



## 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 |
|---------------------------------|-------------------|
| Bendigo Community Telco Limited | 089 782 203       |

#### Part 1 - All issues

|   |                                                                                                                                                                                                                                           |  |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1 | Number of securities issued or to be issued                                                                                                                                                                                               |  |
| 2 | Class of securities issued or to be issued                                                                                                                                                                                                |  |
| 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) |  |
| 4 | Date of allotment of the additional securities                                                                                                                                                                                            |  |

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|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 5  | Dates of despatch of certificates                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 6  | Number of holders of the additional securities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| 7  | Issue price of the additional securities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| 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.)                                                                                                                                                                                                                                                                                                                                                                   |  |
| 9  | <p>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:</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, (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> |  |
| 10 | Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |
| 11 | Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| 12 | ____ Executed restriction                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |

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|                                                                  |  |
|------------------------------------------------------------------|--|
| agreements (refer to Annexure 8A)                                |  |
| 13 <u>      </u> Undertakings from a bank or recognised trustee. |  |

*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                                                                     |  |

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|    |                                                                                                                                                             |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|    | 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                                                                               |  |
| 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)

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- 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 ☐ Cheque for fees.

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

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for the additional securities.

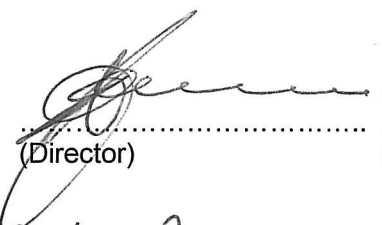
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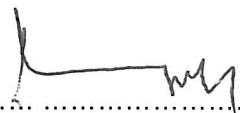
**If 37.2 has been ticked, please complete the following**

| 43        | Class of securities for which quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                           | Ordinary                                                                                                                                                |        |       |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------|-----------|----------|
| 44        | Number of securities for which quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                          | 416                                                                                                                                                     |        |       |           |          |
| 45        | Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?<br><br>If the additional securities do not rank equally specify:<br><br>- the date from which they do<br><br>- the extent to which they participate for the next dividend (or distribution or interest payment)<br><br>- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Yes                                                                                                                                                     |        |       |           |          |
| 46        | Reason for the request for quotation of these securities now                                                                                                                                                                                                                                                                                                                                                                                                                | The holding lock required by the Bendigo Community Telco Employee Share Plan Rules is no longer applicable                                              |        |       |           |          |
| 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>Number</th> <th>Class</th> </tr> </thead> <tbody> <tr> <td>5,593,937</td> <td>Ordinary</td> </tr> </tbody> </table> | Number | Class | 5,593,937 | Ordinary |
| Number    | Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                         |        |       |           |          |
| 5,593,937 | Ordinary                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                         |        |       |           |          |

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Signed:

  
.....  
(Director)

  
.....  
(Company Secretary)

Print name:

*Andrew Cairns*

Malcolm Campbell

Dated:

18 May 2010