

MCMAHON CLARKE LEGAL

16 November 2004

George Wyatt
Bendigo Stock Exchange

Fax No: 03 9664 0011
No. pages: 9 including this one

Dear George

QUEENSLAND PAULOWNIA FORESTS LIMITED - CONVERTIBLE NOTES - ADDITIONAL LISTING APPLICATION

We confirm we act for Queensland Paulownia Forests Limited (QPFL).

Our client wishes to apply for a quotation of a further and final tranche of convertible notes. The number of notes for which quotation is sought is 911,058. To enable BSX to assess the application, we now transmit the following:

1. Signed quotation of additional securities application (Annexure 2A)¹. The original will be forwarded to you in the mail.
2. Signed quotation of additional securities contract (Annexure 2B)². The original will be forwarded in the mail.
3. Schedule of the 20 largest noteholders of all convertible notes issued as at 16 November 2004³
4. Schedule showing the distribution for all noteholders holding in excess of \$2,000 worth of notes.⁴ You will note in this schedule there are 494 holders of notes with a value of more than \$2,000.

We look forward to hearing from you as soon as possible once the BSX has assessed QPFL's additional quotation application. As you would appreciate, the trustee of the note issue will not release funds to QPFL until quotation of the additional notes occurs. A formal request for approval has been sent to the trustee today and we anticipate approval within 24 hours.

Finally, this tranche of notes brings the total number of notes issued to 9,000,000 being full subscription under QPFL's prospectus. The offer is therefore closed. A draft media release to that effect will be sent to BSX for approval.

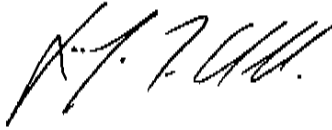
Our ref: Langton Clarke:030554

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Brisbane • Sydney • Melbourne

MCMAHON CLARKE LEGAL

We look forward to hearing from you.

Sincerely



Langton Clarke

Partner

MCMAHON CLARKE LEGAL

Direct line: 07 3239 2926

tmdocs1-#43681-v4-

Enclosures

1. Annexure 2A
2. Annexure 2B
3. Schedule of top 20
4. Schedule of distribution

C.C. The Directors, Queensland Paulownia Forests Limited (letter only)

If you receive this transmission by mistake, please return it to us. Privilege is not waived by mistaken delivery of this confidential fax.



Annexure 2A

BSX Listing RulesQuotation 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	911,058
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	16 November 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	31

Date 23/8/2000

Page 1 of 4

Annexure 2A

Quotation of Additional Securities Application

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)	9,000,000
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.

Annexure 2A
Quotation of Additional Securities Application

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.

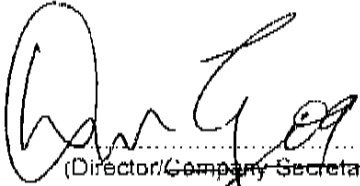
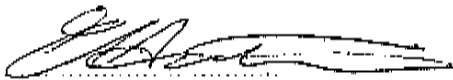
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Restricted securities

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

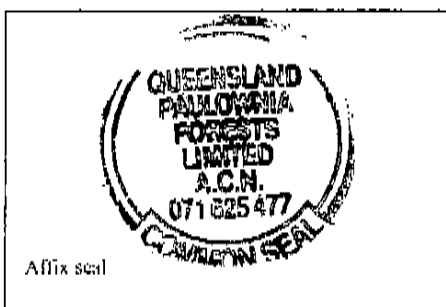
20 ☐ Undertakings from a bank or recognised trustee.

Annexure 2A
Quotation of Additional Securities Application

Signed:  (Director/Company Secretary)  (Director/Company Secretary)

Print name: DAVID M. GOULD ELIZABETH HUTCHINGS

Dated: 16/11/04





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

16 November 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:

DAVID M. GORD

ELIZABETH HUTCHINSON

Dated:

16/11/04

Affix seal here

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

Date 23/8/2000



QPFL CONVERTIBLE NOTES

TOP TWENTY AS AT 16 NOVEMBER 2004

FIRST NAME	LAST NAME	APPLICATION NAME	ADDRESS	SUBURB	ST	P/C	NO. OF NOTE S	COST OF NOTES
Stephen & Shelagh	Hyde	Trygon Super Fund	39 Alpine Crescent	GRINDELWALD	TAS	7250	200000	\$ 200,000.00
Ray & Doreen	De Hayr	Ryathed Superannuation Fund	PO Box 274	BEENLEIGH	QLD	4207	200000	\$ 200,000.00
Margaret	Ainsworth	Bracsyde Super Fund	C/- PO Box 5007	GCMC	QLD	9726	200,000	\$ 200,000.00
Harold Mark Hastings	Ainsworth	Maaku Pty Ltd atf HMHA Investment Trust	73 Ballast Point Road	BIRCHGROVE	NSW	2041	200,000	\$ 200,000.00
David	Walter	David Clive Walter	"Inverness" RMB2845	PORT FAIRY	VIC	3284	150000	\$ 150,000.00
David & Kathryn	Hadfield	Booknut Pty Ltd ATF Brroktee Super Fund	7 Waverton Court, Kallaroo	PERTH	WA	6025	150,000	\$ 150,000.00
Frank & Marian	Latham	Mistep Super Fund	22 Nautilus Drive	ORMISTON	QLD	4160	140,000	\$ 140,000.00
Leslie	Page	Leslie Michael Page	29 Monaro Highway	BREDBO	NSW	2626	100,000	\$ 100,000.00
Douglas	Sawtell	Douglas Baden Sawtell	7506 Kingston Health	ERSKINEVILLE	NSW	2043	100,000	\$ 100,000.00
Edgar	Richards	Mipegu Pty Ltd atf The Richards Farm Trust	177 Mitchell Road	KANGAROO POINT	QLD	4169	100,000	\$ 100,000.00
Andre-Louis	Wyrzynski	J.L. Patriache Pty Ltd ATF Andre Superannuation Fund	403/21 Pixley Street	CROYDON	NSW	2132	100,000	\$ 100,000.00
John & Hazel	Rossato	Havendraw Pty Ltd ATF Rossato Enterprises Super Fund	275 Groper Creek Road	HOME HILL	QLD	4806	100,000	\$ 100,000.00
Rosanne Merle	Otago	Rosanne Merle Otago	11 St Vincents Court	MINYAMA	QLD	4575	100,000	\$ 100,000.00
Subramanian & Tharumadevi	Vigna-Rajah	Subramanian & Tharumadevi Vigna-Rajah ATF Vigna-Rajah Superannuation Fund	26 Kinson Street, Glenella	NORTH MACKAY	QLD	4740	80,000	\$ 80,000.00
Peter & Ann	Richards	Protax Nominees Pty Ltd atf The Richards Superannuation Fund	PO Box 66	ALBANY CREEK	QLD	4035	75,000	\$ 75,000.00
Herbert	Herbert	Herbert Clarence Plenty	6 McCormack Street	CURTIN	ACT	2605	60,000	\$ 60,000.00
Earle & Ann	Embrey	Embrey Family Super Fund	PO Box 17	SAN REMO	VIC	3925	50,000	\$ 50,000.00
Donald & Daphne	Heaton	Heaton Super Fund	170 Burnside Road	NAMBOUR	QLD	4560	50,000	\$ 50,000.00
Keith & Sandra	Gibson	Keith & Sandra Gibson	47 Scenic Drive	KOROIT	VIC	3282	50,000	\$ 50,000.00
Shiu Hung	Fong	Pianbeast Family Trust	PO Box 2106	NORMANHURST	NSW	2076	50,000	\$ 50,000.00

QPFL CONVERTIBLE NOTES ISSUED AS AT 16 NOVEMBER 2004

NO. OF INVESTORS	CATEGORIES
7	100,001 AND OVER
203	10,001-100,000
159	5,001-10,000
125	1,001-5000
494	>\$2000