

ADELAIDE PRODUCE MARKETS LIMITED
ABN 49 008 129 566
(the "Company")
SHARE TRANSFER INTRODUCTION REGISTERS
PROCEDURES AND RULES

1. Purpose of Register

Because the Company's shares are not listed on any stock exchange, the Share Transfer Introduction Registers ("**STIR**") will assist people who wish to buy or sell shares in the Company.

STIR is a service provided by the Company solely to provide an introduction forum for people who want to buy or sell shares in the Company ("Shares"). STIR is not a financial market nor a stock exchange. Please read the disclaimers in section 8 below.

2. Management

STIR will be managed by the Company. From time to time, the Company will appoint one of its personnel to manage the day to day operations of STIR.

3. Register of Sellers and Buyers

STIR will comprise 2 registers, one which lists people wishing to sell Shares ("**Sellers**") and the other which lists people wishing to buy Shares ("**Buyers**").

The Sellers Register will contain the following details:

- the names and contact details for Sellers;
- the number and class of Shares each Seller wishes to sell;
- the date each Seller was registered on the Sellers Register.

The Buyers Register will contain the following details:

- the names and contact details for Buyers;
- whether a Buyer is one or more of a Grower, Wholesaler and/or Retailer (as those terms are defined by the Company's constitution);
- the numbers of Shares Buyers wish to purchase; and
- the date each Buyer was registered on the Buyers Register. A Seller's or a Buyer's details will only be entered on a Register after the Seller or Buyer has authorised the Company to record those details in the relevant Register ("**Authorisation**").

4. Restrictions on share purchase

The Company's constitution imposes limits on the number of shares in the Company that any person, or group of associated persons, may hold. Those limits and the procedures and rules governing the transfer of shares from a seller to a buyer can be viewed by reading the Instructions for Transferring Shares document.

5. Dealings between Seller and Buyer

It is the responsibility of a Seller and a Buyer to negotiate all terms, including price, of any sale and purchase of Shares. The Company cannot advise on or assist in any negotiation for the sale or purchase of Shares. Neither the Company nor any of its personnel accept any responsibility for any sale or purchase of Shares. Sales and purchases of Shares cannot take place on STIR.

6. Step by step procedure - Seller

Set out below is a step by step procedure for use of STIR by people wishing to

sell Shares. The procedure for Buyers is very similar to the procedure for Sellers. The use by any person of STIR will be subject to the terms set out in this procedures document. From time to time, the Company may vary these terms. This procedures document is included on the Company's website. Any person wishing to use STIR is advised to check the Company's website or to contact the Company for the latest procedures and rules regarding STIR.

6.1 Initial contact

Sellers wishing their details entered on the Sellers Register will contact the Company.

6.2 Authorisation

Following initial contact from a Seller, the Company will send to the Seller an Authorisation letter, seeking the Seller's written confirmation of details to be entered into the Sellers Register. An example of the letter is attached as Annexure 1.

6.3 Entry on Sellers Register

Once the Company receives the Seller's Authorisation, the Company will:

- record the Seller's details on the Sellers Register; and
- within 48 hours send to the Seller a copy of the latest Buyers Register.

The Seller may indicate in the Seller's Authorisation that the Seller wishes to receive communications by mail, facsimile or email. The Seller may also access STIR via the Company's website.

6.4 Negotiation of sale

Sellers and Buyers negotiate all terms of the sale and purchase of Shares.

6.5 Agreement to sell

If a Seller and a Buyer enter into an agreement for the sale and purchase of Shares, the transfer of Shares **must** be in the form provided by the Company. Either the Buyer or the Seller can obtain the share transfer form by contacting the Company or by downloading the share transfer form from the Company's website. The share transfer form must be fully completed and signed and dated by the Seller and Buyer. Either the Seller or Buyer must arrange for the share transfer form to be assessed to stamp duty by RevenueSA. Once the share transfer form is duly stamped, it must be sent to the Company together with the Seller's Share Certificate relating to the purchased Shares.

6.6 Updating Sellers Register

The Company will remove a Seller's name and details from the Sellers Register once the Seller's Shares have been sold. The Seller may request the Company to remove the Seller's name and details from the Sellers Register or to amend the details on the Sellers Register at any time by written request.

7. Step by step procedure - Buyer

7.1 Initial contact

Buyers wishing their details entered on the Buyers Register will contact the Company.

7.2 Authorisation

Following initial contact from a Buyer, the Company will send to the Buyer an Authorisation letter, seeking the Buyer's written confirmation of details to be entered into the Buyers Register. An example of the letter is attached as Annexure 2.

7.3 Entry on Purchasers Register

Once the Company receives the Purchaser's Authorisation, the Company will:

- record the Purchaser's details on the Purchasers Register; and
- within 48 hours send to the Purchaser a copy of the latest Sellers Register.

The Buyer may indicate in the Buyer's Authorisation that the Buyer wishes to receive communications by mail, facsimile or email. The Buyer may also access STIR via the Company's website.

7.4 Negotiation of sale

Buyers and Sellers negotiate all terms of the sale and purchase of Shares.

7.5 Agreement to sell

If a Buyer and a Seller enter into an agreement for the sale and purchase of Shares, the transfer of Shares **must** be in the form provided by the Company. Either the Buyer or the Seller can obtain the share transfer form by contacting the Company or by downloading the share transfer form from the Company's website.

If a Buyer and a Seller enter into an agreement for the sale and purchase of Shares, the transfer of the Shares **must** be in the form provided by the Company. Either the Buyer or the Seller can obtain the share transfer form by contacting the Company or by downloading the share transfer form from the Company's website. Instructions for transferring shares are set out on the Company's website. Those instructions must be followed. Without limiting the Company's other rights and with no liability to any person, the Company may refuse to register a share transfer if the transfer instructions have not been complied with.

7.6 Updating Buyers Register

The Buyer may request the Company to remove the Buyer's name and details from the Buyers Register or to amend the details on the Buyers Register at any time by written request.

8. Disclaimers, release and indemnity

STIR is not a financial market nor a stock exchange and the Company does not carry on a financial services business. The Company cannot provide advice to any person regarding the acquisition, sale or holding of Shares or any other financial products. If any person is uncertain regarding the acquisition, sale or holding of Shares, the Company recommends that the person seek professional advice. The Company cannot negotiate on behalf of any person wishing to buy or sell Shares. Subject to privacy considerations, the Company may indicate the prices at which Shares have been sold in the past. However, any such advice does not constitute a recommendation as to whether Shares should be sold or purchased or the price at which Shares should or may be sold or purchased. Since all sale and purchase transactions are entered into between Sellers and Buyers without the advice or intervention of the Company, **the Company expressly states that any indication as to the price at which Shares may have been sold in past may not be a complete or accurate indication of the actual price or the full consideration received in connection with any sale of Shares or the value of Shares.**

The Company offers STIR as a service for the convenience of people wishing to buy or sell Shares. Subject to the Company's constitution, a person may buy or sell Shares without using STIR. Offers or invitations to offer to buy or sell Shares cannot be made on STIR and sales of Shares cannot be made by means of STIR. **All people who use STIR and/or who seek from the Company an indication of prices paid for Shares in the past do so at their own risk and they release the Company from and indemnify the Company against any claim, damage, loss or cost whatever in connection therewith.**