



Annexure 2A Annexure 3B

BSX Listing Rules

Issuance and/or Quotation of Additional Securities Application

References Version 3, Operative 26/8/2005

Chapter 2, BSX Listing Rules

Instructions:

An entity issuing new or additional securities and/or seeking quotation of securities must complete and return this annexure to BSX.

An entity applying for quotation of additional or new securities must also complete and return an Annexure 2B 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
UPPER YARRA COMMUNITY ENTERPRISE LTD	090 252 627

Part 1 - All issues

1	Number of securities issued or to be issued	730,250
2	Class of securities issued or to be issued	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)	AS PER PROSPECTUS - FULLY PAID ORDINARY
4	Date of allotment of the additional securities	13 FEBRUARY 2008

Issuance and/or Quotation of Additional Securities Application

5	Dates of despatch of certificates	21 FEBRUARY 2008
6	Number of holders of the additional securities	268
7	Issue price of the additional securities	\$1.00
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.)	AS PER PROSPECTUS
9	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 if they are to be quoted)	1,930,250
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	0

Issuance and/or Quotation of Additional Securities Application

12	___ Executed restriction agreements (refer to Annexure 8A)	N/A
13	___ Undertakings from a bank or recognised trustee.	N/A

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

Part 2 - Bonus issue or pro rata issue

14	Is security holder approval required?	N/A
15	Is the issue renounceable or non-renounceable	N/A
16	Ratio in which the securities will be offered	N/A
17	Class of securities to which the offer relates	N/A
18	Record date to determine entitlements	N/A
19	Will holdings on different registers be aggregated for determining entitlements?	N/A
20	Policy for deciding entitlements in relation to fractions	N/A
21	Names of countries in which the entity has security holders who will not be sent new issue documents	N/A
22	Closing date for the receipt of acceptances and renunciations	N/A
23	Names of any underwriters	N/A
24	Amount of any underwriting fee or commission	N/A
25	Names of any brokers to the issue	N/A

Issuance and/or Quotation of Additional Securities Application

26	Fee or commission payable to the broker to the issue	N/A
27	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
28	If the issue is subject to security holders approval, the date of the meeting	N/A
29	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled	N/A
30	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
31	Date rights trading will begin (if applicable)	N/A
32	Date rights trading will end (if applicable)	N/A
33	How do security holders sell their entitlements in full through a broker?	N/A
34	How do security holders sell part of their entitlements through a broker and accept for the balance?	N/A
35	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
36	Despatch date	N/A

Part 3 - Quotation of securities

This part is to be completed only if this is an application to quote the securities

Issuance and/or Quotation of Additional Securities Application

37 Type of securities (Please tick)

37.1 ☒ Securities described in Part 1 (and Part 2 if applicable)

37.2 ☐ All other securities (e.g., restricted securities at the end of the escrow period, employee incentive share securities when restriction ends, securities issued on conversion or expiry of convertible securities)

Quotation fees

38 ☐ Cheque for fees.

If 37.1 has been ticked

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)

39 ☐ A specimen certificate/issuer sponsor holding statement

40 ☐ The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.

41 ☐ 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

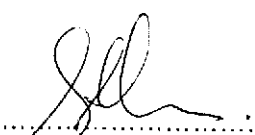

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No.	Name	Age	Sex	Religion	Marital Status	Occupation	Education
1	John Doe	35	Male	Christian	Married	Teacher	High School
2	Jane Smith	28	Female	Muslim	Single	Nurse	College
3	Robert Johnson	42	Male	Hindu	Married	Engineer	University
4	Maria Garcia	31	Female	Buddhist	Married	Doctor	Postgraduate
5	David Lee	25	Male	Jewish	Single	Lawyer	Law School
6	Anna Brown	38	Female	Sikh	Married	Businesswoman	High School
7	Michael White	22	Male	Christian	Single	Student	College
8	Sarah Black	45	Female	Muslim	Married	Homemaker	High School
9	James Green	33	Male	Hindu	Married	Software Engineer	University
10	Emily King	27	Female	Buddhist	Single	Artist	College
11	Christopher Hall	40	Male	Jewish	Married	Manager	High School
12	Alice Young	36	Female	Sikh	Married	Teacher	University
13	Benjamin Clark	29	Male	Christian	Single	Writer	College
14	Grace Adams	41	Female	Muslim	Married	Accountant	High School
15	William Taylor	34	Male	Hindu	Married	Engineer	University
16	Laura Baker	26	Female	Buddhist	Single	Designer	College
17	Thomas Wilson	43	Male	Jewish	Married	Lawyer	Law School
18	Olivia Moore	32	Female	Sikh	Married	Businesswoman	High School
19	Isaac Davis	24	Male	Christian	Single	Student	College
20	Chloe Evans	46	Female	Muslim	Married	Homemaker	High School
21	Samuel Foster	37	Male	Hindu	Married	Software Engineer	University
22	Madison Grant	23	Female	Buddhist	Single	Artist	College
23	Christopher Hill	44	Male	Jewish	Married	Manager	High School
24	Abigail King	35	Female	Sikh	Married	Teacher	University
25	Jonathan Lee	28	Male	Christian	Single	Writer	College
26	Victoria Miller	47	Female	Muslim	Married	Accountant	High School
27	Benjamin Reed	39	Male	Hindu	Married	Engineer	University
28	Isabella Scott	21	Female	Buddhist	Single	Designer	College
29	Lucas Turner	48	Male	Jewish	Married	Lawyer	Law School
30	Charlotte White	30	Female	Sikh	Married	Businesswoman	High School
31	Henry Black	27	Male	Christian	Single	Student	College
32	Amelia Green	49	Female	Muslim	Married	Homemaker	High School
33	Sebastian Hall	38	Male	Hindu	Married	Software Engineer	University
34	Harper King	25	Female	Buddhist	Single	Artist	College
35	Julian Lee	45	Male	Jewish	Married	Manager	High School
36	Evelyn Miller	36	Female	Sikh	Married	Teacher	University
37	Christopher Moore	29	Male	Christian	Single	Writer	College
38	Madeline Taylor	42	Female	Muslim	Married	Accountant	High School
39	Isaac White	31	Male	Hindu	Married	Engineer	University
40	Chloe Adams	26	Female	Buddhist	Single	Designer	College
41	Samuel Baker	43	Male	Jewish	Married	Lawyer	Law School
42	Abigail Clark	34	Female	Sikh	Married	Businesswoman	High School
43	Jonathan Davis	28	Male	Christian	Single	Student	College
44	Victoria Evans	46	Female	Muslim	Married	Homemaker	High School
45	Benjamin Foster	37	Male	Hindu	Married	Software Engineer	University
46	Isabella Grant	23	Female	Buddhist	Single	Artist	College
47	Lucas Hill	44	Male	Jewish	Married	Manager	High School
48	Charlotte King	35	Female	Sikh	Married	Teacher	University
49	Henry Lee	28	Male	Christian	Single	Writer	College
50	Amelia Miller	47	Female	Muslim	Married	Accountant	High School
51	Sebastian Reed	39	Male	Hindu	Married	Engineer	University
52	Harper Scott	21	Female	Buddhist	Single	Designer	College
53	Julian Turner	48	Male	Jewish	Married	Lawyer	Law School
54	Evelyn White	30	Female	Sikh	Married	Businesswoman	High School
55	Christopher Black	27	Male	Christian	Single	Student	College
56	Madeline Green	49	Female	Muslim	Married	Homemaker	High School
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64	Isabella Adams	26	Female	Buddhist	Single	Designer	College
65	Lucas Baker	43	Male	Jewish	Married	Lawyer	Law School
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Annexure 2A
Annexure 3B
Issuance and/or Quotation of Additional Securities Application

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

Print name: GEOFF VICKERS RODNEY WOODS
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Dated: 13/2/08
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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

UPPER YARRA COMMUNITY ENTERPRISE LTD

090 252 627

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

13 FEBRUARY 2008

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:

Rodney Woods

GEOFF VICKERS

Dated:

13/2/08

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