

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## 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

The Food Revolution Group Limited

ABN

20 150 015 446

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  | <div>(a) Ordinary Shares</div> <div>(b) Performance Shares</div>                         |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <div>(a) 121,750,000 Ordinary Shares</div> <div>(b) 190,000,000 Performance Shares</div> |

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+ See chapter 19 for defined terms.

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<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)</p>	<p>Ordinary Shares will rank equally with other ordinary shares on issue.</p> <p>The full terms of the Performance Shares are set out in the Notice of Extraordinary General Meeting (<b>EGM Notice</b>) provided to shareholders and published on the ASX Market Announcements Page on 10 May 2019. Each Performance Share will convert into one ordinary share for nil consideration on the achievement of the following milestones:</p> <p>(a) 100,000,000 of the Performance Shares will convert to 100,000,000 ordinary shares if FOD's Introduced Revenue (as defined in the Notice of Extraordinary General Meeting dated 10 May 2019) is at least \$60,000,000 in any consecutive 12 month period within the period from 1 July 2019 to 30 June 2022.</p> <p>(b) a further 30,000,000 of the Performance Shares will convert to 30,000,000 ordinary shares if FOD's Introduced Revenue is at least \$160,000,000 in any consecutive 12 month period within the period from 1 July 2019 to 30 June 2022.</p> <p>(c) a further 30,000,000 of the Performance Shares will convert to 30,000,000 ordinary shares if FOD's Introduced Revenue is at least \$315,000,000 in any consecutive 12 month period within the period from 1 July 2019 to 30 June 2023.</p> <p>(d) a further 30,000,000 of the Performance Shares will convert to 30,000,000 ordinary shares if FOD's Introduced Revenue is at least \$465,000,000 in any consecutive 12 month period within the period from 1 July 2019 to 5 years from the date of issue of the Performance Shares</p>
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+ See chapter 19 for defined terms.

<p>4 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>Yes, in the case of Ordinary Shares.</p> <p>The Performance Shares will not be quoted, but will rank equally on and from the time they are converted into ordinary shares in accordance with their terms.</p> <p>The Performance Shares do not entitle their holder to any dividends, distributions, or voting rights.</p>
<p>5 Issue price or consideration</p>	<p>(a) 100,000,000 Ordinary Shares were issued for \$0.054 per share.</p> <p>(b) 21,750,000 Ordinary Shares were issued for nil consideration in relation to corporate advisory services provided to FOD as detailed in the EGM Notice.</p> <p>(c) 190,000,000 Performance Shares were issued for nil consideration.</p>

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(a) 100,000,000 Ordinary Shares were issued to Careline Australia Pty Ltd and/or its nominees upon receiving consideration for tranche 3 of the Share Subscription Deed with Careline Australia Pty Ltd as disclosed in the EGM Notice.</p> <p>(b) 21,750,000 Ordinary Shares were issued for nil consideration to Taylor Collison Limited and/or its nominees in exchange for Taylor Collison's services in assisting the Company with the introduction of the strategic investment by Careline Australia Pty Ltd as disclosed in the EGM Notice.</p> <p>(c) 190,000,000 Performance Shares were issued to Careline Australia Pty Ltd and/or its nominees in accordance with the terms of the Share Subscription Deed which were disclosed in the EGM Notice.</p>
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2018
6c	Number of *securities issued without security holder approval under rule 7.1	Nil
6d	Number of *securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>(a) 121,750,000 Ordinary Shares</p> <p>(b) 190,000,000 Performance Shares</p> <p>Security holder approval was granted at the Extraordinary General Meeting held on 14 June 2019</p>

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6f	Number of +securities issued under an exception in rule 7.2	Nil				
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.	Not applicable				
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	Not applicable				
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	74,918,631				
7	+Issue dates  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.  Cross reference: item 33 of Appendix 3B.	18 June 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>624,674,526</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	624,674,526	Fully paid ordinary shares
Number	+Class					
624,674,526	Fully paid ordinary shares					

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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		190,000,000	Performance Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change	

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
15	<sup>+</sup> Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

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20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 <sup>+</sup>Issue date Not applicable

## 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

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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



**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		
40	<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>		
41	<p>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>		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ 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.

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+ See chapter 19 for defined terms.

Sign here:  ..... Date: 18.06.2019  
(Company Secretary)

Print name: John Fitzgerald

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	434,064,903
<b>Add</b> the following:	133,000
• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	250,000
	3,476,622
• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	100,000,000
	<u>21,750,000</u>
• Number of partly paid +ordinary securities that became fully paid in that 12 month period	
	<b>TOTAL: 125,609,622</b>
<b>Note:</b>	
• Include only ordinary securities here – other classes of equity securities cannot be added	
• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed	
• It may be useful to set out issues of securities on different dates as separate line items	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	559,674,525

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of "A"</b>	
<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.15</b>	83,951,179
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<div style="display: flex; justify-content: space-between;"> <div> 18,518,519   <u>46,481,482</u> </div> <div style="text-align: right;"> <b>TOTAL: 65,000,001</b> </div> </div>
<b>"C"</b>	65,000,001
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<b>"A" x 0.15</b>  <i>Note: number must be same as shown in Step 2</i>	83,951,179
<b>Subtract "C"</b>  <i>Note: number must be same as shown in Step 3</i>	65,000,001
<b>Total ["A" x 0.15] – "C"</b>	18,951,178

+ See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	559,674,525
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	55,967,453
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	0
<b>“E”</b>	0

+ See chapter 19 for defined terms.

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b>  <i>Note: number must be same as shown in Step 2</i>	55,967,453
<b>Subtract "E"</b>  <i>Note: number must be same as shown in Step 3</i>	0
<b>Total ["A" x 0.10] – "E"</b>	55,967,453  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

04/03/2013

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