

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

## **IRON ROAD LIMITED – NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH)**

Iron Road Limited ACN 128 698 108 (**Company**) has today announced a pro-rata non-renounceable offer of approximately 124.9 million fully paid, ordinary shares, each at an issue price of \$0.32 per share on the basis of 31 new ordinary shares for every 40 existing fully paid ordinary shares which are held as at 7:00 pm (AEST) on the record date of 13 August 2012 by shareholders whose registered addresses are situated in Australia, New Zealand and any shareholders in other jurisdictions which the Company has determined are eligible to participate in the offer (**Offer**).

The Offer comprises two components: An initial offer to eligible institutional shareholders identified by Iron Road, with the remainder to be offered to eligible retail shareholders.

The Offer is fully underwritten by CIBC Australia Ltd and the retail component of the Offer is sub-underwritten by the Company's largest shareholder, the Sentient Group.

A shortfall facility will be made available to eligible shareholders to subscribe for additional new shares in excess of their entitlement, subject to compliance with the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**).

This notice is given by the Company under section 708AA(2)(f) of the Corporations Act as notionally modified by Australian Securities and Investments Commission Class Order 08/35.

The Company gives notice that:

- 1 the Company will offer the shares under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2 as at the date of this notice, the Company has complied with:
  - (a) Chapter 2M of the Corporations Act insofar as they apply to the Company; and
  - (b) section 674 of the Corporations Act;
- 3 as at the date of this notice, there is no excluded information (as defined in section 708AA(8) of the Corporations Act) which is required to be disclosed by the Company; and
- 4 the potential effect that the issue of the shares under the Offer will have on the control of the Company is as follows:
  - (a) at the date of this notice the Company is of the view that there is no one entity who controls the Company;

- (b) however, following the close of the Offer the shareholding of certain shareholders could alter, including as a result of applications for shortfall shares under a shortfall facility or new shares issued to the Sentient Group under its sub-underwriting commitments in relation to the retail component of the Offer. The table below illustrates the possible effects of the Offer on the relevant interests of the Sentient Group:

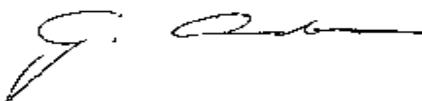
	<b>Impact on Sentient Group's shareholdings</b>
Shares held prior to Offer	56,482,484
% holding prior to Offer	35.0%
Maximum number of shares which may be issued under the Offer	Approximately 124.9 million shares
Maximum number of shares which may be issued under the retail component of the Offer	Approximately 105.5 million shares
% holding following the Offer assuming no shortfall*	Approximately 24.6%
% holding following the Offer assuming 25% shortfall*	Approximately 33.8%
% holding following the Offer assuming 50% shortfall*	Approximately 43.0%
% holding following the Offer assuming 75% shortfall*	Approximately 52.2%
% holding following the Offer assuming 100% shortfall*	Approximately 61.4%

\*Note: the calculation of the shortfall assumes that, of the Sentient Group, only Sentient Fund IV will take up its entitlement under the Entitlement Offer.

Other potential effects of the Offer on the control of the Company include:

- (c) if some eligible shareholders do not take up all of their entitlements under the Offer, then the proportional interest of those eligible shareholders in the Company will be diluted; and
- (d) the proportional interest of ineligible shareholders in the Company will be diluted because ineligible shareholders are not entitled to participate in the Offer.

Yours sincerely,  
**IRON ROAD LIMITED**



Graham Anderson  
**Company Secretary**