



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
Leyshon Property Fund No.3 being:	
Leyshon Property Trust No.3 ('Trust'); and	ARSN 109 093 816
Leyshon Developments No. 3 Limited ('Company').	ACN 111 628 589

Part 1 - All issues

1	Number of securities issued or to be issued	A. Takeover Issue 65,538,000 As per the Bidder's Statement issued 19 July 2006 ('Bidder's Statement') B. Entitlement Issue 70,000,000 As per the Prospectus and Product Disclosure Statement dated 19 July 2006
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		('Prospectus/PDS')
2	Class of securities issued or to be issued	<p>Stapled Securities being:</p> <ul style="list-style-type: none"> • fully paid ordinary shares of the Company; and • fully paid units of the Trust, <p>which are stapled together.</p>
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)	<p>A. Takeover Issue As per the Bidder's Statement</p> <p>B. Entitlement Issue As per the Prospectus/PDS.</p>
4	Date of allotment of the additional securities	<p>A. Takeover Issue As per the Bidder's Statement (and refer to section 5.3)</p> <p>B. Entitlement Issue As per the Prospectus/PDS (and refer to sections 2.11 and 2.12)</p>
5	Dates of despatch of certificates	<p>A. Takeover Issue As per the Bidder's Statement</p> <p>B. Entitlement Issue As per the Prospectus/PDS.</p>
6	Number of holders of the additional securities	<p>A. Takeover Issue</p> <p>Eighty two (82)</p> <p>B. Entitlement Issue</p> <p>Eighty five (85)*</p> <p>* <i>may increase depending on implementation of the Shortfall Facility</i></p>
7	Issue price of the additional securities	<p>A. Takeover Issue</p> <p>Issue Price of Stapled Security is \$1.06,</p>

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	<p>allocated as follows:</p> <ul style="list-style-type: none"> • \$1.0591 as issue price of a unit in the Trust; and • \$0 (nil consideration) as issue price of a share in the Company. <p>[refer to the Bidder's Statement]</p> <p>B. Entitlement Issue Issue Price of Stapled Security is \$1.06, allocated as follows:</p> <ul style="list-style-type: none"> • \$1.05 as issue price of a unit in the Trust; and • \$0.01 as issue price of a share in the Company <p>[refer to the Prospectus/PDS].</p>
8	<p>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.)</p> <p>A. Takeover Issue As consideration for the acquisition of the unitholding of Blue Tower Trust pursuant to the Takeover announced on 19 July 2006.</p> <p>B. Entitlement Issue For the Capital Raising, as disclosed in the Prospectus/PDS.</p>
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"> • 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 <p>Yes</p>

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	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 if they are to be quoted)	<p>A. Takeover Issue 100,538,000</p> <p>As per the Bidder's Statement and not taking into account the Entitlement Issue.</p> <p>B. Entitlement Issue 105,000,000</p> <p>As per the Prospectus/PDS and not taking into account the Takeover Issue.</p> <p>C. Both Takeover Issue and Entitlement Issue</p> <p>If the Takeover Issue and the Entitlement Issue are completed, then the number of Stapled Securities will be 170,538,000.</p>
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	Not applicable
12	___ Executed restriction agreements (refer to Annexure 8A)	Not applicable
13	___ Undertakings from a bank or recognised trustee.	Not applicable

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?	Not applicable
15	Is the issue renounceable or non-renounceable	Not applicable
16	Ratio in which the securities will be	Not applicable

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	offered	
17	Class of securities to which the offer relates	Not applicable
18	Record date to determine entitlements	Not applicable
19	Will holdings on different registers be aggregated for determining entitlements?	Not applicable
20	Policy for deciding entitlements in relation to fractions	Not applicable
21	Names of countries in which the entity has security holders who will not be sent new issue documents	Not applicable
22	Closing date for the receipt of acceptances and renunciations	Not applicable
23	Names of any underwriters	Not applicable
24	Amount of any underwriting fee or commission	Not applicable
25	Names of any brokers to the issue	Not applicable
26	Fee or commission payable to the broker to the issue	Not applicable
27	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
28	If the issue is subject to security holders approval, the date of the meeting	Not applicable
29	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled	Not applicable
30	If the entity has issued options, and the terms entitle option holders to	Not applicable

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	participate on exercise, the date on which notices will be sent to option holders	
31	Date rights trading will begin (if applicable)	Not applicable
32	Date rights trading will end (if applicable)	Not applicable
33	How do security holders sell their entitlements in full through a broker?	Not applicable
34	How do security holders sell part of their entitlements through a broker and accept for the balance?	Not applicable
35	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
36	Despatch date	Not applicable

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)

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

Indicate where the information or

Issuance and/or Quotation of Additional Securities Application*are providing**document can be found? (eg, prospectus cross reference)*

39	___ A specimen certificate/issuer sponsor holding statement	Not applicable
40	___ The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.	Not applicable
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	Not applicable
42	___ A copy of any trust deed for the additional securities.	Not applicable

If 37.2 has been ticked, please complete the following

43	Class of securities for which quotation is sought	Not applicable
44	Number of securities for which quotation is sought	Not applicable
45	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	Not applicable

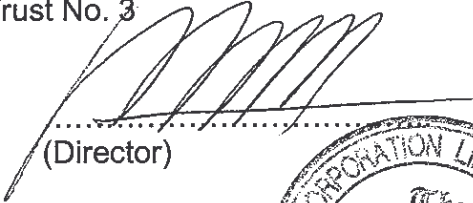
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<p>If the additional securities do not rank equally specify:</p> <ul style="list-style-type: none"> - the date from which they do - the extent to which they participate for the next dividend (or distribution or interest payment) - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
<p>46 Reason for the request for quotation of these securities now</p>	<p>Not applicable</p>				
<p>47 Number and class of all securities listed on BSX (including those given in points 43 and 44 above)</p>	<table border="1"> <thead> <tr> <th data-bbox="758 996 1077 1041">Number</th> <th data-bbox="1077 996 1308 1041">Class</th> </tr> </thead> <tbody> <tr> <td colspan="2" data-bbox="758 1041 1308 1220">Not applicable</td> </tr> </tbody> </table>	Number	Class	Not applicable	
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Not applicable					

Annexure 2A
Annexure 3B

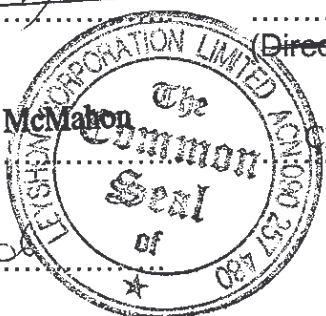
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Executed by Leyshon Corporation Limited as responsible entity for Leyshon Property Trust No. 3

Signed: 
(Director) (Director/Company Secretary)

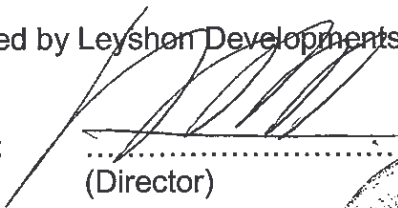
Print name: **Geoffrey Michael McMahon** **Christina Natalie Little**

Dated: 25-07-06




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

Executed by Leyshon Developments No. 3 Limited

Signed: 
(Director) (Director/Company Secretary)

Print name: **Geoffrey Michael McMahon** **Christina Natalie Little**

Dated: 25-07-06



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