



ASIC
Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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20-0720

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Apogee Management Services (Australia) Pty Ltd
ACN 132 963 510 ("the Licensee")
'Chifley Tower' L29
2 Chifley Square
SYDNEY NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 438933 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 30 September 2020

Signed 

George Podaras
A delegate of the Australian Securities and Investments Commission

20-0735

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Accounting and Taxation Specialist Pty Ltd
ACN 131 689 524 ("the Licensee")
38 Casmaria Street
Mansfield QLD 4122

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 488704 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated: 29 September 2020

Signed: 
.....

George Podaras
A delegate of the Australian Securities and Investments Commission

20-0805

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Safe2Pay Pty Limited
ACN: 611 437 391 ("the Licensee")
3/1049 Victoria Road
WEST RYDE NSW 2114

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 506640 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 29 September 2020

Signed 
.....

George Podaras
A delegate of the Australian Securities and Investments Commission

20-0851

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0851.

Commencement

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

Declaration

4. Chapter 6D of the Act applies in relation to EROAD Limited ARBN 643 405 896 (*Issuer*) as if the following provisions were modified or varied:

- a. in section 708A:

- i. in paragraph (1)(a) omit “(12G) or (12H),” and substitute “(12G), (12H) or (12J),”;

Note: ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 notionally inserted section 708A(12A) of the Act, ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82 notionally inserted section 708A(12C) of the Act and ASIC Corporations (Regulatory Capital Securities) Instrument 2016/71 notionally inserted section 708A(12G) and (12H) of the Act.

- ii. in paragraph (1A)(a) omit “(5),” and substitute “(5) or (12J),” and

- iii. after subsection (12I) insert:

“Sale offers of quoted securities: NZ foreign exempt listed body – case 8

- (12J) The sale offer of securities in a New Zealand foreign exempt listed body does not need disclosure to investors under this Part if:

- (a) the relevant securities are in a class of securities that were quoted securities at all times in the following period:
 - (i) if this section applies because of subsection (1) – 3 months before the day on which the relevant securities were issued; or

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- (ii) if this section applies because of subsection (1A) – 3 months before the day on which the relevant securities were sold by the controller; and
- (b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during:
 - (iii) if this section applies because of subsection (1) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued; or
 - (iv) if this section applies because of subsection (1A) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were sold by the controller; and
- (c) either:
 - (i) if this section applies because of subsection (1) – the body gives the relevant market operators for the body a notice that the body reasonably believes complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; or
 - (ii) if this section applies because of subsection (1A) – both the body, and the controller, gives the relevant market operators for the body a notice that the body and the controller reasonably believe complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; and
- (d) the notice given under paragraph (c) states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (i) if this section applies because of subsection (1) – the body issues the relevant securities without disclosure to investors under this Part; or
 - (ii) if this section applies because of subsection (1A) – the controller sold the securities without disclosure to investors under this Part;

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- (iii) the notice is being given under paragraph 708A(12J) as notionally inserted by ASIC Instrument 20-0851; and
- (iv) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

New Zealand foreign exempt listed body means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.

relevant market operators means both ASX Limited and NZX Limited.”

- b. in section 708AA after paragraph (2)(f) insert:

“(2A) In this section, relevant market operator means both ASX Limited and NZX Limited”.

- c. omit subsections 708AA(7) to (11), and substitute:

“(7) For a New Zealand foreign exempt listed body, a notice complies with this subsection if:

- (a) the body reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and
- (b) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (i) the body will offer the relevant securities for issue without disclosure under this Part;
 - (ii) the notice is being given under paragraph (2)(f); and
 - (iii) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

New Zealand foreign exempt listed body means a body that is:

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- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.”
- d. in subsection 708AA(12) as notionally inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 omit subsection (a) and substitute:
 - “(a) any information that would be excluded information under clause 20(5) of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand (as that clause exists on the date the notice is given) and that would need to be included in the notice if the notice had been given at that time and that has not been included in the notice or otherwise provided to the relevant market operator; or”

Exemption

- 5. The Issuer does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer for issue of shares under a purchase plan.

Where this exemption applies

- 6. This exemption applies where the Issuer meets the requirements and conditions of LI 2019/547 except for:
 - (a) all references to \$30,000 in the definition of *purchase plan*, subparagraph 5(b)(i) and section 8 (wherever occurring) of LI 2019/547; and
 - (b) paragraph 7(f) of LI 2019/547; andwould meet the requirements and conditions of LI 2019/547 if:
 - (c) from the date of commencement of this instrument until and including 31 October 2020, in LI 2019/547, all references to \$30,000 (wherever occurring) were omitted and substituted with:
 - “NZ\$50,000”; and
 - (d) in section 7 of LI 2019/547 paragraph (f) was omitted and substituted with:
 - “(f) the issuer has either:
 - (i) not more than 30 days before the offer, given a notice to ASX that complies with subsection 708A(6), 708A(12J) as notionally inserted by ASIC Instrument 20-0851 or 1012DA(6) of the Act in relation to an issue of shares or interests in the class made otherwise than under a purchase plan; or

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- (ii) within the 24 hours before the offer is made, given a notice to the relevant market operators for the issuer that:
 - (A) states that the issuer reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and
 - (B) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (I) the issuer will make offers to issue shares under a purchase plan without disclosure to investors under Part 6D.2; and
 - (II) the notice is being given in accordance with this instrument; and
 - (III) as at the date of the notice, the issuer has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.”

Interpretation

7. In this instrument:

LI 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

purchase plan has the meaning given by LI 2019/547.

relevant market operators means both ASX Limited and NZX Limited.

Dated this 15th day of September 2020



Signed by Sabrina Mobbs
as a delegate of the Australian Securities and Investments Commission

20-0854

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0854.

Commencement

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

Revocation

4. ASIC Instrument 20-0851 dated 15 September 2020 is revoked.

Declaration

5. Chapter 6D of the Act applies in relation to EROAD Limited ARBN 643 840 519 (*Issuer*) as if the following provisions were modified or varied:

- a. in section 708A:

- i. in paragraph (1)(a) omit “(12G) or (12H),” and substitute “(12G), (12H) or (12J),”;

Note: ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 notionally inserted section 708A(12A) of the Act, ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) Instrument 2016/82 notionally inserted section 708A(12C) of the Act and ASIC Corporations (Regulatory Capital Securities) Instrument 2016/71 notionally inserted section 708A(12G) and (12H) of the Act.

- ii. in paragraph (1A)(a) omit “(5),” and substitute “(5) or (12J),”;

- iii. after subsection (12I) insert:

“*Sale offers of quoted securities: NZ foreign exempt listed body – case 8*

- (12J) The sale offer of securities in a New Zealand foreign exempt listed body does not need disclosure to investors under this Part if:

- (a) the relevant securities are in a class of securities that were quoted securities at all times in the following period:

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- (i) if this section applies because of subsection (1) – 3 months before the day on which the relevant securities were issued; or
 - (ii) if this section applies because of subsection (1A) – 3 months before the day on which the relevant securities were sold by the controller; and
- (b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days during:
 - (iii) if this section applies because of subsection (1) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were issued; or
 - (iv) if this section applies because of subsection (1A) – the shorter of the period during which the class of securities were quoted, and the period of 12 months before the day on which the relevant securities were sold by the controller; and
- (c) either:
 - (i) if this section applies because of subsection (1) – the body gives the relevant market operators for the body a notice that the body reasonably believes complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; or
 - (ii) if this section applies because of subsection (1A) – both the body, and the controller, gives the relevant market operators for the body a notice that the body and the controller reasonably believe complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand before the sale offer is made; and
- (d) the notice given under paragraph (c) states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (i) if this section applies because of subsection (1) – the body issues the relevant securities without disclosure to investors under this Part; or

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- (ii) if this section applies because of subsection (1A) – the controller sold the securities without disclosure to investors under this Part;
- (iii) the notice is being given under paragraph 708A(12J) as notionally inserted by ASIC Instrument 20-0854; and
- (iv) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

In this subsection:

New Zealand foreign exempt listed body means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
- (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.

relevant market operators means both ASX Limited and NZX Limited.”

- b. in section 708AA after paragraph (2)(f) insert:

“(2A) In this section, relevant market operator means both ASX Limited and NZX Limited”.

- c. omit subsections 708AA(7) to (11), and substitute:

“(7) For a New Zealand foreign exempt listed body, a notice complies with this subsection if:

- (a) the body reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and
- (b) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (i) the body will offer the relevant securities for issue without disclosure under this Part;
 - (ii) the notice is being given under paragraph (2)(f); and
 - (iii) as at the date of the notice, the body has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

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In this subsection:

New Zealand foreign exempt listed body means a body that is:

- (a) listed on the financial market operated by NZX Limited; and
 - (b) listed on the financial market operated by ASX Limited as a foreign exempt listing.”.
- d. in subsection 708AA(12) as notionally inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 omit subsection (a) and substitute:
- “(a) any information that would be excluded information under clause 20(5) of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand (as that clause exists on the date the notice is given) and that would need to be included in the notice if the notice had been given at that time and that has not been included in the notice or otherwise provided to the relevant market operator; or”

Exemption

6. The Issuer does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer for issue of shares under a purchase plan.

Where this exemption applies

7. This exemption applies where the Issuer meets the requirements and conditions of LI 2019/547 except for:
- (a) all references to \$30,000 in the definition of *purchase plan*, subparagraph 5(b)(i) and section 8 (wherever occurring) of LI 2019/547; and
 - (b) paragraph 7(f) of LI 2019/547; and
- would meet the requirements and conditions of LI 2019/547 if:
- (c) from the date of commencement of this instrument until and including 31 October 2020, in LI 2019/547, all references to \$30,000 (wherever occurring) were omitted and substituted with:
“NZ\$50,000”; and
 - (d) in section 7 of LI 2019/547 paragraph (f) was omitted and substituted with:
“(f) the issuer has either:

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- (i) not more than 30 days before the offer, given a notice to ASX that complies with subsection 708A(6), 708A(12J) as notionally inserted by ASIC Instrument 20-0854 or 1012DA(6) of the Act in relation to an issue of shares or interests in the class made otherwise than under a purchase plan; or
- (ii) within the 24 hours before the offer is made, given a notice to the relevant market operators for the issuer that:
 - (A) states that the issuer reasonably believes the notice complies with clause 20 of Schedule 8 of the *Financial Markets Conduct Regulations 2014* of New Zealand; and
 - (B) the notice states, in addition to any requirements of the *Financial Markets Conduct Regulations 2014* of New Zealand at the time the notice is given, that:
 - (I) the issuer will make offers to issue shares under a purchase plan without disclosure to investors under Part 6D.2; and
 - (II) the notice is being given in accordance with this instrument; and
 - (III) as at the date of the notice, the issuer has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.”

Interpretation

8. In this instrument:

LI 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*;

purchase plan has the meaning given by LI 2019/547; and

relevant market operators means both ASX Limited and NZX Limited.

Dated this 15th day of September 2020



Signed by Sabrina Mobbs
as a delegate of the Australian Securities and Investments Commission

20-0872

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0872.

Commencement

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

Declaration

4. Chapter 6D of the Corporations Act applies to a person who holds ordinary shares in MyDeal.com.au Limited ACN 640 108 130 (**Company**) as if section 707 was modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

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

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

and section 708 and 708A does not say otherwise.

- (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are

20-0872

subsequently sold, or offered for sale, within 12 months after their issue."

Where this instrument applies

5. This instrument applies where a person who holds securities in the Company makes an offer of those securities for sale (**Sale Securities**) where:
- (a) the sale offer occurs within 12 months of the issue of the Sale Securities;
 - (b) a prospectus is lodged with ASIC by the Company on or around September 2020 in relation to an initial public offer of fully paid ordinary shares of the Company that are in the same class as the Sale Securities (**Prospectus**); and
 - (c) the Sale Securities were issued by the Company without disclosure under Chapter 6D of the Corporations Act in consideration for the conversion of convertible notes, on or around the settlement of the offer made under the Prospectus.

Dated this 22nd day of September 2020



Signed by Sabrina Mobbs
as a delegate of the Australian Securities and Investments Commission

20-0888

**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 20-0888.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to an offer of ordinary shares in Marvel Gold Limited ACN 610 319 769 (*Company*) (*Shares*) as if paragraph 708A(5)(b) of the Act were modified by deleting the words “5 days” and substituting the words “83 days”.

Where this instrument applies

5. This instrument applies to an offer for sale of Shares within 12 months of issue where:
 - (a) the Shares are issued to Oklo Resources Limited ACN 121 582 607 (*Oklo*) or its nominee at any time between the date of this instrument and 21 July 2021 (inclusive) under the terms of the binding term sheet between Oklo, the Company and Africa Mining SARL, a Malian limited liability company with registration number MA-BKO-2004-B-3283 and Oklo Resources Mali SARL, a Malian limited liability company with registration number MA-BKO-2011-M-1073 dated 27 August 2020, or under the terms of any agreement entered into in replacement of, or substitution for, the binding term sheet;
 - (b) the offer to issue ordinary shares in the Company did not require disclosure under Part 6D.2 of the Act because of subsection 708(8) or subsection 708(11) of the Act; and
 - (c) in relation to each relevant issue of Shares, the Company has given ASX Limited ACN 008 624 691 a notice under paragraph 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act.

Dated this 25th day of September 2020



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

20-0893



ASIC
Australian Securities &
Investments Commission

**Australian Securities
and Investments Commission**

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The Directors
Melbourne Securities Corporation Limited
C/- Gadens Lawyers
Bourke Place
Level 25, 600 Bourke Street
Melbourne VIC 3000

By email only: William.zhang@gadens.com; Doug.goodman@gadens.com

28 September 2020

Dear Directors

**Melbourne Securities Corporation Limited (ACN 160 326 545) – Application to
become an approved body corporate**

We refer to the application from Melbourne Securities Corporation Limited (ACN 160 326 545) (**MSC**) received by the Australian Securities and Investments Commission (**ASIC**) on 24 August 2020 and related subsequent correspondence in which MSC seeks ASIC approval to become a trustee for the purposes of s283AC(1)(f) of the *Corporations Act 2001* (**Act**). In the application and correspondence, MSC seeks approval to become debenture trustee for the holders of unsecured convertible notes issued by NAOS Ex-50 Opportunities Company Limited ACN 169 448 837 (**NAOS**).

ASIC's power to approve bodies corporate to be debenture trustees

Section 283AC of the Act sets out who can be a debenture trustee for the purposes of Chapter 2L, and paragraph 283AC(1)(f) includes a body corporate approved by ASIC. Under subsection 283GB(1), ASIC has the power to approve a body corporate in writing to act as trustee:

- (a) in any circumstances;
- (b) in relation to a particular borrower or particular class of borrower; or
- (c) in relation to a particular trust deed.

ASIC's approval of a debenture trustee under subsection 283GB(1) may be given subject to conditions.

Approval of MSC to act as trustee

Having considered the application, pursuant to paragraph 283GB(1)(c) of the Act, ASIC hereby approves MSC to act as trustee for the purposes of paragraph 283AC(1)(f) under the trust deed dated 22 September 2020, between MSC and NAOS to the extent that the trust deed complies with section 283AB(1) of the Act.

ASIC's approval is given on the following conditions:

- (a) MSC provides a written attestation to ASIC to the effect that MSC considers professional indemnity insurance of \$50 million to be adequate with regard to the nature and scale of its business (**Attestation**);
- (b) MSC enters into a Deed Poll in favour of ASIC in a form approved by ASIC (**Deed Poll**); and
- (c) MSC provides a copy of the original executed Deed Poll to ASIC by email to Dominic Clarke of the Corporations Team (Dominic.Clarke@asic.gov.au).

We note that:

- (a) MSC provided the Attestation to ASIC on 2 September 2020; and
- (b) MSC has entered into a Deed Poll in favour of ASIC, in a form approved by ASIC, dated 22 September 2020 and has provided a copy of the executed Deed Poll to ASIC on 25 September 2020.

Policy review

ASIC is in the process of undertaking a review of our policy relating to the assessment of prospective debenture trustees under section 283GB of the Act, with specific regard to the appropriate minimum level of professional indemnity insurance that applicants should be required to hold. Other financial resources requirements, such as net current assets, are also under consideration.

ASIC has determined that, until the policy review is finalised, the Deed Poll will require that MSC holds minimum aggregate professional indemnity insurance of \$50 million.

In the event that the policy review determines that professional indemnity insurance of \$50 million is insufficient, ASIC may seek to modify this approval to ensure that the professional indemnity insurance requirements in the Deed Poll are in accordance with ASIC's policy.

If you wish to discuss this matter further, please contact me on 0478 542 164.

Yours sincerely,

20-0893

3



Dominic Clarke

as a delegate of the Australian Securities and Investments Commission

Attachment: Deed Poll in favour of ASIC



ASIC
Australian Securities &
Investments Commission

Deed poll: Condition to ASIC approval to act as trustee

20-0893

DEED POLL: Condition to ASIC approval to act as trustee**Deed Poll: Condition to ASIC approval to act as trustee**

This **deed poll** is made on 22 September 2020

by the:

Melbourne Securities Corporation Limited ACN 160 326 545 of Professional Chambers, Level 2, 120 Collins Street Melbourne, Victoria, 3000, Australia (**Trustee**),

for the benefit of and enforceable by the:

Australian Securities and Investments Commission of Level 7, 120 Collins Street, Melbourne, Victoria, 3000, Australia (**ASIC**).

Recitals

- a. The Trustee has applied to ASIC for approval to be a trustee for the purposes of paragraph 283AC(1)(f) of the *Corporations Act 2001* in connection with issued, or proposed issues of debentures under the Trust Deed.
- b. ASIC will approve the Trustee's application under paragraph 283GB(1)(c) on the condition that the Trustee makes this deed poll in favour of ASIC.
- c. The Trustee will be appointed as trustee of the Trust.
- d. The provisions of this document will apply to the Trustee and its actions or omissions as trustee pursuant to the Trust Deed.

Operative provisions**Becoming Trustee**

- 1 The Trustee will notify ASIC of its appointment as trustee of the Trust if that appointment occurs after the date of this deed poll.

Competency

- 2 The Trustee will:
 - (a) do all things necessary to ensure that it conducts its role as trustee efficiently, honestly and fairly;
 - (b) maintain the competence to act as trustee for the holders of debentures, issued or proposed to be issued by the Borrower pursuant to the Trust Deed; and
 - (c) ensure that its employees are adequately trained and competent for the Trustee to conduct its role as trustee of the Trust.

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DEED POLL: Condition to ASIC approval to act as trustee

- 3 The Trustee will notify ASIC if it suspects any failure to comply with any of the obligations in clause 2.
- 4 The Trustee will notify ASIC of any material change which could reasonably impact the Trustee's ability to exercise its powers or to perform its functions under the Trust Deed, including but not limited to:
 - (a) changes in the Trustee's financial resources;
 - (b) the departure of key staff; and
 - (c) the Trustee becoming aware that it:
 - (i) has not been validly appointed; or
 - (ii) will be wound up or deregistered.

Financial resources

- 5 The Trustee must have at all times Net Current Assets of at least \$250,000.
- 6 The obligation in clause 5 is separate and additional to any other obligation to hold an amount of Net Current Assets that the Trustee may have in respect of any other trustee appointment(s) it may hold for the purposes of paragraph 283AC(1)(f) of the Act.
- 7 The Trustee will have at all times Net Total Assets of an amount that is equal to or more than the total Net Current Assets amount required under clause 5.
- 8 The Trustee will notify ASIC if either Net Current Assets or Net Total Assets is less than 95% below the amounts required under clauses 5 and 7.

Professional indemnity insurance

- 9 The Trustee will maintain professional indemnity insurance at the level set out in the following table in connection with its appointment to act as the trustee under the Trust Deed:

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DEED POLL: Condition to ASIC approval to act as trustee

Table 1: Professional indemnity insurance

Total value of debentures issued by the Borrower plus the total value of debentures issued in connection with any other trustee appointment(s) the Trustee may hold for the purposes of paragraph 283AC(1)(f) of the Act	Professional indemnity insurance required
\$0 – \$5 million	Total value of debentures issued by the Borrower plus the total value of debentures issued in connection with any other trustee appointment(s) the Trustee may hold for the purposes of paragraph 283AC(1)(f) of the Act
\$5 million – \$20 million	\$5 million
\$20 million or more	The lesser of: (a) 25% of the total value of the debentures issued by the Borrower plus the total value of debentures issued in connection with any other trustee appointment(s) the Trustee may hold for the purposes of paragraph 283AC(1)(f) of the Act; or (b) \$50 million.

- 10 The Trustee's professional indemnity insurance must permit the Trustee to claim in its capacity as trustee of the Trust.
- 11 The Trustee will notify ASIC of any material amendment to the terms of its professional indemnity insurance or of any claims made against its professional indemnity insurance. A material amendment includes an amendment which reduces the level of the Trustee's insurance cover.

Independence

- 12 From time to time, and at least once annually, the Trustee will make reasonable enquiries to ascertain if any of the following circumstances have occurred:
 - (a) the Trustee, or an officer, becomes an associate of the Borrower;
 - (b) the Trustee, or an associate of the Trustee, beneficially holds shares in the Borrower or an associate of the Borrower;
 - (c) the Borrower, or associate of the Borrower, beneficially holds shares in the Trustee or an associate of the Trustee;

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- (d) the Trustee, or an officer, beneficially owes money to, or is beneficially owed money by, the Borrower or an associate of the Borrower (except monies owed under a banking facility extended in the normal course of business); or
 - (e) there is any commercial, or other relationship, between the Trustee or an officer and the Borrower or an associate of the Borrower, that is likely to cause conflict between the duties of the Trustee or its officers.
- 13 The Trustee will notify ASIC if it has reason to suspect that any of the circumstances in clause 12 have occurred.

Reporting

- 14 The Trustee will produce a report (**Compliance Report**), after the end of each financial year, reporting on whether the Trustee has complied with the provisions of the Compliance Manual during the financial year.
- 15 The Compliance Report will identify all material breaches by the Trustee and specify all action taken or proposed to be taken, if any, to rectify such non-compliance.
- 16 The Compliance Report will be tabled at a meeting of the Trustee's board of directors within two months after the end of the preceding financial year, and the directors of the Trustee will consider, and pass a resolution, regarding the Trustee's compliance with the Compliance Manual in the preceding financial year.
- 17 The Trustee will provide to ASIC a copy of the director's resolution pursuant to clause 16 within three months after the end of the preceding financial year.
- 18 The Trustee will ensure that its auditor states, substantially in such form as ASIC requires, whether there is any matter or thing that has come to the auditor's attention to cause the auditor to disagree with the information contained in the Compliance Report or the corresponding resolution passed by the board of directors. Other than the usual steps which form part of a statutory audit, the auditor is not required to take any further steps in forming its view about the Compliance Report.
- 19 The Trustee will provide to ASIC the auditor's statement on the Compliance Report within four months after the end of the Trustee's financial year together with a copy of the Compliance Report.

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Notifications

- 20 Unless this deed poll states otherwise, the Trustee will notify ASIC promptly, and in writing, and, in any event, within seven days of the occurrence of the event or circumstance which gives rise to a requirement to provide notification under this deed poll.
- 21 All notifications to ASIC under this deed poll must be sent electronically to the email address applications@asic.gov.au.

Publication of this deed poll

- 22 The Trustee acknowledges that ASIC will publish the terms of this deed poll in the Gazette when ASIC publishes notice of the approval in accordance with section 283GB of the Act.

Governing law

- 23 The governing law is that of the state of Victoria and the Trustee submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

Definitions and interpretation

- 24 In this deed poll, a reference to the singular includes a plural and vice versa.
- 25 The Trustee acknowledges and agrees that a copy of this deed poll, duly executed, will not be invalid as a record of this deed poll because it is in an electronic form, consistent with the application of section 7 of the *Electronic Transactions Act 2000* (Vic) and such copy may be produced in evidence in place of the original.
- 26 In this deed poll, unless the contrary intention appears, capitalised terms have the following meaning:

Act means the *Corporations Act 2001* (Cth).

Adjusted Surplus Liquid Funds means any Adjusted Surplus Liquid Funds (as that term is defined in the Trustee's AFSL conditions) required to be held under the Trustee's AFSL conditions.

AFSL means an Australian financial services licence.

Associate means an associate as defined in the Act.

Borrower means NAOS Ex-50 Opportunities Company Limited ACN 169 448 837.

Compliance Manual means the document titled "Policy & Procedure Manual", incorporating all appendices, dated June 2019

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(and provided to ASIC on 24 September 2019) which relates to the Trustee's compliance practices.

Compliance Report has the meaning given to it in clause 14.

Current Assets means the value of current assets as they would appear on a balance sheet at the time of calculation made up for lodgement as part of a financial report prepared in accordance with Chapter 2M of the Act.

Current Liabilities means the value of current liabilities as they would appear on a balance sheet at the time of calculation made up for lodgement as part of a financial report prepared in accordance with Chapter 2M of the Act.

Gazette means the Commonwealth of Australia ASIC Gazette.

Net Current Assets means the amount derived by subtracting Current Liabilities and Surplus Liquid Funds (if any) and Adjusted Surplus Liquid Funds (if any) from Current Assets.

Net Total Assets means the amount derived by subtracting Total Liabilities and Surplus Liquid Funds (if any) and Adjusted Surplus Liquid Funds (if any) from Total Assets.

Surplus Liquid Funds means any Surplus Liquid Funds (as that term is defined in the Trustee's AFSL conditions) required to be held under the Trustee's AFSL conditions.

Total Assets means the value of total assets as they would appear on a balance sheet at the time of calculation made up for lodgement as part of a financial report prepared in accordance with Chapter 2M of the Act.

Total Liabilities means the value of total liabilities as they would appear on a balance sheet at the time of calculation made up for lodgement as part of a financial report prepared in accordance with Chapter 2M of the Act.

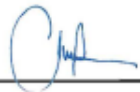
Trust means the trust established by the Trust Deed.

Trust Deed means the trust deed, dated on or about 29 September 2020, between the Borrower and the Trustee.


Trustee means Melbourne Securities Corporation Limited
ACN 160 326 545.

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ExecutionExecuted as a deed poll on 22 September 2020.**SIGNED, SEALED and DELIVERED by Melbourne Securities Corporation Limited
ACN 160 326 545 under s127 of the Corporations Act 2001:**

Signature of Director

Matthew Fletcher**Name of Director**

Signature of Director / Secretary*

Shelley Brown**Name of Director / Secretary***

* Delete whichever is not applicable

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**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 20-0905.

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 in 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].

20-0905*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 operate for many years. A new notice of reliance will be required to be given to ASIC if

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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 ASIC 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 be issued in any of the circumstances covered by the following paragraphs will not

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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
 - (e) the trustee, either alone or together with one or more other trustees, does not

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

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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 sub-paragraphs 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 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.

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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);

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 CleanSpace Holdings Limited ACN 150 214 636;

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:

- (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

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(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 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

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- (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 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

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financial product advice from a person who is licensed by ASIC to give such advice;

- (iii) the Company will provide a hard copy of the Prospectus to eligible participants on request (and how eligible participants can access an electronic version of the Prospectus); and
 - (iv) the offer is conditional on quotation of the Company's shares on the eligible financial market;
- (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;
- (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

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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 following quotation of the Company's shares on the eligible financial market;

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 the paragraphs (a) to (d) of column 3 of Table A;

Prospectus means the disclosure document lodged by the Company under s718 of the Act for an initial public offer and listing on ASX;

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 2 of Table A;

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- (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).

Dated this 29th day of September 2020



signed by Sabrina Mobbs
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
(a) ASX (also known as the Australian Securities Exchange).	<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>	

20-0908

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 28 September 2020.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF DAVID CRAIG MOORE****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: David Craig Moore

TAKE NOTICE that under subsections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits **David Craig Moore** from providing any financial services for a period of ten years.

Dated this 28th day of September 2020

Signed: 
28 September 2020
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to subsection 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 subsection 920C(2) is an offence.

20-0909

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(a) – Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0909.

Commencement

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

Exemption

4. Serko Limited ARBN 611 613 980 (*Issuer*) does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer of shares for issue under a purchase plan.

Where this instrument applies

5. This instrument applies where the Issuer meets the requirements and conditions of LI 2019/547 except for:
 - (a) the definition of *current and previous plan purchases* in section 4; and
 - (b) all references to \$30,000 in the definition of *purchase plan*, subparagraph 5(b)(i) and section 8 (wherever occurring) of LI 2019/547; and
 - (c) paragraph 7(f) of LI 2019/547; andwould meet the requirements and conditions of LI 2019/547 if:
 - (d) the definition of *current and previous plan purchases* in section 4 was omitted and substituted with:

“*current and previous plan purchases*, in relation to an application for shares or interests under a purchase plan, means:

 - a) the shares or interests the subject of the application;
 - b) any other shares or interests in the class applied for under the purchase plan;

20-0909

- c) any other shares or interests in the class which the holder has instructed a custodian to acquire on their behalf under the purchase plan.”; and
- (e) from the date of commencement of this instrument until and including 30 November 2020 all references to \$30,000 in LI 2019/547 (wherever occurring) were omitted and substituted with “NZ\$50,000” and all plan purchases under the Excluded Purchase Plan were disregarded; and
- (f) in section 7 of LI 2019/547 paragraph (f) was omitted and substituted with:
 - “(f) the issuer has either:
 - (i) not more than 30 days before the offer, given a notice to ASX that complies with subsection 708A(6), 708A(12G) as notionally inserted by ASIC Instrument 18-0299 or 1012DA(6) of the Act in relation to an issue of shares or interest in the class made otherwise than under a purchase plan; or
 - (ii) within the 24 hours before the offer is made, given a notice to the relevant market operators for the issuer that:
 - (A) states that the issuer reasonably believes the notice complies with clause 20 of Schedule 8 of the Financial Markets Conduct Regulations; and
 - (B) the notice states, in addition to any requirements of the Financial Markets Conduct Regulations at the time the notice is given, that:
 - (I) the issuer will make offers to issue shares under a purchase plan without disclosure to investors under Part 6D.2; and
 - (II) the notice is being given in accordance with this instrument; and
 - (III) as at the date of the notice, the issuer has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.”.

Interpretation

6. In this instrument:

Excluded Purchase Plan means the Issuer’s purchase plan set out in the share purchase plan offer booklet dated 31 October 2019.

Financial Markets Conduct Regulations means the *Financial Markets Conduct Regulations 2014* of New Zealand as in force at the date of this instrument.

20-0909

LI 2019/547 means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

purchase plan has the meaning given by LI 2019/547.

relevant market operators means both ASX Limited and NZX Limited.

Dated this 30th day of September 2020



Signed by Christopher Tran
as a delegate of the Australian Securities and Investments Commission

20-0913

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the *Corporations Act 2001* that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 29th September 2020.

**Australian Securities and Investments Commission
Corporations Act 2001 section 915C**

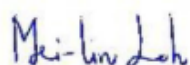
Notice of cancellation of Australian financial services licence

To: Jels Financial Group Pty Ltd ACN 150 817 075

TAKE NOTICE that under section 915C of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 461971 held by Jels Financial Group Pty Ltd ACN 150 817 075.

Dated this 24th day of September 2020

Signed



Mei-lin Loh
Delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Subsection 601CC(4)

ASIC has struck the registered Australian bodies
listed below off the register.

Dated this second day of October 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

NOOR FOUNDATION INC.

606 863 129

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this second day of October 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ARICENT TECHNOLOGIES MAURITIUS LTD	155 715 889
KLEFFMANN GMBH	631 322 159
MAN OM-IP AHL LIMITED	133 911 350
RIDGEWAY INTERNATIONAL (AUSTRALIA) LIMITED	061 646 884

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 second day of October 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
ABERDEEN STANDARD GLOBAL FOCUSED STRATEGIES FUND	609 422 184
CHARTER HILL DIRECT ALTONA NORTH FUND	166 350 858
FOREST ENTERPRISES PLANTATION PROJECT 2003	104 311 533
MERCER DEFENSIVE FUND	111 236 401

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 second day of October 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

EDBUTT LIMITED	631 306 495
FREEDOM CO., HAIR LTD	622 891 696
GES CONSULTING (AUSTRALIA) LIMITED	619 437 133
JERA CO., INC.	614 749 325
PROPERTYGURU PTE. LTD.	635 401 517
THE DUKE OF EDINBURGH'S INTERNATIONAL AWARD FOUNDATION	104 660 424
XISYNC LLC	146 353 362

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.

BARTON GOLD PTY LTD ACN 633 445 253 will change to a public company limited by shares. The new name will be **BARTON GOLD LIMITED** ACN 633 445 253.

DEVIZO PTY LTD ACN 605 753 535 will change to a public company limited by shares. The new name will be **PAYRIGHT LIMITED** ACN 605 753 535.

NUIX PTY LTD ACN 117 140 235 will change to a public company limited by shares. The new name will be **NUIX LIMITED** ACN 117 140 235.

THE NEWSPAPER WORKS LIMITED ACN 120 714 810 will change to a proprietary company limited by shares. The new name will be **THINKNEWSBRANDS PTY LTD** ACN 120 714 810.

CRESCENT WEALTH FUNDS MANAGEMENT (AUST) LIMITED ACN 144 560 172 will change to a proprietary company limited by shares. The new name will be **CRESCENT WEALTH FUNDS MANAGEMENT (AUST) PTY LIMITED** ACN 144 560 172.

NORTHAM RESOURCES PTY LTD ACN 619 335 321 will change to a public company limited by shares. The new name will be **NORTHAM RESOURCES LIMITED** ACN 619 335 321.

SAXO CAPITAL MARKETS (AUSTRALIA) PTY LTD ACN 110 128 286 will change to a public company limited by shares. The new name will be **SAXO CAPITAL MARKETS (AUSTRALIA) LIMITED** ACN 110 128 286.