

# 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

Murray River Organics Group Limited

ABN

46 614 651 473

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  | 1. Fully paid ordinary shares ( <b>Shares</b> )<br>2. Unquoted Options ( <b>Options</b> )   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 306,184,388 new Shares in the capital of Murray River Organics Group Limited ( <b>Company</b> ) pursuant to the terms of the underwritten renounceable 2.4 for 1 entitlement offer ( <b>Entitlement Offer</b> ) as announced on 9 October 2018.<br>2. 3,825,000 Options issued to EM Advisory Pty Ltd issued as part consideration for services provided by EM Advisory to the Company in connection with the Entitlement Offer. |

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)	<p>1. Fully paid ordinary shares. The terms of the Shares are set out in the Company's constitution.</p> <p>2. Options issued to EM Advisory have an exercise price of \$0.12 per Option and expire on 1 November 2021, being 3 years after the date of issue.</p>
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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1. Yes, new Shares will rank equally in all respects with existing fully paid ordinary shares in the Company from issue.</p> <p>2. No. The Options will not be quoted. Shares to be issued upon exercise of the Options will rank equally with all other fully paid ordinary shares on issue.</p>
5	Issue price or consideration	<p>1. \$0.10 per Share.</p> <p>2. Nil issue price as the Options are being issued as part consideration for services provided by EM Advisory to the Company as further detailed in item 6.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The proceeds from the Entitlement Offer will be applied to vineyard development, third party fruit supply, operational cash loss, Colignan farm lease payments, working capital and transaction costs. The Company appointed EM Advisory Pty Ltd as its corporate advisor in connection with the Entitlement Offer. As part of the fee payable to EM Advisory the Company has agreed to issue the Options to EM Advisory.</p>

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+ See chapter 19 for defined terms.

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
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><sup>+</sup>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>	1 November 2018				
8	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the <sup>+</sup>securities in section 2 if applicable)</p>	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>1. 433,761,091</td><td>1. Fully paid ordinary shares</td></tr></table>	Number	<sup>+</sup> Class	1. 433,761,091	1. Fully paid ordinary shares
Number	<sup>+</sup> Class					
1. 433,761,091	1. Fully paid ordinary shares					
9	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (<i>including</i> the <sup>+</sup>securities in section 2 if applicable)</p>	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>1. 500,527 2. 3,825,000</td><td>1. Performance rights 2. Unquoted Options exercisable at \$0.12 expiring 1 November 2021.</td></tr></table>	Number	<sup>+</sup> Class	1. 500,527 2. 3,825,000	1. Performance rights 2. Unquoted Options exercisable at \$0.12 expiring 1 November 2021.
Number	<sup>+</sup> Class					
1. 500,527 2. 3,825,000	1. Performance rights 2. Unquoted Options exercisable at \$0.12 expiring 1 November 2021.					
10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>No change. Dividend policy is the same as for existing shares.</p>				

## Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	2.4 new Shares for each 1 Share held as at the Record Date
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares
15	<sup>+</sup> Record date to determine entitlements	11 October 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No

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

17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of new Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer 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, New Zealand and any other jurisdiction into which it is decided to make offers (which may include certain institutional shareholders in Hong Kong or Malaysia) under applicable exemptions from the requirement to issue a prospectus or other disclosure document in such jurisdictions.
19	Closing date for receipt of acceptances or renunciations	10 October 2018 in respect of the Institutional Entitlement Offer.  24 October 2018 in respect of the Retail Entitlement Offer.
20	Names of any underwriters	Shaw and Partners Limited.
21	Amount of any underwriting fee or commission	The Company will pay to the Underwriters a management and underwriting fee of 5.0% of the proceeds of the Entitlement Offer.
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 offer documents will be sent to persons entitled	The Prospectus and personalised Entitlement and Acceptance Forms were sent to eligible shareholders on 15 October 2018.

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	<sup>+</sup> Issue date	<p>1. Shares under the Entitlement Offer will be issued on 1 November 2018.</p> <p>2. The Options will be issued on 1 November 2018.</p>

### Part 3 - Quotation of securities

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

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>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

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

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
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- 39 +Class of +securities for which quotation is sought 

N/A
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- 40 Do the +securities rank equally in all respects from the +issue date 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
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41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another <sup>+</sup> security, clearly identify that other <sup>+</sup> security)	N/A
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	Number	<sup>+</sup> Class
42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	N/A

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<sup>+</sup> 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: Carlie Hodges Date: 31 October 2018  
Company secretary

Print name: Carlie Hodges

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