 - (b) in paragraphs 708AA(2)(e) and 708A(5)(d) (as modified by *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*), at the beginning of each respective paragraph, insert after the words “other than a technical relief instrument”, “and ASIC Instrument 20-0879”.

Where declaration applies

5. The declaration applies to an offer:
 - (a) by the Company to issue securities in the Company where the offer is made in compliance with section 708AA (as modified by *ASIC Corporations (Non-traditional Rights Issues) Instrument 2016/84*) of the Act; or
 - (b) for the sale of securities in the Company where the sale offer complies with section 708A (as modified by *ASIC Corporations (Non-traditional Rights Issues) Instrument 2016/84*) of the Act; or

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- (c) by the Company of securities under section 713 of the Act; or
- (d) for the sale of securities in the Company where the sale offer complies with section 708A (as modified by *ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82*) of the Act.

Interpretation

6. In this instrument:

securities has a meaning as affected by section 700(1) (as modified by *ASIC Class Order [CO 14/827]*) of the Act.

Dated this 21st day of December 2021



Signed by Sheranga Perera
as a delegate of the Australian Securities and Investments Commission

21-1054

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 21-1054.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to an offer for sale of fully paid ordinary shares in 333D Limited ACN 118 159 881 (*Company*) (*Shares*) as if paragraph 708A(5)(b) of the Act was modified by deleting the words “5 days” and substituting the words “31 days”.

Where this instrument applies

5. The declaration in paragraph 4 of this instrument applies to an offer for sale of Shares in the Company where the offer for sale relates to:
 - (a)(i) the placement of Shares by the Company to investors pursuant to section 708 of the Act, for the amount of up to \$545,000 on or about 21 December 2021 and announced on ASX Limited ACN 008 624 691 (*ASX*) on 16 December 2021; and
 - (ii) the Company will give ASX a notice dated within 5 days of the issue of the Shares under paragraph 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act; and
- (b)(i) Shares issued on the exercise of options to be issued pursuant to section 708 of the Act on or about 28 February 2022 (*Options*), as announced on ASX on 16 December 2021;
- (ii) where trading in the Shares on the financial market operated by ASX is not suspended at any time during the period between the date of this instrument and the issue of the Options; and
- (iii) in relation to each relevant issue of Shares upon exercise of the Options, the Company will give ASX a notice under paragraph 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act.

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Dated this 20th day of December 2021



Signed by Adam Prior
as a delegate for the Australian Securities and Investments Commission

21-1056

Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 601QA(1), 741(1), 926A(2),
992B(1) and 1020F(1) – Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 601QA(1), 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 21-1056.

Commencement

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

Nature of this instrument

4. This instrument is an individual relief instrument, as referred to paragraphs 28A to 28D of ASIC Class Order [CO 14/1000].

Disclosure relief*Offers made under an employee incentive scheme*

5. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the offer.

Subsequent sale offers

6. A person that makes a sale offer of an underlying eligible product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where:
 - (a) the product was issued or otherwise granted:
 - (i) to an eligible participant under an employee incentive scheme; or
 - (ii) to a trustee in connection with an employee incentive scheme; and
 - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.

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7. A person that makes a sale offer of a financial product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where:
- (a) the product was issued by reason of the exercise or vesting of an eligible product issued or otherwise granted to:
 - (i) an eligible participant under an employee incentive scheme; or
 - (ii) to a trustee in connection with an employee incentive scheme; and
 - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.

Licensing, hawking and other incidental relief*General advice*

8. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument and, in relation to the offer, provides a financial service consisting of general advice in connection with the offer, does not have to comply with subsection 911A(1) of the Act in relation to the advice.

Dealing

9. The Company or a related body corporate that provides any of the following financial services in relation to an offer in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;
 - (c) dealing in an interest in a managed investment scheme covered by paragraph 13 of this instrument or paragraph 28C of ASIC Class Order [CO 14/1000].

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Custodial or depository services

10. The Company or a related body corporate that provides any of the following financial services in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
 - (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties;
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

11. The Company or a related body corporate that makes an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with an employee incentive scheme covered by this instrument does not have to comply with section 736, 992A or 992AA of the Act.

Advertising

12. The Company or a related body corporate that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under an employee incentive scheme covered by this instrument does not have to comply with section 1018A of the Act in relation to the advertisement or publication.

Incidental managed investment scheme

13. The Company or a related body corporate that operates a managed investment scheme only by reason of operating a contribution plan in connection with an employee incentive scheme covered by this instrument does not have to comply with section 601ED of the Act in relation to the operation of that managed investment scheme.

Conditions*Notice of reliance*

14. The Company or a related body corporate making an offer in connection with a particular employee incentive scheme must give ASIC a notice of reliance.

Note: A notice of reliance can cover a particular employee incentive scheme that is intended to

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operate for many years. A new notice of reliance will be required to be given to ASIC if the Company or a related body corporate establishes a new employee incentive scheme.

15. The Company or a related body corporate may give ASIC the notice of reliance at any time before the body first relies on this instrument in relation to the particular employee incentive scheme but, in any event, must give ASIC the notice of reliance no later than 1 month after the day the body first relies on this instrument in relation to the particular employee incentive scheme.

Disclosure

16. The Company or a related body corporate that makes an offer under an employee incentive scheme must ensure that the offer is made in, or is accompanied by, an offer document.

Offers must be conditional on quotation

- 16A. The Company or a related body corporate that makes an offer under an employee incentive scheme in reliance on this instrument must ensure that any offers to eligible participants are:
 - (a) made on or after the day the Prospectus has been lodged with the SEC and while the offers of securities that have been made under the Prospectus are still open for acceptance; and
 - (b) conditional on the quotation of the Company's shares on the eligible financial market.

Offers of overlying eligible products

17. If the Company, a related body corporate or a trustee makes an offer of an overlying eligible product under an employee incentive scheme, the Company or the related body corporate must ensure that, if the overlying eligible product is not able to be traded on an eligible financial market, the offer is for no more than nominal monetary consideration.

Note: This paragraph 17 does not prohibit an offer for more than nominal monetary consideration of an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.

5% issue limit

18. The Company or a related body corporate that makes an offer covered by this instrument must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products that form part of the issued capital of the Company that have been or may

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be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:

- (a) underlying eligible products that may be issued under the offer;
- (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) an employee incentive scheme or like scheme of the Company or a related body corporate, where offers were covered by this instrument or an individual instrument made by ASIC in terms similar to this instrument; or
 - (ii) an employee incentive scheme or employee share scheme of the Company or a related body corporate, where the offers were covered by ASIC Class Order [CO 14/1000] or an individual instrument made by ASIC in terms similar to that class order.

Trusts

19. The Company or a related body corporate that makes an offer of an underlying eligible product under an employee incentive scheme in relation to which a trustee holds or will hold the underlying eligible products must ensure:
- (a) the activities of the trustee of the trust in that capacity are limited to employee incentive schemes of the Company or the related body corporate (whether or not the other employee incentive schemes are covered by this instrument);
 - (b) the trustee maintains written records on the administration of the trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;

Note: The written records in relation to underlying eligible products held on an allocated basis may take the form of a sub-register administered by or on behalf of the trustee.
 - (c) the trustee does not levy any fees or charges for administering the trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
 - (d) if the trustee is the Company or an associate of the Company —the trustee does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and

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- (e) the trustee, either alone or together with one or more other trustees, does not hold more than 5% of the voting shares or voting interests in the Company calculated by reference to all employee incentive schemes or like schemes of the Company or a related body corporate in relation to which offers were covered by this instrument, ASIC Class Order [CO 14/1000] or an individual instrument made, on or after the commencement of this instrument, by ASIC in terms similar to this instrument.

Contribution plans

- 20. The Company or a related body corporate that makes an offer under an employee incentive scheme that involves a contribution plan:
 - (a) must not allow an eligible participant to participate in the contribution plan unless the eligible participant has agreed in writing to the terms of the contribution plan;
 - (b) must not allow an eligible participant to participate in the contribution plan to acquire an underlying eligible product that is not able to be traded on an eligible financial market;

Note: This subparagraph (b) does not prohibit an eligible participant from participating in a contribution plan to acquire an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.

- (c) must ensure that any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan which are to be used but have not yet been used to acquire underlying eligible products are held by or on behalf of the Company or a related body corporate on trust for eligible participants, in an account with an Australian ADI that is used solely in connection with employee incentive schemes of the Company or a related body corporate (whether or not the other employee incentive schemes are covered by this instrument), whether the account is maintained in this jurisdiction or elsewhere;
- (d) must ensure that if underlying eligible products have been acquired by the trustee for a specified eligible participant on an allocated basis using contributions made by the eligible participant under a contribution plan, the eligible participant has the right to:
 - (i) exercise, or to direct the trustee of the underlying eligible products to exercise on their behalf, any voting rights attaching to the underlying eligible products; and

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- (ii) receive income deriving from the underlying eligible products, including dividends and distributions;

Note: The right to receive dividends or distributions may be subject to terms that the dividends or distributions are to be applied to repay a loan from the Company or a related body corporate to the eligible participant in connection with the employee incentive scheme.

- (e) unless the eligible participant (or a person covered by one of the subparagraphs in subparagraph 23(3)) has already acquired the eligible products under the employee incentive scheme— must ensure that an eligible participant may, by giving a notice to the Company or a related body corporate, discontinue their participation in the contribution plan, the discontinuance to take effect no more than 45 days after the giving of the notice; and
- (f) must ensure that if an eligible participant has discontinued their participation in the contribution plan, any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan that have not been used to acquire underlying eligible products, are repaid to or as directed by the participant as soon as practicable after the participant has discontinued their participation in the contribution plan (such repayment including any accumulated interest (if any), less any tax).

Loans

21. The Company or a related body corporate making an offer of an eligible product under an employee incentive scheme that involves a loan from the Company or a related body corporate to an eligible participant to acquire the product:
 - (a) must ensure that the loan is not provided to acquire options or incentive rights; and
 - (b) must ensure that under the terms of the loan:
 - (i) no fees or interest is payable; and
 - (ii) either:
 - (A) the lender has no recourse against the participant in relation to the repayment of the loan; or
 - (B) the recourse of the lender against the participant in relation to the

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repayment of the loan is limited to forfeiture of the eligible products issued or transferred to, or held on behalf of, the participant in connection with the scheme.

ASIC power to request documents

22. The Company or a related body corporate must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with the offer made in reliance on this instrument.

Interpretation

23. In this instrument:

- (1) *able to be traded* has the meaning given by section 761A of the Act;

associate has the meaning given by Division 2 of Part 1.2 of the Act (except sections 12 and 16);

ASX means the financial market operated by ASX Limited ACN 008 624 691;

casual employee, in relation to the Company or a related body corporate, means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

Company means HashiCorp, Inc., a company incorporated under the laws of the State of Delaware, United States of America;

contractor, in relation to the Company or a related body corporate, means:

- (a) an individual with whom the body has entered into a contract for the provision of services under which the individual performs work for the body; or
- (b) a company with whom the body has entered into a contract for the provision of services under which an individual, who is a director of the company or their spouse, performs work for the body;

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

contribution, in relation to a contribution plan, does not include:

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- (a) nominal monetary consideration; or
- (b) a monetary contribution as consideration for an issue, transfer or grant of an eligible product to the eligible participant without undue delay (including a monetary contribution made to exercise an eligible product or cause an eligible product to vest);

contribution plan means a plan under which an eligible participant may make monetary contributions to acquire eligible products, whether made before or after the acquisition, from one or more of the following:

- (a) gross (before-tax) wages or salary;
- (b) net (after-tax) wages or salary;
- (c) other monies;

eligible financial market means a financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market;

eligible participant, in relation to the Company or a related body corporate, means a person specified in column 3 of Table A;

eligible product, in relation to the Company, means a financial product specified in column 2 of Table A;

employee incentive scheme means an arrangement under which eligible products of the Company are offered to eligible participants;

financial product advice has the meaning given by section 766B of the Act;

general advice has the meaning given by section 766B of the Act;

incentive right means a conditional right:

- (a) to acquire underlying eligible products;
- (b) to be paid a cash amount that is ultimately determined by reference to (wholly or in part):
 - (i) the price or value at a given time of the underlying eligible product to which the right relates;
 - (ii) a change in the price or value over a given period of the

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underlying eligible product to which the right relates;

- (iii) the amount or value of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
 - (iv) a change in the amount or value over a given period of time of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
- (c) to acquire or to be paid a combination of underlying eligible products and a cash amount as determined in accordance with paragraph (b);

nominal monetary consideration means monetary consideration of a token or trivial amount;

notice of reliance, in relation to a particular employee incentive scheme, means a written notice in a form approved in writing by ASIC for the purposes of ASIC Class Order [CO 14/1000];

offer, in relation to an eligible product, has a meaning affected by sections 700, 702 and 1010C of the Act and includes:

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product;
- (e) an offer to arrange for the issue or transfer of the eligible product;

but does not include an issue, grant or transfer of an underlying eligible product made by reason of the exercise or vesting of an overlying eligible product in circumstances where an offer to issue or transfer the overlying eligible product had been previously made.

offer document, in relation to an offer of eligible products under an employee incentive scheme, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) prominent statements to the effect that:
 - (i) any advice given by the Company in relation to eligible products

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offered under the employee incentive scheme does not take into account an eligible participant's objectives, financial situation and needs;

- (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
 - (iii) the Company will provide eligible participants with instructions on how they can access an electronic version of the Prospectus;
 - (iv) the offer is conditional on quotation of the Company's shares on the eligible financial market; and
 - (v) the Company and the employee incentive scheme are regulated by the laws of the United States of America, and those laws differ from Australian laws;
- (b) either:
- (i) a copy of the terms of the employee incentive scheme; or
 - (ii) a summary of the terms of the scheme together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the terms of the scheme;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the employee incentive scheme;
- (d) if a trustee will hold underlying eligible products for specified eligible participants on an allocated basis in connection with the employee incentive scheme and those eligible participants will have the right to:
- (i) exercise, or direct the trustee to exercise on their behalf, any rights (including voting rights) attaching to the underlying eligible products; or
 - (ii) receive income deriving from the underlying eligible products, including dividends or distributions,

then either — a copy of the trust deed or a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the trust deed;

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- (e) if the employee incentive scheme involves a contribution plan—either:
 - (i) a copy of the contribution plan; or
 - (ii) a summary of the terms of the contribution plan together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the terms of the contribution plan;
- (f) if the employee incentive scheme involves a loan from the Company or a related body corporate to an eligible participant to acquire the product—a copy of the terms of the loan;
- (g) the acquisition price of the eligible products in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (h) an explanation of how an eligible participant could, from time to time, ascertain the market price of the underlying eligible products in Australian dollars;

overlying eligible product means an eligible product specified in any of paragraphs (g) to (i) in column 2 of Table A;

prospective participant, in relation to an offer of an eligible product under an employee incentive scheme, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 3 of Table A;

Prospectus means the disclosure documents lodged by the Company under Rule 424(b) of the U.S. Securities Act of 1933, as amended for an initial public offer and listing on the Nasdaq Stock Market;

related body corporate has the meaning given in section 50 of the Act;

SEC means the United States Securities and Exchange Commission;

stapled security means two or more eligible products which, under the terms on which each is traded, must be transferred together;

trustee means a body that holds or will hold underlying eligible products on trust for the following persons in connection with an employee incentive

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scheme:

- (a) eligible participants generally on an unallocated basis; or
- (b) one or more specified eligible participants on an allocated basis;

underlying eligible product means an eligible product specified in any of paragraphs (a) to (f) in column 2 of Table A;

- (2) if the Company is a registered scheme:
 - (i) the conferral of relief on the Company is taken to be the conferral of relief on the responsible entity of the scheme;
 - (ii) a requirement imposed on the Company is taken to be a requirement imposed on the responsible entity of the scheme;
 - (iii) a reference to occupying a position or role with the Company is taken to be a reference to occupying a position or role with the responsible entity of the scheme;
- (3) an offer of eligible products to an eligible participant under an employee incentive scheme on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following sub-subparagraphs is to be treated as an offer of eligible products to the eligible participant:
 - (i) an immediate family member of the eligible participant;
 - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
 - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (4) an employee incentive scheme, employee share scheme, or like scheme, is **covered by** an instrument to the extent that offers are made, or other conduct is carried out, in reliance on the instrument;
- (5) unless specified to the contrary, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by the Company or a related body corporate in reliance on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

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Dated this 21st day of December 2021



Signed by Ebony Jackson
as a delegate of the Australian Securities and Investments Commission

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Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
<p>(a) ASX (also known as the Australian Securities Exchange);</p> <p>(b) an approved foreign market (see section 9 of the Act).</p> <p>Note: the definition of approved foreign market is notionally inserted by ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669</p>	<p>(a) a fully paid share of the Company that is in a class of shares able to be traded on an eligible financial market;</p> <p>(b) a beneficial interest in a fully paid share of the Company where the interest is in a class of interests that is able to be traded on an eligible financial market;</p> <p>(c) a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) a beneficial interest in a share of that class are in a class of interests that is able to be traded on an eligible financial market;</p> <p>(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;</p> <p>(d) a beneficial interest in a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) the fully paid share is in a class of shares that is able to be traded on an eligible financial market;</p> <p>(ii) the beneficial interest is convertible into the share without charge or for a nominal fee;</p> <p>(e) a fully paid stapled security of the Company that is in a class of stapled securities that is able to be traded on ASX;</p> <p>(f) where the Company is a registered</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director;</p> <p>(c) a contractor;</p> <p>(d) a casual employee;</p> <p>(e) a prospective participant.</p>

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Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
	<p>scheme—an interest in the Company that is in a class of interests that is able to be traded on ASX;</p> <p>(g) a unit in a financial product mentioned in paragraphs (a) to (f);</p> <p>(h) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (f);</p> <p>(i) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (f).</p>	

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601QA(1) — Exemption and Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (ASIC) makes this instrument under subsection 601QA(1) of the Corporations Act 2001 (**the Act**).

Title

2. This instrument is ASIC Instrument 21-1058.

Commencement

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

Exemption

4. Melbourne Securities Corporation Limited ACN 160 326 545 (**MSC**) in its capacity as the responsible entity of the Housemax Technology Fund ARSN 655 966 331 (**the Fund**) does not have to comply with subsection 601ED(5) of the Act in respect of a class of units of the Fund.

Declaration

5. Chapter 5C of the Act applies to MSC in its capacity as the responsible entity of the Fund as if provisions of that Chapter were modified or varied as follows:
 - (a) after subsection 601KA(3) insert:

“(3AA) Subsection (3) does not apply to a withdrawal made in accordance with section 601KF.”; and
 - (b) after section 601KE, insert:

“601KF Class withdrawals

 - (1) Subject to this section, the responsible entity of a registered scheme may allow a member to withdraw from the scheme in accordance with a provision of the scheme's constitution that provides for the members of a class to have a right to withdraw that is attributable to the liquid assets of the class that they are a member of in the scheme.”

Where this instrument applies

6. This instrument applies in relation to the establishment by MSC of one or more managed investment schemes the only investments of which are, either directly or indirectly, real property or cash (**Class**) under the terms of the constitution of the Fund, where the Fund's constitution includes clauses to the following effect:
 - (a) where members of a Class pass a special resolution directing that an amendment to the constitution be made, then MSC will amend the constitution

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under paragraph 601GC(1)(b) of the Act where the following requirements are satisfied:

- (i) there is no adverse effect on the rights of any other class of members of the Fund; and
 - (ii) the amendment is not contrary to the best interests of members of the Fund generally;
- (b) when members of a Class pass an extraordinary resolution to wind up the Class, the Class must be wound up;
 - (c) where the term of a Class is extended, the Class will continue so that new entrants will become members of the Class and will agree to be bound by the terms of that Class by entering into it;
 - (d) a statement of the timeframe within which MSC is required to accept or reject a request to withdraw interests in a Class;
 - (e) if MSC accepts a withdrawal request, MSC must pay the withdrawal price to the member within 21 days;
 - (f) that the ability of MSC to raise debt is limited to the specific assets of the Class for which the funds raised are to be used;
 - (g) members of a Class cannot be liable for debts of MSC that were incurred for the benefit of members of another Class;
 - (h) the scheme property of a Class will not be encumbered in relation to a liability entered into for another Class; and
 - (i) MSC is not entitled to be indemnified out the scheme property of a Class in relation to liabilities or expenses incurred for another Class.

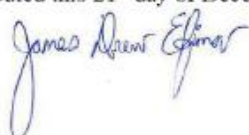
Interpretation

In this instrument:

extraordinary resolution means an extraordinary resolution as defined under section 9 of the Act except a reference to members has the meaning of members of a Class.

special resolution means a special resolution as defined under section 9 of the Act except a reference to members has the meaning of members of a Class.

Dated this 21st day of December 2021



Signed by James Drew Efimov
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 655A(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 21-1059.

Commencement

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

Declarations

4. Chapter 6 of the Act applies to Okapi Resources Limited ACN 619 387 085 (the *Company*) as if section 609 of the Act were modified or varied by omitting subsections 609(13C) – 609(13D) (as notionally inserted by ASIC Class Order [CO 13/520]).

Where this instrument applies

5. The declaration in paragraph 4 applies to the acquisition of a relevant interest in the ALX Securities and Service Securities of the Company (*escrow securities*) arising as a result of the entry into one or more voluntary escrow agreements or deeds (each an *escrow agreement*) between the Company and a Security Holder in connection with the Purchase Agreement or the Service Agreement, where each escrow agreement:
 - (a) does not restrict the exercise of voting rights attaching to the escrow securities;
 - (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the takeover bid where the holders of at least half of the bid class securities that are not subject to escrow have accepted into the bid; and
 - (ii) requires that the escrow securities be returned to escrow if the bid does not become unconditional;
 - (c) allows the escrow securities to be transferred or cancelled as part of a merger by way of a compromise or arrangement under Part 5.1;
 - (d) terminates no later than the second anniversary of the date of entry into the escrow agreement;

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- (e) where the Security Holder is permitted to create a security interest in some or all of the escrow securities in favour of a person whose relevant interests in the escrow securities does not arise because of paragraph 5—requires that the Security Holder must not create a security interest in favour of a person unless the person has agreed in writing to take or acquire the security interest in the escrow securities subject to the terms of the escrow agreement; and
- (f) where the Security Holder is permitted to transfer their interests in the escrow securities to another person—requires that the Security Holder must not transfer the escrow securities to another person if:
 - (i) the transfer would result in a change in the beneficial ownership of the escrow securities; or
 - (ii) the transfer would result in an extension in the period of the escrow agreement; or
 - (iii) the transferee does not agree to be subject to the same restrictions on disposal of the escrow securities under the escrow agreement.

Interpretation

6. In this instrument:

ALX means ALX Resources Corp., a company incorporated under the laws of British Columbia.

ALX Securities means the ordinary shares in the Company issued to ALX in accordance with the Purchase Agreement.

Service Securities means the ordinary shares in the Company to the value of \$400,000 issued to Geonomik in accordance with the Service Agreement.

Geonomik means Geonomik Pty Ltd ACN 092 602 723 or its nominee.

Purchase Agreement means the purchase agreement between the Company and ALX dated 4 November 2021 under which the Company has conditionally agreed to acquire a portfolio of six uranium exploration projects located in the Athabasca Basin area of Northern Saskatchewan.

Security Holder means any of the following persons who hold shares in the Company:

- (a) ALX; and
- (b) Geonomik.

Service Agreement means the agreement between the Company and Geonomik dated 1 November 2021, under which Geonomik agreed to provide

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introduction and finder services with effect from 14 September 2021 in consideration for the Service Securities.

Dated this 21st day of December 2021



Signed by Ebony Jackson
as a delegate of the Australian Securities and Investments Commission

21-1060

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Exemption and 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 21-1060.

Commencement

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

Exemption

4. Marvel Gold Limited ACN 610 319 769 (*Marvel*) does not have to comply with Parts 6D.2 and 6D.3 of the Act.

Declaration

5. Chapter 6 of the Act applies to each holder of shares in Evolution Energy Minerals Limited ACN 648 703 548 (*Evolution*) as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6).

Where this instrument applies

6. The exemption in paragraph 4 applies to invitations by Marvel to vote at a general meeting on a capital reduction of Marvel, and an in specie distribution of shares in Evolution to holders of shares in Marvel, pursuant to a notice of meeting that:
 - (a) is in substantially the same form as the draft notice of meeting given to ASIC on 17 December 2021; and
 - (b) includes a statement:
 - (i) describing the need for, and the effect of, the relief contained in this instrument; and
 - (ii) that the notice of meeting is in substantially the same form as the draft notice of meeting given to ASIC on 17 December 2021.
7. The declaration in paragraph 5 applies where:
 - (a) a holder of shares in Evolution makes an offer of shares in Evolution for sale (*Evolution Shares*);
 - (b) the Evolution Shares were transferred to a holder of shares in Marvel, or sold by Marvel (or its related body corporate) to the holder of shares in Evolution

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on behalf of Ineligible Overseas Shareholders, pursuant to the notice of meeting referred to in paragraph 6, within the previous 12 months; and

- (c) the offer is not made within 12 months of a sale or transfer of the Evolution Shares by a person, other than Marvel, who:
 - (i) controls Evolution;
 - (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

8. In this instrument:

Ineligible Overseas Shareholders means Marvel shareholders with registered addresses outside of Australia.

Dated this 22nd day of December 2021



Signed by Genevieve Lai
as a delegate of the Australian Securities and Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Skylight Financial Solutions Pty Ltd
ACN 076 835 848 ("the Licensee")
PO Box 1526
MILTON QLD 4064

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 450139 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 22 December 2021

Signed 

Gerard Mithen
a delegate of the Australian Securities and Investments Commission

21-1063

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 21-1063

Commencement

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

Declaration

4. Chapter 5C of the *Act* applies to Evolution Trustees Limited ACN 611 839 519 (*Evolution*) as responsible entity of the Metrics Direct Income Fund ARSN 641 620 331 (*MDIF*) as if the definition of *extraordinary resolution* in section 9 of the *Act* were modified or varied by omitting paragraph (b) of the definition and substituting:

“(b) that has been passed by at least 50% of the total votes that may be cast by eligible persons.

For the purposes of this definition:

abstaining member means a member of the scheme that:

- (a) is an operator and custodian of an IDPS, or is acting in its capacity as a registerable superannuation entity (and includes a trustee or custodian entity of any of the foregoing);
- (b) where the person mentioned in paragraph (a) above (including in the case of a sub-custodian that has authorised the operator or custodian of an IDPS) has a written policy of not voting their interests in relation to a resolution arising from the client's investments in the IDPS or registerable superannuation entity (as applicable); and
- (c) has abstained from voting on the resolution in respect of the relevant interests.

custodian in relation to an IDPS, has the meaning given in ASIC Class Order [CO 13/763].

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eligible persons means members of the scheme (excluding abstaining members) entitled to vote on the resolution at the meeting (including members who are not present in person or by proxy).

IDPS has the meaning given in ASIC Class Order [CO 13/763].

operator in relation to an IDPS, has the meaning given in ASIC Class Order [CO 13/763].”

registerable superannuation entity has the meaning given in subsection 10(1) of the *Superannuation Industry (Supervision) Act 1993*.

sub-custodian in relation to an IDPS, has the meaning given in ASIC Class Order [CO 13/763].”

Where this instrument applies

5. This instrument applies where:
- (a) Evolution has called a meeting of scheme members of MDIF to vote on a resolution to the effect that Equity Trustees Limited ACN 004 031 298 replaces Evolution as responsible entity of MDIF upon the retirement of Evolution as responsible entity;
 - (b) the Explanatory Materials include an explanation of the effect of this instrument in relation to the resolution to be considered at the meeting, which may be by way of a supplement provided to members of MDIF; and
 - (c) the abstaining member is PTAL in its capacity as custodian of the underlying units held for Avanteos and HUB24.

Interpretation

6. In this instrument:

PTAL means The Trust Company (PTAL) Limited ACN 008 412 913 which holds units in MDIF in its capacity as a custodian.

Avanteos means Avanteos Investments Limited ACN 096 259 979 in its capacity as a registerable superannuation entity.

HUB24 means HUB24 Custodial Services Limited ACN 073 633 664 in its capacity as custodian and operator of an IDPS.

Explanatory Materials means the explanatory memorandum and notice of meeting sent to members of MDIF which is substantially in the same form as that provided to ASIC on or about 02 December 2021 as supplemented, modified or amended for the purposes of paragraph 5(b) of this instrument.

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Dated this 23rd day of December 2021

A handwritten signature in black ink, appearing to read 'M. Ferguson', with a stylized flourish at the end.

Signed by Mark Ferguson
as a delegate of the Australian Securities and Investments Commission

[21-1065]

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 1020F(1) — Exemption and Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 21-1065.

Commencement

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

Exemption*Obligation to give a Product Disclosure Statement*

4. SPL, as trustee of the New Fund does not have to comply with subsection 1012B(3) of the Act in connection with the issue of a superannuation product in a closed product category of the New Fund to a transferring member as a direct result of the relevant transfer.
5. SPL, as trustee of the New Fund, does not have to comply with subsection 1012I(1) of the Act in relation to a transferring standard employer-sponsor of the Old Fund where the products issued by SPL to employees of the transferring standard employer-sponsor relate to one or more products in a closed product category.

Declaration

6. Part 7.9 of the Act applies to SPL in its capacity as trustee of the New Fund in relation to a superannuation product for which a Product Disclosure Statement (*PDS*) is required or prepared as a direct result of the relevant transfer, as if section 761A were modified or varied by inserting:

“permitted electronic means: a document, information, statement or notification (each a *relevant communication*) is made available by a person (*providing person*) to another person (*receiving person*) by a *permitted electronic means* if and only if the following are satisfied:

- (a) the providing person makes the relevant communication available by an electronic means and notifies the receiving person orally or by giving the receiving person a notice in printed or electronic form:
 - (i) that the providing person has made the relevant communication available by the electronic means; and
 - (ii) how the receiving person can obtain the relevant communications through, or by using, the electronic means;

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irrespective of whether the receiving person has agreed that the relevant communication could be made available to the receiving person by the electronic means or has elected to not receive the relevant communication by electronic means;

- (b) if the providing person gives a notice referred to in paragraph (a) in printed or electronic form, the providing person gives the notice to the receiving person:
- (i) personally; or
 - (ii) by sending the notice to the receiving person at an address (including an electronic address) or fax number nominated by the receiving person; or
 - (iii) by making the notice available to the receiving person in any way that is agreed to by the receiving person; or
 - (iv) if the providing person is a trustee of a standard employer-sponsored fund (relevant fund) within the meaning of the *Superannuation Industry (Supervision) Act 1993*—by sending the notice to an electronic address provided to the providing person or another trustee of a standard employer-sponsored fund by the receiving person's employer (as at the time the address was provided) if the following are satisfied:
 - (A) section 1015C, 1017B, 1017D or 1017DA applies to the giving of the relevant communication;
 - (B) the employer contributes, or has contributed, to the relevant fund for the benefit of the receiving person in the absence of there being a chosen fund (within the meaning of the *Superannuation Guarantee (Administration) Act 1992*) for the receiving person);
 - (C) the notice is accompanied by a statement that, if requested, the providing person will send the notice and other communications to another electronic or postal address nominated by the receiving person;
 - (D) the receiving person has not requested that the providing person send the notice to another electronic or postal address;
 - (E) the providing person has no reasonable grounds for believing that the electronic address is not a current electronic address for the receiving person.”.

Product Disclosure Statements

7. Part 7.9 of the Act applies to SPL in its capacity as trustee of the New Fund in relation to a superannuation product for which a PDS is required or prepared as a direct result of the relevant transfer, as if:
- (a) subsection 1012I(1) were modified or varied by replacing the words, “At or before” with the words, “Within 3 months of”; and
 - (b) subsection 1015C(1) were modified or varied by, before subparagraph (a)(i) inserting:
 - “(ia) made available to the person, or the person's agent, by a permitted electronic means; or”.

[21-1065]

8. Part 7.9 of the Act applies to SPL in its capacity as trustee of the New Fund in relation to a superannuation product for which a PDS is required or prepared as a direct result of the relevant transfer, as if regulation 7.9.02A of the Regulations were modified or varied by, before subregulation (2), inserting:

“(1AA) For the avoidance of doubt, subregulation (1) does not apply to a Statement that is made available to a person, or a person’s agent, by a permitted electronic means.”.

Where this instrument applies

9. This instrument applies where each of the following is satisfied:
- (a) the Boards of SPL and QSB approve the relevant transfer;
 - (b) SPL as trustee of the Old Fund has used its best endeavors to ensure that each transferring member (including in the closed product categories) has, at least 30 days before the relevant transfer takes effect, been provided with a significant event notice (*SEN*) under section 1017B of the Act which includes the information required by Subdivision 5.8 of Division 5 of Part 7.9 of the *Corporations Regulations 2001* and that also:
 - (i) explains the nature and effect of the relevant transfer;
 - (ii) includes guidance for requesting a PDS for the New Fund in printed form; and
 - (iii) includes instructions for how to access a PDS for the New Fund by electronic means;
 - (c) SPL as trustee of the Old Fund has used its best endeavors to ensure that transferring members that have, at a previous time, made an election to not receive a communication by electronic means, have received the *SEN* in printed form that meets the above conditions; and
 - (d) SPL, as trustee of the Old Fund, has used its best endeavors to ensure that, at least 30 days before the relevant transfer takes effect, transferring standard employer-sponsors have received a notice that:
 - (i) explains the nature and effect of the relevant transfer for the transferring standard employer-sponsor and its employees; and
 - (ii) explains how the transferring standard employer-sponsor can continue to make contributions for its employees to the New Fund after the relevant transfer.

Interpretation

10. In this instrument:

closed product category means one or more products of the New Fund that as at the date of the relevant transfer are not open to further new members.

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New Fund means QSuper ABN 60 905 115 063.

Old Fund means Sunsuper Superannuation Fund ABN 98 503 137 921.

QSB means the QSuper Board ABN 32 125 059 006.

SPL means Sunsuper Pty Limited ABN 88 010 720 840.

standard employer-sponsor has the same meaning as in the *Superannuation Industry (Supervision) Act 1993*.

relevant transfer means the transfer of benefits of a transferring member from the Old Fund to the New Fund, proposed to take effect on or around 28 February 2022, where:

(a) the New Fund satisfies paragraph (a) of the definition of ‘successor fund’ in subregulation 1.03(1) of the *Superannuation Industry (Supervision) Regulations 1994*;

(b) the features of the interest of the transferring member in the New Fund immediately after the transfer are the same as the features of the interest of the transferring member in the Old Fund immediately before the transfer; and

(c) the arrangement for the purpose of s 16(2) of the *Superannuation Industry (Supervision) Act 1993* between the transferring standard employer-sponsor and the trustee of the New Fund immediately after the transfer is the same as the arrangement between the transferring standard employer-sponsor and the trustee of the Old Fund immediately before the transfer except that it is in relation to the New Fund rather than the Old Fund.

transferring member means a person who is a member of the Old Fund who will become a member of the New Fund as a direct result of the relevant transfer.

transferring standard employer-sponsor means a person who is a standard employer-sponsor of the Old Fund who will become a standard employer-sponsor of the New Fund, as a direct result of the relevant transfer.

Dated this 23rd day of December 2021



Signed by Jane Eccleston
as a delegate of the Australian Securities and Investments Commission

21-1066

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 926A(2)(a) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under s926A(2)(a) of the *Corporations Act 2001 (the Act)*.

Title

2. This instrument is ASIC Instrument 21-1066.

Commencement

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

Exemption

4. ASIC exempts MarketAxess Capital Limited (*MACL*), a limited liability company incorporated in England and Wales and registered with the FCA under Company number 09777893, from the requirement to hold an Australian financial services (*AFS*) licence, upon the conditions referred to in Schedule A, in the case referred to in Schedule B.

Cessation

5. The exemption in paragraph 4 ceases to have effect on the earlier of:
 - (a) the date specified in subsection 1(3) of Schedule 2 of the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396*; or
 - (b) the body failing to comply with any written notice given by ASIC directing the body to give to ASIC, within the time specified in the notice, a written statement containing specified information about the financial service business operated by the body in this jurisdiction; or
 - (c) the body being notified in writing by ASIC that it is excluded from relying on this instrument.

Schedule A

The exemption in paragraph 4 applies where all of the following apply to MACL:

- (a) MACL has a current Part 4A Permission;
- (b) MACL is a body corporate incorporated in the UK;
- (c) MACL is registered under Division 2 of Part 5B.2 of the Act;
- (d) MACL's primary business is the provision of financial services;
- (e) neither MACL nor its Agent has been notified by ASIC that MACL is excluded from relying on this instrument;

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- (f) if MACL becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C:
- (i) 15 business days have not passed since MACL became so aware or should reasonably have become so aware without MACL providing full particulars of the failure to ASIC (to the extent that MACL knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from MACL without ASIC notifying MACL that it may continue to rely on this instrument; and
- (g) MACL has not notified ASIC that it will not rely on this instrument.

Schedule B

Where:

1. MACL provides any of the following financial services (the “financial services”) in this jurisdiction to wholesale clients:
 - (a) providing financial product advice; or
 - (b) dealing in a financial product;in respect of any of the following financial products:
 - (c) securities; or
 - (d) debentures, stocks or bonds issued by a government; and
2. MACL has provided ASIC with:
 - (a) a copy of the Part 4A Permission;
 - (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
 - (c) a deed of MACL for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that MACL may have ceased to rely, or never have relied, on this instrument, which deed provides that:
 - (i) the deed is irrevocable except with the prior written consent of ASIC;
 - (ii) MACL submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;
 - (iii) MACL covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
 - (iv) if MACL is not registered under Division 2 of Part 5B.2 of the Act, service of process on MACL in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act

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and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and

- (v) MACL covenants that, on written request of either the appropriate regulator or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the appropriate regulator to disclose to ASIC and ASIC to disclose to the appropriate regulator any information or document that the appropriate regulator or ASIC has that relates to MACL; and
- (d) written consents to the disclosure by appropriate regulator to ASIC and ASIC to the appropriate regulator of any information or document that the appropriate regulator or ASIC has that relates to MACL. The consents must be in such form (if any) as ASIC specifies in writing.

Schedule C

1. MACL must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the UK regulatory requirements if the financial service were provided in the United Kingdom in like circumstances.

2. MACL must:

- (a) notify ASIC, as soon as practicable and in any event within 15 business days after MACL became aware or should reasonably have become aware, and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the Part 4A Permission applying to MACL relevant to the financial services MACL provides or intends to provide in this jurisdiction; and
 - (ii) each significant particular exemption or other relief which MACL may obtain from the UK regulatory requirements relevant to the financial services MACL provides or intends to provide in this jurisdiction; and
 - (iii) each action or investigation of the following kinds taken by the FCA or other overseas regulatory authority against MACL in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - (A) significant enforcement action;
 - (B) significant disciplinary action;
 - (C) significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, MACL is prohibited by law from giving such notification but only to the extent of the prohibition); and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) MACL is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (ii) MACL is authorised and regulated by the FCA under UK laws, which differ from Australian laws; and

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- (c) if ASIC gives MACL a written notice directing MACL to lodge with ASIC, within the time specified in the notice, a written statement containing specified information about any financial service provided by MACL in this jurisdiction—comply with the notice. Interpretation

Interpretation

In this instrument:

address, in relation to MACL, means the address of the registered office of MACL;

Agent means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by MACL for the purposes of this instrument, and who is authorised to accept on MACL's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

appropriate regulator means the FCA.

custodial or depository service has the meaning given by section 766E of the Act;

deposit product means a financial product described in paragraph 764A(1)(i) of the Act;

financial product advice has the meaning given by section 766B of the Act;

financial services law has the meaning given by section 761A of the Act;

FCA means the Financial Conduct Authority of the United Kingdom and, for the avoidance of doubt, includes the Financial Services Authority of the United Kingdom as it was previously known before 1 April 2013;

FSM Act means the Financial Services and Markets Act 2000 of the United Kingdom;

making a market has the meaning given by section 766D of the Act;

notice and *notified* mean, respectively, written notice and notified in writing;

overseas regulatory authority means a foreign regulatory authority (other than the FCA) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

Part 4A Permission means a permission given under Part 4A of FSM Act or having effect as if so given under that Part.

securities has the meaning given by section 761A of the Act;

UK regulatory requirements means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the FCA; and

wholesale client has the meaning given in section 761G of the Act.

Dated this 24th day of December 2021



Signed by Katie Ryder

as a delegate of the Australian Securities and Investments Commission

21-1067

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(a) – Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 21-1067.

Commencement

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

Exemption

4. ASIC exempts DELPHI Unternehmensberatung Aktiengesellschaft, a company incorporated in Heidelberg, Germany (the *Company*), from subsections 606(1) and 606(2) of the Act.

Where this exemption applies

5. This exemption applies where:
 - (a) the Company acquires a relevant interest in voting shares of Gascoyne Resources Limited ACN 139 522 900 (*Gascoyne*) on or after the date of this instrument and no later than 24 June 2022 (the *Acquisition*);
 - (b) throughout the six months before the Acquisition, the Company and each of the Relevant Holders would have had voting power in Gascoyne of at least 19.11% if Gascoyne had not issued securities upon implementation of the scheme of arrangement relating to the merger of Gascoyne and Firefly Resources Limited ACN 118 522 124 as announced by Gascoyne to ASX Limited ACN 008 624 691 on 10 November 2021 (*Dilutive Issue*); and
 - (c) as a result of the Acquisition, the Company and each of the Relevant Holders will not have voting power in Gascoyne more than three percentage points higher than they would have had six months before the Acquisition.

Interpretation

6. In this instrument, *Relevant Holders* means any of the following persons:
 - (a) Sparta AG, a company registered in Hamburg, Germany;

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- (b) Deutsche Balaton Aktiengesellschaft, a company registered in Heidelberg, Germany;
- (c) VV Beteiligungen Aktiengesellschaft, a company registered in Heidelberg, Germany; and
- (d) Wilhelm K. T. Zours

Dated this 24th day of December 2021.



Signed by Adam Prior
as a delegate for the Australian Securities and Investments Commission

21-1068

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 340(1) – Variation**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 340(1) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 21-1068.

Commencement

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

Variation

4. ASIC Instrument 20-0464 dated 15 May 2020, as varied by ASIC Instrument 21-0073 dated 22 January 2021, ASIC Instrument 21-0178 dated 11 March 2021 and ASIC Instrument 21-0335 dated 29 April 2021 is further varied as follows:

- (a) in paragraph (a) of the definition of “*deferral period*”, replace “31 December 2021” with “30 June 2022”.

Dated this 24th day of December 2021



Signed by Baldev Dillon
as a delegate of the Australian Securities and Investments Commission

21-1071

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 340(1) – Variation**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 340(1) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 21-1071.

Commencement

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

Variation

4. ASIC Instrument 20-0310 dated 31 March 2020, as varied by ASIC Instrument 20-0424 dated 30 April 2020, ASIC Instrument 20-0463 dated 15 May 2020, ASIC Instrument 21-0072 dated 22 January 2021, ASIC Instrument 21-0176 dated 11 March 2021 and ASIC Instrument 21-0334 dated 29 April 2021 is further varied as follows:

- (a) in subparagraph (i) of the definition of “*auditors report extension period*”, replace “31 December 2021” with “30 June 2022”;
- (b) in subparagraph (i) of the definition of “*reporting to members extension period*”, replace “31 December 2021” with “30 June 2022”.

Dated this 24th day of December 2021



Signed by Baldev Dillon
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-fourth day of December 2021

Name of Company

ARBN

ALTRIA GROUP, INC	057 983 614
BROADCAST MAP (AUST) PTY LIMITED	112 691 933
EUROMED, SOCIEDAD ANONIMA	629 384 005
N.M. ROTHSCHILD & SONS LIMITED	121 247 345
SHANXI TIANYULONGYUAN COMMERCIAL INVESTMENT OPERATION MANAGEMENT CO., LTD.	615 792 811

CORPORATIONS ACT 2001
Section 601CL(5)

ASIC has struck the foreign companies listed
below off the register.

Dated this twenty-fourth day of December 2021

Name of Company

ARBN

ALLIANZ GLOBAL INVESTORS ASIA PACIFIC LIMITED	160 464 200
BINTANG SUBSEA (S) PTE. LTD.	617 008 189
FILTEC (AUS) LIMITED	611 127 005
MINDPEARL LIMITED	165 637 856
SRG GLOBAL ASSET SERVICES (NZ) LIMITED	609 636 839
TRANSFERWISE LTD	168 331 191

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 twenty-fourth day of December 2021

Name of Scheme

ARSN

GLOBAL INFRASTRUCTURE REAL YIELD TRUST	625 970 318
HYPERION GLOBAL FUND HORIZONS TRUST	629 322 729
OMEGA GLOBAL DYNAMIC INCOME FUND	632 117 965
SPHERIA GLOBAL SMALLER COMPANIES FUND	611 818 627

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 twenty-fourth day of December 2021

Name of Scheme	ARSN
ASSOCIATED EQUITIES INCOME FUND	129 028 422
AVIVA INVESTORS MULTI-STRATEGY FIXED INCOME FUND	622 207 881
CREDIT OPPORTUNITIES FUND	116 749 261
MFS FUNDAMENTAL OPPORTUNITIES TRUST	609 730 547
MFS LOW VOLATILITY GLOBAL EQUITY TRUST	168 138 556
PLATO GLOBAL MARKET NEUTRAL FUND	629 617 607
TWO TREES GLOBAL MACRO FUND	620 185 159

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.

ANTIPODES GLOBAL INVESTMENT COMPANY LIMITED ACN 612 843 517 will change to a proprietary company limited by shares. The new name will be ANTIPODES GLOBAL INVESTMENT COMPANY PTY LIMITED ACN 612 843 517.

BOART LONGYEAR LIMITED ACN 123 052 728 will change to a proprietary company limited by shares. The new name will be BOART LONGYEAR PTY LIMITED ACN 123 052 728.

EFTPOS PAYMENTS AUSTRALIA LIMITED ACN 136 180 366 will change to a public company limited by shares.

GREATCELL ENERGY PTY LTD ACN 635 538 288 will change to a public company limited by shares. The new name will be GREATCELL ENERGY LIMITED ACN 635 538 288.

KOREAN METALS EXPLORATION PTY LTD ACN 608 429 910 will change to a public company limited by shares. The new name will be KOREAN METALS EXPLORATION LIMITED ACN 608 429 910.

NOW FINANCE GROUP HOLDINGS PTY LTD ACN 651 802 596 will change to a public company limited by shares. The new name will be NOW FINANCE GROUP HOLDINGS LIMITED ACN 651 802 596.

AUSTRAL DUTCH KAOLIN PTY LTD ACN 097 469 139 will change to a public company limited by shares. The new name will be AUSTRAL DUTCH KAOLIN LIMITED ACN 097 469 139.

CROMWELL REAL ESTATE PARTNERS PTY LTD ACN 152 674 792 will change to a public company limited by shares. The new name will be CROMWELL REAL ESTATE PARTNERS LIMITED ACN 152 674 792.

FOOTPRINTS OF KINDNESS LIMITED ACN 633 300 142 will change to a proprietary company limited by shares. The new name will be FOOTPRINTS OF KINDNESS PTY LIMITED ACN 633 300 142.

INNOGY MINERALS PTY LTD ACN 655 292 283 will change to a public company limited by shares. The new name will be INNOGY MINERALS LIMITED ACN 655 292 283.

LINDEN GOLD PTY LTD ACN 138 222 705 will change to a public company limited by shares. The new name will be LINDEN GOLD LIMITED ACN 138 222 705.

WMINES PTY LTD ACN 645 468 499 will change to a public company limited by shares. The new name will be WMINES LIMITED ACN 645 468 499.