



PROSPECTUS

**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

<i>SOUTH BURNETT COMMUNITY ENTERPRISES LIMITED</i>	<i>113 889 76V</i>
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Part 1 - All issues

1	Number of securities issued or to be issued	Min <i>240 000</i> Max <i>500 000</i>
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
4	Date of allotment of the additional securities	Date in prospectus <i>EXPECTED 30/11/2009</i>

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5	Dates of despatch of certificates	Date in prospectus 18/12/09												
6	Number of holders of the additional securities	To be confirmed at a later date												
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)	<table> <tr> <td>Current plus min</td> <td>425 010</td> <td>425 010</td> </tr> <tr> <td>BONUS</td> <td>141 667</td> <td>141 667</td> </tr> <tr> <td>Current plus max</td> <td>260 000</td> <td>500 000</td> </tr> <tr> <td></td> <td>826 677</td> <td>1,066,677</td> </tr> </table>	Current plus min	425 010	425 010	BONUS	141 667	141 667	Current plus max	260 000	500 000		826 677	1,066,677
Current plus min	425 010	425 010												
BONUS	141 667	141 667												
Current plus max	260 000	500 000												
	826 677	1,066,677												
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	Nil												

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

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

Part 3 - Quotation of securities

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

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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

NIL

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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42	A copy of any trust deed for the additional securities.	
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If 37.2 has been ticked, please complete the following

43	Class of securities for which quotation is sought					
44	Number of securities for which quotation is sought					
45	<p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally specify:</p> <ul style="list-style-type: none"> - the date from which they do - the extent to which they participate for the next dividend (or distribution or interest payment) - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
46	Reason for the request for quotation of these securities now					
		<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">Class</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="height: 100px;"></td> </tr> </tbody> </table>	Number	Class		
Number	Class					
47	Number and class of all securities listed on BSX (including those given in points 43 and 44 above)					

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Signed:



(Director/Company Secretary)



(Director/Company Secretary)

Print name:

DAVID WAYNE CLEMENTS

Dated:

30/09/2009