Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: Retail Food Group Limited

ACN/ARSN: 106 840 802

1. Details of substantial holder (1)

Name: Anthony Alford (and the persons and entities set out in Annexure B)

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on: 17/05/16

The previous notice was given to the company on: 19/09/14

The previous notice was dated: 19/09/14

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power(5)	Person's votes	Voting power(5)
Ordinary	20,598,192*	14.21%	20,981,758	12.72%

** The Form 604 dated 19.09.14 varies by 10,000 votes. The above figure is the correct total as at 19.09.14*

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	Refer Annexure C

Signature

print name Anthony James Alford capacity

sign here date 23/05/2016

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown'".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Retail Food Group Limited
ACN 106 840 802

ANNEXURE A

This is the annexure marked A of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 23 May 2016.

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10.10.14	Anthony James Alford	Participation in Dividend Reinvestment Plan by entities in which Anthony Alford maintains or is deemed to maintain a relevant interest	$4.66 per share	290,496 ordinary shares	+ 290,496
31.12.14	Anthony James Alford	Participation in Share Purchase Plan by entities in which Anthony Alford maintains or is deemed to maintain a relevant interest	$4.80 per share	20,692 ordinary shares	+ 20,692
09.04.15	Anthony James Alford	Participation in Dividend Reinvestment Plan by entities in which Anthony Alford maintains or is deemed to maintain a relevant interest	$7.05 per share	199,280 ordinary shares	+ 201,495
09.10.15	Anthony James Alford	Participation in Dividend Reinvestment Plan by entities in which Anthony Alford maintains or is deemed to maintain a relevant interest	$4.17 per share	353,286 ordinary shares	+ 353,286
16.05.16	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	$5.7649 per share	250,000 ordinary shares	- 250,000
17.05.16	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	$5.5830 per share	232,403 ordinary shares	- 232,403

23 May 2016

Date

Anthony James Alford

Retail Food Group Limited
ACN 106 840 802

ANNEXURE B

This is the annexure marked B of 2 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 23 May 2016.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons Votes
Anthony Alford	Alfords Holdings (Qld) Pty Ltd ACN 010 829 722	C.G.F.H. Holdings Pty Ltd ACN 061 797 653	Anthony Alford has a relevant interest in the shares held by Alfords Holdings (Qld) Pty Ltd as agent for C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust by virtue of section 608(2) of the Corporations Act.	6,637,309 ordinary shares	6,637,309
Anthony Alford	Anthony Alford	Anthony Alford	Anthony Alford holds securities as trustee for The Anthony James Alford Child Maintenance Trust. He has a relevant interest by virtue of section 608(1) of the Corporations Act.	194,853 ordinary shares	194,853
Anthony Alford	Susan Aalders	Susan Aalders	Anthony Alford is an associate of Susan Aalders and may also have a relevant interest in the shares held by Susan Aalders by virtue of section 608(2) of the Corporations Act.	11,734 ordinary shares	11,734
Anthony Alford	Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466	Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466	Anthony Alford has a relevant interest in the shares held by Bexlie Holdings (Qld) Pty Ltd as trustee for The Bexlie Holdings Trust by virtue of section 608(2) of the Corporations Act.	737,365 ordinary shares	737,365
Anthony Alford	CGFH Holdings Pty Ltd ACN 061 797 653	CGFH Holdings Pty Ltd ACN 061 797 653	Anthony Alford has a relevant interest in the shares held by CGFH Holdings Pty Ltd as trustee for The CGFH Holdings Trust by virtue of section 608(2) of the Corporations Act.	587,765 ordinary shares	587,765
Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd ACN 116 962 380	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C4) Trust by virtue of section 608(2) of the Corporations Act.	184,122 ordinary shares	184,122
Anthony Alford	Cakyto Holdings Pty Ltd ACN 166 278 020	Cakyto Holdings Pty Ltd ACN 166 278 020	Anthony Alford has a relevant interest in the shares held by Cakyto Holdings Pty Ltd as trustee for The CGFH (C5) Trust by virtue of section 608(2) of the Corporations Act.	405,254 ordinary shares	405,254
Anthony Alford	Cakyto Holdings Pty Ltd ACN 166 278 020	Cakyto Holdings Pty Ltd	Anthony Alford has a relevant interest in the shares held by Cakyto Holdings Pty Ltd as trustee for The CGFH (C6) Trust by virtue of section 608(2) of the Corporations Act.	332,561 ordinary shares	332,561

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Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C7) Trust by virtue of section 608(2) of the Corporations Act.	141,850 ordinary shares	141,850
Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C8) Trust by virtue of section 608(2) of the Corporations Act.	141,850 ordinary shares	141,850
Anthony Alford	CSF Investments (Qld) Pty Ltd ACN 144 991 873	CSF Investments (Qld) Pty Ltd ACN 144 991 873	Anthony Alford has a relevant interest in the shares held by CSF Investments (Qld) Pty Ltd as trustee for The Cranot Superannuation Fund by virtue of section 608(2) of the Corporations Act.	969,556 ordinary shares	969,556
Anthony Alford	CGFH (C2) Pty Ltd ACN 120 437 229	CGFH (C2) Pty Ltd ACN 120 437 229	Anthony Alford has a relevant interest in the shares held by CGFH (C2) Pty Ltd as trustee for The CGFH (C2) Trust by virtue of section 608(2) of the Corporations Act.	9,643,222 ordinary shares	9,643,222
Anthony Alford	Dario Pty Ltd ACN 051 964 697	Dario Pty Ltd ACN 051 964 697	Anthony Alford has a relevant interest in the shares held by Dario Pty Ltd as trustee for The Dario Choice Trust by virtue of sections 608(3)(a) and 608(2) of the Corporations Act.	178,950 ordinary shares	178,950
Anthony Alford	Saga Investments Pty Ltd ACN 121 258 279	Saga Investments Pty Ltd ACN 121 258 279	Anthony Alford may have a relevant interest in the shares held by Saga Investments Pty Ltd as trustee for The CGFH (C3) Trust by virtue of section 608(2) of the Corporations Act.	380,915 ordinary shares	380,915
Anthony Alford	Saga Investments Pty Ltd ACN 121 258 279	Saga Investments Pty Ltd ACN 121 258 279	Anthony Alford may have a relevant interest in the shares held by Saga Investments Pty Ltd as trustee for The WSS Trust No 4 by virtue of section 608(2) of the Corporations Act.	334,598 ordinary shares	334,598 ordinary shares
Anthony Alford	Emsaga Super Fund Pty Ltd ACN 151 859 862	Emsaga Super Fund Pty Ltd ACN 151 859 862	Anthony Alford may have a relevant interest in the shares held by Emsaga Super Fund Pty Ltd as trustee for The Emsaga Superannuation Fund by virtue of section 608(2) of the Corporations Act.	99,854 ordinary shares	99,854

23 May 2016

Date

Anthony James Alford

Retail Food Group Limited
ACN 106 840 802

ANNEXURE C

This is the annexure marked C of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 23 May 2016.

Name	Address
Anthony Alford	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
C.G.F.H. Holdings Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Alfords Holdings (Qld) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Dario Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Bexlie Holdings (Qld) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
SAGA Investments Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Susan Aalders	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
FTT Holdings Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Cakyto Holdings Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
CSF Investments (Qld) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
CGFH (C2) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Emsaga Super Fund Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230

23 May 2016

Date

Anthony James Alford

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.

(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.

(c) The person must give a copy of this notice:

(i) within 2 business days after they become aware of the information; or

(ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:

(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and

(B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides

2 show the corporation name and A.C.N or ARBN

3 number the pages consecutively

4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied

5 identify the annexure with a mark such as A, B, C, etc

6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)

7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

GUIDE

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.