

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

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Dear Sirs

Pre-quotation disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in Murray River Organics Group Limited (ACN 614 651 473) (**Company**) by the Company pursuant to a replacement prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 8 December 2016 (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

Conditions precedent to the Company being admitted to the official list of ASX Limited, the official quotation of 87,086,550 Shares and commencement of deferred settlement trading

- 1.1 The Company confirms that the Offer has closed and:
 - 1.1.1 the issue of 19,230,770 ordinary shares; and
 - 1.1.2 the sale of 7,692,306 ordinary shares,to investors at a price of \$1.30 per Share has been completed.
- 1.2 The Company confirms that it has received cleared funds for the complete amount of the issue and sale price of every security issued or transferred to every successful applicant for securities under the Prospectus.
- 1.3 The Company confirms that:

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- 1.3.1 there are at least 300 shareholders, each having a parcel of shares with a value of at least \$2,000; and
- 1.3.2 at least 50% of the Company's ordinary shares are not held by related parties.
- 1.4 The Company provides the following information for release to the market:
- 1.4.1 The basis of allocation of Shares to applicants under the Broker Firm Offer has been determined by Brokers who allocated Shares among their respective clients, and applicants will be able to confirm their allocation through their Broker or by calling Morgans Corporate Limited on 1800 658 206 (toll free within Australia) or +61 3 9947 4101 (outside Australia).
- 1.4.2 The allocation of Shares to applicants under the Institutional Offer has been determined by the Joint Lead Managers and the Company, and institutional investors have been notified of their allocations.
- 1.4.3 The Company confirms that the final issue and sale price of Shares to be issued or transferred under each of the following components (as defined in the Prospectus) of the Offer is \$1.30. The number of Shares to be issued or transferred under each component of the Offer is:
- (a) Broker Firm Offer: 12,307,776 shares
 - (b) Institutional Offer: 14,615,300 shares
- 1.4.4 The intended date for the despatch of:
- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
 - (b) in relation to all other holdings, issuer sponsored holding statements; and
 - (c) any refund money,
- is Monday, 19 December 2016.
- 1.4.5 The number of Shares subject to voluntary escrow and the escrow period applied to those securities is set out in Attachment 1.
- 1.4.6 The Company confirms the issue of 163,537 ordinary shares fully paid to the Company's Non-Executive Directors for nil consideration.
- 1.4.7 The following update is provided in respect of the proposed acquisition of the Fifth Street vineyard by the Murray River Organics Property Trust 2 (**MROPT 2**), as described in the Prospectus.
- (a) MROPT2 intends to exercise the call option to purchase the Fifth Street vineyard by no later than 2pm on Friday, 16 December 2016.
 - (b) Settlement of one of the properties the subject of the call option is expected to occur on Friday, 16 December 2016 (following the exercise of the call option).
 - (c) As disclosed in the Prospectus, settlement of the second property is due to occur on the later of Friday, 16 December 2016 and 14 days after the vendor gives notice to

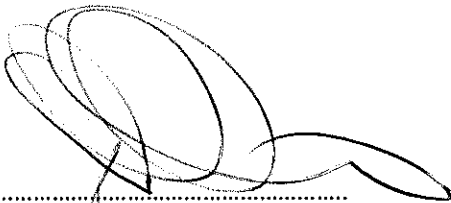
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MROPT 2 that the plan of subdivision that creates the property has been registered. MROPT 2 has been advised that the plan of subdivision remains with the relevant Titles Office for examination and as such, settlement will not occur on Friday, 16 December.

- (d) Notwithstanding that settlement of the second property is unlikely to have occurred by Friday, 16 December, MROPT 2 will be granted access to the property and will be permitted to harvest the property from that date.
- (e) The Company will provide an update to the market as to the expected settlement date for the second property once MROPT 2 has received notice that the plan of subdivision has been registered.

1.4.8 The Company has also arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Murray River Organics Offer Information Line is 1300 651 479 and is operated by Computershare Investor Services Pty Ltd. Its hours of operation are 8.30am to 5.00pm (Melbourne time), Monday to Friday.



Mr Erling Sorensen
Managing Director
Murray River Organics Group Limited

16 December 2016

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Attachment 1 - Voluntary Escrow securities

The following is a break-down of the number of Shares subject to voluntary escrow and the escrow period applying to those Shares.

Founders

There are 14,894,358 Shares held by the Founders which are subject to voluntary escrow arrangements.

The escrow period for these Founder escrowed Shares is the period commencing on the date on which Completion of the Offer occurs:

- in respect of 3,846,154 Shares - until the date that is 3 trading days after the Company has lodged its preliminary full year report (ASX Listing Rule Appendix 4E report) with ASX for the financial year ending 30 June 2017; and
- in respect of 11,048,204 Shares - until the date that is 3 trading days after the Company has lodged its preliminary full year report (ASX Listing Rule Appendix 4E report) with ASX for the financial year ending 30 June 2018.

Other Escrowed Shareholders

There are 27,905,796 Shares held by other Existing Shareholders which are subject to voluntary escrow arrangements.

The escrow period for these escrowed Shares is the period commencing on the date on which Completion of the Offer occurs until the date that is 3 trading days after the day which is 3 months after the admission of the Company to the Official List of ASX.

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