

Appendix 3B

**New issue announcement,
application for quotation of additional securities
and agreement**

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Name of entity

IMF (Australia) Ltd

ABN

45 067 298 088

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Convertible Notes |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 23,702,186 Notes (comprising 12,187,034 Notes under a rights issue and 11,515,152 notes under placement) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ul style="list-style-type: none"> Face Value of \$1.65 each Interest paid at a fixed rate of 10.25 % pa, payable quarterly in arrears The maturity date of the Convertible Notes is 4 years from the date of issuance (rounded to the nearest next calendar quarter) Each Note may convert into a fully paid ordinary share at quarterly intervals The Company can elect to redeem the notes at its face value after 2 years and upon paying an early redemption fee of 2% per annum for the remaining period of the note. |

- 4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- No. However, the ordinary shares issued upon the conversion of the Convertible Note will rank pari passu with existing ordinary shares
- 5 Issue price or consideration
- The Convertible Notes will be issued with a face value of \$1.65
- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- The Convertible Notes are being issued to fund existing litigation funding agreements and to increase the Company's cash reserves to enable the Company to achieve its growth target of cases under management of \$2 billion
- 7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates
- 16 December 2010
- 8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)
- | Number | ⁺ Class |
|-------------|----------------------------|
| 121,870,342 | Ordinary fully paid shares |
| 23,702,186 | Convertible Notes |
- 9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable)
- | Number | ⁺ Class |
|---------|---|
| 830,000 | Employee Options exercisable at \$ 0.80 |
- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- N/A

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- No
- 12 Is the issue renounceable or non-renounceable?
- Non-renounceable
- 13 Ratio in which the ⁺securities will be offered
- 1 Convertible Note for every 10 fully paid ordinary share held in the Company on the record date.

14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	10 November 2010
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Fractions will be rounded up to the nearest whole number
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Any country outside Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	3 December 2010
20	Names of any underwriters	Ord Minnett Limited
21	Amount of any underwriting fee or commission	Up to \$977,715
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Up to \$391,086
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	15 November 2010

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	1 November 2010
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities (*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)
Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which ⁺ quotation is sought		
39	Class of ⁺ securities for which quotation is sought		
40	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period and upon conversion of another security, clearly identify that other security)		
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38)	Number	⁺ Class

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

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.
- There is no reason why those ⁺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 or section 1016E of the Corporations Act does 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 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided 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. If any information or document not available now, 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 (will be) true and complete.



Sign here:

Date: 29 October 2010

Print name: Diane Jones
Company Secretary