

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: Retail Food Group Limited
ABN: 31 106 840 082

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	Anthony Alford
Date of last notice	8 September 2006

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.	Registered Holder: Bexlie Holdings (Qld) Pty Ltd ACN 120 412 446 as trustee for the Bexlie Holdings Trust. Anthony Alford is not a director or shareholder of Bexlie Holdings (Qld) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and/or members of his family are discretionary objects of the Bexlie Holdings Trust.
Date of change	30.11.06 05.12.06
No. of securities held prior to change	486,228 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	30.11.06: 78,000 fully paid ordinary shares 05.12.06: 3,110 fully paid ordinary shares

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Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	30.11.06: \$ 77,890.80 05.12.06: \$ 3,265.50
No. of securities held after change	567,338 fully paid ordinary shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered Holder: AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for the ANA Holdings Trust. Anthony Alford is not a director or shareholder of AMA Holdings (Qld) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and/or members of his family are discretionary objects of the Bexlie Holdings Trust.
Date of change	30.11.06 05.12.06
No. of securities held prior to change	850,000 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	30.11.06: 107,000 fully paid ordinary shares 05.12.06: 6,462 fully paid ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	30.11.06: \$ 106,850.20 05.12.06: \$ 6,785.10
No. of securities held after change	963,462 fully paid ordinary shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase.

+ See chapter 19 for defined terms.

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	Nil
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.

ANNEXURE 1 to Appendix 3Y:

Details of Director's relevant interests in securities which have not changed:

Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities
500,000 fully paid ordinary shares. Anthony Alford holds jointly with Gary Alford, Steven Alford and Amanda Alford as joint trustees of the Cranot Superannuation Fund. The Cranot Superannuation Fund holds these shares for the benefit of the members of the Cranot Superannuation Fund which includes Anthony Alford and members of his family.

Director's relevant interests in securities of which the director is not the registered holder

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

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
AMA Holdings No 2 Pty Ltd ACN 120 441 421 as trustee for the AMA Holdings No 2 Trust. Anthony Alford is not a director or shareholder of AMA Holdings No 2 Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and/or members of his family are discretionary objects of the AMA Holdings No 2 Trust.	32,048 fully paid ordinary shares
SAGA Investments Pty Ltd ACN 121 258 179 as trustee for the WSS Trust No 4. Anthony Alford is not a director or shareholder of SAGA Investments Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 4.	139,598 fully paid ordinary shares

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C.G.F.H. Holdings Pty Ltd ACN 061 797 653 as trustee for the C.G.F.H. Holdings Trust. Anthony Alford is not a director of and does not directly hold shares in C.G.F.H. Holdings Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and/or members of his family are discretionary objects of the C.G.F.H. Holdings Trust.	9,026,944 fully paid ordinary shares
Alfords Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for C.G.F.G. Holdings Pty Ltd ACN 061 797 653 as trustee for the C.G.F.H. Holdings Trust. Anthony Alford is not a director or shareholder of Alfords Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. C.G.F.H. Holdings Trust holds these shares for the benefit of Anthony Alford and/or members of his family.	8,529,303 fully paid ordinary shares
Alfords Holdings (Qld) Pty Ltd ACN 010 829 722 as trustee for the C.G.F.H. Holdings Trust who holds as agent for a third party. Anthony Alford is not a director or shareholder of Alfords Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. C.G.F.H. Holdings Trust holds these shares for the benefit of Anthony Alford and/or members of his family.	771,847 fully paid ordinary shares
WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No. 2. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and members of his family are	250,000 fully paid ordinary shares

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discretionary objects of the WSS Trust No 2.	
WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 3. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. The WSS Trust No. 3 holds these shares for the benefit of members of Anthony Alford's family.	40,000 fully paid ordinary shares
CG & FHA Alford. CG and FHA Alford are members of Anthony Alford's family. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act.	25,000 fully paid ordinary shares
WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 5. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and or members of his family are discretionary objections of the WSS Trust No 5.	742,181 fully paid ordinary shares
WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No. 6. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford holds a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. The WSS Trust No. 6 holds these shares for the benefit of members of Anthony Alford's family.	5,000 fully paid ordinary shares
Dario Pty Ltd ACN 051 964 697 as trustee for the Dario Choice Trust. Anthony Alford is not a director of Dario Pty Ltd,	200,000 fully paid ordinary shares

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but owns half the issued capital in Dario Pty Ltd non-beneficially. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(3) of the Corporations Act. Anthony Alford and/or members of his family are discretionary objects of the Dario Choice Trust.	
Susan Aalders. Susan Aalders is a member of Anthony Alford's family. Anthony Alford holds a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act.	10,000 fully paid ordinary shares

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	Option Deed.
Nature of interest	The nature of the interest is set out in annexure 2 to this Appendix 3Y.
Name of registered holder (if issued securities)	Anthony Alford or his permitted nominee.
No. and class of securities to which interest relates	Options over 280,000 fully paid ordinary shares in Retail Food Group Limited.

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Annexure 2 to Appendix 3Y

Under the Option Deed, Anthony Alford will be granted 280,000 options over unissued fully paid ordinary shares in Retail Food Group Limited. Details of the options are as follows:

Grant date	Number	Vesting date	Profit hurdle	Last exercise date	Exercise price
1 August 2006	210,000	70,000 options vest 1 year after grant date	Nil	3 years after vesting date	\$1.00
		70,000 options vest 2 years after grant date			
		70,000 options vest 3 years after grant date			
1 August 2007	40,000	13,334 options vest 1 year after grant date	Nil	3 years after vesting date	\$1.15
		13,333 options vest 2 years after grant date			
		13,333 options vest 3 years after grant date			
1 August 2008	30,000	10,000 options vest 1 year after grant date	Nil	3 years after vesting date	\$1.32
		10,000 options vest 2 years after grant date			
		10,000 options vest 3 years after grant date			

Anthony Alford may require the allotment of the option shares to him or his permitted nominee in one or more parcels, each or any number of the option shares, so that he or his permitted nominee may ultimately acquire by one or more transactions in the aggregate, all or any number of the option shares.

The issue of option shares is conditional upon approval of ASX (if required), and compliance with the Listing Rules.

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