

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity: Retail Food Group Limited
ABN: 31 106 840 082

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Anthony James Alford
Date of last notice	5 October 2010

Part 1 – Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Anthony Alford holds as trustee for The Anthony James Alford Child Maintenance Trust. Anthony Alford and or members of his family are discretionary objects of The Anthony Alford Child Maintenance Trust
Date of change	07.10.10
No. of securities held prior to change	20,191 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	543 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	20,734 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

+ See chapter 19 for defined terms.

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for the Bexlie Holdings Trust. Anthony Alford is not a director or shareholder of Bexlie Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the Bexlie Holdings Trust
Date of change	07.10.10
No. of securities held prior to change	691,563 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	18,576 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	710,139 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: Alford's Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for the CGFH Holdings Trust. Anthony Alford is not a director or shareholder of Alford's Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. CGFH Holdings Trust holds these shares for the benefit of Anthony Alford and or members of his family
Date of change	07.10.10
No. of securities held prior to change	8,009,777 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	18,582 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	8,028,359 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust. Anthony Alford is not a director of and does not directly hold shares in CGFH Holdings Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH Holdings Trust
Date of change	07.10.10
No. of securities held prior to change	794,116 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	21,331 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	815,447 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C4) Trust. Anthony Alford is not a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of this family are discretionary objects of the CGFH (C4) Trust
Date of change	07.10.10
No. of securities held prior to change	150,900 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	4,054 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	154,954 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C5) Trust. Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C5) Trust
Date of change	07.10.10
No. of securities held prior to change	285,791 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	7,677 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	293,468 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C6) Trust. Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C6) Trust
Date of change	07.10.10
No. of securities held prior to change	228,634 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	6,141 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	234,775 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

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Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C7) Trust. Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C7) Trust
Date of change	07.10.10
No. of securities held prior to change	114,318 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	3,071 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	117,389 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C8) Trust. Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C8) Trust
Date of change	07.10.10
No. of securities held prior to change	114,318 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	3071 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	117,389 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for the AMA Holdings Trust. Anthony Alford is not a director or shareholder of AMA Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the AMA Holdings Trust
Date of change	07.10.10
No. of securities held prior to change	1,151,372 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	30,926 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	1,182,298 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for the WSS Trust No 5. Anthony Alford is not a director or shareholder of AMA Holdings (Qld) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 5
Date of change	07.10.10
No. of securities held prior to change	824,989 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	22,159 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.42 per share
No. of securities held after change	847,148 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP)

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 2. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 2
Date of change	a) 07.10.10 b) 12.10.10
No. of securities held prior to change	297,918 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	a) 8,003 fully paid ordinary shares b) nil
Number disposed	a) nil b) 49,926
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	a) \$2.42 per share b) \$2.46 per share
No. of securities held after change	255,995 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	a) Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP) b) Off market transfer between related entities

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder: WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 3. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 3
Date of change	a) 07.10.10 b) 12.10.10
No. of securities held prior to change	47,670 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	a) 1281 fully paid ordinary shares b) nil
Number disposed	a) Nil b) 48,951 fully paid ordinary shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	a) \$2.42 per share b) \$2.46 per share
No. of securities held after change	Nil
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	a) Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP) b) Off market transfer between related entities

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Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 6. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 6
Date of change	a) 07.10.10 b) 12.10.10
No. of securities held prior to change	5,962 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	a) 161 fully paid ordinary shares b) Nil
Number disposed	a) Nil b) 6,123 fully paid ordinary shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) \$2.42 per share b) \$2.46 per share
No. of securities held after change	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a) Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP) b) Off market transfer between related entities

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund*. The Cranot Superannuation Fund holds these shares for the benefit of members of the Cranot Superannuation Fund which includes Anthony Alford and or members of his family. * <i>Anthony Alford, Gary Alford, Steven Alford and Amanda Alford previously acted in the capacity of trustees of the Cranot Superannuation Fund. The trustee was changed to CSF Investments (Qld) Pty Ltd ACN 144 991 873 on 11 October 2010.</i>
Date of change	a) 07.10.10 b) 12.10.10
No. of securities held prior to change	673,029 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	a) 18,078 fully paid ordinary shares b) 105,000 fully paid ordinary shares
Number disposed	a) Nil b) Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) \$2.42 per share b) \$2.46 per share
No. of securities held after change	796,107 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	a) Issue of ordinary shares pursuant to Dividend Reinvestment Plan (DRP) b) Off market transfer between related entities

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not Applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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ANNEXURE 1 to Appendix 3Y:

Details of Director's relevant interests in securities which have not changed:

Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
N/A

Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
<p>Registered Holder: Susan Aalders. Susan Aalders is a member of Anthony Alford's family.</p> <p>Anthony Alford holds a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act.</p>	10,000 fully paid ordinary shares
<p>Registered Holder: CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust. Mr Alford is not a director of and does not directly hold shares in CGFH (C2) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Mr Alford and or members of his family are discretionary objects of the CGFH (C2) Trust</p>	9,001,959 fully paid ordinary shares
<p>Registered Holder: Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust. Anthony Alford is not a director of Dario Pty Ltd, but owns half the issued capital therein non-beneficially. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(3) of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the Dario Choice Trust</p>	262,249 fully paid ordinary shares

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<p>Registered Holder: FHA Alford. FHA Alford is a member of Anthony Alford's family. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act</p>	<p>27,941 fully paid ordinary shares</p>
<p>Registered Holder: Saga Investments Pty Ltd ACN 121 258 179 as trustee for the CGFH (C3) Trust.</p> <p>Anthony Alford is not a director or shareholder of Saga Investments Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C3) Trust</p>	<p>680,915 fully paid ordinary shares</p>
<p>Registered Holder: SAGA Investments Pty Ltd ACN 121 258 179 as trustee for the WSS Trust No 4. Anthony Alford is not a director or shareholder of SAGA Investments Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 4</p>	<p>102,931 fully paid ordinary shares</p>

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Appendix 3Y
Change of Director's Interest Notice

Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Option Deed.
Nature of interest	The nature of the interest is set out in annexure 2 to this Appendix 3Y.
Name of registered holder (if issued securities)	Anthony Alford or his permitted nominee.
No. and class of securities to which interest relates	Unexercised Options over 10,000 fully paid ordinary shares in Retail Food Group Limited.

Detail of contract	Option Deed.
Nature of interest	The nature of the interest is set out in annexure 3 to this Appendix 3Y.
Name of registered holder (if issued securities)	Anthony Alford or his permitted nominee.
No. and class of securities to which interest relates	Unexercised Options over 250,000 fully paid ordinary shares in Retail Food Group Limited.

+ See chapter 19 for defined terms.

Annexure 2 to Appendix 3Y

Details of the unexercised options granted under the Option Deed to Mr Alford over 140,000 fully paid ordinary shares in Retail Food Group Limited are as follows:

Grant date	Number	Vesting date	Profit hurdle	Last exercise date	Exercise price
01.08.2006	210,000	70,000 options exercised 19.03.08 70,000 options exercised 01.08.08 70,000 options exercised 29.09.09	Nil	3 years after vesting date	\$1.00
01.08.2007	40,000	13,333 options exercised 02.04.09. 1 option exercised 26.08.10	Nil	3 years after vesting date	\$1.15
		13,333 options exercised 29.09.09			
		13,333 options exercised 26.08.10			
01.08.2008	30,000	10,000 options exercised 29.09.09	Nil	3 years after vesting date	\$1.32
		10,000 options exercised 26.08.10			
		10,000 options vest 3 years after grant date			

Anthony Alford may require the allotment of the option shares to him or his permitted nominee in one or more parcels, each or any number of the option shares, so that he or his permitted nominee may ultimately acquire by one or more transactions in the aggregate, all or any number of the option shares.

The issue of option shares is conditional upon approval of ASX (if required), and compliance with the Listing Rules.

Annexure 3 to Appendix 3Y:

Under the Option Deed, Anthony Alford will be granted 250,000 options over unissued fully paid ordinary shares in Retail Food Group Limited. Details of the options are as follows:

Grant date	Number	Vesting date	Profit hurdle	Last exercise date	Exercise price
Refer to Note	250,000	01.12.11	Nil	30.11.13	\$2.78

NOTE: Under the Option Deed, the grant of the options referred to above is conditional upon:

- a) the approval of the ASX (if required);
- b) compliance with the Listing Rules; and
- c) approval by shareholders at the Company's 2010 Annual General Meeting.

Subject to the approval and grant of the said options, Anthony Alford may require the allotment of the option shares to him or to his permitted nominee in one or more parcels, each or any number of the option shares, so that he or his permitted nominee may ultimately acquire by one or more transactions in the aggregate, all or any number of the option shares.

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