

**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
State Development Fund Limited	093 639 064

We apply for the quotation of additional securities.

All Entities

1	Number of securities for which quotation is sought	100,000
2	Class of securities for which quotation is sought	Fully Paid Ordinary
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)	For existing securities
4	Date of allotment of the additional securities	8/9/2004
5	Dates of despatch of certificates	10/9/2004
6	Number of holders of the additional securities	1

Date 23/8/2000

Page 1 of 4

Annexure 2A

Quotation of Additional Securities Application

7	Issue price of the additional securities	25 cents
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.)	Working Capital
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: <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. 	Yes
10	Number and class of all securities quoted on BSX (including the securities in clause 1)	32,634,000
11	Number and class of all securities not quoted on BSX (excluding the securities in clause 1)	1,000,000 options
12	Were the securities issued for cash?	Cash

(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.

Restricted securities

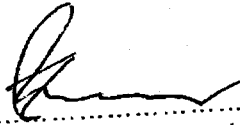
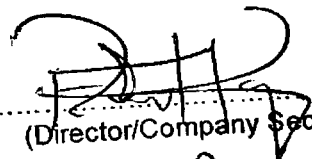
19 ☐ Executed restriction agreements (refer Annexure 8A).

20 ☐ Undertakings from a bank or recognised trustee.

Annexure 2A

Quotation of Additional Securities Application

Signed:


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

Print name:

C. M. Mook

Robert Payne

Dated:

17/1/2005