



## 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
<b>CAPILANO HONEY LIMITED</b>	<b>009 686 435</b>

#### Part 1 - All issues

1	Number of securities issued or to be issued	5
2	Class of securities issued or to be issued	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	11 JULY 2007
5	Dates of despatch of certificates	11 JULY 2007
6	Number of holders of the additional securities	5

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

7	Issue price of the additional securities	1 @ \$3.65 3 @ \$3.89 1 @ \$4.00 ----- 5
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
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)	5,151,061
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
12	___ Executed restriction agreements (refer to Annexure 8A)	
13	___ Undertakings from a bank or recognised trustee.	

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

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

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

28	If the issue is subject to security holders approval, the date of the meeting	
29	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled	
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	
31	Date rights trading will begin (if applicable)	
32	Date rights trading will end (if applicable)	
33	How do security holders sell their entitlements in full through a broker?	
34	How do security holders sell part of their entitlements through a broker and accept for the balance?	
35	How do security holders dispose of their entitlements (except by sale through a broker)?	
36	Despatch date	

**Part 3 - Quotation of securities**

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

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  N/A  Cheque for fees.

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

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

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

41  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

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


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

43 Class of securities for which quotation is sought

44 Number of securities for which quotation is sought

45 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?


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

<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>					
<p>46 Reason for the request for quotation of these securities now</p>					
<p>47 Number and class of all securities listed on BSX (including those given in points 43 and 44 above)</p>	<table border="1"> <thead> <tr> <th data-bbox="782 952 1101 996">Number</th> <th data-bbox="1101 952 1356 996">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 996 1101 1176"></td> <td data-bbox="1101 996 1356 1176"></td> </tr> </tbody> </table>	Number	Class		
Number	Class				




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

.....  
(Director/Company Secretary)

Print name: ROGER D MASTERS

ERROL J BAILEY

Dated: 11 JULY 2007