



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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23-0070

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Members Equity Proprietary Limited
ACN 070 887 679 ("the Licensee")
GPO Box 1345
Melbourne VIC 3001

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 229500 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 9 February 2023

Signed 

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

23-0155

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Samuel Rosenfeld
ABN 68 924 804 714 ("the Licensee")
Macquarie House
Level 13
165 Macquarie Street
SYDNEY NSW 2000

Pursuant to paragraph 915B(1)(f) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 334044 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 6 March 2023



Signed

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

23-0288

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

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

DISQUALIFICATION ORDER

To: Bruce Jones

Approved SMSF auditor registration number SAN 100134941

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Bruce Jones from being an approved SMSF auditor with effect from 26 April 2023.

Dated this 19 April 2023.



Signed:
Scott Rea
Delegate of the Australian Securities and Investments Commission

23-0321

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

Notice of Cancellation of an Australian Financial Services Licence

TO: USAM INVESTMENTS PTY LTD
ACN 646 761 971 ("the Licensee")
Level 22, 130 Lonsdale Street
Melbourne VIC 3000

Pursuant to paragraph to s915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 535576 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 16 May 2023

Signed *George Podaras*

George Podaras
A delegate of the Australian Securities and Investments Commission

23-0359


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

Notice of Cancellation of an Australian Financial Services Licence

TO: Lachlan James Christie
ABN 52 595 928 912 ("the Licensee")
Suite 2, 9 Belmore Road
Randwick NSW 2031

Pursuant to paragraph 915B(1)(f) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 302961 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 16 May 2023

Signed 

Gerard Mithen
A delegate of the Australian Securities and Investments Commission

23-0367


**Australian Securities and Investments Commission
Corporations Act 2001 – Section 915C**

Variation of Notice of Suspension of Australian Financial Services Licence

To: Brenex Investments Pty Ltd ACN 105 635 596

Under section 915C of the *Corporations Act 2001* the Australian Securities and Investments Commission varies the notice referred to in ASIC Instrument 22-0969, by replacing the date "15 May 2023" with the date "15 November 2023".

Dated this 11th day of May 2023

Signed: 

Christine Croft
Delegate of the Australian Securities and Investments Commission

23-0372

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 12 May 2023.

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

To: FTX Australia Limited
ACN 129 217 812
Level 6
228 Pitt St
SYDNEY NSW 2000

Under s915B and s915H of the Corporations Act 2001 the Australian Securities and Investments Commission varies the s915B(3) suspension and the s915H specification in the notice of suspension dated 14 November 2022 by:

- a. omitting '15 May 2023' in the first paragraph and substituting '24 July 2023'.
- b. omitting '19 December 2022' (which was subsequently varied to '24 May 2023' by instrument dated 19 December 2022) in condition (a) and substituting '24 July 2023'.

Dated this 12th day of May 2023



Signed:
Andrew Stecher
Delegate of the Australian Securities and
Investments Commission

23-0373

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 23-0373.

Commencement

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

Exemptions

4. Venus Metals Corporation Limited ACN 123 250 582 (**Venus**) does not have to comply with subsections 606(1) and 606(2) of the Act.

Where this instrument applies

5. The exemption in paragraph 4 applies where:
 - (a) members of Rox Resources Limited ACN 107 202 602 (**Rox**) approve at a general meeting (**Meeting**) the issue of 110,000,000 fully paid ordinary shares in Rox (**Consideration Shares**) to Venus as consideration for the acquisition of certain of Venus's interests in the Youanmi Gold Project pursuant to an asset and purchase agreement between Rox and Venus dated 30 March 2023;
 - (b) members of Venus approve an in-specie distribution of approximately 55,000,000 of the Consideration Shares from Venus to its eligible members (or, in the case of ineligible members, to a sales nominee appointed by Venus under paragraph 66(c)) (**Distribution Shares**); and
 - (c) Venus acquires a relevant interest as a result of the acquisition of the Consideration Shares.
6. The exemption does not apply unless Venus has given to ASIC a deed expressed to be irrevocable without the prior consent of ASIC and for the benefit of, and enforceable by, ASIC under which Venus undertakes the following:
 - (a) Venus will not, at any time, exercise the votes attaching to, nor control or influence the exercise of the votes attaching to the Distribution Shares;
 - (b) Venus will take all reasonable steps to ensure the Distribution Shares are transferred to its members or nominees (including the nominee appointed under paragraph 6(c)) within 3 business days of issue by Rox;

23-0373

- (c) where its members or nominees are foreign holders and Venus has determined that the transfer of the relevant portion of the Distribution Shares to its foreign holders would impose an unreasonable compliance burden with the relevant foreign laws or where a member or nominee would hold less than a marketable parcel (as defined by the ASX Listing Rules) of Rox Shares (*small parcel holders*), Venus will appoint a nominee, who is an Australian financial services licensee authorised to provide financial services in relation to securities, to sell the Consideration Shares that its foreign holders and small parcel holders are otherwise entitled to receive, and distribute to each of the foreign holders and small parcel holders, their proportion of the proceeds of the sale net of expenses; and
- (d) where the total number of Distribution Shares transferred by Venus in accordance with the terms of the in-specie distribution, set out in the notice of meeting to be lodged with ASIC on 8 May 2023, is less than 55,000,000, including as a result of any differential arising from the rounding of Distribution Shares and the pro-rata entitlement of Shareholders, Venus, subject to the ASX Listing Rules and the law, and within 3 business days of issue by Rox, sells, transfers or accepts the cancellation of said Consideration Shares to the extent required to ensure that Venus does not hold more than 55,000,000 Consideration Shares after completion of the in-specie distribution, and applies any net proceeds of the sale, transfer or cancellation of those Consideration Shares (after deduction of the costs of sale, transfer or cancellation) as it sees fit.

Cessation

7. The exemptions shall remain effective, unless otherwise revoked, until the earlier of:
- (a) the day after Venus sells, transfers, or accepts the cancellation of the Distribution Shares and any Consideration Shares required to be sold, transferred or their cancellation accepted by Venus pursuant to paragraph 6(d); or
 - (b) 30 September 2023.

Dated this 17th day of May 2023



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

23-0374

Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 257D(4) – Exemption

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 257D(4) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 23-0374.

Commencement

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

Exemption

4. IG3 Education Ltd ACN 095 551 161 (*IG3* or *Company*) does not have to comply with subsection 257D(1).

Where this instrument applies

5. This instrument applies in relation to the off-market buy-back of Shares to be made to all Eligible Shareholders commencing on or around 22 May 2023, which is substantially on the terms described in the draft buy-back invitation booklet provided to ASIC on 3 May 2023 (*Buy-Back Invitation*).

Conditions

6. The number of Shares that the Company buys back, either as a result of the Buy-Back Invitation or as a result of any other buy-back by the Company during the 12 months before the date on which the Company buys-back the Shares does not exceed 0.33% of the smallest number of votes attaching to voting Shares of the Company on issue at any time during the 12 months before the date on which the Company buys back the Shares.
7. The Company must comply with the lodgement requirements set out in sections 257E and 257F of the Act.
8. The terms and conditions of the buy-back must not be materially different to the terms and conditions set out in the Buy-Back Invitation, that is:

23-0374

- (a) the buy-back will be conducted in substantially the same manner as a minimum holding buy-back, in accordance with Division 2 of Part 2J.1 of the Corporations Act;
 - (b) the Company will buy-back shares by way of a tender offer, so that it may invite each Eligible Shareholder with 5,833 shares or less to tender all their shares for sale;
 - (c) the Company will use a buy-back price of \$0.08 per share; and
 - (d) the Company will exclude Ineligible Shareholders.
9. Buy-back agreements must not be entered into until after the offer period has closed.

Interpretation

10. In this instrument:

- (a) *Eligible Shareholder* means registered holders in IG3 (excluding Ineligible Shareholders) with 5,833 shares or less as of the Record Date with whom the Company intends to enter into a share buy-back agreement in accordance with the Buy-Back Invitation.
- (b) *Ineligible Shareholder* means those Company shareholders as of the Record Date whose registered addresses are outside of Australia and those IG3 shareholders that are nominee or bare trustee entities with clients having beneficial interests in 5,833 or less IG3 shares.
- (c) *Record Date* means on or around 17 May 2023.
- (d) *Shares* means fully paid ordinary shares in the Company.

Dated this 16th day of May 2023



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

23-0377

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 23-0377.

Commencement

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

Exemptions

4. Venus Metals Corporation Limited ACN 123 250 582 (*Venus*) does not have to comply Parts 6D.2 and 6D.3 of the Act.

Declaration

5. Chapter 6D of the Act applies to each holder of shares in Rox Resources Limited ACN 107 202 602 (*Rox*) as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6).

Where this instrument applies

6. The exemption in paragraph 4 applies to invitations by Venus to vote at an extraordinary general meeting on a capital reduction of Venus and an in-specie distribution of fully paid ordinary shares in Rox to Eligible Holders of Venus (or, in the case of Ineligible Holders, to a Sales Nominee appointed by Venus) (*Distribution Proposal*), pursuant to a notice of meeting (*Notice of Meeting*) that:
 - (a) is in substantially the same form as the draft notice of meeting lodged with ASIC on 8 May 2023; and
 - (b) includes a statement describing the need for, and the effect of, the relief contained in this instrument.
7. The declaration in paragraph 5 applies where:
 - (a) a holder of shares in Rox makes an offer of fully paid ordinary shares in Rox (*Rox Shares*) for sale; and
 - (b) the Rox Shares were transferred to a holder of shares in Venus, pursuant to the Distribution Proposal referred to in paragraph 6, within the previous 12 months; and

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(c) the offer is not made within 12 months of a sale or transfer of the Rox Shares by a person, other than Venus, who:

- (i) controls Rox;
- (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 or 708A of the Act, and
- (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 or 708A of the Act.

Definitions

8. In this Instrument:

Eligible Holders means Shareholders on the Record Date who are not Ineligible Holders.

Foreign Holder means a foreign holder with respect to who Venus has determined that it is impracticable to transfer Rox Shares due to the requirements of complying with the laws or other requirements in those jurisdictions.

Ineligible Holders means Shareholders on the Record Date who are a Foreign Holder or Unmarketable Parcel Holder.

Record Date has the meaning given in the Notice of Meeting.

Sales Nominee means an Australian financial services licensee authorised to provide financial services in relation to securities, to sell the Rox Shares that Ineligible Holders are otherwise entitled to receive under the Distribution Proposal, and distribute to each of the Ineligible Holders, their proportion of the net proceeds of the sale.

Shareholder means a holder of fully paid ordinary shares in Venus.

Unmarketable Parcel Holder means a Shareholder who under the Distribution Proposal would receive less than a marketable parcel (as defined by the ASX Listing Rules) of Rox Shares.

Dated this 17th May 2023



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

23-0378

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 23-0378.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to Eildon Capital Limited ACN 059 092 198 and Eildon Funds Management Limited ACN 066 092 028 in its capacity as responsible entity for Eildon Capital Trust (ARSN 635 077 753) (together, the *Target*) as if Part 6.5 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 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 copy of the target’s statement that is in a form that allows text within the copy to be searched by a computer;

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- (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 specified in the electronic message or target's statement, to request that the target's statement is to be sent to the holder by a manner specified in paragraph 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 registered address of the holder, which contains a Uniform Resource Locator to an electronic copy of the 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 or target's statement, to request that the target's statement is to be sent to the holder by a manner specified in subsections 648C(a) or (b)."

Where this instrument applies

5. This instrument applies in relation to the off-market takeover bid by Samuel Terry Asset Management Pty Ltd (ACN 108 611 785) as trustee for Samuel Terry Absolute Return Active Fund (ABN 67 302 926 069) (*Bidder*), for all of the stapled securities in the Target (**Bid**) in respect of which a bidder's statement was lodged by the Bidder with ASIC on 24 April 2023 and where by 7:30pm AEST on 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 target's statement:
 - (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

23-0378

- (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 17th day of May 2023



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

23-0379

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 16 May 2023.

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

To: Gregory Tolpigin

Take notice that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits Gregory Tolpigin for a period of three years 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 as an officer.

Dated this 12th day of May 2023.

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.

23-0383

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

Enabling Legislation

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

Title

2. This instrument is ASIC Instrument 23-0383.

Commencement

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

Exemption

4. A shareholder of Freightways who makes an offer of ordinary shares for sale (*sale offer*) within 12 months after their issue does not have to comply with subsection 707(3) of the Act where:
 - (a) at the time of the issue of the shares:
 - (i) Freightways was listed on the financial market operated by NZX Limited for a period of at least 3 months and
 - (ii) was not listed on the financial market operated by ASX Limited; or
 - (b) prior to the listing of Freightways on a financial market operated by the ASX Limited, the shares were issued to employees of Freightways under Freightways's EIS Plans which complied with the New Zealand EIS requirements.

Declaration

5. Chapter 6D of the Act applies in relation to Freightways 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),";

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Note: ASIC Corporations (Non-Traditional Rights Issues) 2016/84 notionally inserted section 708A(12A) of the Act, ASIC Corporations (Sale Offers: Securities Issued on Conversion of Convertible Notes) 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) in subsection (12A) omit paragraph “(b)”;
- (iv) 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) 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:
 - (i) 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
 - (ii) 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
 - (b) 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

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- (c) The notice given under paragraph (b) 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 issued 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; and
 - (iii) the notice is being given under paragraph 708A(12J) as notionally inserted by ASIC instrument 23-0383;
 - (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 an exempt foreign 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

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- (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

- (a) listed on the financial market operated by NZX Limited; and
 - (b) listed on the financial market operated by ASX Limited as an exempt foreign listing.”
- (d) in subsection 708AA(12) as notionally inserted by *ASIC Corporations (Non-Traditional Rights Issues) 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”

Interpretation

6. In this instrument:

EIS Plans refers to the Freightways Executive Long Term Incentive Scheme and the Freightways Employee Share Plan.

Freightways means Freightways Group Limited ARBN 664 944 147 (New Zealand company number 1255822), a body incorporated under the *Companies Act 1993* of New Zealand and registered as a foreign company under Part 5B.2 of the Act.

New Zealand EIS requirements means the requirements set out under either Clause 8 of Schedule 1 of the *Financial Markets Conduct Act 2013* and/or the *Financial Markets Conduct (Employee Share Purchase Schemes) Exemption Notice 2021*.

23-0383

Dated this 19th day of May 2023



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

23-0384

**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 23-0384.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to Best & Less Group Holdings Ltd ACN 642 843 221 (*Target*) and BBRC Admin 1 Pty Ltd ACN 667 625 452 (*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 by the Bidder announced by the Target on 1 May 2023 for all of the ordinary shares in the Target which the Bidder and its related entities do not already own (*Bid*), whereby 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;

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- (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:
 - (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 19th day of May 2023



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

23-0385

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 926A(2)(a) and 1020F(1)(a) –
Exemptions

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 23-0385.

Commencement

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

Exemptions

4. St Barbara Limited ACN 009 165 066 (**St Barbara**) does not have to comply with:
 - (a) section 601ED of the Act in relation to the Sale Facility; and
 - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Sale Facility; and
 - (c) the requirements to hold an Australian financial services licence for the provision of the following financial services:
 - (i) dealing in an interest in the Sale Facility; and
 - (ii) the provision of general advice in relation to an interest in the Sale Facility.
5. To avoid doubt, to the extent St Barbara invites a person to make an offer to sell Genesis Shares through the Sale Facility, St Barbara does not have to comply with Division 5A of Part 7.9 of the Act.

Where exemptions apply

6. The exemptions in paragraphs 4 and 5 apply in relation to the Sale Facility only where that facility satisfies all of the following:
 - (a) the financial products that may be sold through the Sale Facility are Genesis Shares that will be admitted to quotation on the licensed market operated by ASX;
 - (b) under the terms of the Sale Facility;

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- (i) the Genesis Shares of Participating Holders to be sold through the facility are pooled; and
- (ii) a broker sells the Genesis Shares in the ordinary course of trading on the licensed market operated by ASX; and
- (iii) the proceeds of the sale will be remitted to Participating Holders free of any brokerage costs or stamp duty, but after deducting any applicable withholding tax; and
- (iv) each Participating Holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the Distribution.

Conditions for relief

7. In order to rely on the exemptions in subparagraphs 4(a) or (b) or paragraph 5, St Barbara must include the following information in the Explanatory Booklet:
- (a) information about the minimum and maximum number (if any) of Genesis Shares a Participating Holder can sell through the Sale Facility; and
 - (b) a statement that the market price of Genesis Shares is subject to change from time to time; and
 - (c) information about how to obtain up-to-date information on the market price of Genesis Shares; and
 - (d) information about any expenses relating to the sale or purchase of Genesis Shares that will be paid by the Participating Holders; and
 - (e) information about how the proceeds of sale of Genesis Shares sold through the Sale Facility will be allocated between Participating Holders; and
 - (f) information about any other significant characteristics or features of the Sale Facility or of the rights and obligations of persons who elect to participate in the Sale Facility.

Exclusion from reliance

8. St Barbara is excluded from relying on paragraph 4(c) of this instrument if it becomes aware of matters that give it reason to believe that it has failed in a material respect to comply with a condition of this instrument and does not give full particulars of failure to ASIC in writing within 15 business days after becoming so aware.

Interpretation

9. In this instrument:

ASX means ASX Limited ACN 008 624 691.

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broker means a participant of the licensed market operated by ASX with whom, or with whose related body corporate, St Barbara has entered arrangements for the operation of the Sale Facility.

Distribution means the in-specie distribution of Genesis Shares which is substantially in the same form as set out in the Explanatory Booklet.

Explanatory Booklet means the explanatory booklet relating to the Distribution, which is substantially in the same form as the Explanatory Booklet (and accompanying notice of meeting) provided to ASIC on 16 May 2023.

facility has a meaning affected by section 762C of the Act.

Genesis means Genesis Minerals Limited ACN 124 772 041.

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

Ineligible Foreign Shareholder has the meaning in the Explanatory Booklet.

licensed market has the meaning given by section 761A of the Act.

Participating Holder means a person who:

- (a) is entitled to a Genesis Shares should the Distribution be implemented; and
- (b) is an Ineligible Foreign Shareholder.

Sale Facility means a facility operated by St Barbara through which the Genesis Shares to which a Participating Holder would otherwise be entitled will be sold in accordance with the terms set out in the Explanatory Booklet.

Dated this 19th day of May 2023



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

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 nineteenth day of May 2023

Name of Scheme**ARSN**

AUSTRALIAN FORESTRY MANAGEMENT 2004 PLANTATION INVESTMENT	108 943 193
AUSTRALIAN FORESTRY MANAGEMENT 2005 PLANTATION INVESTMENT	113 211 313
EQUITI KNOCK-DOWN, REBUILD FUND	617 660 607

CORPORATIONS ACT 2001
Subsection 601PA(3)

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

Dated this nineteenth day of May 2023

Name of Scheme

ARSN

AUSTRALIAN FORESTRY MANAGEMENT 2004 LAND TRUST

108 942 981

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 nineteenth day of May 2023

Name of Company

ARBN

AEW EUROPE LLP	159 667 222
AXA INVESTMENT MANAGERS ASIA (SINGAPORE) LTD.	115 203 622
NORTHERN TRUST SECURITIES LLP	165 830 937
SECOND NATURE HEALTHY HABITS LTD	636 746 604
TALBOT RISK SERVICES PTE. LTD.	603 176 389

CORPORATIONS ACT 2001
Section 601CC(3)

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

Dated this nineteenth day of May 2023

Name of Company

ARBN

ROAD RIDERS FOR JESUS M/M AUSTRALIA INCORPORATED

637 746 840

THE CHOICES OF LIFE INCORPORATED

132 877 260

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.

ALPHA AVIATION LTD ACN 000 470 360 will change to a proprietary company limited by shares. The new name will be ALPHA AVIATION PTY LTD ACN 000 470 360.

PROBIS FINANCIAL SERVICES LIMITED ACN 134 959 818 will change to a proprietary company limited by shares. The new name will be PROBIS FINANCIAL SERVICES PTY LIMITED ACN 134 959 818.

SAN MARTIN MINING PTY LTD ACN 659 161 412 will change to a public company limited by shares. The new name will be PICHE RESOURCES LIMITED ACN 659 161 412.

NIDO EDUCATION PTY LTD ACN 650 967 703 will change to a public company limited by shares. The new name will be NIDO EDUCATION LIMITED ACN 650 967 703.

PROPTECH GROUP LIMITED ACN 141 276 959 will change to a proprietary company limited by shares. The new name will be PROPTECH GROUP PTY LIMITED ACN 141 276 959.