



9 September 2008

Company Announcements Office  
Australian Stock Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**Via electronic lodgement**

### **Placement of Shares**

**Gage Roads Brewing Co Ltd (ASX: GRB)** advises it has completed a placement of 3 million ordinary shares at an issue price of 6 cents per share to raise \$180,000 from sophisticated investors.

The Company is in discussions with a number of interested parties to place the remaining \$420,000 of the \$600,000 shortfall identified in the Annual Report, which will require shareholder approval at the forthcoming AGM to be held at 4pm on 9<sup>th</sup> October 2008.

Monies raised in the placement will be used to fund capital improvements to deliver production efficiencies and reduce the costs of production. The balance of the funds will be applied to the national marketing program, new product development and working capital purposes.

As part of the revised corporate and operational strategy outlined in the recent Annual Report, Gage Roads plans to drive not only volume per outlet but also the total number of outlets to reach overall volumes that utilise more of the existing installed capacity. Accelerated new product development and targeting different consumers is the core strategy expected to drive volume per outlet, while a change in our distribution partner to VOK Beverages Pty Ltd is expected to impact positively on the total number of outlets.

The Management team in conjunction with the Board have a clearly defined path to profitability, with a focus on cost reduction and volume growth.

Please find attached an Appendix 3B and Section 708A notice in relation to the issue.

-END-

For further information please contact:

Nick Hayler  
CEO  
Gage Roads Brewing Co Ltd

Tel: (08) 9331 2300

AUSTRALIA'S CRAFT BREWERY

GAGE ROADS BREWING CO LTD  
ABN 22 103 014 320

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## 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.

Name of entity

GAGE ROADS BREWING CO LIMITED

ABN

22 103 014 320

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  | 2,999,999 shares           |
| 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 |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +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</p>				
<p>5 Issue price or consideration</p>	<p>6 cents per share</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Monies raised in the placement will be used to fund capital improvements to deliver production efficiencies, marketing expenditure, new product development and working capital.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>09 September 2008</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">64,715,249</td> <td style="text-align: center;">Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	64,715,249	Ordinary shares
Number	+Class				
64,715,249	Ordinary shares				

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+ 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)	3,850,000	UNL OPTS 50 cents EXP 04/12/11
	750,000	UNL OPTS 40 cents EXP 12/07/12
	750,000	UNL OPTS 20 cents EXP 19/12/12
	750,000	UNL OPTS 30 cents EXP 19/12/12
	750,000	UNL OPTS 40 cents EXP 19/12/12
	8,901,474	ESCROW SHARES EXP 13/12/08
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None	

## Part 2 - Bonus issue or pro rata issue

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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 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 |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  |  |

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+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +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 +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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

38 Number of securities for which  
 +quotation is sought

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39 Class of +securities for which  
 quotation is sought

--

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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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9 September 2008

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**Via electronic lodgement**

**GAGE ROADS BREWING CO LIMITED**  
**Notice under Section 708A**

Gage Roads Brewing Co Limited (**Company**) advises it has completed a placement of 2,999,999 shares at an issue price of 6 cents per share to raise \$179,999.94. The securities are part of a class of securities quoted on ASX Limited (**ASX**).

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act.

The shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act; and
- (b) Section 674 of the Corporations Act.

There is no excluded information for the purposes of Sections 708A(7) and (8) of the Corporations Act.

-END-

For further information please contact:  
John Hoedemaker  
Company Secretary  
Gage Roads Brewing Co Ltd  
Tel: (08) 9331 2300

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