

# 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

CLARIUS GROUP LIMITED

ABN

43 002 724 334

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')  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 4,687,500 Shares under the Placement and approximately 19,054,582 Shares under the Rights Issue announced to ASX on 28 August 2009. The exact number is subject to rounding of fractional entitlements under the Rights Issue. |
| 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   |

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p>				
<p>5 Issue price or consideration</p>	<p>\$0.64 per Share.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds of the issue will be used to repay existing debt.</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>2 September 2009 for Shares issued under the Placement.</p> <p>2 October 2009 for Shares issued under the Rights Issue.</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1444 997 1478">Number</th> <th data-bbox="997 1444 1295 1478"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1478 997 1848">85,745,619 (including the Shares to be issued under the Placement and the Rights Issue and subject to rounding adjustments for fractional entitlements in the Rights Issue)</td> <td data-bbox="997 1478 1295 1848">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	85,745,619 (including the Shares to be issued under the Placement and the Rights Issue and subject to rounding adjustments for fractional entitlements in the Rights Issue)	Fully paid ordinary shares
Number	<sup>+</sup> Class				
85,745,619 (including the Shares to be issued under the Placement and the Rights Issue and subject to rounding adjustments for fractional entitlements in the Rights Issue)	Fully paid ordinary shares				

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,869,667	Employee options over unissued ordinary shares.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company's current policy is to retain cash at present and not to distribute cash for dividends	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	1 new Share for every 3.5 Shares held as at the Record Date
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	9 September 2009, 7.00pm (AEST)
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 shareholders' entitlements under the Rights Issue they will be rounded up to the next whole number of the new Shares.
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, New Zealand and Hong Kong

19	Closing date for receipt of acceptances or renunciations	25 September 2009
20	Names of any underwriters	Patersons Securities Limited.
21	Amount of any underwriting fee or commission	<p>Clarius Group must pay the underwriter a managing and arranging fee equal to 4% of the gross amount raised under the Placement.</p> <p>Clarius Group must pay the underwriter an underwriting fee equal to 4.5% of the gross amount raised under the Rights Issue.</p> <p>Clarius Group must pay the underwriter a management fee equal to \$40,000.</p>
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus or Product Disclosure Statement is being produced. However, the Rights Issue documents will be sent to eligible shareholders on 11 September 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	Not applicable.

+ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	3 September 2009.
29	Date rights trading will end (if applicable)	18 September 2009.
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Complete the section of the Entitlement & Acceptance Form entitled, 'Instructions to your stockbroker' and lodge the form with the stockbroker. If it is a CHES holding, then contact a stockbroker and ask it to sell the rights by advising the entitlement number. Rights wishing to be sold must be dealt with by the close of trade on ASX on 18 September 2009.
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Complete the Entitlement & Acceptance Form for those rights to be accepted. Also, complete the section of the form entitled, 'Instructions to your stockbroker' for the balance to be sold on ASX. The completed form should be sent to the stockbroker with a bank draft or cheque for the amount of the new shares. If it is a CHES holding, then contact a stockbroker and ask it to sell the rights by advising the entitlement number. Those rights wishing to be sold must be dealt with by the close of trade on ASX on 18 September 2009.
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Send a completed standard Renunciation Form (obtainable from a stockbroker or from the Share Registry), together with Entitlement & Acceptance Form and the applicable transferee's cheque or bank draft for the acceptance of money to reach the Share Registry before 5pm Sydney time on 25 September 2009.
33	<sup>+</sup> Despatch date	Placement – 2 September 2009. Rights Issue – 2 October 2009.

### 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

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**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)

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

## 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: Original signed  
(Director/Company secretary)

Date: 28 August 2009

Print name: Nicholas Geddes, Company secretary

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