



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. A20/18, Tuesday 15 May 2018

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

18-0134	18-0274	18-0333	18-0342	18-0351	18-0352
18-0356	18-0358	18-0360	18-0361	18-0362	18-0363
18-0364	18-0365	18-0371	18-0372	18-0373	18-0375
18-0376	18-0379	18-0381			

Company/scheme deregistrations

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.

ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
Email gazette.publisher@asic.gov.au

© Commonwealth of Australia, 2017

This work is copyright. Apart from any use permitted under the *Copyright Act 1968*, all rights are reserved. Requests for authorisation to reproduce, publish or communicate this work should be made to: Gazette Publisher, Australian Securities and Investment Commission, GPO Box 9827, Melbourne Vic 3001

18-0134

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Superannuation Industry (Supervision) Act 1993
Subsection 130F(2)

DISQUALIFICATION ORDER

To: Douglas Coghlan

Approved SMSF auditor registration number 100241567

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Douglas Coghlan from being an approved SMSF auditor with effect from 5 March 2018.

Dated this 26th February 2018

Signed: 

Scott Rea

Delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

18-0274

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Mosaic Financial Group Pty Ltd
ACN 107 558 654 ("the Licensee")
34 Chamberlain Avenue
ROSE BAY NSW 2029

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 411222 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 23 April 2018

Signed 

John Connor
A delegate of the Australian Securities and Investments Commission

18-0333

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 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 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 18-0333.

Commencement

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

Nature of this instrument

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

Disclosure relief*Offers made under an employee incentive scheme*

6. nVent 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

7. 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.
8. 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

18-0333

- (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*

9. nVent 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

10. nVent 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 nVent 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 14 of this instrument or paragraph 28B of ASIC Class Order [CO 14/1000].

Custodial or depository services

11. nVent 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

12. nVent 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 sections 736, 992A or 992AA of the Act.

18-0333

Advertising

13. nVent, 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.

Conditions*Notice of reliance*

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

15. nVent 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. nVent 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 of overlying eligible products

17. If nVent, a related body corporate or a trustee makes an offer of an overlying eligible product under an employee incentive scheme, nVent 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. nVent 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 nVent that have been or may 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:

18-0333

- (i) an employee incentive scheme or like scheme of nVent 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 nVent or a related body corporate, where the offers were covered by ASIC Class Order [CO 03/184] or an individual instrument made by ASIC in terms similar to that class order.

Trusts

19. nVent 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 nVent 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 nVent or an associate of nVent—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
 - (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 nVent calculated by reference to all employee incentive schemes or like schemes of nVent or a related body corporate in relation to which offers were covered by this instrument or an individual instrument made, on or after the commencement of this instrument, by ASIC in terms similar to this instrument.

Loans

20. nVent or a related body corporate making an offer of an eligible product under an employee incentive scheme that involves a loan from nVent 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:

18-0333

- (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 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

21. nVent 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

22. In this instrument:

- (a) *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);

nVent means nVent Electric plc, a company incorporated in Ireland;

casual employee, in relation to nVent 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;

contractor, in relation to nVent 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;

eligible financial market means the New York Stock Exchange;

eligible participant, in relation to nVent or a related body corporate, means a person specified in column 2 of Table A;

eligible product, in relation to nVent, means a financial product specified in column 1

18-0333

of Table A;

employee incentive scheme means an arrangement under which eligible products of nVent are offered to eligible participants:

- (a) under nVent Electric plc 2018 Omnibus Incentive Plan; or
- (b) as a result of assuming arrangements previously made to eligible participants under the Pentair plc 2012 Stock and Incentive Plan, or any similar or predecessor plan sponsored by Pentair plc;

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 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;

18-0333

of Table A;

employee incentive scheme means an arrangement under which eligible products of nVent are offered to eligible participants:

- (a) under nVent Electric plc 2018 Omnibus Incentive Plan; or
- (b) as a result of assuming arrangements previously made to eligible participants under the Pentair plc 2012 Stock and Incentive Plan, or any similar or predecessor plan sponsored by Pentair plc;

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 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;

18-0333

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 1 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 2 of Table A;

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

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 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 1 of Table A;

- (b) if nVent is a registered scheme:
- (i) the conferral of relief on nVent is taken to be the conferral of relief on the responsible entity of the scheme;
- (ii) a requirement imposed on nVent is taken to be a requirement imposed on the responsible entity of the scheme;
- (iii) a reference to occupying a position or role with nVent is taken to be a reference to occupying a position or role with the responsible entity of the scheme;
- (c) 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;

18-0333

- (ca) 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;
- (d) for the avoidance of doubt, 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 nVent 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).

Dated this 2nd day of May 2018



Signed by Jessica Reid
as a delegate of the Australian Securities and Investments Commission

18-0333

Table A

Column 1 Eligible product	Column 2 Eligible participant
(a) a fully paid share of nVent that is in a class of shares able to be traded on an eligible financial market;	(a) a full-time or part-time employee (including an executive director);
(b) a beneficial interest in a fully paid share of nVent where the interest is in a class of interests that is able to be traded on an eligible financial market;	(b) a non-executive director;
(c) a fully paid share of nVent in relation to which both of the following apply:	(c) a contractor;
(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;	(d) a casual employee;
(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;	(e) a prospective participant.
(d) a beneficial interest in a fully paid share of nVent in relation to which both of the following apply:	
(i) the fully paid share is in a class of shares that is able to be traded on an eligible financial market;	
(ii) the beneficial interest is convertible into the share without charge or for a nominal fee;	
(e) a fully paid stapled security of nVent that is in a class of stapled securities that is able to be traded on NYSE;	
(f) where nVent is a registered scheme—an interest in nVent that is in a class of interests that is able to be traded on NYSE;	
(g) a unit in a financial product mentioned in paragraphs (a) to (f);	
(h) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (f);	
(i) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (f),	
where in each case in relation to a product mentioned in paragraphs (a) to (f) that is in a class of products that is able to be traded on an eligible financial market:	
(j) the class of products were not suspended for more than a total of 5 days during the shorter of the period during which the class of products were able to be traded, and the period of 12 months before the day the offer document is first given to an eligible participant.	

18-0342

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-0342.

Commencement

3. This instrument commences on 7 May 2018.

Amendment

4. ASIC Instrument 18-0337 dated 3 May 2018 is amended as follows:
 - (a) in subparagraph 5(c), omit "(the *relevant price*)" and substitute "(the *relevant place*)".

Dated this 7th day of May 2018



Signed by Hassan Salem
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

18-0351

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Northern Rivers Private Wealth Pty Ltd
ACN 163 127 928 ("the Licensee")
PO Box 7321
LISMORE HEIGHTS NSW 2480

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 438759 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 7 May 2018.

Signed

Floyd Williams
a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

18-0352

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

Notice of Cancellation of an Australian Financial Services Licence

TO: G & A Flower Investments Pty Ltd
ACN 010 596 700 ("the Licensee")
PO Box 302
BEENLEIGH QLD 4207

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 237361 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 7 May 2018

Signed

A handwritten signature in black ink, appearing to read 'F. Williams', written over a dotted line.

Floyd Williams
a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

ASIC Corporations (Repeal) Instrument 2018/356

I, Stephen Yen PSM, delegate of the Australian Securities and Investments Commission, make the following legislative instrument.

Date: 7 May 2018

Stephen Yen

Stephen Yen

ASIC Corporations (Repeal) Instrument 2018/356

Contents

Part 1—Preliminary	3
1 Name of legislative instrument	3
2 Commencement	3
3 Authority	3
4 Schedules	3
5 Repeal of amending and repealing instruments	3
Schedule 1—Repeals	4
ASIC Class Order [CO 14/829]	4

Part 1—Preliminary

1 Name of legislative instrument

This is the *ASIC Corporations (Repeal) Instrument 2018/356*.

2 Commencement

This instrument commences on the later of:

- (a) the date of its gazettal; and
- (b) the day after it is registered on the Federal Register of Legislation.

Note: The register may be accessed at www.legislation.gov.au.

3 Authority

This instrument is made under paragraphs 741(1)(b), 911A(2)(l) and 1020F(1)(c) and subsection 1075A(1) of the *Corporations Act 2001*.

4 Schedules

Each instrument that is specified in the Schedule to this instrument is repealed as set out in the applicable items in the Schedule concerned.

5 Repeal of amending and repealing instruments

- (1) The repeal of an instrument by section 4 does not affect any amendment to or repeal of another instrument (however described) made by the instrument.
- (2) Subsection (1) does not limit the effect of section 7 of the *Acts Interpretation Act 1901* as it applies to the repeal of an instrument by section 4 of this instrument

Schedule 1—Repeals

ASIC Class Order [CO 14/829]

1 The whole of the instrument

Repeal the instrument.



ASIC

Australian Securities & Investments Commission

18-0358

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

Notice of Cancellation of an Australian Financial Services Licence

TO: TRADERS4TRADERS PTY LIMITED
ACN 139 140 373 ("the Licensee")
186 St Helena Road
MCLEOD'S SHOOT NSW 2479

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 414349 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 8 May 2018.

Signed

Floyd Williams
a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

18-0360

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Bridge Road Capital Pty Ltd
ACN 614 011 906 ("the Licensee")
10 Concord Street
PRESTON VIC 3072

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 494041 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 10 May 2018

Signed .....

John Connor
A delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

18 - 0361

**CORPORATIONS ACT
SECTIONS 657D AND 657EA
VARIATION OF ORDERS**

STRATEGIC MINERALS CORPORATION NL 01, 02R, 03R, 04R AND 05R

Pursuant to sections 657EA(4) and 657D(3) of the *Corporations Act 2001* (Cth)

THE REVIEW PANEL ORDERS

The final orders made on 15 February 2018 and varied on 4 April 2018 and 5 April 2018 are further varied by:

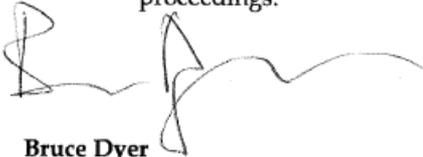
1. Replacing “, and valuation of, Strategic Minerals” in Order 3 with “Strategic Minerals (which includes a valuation report prepared by a new independent technical expert)”.
2. Replacing “Within 18 days after the date of the supplementary bidder’s statement” in Order 7 with “As soon as practicable, and at the latest by 30 April 2018”.
3. Inserting the following order after Order 7:
 - 7A. Strategic Minerals must provide to the review Panel by 5pm (Melbourne time) on 11 April 2018:
 - (a) a detailed step plan and timeline for all remaining action required by Strategic Minerals, the independent expert and the independent technical expert to comply with Orders 3 to 7 and
 - (b) written confirmation that each of the independent expert and the independent technical expert considers that the entries in the step plan and timeline referring to action by them to be appropriate and that the action is likely to be completed within the specified timeframe.

2

18 - 0361

4. Inserting the following order after Order 16:

16A. On or before 12 April 2018, Strategic Minerals must pay in aggregate \$2,445.75 to Ms Veronica Oma, representing the costs and expenses actually, necessarily, properly and reasonably incurred by her in connection with the review Panel's proceedings.



Bruce Dyer
Counsel
with authority of Peter Day
President of the sitting Panel
Dated 9 April 2018



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTIONS 657D AND 657EA
VARIATION OF ORDERS**

18 - 0362

STRATEGIC MINERALS CORPORATION NL 01, 02R, 03R, 04R AND 05R

Pursuant to sections 657EA(4) and 657D(3) of the *Corporations Act 2001* (Cth)

THE REVIEW PANEL ORDERS

The final orders made on 15 February 2018 and varied on 4 April 2018, 5 April 2018 and 9 April 2018 are further varied by:

1. Replacing "As soon as practicable, and at the latest by 30 April 2018" in Order 7 with "Within 2 business days after ASIC gives notice to Strategic Minerals that the supplementary target's statement may be dispatched".

A handwritten signature in black ink, appearing to read 'Bruce Dyer'.

Bruce Dyer
Counsel
with authority of Peter Day
President of the sitting Panel
Dated 30 April 2018



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTIONS 657D AND 657EA
VARIATION OF ORDERS**

18 - 0363

STRATEGIC MINERALS CORPORATION NL 01, 02R, 03R, 04R AND 05R

Pursuant to sections 657EA(4) and 657D(3) of the *Corporations Act 2001* (Cth)

THE REVIEW PANEL ORDERS

The final orders made on 15 February 2018 and affirmed on 2 March 2018 are varied by replacing "14 days" in Order 7 with "30 days", subject to Strategic Minerals providing to the review Panel by 5pm (Melbourne time) on 5 April 2018:

1. a detailed step plan and timeline for all remaining action required by Strategic Minerals, the independent expert and the independent technical expert to comply with Orders 3 to 7 and
2. written confirmation that each of the independent expert and the independent technical expert considers the entries in the step plan and timeline referring to action by them to be appropriate and the action is likely to be completed within the specified timeframe.

A handwritten signature in black ink, appearing to read 'Allan Bulman'.

Allan Bulman
Director
with authority of Peter Day
President of the sitting Panel
Dated 4 April 2018



Australian Government

Takeovers Panel

18-0364

**CORPORATIONS ACT
SECTIONS 657D AND 657EA
VARIATION OF ORDERS**

STRATEGIC MINERALS CORPORATION NL 01, 02R, 03R, 04R AND 05R

Pursuant to sections 657EA(4) and 657D(3) of the *Corporations Act 2001* (Cth)

THE REVIEW PANEL ORDERS

1. The order made on 4 April 2018 to vary the final orders made on 15 February 2018 is revoked.
2. The final orders made on 15 February 2018 are varied by replacing "14 days" in Order 7 with "18 days".

A handwritten signature in black ink, appearing to read 'B Dyer', with a long horizontal flourish extending to the right.

Bruce Dyer
Director
with authority of James Dickson
Deputy President of the sitting Panel
Dated 5 April 2018



Australian Government

Takeovers Panel

18 - 0365

CORPORATIONS ACT
SECTION 657EA
VARIATION OF DECLARATION OF UNACCEPTABLE
CIRCUMSTANCES

STRATEGIC MINERALS CORPORATION NL 02R, 03R, 04R AND 05R

VARIATION

The declaration made on 1 February 2018 in relation to the matter of *Strategic Minerals Corporation NL* is varied by deleting subparagraph 23(c) and substituting a new paragraph 23(c) so that the declaration reads as follows:

CIRCUMSTANCES

1. Strategic Minerals Corporation NL (**SMC**) is an ASX listed company (ASX: SMC).
2. Mr Christopher Wallin is, and has at all relevant times been, a director of SMC.
3. Mr Wallin is the directing mind and will of QGold Pty Ltd (**QGold**). On or around 8 October 2017, Mr Wallin was considering whether QGold should make a takeover bid for SMC and, on 10 October 2017, Mr Wallin received preliminary advice regarding takeover issues. At that time, QGold had a relevant interest in approximately 69.15% of SMC's shares.
4. In late October 2017, Mr Laif McLoughlin (the chairman of SMC and son-in-law of Mr Wallin) determined that SMC needed to raise additional funds. Mr McLoughlin contacted Mr Wallin, who recommended that SMC approach someone known to Mr Wallin (**Recommended Investor**) in connection with a placement by SMC.
5. On 26 October 2017, Mr McLoughlin met with the Recommended Investor regarding the proposed placement. The Recommended Investor was supportive of SMC's objectives for SMC and agreed (through his private investment company) to accept the whole placement (being 1,388,889 SMC shares, at an issue price of \$0.36 per share).
6. On or around 7 November 2017, Mr Wallin requested a fee estimate from legal advisors in respect of a potential on-market takeover bid for SMC. Mr Wallin had, in early October 2017, approached a broker in connection with the possible takeover bid.
7. On 14 November 2017, SMC placed 1,388,889 ordinary shares (approximately 1.97% of the issued capital of SMC) with the private investment company controlled by the Recommended Investor (**Placee**).

18 - 0365

8. On 15 November 2017, SMC announced the placement and issued a cleansing statement. SMC gave notice in the cleansing statement that, as at the date of the notice, there was "no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document". No enquiries were made of Mr Wallin before the cleansing statement was issued. Mr Wallin became aware of the cleansing notice and its contents after it had been released to ASX. No correction was made to the cleansing notice.
9. The price at which the SMC shares were issued to the Placee was at a premium to the price at which shares in SMC had last traded on-market.
10. On or around 30 November 2017, the Placee acquired 1,456,314 shares on-market (resulting in the Placee holding approximately 4.04% of the issued capital of SMC).
11. On 4 December 2017, QGold announced to the market its intention to make an on-market takeover bid for all of SMC's shares that it did not already own, offering \$0.40 cash per SMC share (**Takeover Bid**).
12. On the same day, QGold's broker started purchasing SMC shares (on behalf of QGold) on market at \$0.40 cash per SMC share.
13. Later that day, QGold lodged its bidder's statement for the Takeover Bid (**Bidder's Statement**). The Bidder's Statement included statements to the effect that QGold intended to apply to the ASX for the removal of SMC from the official list of ASX (subject to any required approvals on the part of ASX), whether the Takeover Bid resulted in QGold holding a relevant interest in more or less than 90% of SMC shares.
14. On 5 December 2017, the Placee disposed of all its shares in SMC.
15. On the same day, Mr McLoughlin approached Stantons International Securities Pty Ltd (**Independent Expert**) to prepare an independent expert's report and Corvidae Pty Ltd as trustee for Ravensgate Unit Trust trading as Ravensgate (**Technical Expert**) to prepare a technical expert's report. Mr McLoughlin discussed the terms of engagement and scope with the Independent Expert and Technical Expert.
16. Also on the same day, SMC advised shareholders to take no action in relation to the Takeover Bid and Bidder's Statement until they had received and considered SMC's target's statement.
17. On 8 December 2017, SMC formed a takeover response committee comprised of Mr Jay Stephenson (the sole independent director of SMC), a representative of SMC's legal advisor and a representative of SMC's corporate advisor (**Takeover Response Committee**). While the Takeover Response Committee was "of the view that Mr McLoughlin is independent of QGold in the current circumstances", it "formed a decision to exclude Mr McLoughlin from the Takeover Response Committee to remove any risk of there being a perceived conflict of interest". The Takeover Response Committee adopted an Independent Committee Charter.

18 - 0365

18. By 12 December 2017, QGold had voting power in SMC of at least 75% (being the threshold required to apply for the delisting of SMC under paragraph 2.10 of ASX Guidance Note 33 *Removal of Entities from the ASX Official List*).
19. On 18 December 2017, SMC lodged its target's statement for the Takeover Bid (**Target's Statement**), which attached the Independent Expert's report and the Technical Expert's report. The Independent Expert relied on the Technical Expert's report and concluded that the Takeover Bid was fair and reasonable. Mr Stephenson recommended that SMC shareholders accept the Takeover Bid in the absence of a superior proposal. One of the principal reasons for Mr Stephenson's recommendation was the Independent Expert's conclusion.
20. In late December 2017 and early January 2018 the applicant and ASIC separately raised with SMC material disclosure deficiencies in relation to the report prepared by the Technical Expert (and, as a consequence, the Independent Expert's report).
21. On 2 January 2018, SMC was placed in a trading halt pending the release of a supplementary target's statement due to identified errors in the Technical Expert's report and Independent Expert's report being rectified.
22. On 4 January 2018, the securities of SMC were suspended from official quotation, pending the release of a supplementary target's statement due to revisions in the Technical Expert's report and Independent Expert's report.

Placement and related transactions

23. The Panel considers that the circumstances connected with the placement to the Placee, the Placee's additional on-market purchase of SMC shares and the sale of the Placee's shares give rise to unacceptable circumstances. These circumstances include:
 - (a) Mr Wallin's involvement in the decision to make the placement and to approach the Placee at a time when Mr Wallin was considering whether QGold should make a takeover bid for SMC
 - (b) the failure of SMC to ask or consult Mr Wallin as to whether the cleansing statement issued on 15 November 2017 could be issued
 - (c) the Placee taking the placement and selling early after the announcement of the Takeover Bid
 - (d) deficiencies in the Bidder's Statement and
 - (e) the sale of the Placee's shares on 5 December 2017 that contributed to QGold acquiring voting power in 75% or more of SMC shares, thereby facilitating QGold's ability to cause SMC to apply for delisting from ASX which, together with QGold's stated intention in the Bidder's Statement to apply to the ASX for the delisting of SMC (even where the Takeover Bid results in QGold holding less than 90% of SMC shares), had the potential to coerce shareholders to accept the Takeover Bid.

Bidder's Statement

18 - 0365

24. The Bidder's Statement does not include all information that is known to QGold and that is required under section 636(1) of the *Corporations Act 2001* (Cth) (Act), including sufficient information regarding:
- (a) the bidder, its ownership structure and that Mr Wallin is the directing mind and will of the bidder
 - (b) QGold's intentions regarding SMC and
 - (c) exploration permits held by entities controlled by Mr Wallin, which abut or are in the vicinity of the tenements held by SMC.

Target's Statement

25. There were deficiencies in the commissioning and engagement of experts to prepare the Technical Expert's report and Independent Expert's report included in the Target's Statement.
26. Further, due to the errors and deficiencies in the Technical Expert's report, the Target's Statement does not include all the information required under section 638 of the Act.

EFFECT

27. It appears to the Panel that:
- (a) the acquisition of control over voting shares in SMC has not taken place in an efficient, competitive and informed market
 - (b) the holders of shares in SMC do not know the identity of persons who have acquired a substantial interest in SMC and
 - (c) the holders of shares in SMC have not been given enough information to enable them to assess the merits of the Takeover Bid.

CONCLUSION

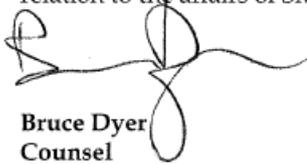
28. It appears to the Panel that the circumstances are unacceptable circumstances:
- (a) having regard to the effect that the Panel is satisfied they have had, are having or are likely to have on:
 - (i) the control, or potential control, of SMC or
 - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in SMC
 - (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602 of the Act

18-0365

- (c) in the further alternative, because they constituted, constitute, or gave or give rise to a contravention of a provision of Chapter 6 or of Chapter 6B or 6C of the Act.
29. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3) of the Act.

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of SMC.



Bruce Dyer
Counsel
with authority of Peter Day
President of the sitting Panel
Dated 2 March 2018



ASIC

Australian Securities & Investments Commission

18-0371

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Computrade Currency Trading Pty Ltd
ACN 096 726 368 ("the Licensee")
U 104, 109 Darling Point Road
Darling Point NSW 2027

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 238900 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated

Signed

A handwritten signature in black ink, appearing to read 'F. Williams', written over a horizontal dotted line.

Floyd Williams
A delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

18 - 0372

**CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES**

FINDERS RESOURCES LIMITED 02**CIRCUMSTANCES**

1. Finders Resources Limited (**Finders**) is an ASX listed company.
2. On 23 October 2017, Eastern Field Developments Limited (**Eastern Field**) lodged a bidder's statement in relation to an off market takeover bid for all the shares of Finders at \$0.23 cash per share (**Takeover Bid**). The Takeover Bid was subject to a number of conditions including that, before expiration of the bid period, Eastern Field has received valid acceptances so that Eastern Field has a relevant interest in more than 50% of the Finders shares at that time (**Minimum Acceptance Condition**).
3. On 5 December 2017, Finders issued its target's statement (**Target's Statement**), which disclosed that:
 - (a) for the purposes of the Target's Statement, the independent directors were Messrs Gary Comb, Barry Cahill and Gordon Galt (**Independent Directors**)
 - (b) each of the Independent Directors recommended that Finders shareholders reject the Takeover Bid and
 - (c) the Independent Directors (relevantly Messrs Comb and Cahill)¹ intended to reject the Takeover Bid for any Finders shares they own or control.
4. Taurus Funds Management Pty Limited (**Taurus**) is manager of two vehicles who, together, hold a substantial holding in Finders. On 6 December 2017, Finders provided a draft letter and announcement to Taurus. Later that day, a representative of Taurus signed the final form of that letter which stated, among other things, that Taurus consented to Finders releasing an announcement on the ASX containing the following statement:

Finders' second largest shareholder, Taurus Funds Management, does not intend to accept the Offer

Taurus Funds Management Pty Ltd ("Taurus") currently manages 87,339,525 Finders shares, being equal to 11.31% of the Finders shares currently on issue, making it the second largest Finders shareholder after the bidder consortium that owns Eastern Field.

¹ Noting that Mr Galt did not own or control any Finders shares

18-0372

Taurus has notified Finders that it does not intend to accept the Offer at the Offer Price of \$0.23 per Finders share in respect of the Finders shares that Taurus owns or controls, on the basis that Taurus considers that the Offer Price does not reflect the fair value of Finders shares.

5. The draft letter and final form of the letter referred to in paragraph 4 also stated that *"Taurus confirms that it will notify Finders as soon as reasonably practicable if Taurus' intentions with respect to accepting the Offer change"*. This statement was not a part of the disclosure which Taurus consented to being in a Finders' announcement.
6. On 7 December 2017, Finders made an ASX announcement that contained the statement referred to in paragraph 4 but not the statement referred to in paragraph 5. Taurus was provided an opportunity to comment on the draft letter and the announcement before its release. Taurus made a change to the draft letter and commented on the announcement. However it did not comment on the omission of the statement referred to in paragraph 5 in the announcement.
7. Between 11 and 13 December 2017, Euroz Securities Limited (**Euroz**) obtained letters from other Finders shareholders who were not substantial holders (on Finders' behalf) consenting to Finders making an announcement which disclosed the relevant shareholder's name, the number of Finders shares that the shareholder owned or controlled and the fact that the shareholder has notified Finders that the shareholder does not intend to accept the Takeover Bid at the bid price in respect of those shares. The letters did not include the statement referred to in paragraph 5. Euroz subsequently advised Finders (in response to Finders' query to Euroz following receipt of correspondence from ASIC) that Euroz did not inform these shareholders that ASIC Regulatory Guide 25 – *Takeovers: false and misleading statements (ASIC RG 25)* may apply to these statements.
8. On 12 December 2017, Finders made an ASX announcement that stated that shareholders who in aggregate own or control 20.15% of the Finders shares on issue had notified Finders that they do not intend to accept the Takeover Bid and, when aggregated with Taurus and Messrs Comb and Cahill, statements by shareholders that they do not intend to accept the Takeover Bid amounted to 33.19% of the Finders shares on issue.
9. On 12 December 2017, Eastern Field declared the Takeover Bid free from the Minimum Acceptance Condition.
10. On 13 December 2017, Finders made an ASX announcement stating that additional shareholders who in aggregate own or control 4.39% of Finders shares had informed Finders that they do not intend to accept the Takeover Bid. On 15 December 2017, Finders made an ASX announcement stating that additional shareholders who in aggregate own or control 0.63% of Finders shares had informed Finders that they do not intend to accept the Takeover Bid. Both announcements aggregated these intention statements with previous statements made by Finders shareholders, including Taurus and Messrs Comb and Cahill. The 15 December 2017 ASX announcement noted that Finders shareholders representing 38.21% of Finders shares in aggregate had notified Finders that they do not intend to accept the

18-0372

Takeover Bid at the bid price of \$0.23 per Finders share in respect of the Finders shares which each of them own or control.

11. On 14 February 2018, Eastern Field declared the Takeover Bid unconditional. Eastern Field solicited acceptances from Finders shareholders, including shareholders who had given intention statements to Finders via Euroz. On 8 March 2018, Eastern Field had voting power of 33.76% in Finders. On 12 March 2018, Eastern Field gave notice that it would not increase the consideration offered under the Takeover Bid. On 16 March 2018, Eastern Field had voting power of 48.40% in Finders.
12. On 19 March 2018, Taurus accepted the Takeover Bid for all its shares. As a result of Taurus's acceptance, Eastern Field's voting power in Finders increased over 50% to 60.22%.
13. Also on 19 March 2018, Finders made an ASX announcement advising that:
 - (a) The Independent Directors continued to believe that the Takeover Bid does not reflect fair value for Finders shares.
 - (b) However, Eastern Field had now acquired a relevant interest in more than 60% of Finders shares and therefore had a controlling interest in Finders.
 - (c) *"In light of these developments, the Independent Directors now urge shareholders to quickly consider ACCEPTING the Offer, to avoid the risks of being left as a minority shareholder in Finders when it is controlled by Eastern Field".*
 - (d) The Independent Directors intended to accept the Takeover Bid for any Finders shares they owned or controlled.
14. Later on 19 March 2018, Finders issued its second supplementary target's statement. None of the second supplementary target's statement, the Target's Statement or first supplementary target's statement dated 22 December 2017 discussed the intention statements by shareholders other than Messrs Comb and Cahill.
15. On 20 March 2018, Mr Comb accepted the Takeover Bid in relation to 1,566,667 shares and Mr Cahill accepted the Takeover Bid in relation to 450,000 shares.
16. On 21 March 2018, Eastern Field issued its second supplementary bidder's statement, noting Taurus's acceptance of the Takeover Bid and stating that:

Eastern Field considers that the effect of Taurus' statement (that it would not accept the offer at the Offer Price of \$0.23) may be that Taurus is prevented from accepting the Offer for the reasons set out in ASIC's Regulatory Guide 25 (Takeovers: false and misleading statements). Eastern Field has raised this matter with ASIC. This issue may also apply to other acceptances received.
17. On 28 March 2018, Messrs Comb and Cahill accepted the Takeover Bid for their remaining shares.

EFFECT

18 - 0372

18. For the period between 7 December 2017 and 19 March 2018, as a result of Finders making (with the consent of Taurus) the statement by Taurus referred to in paragraph 4 which was not expressly qualified and made no reference to the statement referred to in paragraph 5:
- (a) Finders' shareholders and market participants could reasonably assume that Taurus would not accept the Takeover Bid in the circumstances that existed on 19 March 2018
 - (b) Taurus's acceptance of the Takeover Bid was inconsistent with those assumptions and those assumptions had the potential to affect assessment of whether to accept the Takeover Bid and decisions whether to acquire or dispose of Finders shares and
 - (c) the acquisition of control over Finders shares did not take place in an efficient, competitive and informed market.
19. As a result of Finders authorising the solicitation of statements from shareholders other than Taurus that they will not accept the Takeover Bid and aggregating those intention statements with statements made by Taurus and Messrs Comb and Cahill, and noting these shareholders were not informed of the possible application of ASIC RG 25; Finders shareholders (including shareholders who made intention statements) and the market did not have sufficient information to assess whether and in what circumstances persons making the statements may change their intentions or act inconsistently with their statements. Accordingly, the market and Finders shareholders were not in a position to properly assess the likelihood that, or circumstances in which, 38.21% of Finders shares could be accepted into the Takeover Bid.

CONCLUSION

20. It appears to the Panel that the circumstances are unacceptable circumstances:
- (a) having regard to the effect that the Panel is satisfied they have had, are having, will have or are likely to have on:
 - (i) the control, or potential control, of Finders or
 - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Finders
 - (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602 of the *Corporations Act 2001* (Cth).
21. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

18 - 0372

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Finders.



Bruce Dyer
Counsel
with authority of Karen Evans-Cullen
President of the sitting Panel
Dated 26 April 2018



Australian Government

Takeovers Panel

18 - 0373

**CORPORATIONS ACT
SECTION 657D
ORDERS**

FINDERS RESOURCES LIMITED 02

The Panel made a declaration of unacceptable circumstances on 26 April 2018.

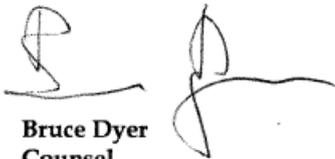
THE PANEL ORDERS

1. Eastern Field not take any action to process an acceptance of the Takeover Bid in relation to shares managed by Taurus.
2. On the expiry of three business days after the relevant date, any acceptances of the Takeover Bid in relation to shares managed by Taurus are cancelled.
3. While the Takeover Bid remains open for acceptance, Taurus must not accept the Takeover Bid or sell any shares it manages for a price at or below \$0.23 per share.
4. Eastern Field must, within 14 days after the relevant date, send a letter to each Accepting Shareholder (in a form approved by ASIC and the Panel) that includes:
 - (a) a description of how an Accepting Shareholder has until 15 business days after dispatch of the letter a right to withdraw their acceptance, which is equivalent to the right conferred by section 650E of the *Corporations Act 2001* (Cth) (except to the extent contemplated by these orders)
 - (b) a summary of the Panel's declaration and orders
 - (c) Eastern Field's current intentions regarding the business of Finders, including its intentions as to whether it will keep Finders as a listed entity and
 - (d) any other information known to Eastern Field that is material to the making of the decision by an Accepting Shareholder whether to withdraw their acceptance.
5. Eastern Field must ensure that each Accepting Shareholder has, for a period of 15 business days after dispatch of the letter referred to in paragraph 4, a right to withdraw their acceptance which is equivalent to the right conferred by section 650E (except to the extent contemplated by these orders).
6. Eastern Field must not purport to rely on item 9 of section 611 in circumstances where it would not have been able to rely on that section if it had been taken to have never acquired voting power in shares that are the subject of the cancellation under paragraph 2 or the withdrawal under paragraph 5.

7. In these orders the following terms apply.

18 - 0373

Accepting Shareholder	A person who accepted the Takeover Bid on or after 20 March 2018
Eastern Field	Eastern Field Developments Limited
Finders	Finders Resources Limited
relevant date	The date being the later of: <ul style="list-style-type: none">• 26 April 2018 and• the date on which any stay or suspension of these orders ends
Takeover Bid	Eastern Field's off market takeover offer to acquire all the ordinary shares in Finders at \$0.23 per share
Taurus	Taurus Funds Management Pty Ltd



Bruce Dyer
Counsel
with authority of Karen Evans-Cullen
President of the sitting Panel
Dated 26 April 2018

Australian Securities and Investments Commission**Corporations Act 2001 – Subsection 713(6) - Determination**

Under s713(6) of the *Corporations Act 2001* (the Corporations Act), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on s713 of the Corporations Act from the date of this instrument until 2 May 2019.

Schedule

Big Un Limited ACN 106 399 311

Dated this 2nd day of May 2018

Signed: 

Christine Croft
as a delegate of the Australian Securities and Investments Commission

18-0376

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the *Corporations Act 2001* that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 4 May 2018.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF ANTONINO SALVATORE GUCCIARDI

SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

To: Mr Antonino Salvatore Gucciardi

BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

TAKE NOTICE that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits **ANTONINO SALVATORE GUCCIARDI** from providing any financial services permanently.

Dated this 30th day of April 2018

Signed: 

Christine Croft
Delegate of the Australian Securities and Investments Commission

Your attention is drawn to section 920C(2) of the *Corporations Act 2001* which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of section 920C(2) is an offence.

18-0379

**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 subsection 655A(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 18-0379.

Commencement

3. This instrument commences on 10 May 2018

Declaration

4. Chapter 6 of the Act applies to ERAMET SA (French company No. 632 045 381) (*the Bidder*) as if:
 - (a) section 617 of the Act was modified or varied by inserting after subsection 617(2) the following subsection:

“(2A) The bid may also extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the exercise of securities issued after the date set by the bidder under subsection 633(2).”;
 - (b) paragraph 636(1)(j) (as notionally modified by ASIC Class Order CO 13/521) was further modified or varied by omitting the words “subsection 617(2)” and inserting “subsections 617(2) and (2A).”

Where this instrument applies

5. This instrument applies to offers made by the Bidder under an off-market takeover bid for all of the ordinary shares in the Target, in respect of which a bidder's statement was lodged with ASIC on 27 April 2018, where:
 - (a) the Target has sought approval for the grant of up to 288,791 Performance Rights to Mr Robert Sennitt at the Target's annual general meeting to be held on 25 May 2018; and
 - (b) the Bidder has lodged a replacement bidder's statement that:

18-0379

- (i) includes a statement that the bid extends to shares that come to be in the bid class during the offer period as a result of the vesting and exercise of Performance Rights;
- (ii) does not include any statement to the effect that the bid extends to any other securities that come to be in the bid class during the offer period as a result of the exercise of securities that do not exist as at the date set by the Bidder under subsection 633(2);
- (iii) outlines the need for and effect of the relief set out in this instrument.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691;

Performance Rights means up to 702,689 unlisted Performance Rights to be issued by the Target under the MDL Performance Rights Plan as detailed in the Target's notice of annual general meeting released to the ASX on 23 April 2018; and

the Target means Mineral Deposits Limited ACN 064 377 420.

Dated this 10th day of May 2018



Signed by Timfai Loh
as a delegate of the Australian Securities and Investments Commission

18-0381

**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 declaration under paragraph 655A(1)(b) of the *Corporations Act 2001* (the Act).

Title

2. This instrument is ASIC Instrument 18-0381.

Commencement

3. This instrument commences on 10 May 2018.

Declaration

4. Chapter 6 of the Act applies to ERAMET SA (French company No. 632 045 381) (ERAMET) as if Part 6.5 were modified or varied as follows:
 - (a) in item 6 of the table in subsection 633(1) (as notionally modified by ASIC Class Order [CO 13/528], omit “item 2.”, insert:

“item 2, unless the bidder is eligible to rely on section 633A and the offers are made on terms set out in a replacement bidder’s statement that differ from the lodgement terms solely in accordance with a permitted variation”.
 - (b) in subsection 633A(3) (as notionally inserted by ASIC Class Order [CO 13/528]):
 - (i) after “subsection 633(1):” insert:

‘lodgement terms mean the terms of the offer set out in the original bidder’s statement and offer document (if any) lodged with ASIC under item 2 of the table in subsection 633(1).

permitted variation means a difference arising from an amendment to the terms of an offer:

 - a) to the effect that the Offer extends to (among others) each person registered as the holder of Shares in the register of shareholders of Mineral Deposits Limited at 7:00pm (Sydney time) on 2 May 2018;
 - b) to the effect that, subject to ASIC granting any necessary relief from the Corporations Act, the Offer extends to

18-0381

holders of 2018 Performance Rights that come to be holders of Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by the 2018 Performance Rights;

- c) to the effect that the exclusion in section 9.7(b) for applications, decisions or orders by ASIC or the Takeovers Panel is clarified, for the avoidance of doubt, to include actions and investigations by ASIC or the Takeovers Panel; and
 - d) to the effect that references to an MDL Group Member in sections 9.7(d)(2)(J) - (K) and 9.7(e)(2) -(13) of the terms of the offer are subject to the qualification 'other than a TiZir Group Member'; and
- (ii) omit paragraph (d) of the definition of *replacement bidder's statement*, substitute:
- "(d) sets out or reflects offers under the bid that are on the same terms as the lodgement terms, or terms that differ from the lodgement terms solely in accordance with a permitted variation."

Where this instrument applies

5. This instrument applies in relation to an off-market takeover bid (*Bid*) by ERAMET for all of the ordinary shares of Mineral Deposits Limited ACN 064 377 420 in respect of which a bidder's statement was lodged with ASIC on 27 April 2018, where ERAMET has lodged a replacement bidder's statement in respect of the Bid which includes a statement describing the need for, and effect of the relief in this instrument.

Dated this 10th day of May 2018



Signed by Timfai Loh

as a delegate of the Australian Securities and Investments Commission

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 eleventh day of May 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

AREIT AUGUSTA DEVELOPMENT FUND

ARSN

124 340 254

PARIDIAN PROPERTY TRUST

130 671 439

TCM GLOBAL INDEX FUND (AUD)

617 309 341

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 eleventh day of May 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
CENTURIA 200 CREEK STREET FUND	148 844 277
CENTURIA 8 AUSTRALIA AVENUE FUND	150 376 793

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 eleventh day of May 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
DEXGREEN LIMITED	622 591 628
DTC INTERNATIONAL HOLDINGS (PTC) LIMITED	612 601 840
DYNAMIC TEAM CONSULTANTS LIMITED	612 602 310
EKA SOFTWARE SOLUTIONS PRIVATE LIMITED	147 137 040
NIPPON YUSEN KABUSHIKI KAISHA	000 000 162
OSG ASIA PTE LTD	127 165 253
OZZIE'S PADDER OF AUSTRALIA, INC.	068 772 083
PROTEMPO LIMITED	616 781 250
XERAGO ANALYTICS SOLUTIONS PRIVATE LIMITED	155 695 597

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this eleventh day of May 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
GEOPETRO RESOURCES COMPANY	080 259 687
HYDRAWARE AUSTRALIA LIMITED	605 370 634
INVIVO TRADING ASIA PTE. LTD.	610 529 318
LUCITE INTERNATIONAL UK LIMITED	152 669 424
NEUROVALENS LIMITED	621 892 742
NEWMONT MINING CORPORATION	099 065 997

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.

BRIGHT ACRE ENERGY PTY LIMITED

ACN 615 724 171 will change to a public company limited by shares. The new name will be BRIGHT ACRE ENERGY LIMITED ACN 615 724 171.

IDENTITII PTY LTD ACN 603 107 044 will change to a public company limited by shares. The new name will be IDENTITII LIMITED ACN 603 107 044.

PAYCE CONSOLIDATED LIMITED

ACN 001 566 310 will change to a proprietary company limited by shares. The new name will be PAYCE CONSOLIDATED PTY LTD ACN 001 566 310.

TRILBY MISSO LAWYERS LIMITED

ACN 128 949 753 will change to a proprietary company limited by shares. The new name will be TRILBY MISSO LAWYERS PTY LTD ACN 128 949 753.

CHOOSE ENTERTAINMENT PTY LTD

ACN 607 493 498 will change to a public company limited by shares. The new name will be CHOOSE ENTERTAINMENT LTD ACN 607 493 498.

NEUCLONE PHARMACEUTICALS PTY LTD

ACN 166 651 583 will change to a public company limited by shares. The new name will be NEUCLONE PHARMACEUTICALS LTD ACN 166 651 583.

STRATEGIC SPECIALTY METALS LIMITED

ACN 149 028 188 will change to a proprietary company limited by shares. The new name will be STRATEGIC SPECIALTY METALS PTY LTD ACN 149 028 188.