



## Annexure 2A Annexure 3B

### BSX Listing Rules

### Issuance and/or Quotation of Additional Securities Application

**References** Version 3, Operative 26/8/2005  
Chapter 2, BSX Listing Rules

#### Instructions:

*An entity issuing new or additional securities and/or seeking quotation of securities must complete and return this annexure to BSX.*

*An entity applying for quotation of additional or new securities must also complete and return an Annexure 2B to BSX.*

*Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.*

*Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.*

Name of entity	ACN, ARBN or ARSN
Bellarine Peninsula Community Branch Limited	ACN 089 107 657

#### Part 1 - All issues

1	Number of securities issued or to be issued	Minimum \$300,000 Maximum \$500,000
2	Class of securities issued or to be issued	Fully Paid Ordinary
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)	As per Prospectus dated 24 October 2008
4	Date of allotment of the additional securities	Date in Prospectus – 10 January 2009

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5	Dates of despatch of certificates	Date in Prospectus – 1 February 2009
6	Number of holders of the additional securities	To be confirmed at a later date
7	Issue price of the additional securities	\$1.00
8	Purpose of the issue. (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)	As per Prospectus
9	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: <ul style="list-style-type: none"> <li>• the date from which they do;</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment;</li> <li>• the voting rights of the additional securities;</li> <li>• the rights of the additional securities to participate in the new issues of securities.</li> </ul>	Yes
10	Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)	Current 1,200,000 plus Minimum Capital 300,000 = 1,500,000. Current 1,200,000 plus Maximum Capital 500,000 = 1,700,000.
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	Nil

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12	___ Executed restriction agreements (refer to Annexure 8A)	N/A
13	___ Undertakings from a bank or recognised trustee.	N/A

*Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.*

**Part 2 - Bonus issue or pro rata issue**

14	Is security holder approval required?	N/A
15	Is the issue renounceable or non-renounceable	N/A
16	Ratio in which the securities will be offered	N/A
17	Class of securities to which the offer relates	N/A
18	Record date to determine entitlements	N/A
19	Will holdings on different registers be aggregated for determining entitlements?	N/A
20	Policy for deciding entitlements in relation to fractions	N/A
21	Names of countries in which the entity has security holders who will not be sent new issue documents	N/A
22	Closing date for the receipt of acceptances and renunciations	N/A
23	Names of any underwriters	N/A
24	Amount of any underwriting fee or commission	N/A
25	Names of any brokers to the issue	N/A

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

**Part 3 - Quotation of securities**

This part is to be completed only if this is an application to quote the securities

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37 Type of securities (Please tick)

37.1  Securities described in Part 1 (and Part 2 if applicable)

37.2  All other securities (e.g., restricted securities at the end of the escrow period, employee incentive share securities when restriction ends, securities issued on conversion or expiry of convertible securities)

**Quotation fees**

38  Cheque for fees.

**If 37.1 has been ticked**

**Additional Securities Forming a New Class of Securities**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

39  A specimen certificate/issuer sponsor holding statement

N/A

40  The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.

N/A

41  A distribution schedule of the additional securities setting out the number of holders in the categories:

N/A

1-1,000

1,001-5,000

5,001-10,000

10,001-100,000

100,001 and over

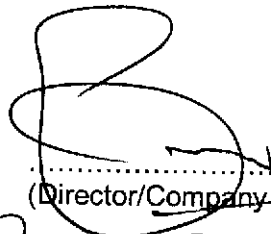
**Issuance and/or Quotation of Additional Securities Application**

42  A copy of any trust deed for the additional securities. N/A

**If 37.2 has been ticked, please complete the following**

43	Class of securities for which quotation is sought	N/A				
44	Number of securities for which quotation is sought	N/A				
45	<p>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 specify:</p> <ul style="list-style-type: none"> <li>- the date from which they do</li> <li>- the extent to which they participate for the next dividend (or distribution or interest payment)</li> <li>- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A				
46	Reason for the request for quotation of these securities now	N/A				
47	Number and class of all securities listed on BSX (including those given in points 43 and 44 above)	<table style="width: 100%; border: none;"> <thead> <tr> <th style="width: 50%; border: none;">Number</th> <th style="width: 50%; border: none;">Class</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">N/A</td> </tr> </tbody> </table>	Number	Class	N/A	
Number	Class					
N/A						

Annexure 2A  
Annexure 3B  
Issuance and/or Quotation of Additional Securities Application

Signed:  .....  
(Director/Company Secretary) (Director/Company Secretary)

Print name: Russell Robert Emders Karen Ann Woodhart

Dated: 22/10/08 .....

