

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Rural Funds Trust and RF Active a stapled entity trading as Rural Funds Group
(ASX: RFF)

ABN

RFM 65 077 492 838
Rural Funds Trust 58 916 212 858
RF Active 18 611 617 622

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	Fully paid ordinary units (Units)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<p>RFF proposes to issue approximately 46,251,611 fully paid units pursuant to the terms of the accelerated pro-rata non-renounceable Entitlement Offer announced to the ASX on 7 June 2017.</p> <p>The final number of units issued under the Entitlement Offer, and the split of units between institutional and retail tranches of the Offer, will be subject to the determination of RFM, holding reconciliation and rounding.</p>
3	Principal terms of the +securities (e.g. 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 Units are to be issued on the same terms as existing RFF units
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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
5	Issue price or consideration	\$1.70 per Unit

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proceeds of the Offer will be used to reduce gearing.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A

+ See chapter 19 for defined terms.

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A				
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The proposed issue date for the institutional tranche of the Entitlement Offer (and early retail offer) is 22 June 2017.</p> <p>The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is 30 June 2017.</p>				
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="703 920 999 958">Number</th> <th data-bbox="999 920 1299 958">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 958 999 1388">After completion of the Entitlement Offer, there will be 254,383,862 units on issue (based on the number of units on issue as at the date of this App3B and the approximate number of units specified in Item 2 of this App3B).</td> <td data-bbox="999 958 1299 1388">Fully paid ordinary Units</td> </tr> </tbody> </table>	Number	+Class	After completion of the Entitlement Offer, there will be 254,383,862 units on issue (based on the number of units on issue as at the date of this App3B and the approximate number of units specified in Item 2 of this App3B).	Fully paid ordinary Units
Number	+Class					
After completion of the Entitlement Offer, there will be 254,383,862 units on issue (based on the number of units on issue as at the date of this App3B and the approximate number of units specified in Item 2 of this App3B).	Fully paid ordinary Units					

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	N/A	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	The new Units will rank equally with existing RFF Units on issue	

Part 2 - 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	2 New ordinary units for each 9 existing ordinary units held as at the Record Date for the Entitlement Offer
14	+Class of +securities to which the offer relates	Ordinary
15	+Record date to determine entitlements	7:00pm (AEST), 9 June 2017
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 entitlements, they will be rounded down to the nearest whole number of new ordinary units

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents	<p>For the institutional tranche of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong and Singapore and any other jurisdictions as agreed between RFM and the Underwriters.</p> <p>For the retail tranche of the Entitlement Offer, all countries other than Australia and New Zealand.</p>
	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
19	Closing date for receipt of acceptances or renunciations	<p>For the institutional tranche of the Entitlement Offer, 8 June 2017.</p> <p>For the early retail acceptances of the Entitlement Offer, 20 June 2017.</p> <p>For the remainder of the retail tranche of the Entitlement Offer, 26 June 2017.</p>
20	Names of any underwriters	<p>UBS AG, Australia Branch ABN 47 088 129 613; Bell Potter Securities Limited ABN 25 006 390 772; and Wilsons Corporate Finance Ltd ABN 65 057 547 323</p>
21	Amount of any underwriting fee or commission	<p>2.75% of proceeds of the Entitlement Offer (comprising 2.50% underwriting fee and a 0.25% management fee). In addition, the Underwriters may be entitled to an additional discretionary fee equal to 0.50% of the Entitlement Offer (payable at RFM's absolute discretion).</p>
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	No

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No product disclosure statement is being prepared. A retail offer booklet and personalised entitlement and acceptance form is being sent to eligible unitholders on 14 June 2017.
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
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	+Issue date	<p>The proposed issue date for the institutional tranche of the Entitlement Offer (and early retail acceptances) is 22 June 2017.</p> <p>The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is 30 June 2017.</p>

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)

+ See chapter 19 for defined terms.

(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

+ See chapter 19 for defined terms.

<p>40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>N/A</p>
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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>N/A</p>
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	Number	+Class
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<p>N/A</p>	<p>N/A</p>

+ 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.
- 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 is not available now, we 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: 7 June 2017

Print name: Director
David Anthony Bryant
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+ See chapter 19 for defined terms.