

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

UXC Limited

ABN

65 067 682 928

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 | Ordinary shares in UXC Limited |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 51,606 Ordinary shares |
| 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) | 51,606 Ordinary shares issued as a component of further and deferred consideration pursuant to the purchase agreement for the acquisition of all the shares of MEAC Group Pty Ltd. 25,803 shares are subject to voluntary escrow conditions until 7 January 2014. |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes.</p>																																		
<p>5 Issue price or consideration</p>	<p>\$1.09</p>																																		
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Ordinary shares issued as a component of deferred and further consideration pursuant to the purchase agreement for the acquisition of all of the shares of MEAC Group Pty Ltd</p>																																		
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>15 April 2013</p>																																		
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th colspan="2" data-bbox="703 1178 1007 1211">Number</th> <th colspan="2" data-bbox="1015 1178 1283 1211">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="703 1211 831 1245">Balance</td> <td data-bbox="839 1211 1007 1245">308,755,043</td> <td colspan="2" data-bbox="1015 1211 1283 1245">Ordinary Shares</td> </tr> <tr> <td data-bbox="703 1267 831 1301">New issues</td> <td data-bbox="839 1267 1007 1301"><u>51,606</u></td> <td colspan="2" data-bbox="1015 1267 1283 1301"></td> </tr> <tr> <td data-bbox="703 1301 831 1335">Close Bal</td> <td data-bbox="839 1301 1007 1335">308,806,649</td> <td colspan="2" data-bbox="1015 1301 1283 1335"></td> </tr> <tr> <td data-bbox="703 1514 831 1547">Balance</td> <td data-bbox="839 1514 1007 1547"><u>1,595,940</u></td> <td data-bbox="1015 1514 1126 1547">FY11</td> <td data-bbox="1134 1514 1283 1581">Performance Rights</td> </tr> <tr> <td data-bbox="703 1603 831 1637">Balance</td> <td data-bbox="839 1603 1007 1637"><u>3,615,977</u></td> <td data-bbox="1015 1603 1126 1637">FY12</td> <td data-bbox="1134 1603 1283 1671">Performance Rights</td> </tr> <tr> <td data-bbox="703 1693 831 1727">Balance</td> <td data-bbox="839 1693 1007 1727"><u>5,712,710</u></td> <td data-bbox="1015 1693 1126 1727">FY13</td> <td data-bbox="1134 1693 1283 1760">Performance Rights</td> </tr> <tr> <td data-bbox="703 1783 831 1816">Balance</td> <td data-bbox="839 1783 1007 1816"><u>1,730,769</u></td> <td data-bbox="1015 1783 1126 1816">FY12</td> <td data-bbox="1134 1783 1283 1883">MD LTIs Performance Rights</td> </tr> </tbody> </table>			Number		+Class		Balance	308,755,043	Ordinary Shares		New issues	<u>51,606</u>			Close Bal	308,806,649			Balance	<u>1,595,940</u>	FY11	Performance Rights	Balance	<u>3,615,977</u>	FY12	Performance Rights	Balance	<u>5,712,710</u>	FY13	Performance Rights	Balance	<u>1,730,769</u>	FY12	MD LTIs Performance Rights
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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A

⁺ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

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

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
-

+ See chapter 19 for defined terms.

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:

(Company secretary)

Date: 15 April 2013

Print name:

Mark C Hubbard