

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.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005

Name of entity

DECMIL GROUP LIMITED

ABN

35 111 210 390

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

Ordinary fully paid shares

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Approximately 41,423,189 fully paid ordinary shares (**New Shares**) pursuant to an accelerated renounceable entitlement offer (the **Entitlement Offer**) described in the ASX Announcement and Investor Presentation lodged with the ASX on 29 November 2011.

The exact number of New Shares to be issued pursuant to the Entitlement Offer including the exact breakdown of New Shares to be issued pursuant to the institutional component of the Entitlement Offer (the **Institutional Entitlement Offer**) and the retail component of the Entitlement Offer (the **Retail Entitlement Offer**), is not known at the date of this Appendix 3B as it remains subject to the reconciliation of shareholder entitlements and the effects of rounding.

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)	The terms of New Shares are equivalent to existing fully paid shares.	
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	Yes, the New Shares will rank equally with existing fully paid ordinary shares from the date of allotment.	
5	Issue price or consideration	\$2.05 per New Share	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds from the issue will be used to: • fund the acquisition of a 50% interest in the Calliope Accommodation Village near Gladstone, Queensland from the Maroon Group by way of a \$40 million subscription to MGA Gladstone Unit Trust, the beneficial owner of the village, and to MGA Gladstone Pty Ltd, the trustee of the Trust, under a Shareholder and Unitholder Agreement dated 28 November 2011; • together with existing cash reserves, provide a total of \$46 million in mezzanine financing facilities to the trustee of the MGA Gladstone Trust and the facilities manager of the village. Please refer to the ASX Announcement and Investor Presentation lodged with the ASX on 29 November 2011.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	9 December 2011 for the Shares issued under the Institutional Entitlement Offer. 23 December 2011 under the Retail Offer Entitlement.	
		Number	+Class

⁺ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	After completion of the Entitlement Offer there will be up to 165,692,757 Ordinary Shares on issue (based on the 124,269,568 Ordinary Shares on issue as at the date of this Appendix 3B and the 41,423,189 New Shares expected to be issued under the Entitlement Offer, subject to the effects of rounding).	Ordinary shares																		
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th colspan="2">⁺Class</th></tr><tr><td></td><td colspan="2"><u>Options</u></td></tr><tr><td></td><td>Exercise Price</td><td>Expiry Date</td></tr><tr><td>800,000</td><td>\$0.81</td><td>30-Sep-13</td></tr><tr><td>450,000</td><td>\$0.90</td><td>30-Sep-13</td></tr><tr><td>625,000</td><td>\$1.00</td><td>30-Jun-12</td></tr></table>		Number	⁺ Class			<u>Options</u>			Exercise Price	Expiry Date	800,000	\$0.81	30-Sep-13	450,000	\$0.90	30-Sep-13	625,000	\$1.00	30-Jun-12
Number	⁺ Class																				
	<u>Options</u>																				
	Exercise Price	Expiry Date																			
800,000	\$0.81	30-Sep-13																			
450,000	\$0.90	30-Sep-13																			
625,000	\$1.00	30-Jun-12																			
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There will be no change to Decmil Group Limited’s existing dividend policy which will apply to New Shares in the same way it applies to existing Ordinary Shares.																			

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No, shareholder approval is not required for the Entitlement Offer.
12	Is the issue renounceable or non-renounceable?	Non-Renounceable
13	Ratio in which the ⁺ securities will be offered	The entitlement ratio for existing shareholders is 1 New Share for each 3 existing Ordinary Shares held at the Record Date.
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares
15	⁺ Record date to determine entitlements	7:00pm (AEDT) on 2 December 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of New Shares.

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.	All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers.
19	Closing date for receipt of acceptances or renunciations	For the Institutional Entitlement Offer – 5:00pm (AEDT) on 1 December 2011 For the Retail Entitlement Offer – 5:00pm (AEDT) on 16 December 2011.
20	Names of any underwriters	GMP Securities Australia Pty Ltd
21	Amount of any underwriting fee or commission	Decmil Group has agreed to pay the underwriter: • an underwriting fee of 2.5% of the Entitlement Offer proceeds; and • a management and arranging fee of 1.0% of the Entitlement Offer proceeds.
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	N/A
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	No prospectus is being produced. An offer document and entitlement and acceptance form will be sent to eligible shareholders on or before 5 December 2011.
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	N/A

⁺ See chapter 19 for defined terms.

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	9 December 2011 for shares issued under the Institutional Entitlement Offer. 23 December 2011 for shares issued under the Retail Entitlement Offer

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

N/A

39 Class of +securities for which quotation is sought

N/A

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

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class
N/A	N/A

+ See chapter 19 for defined terms.

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: 
(~~Director~~/Company Secretary)

Date: 29 November 2011

Print name: Brad Kelman

+ See chapter 19 for defined terms.