

Murray River Organics Group Limited
ACN 614 651 473
32 Crompton Way
Dandenong South Victoria 3175

Phone: +61 3 8792 8500
Web: www.murrayriverorganics.com.au

6 February 2020

Dear Optionholder

Letter to Option Holders

I write to you in your capacity as the registered holder ("**Optionholder**") of options ("**Options**") in Murray River Organics Group Limited ACN 614 651 473 (ASX:MRG) ("**the Company**").

Today, 6 February 2020, the Company announced to ASX that it intended to undertake an accelerated pro rata renounceable rights issue of 3.843 new fully paid ordinary shares in the Company ("**New Shares**") for every one (1) share held in the Company ("**Shares**") at 7:00pm (AEDT) on 10 February 2020 ("**Record Date**") at an issue price of \$0.015 per New Share to raise approximately \$25.0 million (before costs of the offer) ("**Entitlement Offer**").

The Entitlement Offer will consist of:

- an accelerated pro-rata renounceable institutional entitlement offer of New Shares to eligible institutional shareholders (**Institutional Entitlement Offer**); and
- a pro-rata renounceable retail entitlement offer of New Shares to eligible retail shareholders (**Retail Entitlement Offer**).

The Entitlement Offer will be fully underwritten by the Canaccord Genuity (Australia) Limited ACN 075 071 466 and Shaw and Partners Limited ACN 003 221 583 (together, the **Underwriters**).

The Entitlement Offer is being made pursuant to a Prospectus prepared in accordance with section 713 of the Corporations Act 2001 (Cth) ("**Prospectus**").

The funds raised from the Entitlement Offer will be applied towards completing existing vineyard development, new product development, equipment and associated product launch working capital, sales and marketing expenses, repayment of existing debt, interest payments for 18 months, payment of the surrender fee in connection with the exit by the Company from the Colignan lease and costs of the Entitlement Offer.

Further details regarding the Entitlement Offer are set out in the Prospectus, which was lodged with ASX today.

Optionholder Eligibility

As an Optionholder, you are not eligible to participate in the Entitlement Offer (with respect to any Shares that underlie your Options) other than to the extent to which you first exercise some or all of

your Options. In order to take up the Entitlement Offer, the exercise of your Options (if vested), and the issue of underlying Shares, needs to be completed before the Record Date.

If you wish to exercise some or all of your Options and they are eligible to be exercised on their terms, you should complete a notice of exercise of Options (available from the Company) and lodge that notice with the Company together with your payment of the exercise price for the number of Options you wish to exercise. Notice of exercise of your Options and payment of the exercise price should be received at the address below by close of business on 7 February 2020, as Optionholders lodging notices of exercise after that date cannot be assured of the allotment of Shares by the Record Date. The notice of exercise of Options can be sent to:

Murray River Organics Group Limited
Company Secretary
c/- cdPlus Corporate Services
Level 42, Rialto South Tower
525 Collins Street
Melbourne VIC 3001

If you decide to exercise some or all of your Options before the Record Date, the Shares that are issued upon the exercise of those Options will be included in your shareholding as at the Record Date for the purposes of the Entitlement Offer. Subject to the Shareholder Eligibility section of this letter (below), your aggregate holding of Shares at the Record Date determines the extent of your entitlement to participate in the Entitlement Offer.

If you are considering exercising Options, please consider carefully if you should do so bearing in mind your personal circumstances, including considering the exercise price for any Option which may be above the current ASX price for the Company's shares and above the issue price under the Entitlement Offer. Please also refer to the Company's announcements to ASX in relation to the Entitlement Offer, which were released earlier today and which are available on the Company's website, www.murrayriverorganics.com.au.

If you do not wish to participate in the Entitlement Offer in respect of your Options, you do not need to take any action.

Please note that, in accordance with the terms of your Options, an adjustment will be made to the exercise price of any unexercised Options on completion of the Entitlement Offer, such adjustment to be calculated by reference to the formula set out in those terms.

Shareholder Eligibility

The persons eligible to participate in the Entitlement Offer are those persons who:

- are registered as a holder of Shares as at 7:00pm (AEDT) on the Record Date;
- have a registered address in Australia, New Zealand and Hong Kong as at the Record Date (together the **"Eligible Countries"**);
- are not in the United States and are not, and are not acting for the account of benefit of, a U.S. Person (as that term is defined in the Prospectus); and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer, (**Eligible Shareholders**).

The Entitlement Offer is not being extended to any Shareholder whose registered address is outside of one of the Eligible Countries. Shareholders not satisfying the above criteria will not be eligible to participate in the Entitlement Offer.

Timetable

The proposed timetable of the Entitlement Offer is as follows:

Event	Date
Announcement of the Entitlement Offer Prospectus lodgment date	Thursday, 6 February 2020
Institutional Entitlement Offer opens	Thursday, 6 February 2020
Institutional Entitlement Offer closes	5.00pm (AEDT) Friday, 7 February 2020
Announcement of Institutional Entitlement Offer results	Monday, 10 February 2020
Retail Entitlement Offer Record Date	7.00pm (AEDT) Monday, 10 February 2020
Retail Entitlement Offer opens	Thursday, 13 February 2020
Prospectus dispatched to Eligible Retail Shareholders	Thursday, 13 February 2020
Institutional Entitlement Offer settlement, funds received by Company	Monday, 17 February 2020
Allotment of New Shares to be issued under the Institutional Entitlement Offer	Tuesday, 18 February 2020
Retail Entitlement Offer closes (Closing Date)	5.00pm (AEDT) Tuesday, 25 February 2020
Shortfall Notification Date and Announcement of Retail Entitlement Offer results	Wednesday, 26 February 2020
Bookbuild (if required)	Thursday, 27 February 2020
Announcement of results of Bookbuild (if required)	Friday, 28 February 2020
Retail Entitlement Offer, bookbuild and Top Up Facility settlement, funds received by Company	Tuesday, 3 March 2020
Issue of New Shares under Retail Entitlement Offer and Additional New Shares under the Bookbuild and Top Up Facility	Wednesday, 4 March 2020
Quotation of New Shares issued under Retail Entitlement Offer and Additional New Shares under the bookbuild and Top Up Facility	Thursday, 5 March 2020
Voluntary suspension lifted and commencement of trading	

* This timetable is indicative only, and is subject to change. Subject to the ASX Listing Rules, the directors of the Company retain the right to extend the closing date of the Entitlement Offer at their discretion. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares and any Additional New Shares.

Applications

A copy of the Prospectus and a personalised entitlement and acceptance form will be sent together to Eligible Retail Shareholders on or around Thursday, 13 February 2020.

The entitlement and acceptance form will be dispatched together with the Prospectus. Eligible Retail Shareholders must complete the entitlement and acceptance form in order to take up some or all of their entitlement to New Shares and to apply for Additional New Shares (if any). Entitlement and acceptance forms must be properly completed and received by the Company no later than 5:00pm (AEDT) on Tuesday, 25 February 2020 in order for applicants to be issued New Shares and Additional New Shares (if any).

Quotation

New Shares and any Additional New Shares issued under the Entitlement Offer will rank equally with the Company's existing shares. The Company has applied to ASX for quotation of the New Shares and any Additional New Shares on the Official List of ASX. If approval is not granted by ASX within 3 months of the date of the Prospectus, the Company will not issue any New Shares or Additional New Shares and will repay all application monies without interest.

Enquiries

This letter is to inform you of the Entitlement Offer and inform you of your rights in relation to your Options. This letter is not an invitation or offer to acquire Shares or to participate in the Entitlement Offer.

If you have any questions regarding the Entitlement Offer, please see the Prospectus as published on the ASX website and/or contact the Company Secretary on +613 9614 2444.

Yours sincerely

A handwritten signature in cursive script that reads 'Carlie Hodges'.

Carlie Hodges
Company Secretary
Murray River Organics Group Limited