

A1 INVESTMENTS & RESOURCES LIMITED

ABN 44 109 330 949

SHARE PURCHASE PLAN (“SPP”)

Eligible shareholders can purchase a maximum of \$15,000
of A1 Investments & Resources Limited shares at a discount to market price
and without any brokerage fees

OFFER CLOSES 5.00pm on 28 November 2014

Dated: 23 October 2014

This is an important document that requires
your immediate attention
should you choose to participate in the SPP.

A1 INVESTMENTS & RESOURCES SHARE PURCHASE PLAN

TERMS AND CONDITIONS

The Directors of A1 INVESTMENTS & RESOURCES LIMITED ("A1") are pleased to extend an invitation to each A1 shareholder to subscribe for shares in the Company to raise a maximum of \$500,000 under this Share Purchase Plan ("SPP"). The SPP offers eligible shareholders the ability to subscribe for a maximum of \$15,000 worth of fully paid ordinary shares ("New Shares") in the Company through the SPP.

These terms and conditions and the accompanying Share Purchase Plan Application Form set out the terms and conditions (Terms and Conditions) of the SPP. By accepting the offer to subscribe for shares in A1 Investments & Resources Limited (ABN 44 109 330 949) under the SPP, you agree to be bound by the Terms and Conditions and the constitution of A1.

Opening and Closing Date of the Offer

The offer to purchase New Shares under the SPP opens on 23 October 2014 at 9.00am and will close at 5.00pm on 28 November 2014.

No late applications will be accepted; however the Directors reserve the right to extend the closing date.

Participation by Shareholders

The right to participate in this offer under the SPP is available exclusively to persons who are registered as holders of fully paid ordinary shares in the Company at 5.00pm (EST) on the record date of 22 October 2014 and whose registered address, as recorded in the Company's register of members, is in Australia or New Zealand ("Eligible Shareholders").

Eligible Shareholders are entitled to apply for a parcel of shares in respect of an amount of either:

Value (A\$)	Corresponding No. of Shares
\$1,000	1,111,111
\$2,000	2,222,222
\$2,500	2,777,778
\$3,000	3,333,333
\$4,000	4,444,444
\$5,000	5,555,556
\$10,000	11,111,111
\$12,500	13,888,889
\$15,000	16,666,667

The maximum amount you can apply to invest under the SPP in all capacities is \$15,000 even if you received more than one copy of the SPP or hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares). By applying for shares under the SPP, you certify that you have not exceeded this A\$15,000 limit.

To participate and apply for shares under the SPP, either utilise the EFT facility, details of which are on the Application Form (in which case you do not need to return your Application Form) or complete the enclosed Application Form in accordance with the instructions and forward, together with your cheque to the Company at the address on the form.

Completed applications must be received by the Company no later than 5.00pm EST on 28 November 2014.

Do I have to participate?

No. Participation in the SPP is entirely voluntary. In deciding whether to participate in the SPP, please take time to read these Terms and Conditions and contact your professional financial or taxation adviser if necessary.

Beneficiaries

If a trustee or nominee is expressly noted on the register of members as holding shares on account of another person (a "Beneficiary"), then the Beneficiary is taken to be the registered holder in regard to those shares. Any application for the Offer is taken to be an issue to the Beneficiary.

Purchase Price of Shares to be Issued under the SPP

The Issue Price for Shares purchased under this SPP is A\$0.0009. The Issue Price represents 90 % of the Volume Weighted Average Prices during the five (5) trading days prior to the announcement of the Share Purchase Plan as set out below:

Date	Average Price (A\$)
13/10/14	0.001
14/10/14	0.001
15/10/14	0.001

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16/10/14	0.001
17/10/14	0.001

Opportunity to Invest

The New Shares issued pursuant to the SPP follow the passing of all the resolutions put forward at the Special General Meeting of the Company on 26 August 2014 and the substantial investment made by Sol Holdings Pte Limited, Marvel Seeds Pte Limited and Ocean Pacific Management Pte Limited. The Company now has the capacity to undertake the new business of selling and promoting SuperSorghum seeds and SuperSorghum in Australia. Together with the significant reduction in the payout of the AYIG notes by \$850,000 the Company is in a substantially better position than 12 months ago.

The Company has recently supplied SuperSorghum seed for test farming in northern Western Australia and the Northern Territory, where both areas represent a significant potential for the export of raw sorghum or pelletised sorghum for stock feed. Both governments are supporting an expansion of irrigated agricultural land for export focused products.

The biofuel sector remains buoyant subject to continuing to innovate and improve performance across the board from farms, production and distribution. SuperSorghum has significant potential to increase yields and reduce production volumes for the equivalent production of energy and thus reduce over production costs.

The SPP provides the opportunity for A1 retail shareholders including the new shareholders from the conversion of the convertible note to purchase shares in the Company at a significant discount to the price to be paid by purchasers of the shares in the market and at the same price the noteholders of the AYIG notes were able to convert to shares.

The contributed funds are of course immediately available to the company.

Calculation of Number of Shares Issued to You

In the absence of a scaleback the number of A1 Shares to be issued to you will be calculated by dividing the value of Shares that you applied for by the Offer Price, and rounding up to the nearest whole number.

For example, if you apply for \$15,000 of A1 Shares at the Offer Price of A\$0.0009, you will be allotted 16,666,667 A1 Shares. If you apply for \$1,000 of Shares, you will be allotted 1,111,111 A1 Shares.

Costs of Participation

No brokerage, commissions of other transaction costs will be payable by Eligible Shareholders in respect of the application for and allotment of New Shares under the SPP.

SPP Purpose and Structure

In accordance with ASX Listing Rules, the number of Shares that may be issued by A1 under the SPP cannot exceed 30% of the number of fully paid ordinary shares already on issue.

The directors of A1 intend using the capital raised by the SPP as working capital to support the new SuperSorghum business and for general working capital in support of the balance of the Company's business.

The directors of A1 have assessed the working capital requirements of the Company for 2015 to be approximately \$450,000. As such the Directors have decided that the proceeds of the SPP will be a maximum of \$500,000.

All Shares issued will rank equally with existing shares in A1 and will carry the same voting rights, dividend rights and entitlements to dividends, rights and bonus issues.

Scaleback

The Company may in its absolute discretion, reduce the number of New Shares allotted to each applicant to the extent and manner it sees fit ("Scaleback"). If undertaken the Scaleback will apply to applications received on a pro-rata basis, based on the size of each application.

If there is a Scaleback, the difference between the applications monies received from you and the number of New Shares allotted to you multiplied by the Issue Price, will be refunded by the Company, without interest, following allotment.

Any shortfall to the Offer may be placed at the discretion of the Board of Directors should applications total an amount less than \$1 million

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Indicative Timetable

	Dates subject to finalisation
Record Date (5.00pm EST)	22 October 2014
Announcement of Share Purchase Plan	23 October 2014
Dispatch of Entitlement and Acceptance Forms	27 October 2014
Opening Date of Offer	23 October 2014
Closing Date of Offer	28 November 2014
Allotment of shares under the SPP	3 December 2014
Dispatch date for holding statements	5 December 2014

These dates are indicative only. A1 may vary the date and times of the Offer (including shortening or extending the closing date) without notice. Accordingly, Eligible Shareholders are encouraged to utilise the EFT facilities or submit their pre-printed Share Purchase Plan Application Forms as early as possible.

If A1 rejects, or partially rejects, an application, A1 will promptly return to the Eligible Shareholder the relevant subscription monies, without interest.

Risk Factors

Before deciding whether to accept the Offer, you should refer to the current market price of A1 Shares (ASX: AYI), which can be obtained from daily newspapers, stockbroker, financial adviser or the ASX.

Owning shares in A1, is considered a speculative form of investment and note that the future price of the Company's shares can rise or fall.

Also, shareholders should be aware that there is a risk that the market price of the shares may change between the date of this Offer and the date when the new shares are issued to you under the SPP. The value of the Shares you receive may rise or fall accordingly.

Finally, shareholders should note that the offer is not made under a Prospectus or other disclosure document and does not require the type of disclosure required under the Corporations Act 2001. Shareholders must rely on their own knowledge of the Company and previous disclosures made by the Company on ASX. You should consult your professional adviser when deciding whether or not to accept the offer and participate in the SPP.

Discretion and Disputes

A1 reserves the right to waive strict compliance with any of the terms and conditions. Any powers or discretions of A1 may be exercised by the Directors of A1 or any delegate of them.

A1 may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. A determination made by A1 will be conclusive and binding on all participants and other persons to whom the determination relates.

Changes and Termination

A1 may change or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirement or policy, or any other circumstance relevant to the SPP or A1. If A1 does this, it will notify the ASX and post a notice on A1's website (www.a1investments.com.au).

Failure to notify shareholders of a change to or termination of the SPP or the terms and conditions or the non-receipt of notice by any shareholder will not invalidate the change or termination. If A1 terminates the SPP, it will refund any application moneys to you (without interest).

Additional Information

If you would like to participate in the SPP, either utilise the EFT facility, details of which are on the Application Form (in which case you do not need to return your Application Form), or return your completed pre-printed application form, together with a cheque in Australian dollars for the

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subscription price to the Company, at the address on the form by 5.00pm on 28 November 2014.

Please make cheques payable to “A1 Investments & Resources Limited” and cross the cheque “Not Negotiable”. If you do not provide the exact amount, the Company reserves the right to return your application form and cheque. The amount that you provide will be for an investment of \$15,000, \$12,500, \$10,000, \$5,000, \$3,000, \$2,500, \$2,000 or \$1,000. Please mark clearly on the application form the option you choose to participate in. If the Company returns your form and cheque, no shares will be allotted to you. No interest will be paid on any funds returned.

In the event of oversubscription, New Shares may be subject to a Scaleback which will apply to all applications on a pro-rata basis.

Please note that the maximum investment per shareholder is \$15,000 (representing 16,666,667 New Shares at a subscription price of \$0.0009 per share) and the minimum investment per shareholder is \$1,000 (representing 1,111,111 New Shares at a subscription price of \$0.0009 per Share).

Shares allotted under the SPP will be issued no later than 10 business days from the close of the offer. The Company will apply for the Shares

allotted to be quoted on the Australian Securities Exchange, within the relevant period specified in the Listing Rules.

Please note that participation is entirely at your option and the offer is non-renounceable which means it cannot be transferred to anyone else.

Declaration and Acknowledgements

By making payment using your unique EFT reference number or forwarding a cheque and completing the Application form, you:

- Acknowledge that you have read, understood and agree to be bound by the terms and conditions of the SPP;
- Agree to accept any lesser number of Shares that the number of Shares you applied for;
- Confirm the total cost of all Shares purchased by you (including through joint and beneficial holdings) does not exceed \$15,000; and
- Agree to be bound by the constitution of A1 in respect of the Shares issued to you.

Any Queries

If you have any queries regarding the SPP, please contact your professional advisor or Charlie Nakamura, Chief Executive Officer, A1 Investments & Resources Limited on 02 9114 6888 or email to charlie.n@a1investments.com.au

A1 INVESTMENTS & RESOURCES LIMITED

ABN: 44 109 330 949

Shareholder Share Purchase Plan Entitlement and Acceptance Form Offer Closes 5.00pm 28 November 2014

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR PROFESSIONAL ADVISOR.

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM ON 28 NOVEMBER 2014

- (1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

		TOTAL SUBSCRIPTION AMOUNT @ \$0.0009 PER SHARE	NUMBER OF SHARES
OFFER A - maximum amount	<input type="checkbox"/>	\$15,000.00	16,666,667
OFFER B - maximum amount	<input type="checkbox"/>	\$12,500.00	13,888,889
OFFER C - maximum amount	<input type="checkbox"/>	\$10,000.00	11,111,111
OFFER D - maximum amount	<input type="checkbox"/>	\$5,000.00	5,555,556
OFFER E - maximum amount	<input type="checkbox"/>	\$4,000.00	4,444,444
OFFER F - maximum amount	<input type="checkbox"/>	\$3,000.00	3,333,333
OFFER G - maximum amount	<input type="checkbox"/>	\$2,500.00	2,777,778
OFFER H - maximum amount	<input type="checkbox"/>	\$2,000.00	2,222,222
OFFER I - maximum amount	<input type="checkbox"/>	\$1,000.00	1,111,111

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the new Shares allotted to me/us.
- (4) I/We agree to be bound by the Constitution of A1 INVESTMENTS & RESOURCES LIMITED and the terms of the SPP.
- (5) I/We hereby agree to accept any lesser number of new Shares applied for.
- (6) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification- see overleaf for details.**
- (7) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

EFT PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE ACCEPTANCE OF THE OFFER

PAYMENT INFORMATION – Please also refer to payment instructions overleaf

ACCOUNT: A1 INVESTMENTS & RESOURCES LTD

ACC: 15-518-4254 (NAB)

BSB: 082-057

REF: Your SRN Number

CHEQUE/MONEY ORDER

All cheques (in \$AU) are to be made payable to **A1 INVESTMENTS & RESOURCES LIMITED** and crossed "Not Negotiable".

LODGEMENT INSTRUCTIONS

PAYMENT INSTRUCTIONS

EFT payment via internet.

Your reference number **MUST be your SRN number**.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. EFT applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via EFT.

Your EFT reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the Company:

A1 Investments & Resources Ltd
Suite 606, 37 Bligh Street
2000 NSW.

Applications must be received by the Company no later than 5.00pm EST on the closing date.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of A1 Investments & Resources Limited and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount of \$15,000 taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425) and are applying on behalf of one or more beneficiaries on whose behalf you hold shares, you must submit a custodian certificate to A1 INVESTMENTS & RESOURCES Limited.

ENQUIRIES

If you have any questions regarding the Shareholder Share Purchase Plan or how to deal with this Offer, please contact your stockbroker or professional adviser. For further information contact Mr Charlie Nakamura, Chief Executive Officer, A1 Investments & Resources Limited, on 02 9114 6888; or via email at charlie.n@a1investments.com.au

Offer Closes 5.00pm on 28 November 2014