

30 July 2015

**ASX Announcement****OZB EXECUTES SHARE SALE AGREEMENT TO ACQUIRE 333D PTY LTD**

The Directors of Oz Brewing Limited ("**OZB**" or "**Company**") are pleased to announce they have executed a formal Share Sale Agreement ("**SSA**") to acquire 100% of 333D Pty Ltd ("**333D**"). The SSA is binding, subject to satisfaction or waiver of conditions precedent including re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

The Transaction will include a capital raising of at least \$3,000,000 to provide funding for 333D and working capital for the Company.

**About 333D Pty Ltd**

333D has been established with a clear strategy to become Australia's leading integrated multi-platform 3D printing company. 333D's 3D printers are entirely owned, designed and built in Victoria, Australia. 333D understands the enormous potential of this technology, and the extraordinary opportunity it has to re-engineer the way industries operate. This revolutionary technology enables the creation of products that could never have been made before, changing the entire dynamics of design and development. 333D believes that this technology will create new business and industry opportunities that previously didn't exist. Australia is perfectly positioned to participate in this new manufacturing paradigm, and 333D intends to be the market leader and showcase Australia's skills and manufacturing excellence to the world.

**Share Sale Agreement**

The SSA replaces the Heads of Agreement that was executed on 15 January 2015. In executing the SSA, the Company agreed to acquire all the issued capital of 333D and also to issue shares and options (on a pre-Consolidation basis) and to make payments as follows:

- (a) In consideration for the shareholders of 333D transferring all of their shares to the Company, issue 1,416,666,667 fully paid ordinary Consideration Shares to the shareholders of 333D;
- (b) In consideration for facilitating the transaction:
  - (i) Issue 66,666,667 fully paid ordinary Facilitation Shares to Taylor Collison Limited, Trident Capital Pty Ltd and Street Capital Partners Pty Ltd ("**Street Capital**");
  - (ii) Issue 500,000,000 Advisory Options to Street Capital, exercisable at \$0.0045 per share and expiring 18 months after Completion;
  - (iii) Issue 250,000,000 Advisory Options to Street Capital, exercisable at \$0.006 per share and expiring 24 months after Completion; and
  - (iv) pay \$50,000 Facilitation Cash to Street Capital;
- (c) In consideration for certain promoter shareholders promoting the transaction:
  - (i) Issue 110,000,000 Class A Performance Shares to those promoter shareholders, which shares will convert into 110,000,000 fully paid ordinary Shares in the capital of the Company upon the 7 day volume weighted average price of OZB Shares on the ASX being \$0.015 or higher in the 4 years commencing on the day

- OZB is readmitted to quotation on ASX after re-compliance with Chapters 1 and 2 of the Listing Rules; and
- (ii) Issue 85,000,000 Class B Performance Shares to those promoter shareholders, shares which will convert into 85,000,000 fully paid ordinary Shares in the capital of the Company upon the 7 day volume weighted average price of OZB Shares on the ASX being \$0.02 or higher in the 4 years commencing on the day OZB is readmitted to quotation on ASX after re-compliance with Chapters 1 and 2 of the Listing Rules.

Completion of the acquisition of 100% of the ordinary shares in 333D pursuant to the SSA is due to occur 7 business days following the satisfaction or waiver of the last condition to be satisfied or waived. The conditions to be satisfied or waived are:

- (a) The Company being satisfied with its due diligence enquiries in respect of 333D;
- (b) 333D being satisfied with its due diligence enquiries in respect of the Company;
- (c) Prior to the Completion Date, the Company does not receive a proposal in respect of the Company which an independent expert determines to be superior to the Transaction for OZB Shareholders;
- (d) The Company being provided with evidence to its reasonable satisfaction that the 333D Transaction has completed and that all the assets of 3D Group Pty Ltd (Administrators Appointed) have been registered in the name of the relevant Group Companies;
- (e) The Company being provided with evidence to its reasonable satisfaction that the amendment to the existing Deed of Company Agreement governing the administrations of 3D Group Pty Ltd (Administrators Appointed) and 3D Industries Pty Ltd (Administrators Appointed) has been approved by creditors, to the Company's reasonable satisfaction;
- (f) The Company obtaining all required regulatory and shareholder approvals;
- (g) The Company completing the Consolidation and re-compliance with Chapters 1 & 2 of the ASX Listing Rules;
- (h) The existing shareholders of 333D and 333D obtaining all required regulatory and Shareholder approvals; and
- (i) The Company completing the proposed capital raising of at least \$3,000,000.

### Change of Activities & General Meeting

The Transaction will result in OZB requiring shareholder approval under Chapter 11 of the ASX Listing Rules for a change in nature and scale of its operations and will re-comply with Chapters 1 and 2 of the ASX Listing Rules.

### Proposed Timetable for Re-compliance

	Date*
Dispatch of Notice of Meeting	21 August 2015
Lodgement of Prospectus with ASX	26 August 2015
Meeting of Shareholders to Approve Acquisition	22 September 2015
Suspension of Company's Shares from trading on ASX	22 September 2015
Closure of Prospectus	25 September 2015
Satisfaction of all Requirements of Chapters 1 & 2	2 October 2015
Reinstatement to trading on ASX	7 October 2015

\* The above dates are indicative only and are subject to change.

An updated capital structure and pro-forma balance sheet will be released to the market with the Notice of Meeting.

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

**David Wheeler**  
**Chairman**