



ASX Announcement

1 May 2019

Further Information regarding Acquisition of The Midland Timber Co – Bellevue (Perth), WA

Further to the ASX announcement dated 26 April 2019, Big River Industries Ltd (**ASX: BRI**) wishes to provide the following additional information regarding its proposed acquisition of the assets and trading business of The Midland Timber Co Pty Ltd (**Midland Timber Business**):

- The counterparties to the contract are The Midland Timber Co Pty Ltd ACN 096 125 236 (as seller) and Aurelio Schorer, Sallie Schorer and Dean Maringoni (as guarantors);
- BRI is proposing to acquire is the Midland Timber Business, as described in BRI's announcement of 26 April 2019;
- Subject to completion of the acquisition occurring, the consideration for the acquisition will comprise:
 - A\$2,135,341 in cash – which BRI will fund from existing working capital
 - A\$300,000 in new BRI shares, as follows:

Class of securities to be issued:	Fully paid ordinary shares in the capital of BRI
Maximum number of securities to be issued:	244,702
Principal terms of the securities to be issued:	<p>The shares will rank equally with existing ordinary shares in BRI. It is proposed that the shares will be issued on completion of BRI's proposed acquisition of the Midland Timber Business.</p> <p>The shares will be subject to a 12-month voluntary escrow from the date of completion.</p>
Purpose of the issue:	The shares will be issued as part consideration for BRI's proposed acquisition of the Midland Timber Business, at a deemed issue price of A\$1.226.
Issue price or consideration:	As above.

Whether the entity will seek securityholder approval in relation to the proposed issue:	At this stage, BRI does not intend to seek shareholder approval for the issue of these shares.
Whether the issue will be to a class of securityholders:	The shares will be issued to The Midland Timber Co Pty Ltd (or its permitted nominee/s).
Will the issue be within the company's ASX Listing Rule 7.1 placement capacity:	Yes.

- It is presently expected that completion of the acquisition will occur on or around 1 May 2019, subject to the conditions precedent being satisfied;
- Completion of the acquisition is subject to the following material conditions being satisfied:
 - New property lease agreements being entered into, and surrender of the existing lease agreements
 - Key employee contracts being entered into
 - Escrow deed/s being entered into, to effect a 12-month voluntary escrow of all of the consideration shares
- No BRI securityholder approval is required for the acquisition to proceed; and
- There are no changes to BRI's Board or Senior Management as a result of this acquisition.

For more information, please contact:

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