



Buderim Ginger Limited

ACN 010 978 800 (Company)

OFFER BOOKLET

For a non-renounceable pro rata entitlement offer to each Eligible Shareholder of one new Share for each existing Share held on the Record Date, and an offer to apply for Additional Shares.

This Offer Booklet is important and requires your immediate attention. This Offer Booklet should be read in its entirety. If you do not understand its contents or are in doubt about what to do, you should consult your stockbroker or a professional adviser.

Important Information

Offer

This Offer is dated 25 March 2011 and is made under section 708AA of the Corporations Act as notionally modified by ASIC Class Order 08/35.

This Offer Booklet is not a prospectus or other disclosure document under part 6D.2 of the Corporations Act and is not required to be lodged or registered with ASIC. This Offer Booklet does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document, and does not necessarily contain all of the information which an investor may require to make an informed investment decision.

By returning an Entitlement and Acceptance Form or otherwise paying for your Shares or Additional Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Offer.

No overseas offering

No action has been taken to permit the offer of Shares under this Offer in any jurisdiction other than Australia and New Zealand.

This Offer Booklet does not, and is not intended to, constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

This Offer Booklet is not to be distributed in, and no offer of Shares or Additional Shares is to be made in, countries other than Australia and New Zealand and such other jurisdictions (and to such other Shareholders) that the Company determines are eligible to participate in the Offer.

Shares are offered to Shareholders with a registered address in New Zealand in reliance on the Securities Act (Overseas Companies) Exemption Notice 2001 (New Zealand).

This Offer Booklet is not an investment statement or prospectus under New Zealand law, and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Offer not contained in this Offer Booklet may not be relied on as having been authorised by the Company or its officers.

Summary Offer information

Issue Price	12 cents per Share
Entitlement	One Share for each existing Share held on the Record Date
Discount to the VWAP for the 5 days on which trades in the Company's shares were recorded from 21 February 2011 to 8 March 2011 of 19.1 cents.	37.2%
Maximum number of Shares to be issued under the Offer	41,296,353
Maximum amount which may be raised under the Offer	\$4,955,562
Maximum number of Shares on issue after the Offer	82,592,706

Key Dates

Announcement of Offer	Thursday 10 March 2011
Record Date	Monday 21 March 2011 (6.00pm Brisbane time)
Offer opens	Friday 25 March 2011
Offer closes	Friday 8 April 2011 (5.00pm Brisbane time)
Shares are allotted and issued	Friday 15 April 2011
Despatch of holding statements	Monday 18 April 2011
Normal ASX trading for Shares commences	Tuesday 19 April 2011

These dates are indicative only and are subject to change. The Company reserves the right to amend this indicative timetable at any time and in particular, subject to the Corporations Act and ASX Listing Rules, to extend the latest date for receipt of Entitlement and Acceptance Forms, to accept late Entitlement and Acceptance Forms either generally or in particular cases, or to cancel the Offer without prior notice.

Chairman's letter

Dear Shareholder

I am pleased to invite you to participate in the non-renounceable pro rata entitlement offer to raise up to approximately \$4.96 million, if fully subscribed (**Offer**).

The proceeds of the Offer will be used to strengthen the Company's balance sheet, principally through the reduction of bank term debt and injection of working capital to fund the increased costs of a larger and higher priced Australian macadamia intake.

Buderim Ginger is offering Eligible Shareholders one fully paid ordinary share for every ordinary share already held. The issue price is 12 cents per share, which represents a discount of 37.2% to the volume weighted average share price for the 5 days on which trades in the Company's shares were recorded prior to 8 March 2011. This VWAP was 19.1 cents.

Eligible Shareholders may also apply for additional new Shares in excess of their Entitlement at the same issue price of 12 cents per new Share. This is an opportunity for Eligible Shareholders to apply for additional shares in order to increase their holdings. The Offer is not underwritten.

The Directors of Buderim Ginger are committed to returning the Buderim Ginger Group to profitability. The strengthening of the balance sheet through this Offer will assist in this endeavour.

Details of the Offer and how to participate can be found in this Offer Booklet. The rights granted to you are valuable and I urge you to read this Offer Booklet carefully for further details of this opportunity. Shareholders who are in any doubt as to how they should respond should consult their stockbroker, accountant or other independent adviser.

I note that a letter was forwarded to shareholders on Friday 11 March 2011 detailing the terms of the Offer and also commenting on the potential impact on the Group's financial position. The letter said that the raising would improve the Group's financial position by *'increasing NTA per share from 59 cents to 71 cents'*. This is not correct. If the Offer is fully subscribed, it will reduce the Company's NTA per share from 59 cents to 35 cents (the arithmetic result of doubling the number of shares on issue).

Buderim Ginger has enjoyed strong Shareholder support since its ASX listing in 1989, with some founding shareholders remaining on the register since that date. Directors are conscious of providing all Shareholders with the opportunity, where possible, to participate in creating a stronger financial foundation for growth.

The Board commends the Offer to you. We look forward to your continued support.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Maitland', with a long horizontal line extending to the right.

Stephen Maitland
Chairman
Buderim Ginger Limited

1 Details of the Offer

1.1 Entitlement offer

Under the non-renounceable pro rata entitlement offer (**Offer**) Eligible Shareholders are entitled to subscribe for one new Share for each existing Share held on the Record Date, at an issue price of 12 cents per Share.

Eligible Shareholders may also apply for Additional Shares (which are Shares which are not taken up by Eligible Shareholders) in excess of their Entitlement. The Company will issue Additional Shares to those Eligible Shareholders who apply for Additional Shares on a pro rata basis. Additional Shares will not be issued to Eligible Shareholders where to do so would involve a breach of the Corporations Act or any applicable law. The Directors reserve the right to issue any Additional Shares which are not subscribed for by Eligible Shareholders at their discretion within three months after the Closing Date.

Fractional entitlements to Shares will be rounded up to the nearest whole number. The Entitlement of each Eligible Shareholder under the Offer is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Booklet. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each holding. If you are an Eligible Shareholder and did not receive your personalised Entitlement and Acceptance Form, please call the Company's Share Registry on the number in the Corporate Directory.

1.2 Eligible Shareholders

An Eligible Shareholder is a shareholder who, at the Record Date, is recorded on the Register and has a registered address in Australia or New Zealand.

1.3 Opening Date and Closing Date

The Offer opens on the Opening Date, namely Friday 25 March 2011. The Company will accept Entitlement and Acceptance Forms until 5.00pm (Brisbane time) on the Closing Date or such other date as the Directors in their absolute discretion determine, subject to the ASX Listing Rules.

1.4 Offer is non-renounceable

This Offer is non-renounceable, which means that your Entitlement cannot be sold or otherwise transferred.

1.5 Allotment and issue of Shares

Shares are expected to be allotted and issued by 15 April 2011 (subject to variation at the discretion of the Company).

The expected date for despatch of holding statements is 18 April 2011. It is the responsibility of the Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.6 Overseas shareholders

The Offer is not being extended to Shareholders with a registered address outside of Australia or New Zealand because of the small number of such Shareholders, the number and value of Shares they hold, and the cost of complying with the applicable regulations in the jurisdictions outside of Australia and New Zealand and other jurisdictions determined by the Company.

1.7 ASX quotation

An application has been made to ASX for official quotation of the Shares. If permission for quotation is not granted by ASX, the Shares will not be allotted and Application Monies will be refunded (without interest) as soon as practicable.

1.8 CHESS

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, and you take up your Entitlement, ASX Settlement will send you a CHESS statement. The CHESS statement will set out the number of Shares issued under this Offer Booklet, provide details of your holder identification number and the participant identification number of the sponsor.

If you are registered in the issuer sponsored subregister, your statement will be despatched by the Share Registry and will contain the number of Shares issued to you under this Offer Booklet and your security holder reference number.

1.9 Application Monies

Until the Shares are issued, the Company will hold the Application Monies on trust. The account will be established and kept solely for the purpose of depositing Application Monies and retaining those funds for as long as required under the Corporations Act.

Any interest accrued on Application Monies will be retained by the Company and will not be paid to the relevant Eligible Shareholder including if the Offer is cancelled or withdrawn.

1.10 Taxation implications

Shareholders should be aware that there may be taxation implications of participating in the Offer and subscribing for Shares. Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances.

1.11 No underwriting

This Offer is not underwritten.

2 How to deal with your Entitlement

2.1 Acceptance of the Shares under this Offer Booklet

Acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Booklet. Acceptance may be for:

- all of your Entitlement; or
- part of your Entitlement.

Eligible Shareholders may also apply for Additional Shares. If any acceptance exceeds the Entitlement, the Directors may deem that acceptance to be acceptance for the full Entitlement and an application for Additional Shares.

If you provide insufficient funds to meet the Application Monies due to take up your Entitlement your Application may be rejected.

To accept your Entitlement in full

If you wish to take up your Entitlement to Shares in full, you should complete the Entitlement and Acceptance Form and send the completed Entitlement and Acceptance Form together with your cheque, bank draft or money order drawn in Australian Dollars for the Application Monies to the Share Registry. Completed Entitlement and Acceptance Forms must reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

As an alternative you may pay Application Monies by BPAY® and those Application Monies must reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

Please note that should you choose to use BPAY® to pay for your Application Monies:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make the declarations on that form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered by your Application Monies.

If you wish to apply for Additional Shares

If you wish to apply for Additional Shares, follow the instructions on the Entitlement and Acceptance Form and specify the total number of Shares you wish to apply for.

You must provide the Application Monies by cheque, bank draft or BPAY® for the total number of Additional Shares you wish to apply for. There is no guarantee that you will receive Additional Shares. In the event of a Shortfall, Additional Shares will be allocated and issued to those Eligible Shareholders who apply for Additional Shares on a pro rata basis. Additional Shares will not be issued to Eligible Shareholders where to do so would involve a breach of the Corporations Act or any applicable law. If you do not receive any or all of the Additional Shares you applied for, any excess Application Monies will be returned to you (without interest) by way of cheque to your registered address.

The Directors reserve the right to issue any Additional Shares which are not subscribed for by Eligible Shareholders at their discretion within three months after the Closing Date.

To accept your Entitlement in part

If you wish to take up your Entitlement to Shares in part, complete the Entitlement and Acceptance Form for those Entitlements you wish to accept. The completed Entitlement and Acceptance Form and payment must reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

As an alternative you may pay Application Monies by BPAY® and those Application Monies must reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date.

Please note that should you choose to use BPAY® to pay for your Application Monies:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make the declarations on that form; and
- you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered by your Application Monies.

Non-acceptance

If you do not wish to accept all or part of your Entitlement do not take any action, you are not obliged to do anything and your Entitlement will automatically lapse. You will receive no payment for your lapsed Entitlement. The Shares that relate to part of your Entitlement that has not been accepted may be sold under the Additional Share offer.

2.2 Enquiries concerning your entitlement

If you have any questions concerning your Entitlement, please contact the Share Registry:

Computershare Investor Services Pty Limited
By telephone: 1300 552 270 (within Australia)
or +61 3 9415 4000 (outside Australia)

2.3 Entitlement and Acceptance Form is binding

Receipt of payment of Application Monies whether by BPAY® or by cheque and a completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire Shares on the terms and conditions set out in this Offer Booklet and an acknowledgement by you that you have received and read this Offer Booklet, you have acted in accordance with the terms of the Offer detailed in this Offer Booklet, and that you agree to all of the terms and conditions as detailed in this Offer Booklet. The Entitlement and Acceptance Form, once lodged, cannot be withdrawn. The Entitlement and Acceptance Form does not need to be signed to be binding. If the Entitlement and Acceptance Form is not completed correctly, the Company in its absolute discretion can reject it or treat it as valid. The Company's decision as to whether to accept or reject an Entitlement and Acceptance Form or how to interpret an incorrectly completed Entitlement and Acceptance Form is final.

2.4 Privacy

As a Shareholder, the Company and the Share Registry have already collected certain personal information from you. If you apply for Shares, the Company and the Share Registry may update that personal information and collect additional personal information. The Company and the Share Registry collect, hold and use that information to assess your application, service your needs as a Shareholder, facilitate dividend payments and corporate communications to you as a Shareholder and carry out administration.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers in this Offer Booklet.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1998 (Cth) and the Corporations Act. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

2.5 ASIC relief

The Company has applied for, and received, relief from ASIC to permit Eligible Shareholders to acquire voting power in the Company in excess of 20% (or increase their voting power if they already have at least 20% voting power in the Company) as a result of those Eligible Shareholders subscribing for their full Entitlement of new Shares and applying for, and receiving, Additional Shares.

The Company has also applied for, and received, relief from ASIC from the requirement to establish a nominee procedure to deal with Entitlements for the Company's shareholders with a registered address outside of Australia or New Zealand on the Record Date.

GLOSSARY

A\$ or \$	Australian dollar.
Additional Shares	Shares that Eligible Shareholders may apply for under section 2.1 of this Offer Booklet in excess of their Entitlement.
Applicant	An Eligible Shareholder who accepts their Entitlement or who applies for Additional Shares under this Offer Booklet.
Application	An application for a specified number of Shares by an Applicant under this Offer Booklet.
Application Monies	Funds accompanying a completed Entitlement and Acceptance Form.
ASIC	Australian Securities and Investment Commission.
ASX	ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Ltd ABN 49 001 504 532
Board	The Directors acting as a board of the Company.
Closing Date	5.00pm (Brisbane time) 8 April 2011.
Company	Buderim Ginger Limited ACN 010 978 800
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	Director of the Company.
Eligible Shareholder	Shareholders on the Record Date with a registered address in Australia or New Zealand.
Entitlement	The number of Shares each Eligible Shareholder is offered under the Offer as designated on their personalised Entitlement and Acceptance Form.
Entitlement and Acceptance Form	The entitlement and acceptance form which is included in or accompanies this Offer Booklet.
Existing Shares	Shares on issue at the Record Date.
Issue Price	12 cents per Share.
Offer	The non-renounceable pro rata entitlement offer of Shares under this Offer Booklet.
Offer Booklet	This Offer Booklet.
Offer Period	Friday 25 March 2011 to Friday 8 April 2011, or any other date as may be determined by the Company.
Opening Date	Friday 25 March 2011.
Record Date	6.00pm (Brisbane time) Monday 21 March 2011.
Share	A fully paid ordinary share in the capital of the Company offered and issued under this Offer Booklet, the terms and conditions of which are set out in this Offer Booklet.
Share Registry	Computershare Investor Services Pty Limited ABN 48 078 279 277.
Shareholder	A holder of Shares as recorded by the Share Registry.
Shortfall	Shares available under the Offer that are not subscribed for by Eligible Shareholders by 5.00pm (Brisbane time) on the Closing Date.
VWAP	Volume weighted average price.

3 Corporate directory

Board of Directors

Mr Stephen Maitland (Chairman)
Mr Shane Templeton
Mr Steve Morrow

Company Secretary

Ms Karon Rogers (CFO)

Registered Office

50 Pioneer Road
Yandina QLD 4561

Auditors

BDO Audit (Qld) Pty Ltd
300 Queen Street
Brisbane QLD 4000

Legal Adviser

DLA Phillips Fox
Level 28 Waterfront Place
1 Eagle Street
Brisbane QLD 4000

Share Registry

Computershare Investor Services Pty Limited
GPO Box 5240
Brisbane QLD 4001

By telephone: 1300 552 270 (within Australia)
or +61 3 9415 4000 (outside Australia)