



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
Queensland Paulownia Forests Limited	071 625 477

We apply for the quotation of additional securities.

All Entities

1	Number of securities for which quotation is sought	365,000
2	Class of securities for which quotation is sought	Convertible notes
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)	As per answer to question 47 of Listing Application (Annexure 1A) dated 9 December 2003. Refer to section 1.5, page 8 of annexure #1 (prospectus).
4	Date of allotment of the additional securities	19 May 2004
5	Dates of despatch of certificates	Within two months of issue (in accordance with s.1071H of Corporations Act 2001)
6	Number of holders of the additional securities	16

Date 23/8/2000

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7	Issue price of the additional securities	\$1.00 per note
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.)	Refer to sections 1.2 and 1.6, pages 8 & 9, annexure #1 (prospectus) attached to original listing application dated 9 December 2003.
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
	<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 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)	4,814,300
11	Number and class of all securities not quoted on BSX (excluding the securities in clause 1)	-
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.

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

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)

- 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.

Restricted securities

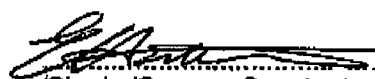
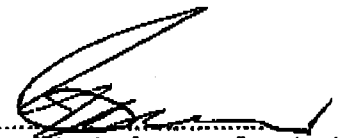
- 19 Executed restriction
agreements (refer Annexure 8A).

- 20 Undertakings from a bank
or recognised trustee.

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Quotation of Additional Securities Application

Signed:

 
(Director/Company Secretary) (Director/Company Secretary)

Print name: ELIZABETH HUTCHINSON LEONA ODOWSKI

Dated: 19 MAY 2004





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
Queensland Paulownia Forests Limited	071 625 477

having provided BSX with a completed application for the quotation of additional securities dated

19 May 2004

agrees that:

1. 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 on the information 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: ELIZABETH HITCHCOCK LEON HEWITT

Dated: 19 May 2004 Affix seal here

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

Date 23/8/2000

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FIRST NAME	LAST NAME	APPLICATION NAME	ADDRESS	SUBURB	ST	P/F	NO. OF NOTES	COST OF NOTES
Stephen & Shelagh	Hyde	Trygon Super Fund	39 Alpine Crescent	GRINDELWALD	TAS	7250	200,000	\$ 200,000.00
Ray & Doreen	De Hayr	Ryehed Superannuation Fund	PO Box 274	BEENLEIGH	QLD	4207	200,000	\$ 200,000.00
Targaret	Alnsworth	Braeside Super Fund	CL-PO Box 5007	GCMC	QLD	9726	200,000	\$ 200,000.00
David	Walter	David Clive Walter	"Inverness" RMB2645	PORT FAIRY	VIC	3284	150,000	\$ 150,000.00
Frank & Marian	Latham	Mislap Super Fund	22 Naulius Drive	ORMISTON	QLD	4180	140,000	\$ 140,000.00
Leslie	Page	Leslie Michael Page	28 Monaro Highway	BREDBO	NSW	2628	100,000	\$ 100,000.00
Douglas	Sawfell	Douglas Baden Sawfell	7516 Kingston Health	177				
Herbert	Herbert	Herbert Clarence Plenty	Michelle Road	ERSKINEVILLE	NSW	2043	100,000	\$ 100,000.00
Arle & Ann	Embrey	Embrey Family Super Fund	6 McCormack Street	CLURTIN	ACT	2805	80,000	\$ 80,000.00
Donald & Daphne	Heslon	Heslon Super Fund	PO Box 17	SAN REMO	VIC	3925	50,000	\$ 50,000.00
Sith & Sandra	Gibson	Keith & Sandra Gibson	170 Burnside Road	NAMBOUR	QLD	4560	50,000	\$ 50,000.00
Hui Hung	Fong	Planbeard Family Trust	47 Scenic Drive	KOROLT	VIC	3282	50,000	\$ 50,000.00
Armon Leo & Phillipa			PO Box 2108	NORMANHURST	NSW	2076	50,000	\$ 50,000.00
ary	Bartlett & Roylance	The P & L Superannuation Fund	8 Jaiaba Street	INDOOROOPIILLY				
etse & Nicole	Van Der Meer	Stelise & Nicole Van Der Meer	1087 Glasshouse Mtns Rd	GLASSHOUSE MTNS	QLD	4066	50,000	\$ 50,000.00
William & Dawn	O'Neil	The WJ & D R O'Neill S/F	41 Meryn Grove	GLASSHOUSE MTNS	QLD	4518	40,000	\$ 40,000.00
John & Judith	Blackie	The Blackie Family Super Fund	18 Wellman Street	WANTIRNA SOUTH	VIC	3152	40,000	\$ 40,000.00
Annelore	Keirnanun	J Trebasse Pty Ltd	PO Box 333	BOX HILL	VIC	3128	40,000	\$ 40,000.00
Douglas	Bishop	Fiter F Super Fund	9/24 Parkside Street	GLENWAVERLEY	VIC	3150	35,000	\$ 35,000.00
William	Wilson	Ian Wilson Super Fund	PO Box 2013	ELSTERNWICK	VIC	3185	35,000	\$ 35,000.00
James & Violet	Thomas	Donnel & Violet Thomas	17 Martin Street	HAMPTON	VIC	3188	35,000	\$ 35,000.00
				BLAKEHURST	NSW	2221	30,000	\$ 30,000.00



NO. OF
INVESTORS

CATEGORIES

8 100,001 AND OVER

102 10,001-100,000

102 5,001-10,000

100 1,001-5000

309 >\$2000