



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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22-1013

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

Notice of Cancellation of an Australian Financial Services Licence

TO: MoneyBrilliant Pty Ltd
ACN 153 932 766 ("the Licensee")
Level 8, 275 Kent Street
Sydney 2000 NSW

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 492711 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 19 December 2022

Signed



Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-1044

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 9th December 2022.

Australian Securities and Investments Commission**In the matter of Lawrence Toledo****Banning order under sections 920A and 920B
of the Corporations Act 2001**

To: Lawrence Toledo

Take notice that under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Lawrence Toledo permanently from:

- (a) providing any financial services;
- (b) controlling, whether alone or in concert with one or more entities, an entity that carries on a financial services business; and
- (c) performing any function involved in the carrying on of a financial services business (including as an officer, manager, employee, contractor or in some other capacity).

Dated this 5th day of December 2022.

Signed: 

Gai Di Bartolomeo

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.

22-1046

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-1046.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Yarra Investment Management Limited ACN 002 542 038 (the *responsible entity*) in its capacity as the responsible entity of:
 - i. Tyndall Australian Share Wholesale Fund ARSN 090 089 562; and
 - ii. Tyndall Australian Share Income Fund ARSN 133 980 819; and
 - iii. Yarra Australian Bond Fund ARSN 098 736 255; and
 - iv. Yarra Growth Fund ARSN 092 026 090; and
 - v. Nikko AM Global Share Fund ARSN 092 026 269; and
 - vi. Nikko AM ARK Global Disruptive Innovation Fund ARSN 627 341 744; and
 - vii. Nikko AM New Asia Fund ARSN 116 556 113,

(together the *Schemes*) as if section 601FL of the Act were modified or varied as follows:

- (a) in subsection (1) omit all the text after the word “it”, substitute:

“must either:

- (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or

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- (b) propose a related body corporate to be the new responsible entity in accordance with subsection (1A).”; and

- (b) after subsection (1) insert:

“(1A) The requirements for proposing a related body corporate (the *proposed responsible entity*) to be the new responsible entity are as follows:

- (a) The responsible entity must give members notice of a proposal to choose the proposed responsible entity, to be the scheme’s new responsible entity.

- (b) The notice to members must:

- (i) set out:

- (A) the responsible entity’s reasons for wanting to retire; and
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
 - (C) information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur; and
 - (D) how members can access on the responsible entity’s web site current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur; and

- (ii) state prominently that if:

- (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,

who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and

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- (iii) be accompanied by a form which can be ticked to ask for a vote; and
 - (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
 - (c) The responsible entity must prominently disclose on its website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur.
 - (d) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
 - (e) If there is a postal vote:
 - (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent; and
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted.
 - (f) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.”; and
- (c) after subsection (2) insert:
 - “(2A) If a postal vote is arranged under paragraph (1A)(d) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

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(2B) If:

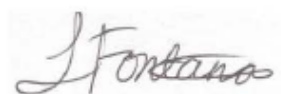
- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) sufficient members do not ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme's responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged."

Where this declaration applies

- 5. This declaration applies where Yarra Funds Management Limited ACN 005 885 567 has consented in writing to becoming the new responsible entity of the Schemes.
- 6. This instrument ceases to apply on 30 April 2023.

Dated this 20th day of December 2022

Signed by Lauren Fontana
as a delegate of the Australian Securities and Investments Commission

22-1053

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

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 926A(2)(a) of the *Corporations Act 2001 (the Act)*.

Title

2. This instrument is ASIC Instrument 22-1053.

Commencement

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

Exemption

4. ASIC exempts Prusik Investment Management Singapore Pte. Ltd (*Prusik*), a company incorporated in Singapore registration number 200803569D, from the requirement to hold an Australian financial services (*AFS*) licence in the case referred to in Schedule A.

Cessation

5. The exemption in paragraph 4 ceases to have effect on the earlier of:
 - (a) sub-paragraph 1(1) of Schedule 2 of the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396* ceasing to have effect in relation to the relief that was provided under ASIC Class Order [CO 03/1102] *Singapore MAS regulated financial service providers*; or
 - (b) Prusik failing to comply with any written notice given by ASIC directing Prusik to give to ASIC, within the time specified in the notice, a written statement containing specified information about the financial service business operated by Prusik in this jurisdiction; or
 - (c) Prusik being notified in writing by ASIC that it is excluded from relying on this instrument.

Schedule A

1. The exemption in paragraph 4 applies where all of the following apply:
 - (a) Prusik has a current capital market services licence granted by the Monetary Authority of Singapore (*MAS*);

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- (b) Prusik is either a body corporate incorporated in Singapore or a partnership formed in Singapore;
 - (c) Prusik:
 - (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has an Agent at the time Prusik first purports to rely on this instrument and, from that time, has not failed to have an Agent for any consecutive period of 10 business days;
 - (d) Prusik's primary business is the provision of financial services;
 - (e) neither Prusik nor its Agent has been notified by ASIC that Prusik is excluded from relying on this instrument;
 - (f) if Prusik becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule B:
 - (i) 15 business days have not passed since Prusik became so aware or should reasonably have become so aware without Prusik providing full particulars of the failure to ASIC (to the extent that Prusik knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from Prusik without ASIC notifying Prusik that it may continue to rely on this instrument; and
 - (g) Prusik has not notified ASIC that it will not rely on this instrument.
2. Where Prusik provides any of the following financial services (the *financial services*) in this jurisdiction to wholesale clients:
- (a) providing financial product advice; and
 - (b) dealing in a financial product;
 - in respect of any of the following financial products:
 - (c) foreign exchange contracts;
 - (d) securities; or
 - (e) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act;
3. Prusik has provided ASIC with:
- (a) a copy of its capital market services licence;

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- (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
- (c) a deed of Prusik for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that Prusik may have ceased to rely, or never have relied, on this instrument, which deed provides that:
 - (A) the deed is irrevocable except with the prior written consent of ASIC;
 - (B) Prusik submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;
 - (C) Prusik covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
 - (D) if Prusik is not registered under Division 2 of Part 5B.2 of the Act, service of process on Prusik in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
 - (E) Prusik covenants that, on written request of either MAS or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist MAS to disclose to ASIC and ASIC to disclose to MAS any information or document that MAS or ASIC has that relates to Prusik; and
- (d) written consents to the disclosure by MAS to ASIC and ASIC to MAS of any information or document that MAS or ASIC has that relates to Prusik. The consents must be in such form (if any) as ASIC specifies in writing.

Schedule B

1. Prusik must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the Singaporean regulatory requirements if the financial service were provided in Singapore in like circumstances.
2. Prusik must:
 - (a) notify ASIC, as soon as practicable and in any event within 15 business days after Prusik became aware or should reasonably have become aware, and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the capital markets

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services licence as a financial institution applying to Prusik relevant to the financial services Prusik provides or intends to provide in this jurisdiction; and

- (ii) each significant particular exemption or other relief which Prusik may obtain from the Singaporean regulatory requirements relevant to the financial services Prusik provides or intends to provide in this jurisdiction; and
- (iii) each action or investigation of the following kinds taken by MAS or other overseas regulatory authority against Prusik in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - (A) significant enforcement action;
 - (B) significant disciplinary action;
 - (C) significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, Prusik is prohibited by law from giving such notification but only to the extent of the prohibition); and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) Prusik is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (ii) Prusik is regulated by MAS under Singaporean laws, which differ from Australian laws.

Interpretation

6. In this instrument:

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

ASIC Act means the *Australian Securities and Investments Commission Act 2001*;

capital markets services licence means a capital markets services licence granted by MAS under section 86 of the Securities and Futures Act;

dealing has the meaning given by section 766C of the Act;

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

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

22-1053

foreign exchange contract has the meaning given by section 761A of the Act;

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

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

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

Securities and Futures Act means the *Securities and Futures Act 2001* (Cap. 289) of Singapore;

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

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

Dated this 19th day of December 2022.



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

22-1055

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

Notice of Cancellation of an Australian Financial Services Licence

TO: RAILSPAY PTY LTD
ACN 646 031 558 ("the Licensee")
ADDISONS, Level 12, 60 Carrington Street
Sydney NSW 2000

Pursuant to paragraph 915B(3)(d) if body corporate of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 530983 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 19 December 2022

Signed



Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-1058

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 13 December 2022.

Australian Securities and Investments Commission

In the matter of Andrew Jung-Woo Kim

**Banning order under sections 920A and 920B
of the Corporations Act 2001**

To: Andrew Jung-Woo Kim

Take notice that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits Andrew Jung-Woo Kim permanently from:

- (a) providing any financial service;
- (b) controlling, whether alone or in concert with one or more other entities, an entity that carries on a financial services business; and
- (c) performing any function involved in the carrying on of a financial services business (including as an officer, manager, employee, contractor or in some other capacity).

Dated this 13th day of December 2022.

Signed:



Andrew Stecher

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.

22-1059

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 111AT(1) – Exemption**

Enabling Legislation

1. The Australian Securities and Investments Commission makes this instrument under subsection 111AT(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC instrument 22-1059.

Commencement

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

Instrument

4. ASIC relieves H&G High Conviction Limited ACN 660 009 165 (*Company*) until 16 March 2023, from section 320 and Division 2 of Part 2M.3 of the Act for the half-year ended 7 December 2022.

Where this instrument applies

5. The Company must:
 - (a) comply with Divisions 2 and 5 of Part 2M.3 of the Act as if the period 8 June 2022 to 31 December 2022 (*Relevant Half-Year*) was the first financial half-year of the Company;
 - (b) within 2 business days of this relief instrument, give written notice explaining the need for, and effect of, this instrument to the Australian Securities Exchange (*ASX*) for release on the market announcements platform operated by ASX; and
 - (c) include a statement about the need for, and effect of, this instrument in the Company's financial report for the Relevant Half-Year.

Dated this 16th day of December 2022



Signed by Jeremiah Leong
as a delegate of the Australian Securities and Investments Commission

22-1060

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

Notice of Cancellation of an Australian Financial Services Licence

TO: MY ADVISER PTY LTD
ACN 065 370 354 ("the Licensee")
Level 1, 800 Bourke Street
Docklands VIC 3008

1. Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001** (the Act), the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 238307 held by the Licensee, with effect from the date on which this notice is given to the Licensee.
2. Pursuant to section 915H of the Act, the Australian Financial Services Licence continues in effect while cancelled, as though the cancellation had not happened for the purposes of:
 - a. paragraph 912A(2)(c) of the Act, which requires the Licensee to maintain membership of the Australian Financial Complaints Authority scheme for no less than twelve months from the date the notice of cancellation of the AFS licence is given to the Licensee; and
 - b. section 912B of the Act, which requires the Licensee to maintain compensation arrangements for no less than twelve months from the date the notice of cancellation of the AFS licence is given to the Licensee. The arrangements must satisfy the requirements set out in regulation 7.6.02AAA of the Corporations Regulations 2001.

Dated 19 December 2022

Signed



Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-1062

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 5 December 2023.

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

Notice of cancellation of Australian financial services licence

To: Family Wealth Strategy Pty Ltd

Under s915B(3)(a) of the *Corporations Act 2001*, the Australian Securities and Investments Commission (ASIC) hereby cancels Australian financial services licence number 489148 held by Family Wealth Strategy Pty Ltd.

Dated this 18th day of November 2022.

Signed:



Sarah Thrift
Delegate of the Australian Securities and Investments Commission

22-1063

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 19 December 2022

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF SEAN JOHN SWEENEY****SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001**

To: Sean John Sweeney

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

TAKE NOTICE that, under s920A (1) and s920B of the Corporations Act 2001, the Australian Securities and Investments Commission prohibits Sean John Sweeney permanently from:

- i. Providing any financial services;
- ii. Performing any function involved in the carrying on of a financial services business (including as an officer, manager, employee, contractor or in some other capacity); and
- iii. Controlling an entity that carries on a financial services business.*

Dated this 7th day of December 2022

Signed:

Melanie Baxter

Delegate of the Australian Securities
and Investments Commission

Your attention is drawn to s920C and s1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty: 600 penalty units or imprisonment for 5 years or both).

22-1064

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 19 December 2022.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**VARIATION OF NOTICE OF SUSPENSION OF
AUSTRALIAN FINANCIAL SERVICES LICENCE**

To: FTX Australia Limited ACN 129 217 812
85-87 Thomas Drive
Surfers Paradise QLD 4217

Under s915B and s915H of the Corporations Act 2001 the Australian Securities and Investments Commission varies the specification in the notice of suspension dated 14 November 2022 by:

omitting "19 December 2022" in condition (a) and substituting "15 May 2023".

Dated the 19th day of December 2022

Signed: 
Gadi Bartolomeo
Delegate of the Australian Securities and
Investments Commission

22-1066

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 (*Act*).

Title

2. This instrument is ASIC Instrument 22-1066.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to a person who holds Shares in the Company, as if section 707 was modified or varied by omitting subsections 707(3) and (4) and substituting the following subsection:

“(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;

(ii) granting, issuing or transferring interests in, or options over, them;

and section 708 and 708A does not say otherwise.”

Where this instrument applies

5. This declaration applies where a person who holds Shares in the Company makes an offer of those Shares for sale within 12 months of their issue where:
 - (a) the Shares were issued by the Company without disclosure under Chapter 6D of the Act as a result of the vesting and exercise of the Existing Options;
 - (b) the Shares are in the same class as the Shares offered under the Prospectus; and
 - (c) the Existing Options were issued without disclosure under Chapter 6D of the Act.

22-1066

Interpretation

6. In this instrument:

Company means Acusensus Limited ACN 625 231 941.

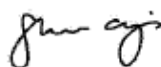
Existing Options means the options that were granted by the Company prior to the date of the Prospectus under the terms set out in the Prospectus.

IPO means the initial public offer of Shares in the Company that are to be quoted on the financial market operated by ASX Limited ACN 008 624 691.

Prospectus means the prospectus lodged with ASIC on 6 December 2022 in connection with the IPO.

Shares means fully paid ordinary shares in the Company.

Dated this 20th day of December 2022



Signed by Gloria Yip
as a delegate for the Australian Securities and Investments Commission



ASIC
Australian Securities &
Investments Commission

**Australian Securities
and Investments Commission**

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Brisbane QLD 4001

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www.asic.gov.au

22-1067

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

Notice of Suspension of an Australian Financial Services Licence

TO: Capital and Finance Pty Limited
ACN 095 885 028 ("the Licensee")
SE 6, 3 Victoria Rd
Parramatta NSW 2150

1. Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby suspends Australian Financial Services Licence number 269868 held by the Licensee until 22 February 2023, with effect from the date on which this notice is given to the Licensee.
2. Pursuant to section 915H of the Act, the Australian Financial Services Licence continues in effect while suspended, as though the suspension had not happened for the purposes of:
 - a. paragraph 912A(1)(g) and 912A(2)(c) of the Act, which requires the Licensee to maintain membership of the Australian Financial Complaints Authority scheme;
 - b. section 912B of the Act, which requires the Licensee to have compensation arrangements in place for retail clients. The arrangements must satisfy the requirements set out in regulation 7.6.02AAA of the Corporations Regulations 2001; and
 - c. paragraph 912A(2) of the Act, which requires the Licensee to maintain an internal dispute resolution scheme that complies with standards, and requirements, made or approved by ASIC.

Dated 21 December 2022

Signed

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-1068

**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 22-1068.

Commencement

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

Nature of this instrument

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

Disclosure relief*Offers made under an employee incentive scheme*

5. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the offer provided the offer is:
 - (a) made before 1 March 2023 and is only capable of acceptance until 1 April 2024; or
 - (b) an offer of replacement financial products in relation to an internal group restructure, where the original financial products were eligible products in Australia and New Zealand Banking Group Limited and offered prior to 1 March 2023 (**Original Securities**), and the replacement eligible products are issued on the same terms and conditions as the Original Securities, save that the issuing body is the Company (**Replacement Securities**).
- 5A. For the purposes of paragraph 5, if an offer is made on a continuing basis, the date that the offer is made is the date that the offer is first made.

Subsequent sale offers

6. A person that makes a sale offer of an underlying eligible product within 12 months

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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.
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:
 - (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.

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

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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].

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 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

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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, however the Company need not give ASIC a notice of reliance in relation to an offer of Replacement Securities if the Company or a related body corporate has previously lodged a notice of reliance in relation to the Original Securities.

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 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, however the Company need not give an offer document in relation to an offer of Replacement Securities if the offer of the Original Securities was made in, or was accompanied by, an offer document.

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

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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 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,

and for the avoidance of doubt, the total number of underlying eligible products issued or that may be issued as a result of an offer during the previous 3 year period includes offers made by Australia and New Zealand Banking Group Limited.

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.

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- (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 hold more than 5% of the voting shares or voting interests in the Company calculated by reference to all employee incentive schemes or like schemes of the Company or a related body corporate in relation to which offers were covered by this instrument, ASIC Class Order [CO 14/1000] or an individual instrument made, on or after the commencement of this instrument, by ASIC in terms similar to this instrument.

Contribution plans

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

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

- (c) must ensure that any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan which are to be used but have not yet been used to acquire underlying eligible products are held by or on behalf of the Company or a related body corporate on trust for eligible participants, in an account with an Australian ADI that is used solely in connection with employee incentive schemes of the Company or a related body corporate (whether or not the other employee incentive schemes are covered by this instrument), whether the account is maintained in this jurisdiction or elsewhere;

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- (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;

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:

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- (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

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

Interpretation

23. In this instrument:

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

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

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

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

Company means ANZ Group Holdings Limited ACN 659 510 791;

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

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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 (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;

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- (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;

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.

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

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

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

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

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 20th day of December 2022



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

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Table A

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

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

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-1069.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to the Bidder as if:
 - (a) section 617 of the Act was modified or varied by inserting after subsection 617(2) the following subsection:

“(2A) If derivatives or rights exist at the date set by the bidder under subsection 633(2) that:

- (a) will convert, or may be converted, to securities in the bid class; or
- (b) confer an entitlement of any kind to be issued securities in the bid class,

the bid may 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 in accordance with the terms of, or otherwise in connection with, any of those rights or derivatives.”;

- (b) section 636 was modified or varied by inserting after paragraph 636(1)(j) the following paragraph:

“(ja) If the bid is to 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 in accordance with the terms of, or otherwise in connection with, specified rights or derivatives (see subsection 617(2A)) – a statement to that effect;”

- (a) subsection 641(1) were modified or varied by inserting:

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- (i) the words “, derivatives or rights” after the word “securities” where appearing in the chapeau of paragraph (a);
- (ii) the words “or conferring an entitlement of any kind to be issued securities in the bid class” after the word “class” in subparagraph (a)(ii); and
- (iii) the words “, derivatives or rights” after the word “securities” where appearing in paragraph (b).

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 Transaction Booklet was lodged with ASIC on 21 December 2022, where:

- (a) the derivatives or rights are ESS Instruments prior to the Register Date;
- (b) the Bidder has disclosed in the bidder’s statement disclosures to the effect that, subject to ASIC relief, the bid extends to securities that come to be in the bid class after the Register Date and before the end of the offer period in connection with the vesting of, or exercise of rights conferred by, the ESS Instruments; and
- (c) the bid is not subject to a defeating condition that will not be satisfied merely because securities come to be in the bid class during the period from the Register Date to the end of the offer period in accordance with the terms of, or otherwise in connection with the ESS Instruments.

Interpretation

- (b) In this instrument:

ASX means ASX Limited ACN 008 624 961.

Bid means the proposed off-market takeover bid by the Bidder for all of the shares in the Target.

Bidder means Rocket BidCo Pty Ltd ACN 664 004 773.

defeating condition means a prescribed occurrence condition of the kind referred to in paragraph 652C(1)(d) of the Act.

ESS Instruments means performance rights, performance shares, restricted share awards or share rights that are on issue on the Register Date:

- a) that are issued by the Target under the Target ESS Plans or individual offer documents;
- b) that are referred to in any announcement released by the Target to the ASX prior to the date on which the Bidder announced its Bid; and

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- c) under which the Target may issue ordinary shares on the vesting of the relevant instrument.

offer period has the same meaning as in section 9 of the Act.

Register Date means the date set by the Bidder for the purposes of subsection 633(2) of the Act.

Target means Nitro Software Limited ACN 079 215 419.

Target ESS Plans means the following plans adopted by the Target:

- a) Employee Equity Incentive Plan ;
- b) Employee Share Option Plan;
- c) Employee Stock Purchase Plan; and
- d) Non-Executive Director Share Rights Plan.

Scheme of Arrangement means the scheme of arrangement under Part 5.1 of the Act between the Target and its members, under which it is proposed that the Bidder will acquire all of the shares in the Target.

Transaction Booklet means the transaction booklet to be given to the shareholders of the Target that includes:

- a) a bidder's statement and offer for the purposes of item 6 of subsection 633(1) of the Act;
- b) a target's statement for the purposes of item 12 of subsection 633(1) of the Act; and
- c) a notice and an explanatory statement for the purposes of subsections 411(1) and paragraph 412(1)(a) of the Act,

each, where the case requires, in connection to either the Bid or the Scheme of Arrangement.

Dated this 21st day of December 2022



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

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-1071.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to Nitro Software Limited ACN 079 215 419 (*Target*) and Rocket BidCo Pty Ltd ACN 664 004 773 (*Bidder*) as if Part 6.5 of the Act were modified or varied as follows:

- (a) at the end of section 648C, add:

“; or

(c) in accordance with section 648CA.”;

- (b) after section 648C, insert:

“648CA Deemed manner of sending documents

- (1) A bidder’s statement, offer (within the meaning of section 620) or target’s statement is deemed to have been sent to a holder of securities in relation to offers under an off-market bid for the purposes of this Chapter where either:

- (a) all of the following are satisfied:

- (i) the holder has nominated an electronic address for the purposes of receiving electronic copies of shareholder communications from the person sending the target’s statement;
 - (ii) an electronic message is sent to the nominated electronic address of the holder, which contains links to an electronic

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copy of the bidder's statement, offer or target's statement that is in a form that allows text within the copy to be searched by a computer;

- (iii) the person sending the electronic message does not receive a notification to the effect that the electronic message is unable to be delivered to the nominated electronic address; and
 - (iv) facilities are in place that enable the holder, either through an online portal or website that is accessible by the holder or a telephone number, to request that the bidder's statement, offer or target's statement is to be sent to the holder by a manner specified in paragraphs 648C(a) or (b); or
- (b) all of the following are satisfied:
- (i) the holder has not nominated an electronic address for the purposes of receiving electronic copies of shareholder communications from the person sending the target's statement;
 - (ii) a letter or postcard (*the Postcard*) is sent to the nominated address of the holder, which contains a Uniform Resource Locator to an electronic copy of the bidder's statement, offer or target's statement that is in a form that allows text within the copy to be searched by a computer; and
 - (iii) facilities are in place that enable the holder, either through an online portal or website that is accessible by the holder or a telephone number specified in the Postcard, to request that the bidder's statement, offer or target's statement is to be sent to the holder by a manner specified in paragraphs 648C(a) or (b)."

Where this instrument applies

5. This instrument applies in relation to the proposed off-market takeover bid announced by the Bidder on 15 November 2022 for all of the ordinary shares in the Target (*Bid*), where by within two business days of the date of this declaration, the Target has provided to ASX Limited ACN 008 624 691 (*ASX*) for release on the financial market operated by ASX, an announcement:
- (a) explaining the effect of the declaration;
 - (b) that includes a statement to the effect that Target shareholders may request to be sent hard copies of the bidder's statement and target's statement:

22-1071

- (i) if the holder is outside of Australia—by pre-paid airmail post or by courier; or
- (ii) if the holder is in Australia—by pre-paid ordinary post or by courier, and a statement that explains how shareholders can make this request; and
- (c) includes a statement to the effect that the fact that ASIC has granted this relief in connection with the Bid should not be taken as a reflection of ASIC's views on any other aspect of the Bid.

Dated this 21st day of December 2022



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

22-1075

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-1075.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to E2 Metals Limited ACN 116 865 546 (the *Company*) as if section 609 of the Act were modified or varied by omitting subsections 609(13C) – 609(13D) (as notionally inserted by ASIC Class Order [CO 13/520]).

Where this instrument applies

5. The declaration in paragraph 4 applies to the acquisition of a relevant interest in up to 49,751,970 Shares in the Company (or such greater number equal to 19.99% of the total number of Shares on issue as at the date of issue) (*escrow securities*) arising as a result of the entry into a voluntary escrow agreement (*escrow agreement*) between the Company and a Security Holder in connection with the proposed acquisition of 100% of the issued share capital of SCR N Properties Ltd, where the escrow agreement:
 - (a) does not restrict the exercise of voting rights attaching to the escrow securities;
 - (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the takeover bid where the holders of at least half of the bid class securities that are not subject to escrow have accepted into the bid; and
 - (ii) requires that the escrow securities be returned to escrow if the bid does not become unconditional;
 - (c) allows the escrow securities to be transferred or cancelled as part of a merger by way of a compromise or arrangement under Part 5.1;
 - (d) terminates no later than the 24-month anniversary of the date of commencement of the escrow agreement;

22-1075

- (e) where the Security Holder is permitted to create a security interest in some or all of the escrow securities in favour of a person whose relevant interests in the escrow securities does not arise because of paragraph 5—requires that the Security Holder must not create a security interest in favour of a person unless the person has agreed in writing to take or acquire the security interest in the escrow securities subject to the terms of the escrow agreement; and
- (f) where the Security Holder is permitted to transfer their interests in the escrow securities to an entity within the same wholly-owned corporate group as the Security Holder or the Guarantor — provides that the Security Holder may only transfer the escrow securities to an entity within the same wholly-owned corporate group as the Security Holder or the Guarantor if:
 - (i) the transfer would not result in an extension in the period of the escrow agreement; and
 - (ii) the transferee agrees to be subject to the same restrictions on disposal of the escrow securities under the escrow agreement.

Interpretation

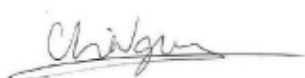
6. In this instrument:

Guarantor means Austral Gold Limited ACN 075 860 472.

Security Holder means Austral Gold Canada Limited, formerly named Argentex Mining Corporation, a company existing under the laws of British Columbia (C0912529) of Suite 170-422 Richards Street, Vancouver, British Columbia V6B 2Z4, or any transferee to an entity within the same wholly-owned corporate group as the Security Holder or the Guarantor.

Share means a fully paid ordinary share in the capital of the Company.

Dated this 21st day of December 2022



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

22-1076

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-1076.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to Energy World Corporation Limited ACN 009 124 994 (*Company*) as if item 10(b) of section 611 of the Act were modified by inserting after the words, "offers are made to every person who holds securities" with the following, "with a registered address in Australia, New Zealand, Hong Kong, the Philippines, Singapore and the United Kingdom".

Where this instrument applies

5. The declaration in paragraph 4 applies where:
 - (a) the Company makes an offer of new Shares pursuant to a non-renounceable rights issue to Eligible Shareholders of 1 new Shares for every 2.39 Shares held at an issue price of \$0.05 per Share (*Offer*);
 - (b) the Offer is made to every Eligible Shareholder under the prospectus lodged with ASIC on 25 November 2022; and
 - (c) the Company makes an announcement by no later than 10am (AEDT) on 22 December 2022 on the ASX announcements platform explaining that the Company has obtained this relief from ASIC and the effect of this relief.

Interpretation

6. In this instrument:

Eligible Shareholders means shareholders of the Company other than the Ineligible Shareholders.

Ineligible Shareholders means the 41 Shareholders with registered addresses as at the record date of the Offer other than in Australia, New Zealand, Hong Kong, the Philippines, Singapore or the United Kingdom and holding, in aggregate, approximately 2.38% of all Shares.

22-1076

Shares means a fully paid ordinary share in the issued capital of the Company.

Shareholders mean the persons that are registered as holders of a Share as at the record date of the Offer.

Dated this 21st day of December 2022



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

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

22-1080

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 22 December 2022.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

VARIATION OF NOTICE OF CANCELLATION OF
AUSTRALIAN FINANCIAL SERVICES LICENCE

To: Epic Property Investments Ltd ACN 085 244 168

Under s915B and s915H of the Corporations Act 2001 the Australian Securities and Investments Commission varies the specification in the notice of cancellation dated 27 May 2022 of Australian financial services licence number 239011 held by Epic Property Investments Ltd by replacing the date '31 December 2022' with '30 June 2023'.

Dated the 22nd day of December 2022

Signed: 

Carl Di Bartolomeo

Delegate of the Australian Securities and
Investments Commission

CORPORATIONS ACT 2001
Section 601CL(4)

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

Dated this twenty-third day of December 2022

Name of Company	ARBN
BANK OF NEW ZEALAND	000 000 288
DWF LLP	623 232 315
MRI SOFTWARE EMEA LIMITED	602 420 655
NAVAL GROUP S.A.	162 722 901
PRINCE STREET CAPITAL MANAGEMENT PTE. LTD.	167 162 478
THE REBEL FLEET LIMITED	618 237 022
3WHITEHATS LIMITED	629 696 859

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty-third day of December 2022

Name of Company

ARBN

COLUMBIA HELICOPTERS, INC.

153 861 066

CORPORATIONS ACT 2001
Subsection 601PB(2)

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

Dated this twenty-third day of December 2022

Name of Scheme

ARSN

AMP PERSONALISED PORTFOLIO	131 208 841
SELFWEALTH SMSF LEADERS ETF	628 036 920
TYNDALL AUSTRALIAN SHARE CONCENTRATED FUND	143 598 556

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.

AVALON FUNDS MANAGEMENT PTY LTD

ACN 601 991 388 will change to a public company limited by shares. The new name will be AVALON FUNDS MANAGEMENT LTD ACN 601 991 388.

BRAZILIAN RARE EARTHS PTY LTD

ACN 649 154 870 will change to a public company limited by shares. The new name will be BRAZILIAN RARE EARTHS LIMITED ACN 649 154 870.

D'MACE PTY. LTD. ACN 652 552 504 will change to a public company limited by shares. The new name will be D'MACE LTD ACN 652 552 504.

MASON STEVENS GROUP PTY LTD

ACN 144 907 200 will change to a public company limited by shares. The new name will be MASON STEVENS GROUP LIMITED ACN 144 907 200.

UNICORN CAPITAL VENTURES LTD

ACN 649 896 024 will change to a proprietary company limited by shares. The new name will be UNICORN CAPITAL VENTURES PTY LTD ACN 649 896 024.

BLUE ROCK 3030 PTY LTD ACN 650 976 275

will change to a public company limited by shares. The new name will be BLUE ROCK 3030 LIMITED ACN 650 976 275.

CHECKMATE MINERALS LIMITED

ACN 658 548 522 will change to a proprietary company limited by shares. The new name will be CHECKMATE MINERALS PTY LTD ACN 658 548 522.

ISDC AUSTRALIA LTD ACN 630 697 531 will change to a proprietary company limited by shares. The new name will be ISDC AUSTRALIA PTY LTD ACN 630 697 531.

ONEPATH LIFE LIMITED ACN 009 657 176 will change to a proprietary company limited by shares. The new name will be A.C.N. 009 657 176 PTY LIMITED ACN 009 657 176.