



ASX Announcement

8 September 2016

P +61 8 9314 0000
F +61 8 9331 2400
info@gageroads.com.au

SUPPLEMENTARY PROSPECTUS

Gage Roads Brewing Co Ltd
14 Absolon St, Palmyra
Western Australia 6157

PO Box 2024 Palmyra DC
Western Australia 6169

ABN 22 103 014 320
ASX: GRB

Please find attached a Supplementary Prospectus to Shareholders containing additional information in relation to the status and details of the underwriting and sub-underwriting of the Offer. The Supplementary Prospectus is intended to be read with the prospectus dated 30 August 2016.

There is no change to the indicative timetable for the Offer, other than in relation to the dispatch date for the Prospectus (and Supplementary Prospectus), which will now occur on 9 September 2016.

- END-

Marcel Brandenburg
Company Secretary
Gage Roads Brewing Co Ltd
Tel: (08) 9314 0000

John Gardner
Media/Investor Relations
Citadel-MAGNUS
0413 355 997

Gage Roads Brewing Co Limited has been one of Australia's leading craft breweries for over 14 years.

The Gage Roads craft range includes Atomic Pale Ale, Sleeping Giant IPA, Narrow Neck Session Ale, Breakwater Australian Pale Ale, Single Fin Summer Ale, Pils 3.5% and Small Batch Lager which have grown to become one of Australia's most popular suite of brands.

Through its contract brewing services division, Australian Quality Beverages, the Company also provides specialist contract brewing and packaging services to brand owners throughout Australia.

GAGE ROADS BREWING CO LTD
ACN 103 014 320

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 30 August 2016 (**Prospectus**), issued by Gage Roads Brewing Co Ltd (ACN 103 014 320) (**Company**).

This Supplementary Prospectus dated 8 September 2016 was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's ASX announcements platform (ASX:GRB).

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

2. INTRODUCTION

On 30 August 2016, the Company announced its intention to raise approximately \$10.1 million through a placement of 63.9 million Shares to raise approximately \$1.6 million (**Placement**) and a fully underwritten entitlement offer to raise approximately \$8.5 million (**Entitlement Offer**). The Company lodged the Prospectus in respect of the Entitlement Offer on that date.

The Company has issued this Supplementary Prospectus to provide additional information to Shareholders in relation to the status and details of the underwriting and sub-underwriting of the Offer.

3. ADDITIONAL INFORMATION RELATING TO UNDERWRITING AND SUB-UNDERWRITING

By this Supplementary Prospectus, the following additional information is included in the Prospectus:

3.1 Underwriting Agreement

As set out in section 4.8 and 8.5 of the Prospectus, the Company has appointed Argonaut Capital Limited as underwriter to fully underwrite the Offer.

The Underwriting Agreement is conditional upon the satisfaction of the conditions set out in Section 8.5 of the Prospectus, being:

- (a) (**Shareholder Approval**): the Company obtaining all of the Shareholder Approvals (or if the Shareholder Approvals are passed with amendments, such amendments are to be acceptable to the Underwriter acting in its sole discretion) on or before 30 September 2016;
- (b) (**Refinancing documents**) the Company executes binding documentation with one or more major commercial banks on or before 30 September 2016 for the provision of finance to the Company following the Offer (such binding

documentation made be subject to the completion of the Offer) and is otherwise on terms satisfactory to the Underwriter (acting reasonably); and

- (c) **(Closing documents)** the Company providing a notice of the Shortfall and a certificate to the Underwriter by the Shortfall Notice Deadline Date (being 4 October 2016).

If any of these conditions are not satisfied by the satisfaction date identified in the relevant condition, or waived by the Underwriter:

- (a) the Company will consider it to be a new circumstance which is materially adverse from the point of view of an investor;
- (b) the Company will either:
- (i) issue a supplementary prospectus and offer Applicants the right to withdraw their application and be repaid their application monies. In this case, the Offer may raise less than the full subscription amount
 - (ii) withdraw the Offer and refund all application monies to Applicants; and
- (c) the Company may not be able to proceed with the proposed Buy-Back. It is proposed that the Buy-Back will be conditional upon the Company raising a minimum of \$6.7 million pursuant to the Placement and the Offer.

3.2 Sub-underwriting arrangements

In addition to the information provided in Section 4.9, the Company advises that:

- (a) the Underwriter has entered into sub-underwriting agreements in respect of all Shares offered pursuant to the Offer;
- (b) pursuant to the Underwriting Agreement, the Underwriter must ensure that no sub-underwriter will acquire or increase their holding in the Company above 19.9% as a result of sub-underwriting the Offer; and
- (c) the institutional sub-underwriter that may hold a substantial interest following completion of the Offer referred to in section 4.9 of the Prospectus is Colonial First State Asset Management (Australia) Limited (**Colonial**).

Colonial has been issued 29,900,000 Shares pursuant to the Placement, and has agreed to sub-underwrite 100,000,000 Shares offered pursuant to the Offer. On the basis that Colonial is an institutional investor, the Company believes Colonial has the capacity to fulfil its sub-underwriting obligations.

The voting power of Colonial following completion of the Offer under different scenarios is provided below:

Level of acceptances by Shareholders	Voting power
0% of Entitlements taken up by Shareholders	17.77%
25% of Entitlements taken up by Shareholders	13.89%
50% of Entitlements taken up by Shareholders	10.02%
75% of Entitlements taken up by Shareholders	6.15%
100% of Entitlements taken up by Shareholders	4.09%

4. PROVISION OF SUPPLEMENTARY PROSPECTUS TO SHAREHOLDERS

The Directors believe the changes set out in this Supplementary Prospectus are not materially adverse from the point of view of an investor. As at the date of this Prospectus, no applications for Shares have been received by the Company pursuant to the Prospectus.

A copy of this Supplementary Prospectus will be available on the Company's website and will be dispatched to Eligible Shareholders together with the Prospectus in accordance with the timetable set out in Section 5 below.

5. TIMETABLE

The Company advises there is no change to the indicative timetable for the Offer, other than in relation to the dispatch date for the Prospectus, which will now occur on 9 September 2016. A revised timetable is set out below:

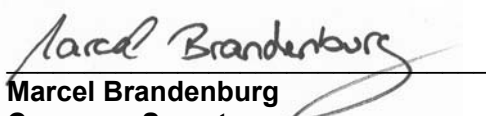
Event	Date
Lodgement of Prospectus with the ASIC	30 August 2016
Lodgement of Prospectus & Appendix 3B with ASX	30 August 2016
Notice sent to Shareholders	1 September 2016
Ex date	2 September 2016
Record Date for determining Entitlements	5 September 2016
Prospectus and Supplementary Prospectus sent out to Shareholders & Company announces this has been completed	9 September 2016
Closing Date*	28 September 2016
Shares quoted on a deferred settlement basis	29 September 2016
Annual General Meeting of Shareholders	30 September 2016
ASX notified of under subscriptions	4 October 2016
Issue date/Shares entered into Shareholders' security holdings	4 October 2016
Quotation of Shares issued under the Offer*	5 October 2016

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

6. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.


Marcel Brandenburg
Company Secretary
For and on behalf of
Gage Roads Brewing Co Ltd