

16 January 2015

Company Announcements Office
Australian Securities Exchange
10th Floor, 20 Bond Street
SYDNEY NSW 2000

Dear Sir

3DG Transaction & 333D Acquisition

The Directors of Oz Brewing Limited ("**OZB**" or the "**Company**") refer to its announcement released on 31 July 2014 regarding its proposed acquisition of 3D Group Pty Ltd ("**3DG**") ("**Original HOA**").

The Company has been advised that 3DG and 3D Industries Pty Ltd ("**3DI**") have been placed into voluntary administration.

3DG and 3DI have subsequently entered into a heads of agreement with 333D Pty Limited ("**333D**") and the appointed administrator under which the administrator has agreed to sell to 333D all of the shares in 3DI ("**333D Transaction**"). On completion of the 333D Transaction, 3DI will hold all of the assets of 3DG and 3DI which are currently used in the operation of the 3D printing business and will have assumed all liabilities of the business not previously discharged by the administrator. The 333D Transaction is subject to there being no superior proposal received by the administrator and the administrator being satisfied that the 333D Transaction is in the best interests of creditors.

OZB has executed a heads of agreement pursuant to which 333D, 333D's key shareholder and OZB have agreed that, subject to completion of the 333D Transaction, OZB will acquire 100% of all rights and title in all the issued capital of 333D ("**333D Agreement**"). The 333D Agreement is substantially on the same terms of the Original HOA with the key terms summarized below.

Under the terms of the 333D Agreement, the parties are to execute a Share Sale Agreement within 60 days. The consideration for the acquisition is made up as follows:

- OZB will issue:
 - 1,416,666,667 fully paid ordinary Consideration Shares;
 - 66,666,667 fully paid ordinary Facilitation Shares;
 - 500,000,000 Options, exercisable at \$0.0045 per share and expiring 18 months after Completion; and
 - 250,000,000 Options, exercisable at \$0.006 per share and expiring 24 months after Completion.

The terms of the 333D Agreement are subject to completion of the 333D Transaction, due diligence, regulatory approvals and final documentation. Settlement of the purchase of 333D may require the

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Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules, which cannot occur until the Company has received shareholder approval. The Company will make further announcements to the market in relation to re-compliance as required.

The parties have agreed that the loan agreements previously executed between OZB and 3DG as contemplated by the Original HOA, under which OZB has advanced the sum of \$430,000 to 3DG, will be novated from 3DG to 3DI with the effect that 333D will assume the obligation to repay the loans upon completion of the 333D Transaction as 3DI will be a wholly-owned subsidiary of 333D.

Following settlement of the 333D acquisition, the current OZB directors will retire and will be replaced by directors nominated by 333D.

Placement

The Company will undertake a capital raising to raise \$200,000 by offering 66,666,667 shares in the Company at \$0.003 per share.

Proposed Timetable for Reconciliation

	Date*
Execution of Share Sale Agreement	16 March 2015
Dispatch of Notice of Meeting	27 March 2015
Meeting of Shareholders to Approve Acquisition	28 April 2015
Suspension of Company's Shares from trading on ASX	28 April 2015
Lodgement of Prospectus with ASIC	28 April 2015
Closure of Prospectus	30 May 2015
Satisfaction of all Requirements of Chapters 1 & 2	8 June 2015
Reinstatement to Trading	15 June 2015

* The above dates are indicative only and are subject to change. The Company will keep shareholders updated on the timing of the implementation of the transaction as it progresses

Indicative Capital Structure.

The table below reflects the indicative capital structure following completion of the 333D acquisition:

	Number
Current Issued Capital	685,905,077
Consideration Shares	1,416,666,667
Placement	66,666,667
Facilitation Shares	66,666,667
Prospectus Raising	600,000,000
Total Shares following Completion and reconciliation⁽ⁱⁱ⁾	2,835,905,078
Options	750,000,000

(i) The above table and total issued shares after completion of the transaction is indicative only and are subject to change.

(ii) The reconstruction ratio may change dependent on the Oz Brewing share price at the issuance date of the Notice of Meeting.

Yours faithfully



David Wheeler
Chairman