

References Issued 30/8/2000

Chapter 1, BSX Listing Rules

Application for Admission to the BSX Official List

Instructions

An entity seeking admission to the BSX official list 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 & District Financial Services Limited	ACN 112 376 986
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We apply for admission to the BSX official list and for the quotation of securities.

General

1	Type of entity (<i>tick one</i>)	Company	Trust
		Yes	No
2	Main class of securities	Number	Class
		\$530,010 \$680,010	Ordinary
3	Additional securities to be quoted	Number to be quoted	Class
		Nil	Nil
4	Additional securities not to be quoted	Number not to be quoted	Class
		Nil	Nil
5	Postal address for all correspondence	1 Shakespeare Street Heathcote VIC 3523	
6	Telephone number	(03) 5433 3200	

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7	General fax number	(03) 5433 2775
8	Fax number for confirmation of release of information to the BSX market	(03) 5433 2775
9	Address of principal security registry for each class of security	Bendigo Bank Limited Share Registry PO Box 480 Bendigo, Victoria 3552
10	Annual balance date	30 th June

Companies Only

11	Name and title of chief executive officer/managing director.	TBA – Branch Manager
12	Name and title of chairperson of directors.	John Leslie Sheridan – Chairman
13	Name of all directors	Barry Maxwell Cail Keith Macpherson Chambers Jeremy Myddleton Davis Kathryn Mary Gilmore Adolf John Hill John Leslie Sheridan Colin Bernard Stobaus Penelope Jane Wigg Gregory John Williams Joseph Zurek
14	Duration of appointment of directors and details of any entitlement to participate in profits.	3 years as set out in the Constitution
15	Name and title of company	Kathryn Mary Gilmore – Company

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	secretary	Secretary
16	Place of incorporation	Heathcote - Victoria
17	Date of incorporation	5 January 2005
18	Legislation under which incorporated	The Corporations Law
19	Address of registered office	1 Shakespeare Street, Heathcote VIC 3523
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)	Not applicable to date.

22 – 33 are to be answered by Trusts only. Therefore these items have no relevance for this BSX listing application.

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	Prospectus
35	___ Prospectus, offer information statement or prospectus relevant to the application	Prospectus
36	___ Cheque for listing and quotation fees	Please make invoice out to Bendigo Bank – Att: John Chandler Ref: Heathcote & District Financial Services Limited
37	___ Type of securities register the entity will operate	Bendigo Bank Limited Share Registry PO Box 480 Bendigo, Victoria 3552

38	___ Copies of any contracts referred to in the prospectus, offer information statement or prospectus (including any underwriting agreement)	Franchise Agreement with Bendigo Bank (copy enclosed – not for publication) and lease of premises.
39	___ A certified copy of any restriction agreement entered into in relation to restricted securities	Nil
40	___ Where there are restricted securities, any undertaking issued by a bank or recognised trustee	Not applicable as request for no restricted securities
41	___ Certificate of incorporation (in the case of a company)	Copy attached to Company Constitution
42	___ Certificate of registration (in the case of a trust)	Not applicable
43	___ Copy of entity's constitution	Attached
43A	___ Brief history of entity, or if applicable, the group	Community Bank Branch (of Bendigo Bank)

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)

44	___ Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	Refer prospectus (note waivers sought)
45	___ Voting rights of securities to be quoted	Prospectus and Constitution
46	___ Specimen certificate/holding statement of each class of securities to be quoted	Enclosed

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47	____ Terms of securities to be quoted	Not applicable
48	____ 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	To be supplied at later date
49	____ 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	To be supplied at later date
50	____ The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price	To be supplied at later date
51	____ Terms of any debt securities and convertible debt securities	Not applicable
52	____ Trust deed for any debt securities and convertible debt securities	Not applicable
53	____ 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)

54	____ The name of the vendor and details of any relationship of the vendor with the applicant	Not applicable but – see Franchise Agreement as major transaction
55	____ If the vendor was not the beneficial owner of the asset at the time of the acquisition, the name of the beneficial owner and the details of the relationship of the beneficial owners to the applicant	Not applicable
56	____ The date the vendor acquired the asset	Not Applicable
57	____ The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise	See Franchise Agreement
58	____ The date the entity acquired the asset from the vendor, the consideration passing directly or indirectly to the vendor and whether the consideration has been provided in full by the applicant	See Franchise Agreement
59	____ Full details of the asset, including any title particulars	See copy standard Franchise Agreement

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)

60	____ A copy of the entity's register of members, if required by BSX	To be supplied at later date
61	____ A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years	Not applicable

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62	____ The terms of any employee incentive scheme	Not applicable
63	____ The terms of any dividend or distribution plan	See Constitution and Franchise Agreement
64	____ The terms of any securities that will not be quoted	Not applicable
65	____ 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, Constitution, Share Register and Franchise Agreement.
66	____ 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 redemption of each class and conversion terms (if applicable)	Not applicable
67	____ 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
68	____ The number of the entity's options to acquire unissued securities, showing the number outstanding	Not applicable
69	____ Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities	Not applicable
70	____ If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's holding in it.	Not applicable

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About the Entity's Financial Position

Applicants relying on the profit test should complete items 71 to 76. Applicants relying on the assets test should complete items 77 to 82.

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg, prospectus cross reference)

Profits Test

71	☐ Evidence that the applicant is a going concern or the successor of a going concern	Not applicable
72	☐ 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	Not applicable
73	☐ Audited financial statements for the last 3 full financial years and audit reports	Not applicable
74	☐ Last half yearly financial statement (if required) and audit report or review	Not applicable
75	☐ Pro forma balance sheet and review	Not applicable
76	☐ Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations	The Directors confirm that the company has intention to trade in line with Prospectus Forecasts and have an expectation based on the information available that this will be the case. The Directors are unaware of any circumstances likely to negatively impact on this assumption.

Assets Test

77	☐ Evidence of net tangible	See waiver requested
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	assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalisation of at least \$1million at the time of admission	
78	___ Evidence that there are commitments to spend at least half of the entity's cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	Not applicable
79	___ A statement that there is enough working capital to carry out the entity's stated objectives (and a statement by an independent expert, if required by BSX)	Not applicable
80	___ A statement that entity's business is developed to the point it is reasonably likely it will generate revenue from ordinary activities within 3 years of admission (and a statement by an independent expert, if required by BSX)	Not applicable
81	___ Financial statements for the last 3 full financial years and audit report or review or a statement that not audited or not reviewed	Not applicable
82	___ Pro forma balance sheet and review	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)

83	___ Details of the entity's existing and proposed activities and level of operations. State the	See the Prospectus
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	main business	
84	____ 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.	Not applicable

Prospectus Requirements

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg, prospectus cross reference)

85	____ 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)	Refer prospectus
86	____ The date the prospectus is signed	18 February, 2005
87	____ Full particulars of the nature and extent of any interest now, or in the past 2 years, of 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	Not applicable
88	____ 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	Not applicable
89	____ Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property	Refer prospectus

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	acquired or proposed to be acquired by it	
90	___ A statement that BSX does not take responsibility for the contents of the prospectus	Refer prospectus
91	___ A statement that the fact that 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	Refer prospectus
92	___ If the prospectus includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the prospectus with the particular statement included in its form and context	Refer prospectus

93	_____ A statement that the entity has not raised any capital for the three months before the date of the issue of the prospectus and will not need to raise any capital for 3 months after the date of issue of the prospectus	The entity has not raised any capital for the three months before the date of the issue of the prospectus and will not need to raise any capital for 3 months after the date of issue of the prospectus
94	_____ A statement that a supplementary prospectus will be issued if the entity becomes aware of any of the following between the issue of the prospectus and the date the entity's securities are quoted or reinstated: • a material statement in the prospectus is false or misleading • there is a material omission from the prospectus • there has been a significant change affecting a matter included in the prospectus • a significant new matter has arisen and it would have been	Agree

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	required to be included in the prospectus	
95	___ If there is a supplementary prospectus it must include: • correction of any deficiency • details of any material omission, change or new matter • a prominent statement that it is a supplementary prospectus • the signature of every director, or proposed director, of 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 prospectus is signed	Not applicable
96	___ Evidence that the supplementary prospectus accompanied every copy of the prospectus issued after the date of the supplementary prospectus	Not applicable
97	___ Evidence that the supplementary prospectus was sent to every person who was sent an prospectus	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)

98	___ Details of any contracts	Disclosed in the prospectus
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	entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)	
99	____ A copy of every prospectus issued, and every prospectus circulated, in the last five years	Attached
100	____ 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	Refer Prohibited Shareholder provisions in constitution and mentioned in Prospectus. Refer brokers request to take statutory declarations from prospective buyers. Refer directors' ability to reject a transfer.

Dated: