

Application for Quotation of Additional Securities

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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions
Stock Exchange of Newcastle Limited
PO BOX 283
Newcastle NSW 2300

Phone: 61 2 4929 6377

Fax: 61 2 4929 1556

<http://www.newsx.com.au>

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.

Introduced 11 March 2004.

Name of entity

COSMEDICS AUSTRALIA LIMITED

ABN/ACN

38 002 862 017

We (the entity) give NSX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | Class of securities issued or to be issued | Ordinary shares
Options exercisable December 2005
Options exercisable December 2007 |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 12,815,005 Ordinary Shares
7,937,505 December 2005 Options
15,925,000 December 2007 Options |
| 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) | Fully paid shares rank equally existing shares.
10,000,000 Dec 07 Options placed prior to the bonus issue pursuant to shareholder approval obtained Jan 05 with exercise price of 20cents.
Bonus, one for two, issue pursuant to announcement, of 7,937,505 Dec 2005 options and 5,625,000 Dec 2007 options with an adjustment of the exercise price of all thus existing options to 13.33 cents.
A further 300,000 Dec 2007 options exercisable at 13.33 cents were issued on the 30/5/05. |

- 4 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:
- 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 extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- All Ordinary Shares issued rank equally and all Options rank equally other than in terms of exercise date. All Options have an exercise price of 13.33 cents.
- 5 Issue price or consideration
- 310,000 shares placed at 19.5 cents pursuant to shareholder authority. 10,000,000 December 2007 options placed at 1 cent each pursuant to shareholder authority. 12,505,005 bonus shares issued at no charge pursuant to announced 1 for 2 bonus issue to all existing share and option holders. 7,937,505 bonus Dec 2005 options issued pursuant to that same bonus announcement. 5,625,000 bonus Dec 2007 options also issued pursuant to that announced bonus issue. A further 300,000 options placed @1 cent without shareholder approval, but within allowed 12 month limit. Placements were for working capital.
- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- Placements were for working capital. Bonus applied pro rata to all share and option holders
- 7 Dates of entering securities into uncertificated holdings or despatch of certificates
- 10,000 Ordinary Shares and 10,000,000 Dec 07 options placed 29/4/05. One for two bonus issue on 2/5/05 based on shareholdings at close of business on the 29/4/05. 300,000 shares and 300,000 options on 30/5/05.

Number

Class

8	Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)	21,315,016	Ordinary shares
		4,991,259	

9	Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)	Number	Class
		16,500,000	Ordinary shares
			escrowed
		18,821,251	December 05 options
			escrowed
		1,250,000	December 07 options (not currently listed)
		15,925,000	December 07 options (see clause 2)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	All ordinary shares rank equally for any future dividends
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	No
13	Ratio in which the securities will be offered	One for every two held
14	Class of securities to which the offer relates	All shares and options
15	Record date to determine entitlements	29 th April, 2005
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	0.5 or less, rounded down : greater than 0.5, rounded up
18	Names of countries in which the entity has security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	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	A bonus option was issued for each option held and the exercise price of each option was adjusted from 20cents to 13.33cents.
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☒ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders (SEE APPENDIX 1)

36 ☒ If the securities are equity securities, 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 (SEE APPENDIX 2)

37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

39 Class of securities for which quotation is sought

<p>40 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, please state:</p> <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 extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>N/A</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>N/A</p>					
<p>42 Number and class of all securities quoted on NSX (<i>including</i> the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th>Number</th> </tr> </thead> <tbody> <tr> <td>N/A</td> </tr> </tbody> </table>	Number	N/A	<table border="1"> <thead> <tr> <th>Class</th> </tr> </thead> <tbody> <tr> <td></td> </tr> </tbody> </table>	Class	
Number						
N/A						
Class						

Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

- The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those securities should not be granted quotation.
- An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.

3 We will indemnify NSX 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.

4 We give NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
June, 2005



(Director)

..... Date: 15th

Print name: DR BRONTE DOUGLASS

APPENDIX 1. 20 LARGEST HOLDERS OF THE ADDITIONAL SECURITIES

- a. Ordinary Shares total 12,815,005.
10,000 shares were placed prior to the bonus issue at 19.5cents each pursuant to shareholder approval obtained in January 2005.
12,505,005 shares were issued pro rata to all the shareholders as part of the bonus issue. A further 300,000 shares were placed at 19.5cents subsequent to the bonus issue pursuant to shareholder approval obtained in January 2005, for working capital.
Other than the pro rata issue, the two new shareholders are Dr. Stephen Flecknoe-Brown, who took a placement of 10,000 shares prior to the bonus issue and therefore now holds 15,000 shares. Dr. Flecknoe-Brown's current shareholding represents 0.04% of the current issued capital. Microlaw Pty. Limited with a holding of 300,000 shares received by way of placement made after the bonus issue. Microlaw Pty. Limited holds 0.79% of the current issued capital.

- b. December 2005 Options – total 7,937,505.
All of these options were issued as a bonus to existing option holders, pro rata on a one for two basis, with a resulting change in exercise price to 13.33cents. The top 20 December 2005 option holders and the % held did not change as a result of the bonus issue.

- c. December 2007 Options – total 15,925,000.
10,000,000 December 2007 options were placed at 1 cent each pursuant to shareholder approval obtained in January 2005. This placement was prior to the bonus issue which resulted in a further 5,000,000 December 2007 options being issued. A further 625,000 December 2007 options were issued as bonus options on a one for two basis to shareholders with existing December 2007 options and a further 300,000 December 2007 options were issued at 1 cent each, for working capital, after the bonus issue had been made. All of these options now have an exercise price of 13.33cents.
The following individuals or entities applied for December 2007 options in the pre bonus placement of 10,000,000 options pursuant to shareholder approval each entity currently holds the number and percentage of December 2007 options as shown.

Mr. John Patrick Kerrigan	1,500,000	8.73%
Mr. Michael Patrick Kerrigan	750,000	4.36%
Mr. Anthony John Pomeroy	300,000	1.75%
Stomar Pty. Ltd ATF Collier Benefits Superannuation Fund	1,500,000	8.73%
Greg & Carol Collier	1,500,000	8.73%
Stomar Pty. Ltd ATF Malachi Trust	1,500,000	8.73%
Margaret Ruth Collier	1,500,000	8.73%
Curie , N & V	1,500,000	8.73%
Devlin, Ian	225,000	1.31%
Flynn, Richard	150,000	0.87%
Gee, Peter	150,000	0.87%
Harrington, Samantha	375,000	2.18%
Henderson, JoEllen	225,000	1.31%
Mason, David	1,500,000	8.73%
Van Skiver, Todd	225,000	1.31%
Wachmiller, Jack Voytek	750,000	4.36%
Forge, Natasha	150,000	0.87%
Douglass, Carla	300,000	1.75%
Chen, Anthony	900,000	5.24%
Total	15,000,000	
MicrowLaw Pty. Limited	300,000	1.75%

APPENDIX 2 DISTRIBUTION SCHEDULE OF THE ADDITIONAL SECURITIES

- a. Ordinary shares 10,000 – 100,000 1
100,001 and over 1
Otherwise the pro rata bonus issue affected all existing shareholders equally.
- b. December 2005 options
The pro rata bonus issue affected all existing 2005 option holders equally.
- c. December 2007 options
100,000 and over 20
Otherwise the pro rata bonus issue affected all existing 2007 option holders equally.