

Low Volume Market Rules and Procedures

Bean Growers Australia Limited

ABN 52 092 429 984

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Important Notice

The market operated by Bean Growers Australia Limited is a 'low volume financial market', which is exempt from the licensing requirements of the Corporations Act 2001.

Bean Growers Australia Limited is not licensed to operate a financial market under an Australian market licence. Accordingly, it is not subject to those legal obligations, such as ensuring that the market is fair, orderly and transparent, that apply to operators of licensed markets.

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Introduction

Bean Growers Australia Limited (**BGA**) is an unlisted public company. BGA's shares are not listed on any licensed market or exchange.

To provide shareholders with some liquidity in its shares, BGA has obtained approval from the Australian Securities and Investments Commission to operate a low volume financial market under an exemption provided by section 791C of the Corporations Act 2001 and in accordance with the *Corporations (Low Volume Financial Markets) Exemption Notice 2003 (Exemption Notice)*.

BGA shareholders wishing to dispose of all or any of their BGA shares may either find a buyer for those shares or register their interest in selling those shares on the register of sellers maintained by BGA in accordance with the conditions of the Exemption Notice.

Overview of the BGA Low Volume Market

Details of the BGA Low Volume Market, including these rules and procedures and applicable forms of notice and transfer are available on BGA's website:

<http://www.beangrowers.com.au>.

The BGA Low Volume Market is simply a list of interested buyers and sellers of BGA shares. Any person who from time to time may wish to either buy or sell BGA shares can request that interest be recorded in the respective register of buyers or sellers.

Registered parties are matched on a 'first-in first-out' basis and prospective buyers are provided with interested sellers' particulars.

The negotiation and execution of any transaction that occurs will then take place between the buyer and the seller without any involvement from BGA. The Company secretary will update the Company's register of members once transactions are settled.

Rules of the BGA Low Volume Market

General Rules

All share transactions are to comply with the BGA's constitution, a copy of which is available on request to the Company secretary:

PO Box 328 Kingaroy, QLD 4610
or by phone on (07) 4162 1100

The BGA Low Volume Market must comply with the terms of the Exemption Notice. Accordingly, BGA will record the aggregate total volume and value of transactions conducted on the market to ensure that no more than 100 completed transactions with a total value (measured by sale price) of not more than \$500,000, are entered into during any 12 month period.

Therefore, if the matching of two or more registered parties would result in a transaction that would cause either the total volume or value of all transactions

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entered into in the relevant 12 month period to exceed either of those limits, BGA will not match those parties and may suspend the market to the start of the subsequent 12 month period. In such a case interested sellers and buyers would have the option of either waiting for the next 12 month period to commence or find a counter party themselves.

Registering on the BGA Low Volume Market

(Registering as a seller) An interested seller may obtain a form from BGA's website to give the Company secretary written notice of their intention to sell BGA shares together with the number of shares they wish to sell and the asking price for those shares and request that those particulars and their personal contact details be entered into the register of sellers. On receipt of such request, the Company secretary will update the register of sellers.

Each prospective seller's notice will expressly authorise BGA to provide the seller's personal contact and other relevant details to registered buyers.

(Registering as a buyer) An interested buyer may obtain a form from BGA's website to give the Company secretary written notice of their interest to buy BGA shares together with the number of shares they may purchase and offered price for those shares and request that those particulars and their personal contact details be entered into the register of buyers. On receipt of such request, the Company secretary will update the register of buyers.

Pricing

Matched buyers and sellers can then negotiate the trade price. While BGA has no role in that negotiation, financial information as lodged with ASIC is available on BGA's website: <http://www.beangrowers.com.au> that may assist parties in their negotiations.

Processing a trade

Requests from buyers and sellers will be matched on a 'first-in first out' basis. The Company secretary will provide a prospective buyer with the matched seller's details, including their contact information, the number of shares for sale and the seller's asking price for those shares.

Any resulting transaction between the buyer and the seller is effected between those parties without BGA's involvement.

Once the transaction has been completed by the seller and the buyer, a signed and otherwise completed share transfer form (available on BGA's website) and the relevant share certificate must be forwarded to the Registry to:

1. update BGA's register of members by recording the transfer of shares from the seller to the buyer and the buyer's details as holder;
2. issue and dispatch a new share certificate to the buyer.

The Company secretary will then update the registers of sellers and buyers.