

REDCLIFFE PENINSULA FINANCIAL SERVICES LIMITED

[ACN 109 123 677]

SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus supplements the Prospectus dated 20 July 2004 issued by Redcliffe Peninsula Financial Services Limited (the **Prospectus**). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated 4th February, 2005. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 4th February, 2005.

Neither ASIC nor the Bendigo Stock Exchange take any responsibility for the content of this Supplementary Prospectus.

No Shares will be issued on the basis of this Supplementary Prospectus and the Prospectus after the expiry date of the Prospectus.

LISTING ON THE BENDIGO STOCK EXCHANGE

It was stated in the Prospectus that application would be made by the Company within seven days of the date of the Prospectus for listing of the Company, and quotation of the Shares, on the Bendigo Stock Exchange (**BSX**). Such an application was made within that period.

It was also stated in the Prospectus that if the BSX did not grant permission for quotation of the Shares within three months after the date of the Prospectus (ie 20 October 2004), none of the Shares would be issued unless ASIC granted the Company an exemption.

The Company satisfied the minimum subscription amount under the Prospectus within three months of the date of the Prospectus, however, the BSX was not able to grant quotation of the Shares at that time. The reason for this was that the Company was unable to obtain from BSX the waivers and confirmations it required in order to list on the BSX and obtain quotation of the Shares. (The main waivers and confirmations the Company required were set out in section 7.8 of the Prospectus.) The reason the Company was unable to obtain these waivers and confirmations is that the BSX was not able to grant any waivers or confirmations to any companies seeking to list on the BSX until BSX had finalised proposed amendments to its Listing Rules.

On 21 January 2005, BSX granted permission for the listing of the Company and permission for quotation of the Shares. It is expected that your Shares will be quoted on the BSX at the expiration of one month from the date of the Supplementary Prospectus subject to the minimum subscription under the Prospectus being confirmed.

However, if for what ever reason the relevant Shares are not admitted to quotation within three months of the date of this Supplementary Prospectus, Shareholders who have not already exercised their withdrawal rights will have a further opportunity to withdraw their Applications. Nonetheless, as the Shares were not granted quotation on the BSX by the date which was three months after the date of the Prospectus, the Company has sought and obtained the necessary ASIC exemption (described below) and is required by section 724 of the Corporations Act to take one of a number of actions. Of those actions, the Company has decided to issue applicants with their Shares, issue this Supplementary Prospectus and grant the withdrawal rights described below.

WITHDRAWAL RIGHTS

An applicant who, as at 5pm on 4th February, 2005 has lodged an application for Shares offered under the Prospectus, has the right to withdraw their application and be repaid their application money (without interest), provided that the request for such a withdrawal, along with the share certificates for the applicant's Shares, is received by the Company within one month of this Supplementary Prospectus. Any such applicant who wishes to withdraw their application can do so by sending their request, along with the share certificates for their Shares, to the following address:

The Company Secretary
Redcliffe Peninsula Financial Services Limited
Shop 1A, 300 Oxley Avenue
Margate QLD 4019

Requests for any such withdrawal, accompanied by the relevant share certificates, must be received by the Company prior to 5pm on 4th March, 2005

MARGATE COMMUNITY BANK® BRANCH

While the Shares had not been issued, it had been agreed with Bendigo Bank that the Margate Community Bank® Branch would commence operations under the Franchise Agreement. This has effectively been under a loan arrangement with Bendigo Bank, until the Shares could be issued.

The Margate Community Bank® Branch has been operating since 7 December, 2004. While it is still early on, the results to date have been encouraging. In particular, the Directors believe that the results to date, if they continue, should mean that in the first year of operation, the Company is able to meet the Year 1 forecasts in the "Modified Forecasts" in the Prospectus. However, there is no guarantee that this will occur. You should read the Prospectus carefully, especially the assumptions and risks applicable to those forecasts.

ASIC EXEMPTION

As noted above, it was a condition in the Prospectus that the Shares were admitted to quotation on the BSX by 20 October 2004. Pursuant to subsection 741(1) of the Corporations Act, ASIC has granted the Company relief (the **ASIC Relief**) to permit the Company to "refresh" this period for a further three months from the date of this

Supplementary Prospectus. As noted above, the BSX has now granted admission to quotation.

CONSENTS TO BE NAMED

Bendigo Bank has given and has not, before lodgment of this Prospectus, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. It has not authorised or caused the issue of this Prospectus.

BSX has given and has not, before lodgment of this Supplementary Prospectus, withdrawn its consent to be named in this Supplementary Prospectus in the form and context in which it is named.

Signed by Bill Hoogwaerts, on behalf of the Directors of Redcliffe Peninsula Financial Services Limited, all of whom have consented to the issue of this Supplementary Prospectus.

A handwritten signature in black ink, appearing to read 'Bill Hoogwaerts', with a stylized, flowing script.

Bill Hoogwaerts

Chairman - Redcliffe Peninsula Financial Services Limited