

stanfield

28 April 2016

Company Announcements Office
Australian Securities Exchange
10th Floor
20 Bond Street
SYDNEY NSW 2000

Dear Sir,

ASX WAIVER FROM LISTING RULE 14.7

Stanfield Funds Management Limited ("**Company**") advises that ASX Limited ("**ASX**") has granted the Company a waiver from ASX Listing Rule 14.7 on the terms set out below.

DECISION

1. *Subject to resolution 2 and 3, and based solely on the information provided, ASX Limited ("ASX") grants Stanfield Funds Management Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue, as approved by shareholders at the general meeting held on 26 April 2016, the following securities later than 1 month after the date of shareholder approval.*
 - 1.1. *Up to 1,666,665 fully paid ordinary shares in the Company at an issue price of \$0.15 to the directors of the Company (and/or their nominees); and*
 - 1.2. *8,000,002 fully paid ordinary shares in the Company at a nominal issue price of \$0.001 and 2,666,667 options to the nominees of Boardroom Capital Pty Ltd.*

(together, the "Related Party Securities") on the conditions set out in resolutions 2 and 3.
2. *The Related Party Securities are issued no later than 26 July 2016, being 3 months after the date of shareholder approval and otherwise on the same terms as approved by shareholders on 26 April 2016.*
3. *The terms of this waiver are released to the market immediately.*
4. *ASX has considered listing rule 14.7 only and makes no statement as to the Company's compliance with other Listing Rules*

Yours faithfully



Stephen Hewitt-Dutton
Company Secretary