



8 August 2016

Option Expiry and New Bonus Option Issue

Notice to Holders of Listed Options

Please find below a copy of a letter sent to option holders advising them of the expiry of listed options on 31 August 2016.

New Bonus Option Issue

The Directors of Ozgrowth Limited (the Company) are pleased to announce the Company's intention to issue **new** bonus options to its shareholders in the ratio of 1 option for every 10 ordinary shares they hold. The new options will be issued to eligible shareholders **at no cost** and are expected to trade on the ASX.

Each option will give the holder the opportunity, but not the obligation, to subscribe for an additional share in the Company at a price of \$0.18. The options will be exercisable at any time up until the expiry date of 31 August 2017.

The terms and expiry date of existing options on issue (ASX code OZGOA) remain unchanged.

A prospectus and indicative timetable is anticipated to be issued in late August.

1 August 2016

OZG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

NOTICE TO HOLDERS OF LISTED OPTIONS EXERCISABLE AT \$0.18 ON OR BEFORE 31 AUGUST 2016
("EXPIRING OPTIONS")

We write to you as a registered holder of Expiring Options. These options entitle you to acquire ordinary fully paid shares in Ozgrowth Limited ("Company"). Each option held is for the acquisition of one fully paid share in the issued capital of the Company, and **the exercise price is \$0.18 per option.**

The **last traded price of ordinary shares on the date immediately preceding the date of this letter was \$0.15 per share.**

You are formally advised that these options will expire at 5:00 pm Western Standard Time (WST) on 31 August 2016, and official quotation of these options on the Australian Securities Exchange (ASX) will cease at close of trading on 25 August 2016.

The Expiring Options may be exercised in whole or in part by completing the form entitled Application Form on Exercise of Options Expiring 31 August 2016 ("Notice of Exercise") and returning it to Computershare Investor Services Pty Limited, together with payment of \$0.18 for each share applied for, by no later than 5:00 pm (WST) on 31 August 2016. Please note a Notice of Exercise is only effective when the Company has received payment in full for the quantity of shares being applied for in cleared funds.

If the Notice of Exercise, together with payment in cleared funds, is not received by Computershare Investor Services Pty Limited on or before 5:00 pm WST on 31 August 2016, the Expiring Options will not be exercised and will result in forfeiture of any rights that you as an optionholder may have had in relation to ordinary shares.

Pursuant to Listing Rule 6.24 and Appendix 6A, item 6 of the ASX Listing Rules, the Company provides the information contained in this notice.

Market (Closing) Prices of Shares

The latest available market (closing) price of shares in the Company on the ASX was \$0.15 on 29 July 2016, being the last trading day prior to the date of this notice.

During the three months preceding the date of this notice, the latest highest market (closing) price of shares in the Company on the ASX was \$0.15 on 29 July 2016 and the latest lowest market (closing) price of shares in the Company on the ASX was \$0.135 on 8 July 2016.

How to Exercise your Options

Should you wish to exercise your Expiring Options, holders should complete your Notice of Exercise and forward it, to:

Computershare Investor Services Pty Limited,
GPO Box D182, Perth WA 6840

to be received and funds cleared prior to 5:00 pm WST on 31 August 2016.

Payments must be in Australian dollars, and cheques should be made payable to Ozgrowth Limited, crossed "Not Negotiable" and drawn on an Australian bank.

If you have any enquiries concerning this Notice or your option holding, please contact the Company Secretary, Chris Webster on 08 93217877, Monday to Friday (excluding public holidays) between 8:30 am and 5:30 pm (WST).

Yours faithfully

Chris Webster
Company Secretary

**Terms and
Conditions of
Options
Overleaf**

Application Form on Exercise of Options Expiring 31 August 2016

To the Directors, Ozgrowth Limited

I/We hereby exercise option(s) and hand you herewith my/our cheque for

being \$0.18 per share on application for ordinary shares in the capital of the Company.

I/We request that you allot me that number of shares and I/we agree to accept that number of shares on the terms below and the Constitution of the Company, and I/we authorise you to place my/our name on the register.

My/Our SRN/HIN (as shown on my/our Issuer Sponsored holding statement or CHESS holdings statement) is

Sign Here – This section must be signed for your instructions to be executed

I/We authorise you to act in accordance with my/our instructions set out above.

Individual or Securityholder 1

Director

Securityholder 2

Director/Company Secretary

Securityholder 3

**Sole Director and
Sole Company Secretary**

Note: when signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Contact Name

Contact Telephone Number

Day/Date

Month

Year

LODGEMENT INSTRUCTIONS

Cheques shall be in Australian currency made payable to Ozgrowth Limited and crossed "Not Negotiable". The application for shares on exercise of the options with the appropriate remittance should be lodged at the Company's Registry, Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840.

TERMS AND CONDITIONS OF OPTIONS EXPIRING 31 AUGUST 2016

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) each Option entitles the holder to subscribe for one Share upon payment of \$0.18 (**Exercise Price**);
- (b) the Options are exercisable on or before 31 August 2016 at any time;
- (c) the Options will expire on 31 August 2016. Options not exercised on the expiry date will automatically lapse;
- (d) the Options may be exercised in whole or in part, by notice in writing to the Company;
- (e) holders of Options will be permitted to participate in new issues of securities only following the prior exercise of the Option, in which case the record date must be at least seven (7) Business Days, or such lesser number of days as is permitted under the ASX Listing Rules, after announcement of the new issue, to allow exercise of the Options;
- (f) Shares issued on the exercise of the Options will be issued not more than fourteen (14) days after receipt of a properly executed "form of exercise of Options" and the specified option exercise date;
- (g) Shares allotted or issued pursuant to the exercise of an Option will rank equally with the then issued Shares;
- (h) an Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Option can be exercised; and
- (i) in the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Options or Exercise Price or both shall be reconstructed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.