

15 October 2007

Ms Emma Badhni
Companies Advisor
Companies Department
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Ms Badhni

Photon Group Limited (Photon) has discovered a discrepancy between Photon's records and ASX in regards to the number of Photon ordinary shares on issue. This discrepancy has arisen out of the issue of:

- 17,510 shares in October 2006, which have not been the subject of an Appendix 3B but have been included in the number of securities quoted on ASX in Appendix 3Bs lodged by Photon since February 2007; and
- 12,498 shares in March 2007, which have not been the subject of an Appendix 3B.

Please see the attached Appendix 3B that relates to:

- 30,008 ordinary shares to correct the discrepancies referred to above; and
- 380,000 options over ordinary shares that have been issued pursuant to Photon's Executive Share Option Scheme.

Yours sincerely



Clare Battellino
Company Secretary

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

Photon Group Limited ("Photon")

ACN

97 091 524 515

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 (Shares)
		Options over unissued Shares (Options)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<u>Shares</u> 30,008 <u>Options</u> 380,000

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)	<u>Shares</u> The Shares rank equally with all other Photon Shares on issue. <u>Options</u> 130,000 options issued pursuant to Photon's Executive Share Option Scheme (ESOS), which was provided to ASX on 27 April 2004. 250,000 options issued to Matthew Bailey pursuant to his remuneration package, the terms of which were summarised in Photon's Notice of Annual General Meeting dated 15 September 2006.
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>Shares</u> Yes <u>Options</u> All Shares issued pursuant to the exercise of the options will rank equally with all other Shares on issue.
5 Issue price or consideration	<u>Shares</u> 17,510 Shares at \$4.25 per share 12,498 Shares at \$5.84 per share <u>Options</u> Not applicable

+ See chapter 19 for defined terms.

- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- | |
|--|
| <p><u>Shares</u></p> <p>Shares issued to certain employees of Photon and its subsidiaries pursuant to an incentive based bonus scheme.</p> <p><u>Options</u></p> <p>250,000 options issued to Matthew Bailey as part of his remuneration package, which was approved by shareholders on 17 October 2006.</p> <p>130,000 options issued pursuant to the ESOS.</p> |
|--|
- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates
- | |
|---|
| <p><u>Shares</u></p> <p>17,510 Shares on 25 October 2006
12,498 Shares on 23 March 2007</p> <p><u>Options</u></p> <p>Not applicable</p> |
|---|
- 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)
- | Number | +Class |
|------------|--------|
| 75,863,634 | Shares |
- 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)
- | Number | +Class |
|-----------|------------------|
| 6,038,855 | Unlisted Options |
- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- | |
|---|
| <p><u>Shares</u></p> <p>Same entitlements as apply to existing Shares.</p> <p><u>Options</u></p> <p>Not applicable.</p> |
|---|

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- | |
|-----|
| N/A |
|-----|
- 12 Is the issue renounceable or non-renounceable?
- | |
|-----|
| N/A |
|-----|

13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A

⁺ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

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 – **Shares only**

(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 N/A
- 39 Class of ⁺securities for which quotation is sought N/A
- 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 paymentN/A
- 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)

N/A

⁺ See chapter 19 for defined terms.

42 Number and ⁺class of all ⁺securities
quoted on ASX (*including* the
securities in clause 38)

Number	⁺ Class
N/A	N/A

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.

Sign here:



Date: 15 October 2007

(Director/Company secretary)

Print name:

Clare Battellino

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+ See chapter 19 for defined terms.