

Annexure 2A

BSX Listing Rules

Quotation of Additional Securities Application

References

Version 1, Operative 23/8/2000

Chapter 2, BSX Listing Rules

instructions:

An entity seeking quotation of additional securities must complete and return this annexure 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

Heathcote + D.	strict Financial Services Ltd
----------------	-------------------------------

112 376 986

We apply for the quotation of additional securities.

All Entitles

- Number of securities for which quotation is sought
- Class of securities for which quotation is sought
- 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
- 5 Dates of despatch of certificates
- 6 Number of holders of the additional securities

12,800	
OPDIMARY	
FILLY PAID ORDINGSHARES @ \$1:00	1
30 8 05	
26/9/05	<u>.</u>
12	

Date 23/8/2000

Page 1 of 4

Annexure 2A Quotation of Additional Securities Application

7	Issue price of the additional securities	#1.00	
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.)	under progr	ectus.
8	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:	YES	
•	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.		
10	Number and class of all securities quoted on BSX (including the securities in clause 1)	593,410 p	RDILLARY SHARES
11	Number and class of all securities not quoted on BSX (excluding the securities in clause 1)	71	
12	Were the securities issued for cash?	YES	
(tick	one of 13 or 14)		
13	Cheque for fees.		
14	Periodic payment as agreed	with the home branch has	been arranged.
Date	23/08/2000		Page 2 of 4
			. •

Annexure 2A Quotation of Additional Securities Application

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

Additional Securities Forming a New Class of Securities

	e information or documents you oviding	Indicate where the information document can be found? cross reference)	
15	A specimen certificate/issuer sponsor holding statement		
16	The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.		
17	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		
18	A copy of any trust deed for the additional securities.		
Restr	icted securities		
19	Executed restriction agreements (refer Annexure 8A).		1 111
20	Undertakings from a bank or recognised trustee.		
Date :	23/08/2000	***************************************	Page 3 of 4

Annexure 2A
Quotation of Additional Securities Application

Signed:

(Director/Company Secretary)

(Director/Company Secretary)

Print name JOHN SURIDAN KATHERY GILMORE

Dated: 269.9



Annexure 2B

BSX	Listing	Rules

Quotation of Additional Securities Contract

References

Version 1, Operative 23/8/2000

Chapter 2, BSX Listing Rules

Name of entity	ACN, ARBN or ARSN
Heathwork + District Financial Services	
having provided BSX with a completed application securities dated	on for the quotation of additiona
30/8/05	

agrees that:

- quotation of our additional securities is in BSX's absolute discretion. BSX
 may quote the securities on any conditions it decides;
- 2. we warrant to BSX that the issue of the securities to be quoted complies with the law, is not for an illegal purpose and that there is no reason why the securities should not be granted quotation;
- 3. we have provided BSX with all information and documents required by the application form and BSX Listing Rules. If any such information or document is not now available, we will give it to BSX before quotation of the securities begins. We acknowledge that BSX is relying or and documents. We warrant that they are (or will be) true and complete in all relevant respects;
- 4. we will indemnify BSX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

Signed: (Director) (Director/Company Secretary)

Print name: John Sheridan Kameya Gi More

Dated: 26 9 95

[Note: if the applicant has a common seal, execution must be under seal]

Date 23/8/2000

Page 1 of 1