
References	Version 1, Operative 23/8/2000 Chapter 1, BSX Listing Rules
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Application for Admission to the BSX Official List

Name of entity Bendigo Community Telco Limited	ABN 88 089 782 203
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We apply for admission to the BSX official list and for the quotation of securities.

General

1	Type of entity	Company ✓	Trust
2	Main class of securities	Number 5,036,010 (if Offer fully subscribed) to 5,599,010 (if Offer over-subscribed by 563,000 Shares)	Class Ordinary
3	Additional securities to be quoted	Number to be quoted Nil	Class
4	Additional securities not to be quoted	Number not to be quoted Nil	Class
5	Postal address for all correspondence	PO Box 1062, Bendigo Vic. 3552	
6	Telephone number	03 5454 5000	
7	General fax number	03 5454 5001	
8	Fax number for confirmation of release of information to the BSX market	03 5454 5001	
9	Address of principal security registry for each class of security	C/- Andrew Frewin & Stewart Chartered Accountants 61-65 Bull Street, Bendigo Vic. 3550	
10	Annual balance date	30 June	

Companies Only

11	Name and title of chief executive officer/managing director	John Clifford Warmbrunn Chief Executive Officer
12	Name and title of chairperson of directors	Robert George Hunt Chairman
13	Name of all directors	Robert George Hunt Professor Leslie Alan Kilmartin Geoffrey Ralph Michell Donald James Erskine Graham William Bastian Kathleen Ellen Byrne Andrew James Cairns
14	Duration of appointment of directors details of any entitlement to participate in profits	Retirement by rotation (See clause 58.1 of Constitution) See also Prospectus Section 8.1
15	Name and title of company secretary	David Andrew Oataway Company Secretary
16	Place of incorporation	Bendigo, Victoria
17	Date of incorporation	23 November 1999
18	Legislation under which incorporated	Corporations Act 2001
19	Address of registered office	Level 2 Fountain Court, Bendigo Vic. 3550
20	Month in which annual general meeting is usually held	November
21	Months in which dividends are usually paid (or are intended to be paid)	At the discretion of the Directors See Prospectus Sections 2.12 and 7.2

Trusts Only

22 – 33	Not applicable
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About The Entity

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

34	✓	Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements	See Prospectus Sections 1.1, 2.1, 2.4 and 2.5
35	✓	Prospectus, offer information statement or information memorandum relevant to the application (2 copies)	See attached Prospectus
36	✓	Cheque for listing and quotation fees	See attached
37	✓	Type of securities register the entity will operate	Electronic (Maintained on 'Corporate Compliance' software)
38	✓	Copies of any contracts referred to in the Prospectus, offer information statement or information memorandum (including any underwriting agreement)	See attached
39		A certified copy of any restriction agreement entered into in relation to restricted securities	Not applicable
40		Where there are restricted securities, any undertaking issued by a bank or recognised trustee	Not applicable
41	✓	Certificate of incorporation (in the case of a company)	See attached
42		Certificate of registration (in the case of a trust)	Not applicable
43	✓	Copy of entity's constitution	This has already been provided to the BSX.
44	✓	Brief history of entity, or if applicable, the group	See Prospectus Section 3

About The Securities To Be Quoted

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

45	✓	Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	See Prospectus Section 8.1
46	✓	Voting rights of securities to be quoted	See Prospectus Section 8.1
47	✓	Specimen certificate/holding statement of each class of securities to be quoted	See attached
48	✓	Terms of securities to be quoted	See Prospectus Section 8.1
49		Statement setting out the names of the 20 largest holders in each class of securities to be quoted and the number and percentage of each class of securities held by those holders	TBA
50		Distribution schedule of each class of equity securities to be quoted, 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	TBA
51	✓	The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price	TBA
52		Terms of any debt securities and convertible debt securities	Not applicable
53		Trust deed for any debt securities and convertible debt securities	Not applicable
54		Trusts only – if the trust is not a registered managed investment scheme, ASIC exemption in relation to buy-back provisions	Not applicable

All Entities With Assets Not Readily Valued

Any entity that has acquired, or entered into an agreement to acquire, an asset that is not readily valued provide BSX with the following information

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

55 – 60

Not applicable

About The Entity's Capital Structure

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

61	✓	A copy of the entity's register of members, if required by BSX	See attached shareholding table as at 22 February 2005
62		A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years	Not applicable
63		The terms of any employee incentive scheme	Not applicable
64		The terms of any dividend or distribution plan	Not applicable
65		The terms of any securities that will not be quoted	Not applicable
66	✓	The entity's issued capital (interests), showing separately each class of security, the amount paid up on each class, the issue price, the dividend (or distribution) and voting rights attaching to each class and the conversion terms (if applicable)	See Prospectus Section 8
67		The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of	Not applicable

		redemption of each class and conversion terms (if applicable)	
68		The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)	Not applicable
69		The number of the entity's options to acquire unissued securities, showing the number outstanding	Not applicable
70	✓	Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities	See Prospectus Section 2.8
71		If the entity has any child entities, a list of all the child entities stating in each case the name, the nature of the business and the entity's holding in it	Not applicable

About the Entity's Financial Position

Applicants relying on the profit test should complete items 72 to 77. Applicants relying on the assets test should complete items 78 to 83.

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

Profits Test

72	✓	Evidence that the applicant is a going concern or the successor of a going concern	See Prospectus Section 2.12
73	✓	Evidence that the applicant has been in the same main business activity for the last 3 full financial years or details of how its business has changed and its aggregated profit for the last 3 full financial years	See Prospectus Sections 2.12, 3 and 5
74	✓	Audited financial statements for the last 3 full financial years and	See attached financial statements:

		audit reports	(a) Year ending 30 June 2002 (b) Year ending 30 June 2003 (c) Year ending 30 June 2004
75	✓	Last half yearly financial statement (if required) and audit report or review	See attached half yearly financial statement: (a) 6 months ending 30 December
76	✓	Pro forma balance sheet and review	See Prospectus Section 5.2
77	✓	Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations	See Prospectus Section 2.12
Assets Test			
78 - 83			Not applicable
Entity's Business Plan and Level of Operations			
Tick the information or documents you are providing		Indicate where the information or document can be found? (eg. Prospectus cross reference)	
84	✓	Details of the entity's existing and proposed activities and level of operations. State the main business	The predominant business activity of BCT is the supply of telecommunications services as a reseller of wholesale services supplied by larger telecommunications carriers. See Prospectus Section 3
85	✓	Details of any issues of the entity's securities (in all classes) in the last three financial years. Indicate issues for consideration other than cash.	In May 2003 the Company issued 817,000 fully paid ordinary shares at \$1.00 per share. See attached Information Memorandum dated 9 May 2003. Note: the Offer was over-subscribed.

Information Memorandum Requirements

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg. Prospectus cross reference)

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| 86 | ✓ | The signature of every director and proposed director of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company) | See Prospectus Section 8.15 |
| 87 | ✓ | The date the information memorandum is signed | 1 June 2005 |
| 88 | ✓ | Full particulars of the nature and extent of any interest now, or in the past 2 years, or every director or proposed director of the entity (in the case of a trust, the responsible entity or management company) in the promotion of the entity, or in the property acquired or proposed to be acquired by it | See Prospectus Section 8.4 |
| 89 | ✓ | If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity | See Prospectus Section 8.4 |
| 90 | ✓ | Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it | See Prospectus Section 8.5 |
| 91 | ✓ | A statement that BSX does not take responsibility for the contents of the information memorandum | See Prospectus Important Notices, page 4 |
| 92 | | A statement that the fact BSX may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity | No such statement has been made |
| 93 | ✓ | If the information memorandum includes a statement claiming to be made by an expert or based | See Prospectus Section 8.3 |

on a statement made by an expert,
a statement that the expert has
given, and has not withdrawn,
consent to the issue of the
information memorandum with
the particular statement included
in its form and context

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| 94 | A statement that the entity has not raised any capital for the 3 months before the date of the issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum | No such statement has been made |
| 95 | <p>A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between issue of the information memorandum and the date the entity's securities are quoted or reinstated:</p> <ul style="list-style-type: none"> • a material statement in the information memorandum is false or misleading • there is a material omission from the information memorandum • there has been a significant change affecting a matter included in the information memorandum • a significant new matter has arisen and it would have been required to be included in the information memorandum | No such statement has been made |
| 96 | <p>If there is a supplementary information memorandum it must include:</p> <ul style="list-style-type: none"> • correction of any deficiency • details of any material omission, change or new matter • a prominent statement that it is a supplementary information memorandum • the signature of every director, | Not applicable |

- or proposed director, or the applicant personally or by a person authorised in writing by the director (in the case of a trust, director or the responsible entity or management company)
- the date the supplementary information memorandum is signed

97	Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum	Not applicable
98	Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum	Not applicable

Other Information

Tick the information or documents you are providing		Indicate where the information or document can be found? (eg. Prospectus cross reference)
99	✓ Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible	Head office lease See Prospectus Section 8.2
100	✓ A copy of every Prospectus issued, and every information memorandum circulated, in the last 5 years	See attached the following information memoranda: (a) Information Memorandum dated 9 May 2003 (b) Information Memorandum dated 15 October 2001 (c) Information Memorandum dated 16 August 2001
101	Information not covered elsewhere and which, in terms of BSX listing rule 3.1, is likely to materially affect the price or value of the applicant's securities	Nil

Signed:

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Director

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Company Secretary

Print name: **Robert George Hunt**

David Andrew Oataway

Dated:

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