

17 February 2010

Information Services Operations  
Quotations  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**RE: RETAIL FOOD GROUP LIMITED (ASX:RFG)**

We refer to the Company's Appendix 3B lodged today.

We confirm that the aforesaid document contains a minor typographical error in connection with the number of new securities issued by the Company.

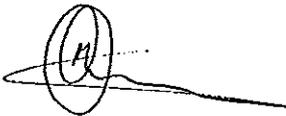
We refer you to the shares noted at (a) in Item 2 of Part 1 of the said Appendix 3B. The correct number of shares specified should have been 420,495 shares (rather than 420,945 shares).

We confirm that the remainder of the Appendix 3B lodged today (including the total issued capital) is accurate.

We kindly ask that you disregard the Appendix 3B lodged earlier today and have enclosed for your attention a fresh Appendix 3B which corrects the error noted above.

We apologise for any inconvenience caused.

Yours faithfully



**Mark Connors**  
Legal Counsel & Company Secretary  
Retail Food Group Limited

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Retail Food Group Limited

ABN

31 106 840 082

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | a) 420,495 RFG ordinary shares<br>b) 72,667 RFG ordinary shares<br><b>TOTAL: 493,162 RFG ordinary shares</b> |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares   |

+ See chapter 19 for defined terms.

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes – shares rank equally with existing ordinary shares.</p>				
<p>5 Issue price or consideration</p>	<p>a) \$2.83 per share  b) \$1.00 per share</p>				
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) fully paid ordinary shares issued as part consideration paid to vendor on settlement of the reacquisition of the Brumby's Bakeries Western Australia and Northern Territory master franchise business;</p> <p>b) fully paid ordinary shares issued following exercise of vested options granted pursuant to the Company's Executive Share Option Plan ('ESOP')</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>a) 16 February 2010  b) 16 February 2010</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="692 1507 995 1547">Number</th> <th data-bbox="995 1507 1289 1547"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="692 1547 995 1765">103,623,966</td> <td data-bbox="995 1547 1289 1765">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	103,623,966	Fully Paid Ordinary Shares
Number	<sup>+</sup> Class				
103,623,966	Fully Paid Ordinary Shares				

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<sup>+</sup> See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,599,863	Options granted for ordinary shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As determined by the Board from time to time.	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable

+ See chapter 19 for defined terms.

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20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	Not Applicable
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable

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<sup>+</sup> See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

Not Applicable
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39 Class of +securities for which  
 quotation is sought 

Not Applicable
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40 Do the +securities rank equally in all  
 respects from the date of allotment  
 with an existing +class of quoted  
 +securities?  
  
 If the additional securities do not  
 rank equally, please state:  
 • the date from which they do  
 • the extent to which they  
 participate for the next dividend,  
 (in the case of a trust,  
 distribution) or interest payment  
 • the extent to which they do not  
 rank equally, other than in  
 relation to the next dividend,  
 distribution or interest payment

Not Applicable
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41 Reason for request for quotation  
 now  
  
 Example: In the case of restricted securities, end of  
 restriction period  
  
 (if issued upon conversion of  
 another security, clearly identify that  
 other security)

Not Applicable
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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
	Not Applicable	Not Applicable

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  
  - There is no reason why those +securities should not be granted +quotation.
  
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 17 February 2010  
(Director/Company Secretary)

Print name: Anthony Mark Connors

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+ See chapter 19 for defined terms.