

**Department 13 International Limited**  
**Securities Structure and Escrow Periods Applicable**

Department 13 International Limited	Ordinary Shares				Performance Shares (escrowed for 24 months)	Performance Rights (escrowed for 24 months)	Options exercisable at 2.5 c expiring 18/12/2020 (escrowed for 24 months)	Options exercisable at 40 c expiring 15/09/2016
	Total Ordinary Shares	No Escrow	24 Month Escrow	12 Month Escrow				
<b>Existing shares on Issue</b>	43,903,500	43,903,500						2,100,000
<b>\$6m raising</b>	60,000,000	60,000,000						
<b>Vendors</b>	200,000,000		200,000,000		200,000,000			
<b>Lenders</b>	42,000,000	10,500,000	7,110,000	24,390,000				
<b>Advisors</b>	65,000,000		65,000,000		84,000,000		40,000,000	
<b>D13 Employees</b>						27,500,000		
<b>Director Issue</b>	4,600,000		4,600,000			23,750,000		
<b>Total on Issue</b>	<b>415,503,500</b>	<b>114,403,500</b>	<b>276,710,000</b>	<b>24,390,000</b>	<b>284,000,000</b>	<b>51,250,000</b>	<b>40,000,000</b>	<b>2,100,000</b>