

# Appendix 3Y

## Change of Director's Interest Notice

*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.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity:</b>	Retail Food Group Limited
<b>ABN:</b>	21 106 840 082

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Nigel Norman Nixon
<b>Date of last notice</b>	12 April 2011

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct & Indirect Interests
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<p>a) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 1 Trust. Mr Nixon is a director of and owns half of the issued shares in Brecot Pty Ltd. Members of Mr Nixon's family are discretionary objects of the Brecot No 1 Trust.</p> <p>b) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 2 Trust. Mr Nixon is a director of and owns half of the issued shares in Brecot Pty Ltd. Mr Nixon and or members of his family are discretionary objects of the Brecot No 2 Trust;</p> <p>c) Nigel Nixon, Holly Nixon, Gavin Nixon and Loy Nixon as trustees for The Nixon Superannuation Fund. Mr Nixon and or members of his family are discretionary objects of The Nixon Superannuation Trust.</p>
<b>Date of change</b>	30 June 2011

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+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>a) Nigel Norman Nixon – 124,466 fully paid ordinary shares</p> <p>b) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 1 Trust – 2,698,201 fully paid ordinary shares;</p> <p>c) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 2 Trust – 2,812,666 fully paid ordinary shares;</p> <p>d) Nigel Nixon, Holly Nixon, Gavin Nixon &amp; Loy Nixon as trustees for The Nixon Superannuation Trust – 15,054 fully paid ordinary shares;</p> <p>e) Nigel Norman Nixon – 53,666 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.00 per option (granted 1 August 2006, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>f) Nigel Norman Nixon – 13,333 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.15 per option (granted 1 August 2007, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>g) Nigel Norman Nixon – 13,333 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.15 per option (granted 1 August 2007, vesting 1 August 2010 and lapsing 31 July 2012);</p> <p>h) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>i) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2010 and lapsing 31 July 2013);</p> <p>j) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2011 and lapsing 31 July 2014);</p> <p>k) Nigel Norman Nixon – 100,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.50 per option (granted 1 December 2010, vesting 1 December 2010 and lapsing 30 November 2012);</p> <p>l) Nigel Norman Nixon – 100,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$2.78 per option (granted 1 December 2010, vesting 1 December 2011 and lapsing 30 November 2013).</p>
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<b>Class</b>	Options to acquire ordinary shares
<b>Number acquired</b>	Not applicable
<b>Number disposed</b>	100,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$2.78 per option.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<p>a) Nigel Norman Nixon – 124,466 fully paid ordinary shares;</p> <p>b) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 1 Trust – 2,698,201 fully paid ordinary shares;</p> <p>c) Brecot Pty Ltd ACN 085 358 176 as trustee for The Brecot No 2 Trust – 2,812,666 fully paid ordinary shares;</p> <p>d) Nigel Nixon, Holly Nixon, Gavin Nixon &amp; Loy Nixon as trustees for The Nixon Superannuation Trust – 15,054 fully paid ordinary shares;</p> <p>e) Nigel Norman Nixon – 53,666 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.00 per option (granted 1 August 2006, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>f) Nigel Norman Nixon – 13,333 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.15 per option (granted 1 August 2007, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>g) Nigel Norman Nixon – 13,333 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.15 per option (granted 1 August 2007, vesting 1 August 2010 and lapsing 31 July 2012);</p> <p>h) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2009 and lapsing 31 July 2012);</p> <p>i) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2010 and lapsing 31 July 2013);</p>

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<b>No. of securities held after change (cont)</b>	<p>j) Nigel Norman Nixon – 10,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.32 per option (granted 1 August 2008, vesting 1 August 2011 and lapsing 31 July 2014);</p> <p>k) Nigel Norman Nixon – 100,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$1.50 per option (granted 1 December 2010, vesting 1 December 2010 and lapsing 30 November 2012);</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	100,000 options to acquire fully paid ordinary shares in the Company at an exercise price of \$2.78 per option were cancelled.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Option Deed
<b>Nature of interest</b>	<p>Under the Option Deed, but subject to the terms thereof, Nigel Nixon was granted 100,000 options over unissued fully paid ordinary shares in Retail Food Group Limited. Each option entitled the option holder, upon exercise and payment of the exercise price, to be allotted 1 fully paid ordinary share in Retail Food Group Limited. Under the Option Deed, Mr Nixon could require the option shares to be allotted to him or his permitted nominee in one or more parcels.</p> <p>The Options were to vest on 1 December 2011 and lapse on 30 November 2013. The Exercise Price was \$2.78 per Option.</p>
<b>Name of registered holder (if issued securities)</b>	Nigel Norman Nixon or his permitted nominee.
<b>Date of change</b>	30 June 2011
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	100,000 options to acquire RFGL ordinary shares at an exercise price of \$2.78 per option.
<b>Interest acquired</b>	Nil
<b>Interest disposed</b>	As noted above, 100,000 options to acquire RFGL ordinary shares at an exercise price of \$2.78 per option have been cancelled.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Nil
<b>Interest after change</b>	Not applicable.

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**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.