

26 June 2019

Dear Shareholder,

Invitation to Participate in Share Purchase Plan

On 17 June 2019, Keytone Dairy Corporation Limited (ACN 621 970 652) (**Keytone** or **the Company**) announced to ASX that it had entered into a conditional share sale agreement to acquire 100% of the fully paid ordinary shares in the capital of Omniblend Pty Ltd (ACN 631 512 500) (**Omniblend**) from the shareholders of Omniblend (**Transaction**). Founded in 2008, Omniblend is a profitable and leading Australian-based contract manufacturer of high value, formulated, blended powder products and long-life UHT drinks, specialising in the health and wellness sector. For further details of Omniblend, please refer to the Company's announcement and Investor Presentation released on ASX on 17 June 2019 and the Notice of Meeting which accompanies this letter.

The cash consideration payable to the shareholders of Omniblend under the Transaction amounts to \$8,000,000 which the Company intends to fund from the proceeds of a capital raising, comprising a placement to sophisticated, institutional and professional investors (**Placement**) and a Share Purchase Plan to Eligible Shareholders (defined below) (**Plan**).

The Placement, as detailed in the announcement on 17 June 2019, shall comprise the issue of 18,604,651 fully paid ordinary shares in the capital of the Company (**Shares**), at an issue price of \$0.43 per Share, to raise up to \$8,000,000 (before costs). The issue of Shares under the Placement is conditional on shareholder approval for the purposes of ASX Listing Rule 7.1 which shareholder approval is sought in the Notice of Meeting which accompanies this letter.

On behalf of the Company, I am pleased to offer you an opportunity to participate in the Plan, on the terms described in this letter. Under the Plan, Eligible Shareholders will have the opportunity to purchase Shares up to the value of \$15,000 at the same price as the Placement, irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

The offer under the Plan (**Offer**) seeks to raise up to \$10,000,000 on the terms and conditions (**Terms and Conditions**) contained in this letter. In conjunction with the Placement, this will provide the Company with additional funds of up to approximately \$18,000,000 (assuming full subscription).

The Company will hold an annual general meeting to, among other matters, approve the issue of Shares to the shareholders of Omniblend under the Transaction and the Placement on 26 July 2019. In the event that the issue of Shares to the shareholders of Omniblend under the Transaction or the Placement are not approved by the Company's shareholders, the issue of Shares under the Offer will not proceed and the Company will refund all application monies to shareholders.

Shareholders Eligible to Participate in the Plan

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares at 7.00pm (Sydney time) on 14 June 2019 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase Shares up to the value of \$15,000 at an issue price of \$0.43 (**Price**) being the same price as the Shares offered to sophisticated, institutional and professional investors under the Placement. The Price is a discount of 20% to \$0.537 (being the volume weighted average market price (**VWAP**) for the Shares over the last 5 days on which sales in the Shares were recorded as at 14 June 2019 (being the last trading day before details of the Plan were announced).

Whilst the Company intends to raise up to \$10,000,000 under the Plan, the Company reserves the right to accept additional applications subject to shareholder demand. However, the maximum number of Shares to be issued is limited by the ASX Listing Rules to a maximum of 45,000,000 Shares, being 30% of the Company's current issued share capital.

Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than \$10,000,000 is raised or not more than 30% of that number of Shares already on issue, are issued under the Plan. Scale back decisions are made by the Board and are final.

The Plan will not be underwritten.

The directors of the Company who are Eligible Shareholders intend to participate under the Plan.

An application form for the Plan (**Application Form**) is included in this package.

Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at www.keytonedairy.com.



The intended use of funds raised under the Plan (assuming \$10,000,000 is raised) and Placement (assuming the full subscription of \$8,000,000 is raised) is as follows:

| Source of funds | Amount |
|---|---------------------|
| Placement | \$8,000,000 |
| SPP | \$10,000,000 |
| Total | \$18,000,000 |
| Use of funds | Amount |
| Cash consideration for the Transaction | \$8,000,000 |
| Capital Expenditure | \$4,100,000 |
| Working capital and repayment of Omniblend debt up to | \$4,600,000 |
| Transaction Costs | \$1,300,000 |
| Total use of funds | \$18,000,000 |

The above table is a statement of current intentions as of the date of this letter. As with any budget, intervening events and new circumstances (including the need to adapt to a changing competitive environment, and the level of demand for the Company's products) have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The use of further debt or equity funding will be considered by the Board where it is appropriate to expand sales, accelerate product development, develop additional production capacity, or capitalise on further corporate opportunities including, but limited to, further acquisitions.

How much can you invest?

Eligible Shareholders may each apply for a maximum number of Shares to the value of \$15,000 and a minimum number of Shares to the value of \$2,000 under the Plan.

How to accept this Offer

To apply for Shares under the Plan, please follow the instructions on the enclosed personalised Application Form.

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

| | Total amount payable | Number of Shares which may be purchased |
|---------|-----------------------------|--|
| Offer A | \$15,000 | 34,884 |
| Offer B | \$10,000 | 23,256 |
| Offer C | \$5,000 | 11,628 |
| Offer D | \$2,000 | 4,651 |

The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have elected by the Price, rounded down.



Once an application has been made it cannot be revoked. All Application Forms must be received by the **Closing Date of 15 July 2019**. If the exact amount of money is not tendered with your application, the Company reserves the right to either:

return your Application Form and/or payment and not issue any Shares to you; or

issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Relationship of Issue Price with Market Price

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.525. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Shareholder approval

The Offer is a conditional offer.

The Company will hold an annual general meeting to, among other things, approve the issue of Shares to the shareholders of Omniblend under the Transaction and the Placement on 26 July 2019. In the event that the issue of Shares to the shareholders of



Omniblend under the Transaction or the Placement are not approved by the Company's shareholders, the issue of Shares under the Offer will not proceed and the Company will refund all application monies to shareholders.

Additional Information and Important Dates

The offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act (2001) (Cth) (**Corporations Act**).

The Offer cannot be transferred and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares issued under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$10,000,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand Shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.



Shortfall Placement

In the event that less than \$10,000,000 is applied for under the Plan, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with necessary legal requirements. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and/or 7.1A at the time of issue. As at the date of this letter, the Company has capacity to issue 22,500,000 Shares under its ASX Listing Rule 7.1 capacity and 15,000,000 Shares under its ASX Listing Rule 7.1A capacity. Where the shortfall exceeds the Company's placement capacity, the shortfall will only be placed if shareholder approval is obtained.

Indicative Timetable

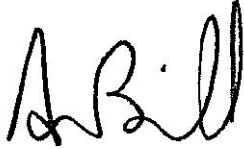
| | |
|--|-----------------------------------|
| Record Date for Share Purchase Plan | 7.00pm (Sydney time) 14 June 2019 |
| Announce Transaction, Share Purchase Plan and Placement | 17 June 2019 |
| Lodge Cleansing Notice for Share Purchase Plan | 27 June 2019 |
| Dispatch Share Purchase Plan booklet to shareholders and release Offer Letter on the ASX | 27 June 2019 |
| Opening date for Share Purchase Plan | 27 June 2019 |
| Closing date for Share Purchase Plan | 15 July 2019 |
| Shareholder Meeting to approve the Transaction and Placement | 26 July 2019 |
| Settlement of Placement | 29 July 2019 |
| Lodge Appendix 3B, Issue of new Shares under the Share Purchase Plan and Placement and completion of the Transaction | 30 July 2019 |
| Quotation on ASX of new Shares under the Transaction, Placement and Share Purchase Plan | 30 July 2019 |
| Dispatch of holding statements in respect of Shares issued under the Transaction, Placement and SPP | 30 July 2019 |

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible.



Should you wish to discuss any information contained in this letter further, do not hesitate to contact Keytone's Company Secretary, Andrew Bursill on 02 9299 9690 or email investors@keytonedairy.com.

Yours faithfully

A handwritten signature in black ink, appearing to read 'A. Bursill', with a stylized flourish at the end.

Andrew Bursill
Company Secretary



Keytone Dairy Corporation Limited ACN 621 970 652

Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**the Plan**), which will be conducted in conjunction with the Placement, is to offer shareholders of Keytone Dairy Corporation Limited (**Keytone** or **the Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum value of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) and a minimum number of Shares equal to the value of \$2,000. The issue price of \$0.43 under the Plan will be at a discount of 20% to the volume weighted average market price for Shares over the last 5 days on which sales in the Shares were recorded on the financial market operated by ASX Limited (**ASX**) before the day on which the Plan was announced which was \$0.537. The Company seeks to raise a maximum of \$10,000,000 under the Plan. The Shares will also be issued without the need to pay brokerage costs and without the need for the Company to issue a prospectus. The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit.

No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

Shareholders Eligible to Participate

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares issued under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

An offer may, at the discretion of the directors of the Company (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.



Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order [CO 09/425] (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for new Shares to the value of \$15,000 for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC Class Order [CO 09/425] you are a '**Custodian**' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (the **Regulations**); or



- (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001]; or
 - (iv) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv) above; or
 - (vi) paragraph 911A(2)(h) of the Corporations Act;
- from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- is a trustee of a self-managed superannuation fund or superannuation master trust;
- (vii) is a responsible entity of IDPS like scheme; or
 - (viii) is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry, Link Market Services Limited at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The price of Shares to be issued under the Plan is \$0.43 which is a discount of 20% of the volume weighted average market price for the Shares over the last 5 days on which sales in the Shares were recorded before the day on which the issue was announced, being \$0.537.

Applications and Notices

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the closing date of the Offer. Oversubscriptions to an offer may be refunded without interest.



Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

Shareholder approval

The Offer is a conditional offer.

The Company will hold an annual general meeting to approve the issue of Shares to the shareholders of Omniblend under the Transaction and the Placement on 26 July 2019. In the event that the issue of Shares to the shareholders of Omniblend under the Transaction or the Placement are not approved by the Company's shareholders, the issue of Shares under the Offer will not proceed and the Company will refund all application monies to shareholders.

Acknowledgement

By returning an Application Form with a cheque, bank draft, money order or making a payment via BPAY, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Plan and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent these Terms and Conditions, an Offer Document, or any materials relating to the Plan, to any person outside Australia and New Zealand;
- (h) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for Shares with an application price of more than \$15,000 under the Plan (including by instructing a Custodian to acquire Shares on your behalf under the Plan); and



- (ii) the total of the application price for the following does not exceed \$15,000:
 - the Shares the subject of the application;
 - any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
 - any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan.
- (i) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (defined above);
 - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Plan;
 - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
 - (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed \$15,000; and
 - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (j) agree to be bound by the constitution of the Company (as amended from time to time);
- (k) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice; and
- (l) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.



Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and 7.1A at the time of issue. As at the date of this document, the Company has capacity to issue 22,500,000 Shares under its ASX Listing Rule 7.1 capacity and 15,000,000 Shares under its ASX Listing Rule 7.1A capacity.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of the Company in the relevant offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the capital of the Company from the date of issue.

Shareholding statements or CHES notifications will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scale back

The Company seeks to raise a maximum of \$10,000,000. However, the maximum number of Shares that can be issued in accordance with the ASX Listing Rules is 45,000,000. The Company reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on an equitable basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be



exercised by the directors of the Company or any delegate of the directors of the Company.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Andrew Bursill, Company Secretary on 02 9299 9690.



SRN/HIN:
Entitlement Number:
Record Date: Friday, 14 June 2019
Offer Opens: Thursday, 27 June 2019

Offer Closes
5.00pm (Sydney time): Monday, 15 July 2019

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (Sydney time) on Monday, 15 July 2019. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Keytone Dairy Corporation Limited receives an amount which is not equal to either A\$2,000 OR A\$5,000 OR A\$10,000 OR A\$15,000, Keytone Dairy Corporation Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.

| | |
|---|-----------------------------|
|  | Billers Code: 114850 |
| | Ref: |

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
 © Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$2,000 OR A\$5,000 OR A\$10,000 OR A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Keytone Dairy Corporation Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,000 OR A\$5,000 OR A\$10,000 OR A\$15,000, Keytone Dairy Corporation Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

| | | | | | | | | | | |
|--------------------------|----------|----|--------------------------|----------|----|--------------------------|-----------|----|--------------------------|-----------|
| <input type="checkbox"/> | A\$2,000 | OR | <input type="checkbox"/> | A\$5,000 | OR | <input type="checkbox"/> | A\$10,000 | OR | <input type="checkbox"/> | A\$15,000 |
|--------------------------|----------|----|--------------------------|----------|----|--------------------------|-----------|----|--------------------------|-----------|

B Make your cheque, bank draft or money order payable to "Keytone Dairy Corporation Limited" and crossed "Not Negotiable"

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque |
|----------------------|----------------------|----------------------|----------------------|------------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | A\$ <input type="text"/> .00 |

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Keytone Dairy Corporation Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Keytone Dairy Corporation Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Keytone Dairy Corporation Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Keytone Dairy Corporation Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Keytone Dairy Corporation Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (Sydney time) on Monday, 15 July 2019. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Keytone Dairy Corporation Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Keytone Dairy Corporation Limited SPP Offer Information Line on 1300 554 474 if calling within Australia or +61 1300 554 474 if calling from outside of Australia.