

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, 24/10/2005.

Name of entity

RCG Corporation Limited

ABN

85 108 096 251

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

**1. Ordinary Shares
2. Options over Unissued Ordinary Shares**

- 2 Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued

**Ordinary Shares:
4,166,666**

**Options over Unissued Ordinary Shares:
Director Options: 2,300,000
Service Options: 2,000,000**

- 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)

**Ordinary Shares:
On the same terms as all ordinary shares on issue**

**Director Options:
Exercise price \$0.12 each, expire 5 years after the date of granting, otherwise on the terms of the company's Director Option Plan**

**Service Options:
Exercise price \$0.12 each, expire 5 years after the date of granting, options only vest on 31 January 2008 if the optionholder has performed agreed level of service as an employee as at that date, otherwise on the same terms as options granted under the company's Employee Option Plan.**

⁺ See chapter 19 for defined terms.

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4 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	<u>Ordinary Shares</u> Yes <u>Options over Unissued Ordinary Shares</u> N/A – Unlisted Options				
5 Issue price or consideration	<u>Ordinary Shares</u> \$0.12 per share <u>Director Options</u> Option fee of \$0.034 per option <u>Service Options</u> Option fee of \$0.04878 per option				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<u>Ordinary Shares</u> To raise working capital and to allow Mr Hilton Brett to assist in the recapitalisation the Company. <u>Director Options and Service Options</u> Remuneration for Mr Hilton Brett serving as a director of the Company and providing services as an employee of the Company				
7 Dates of entering *securities into uncertificated holdings or despatch of certificates	1 May 2007				
8 Number and *class of all *securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="706 1491 982 1533">Number</th><th data-bbox="982 1491 1265 1533">*Class</th></tr> </thead> <tbody> <tr> <td data-bbox="706 1533 982 1703">131,511,268</td><td data-bbox="982 1533 1265 1703">Ordinary</td></tr> </tbody> </table>	Number	*Class	131,511,268	Ordinary
Number	*Class				
131,511,268	Ordinary				

+ See chapter 19 for defined terms.

9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>*Class</th></tr><tr><td>24,555,554</td><td rowspan="4">Placement Options Director Options Employee Options Service Options</td></tr><tr><td>6,900,000</td></tr><tr><td>16,000,000</td></tr><tr><td>2,000,000</td></tr></table>	Number	*Class	24,555,554	Placement Options Director Options Employee Options Service Options	6,900,000	16,000,000	2,000,000
Number	*Class								
24,555,554	Placement Options Director Options Employee Options Service Options								
6,900,000									
16,000,000									
2,000,000									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged							

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 subregisters) 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 Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	

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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?	
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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- 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

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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					
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					
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)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="padding: 5px;">Number</th><th style="padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 80px;"></td><td style="height: 80px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

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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.
 - 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.

Howard Knapp

Sign here: Date: 1 May 2007
(Company secretary)

Print name: Howard Knapp
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