



**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
CAPILANO HONEY LIMITED	009 686 435

Part 1 - All issues

1	Number of securities issued or to be issued	1
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	AUGUST 2008
5	Dates of despatch of certificates	AUGUST 2008
6	Number of holders of the additional securities	1

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7	Issue price of the additional securities	1 @ \$1.30
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"> 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. 	YES
10	Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)	5,151,066
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.	

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

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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	
28	If the issue is subject to security holders approval, the date of the meeting	

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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.

If 37.1 has been ticked

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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	<input type="checkbox"/> A specimen certificate/issuer sponsor holding statement	
40	<input type="checkbox"/> The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.	
41	<input type="checkbox"/> 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	<input type="checkbox"/> 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? If the additional securities do not rank equally specify:	

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- the date from which they do - the extent to which they participate for the next dividend (or 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					
46 Reason for the request for quotation of these securities now					
47 Number and class of all securities listed on BSX (including those given in points 43 and 44 above)	<table border="1"><thead><tr><th data-bbox="787 745 1112 787">Number</th><th data-bbox="1112 745 1347 787">Class</th></tr></thead><tbody><tr><td data-bbox="787 787 1112 951"></td><td data-bbox="1112 787 1347 951"></td></tr></tbody></table>	Number	Class		
Number	Class				

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


.....
(Director/~~Company Secretary~~)

Print name: ROGER D MASTERS

RICHARD RIVALLAND

Dated: 23 DECEMBER 2008