

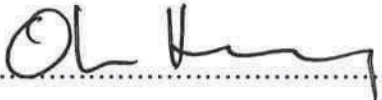


Australian Market Licence (Imperium Markets Pty Limited) 2017

Corporations Act 2001

I, OLIVER HARVEY , Senior Executive Leader, Australian Securities and Investments Commission grant this Licence under subsection 795B(1) of the *Corporations Act 2001*.

Dated 5 September 2017

Signed 

as a delegate of the Minister under s1101J of the Act

1. Name of Licence

This Licence is the *Australian Market Licence (Imperium Markets Pty Limited) 2017*.

Note: This instrument should be read in conjunction with the *Corporations (Imperium Markets Pty Limited) Exemption Notice 2017*.

2. Commencement

This Licence commences on the day after execution.

3. Definitions

In this Licence unless the contrary intention appears, terms defined in the Act have the same meaning in this Licence and:

Act means the *Corporations Act 2001*;

ASIC means the Australian Securities and Investments Commission;

Licensee means Imperium Markets Pty Limited ACN 616579527

Market means the financial market the Licensee is authorised to operate under this Licence;

Participant means a person who is allowed to directly participate in the Market under the Market's operating rules;

term deposit means a deposit-taking facility made available by an ADI (within the meaning of the *Banking Act 1959*) in the course of its banking business (within the meaning of that Act), and where there is a minimum period before which funds cannot be withdrawn or transferred from the facility without a reduction in the return generated for the depositor, other than an RSA (retirement savings account)(within the meaning of the *Retirement Savings Account Act 1997*).

4. Grant of Licence

The Licensee is granted a licence to operate a financial market through which Participants may make or accept offers to acquire or dispose of any of the following financial products:

- (a) debentures;
- (b) term deposits;
- (c) negotiable certificates of deposit.

5. Conditions - Clearing and settlement arrangements

- (1) It is a condition of this Licence that the Licensee must:
 - (a) notify each party to a transaction executed on the Market of the identity of the other party to the transaction, immediately after the execution of the transaction; and
 - (b) have operating rules for the Market that provide for transactions effected through the Market to be settled by the parties to the transaction.

6. Conditions - Participants

- (1) It is a condition of this Licence that the Licensee must:
 - (a) not allow a person to be a Participant unless that person is a wholesale client; and
 - (b) not allow a Participant to trade other than on its own behalf.

7. Conditions - Annual report

- (1) It is a condition of this Licence that the Licensee must include in its annual report to ASIC under s792F of the Act, details of the following matters:
 - (a) details of any new class of financial services provided by the Licensee that is incidental to the operation of the Market;
 - (b) details of any kind of disciplinary action taken by the Licensee against a Participant including the Participant's name and the reason for and nature of the action taken;
 - (c) if the Licensee became aware of:
 - (i) a matter that the Licensee considers has adversely affected, is adversely affecting, or may adversely affect the ability of a Participant, who is a financial services licensee, to meet the Participant's obligations as a financial services licensee; or
 - (ii) a matter, concerning a Participant who is a financial services licensee, that is of a kind prescribed under Reg 7.2.01 of the Corporations Regulations 2001;
 - (d) if a person became or ceased to be a director, secretary or senior manager of the Licensee (including when a person changes from one of those positions to another);

- (e) if the Licensee became aware that a person had come to have, or had ceased to have, more than 15% of the voting power in or in a holding company of the Licensee.

8. Conditions - Operating rules

It is a condition of this Licence that the Licensee must notify ASIC, of the details of any proposed changes to its operating rules, within a reasonable period before implementing any such changes.

9. Conditions - Information about the operation of the Market

It is a condition of this Licence that the Licensee must at all times make available to Participants information, including updated information, about the operation of the Market.



Corporations (Imperium Markets Pty Ltd) Exemption Notice 2017

Corporations Act 2001

I, OLIVER HARVEY, Senior Executive Leader, Australian Securities and Investments Commission make this notice under section 791C of the *Corporations Act 2001*.

Dated 5 September 2017

Signed 

as a delegate of the Minister under s1101J of the Act

Part 1 - Preliminary

1 Name of instrument

This is the *Corporations (Imperium Markets Pty Limited) Exemption Notice 2017*.

Note: This instrument should be read in conjunction with the *Australian Market Licence (Imperium Markets Pty Limited) 2017*.

2 Authority

This instrument is made under subsection 791C(1) of the *Corporations Act 2001*.

3 Commencement

1. This instrument commences on the later of:

- (a) the time that is immediately after the commencement of the *Australian Market Licence (Imperium Markets Pty Limited) 2017*; and
- (b) the date of execution.

4 Definitions

In this instrument unless the contrary intention appears, terms defined in the Act have the same meaning in this instrument and:

Act means the *Corporations Act 2001*;

ASIC means the Australian Securities and Investments Commission;

Corporations Regulations means the *Corporations Regulations 2001*.

Licensee means Imperium Markets Pty Ltd ACN 616579527

Market means the financial market operated by Imperium Markets Pty Ltd ACN 616579527 under the *Australian Market Licence (Imperium Markets Pty Limited) 2017*;

Participant means a person who is allowed to directly participate in the Market under the Market's operating rules.

Part 2 - Exemptions

4 Notifications to ASIC

- (1) The licensee does not have to comply with any of the following in relation to the Market:
- (a) paragraph 792B(2)(a) –relating to notifying ASIC of a new class of financial service incidental to the operation of a financial market;
 - (b) paragraph 792B(2)(b) – relating to notifying ASIC of disciplinary action taken against a participant;
 - (c) paragraph 792B(3)(a) – relating to notifying ASIC of a matter that has (or may) adversely affect the ability of a participant, who is a financial services licensee, to meet the participant's obligations as a financial services licensee;
 - (d) paragraph 792B(3)(b) – relating to notifying ASIC of a matter concerning a participant who is a financial services licensee, of a kind prescribed by the regulations made for the purposes of paragraph 792B(3)(b);

Note: See Corporations Regulation 7.2.01 for the matters prescribed for the purposes of paragraph 792B(3)(b)

- (e) paragraph 792B(5)(a) – relating to notifying ASIC of a person becoming or ceasing to be a directory, secretary or senior manager of the licensee or of a holding company of the licensee;
- (f) paragraph 792B(5)(b) – relating to notifying of voting power of more than 15% in the a licensee or a holding company of a licensee.

5 Exemption 2 - Changing the operating rules

- (1) The licensee does not have to comply with section 793D of the Act in relation to changes to the operating rules of the Market.

6 Exemption 3 - Content of operating rules

- (1) The licensee does not have to comply with any of the following in relation to the Market:
- (a) Corporations Regulation 7.2.07(b)(ii) – relating to operating rules for the monitoring of participants' compliance with the operating rules;
 - (b) Corporations Regulation 7.2.07(b)(v) –relating to operating rules for the expulsion or suspension of a participant for breaches of Chapter 7 of the Act or regulations made under that Chapter;

- (c) Corporations Regulation 7.2.07(b)(vii) –relating to operating rules for the expulsion or suspension of, or enforcement action against, a participant for failing to meet obligations under commitments entered into on the market;
- (d) Corporations Regulation 7.2.07(f) –relating to operating rules dealing with the the terms of the contract formed between participants;
- (e) Corporations Regulation 7.2.07(h) –relating to operating rules to deal with mechanisms for settling market-related disputes between participants; and
- (f) Corporations Regulation 7.2.07(i) –relating to operating rules to deal with assessment and investigation of market-related disputes between participants.

7 Exemption 4 - Content of written procedures

The licensee does not have to comply with Corporations Regulation 7.2.08 relating to written procedures for the Market for the matters specified under the regulation.