



ASX ANNOUNCEMENT

4 October 2016

APPENDIX 3C – ANNOUNCEMENT OF BUY-BACK

Please find attached the Appendix 3C relating to the announcement of the buy-back of Woolworth's 100,016,305 Shares in the Company at \$0.015625 per Share.

The terms of this buy-back were approved by Shareholders at the Company's Annual General Meeting held 30 September 2016.

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ABN 22 103 014 320
ASX: GRB

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, Little Dove New World Pale Ale, 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.

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Gage Roads Brewing Co Ltd	103 014 320

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Selective Buy Back
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary Shares
3	Voting rights (<i>eg, one for one</i>)	One for One
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully Paid
5	Number of shares/units in the ⁺ class on issue	959,467,942
6	Whether shareholder/unitholder approval is required for buy-back	Yes. Shareholder approval was obtained on 30 September 2016

⁺ See chapter 19 for defined terms.

7	Reason for buy-back	Pursuant to the terms of a proposed buy-back of all shares held by Woolworths Limited, as approved by shareholders on 30 September 2016
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8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	Nil
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On-market buy-back

9	Name of broker who will act on the company's behalf	N/A
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10	Deleted 30/9/2001.	N/A
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11	If the company/trust intends to buy back a maximum number of shares - that number <small>Note: This requires a figure to be included, not a percentage.</small>	N/A
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12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	N/A
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13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	N/A
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Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
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15	Price to be offered for shares	N/A
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⁺ See chapter 19 for defined terms.

Appendix 3C Announcement of buy-back

Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	Woolworths Limited
17	Number of shares proposed to be bought back	100,016,305 Shares
18	Price to be offered for shares	\$0.015625 per Share

Equal access scheme

19	Percentage of shares proposed to be bought back	N/A
20	Total number of shares proposed to be bought back if all offers are accepted	N/A
21	Price to be offered for shares	N/A
22	+Record date for participation in offer <small>Cross reference: Appendix 7A, clause 9.</small>	N/A

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2.
or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  Date: 4 October 2016
(Company secretary)

Print name: Marcel Brandenburg

⁺ See chapter 19 for defined terms.