



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	326,000
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 9 of annexure #1 (prospectus).
4	Date of allotment of the additional securities	30 June 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	26

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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)	5,658,800
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	<input type="checkbox"/> A specimen certificate/issuer sponsor holding statement	
16	<input type="checkbox"/> The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.	
17	<input type="checkbox"/> A distribution schedule of the additional securities setting out the number of holders in the categories: <div style="margin-left: 40px;"> <input type="checkbox"/> 1-1,000 <input type="checkbox"/> 1,001-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-100,000 <input type="checkbox"/> 100,001 and over </div>	
18	<input type="checkbox"/> A copy of any trust deed for the additional securities.	#
Restricted securities		
19	<input type="checkbox"/> Executed restriction agreements (refer Annexure 8A).	
20	<input type="checkbox"/> Undertakings from a bank or recognised trustee.	

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Signed:


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

Print name:

ELIZABETH HUTCHINGS LEON LEVAN JOHNSON

Dated:

30.12.12





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

30 June 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)

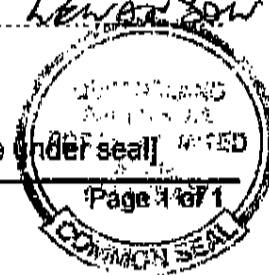
Print name: ELIZABETH HUTCHINSON LEONARD HENRY BROWN

Dated: 30/6/04

Affix seal here

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

Date 23/8/2000



QPFL CONVERTIBLE NOTES

TOP TWENTY AS AT 30 JUNE 2004

DATE	FIRST NAME	LAST NAME	APPLICATION NAME	ADDRESS	SUBURB	ST	P/C	NO. OF NOTES	COST OF NOTES
18.03.04	Stephen & Shelagh	Hyde	Trygon Super Fund	39 Alpine Crescent	GRINDELWALD	TAS	7250	200,000	\$ 200,000.00
19.03.04	Ray & Doreen	De Hayr	Ryathed Superannuation Fund	PO Box 274	BEENLEIGH	QLD	4207	200,000	\$ 200,000.00
14.04.04	Margaret	Ainsworth	Braesyde Super Fund	C/- PO Box 5007	GCMC	QLD	9726	200,000	\$ 200,000.00
18.05.04	Harold Mark Hastings	Ainsworth	Maaku Pty Ltd atf HMIHA Investment Trust	73 Ballast Point Road	BIRCHGROVE	NSW	2041	200,000	\$ 200,000.00
19.03.04	David	Walter	David Olive Walter	"Invemess" RMB2845	PORT FAIRY	VIC	3284	150,000	\$ 150,000.00
18.03.04	Frank & Marian	Latham	Mistop Super Fund	22 Nautilus Drive	ORMISTON	QLD	4160	140,000	\$ 140,000.00
18.03.04	Leslie	Page	Leslie Michael Page	29 Monaro Highway	BREDBO	NSW	2626	100,000	\$ 100,000.00
19.03.04	Douglas	Sawtell	Douglas Baden Sawtell	7506 Kingston Health	ERSKINEVILLE	NSW	2043	100,000	\$ 100,000.00
17.04.04	Herbert	Herbert	Herbert Clarence Plenty	177 Mitchell Road	CURTIN	ACT	2605	60,000	\$ 60,000.00
16.03.04	Earle & Ann	Embrey	Embrey Family Super Fund	PO Box 17	SAN REMO	VIC	3925	50,000	\$ 50,000.00
19.03.04	Donald & Daphne	Heaton	Heaton Super Fund	170 Burnside Road	NAMBOUR	QLD	4560	50,000	\$ 50,000.00
15.03.04	Keith & Sandra	Gibson	Keith & Sandra Gibson	47 Scenic Drive	KOROIT	VIC	3282	50,000	\$ 50,000.00
18.04.04	Shiu Hung	Fong	Planbeast Family Trust	PO Box 2106	NORMANHURST	NSW	2076	50,000	\$ 50,000.00
10.05.04	Vernon Leo & Phillipa Mary	Bartlett & Roylance	The P & L Superannuation Fund	8 Jainba Street	INDOOROOPILLY	QLD	4068	50,000	\$ 50,000.00
22.06.04	John Laurence & Bronwyn	Gardiner	John Laurence & Bronwyn Gardiner	48 Costello Place	STAFFORD HEIGHTS	QLD	4053	50,000	\$ 50,000.00
15.03.04	Stetse & Nicole	Van Der Meer	Stetse & Nicole Van Der Meer	1087 Glasshouse Mtns Rd	GLASSHOUSE MTNS	QLD	4518	40,000	\$ 40,000.00
16.04.04	William & Dawn	O'Neill	The WJ & D R O'Neill S/F	41 Meryn Grove	WANTIRNA SOUTH	VIC	3152	40,000	\$ 40,000.00
28.04.04	John & Judith	Blackie	The Blackie Family Super Fund	18 Wellman Street	BOX HILL	VIC	3128	40,000	\$ 40,000.00
24.05.04	Pieter & Jozina	Bosman	Pieter & Jozina Bosman	12A Lock Street	KILSYTH	VIC	3137	40,000	\$ 40,000.00
11.03.04	Hannelore	Kleinmann	J Triebsee Pty Ltd	PO Box 333	GLENWAVERLEY	VIC	3150	35,000	\$ 35,000.00

QPFL CONVERTIBLE NOTES ISSUED AS AT 30 June 2004

NUMBER OF INVESTORS	CATEGORIES
6	100,001 AND OVER
114	10,001-100,000
121	5,001-10,000
109	1,001-5000
350	>\$2000