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, 24/10/2005.

Name of entity

Goodman Group

ABN

Goodman Industrial Trust (ARSN 091 213 839) (the responsible entity of which is Goodman Funds Management Limited (ACN 067 796 641)

Goodman Limited (ACN 000 123 071)

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	Ordinary stapled securities in the Goodman Group (***Stapled Securities***)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 416,947,757 Stapled Securities under the institutional placement announced by Goodman Group (***Placement***). Up to 2,779,651,716 Stapled Securities under the accelerated non-renounceable entitlement offer announced by Goodman Group (***Entitlement Offer***) (subject to the reconciliation of securityholder entitlements).
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 Stapled Securities

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 Stapled Securities will rank equally with the existing Stapled Securities on issue. Stapled Securities issued under the Placement will not be entitled to participate in the Entitlement Offer.
5	Issue price or consideration	$0.40 per Stapled Security
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the issue will be used to reduce debt and to strengthen Goodman Group's balance sheet to position it for future growth.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	26 August 2009 for Stapled Securities issued under the Placement, the Institutional Entitlement Offer and for valid acceptances received by 5.00pm (Sydney time) on 20 August 2009 under the Retail Entitlement Offer. 16 September 2009 for valid acceptances received after 5.00pm (Sydney time) on 20 August 2009 and before 5.00pm (Sydney time) on 4 September 2009 under the Retail Entitlement Offer.

+ See chapter 19 for defined terms.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	After completion of the Placement and the Entitlement Offer, there will be up to 5,976,251,189 Stapled Securities on issue (based on the number of Stapled Securities on issue as at the date of this Appendix 3B and the number of Stapled Securities to be issued under the Placement and the Entitlement Offer, subject to the effects of rounding).	Fully paid ordinary Stapled Securities

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	277,953,945	Options over Stapled Securities

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Refer to section 4 above

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	1 new Stapled Security for every 1 Stapled Security held as at the Record Date.
14	+Class of +securities to which the offer relates	Fully paid Ordinary Stapled Securities
15	+Record date to determine entitlements	7.00pm (Sydney time) on 11 August 2009

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of securityholders' entitlements under the Entitlement Offer, they will be rounded down to the next whole number of new Stapled Securities.
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.	All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers.
19	Closing date for receipt of acceptances or renunciations	7 August 2009 (Institutional Entitlement Offer close) 20 August 2009 (Early Retail Entitlement Offer close) 4 September 2009 (Retail Entitlement Offer close)
20	Names of any underwriters	Macquarie Capital Advisers Limited (ABN 79 123 199 548) (***MCAL***) and RBS Equity Capital Markets (Australia) Limited (ABN 17 000 757 111) (***RBS***) together, MCAL and RBS are referred to as the ***Joint Lead Managers***.
21	Amount of any underwriting fee or commission	Each Joint Lead Manager will be paid its Respective Proportion (being 50%) of an underwriting fee of 1.5% of the offer proceeds and a management fee of 0.65% of the proceeds of the offer.
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

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No Prospectus or Product Disclosure Statement was prepared. A Retail Entitlement Offer Booklet and Acceptance Form will be sent to Eligible Retail Stapled Security Holders on 14 August 2009.
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 *in full* through a broker?	N/A
31	How do +security holders sell *part* 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	Refer to Item 7 of this Appendix 3B.

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	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 payment	N/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

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	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: Carl Bicego
Company Secretary

Date: 6 August 2009

Print name: **Carl Bicego**

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+ See chapter 19 for defined terms.

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This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any "US person" (as defined in Regulation S under the US Securities Act of 1933 (the "Securities Act")) ("US Person"). Securities may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons unless they are registered under the Securities Act or unless they are offered or sold in transactions exempt from, or not subject to, such registration. Neither the entitlements nor Stapled Securities offered in the Placement and the Entitlement Offer have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. In addition, neither Goodman Limited nor Goodman Industrial Trust has been, or will be, registered under the US Investment Company Act of 1940 (the "Investment Company Act") in reliance on an exception provided by Section 3(c)(7) thereof. Accordingly, the securities being offered in the Placement and the Entitlement Offer may not be offered and sold within the United States or to, or for the account or benefit of, US Persons, except in each case in transactions exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable securities laws.