

Appendix 1B

ASX Debt Listing Application and Agreement

*This form is required by listing rule 1.9 to be used by an entity seeking admission to the *official list as an ASX Debt Listing (for classification as an ASX Listing use Appendix 1A and for classification as an ASX Foreign Exempt Listing use Appendix 1C).*

*All entity's seeking admission to the *official list as an ASX Debt Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Debt Listing) published on the ASX website.*

*The Appendix 1B and the Information Form and Checklist (ASX Debt Listing) given to ASX become ASX's property and, when accepted by ASX, will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and *quotation of its *securities. If it does, publication does not mean that the entity will be admitted or that its *securities will be quoted.*

Introduced 01/07/96 Amended 01/07/98, 01/09/99, 13/03/00, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 20/07/07, 01/01/12, 01/05/13, 02/11/15, 19/12/16

Name of entity

ABN/ARBN/ARSN

Permanent Custodians Limited as trustee of the Pepper I-Prime 2017-3 Trust	92 963 376 692
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If the issuing entity is a trustee, the entity must also state that it is acting as trustee of a trust and the name of that trust.

We (the entity named above) apply for admission to the *official list of ASX Limited (ASX) as an ASX Debt Listing and for *quotation of the following *securities:

	Number to be quoted	*Class
*Classes of *debt securities to be quoted [Do not include *CDIs]	1,310 Each Class A1-S Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A1-S Notes
	1,890 Each Class A1-L Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A1-L Notes
	480 Each Class A2 Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A2 Notes
	120 Each Class B Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class B Notes

We agree:

1. Our admission to the *official list and classification as an ASX Debt Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. *Quotation of our *securities is in ASX's absolute discretion. ASX may quote our *securities on any conditions it decides. Our removal from the *official list, the suspension or ending of *quotation of our *securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend *quotation of our *securities or remove us from the *official list if we break this agreement, but the absolute discretion of ASX is not limited.
2. We warrant the following to ASX:
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - The *securities to be quoted comply with listing rule 2.1 and there is no reason why the *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Debt Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
5. We will comply with the listing rules that are in force from time to time, even if *quotation of our *securities is deferred, suspended or subject to a *trading halt.
6. The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.


9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. We acknowledge that this application also operates as an application to the *approved CS facility for approval for the entity to act as an issuer under the operating rules of the *approved CS facility and:
- In the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility, to have CDIs issued over the entity's *securities and to have those *CDIs approved for participation in the *approved CS facility.
 - In all other cases, for the approval of the entity's *securities under those operating rules for participation in the *approved CS facility.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility:
- The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the *securities for which *quotation is sought.
 - We will satisfy the *technical and performance requirements of the *approved CS facility and meet any other requirements the *approved CS facility imposes in connection with the participation of our *securities in the *approved CS facility.
 - When *securities are issued we will enter them in the *approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's *securities cannot be registered or transferred under the operating rules of the *approved CS facility:
- We appoint CHES Depositary Nominees Pty Ltd (CDN) to act as the depositary nominee in respect of any *CDIs issued over the *securities for which *quotation is sought and acknowledge the indemnity given by us to CDN as the depositary nominee, and accept the power of attorney given to us by CDN as the depositary nominee, under the operating rules of the *approved CS facility.
 - The *approved CS facility is irrevocably authorised to establish and administer a subregister in respect of *CDIs over the *securities for which *quotation is sought.
 - We will satisfy the *technical and performance requirements of the *approved CS facility and meet any other requirements the *approved CS facility imposes in connection with the participation of our *CDIs in the *approved CS facility.
 - When *CDIs are issued we will enter them in the *approved CS facility's subregister holding of the applicant before the *securities they are over are quoted, if the applicant instructs us on the application form to do so.
 - We will make sure that *CDIs are issued over *securities if the holder of quoted *securities asks for *CDIs.

Dated: ~~December 2017~~ 9 January 2018

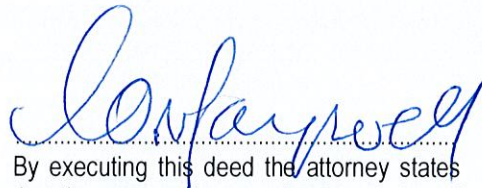
Executed as a deed:

EXECUTED by Tom Saywell and
Todd Lawler)

as attorney for **PEPPER GROUP LIMITED**)
under power of attorney dated 29)
September 2015 in the presence of:)

)
.....)
Signature of witness)

BRIDGET KEATING)
.....)
Name of witness (block letters))



By executing this deed the attorney states
that the attorney has received no notice of
revocation of the power of attorney



By executing this deed the attorney states
that the attorney has received no notice of
revocation of the power of attorney

You must complete, date and sign this agreement so that it takes effect as a deed. If the entity is an Australian company, the signatures of a director and a director/company secretary will be required. If the entity is an Australian trust, the signatures of a director and a director/company secretary of the responsible entity of the trust will be required. If the entity is established outside Australia, execution will have to comply with requirements for a deed in both the place of establishment of the entity and in Australia. If this agreement is signed under a power of attorney, please attach a copy of the power of attorney.

Information Form and Checklist

(ASX Debt Listing)

Name of entity	ABN/ARBN/ARSN
Permanent Custodians Limited as trustee of the Pepper I-Prime 2017-3 Trust	92 963 376 692

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Debt Listing.

Note: the entity warrants in its Appendix 1B ASX Debt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

Part 1 – Key Information

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as “N/A”.

All entities – corporate details

Place of incorporation or establishment	New South Wales
Date of incorporation or establishment	The Trust was created on 14 November 2017. It will not be registered.
Legislation under which incorporated or established ¹	The Trustee of the Trust (Permanent Custodians Limited) is incorporated under the Corporations Act 2001 (Cwlth).
Address of registered office in place of incorporation or establishment	The Trust is not registered. The registered office of the Manager is: Pepper Group Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Main business activity	N/A
Other exchanges on which the entity is listed ²	N/A
Street address of principal administrative office	Pepper Group Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Postal address of principal administrative office	Pepper Group Limited Level 27 177 Pacific Highway North Sydney NSW 2060

¹ Note that the entity must be: (a) a public company limited by shares; (b) a government borrowing authority; (c) a public authority; or (d) a person approved by ASX (Listing Rule 1.8 Condition 2).

² If more than one, indicate which is the entity's home exchange.

Telephone number of principal administrative office	+61 2 9463 4666
E-mail address for investor enquiries	mohare@pepper.com.au agour@pepper.com.au
Website URL	www.pepper.com.au/lending

All entities – management details³

Full name and title of CEO/managing director	The Manager for the Trust is Pepper Group Limited. Its CEO is Michael Culhane. The Trust does not have a CEO or managing director.
Full name and title of chairperson of directors	N/A
Full names of all existing directors	The Manager for the Trust is Pepper Group Limited. Its directors are: <ul style="list-style-type: none"> • Matthew Burlage • Seumas James Dawes • Des O'Shea • Michael Charles Culhane • William Cameron Beamont Small • Daniel Ryan Pietrzak • Jamie Michael Weinstein • Stuart Giles Blieschke • John Emanuel Donnell Howard • Varun Khanna The Trust does not have directors.
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	The Manager for the Trust is Pepper Group Limited. Its company secretary is John Williams. The Trust does not have company secretaries.

All entities – ASX contact details⁴

Full name and title of ASX contact(s)	Pepper Group Limited Fiona Huang Akeszni Gour Pepper Trust Management
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³ If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

⁴ Under Listing Rule 1.8 Condition 9, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business address of ASX contact(s)	Pepper Group Limited Level 27 177 Pacific Highway North Sydney NSW 2060
Business phone number of ASX contact(s)	+61 2 8412 6503 +61 2 8913 3056
Mobile phone number of ASX contact(s)	+61 498 988 411
Email address of ASX contact(s)	fhuang@pepper.com.au agour@pepper.com.au trustmgmt@pepper.com.au

All entities – auditor details⁵

Full name of auditor	Deloitte Touche Tohmatsu
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All entities – registry details⁶

Name of securities registry	Austraclear Services Limited
Address of securities registry	20 Bridge Street Sydney NSW 2000
Phone number of securities registry	(02) 8298 8476
Fax number of securities registry	(02) 9256 0456
Email address of securities registry	sfe.registry@asx.com.au
Type of subregisters the entity will operate ⁷	N/A

All entities – key dates

Annual balance date	12 months ending on 31 December (for the Trust) in any year.
Months in which interest is usually paid (or is intended to be paid)	Monthly (provided that the first payment date for interest will be 18 January 2017).

Trusts – additional details

Name of responsible entity	N/A
Duration of appointment of directors of responsible entity	N/A

⁵ In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences.

⁶ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁷ For example, CHESS and issuer sponsored subregisters (see Guidance Note 29 section 3.11).

Full names of the members of the compliance committee (if any)	N/A
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Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	N/A
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	N/A
Address of registered office in Australia (if any)	N/A

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the "Location/Confirmation" column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the relevant document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the applicant's prospectus referred to in item 19) are provided in a folder separated by numbered tabs and if the entity's constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

All entities – key supporting documents

N ^o Item	Location/Confirmation
1. A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	Series Notice
2. Original executed ASX Online agreement with ASX confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.8 Condition 10) ⁸	Attached
3. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	N/A
4. Please either enter "Confirmed" in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement	Confirmed

⁸ An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

Nº Item

5. Payment for the initial listing fee⁹

Location/Confirmation

Payment to be made via EFT once invoice received.

⁹ See Guidance Notes 15 and 15A for the fees payable on the application Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item

Location/Confirmation

All entities – capital structure

6. A table showing the existing and proposed debt securities in the capital structure of the entity, broken down as follows:
- (a) the number and class of each debt security and each convertible debt security currently on issue; and
 - (b) the number and class of each debt security and each convertible debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
 - (c) the resulting total number of each class of debt security and convertible debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

Main class of securities – Number to be quoted	+Class
1,310 Each Class A1-S Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A1-S Notes
1,890 Each Class A1-L Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A1-L Notes
480 Each Class A2 Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class A2 Notes
120 Each Class B Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class B Notes
Number not to be quoted	+Class
70 Each Class C Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class C Notes
55 Each Class D Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class D Notes
35 Each Class E Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class E Notes
20 Each Class F Note will have a denomination of A\$100,000	Pepper I-Prime 2017-3 Trust Class F Notes
20	Pepper I-Prime 2017-3 Trust Class G Notes

Nº Item

Location/Confirmation

Each Class G Note will have a denomination of A\$100,000	
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7. For each class of securities referred to in the table mentioned in item 6, the terms applicable to those securities
Note: This should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

See section ("2 ("Summary of the Issue") in the Information Memorandum for information about each Class (including as to currency, issue price, rate of interest and dates of payment of interest of each Class).

8. Where any class of securities referred to in the table mentioned in item 6 is constituted under, or is the subject of, a trust deed,¹⁰ a copy of that trust deed

See the Master Trust Deed, the Series Notice and the Notice of Creation of Trust.

All entities – other information

9. A brief history of the entity

See section 9.1 ("Corporate History and Pepper Group Structure") of the Information Memorandum.

10. Details of the entity's existing activities and level of operations

Please refer to section 4 ("The Pepper I-Prime 2017-3 Trust") of the Information Memorandum.

11. Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the debt securities to be quoted is included in or provided with this Information Form and Checklist

Yes

Entities applying for admission on the basis of their NTA (Listing Rule 1.8 Condition 3(a))

12. Evidence that the entity¹¹ will have net tangible assets at the time of admission of at least \$10 million

N/A

13. Copies of the entity's accounts, together with any audit report or review,¹² for the last 2 full financial years

N/A

Entities applying for admission on the basis of a guarantor (Listing Rule 1.8 Condition 3(b))

14. Evidence that the guarantor is a company that at the time of admission will have net tangible assets of at least \$10 million

N/A

15. Copies of the guarantor's accounts, together with any audit report or review,¹³ for the last 2 full financial years

N/A

16. An original executed undertaking by the guarantor to provide to ASX for release to the market the documents required to enable the entity to comply with Listing Rule 4.7A.1

N/A

¹⁰ For example, a debenture trust deed or a security trust deed under which the trustee holds security for the holders of the debt securities or convertible debt securities in question.

¹¹ If the entity is applying in its capacity as the trustee of a trust, the trust must have net tangible assets of at least \$10 million.

¹² If the accounts have not been audited or reviewed, the entity must tell ASX.

¹³ If the accounts have not been audited or reviewed, the guarantor must tell ASX.

Entities applying for admission on the basis of a credit rating (Listing Rule 1.8 Condition 3(c))

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|--|--|
| <p>17. Evidence that the debt securities for which the entity seeks quotation are rated at least "investment grade" by one of:</p> <p>(a) Moody's Investor Services Inc.;</p> <p>(b) Standard & Poors, Inc.;</p> <p>(c) Fitch, Inc.; or</p> <p>(d) any other credit rating agency advised to the market by ASX from time to time, or any of their subsidiaries</p> | <p>See the Rating Letters from S&P Global Ratings Australia Pty Ltd.</p> |
| <p>18. Evidence that none of the credit rating agencies referred to in item 17 has issued a rating less than "investment grade" in relation to the debt securities for which the entity seeks quotation</p> | <p>See the Rating Letter from S&P Global Ratings Australia Pty Ltd.</p> |

Entities applying for quotation of retail debt securities

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|--|------------|
| <p>19. An electronic version and 25 copies of the prospectus for the offer of the retail securities that has been lodged with ASIC (Listing Rule 1.8 Condition 4)</p> | <p>N/A</p> |
| <p>20. Copies of all material contracts referred to in the prospectus (including any underwriting agreement) plus the page reference in the prospectus where they are summarised</p> | <p>N/A</p> |

Entities applying for quotation of wholesale debt securities

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|---|-----------------|
| <p>21. An electronic version of the offer document or information memorandum to be issued to investors</p> | <p>Attached</p> |
| <p>22. An electronic version of the documents setting out the terms of the securities (including, if there is a deed poll or trust deed for the securities, a copy of the deed poll or trust deed) (Listing Rule 2.1 Condition 5)</p> | <p>Attached</p> |
| <p>23. An electronic version of any other transaction documents referred to in the offer document or information memorandum</p> | <p>Attached</p> |

Entities applying for quotation of asset-backed securities

- | | |
|--|---|
| <p>24. Evidence that there is a security trustee or other independent person representing the interests of the holders of the asset-backed securities (Listing Rule 1.8 Condition 12(a))</p> | <p>See the Master Security Trust Deed and Notice of Creation of Security Trust.</p> |
| <p>25. If the issue of asset-backed securities is secured by equity securities, or options, warrants or other rights relating to equity securities, evidence that the equity securities:</p> <p>(a) are quoted on a stock exchange or traded on another regulated market; and</p> <p>(b) do not constitute a majority interest or confer legal or management control of the companies that have issued them (Listing Rule 1.8 Condition 12(b))</p> | <p>N/A</p> |

Entities that are trusts

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| <p>26. Evidence that the responsible entity of the trust is the issuer of the debt securities (Listing Rule 1.8 Condition 8(a))</p> | <p>See Master Trust Deed and Series Notice.</p> |
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Nº Item	Location/Confirmation
27. Evidence that the trust is a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX (Listing Rule 1.8 Condition 8(b))	See Master Trust Deed and Series Notice.
28. If the securities to be quoted on ASX are retail securities, evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.8 Condition 8(c))	N/A

Entities incorporated or established outside of Australia

29. A legal opinion from a reputable law firm in the applicant's home jurisdiction which is satisfactory to ASX and which confirms that the applicant is validly existing in that jurisdiction and that the business it carries on complies with its constitution, the laws of that jurisdiction and, if it is listed on an overseas stock exchange, the listing rules (or their equivalent) of that exchange (Listing Rule 1.8 Condition 6 and Guidance Note 29 section 3.10)	N/A
30. If the entity is a foreign company, evidence that the entity is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 7)	N/A
31. If the entity is a foreign trust, evidence that the responsible entity of the trust is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 8(d))	N/A
32. If required by ASX, a legal opinion from a reputable Australian law firm which is satisfactory to ASX and which confirms that the debt securities to be quoted are "financial products" as defined in the Corporations Act (Listing Rule 1.8 Condition 1 and Guidance Note 29 section 3.10)	N/A
33. If the securities are retail securities, confirmation that the entity's prospectus includes a clear statement of its place of incorporation or registration and a statement to the effect that: "As [<i>name of entity</i>] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [<i>insert name of governing legislation</i>] and [<i>insert name of corporate regulator administering that legislation</i>]." (Guidance Note 29 section 3.10)	N/A

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.