

AUGUSTA & DISTRICTS COMMUNITY FINANCIAL SERVICES LIMITED

[ACN: 110 946 168]

SUPPLEMENTARY PROSPECTUS (Prospectus dated 12 November 2004)

This Supplementary Prospectus supplements the Prospectus dated 12 November 2004 issued by Augusta & Districts Community Financial Services Ltd (*the Prospectus*). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated **15 February 2005**. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 15 February 2005.

Neither ASIC nor the Bendigo Stock Exchange take any responsibility for the content of this Supplementary Prospectus.

No Shares will be issued on the basis of this Supplementary Prospectus and the Prospectus after the expiry date of the Prospectus.

1. EXTENSION OF OFFER

(a) Listing on the Bendigo Stock Exchange

It was stated in the Prospectus that application would be made by the Company within seven days of the date of the Prospectus for listing of the Company, and quotation of the Shares, on the Bendigo Stock Exchange. Such an application has been made within that period.

Listing of the Company and quotation of the Shares have not yet occurred. This is not able to occur until the minimum subscription condition in the Prospectus (discussed in paragraph (b) below) is satisfied. If the Bendigo Stock Exchange has not granted permission for quotation of the Shares within three months after the date of the Prospectus (ie by 11 February 2005), none of the Shares may be issued unless ASIC granted the Company an exemption.

As the Shares have not been granted quotation on the Bendigo Stock Exchange by the date which is three months after the date of the Prospectus (ie by 11 February 2005), the Company is required by section 724 of the Corporations Act to take one of a number of actions. Of those actions, the Company has decided to issue this Supplementary Prospectus and explain the withdrawal rights described below. The Company has also sought and obtained the necessary ASIC exemption to permit the Company to "refresh" this three month period from the date of this Supplementary Prospectus.

Accordingly, if the Shares are not granted quotation on the Bendigo Stock Exchange by the date which is three months after the date of this Supplementary Prospectus (ie by 15 May 2005), the Company will again be required to take one of a number of actions specified in s724 of the Corporations Act. Thus, if investors are to become entitled to another right to withdraw their applications because the Shares have not been granted quotation on the Bendigo Stock Exchange, this will not occur again until 15 May 2005.

(b) Minimum Subscription Condition

As noted in the Prospectus, it was a condition to the Offer that the Company receive applications (and payment) for at least 525,000 Shares by the date (the **Four Month Date**) which is four months from the date of the Prospectus. The Four Month Date is 12 March 2005.

As at the time of the preparation of this Supplementary Prospectus, applications have been received for 223,013 Shares at \$1.00 each. However, pursuant to subsection 741(1) of the Corporations Act, ASIC has granted the Company relief to permit the Company to "refresh" this four month period from the date of this Supplementary Prospectus. Thus, unless the Offer is further extended or amended, Shares will not be issued unless the Company receives applications (and payment) for at least 525,000 Shares by the date which is four months from the date of this Supplementary Prospectus (namely, by 15 June 2005).

Note that, in the absence of this ASIC relief, the Company would have been required to take one of the actions under section 724(2) of the Corporations Act if the minimum subscription condition was not satisfied by 11 March 2005. In particular, the Company would have had the option to (amongst other things) close the offer (and return all application money to the applicants) or give the applicants an additional supplementary prospectus and one month to withdraw their application. The effect of the ASIC relief is that if investors are to become entitled to another opportunity to withdraw their applications because the minimum subscription condition is not satisfied, this will not occur again until 15 June 2005 (though, given the discussion in paragraph (a) above regarding quotation of the Shares on the Bendigo Stock Exchange, investors may become entitled to withdraw their applications if the Shares are not granted quotation on the Bendigo Stock Exchange by 15 May 2005).

2. REVISED INDICATIVE TIMETABLE FOR THE OFFER

In light of the above, the new indicative timetable is as follows.

Event	Date
Extended anticipated close of offer	18 March 2005
Shares expected to be allotted	25 March 2005
Certificates expected to be dispatched	8 April 2005
Listing on Bendigo Stock Exchange*	22 April 2005

** Listing and quotation by the Bendigo Stock Exchange is subject to approval by the Bendigo Stock Exchange.*

These dates are indicative only and are subject to change. The Company has the right, in its absolute discretion, to close the Offer early or to extend the closing date, without notice. If the closing date for the Offer is extended, the subsequent dates may also be extended accordingly.

3. OTHER INFORMATION

The Company notes that since the issue date of the Prospectus legislative changes have meant Banks may now open within restricted hours on Saturdays. This will permit the proposed Augusta and Districts Community Bank® branch and any banking competitor to trade on Saturdays.

4. WITHDRAWAL RIGHTS

An applicant who, as at 5pm on 15 February 2005, has lodged an application for Shares offered under the Prospectus, has the right to withdraw their application and be repaid their application money (without interest), provided that the request for such a withdrawal is received by the Company within one month of this Supplementary Prospectus. Any such applicant who wishes to withdraw their application can do so by sending their request to the following address:

The Company Secretary
Augusta & Districts Community Financial Services Ltd
PO Box 84
AUGUSTA WA 6290

Requests for any such withdrawal must be received by the Company prior to 5pm on 15 March 2005.

Signed by **EDWARD JOHN COULTER**, on behalf of the Directors of **AUGUSTA & DISTRICTS COMMUNITY FINANCIAL SERVICES LTD, (ACN 110 946 168)** all of whom have consented to the issue of this Supplementary Prospectus.

EDWARD JOHN COULTER
Chairman
AUGUSTA & DISTRICTS COMMUNITY FINANCIAL SERVICES LTD