TRESS COCKS & MADDOX
LAWYERS, AUSTRALIA
SYDNEY ▲ MELBOURNE ▲ BRISBANE

FACSIMILE TRANSMISSION

To:	ASX Company Announcement Office	**FAX NO:**	1300 300 021	
DATE:	28 May 2003	**OUR REF:**	AZG	
FROM:	Alfonso Grillo Direct line (03) 9602 9716	**NO OF PAGES:**	9	(incl this page)
RE:	**AUSTRALIAN PURE FRUITS LIMITED ACN 009 104 330**			

Market Update (document number AFL000037)

We **enclose** Appendix 3B on behalf of Australian Pure Fruits Limited.

Yours faithfully
TRESS COCKS & MADDOX

per:

1:AZG-D4438.DOC/CM

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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

AUSTRALIAN PURE FRUITS LIMITED

ABN

009 104 330

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	**Options**
2.	Number of +securities issued or to be issued (if known) or maximum number which may be issued	**18,474,448**
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)	**Options are exercisable on or before 30 May 2008 at an exercise price of $0.30.**

+ See chapter 19 for defined terms.

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	**No.** **Shares issued as a result of the exercise of options shall rank equally with the Company's existing class of ordinary shares.**
5.	Issue price or consideration	**Nil. Bonus issue.**
6.	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	**Bonus issue of one option for every share held in the Company as at the record date.**
7.	Dates of entering +securities into uncertificated holdings or despatch of certificates	**6 June 2003**

8. Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
18,474,448	**Ordinary shares**
18,474,448	**30 May 2008 Options exercisable at $0.30.**

+ 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)	**Number**	**+Class**

10.	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	**The Directors of the Company may from time to time determine to distribute the profits of the Company by way of dividend amongst the shareholders in proportion to the amounts paid up on the shares held by them.**

Part 2 – Bonus issue or pro rata issue

11.	Is security holder approval required?	**No.**
12.	Is the issue renounceable or non-renounceable?	**Non-renounceable.**
13.	Ratio in which the +securities will be offered	**One option for every one share held in the Company.**
14.	+Class of +securities to which the offer relates	**30 May 2008 options exercisable at $0.30.**
15.	+Record date to determine entitlements	**4 June 2003.**
16.	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	**No.**
17.	Policy for deciding entitlements in relation to fractions	**Not applicable.**
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.	**The Company will not offer options to shareholders with a registered address outside of Australia and New Zealand. The Company considers it unreasonable to make an offer to shareholders with a registered address outside Australia and New Zealand having regard to:** **(a) the number of shareholders with registered addresses outside Australia and New Zealand;** **(b) the number and value of securities the shareholders would be offered; and** **(c) the cost of complying with the legal and regulatory authority requirements in countries outside Australia and New Zealand.**

+ See chapter 19 for defined terms.

19.	Closing date for receipt of acceptances or renunciations	**Not applicable.**
20.	Names of any underwriters	**Not applicable.**
21.	Amount of any underwriting fee or commission	**Not applicable.**
22.	Names of any brokers to the issue	**Not applicable.**
23.	Fee or commission payable to the broker to the issue	**Not applicable.**
24.	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	**Not applicable.**
25.	If the issue is contingent on +security holders' approval, the date of the meeting	**Not applicable.**
26.	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	**Not applicable.**
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	**Not applicable.**
28.	Date rights trading will begin (if applicable)	**Not applicable.**
29.	Date rights trading will end (if applicable)	**Not applicable.**
30.	How do +security holders sell their entitlements *in full* through a broker?	**Not applicable.**
31.	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	**Not applicable.**

+ See chapter 19 for defined terms.

32.	How do +security holders dispose of their entitlements (except by sale through a broker)?	**Not applicable.**
33.	+Despatch date	**6 June 2003**

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

+ See chapter 19 for defined terms.

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 (*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 be 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.

+ See chapter 19 for defined terms.

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.

Sign here: .... Date: 28/5/03
(Director/Company secretary)

Print name: Peter John McDougall

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+ See chapter 19 for defined terms.