



30 April 2013

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

SHARE ISSUE TO INSTITUTIONAL INVESTORS AND WOOLWORTHS LIMITED

Gage Roads Brewing Co Ltd (Company) (ASX Code: GRB) advises that 50,513,439 ordinary shares have been issued today to institutional investors and Woolworths Limited raising \$7,482,635 as follows.

	Shares Issued	Issue Price	Subscription Amount
Institutional Investors	36,950,000	\$0.150	\$5,542,500
Woolworths Limited	12,481,439	\$0.150	\$1,872,216
Woolworths Limited	1,082,000	\$0.063	\$67,919
	50,513,439		\$7,482,635

The placement to institutional investors and Woolworths has been made without shareholder approval in reliance on the Company's 15% annual placement capacity.

The shares were offered and issued to Woolworths in accordance with the Subscription Agreement and Subscriber's Rights Deed entered into on the 15 May 2009 and ratified by shareholders at a general meeting held on 29 June 2009. In summary, the subscriber's rights deed confers to Woolworths Limited the right to acquire shares at market price after a dilutionary event (Top Up Rights) in order to maintain their original 25.25% shareholding in the Company.

12,481,439 shares have been issued to Woolworths Limited at a price of \$0.15 in relation to Top Up Rights relating to the current placement to institutional investors. A further 1,082,000 shares have been issued to Woolworths Limited at an average price of \$0.063 in relation to Top Up Rights from prior dilution events that occurred when employee shares were issued during FY12. In accordance with the Subscription Agreement the issue price of these shares is based on the issue price paid for the shares at the time of the prior dilution events.

AUSTRALIA'S CRAFT BREWERY

GAGE ROADS BREWING CO LTD
 ABN 22 103 014 320

14 ABSOLON STREET PALMYRA WESTERN AUSTRALIA 6157 PO Box 2024 PALMYRA DC WESTERN AUSTRALIA 6961
 TELEPHONE: (08) 9331 2300 FACSIMILE: (08) 9331 2400 EMAIL: brewery@gageroads.com.au WEB: www.gageroads.com.au



The proceeds are expected to be applied towards partial repayment of the Company's debt facility with the ANZ, the improvement of the Company's working capital position, and the expenses of the placement as follows.

	Use of Funds
Part repayment of ANZ facility	\$4,000,000
Working Capital	\$3,182,635
Expenses of the placement	\$300,000
	\$7,482,635

APPENDIX 3B

Please find attached the Appendix 3B relating to the quotation of the 50,513,439 ordinary shares.

SHARE PURCHASE PLAN

The Company has also announced its intention to provide a non-underwritten Shareholder Share Purchase Plan to offer 3,333,333 ordinary shares at a price of \$0.15 per share to raise up to \$500,000.

Offers in relation to the Share Purchase Plan are presently being dispatched and will be received by shareholders shortly. Please find below cleansing statements in relation to the placement and the share purchase plan.

NOTICE UNDER SECTION 708A

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act. These securities are part of a class of securities quoted on ASX Limited (**ASX**). 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.

At the date of this notice, there is no excluded information for the purposes of Sections 708A(7) and 708A(8) of the Corporations Act.

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NOTICE UNDER ASIC CLASS ORDER 09/425

This notice is given by Gage Roads Brewing Co Limited (ACN 103 014 320) (**Company**) pursuant to ASIC Class Order 09/425.

The Company hereby confirms that:

- (a) it will make offers to issue shares (in the form of CHESSE Depository Interests) under a share purchase plan without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- (b) this notice is being given in accordance with ASIC Class Order 09/425;
- (c) as at the date of this notice the Company has complied with:
 - (i) the provisions of Chapter 2M of the *Corporations Act* as they apply to the Company; and
 - (ii) section 674 of the *Corporations Act* as it applies to the Company; and
- (d) as at the date of this announcement, there is no excluded information of the type referred to in sections 708A(7) and 708A(8) of the *Corporations Act*.

-END-

For further information please contact:

John Hoedemaker
Managing Director
Gage Roads Brewing Co Ltd

Tel: (08) 9314 0000

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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 | 50,513,439 |
| 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.

Appendix 3B
New issue announcement

<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"> • 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 	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>36,950,000 shares issued at 15.0 cents per share as part of an institutional placement</p> <p>12,481,439 shares issued at 15.0 cents per share to Woolworths Limited as part of their exercise right under the Subscription Agreement (Top Up Rights)</p> <p>1,082,000 shares issued at an average of 6.3 cents per share to Woolworths Limited in relation to previous dilution events</p> <p>\$7,482,634.85 total consideration</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds of the share issue are to be used for the partial repayment of the Company's debt facility with the ANZ, the improvement of the Company's working capital position and the expenses of the placement.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>30 April 2013</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1545 989 1601">Number</th> <th data-bbox="989 1545 1279 1601">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1601 989 1814">391,672,984</td> <td data-bbox="989 1601 1279 1814">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	391,672,984	Ordinary Shares
Number	+Class				
391,672,984	Ordinary Shares				

+ 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)	
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 <small>Note: Security holders must be told how their entitlements are to be dealt with. 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

- | | | |
|----|---|--|
| 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? | |

+ See chapter 19 for defined terms.

- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 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

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

+ 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.

 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.



Print name: John Hoedemaker
(Company secretary)

Date: 30 April 2013.

+ See chapter 19 for defined terms.