



Annexure 1A

BSX Listing Rules

Listing Application

References

Version 1, Operative 23/8/2000

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

Queensland Paulownia Forests Limited

071 625 477

We apply for admission to the BSX official list and for the quotation of securities.

General

1	Type of entity (tick one)	Company	Trust
		<input checked="" type="checkbox"/>	
2	Main class of securities	Number	Class
		Refer to annexure #8 – not to be quoted	Ordinary
3	Additional securities to be quoted	Number to be quoted	Class
		9,000,000	Convertible notes
4	Additional securities not to be quoted	Number not to be quoted	Class
5	Postal address for all correspondence	McMahon Clarke Legal GPO Box 1279 Brisbane Qld 4001	
6	Telephone number	07 3239 2926	

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7	General fax number	07 3831 1121
8	Fax number for confirmation of release of information to the BSX market	07 3831 1121
9	Address of principal security registry for each class of security	Level 5, Gateway Building 50 Appel Street Surfers Paradise Qld 4217
10	Annual balance date	30 June

Companies Only

11	Name and title of chief executive officer/managing director	David Gold Managing Director
12	Name and title of chairperson of directors	David Gold Managing Director
13	Name of all directors	David Gold Elizabeth Hutchinson Leon Lewandowski Graham Fayle
14	Duration of appointment of directors and details of any entitlement to participate in profits	No entitlement to profit other than dividends if own shares.
15	Name and title of company secretary	Elizabeth Hutchinson Company Secretary Leon Lewandowski Company Secretary
16	Place of incorporation	Brisbane, Queensland
17	Date of incorporation	21 December 1995
18	Legislation under which incorporated	Legislation which precedes Corporations Act 2001
19	Address of registered office	Level 5, Gateway Building 50 Appel Street Surfers Paradise Qld 4217

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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)	March, June, September and December

Trusts Only

22	Name and title of chief executive officer/managing director of the responsible entity or management company	Not applicable
23	Name and title of chairperson of directors of responsible entity or management company	Not applicable
24	Names of all directors of the responsible entity or management company	Not applicable
25	Duration of appointment of directors of responsible entity or management company and details of any entitlement to participate in profits	Not applicable
26	Name and title of company secretary of responsible entity or management company	Not applicable
27	If the trust is a registered management investment scheme, the names of the members of the compliance committee (if any)	Not applicable

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28	Place of registration of the entity	Not applicable
29	Date of registration of the entity	Not applicable
30	Legislation under which the entity is registered	Not applicable
31	Address of entity's administration office	Not applicable
32	Month in which annual meeting is usually held (if applicable)	Not applicable
33	Months in which distributions are usually paid (or are intended to be paid)	Not applicable

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	<input checked="" type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements	Refer to annexure #1 section 1.5 on page 9 of the prospectus.
35	<input checked="" type="checkbox"/> Prospectus, offer information statement or information memorandum relevant to the application (# copies)	Refer to annexure #1.
36	<input checked="" type="checkbox"/> Cheque for listing and quotation fees	Enclosed with application.
37	<input checked="" type="checkbox"/> Type of securities register the entity will operate	Issuer sponsored. Refer to annexure #3 – operated by Pitcher Partners

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38	___ Copies of contracts referred to in the prospectus, offer information statement or information memorandum (including any underwriting agreement)	Not applicable
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 recognized trustee	Not applicable
41	<input checked="" type="checkbox"/> Certificate of incorporation (in the case of a company)	Refer to annexure #4
42	___ Certificate of registration (in the case of a trust)	Not applicable
43	<input checked="" type="checkbox"/> Copy of entity's constitution	Refer to annexure #5
43	<input checked="" type="checkbox"/> Brief history of entity, or if applicable, the group	Refer to annexure #1, section 4 page 15

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	<input checked="" type="checkbox"/> Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	In the applicant's opinion
45	<input checked="" type="checkbox"/> Voting rights of securities to be quoted	Refer to section 40, page 46 of annexure 2. (Voting rights only in relation to Notes)

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46	<input checked="" type="checkbox"/> Specimen certificate/holding statement of each class of securities to be quoted	Refer to annexure #7
47	<input checked="" type="checkbox"/> Terms of securities to be quoted	Refer to section 1.5, page 9 of annexure #1
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	Not applicable
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	Not applicable
50	____ The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price	Not applicable
51	<input checked="" type="checkbox"/> Terms of any debt securities and convertible debt securities	Refer to section 1.5, page 9 of annexure #1
52	<input checked="" type="checkbox"/> Trust deed for any debt securities and convertible debt securities	Refer to annexure #2
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
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	Not applicable

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	the applicant	
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	Not applicable
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	Not applicable
59	___ Full details of the asset, including any title particulars	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)

60	<input checked="" type="checkbox"/> A copy of the entity's register of members, if required by BSX	Refer to annexure #8.
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61	___ A copy of any court orders in relation to a reorganization of the entity's capital in the last three years	Not applicable
62	___ The terms of any employee incentive scheme	Not applicable
63	___ The terms of any dividend or distribution plan	Not applicable
64	<input checked="" type="checkbox"/> The terms of any securities that will not be quoted	Refer to annexure #5 – rights of holders of ordinary shares
65	<input checked="" type="checkbox"/> 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)	Refer to annexure #8 and section 5.1 of annexure #1
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 currently
68	___ The number of the entity's options to acquire unissued securities, showing the number outstanding	Not applicable
69	<input checked="" type="checkbox"/> Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities	Refer to annexure #1 section 1.5 page 9 and annexure #2, section 2.2, page2

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70	<input checked="" type="checkbox"/> 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.	Refer to annexure #9 and page 29 of annexure #1
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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	<input checked="" type="checkbox"/> Evidence that the applicant is a going concern or the successor of a going concern	Refer to annexure #1 sections 4 and 5
72	<input checked="" type="checkbox"/> 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	Refer to annexure #1, section 4 and page 21
73	<input checked="" type="checkbox"/> Audited financial statements for the last 3 full financial years and audit reports	Refer to annexure #10
74	<input checked="" type="checkbox"/> Last half yearly financial statement (if required) and audit report or review	Refer to annexure #10
75	<input checked="" type="checkbox"/> Pro forma balance sheet and review	Refer to annexure #11 and annexure # 1 pages 19 and 20
76	<input checked="" type="checkbox"/> Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations	Refer to annexure #12

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77	<input checked="" type="checkbox"/> Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalization of at least \$1 million at the time of admission	Refer to annexure #1 page 19 and 20
78	<input checked="" type="checkbox"/> 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)	Refer to annexure #13
79	<input checked="" type="checkbox"/> 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 BXS)	Refer to annexure #13
80	<input checked="" type="checkbox"/> 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)	Refer to annexure #13
81	<input checked="" type="checkbox"/> Financial statements for the last 3 full financial years and audit report or review or a statement that not audited or not reviewed	Refer to annexure #10
82	<input checked="" type="checkbox"/> Pro forma balance sheet and review	Refer to annexure #1 pages 19 and 20

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)

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83	<input checked="" type="checkbox"/> Details of the entity's existing and proposed activities and level of operations. State the main business	Refer to section 4 of annexure #1
84	<input checked="" type="checkbox"/> 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.	Refer to annexure #14

Information Memorandum Requirements

Tick the information or documents you are providing

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

85	<input checked="" type="checkbox"/> 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 to annexure #15 and page 30 of annexure #1.
86	<input checked="" type="checkbox"/> The date the information memorandum is signed	Refer to annexure #1 page 2 and 30
87	<input checked="" type="checkbox"/> 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	Refer to annexure # 1 page 28
88	<input checked="" type="checkbox"/> 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	Refer to annexure # 1 page 28

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89	<input checked="" type="checkbox"/> 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	Refer to annexure # 1 page 29
90	<input checked="" type="checkbox"/> A statement that BSX does not take responsibility for the contents of the information memorandum	Refer to annexure # 1 page 2
91	<input checked="" type="checkbox"/> 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 to annexure # 1 page 2
92	<input checked="" type="checkbox"/> If the information memorandum 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 information memorandum with the particular statement included in its form and context	Refer to annexure # 1 page 29

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93	<input checked="" type="checkbox"/> A statement that the entity has not raised any capital for the three months before the date of the issue of the information memorandum and will not need to raised any capital for 3 months after the date of issue of the information memorandum	Refer to annexure # 1 page 2 and annexure #8.
94	<p>____ A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between the 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 a risen and it would have been required to be included in the information memorandum 	Corporations Act will be complied with in this regard.
95	<p>____ If there is a supplementary information memorandum it must</p>	Not applicable

	<p>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, or proposed director, of the applicant personally or by a person authorised in writing the director (in the case of a trust, director or the responsible entity or management company) • the date the supplementary information memorandum is signed 	
96	<p>____ Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum</p>	Not applicable
97	<p>____ Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum</p>	Not applicable

Other Information

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Tick the information or documents you are providing

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

98	<input checked="" type="checkbox"/> Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)	Refer to annexure #1 page 28.
99	<input checked="" type="checkbox"/> A copy of every prospectus issued, and every information memorandum circulated, in the last five years	See annexures #16-23
100	<input type="checkbox"/> 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	Not applicable

Signed: (Director) (Director)
Print name:	David Gold	Elizabeth Hutchinson
Dated:	