



References Version 1, Operative 23/8/2000
Chapter 2, BSX Listing Rules

Instructions:

An entity seeking quotation of additional securities must complete and return this annexure 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
CAPILANO HONEY LIMITED	009 686 435

We apply for the quotation of additional securities.

All Entities

1	Number of securities for which quotation is sought	4
2	Class of securities for which quotation is sought	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)	FULLY PAID ORDINARY SHARES
4	Date of allotment of the additional securities	SIX MONTHS TO 31 DECEMBER 2005
5	Dates of despatch of certificates	UPTO 31 DECEMBER 2005
6	Number of holders of the additional securities	4

Annexure 2A
Quotation of Additional Securities Application

7	Issue price of the additional securities	1 @ \$4.70 3 @ \$4.00
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.)	TO ENSURE COMPLIANCE WITH HONEY SUPPLY AGREEMENT
8	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:	YES
	<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 voting rights of the additional securities; • the rights of the additional securities to participate in the new issues of securities. 	
10	Number and class of all securities quoted on BSX (including the securities in clause 1)	5,128,794
11	Number and class of all securities not quoted on BSX (excluding the securities in clause 1)	NIL
12	Were the securities issued for cash?	YES

(tick one of 13 or 14)

13 Cheque for fees.

14 Periodic payment as agreed with the home branch has been arranged.

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

Annexure 2A
Quotation of Additional Securities Application

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)

15 A specimen certificate/issuer sponsor holding statement

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

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


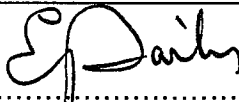
- 1-1,000
- 1,001-5,000
- 5,001-10,000
- 10,001-100,000
- 100,001 and over

18 A copy of any trust deed for the additional securities.

Restricted securities

19 Executed restriction agreements (refer Annexure 8A).

20 Undertakings from a bank or recognised trustee.

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

Print name: Roger D. Masters Errol J. Bailey

Dated: 09.01.06