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

57 009 104 330

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	Fully Paid Ordinary Shares
2.	Number of +securities issued or to be issued (if known) or maximum number which may be issued	4,783,489 Fully Paid Ordinary Shares
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.

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	Yes
5.	Issue price or consideration	(1) \$ 848,000 1,988,000 Fully Paid Ordinary Shares (2) \$ 550,646 1,835,489 Options @30cents AFLO (3) \$ 240,000 960,000 Options @ 25cents AFLAK
6.	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	180,000 shares to Polypet Pty Ltd in consideration of services provided to the company to the value of \$150,000 100,000 shares to Oakdale Finance Pty Ltd in consideration of services provided to the company to the value of \$125,000 959,831 shares to Directors and related parties on exercising of 30 cents options AFLO on the 12th April for \$287,949 875,658 shares on exercising of 30 cent options AFLO for \$262,697 960,000 shares on exercising of 25 cent options AFLAK for \$240,000 1,146,000 allotment of private placement shares as announced on the 27th January 2004 @ 50cents, used for working capital for \$573,000 562,000 shares to employees based upon performances
7.	Dates of entering +securities into uncertificated holdings or despatch of certificates	10th June 2004

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

Number	+Class
(1) 16,638,959	(1) Options exercisable at \$0.30 on or before 30 May 2008
(2) 28,907,937	(2) Ordinary shares

+ 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 (1) 3,200,000	+Class (1) Options exercisable at $0.30 on or before 30 May 2008
10.	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors may from time to time determine to distribute profit by way of dividend amongst the shareholders in proportion to the amount paid up on the shares held by them	

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	

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

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	
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: 15th June 2004
(Directory)

Print name: Peter McDougall
....

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Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	**Australian Pure Fruits Limited**
ABN	**57 009 104 330**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Hal Christiansen
Date of last notice	24th December 2003

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	12th April 2004
No. of securities held prior to change	Ordinary Shares 2,865,378 Options AFLO 2,765,378 Options AFLAI 800,000
Class	Ordinary
Number acquired	Conversion of Options AFLO into Ordinary Shares 186,359
Number disposed	Options AFLO 186,359 converted into Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$55,908
No. of securities held after change	Ordinary Shares 3,051,737 Options AFLO 2,579,019
	Options AFLAI 800,000

+ See chapter 19 for defined terms.

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise Of Options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001

Name of entity	**Australian Pure Fruits Limited**
ABN	**57 009 104 330**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Ian Christiansen
Date of last notice	24th December 2003

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	12th April 2004
No. of securities held prior to change	Ordinary Shares 1,998,910 Options AFLO 1,898,910 Options AFLAI 800,000
Class	Ordinary
Number acquired	Conversion of Options AFLO into Ordinary Shares 126,594
Number disposed	Options AFLO 126,594 converted into Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$37,978
No. of securities held after change	Ordinary Shares 2,125,504 Options AFLO 1,772,316
	Options AFLAI 800,000

+ See chapter 19 for defined terms.

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	**Australian Pure Fruits Limited**
ABN	**57 009 104 330**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Julian Little
Date of last notice	24th December 2003

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by Sydbye Pty Ltd and Data Progressions Pty Ltd of which Julian Little is a Director and Shareholder
Date of change	12th April 2004
No. of securities held prior to change	Ordinary Shares 1,671,132 Options AFLO 1,571,132 Options AFLAI 800,000
Class	Ordinary
Number acquired	Conversion of Options AFLO into Ordinary Shares 84,384
Number disposed	Options AFLO 84,384 converted into Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$25,315
No. of securities held after change	Ordinary Shares 1,755,516 Options AFLO 1,486,748
	Options AFLAI 800,000

+ See chapter 19 for defined terms.

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise Of Options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	**Australian Pure Fruits Limited**
ABN	**57 009 104 330**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Peter McDougall
Date of last notice	24th December 2003

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by Kinarra and Blooms Pty Ltd of which Peter McDougall is a Director and Shareholder
Date of change	As listed below
No. of securities held prior to change	Ordinary Shares 6,945,398 Ordinary Shares 30,000 Blooms Options AFLO 6,845,398 Options AFLAI 800,000
Class	Ordinary
Number acquired	Conversion of Options AFLO into Ordinary Shares 454,960
Number disposed	1) Options 454,960 12th April 2004 2) Ordinary 10,000 26th Feb
	3) Ordinary 20,000 16th April 4) Ordinary 10,000 3rd May
	5) Options 150,000 10th June

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1) \$136,448 Exercise of Options 2) \$ 8,200 Sale of Ordinary Shares 3) \$ 18,400 Sale of Ordinary Shares 4) \$ 9,600 Sale of Ordinary Shares 5) \$172,500 Sales of Options
No. of securities held after change	Ordinary Shares 7,362,358 Options AFLO 6,238,438
	Options AFLAI 800,000 Ordinary Shares 30,000 Blooms
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of options and on-market sale of shares and options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.