

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

Thorn Group Limited

ABN

54 072 507 147

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 16,232,366, subject to rounding entitlements |
| 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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4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes, the shares will rank equally with existing fully paid ordinary shares.				
	<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>The shares are expected to be allotted on 8 July 2011 which is after the record date for the final dividend on 23 June 2011. Accordingly the shares will not be entitled to the final dividend of 4.95 cents (for the period ended 31 March 2011).</p>				
5	Issue price or consideration	\$1.85 per share				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The renounceable entitlement offer will provide the Company with the capacity to take advantage of strategic growth opportunities as they may arise by effectively returning the Company's gearing to the conservative position it held prior to the acquisition of National Credit Management Limited (announced 18 March 2011)</p>				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	8 July 2011				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="735 1570 1023 1603">Number</th> <th data-bbox="1034 1570 1378 1603">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="735 1615 1023 1637">146,091,290</td> <td data-bbox="1034 1615 1378 1637">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	146,091,290	Fully paid ordinary shares
Number	+Class					
146,091,290	Fully paid ordinary shares					

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		Nil	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?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the ⁺ securities will be offered	One (1) new fully paid ordinary share for every eight (8) existing fully paid ordinary shares
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares
15	⁺ Record date to determine entitlements	9 June 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number of 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.	Shareholders with a registered address outside of Australia or New Zealand as at the record date (being 7:00pm AEST on 9 June 2011) are not eligible to participate in the entitlement offer

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19	Closing date for receipt of acceptances or renunciations	5:00pm AEST 30 June 2011
20	Names of any underwriters	RBS Morgans Corporate Limited
21	Amount of any underwriting fee or commission	Underwriting fee of 2.0% and management fee of 0.5% of the proceeds of the entitlement offer
22	Names of any brokers to the issue	N/A
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	No prospectus or product disclosure statement will be produced. The Offer Booklet (including entitlement and acceptance form) will be sent on 16 June 2011.
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)	3 June 2011
29	Date rights trading will end (if applicable)	20 June 2011
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Shareholders should contact their brokers for information on how to sell their entitlements in full. Refer to the letter that will be sent to shareholders on 2 June 2011 for further details.
31	How do +security holders sell <i>part</i>	Shareholders should contact their brokers for

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of their entitlements through a broker and accept for the balance?

information on how to sell their entitlements in full. Refer to the letter that will be sent to shareholders on 2 June 2011 for further details.

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- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? Refer to the letter that will be sent to shareholders on 2 June 2011 for further details.
- 33 +Despatch date 16 June 2011

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

N/A

39 Class of +securities for which
quotation is sought

N/A

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

N/A

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)

N/A

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

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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:Date: ..1 June 2011....
(Director/Company secretary)

Print name: Peter Eaton

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