

26 October 2015

Issue of Bonus Shares – Process and Timing

Grays eCommerce Group Limited (ASX: GEG) (**GEG** or **Company**) advises that as outlined in the Prospectus dated 30 September 2014 the Company is obliged to issue additional GEG shares (**Bonus Shares**) one year after the date of completion of the transaction between GEG (formerly Mnemon Limited) and Grays (Aust) Holdings Pty Ltd (**Grays**). Completion of the transaction occurred on 7 November 2014 (**Completion Date**).

Any former Grays shareholders who, on 7 November 2015 (being the first anniversary of the Completion Date), hold 75% or more of the number of GEG shares that were issued to them on the Completion Date, will be issued one Bonus Share for every two GEG shares held.

Whilst the number of Bonus Shares to be issued may vary depending on trading in GEG shares up to 7.00pm (AEDT) on Friday, 6 November 2015, based on the holdings of GEG shares by former Grays shareholders as set out in the Company's share register as at the date of this announcement, the Company would issue a maximum of 32,985,677 Bonus Shares.

GEG advises that the process and timing for the issue of the Bonus Shares is as follows:

- Friday 6 November 2015 – after 7.00pm (AEDT) the Company will determine the number of Bonus Shares to be issued;
- Monday 9 November 2015 – the Company will issue the Bonus Shares to each relevant former Grays shareholder, and the Company will announce this issue to ASX;
- Monday 9 November 2015 – it is expected that the Bonus Shares will be available to holders to trade, should they wish to, at some stage during the day of issue;
- Tuesday 10 November 2015– holding statements in respect of the Bonus Shares issued will be dispatched to each relevant former Grays shareholder.

Former Grays shareholders do not need to take any action in order to have issued to them any Bonus Shares to which they are entitled.

Former Grays shareholders will not receive any direct communication from the Company in respect of the number of Bonus Shares they will be issued – all relevant communications will be by way of an ASX announcement and new holding statements that will be sent by post directly from the share registry.

For more information please contact:

Corporate

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About Grays eCommerce Group Limited

Grays eCommerce Group Limited is listed on ASX (ticker: GEG). The company operates two business segments – B2B and B2C.

The B2B business segment comprises the business-facing components of the graysonline brand, the graysasset and graysmining brands, as well as DMS Davlan and Bryan Andrews Auctions. Collectively, these brands are the largest B2B online auction marketplace in the Asia Pacific region for used plant and equipment. The business provides a full range of valuation and project-management functions for a range of clients including major corporations, insolvency practitioners, financiers and banks.

The B2C business segment comprises the consumer-facing components of graysonline, and offers auction-based consumer product sales. Strong relationships with local and international brand owners across numerous product categories are key to its success. Grays wine is the third largest visited online wine site in Australia and through its websites Graysonline.com.au and Grayswine.com.au sells more than 6 million bottles of wine each year.

For further information go to www.graysecommercegroup.com.au or www.graysonline.com.au