

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

Elders Limited ("Elders")

ABN

34 004 336 636

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 | <p>Subject to shareholder approval of each of them, up to approximately:</p> <ul style="list-style-type: none"> 2,666,666,667 fully paid ordinary shares pursuant to the Conditional Placement; and 1,000,000,000 fully paid ordinary shares pursuant to the Share Purchase Plan ("SPP"), as announced by Elders on 4 September 2009. <p>The exact number of fully paid ordinary shares to be issued under the SPP will be dependent on the level of take up.</p> |

+ See chapter 19 for defined terms.

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		
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, the new shares rank equally in all respects with the fully paid ordinary shares currently on issue.		
5	Issue price or consideration	\$0.15 per fully paid ordinary share.		
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the equity raising, in conjunction with the commitment from lenders to refinance Elders’ core term debt, funds raised from the sale of Elders’ insurance business to QBE and timber processing business to Gunns and the expected sale of Elders’ interest in Hi-Fert, and QBE’s commitment to become a cornerstone Shareholder, will be used to repay debt, providing Elders with the strong balance sheet to pursue its strategy to deliver improved returns for Shareholders.		
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	20 October 2009 under the Conditional Placement (if it and the SPP are approved at an EGM on 15 October) and 5 November 2009 under the SPP (if it and the Conditional Placement are approved at an EGM on 15 October).		
		<table><tr><td>Number</td><td>⁺Class</td></tr></table>	Number	⁺ Class
Number	⁺ Class			

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	After the Conditional Placement and SPP there will be up to 4,485,831,712 fully paid ordinary shares (based on the number of fully paid ordinary shares on issue at the date of this Appendix 3B and the maximum number of fully paid ordinary shares to be issued under the Conditional Placement and SPP, subject to Shareholder approval and the effects of rounding).	Fully paid ordinary shares
		1,500,000	Elders Hybrids (ELDPA)

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	27/10/09 options ex @ \$1.68
	1,375,000	31/03/10 options ex @ \$2.00
	200,000	08/08/10 options ex @ \$2.25
	108,000	04/10/10 options ex @ \$2.06
	750,000	04/10/10 options ex @ \$2.06
	1,780,000	31/10/11 options ex @ \$1.83
	150,000	31/10/11 options ex @ \$1.92
	100,000	25/10/11 options ex @ \$2.02
	2,830,000	31/10/11 options ex @ \$2.17
	1,950,000	31/10/11 options ex @ \$2.17
	200,000	31/08/12 options ex @ \$2.54
	1,000,000	26/09/12 options ex @ \$1.32
	750,000	01/10/12 options ex @ \$2.45
	2,650,000	01/03/13 options ex @ 2.45
	750,000	01/07/13 options ex @ \$1.37
	1,000,000	26/09/13 options ex @ \$1.32
	1,250,000	31/10/13 options ex @ \$1.29
	6,305,000	26/09/14 options ex @ \$1.32
	2,000,000	25/10/15 options ex @ \$2.06
	750,000	
	Total	25,898,000
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for existing fully paid ordinary shares.

Part 2 - Bonus issue or pro rata issue

⁺ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 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

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

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?	

⁺ 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

⁺ 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)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 100px;"> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
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 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:


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Company Secretary

Date: 10 September 2009

Print name: Ross Mallett

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+ See chapter 19 for defined terms.