

5 March 2015

Company Announcements Office
Australian Securities Exchange
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir

3DG TRANSACTION UPDATE & 333D ACQUISITION

The Directors of OZ Brewing Limited ("**OZB**" or "the **Company**") refer to the announcement released on 16 January 2015 regarding the 3D Group Pty Ltd ("**3DG**") transaction and the acquisition of 333D Pty Ltd and provide an update on the matters.

As announced on 16 January 2015, 3DG and its wholly owned subsidiary 3D Industries Pty Ltd ("**3DI**") were placed into voluntary administration.

At a meeting held 9 February 2015, the creditors of 3DG and 3DI have voted to accept the offer put forward by 333D Pty Ltd ("**333D**") to acquire all the assets of the combined entities and to assume all liabilities of the business not previously discharged by the administrator.

A Deed of Company Arrangement was executed on 3 March 2015 and having fulfilled the condition precedent to the heads of agreement executed by OZB and 333D and announced on 16 January 2015, OZB will proceed and acquire 100% of all the rights and title in all the issued capital of 333D on the same terms of the original HoA executed with 3DG. The key terms of the 333D Agreement are summarized below.

Under the terms of the 333D Agreement, the parties are to execute a Share Sale Agreement within 60 days. The consideration for the acquisition is made up as follows;

OZB will issue:

- 1,416,666,667 fully paid ordinary Consideration Shares;
- 66,666,667 fully paid ordinary Facilitation Shares;
- 500,000,000 Options, exercisable at \$0.0045 per share and expiring 18 months after Completion; and
- 250,000,000 Options, exercisable at \$0.006 per share and expiring 24 months after Completion.

The terms of the 333D Agreement are subject to due diligence, regulatory approvals and final documentation. As previously advised settlement of the purchase of 333D may require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules, which cannot occur until the Company has received shareholder approval. The Company will make further announcements to the market in relation to re-compliance as required.

The parties have agreed that the loan agreements previously executed between OZB and 3DG as contemplated by the original HoA, under which OZB has advanced the sum of \$430,000 to 3DG, will be novated with the effect that 333D will assume the obligation for repayment.

Following settlement of the 333D acquisition, the current OZB Directors will retire and will be replaced by Directors nominated by 333D.

Placement

As announced on 16 January 2015, the Company is to raise funds totaling \$200,000. The Company has issued convertible notes totaling \$150,000 with an additional \$50,000 committed. On the conversion of the convertible notes a total of 66,666,667 Shares will be issued at \$0.003 per share.

Proposed Timetable for Reconciliation

	Date*
Execution of Share Sale Agreement	16 March 2015
Dispatch of Notice of Meeting	27 March 2015
Meeting of Shareholders to Approve Acquisition	28 April 2015
Suspension of Company's Shares from trading on ASX	28 April 2015
Lodgement of Prospectus with ASIC	28 April 2015
Closure of Prospectus	30 May 2015
Satisfaction of all Requirements of Chapters 1 & 2	8 June 2015
Reinstatement to Trading	15 June 2015

* The above dates are indicative only and are subject to change. The Company will keep shareholders updated on the timing of the implementation of the transaction as it progresses

Indicative Capital Structure

The table below reflects the indicative capital structure following completion of the 333D acquisition:

	Number
Current Issued Capital	685,905,077
Consideration Shares	1,416,666,667
Placement	66,666,667
Facilitation Shares	66,666,667
Prospectus Raising	600,000,000
Total Shares following Completion and reconciliation⁽ⁱⁱ⁾	2,835,905,078
Options	750,000,000

(i) The above table and total issued shares after completion of the transaction is indicative only and are subject to change.

(ii) The reconstruction ratio may change dependent on the Oz Brewing share price at the issuance date of the Notice of Meeting.

Yours faithfully



David Wheeler
Chairman