



GoConnect Limited
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Company Announcement Office
Australian Securities Exchange Limited

Re: Offer to acquire GoConnect Ltd shares

The Board of Directors of GoConnect Ltd ("GCN or GoConnect") would like to advise that GCN has received a formally binding off-market unconditional offer, under Chapter 6 of the Corporations Act, from Centurion Securities and Investment Services Pty Ltd ("Centurion") to acquire all of the issued shares in GCN via a pro-rata scrip acquisition on the basis of 1 (one) existing Priority One Network Group Ltd ("Priority One") shares held by Centurion for 8 GCN shares ("the Offer"). The Offer has no minimum acceptance condition. Centurion has appointed Novus Capital (AFSL-238168), to advise on and manage the Offer.

As per the Offer letter from Centurion:

"Centurion specializes in accumulating strategic investments in listed and unlisted entities, and as a privately owned company, makes an offer to you and your fellow Board of Directors."

Priority One is currently under its own takeover bid by Conquest Agri Ltd (CQA). As released to the ASX on 4 August 2014, CQA has announced that it has completed due diligence of Priority One to its satisfaction under the Non-binding Heads of Agreement referred to in ASX release dated 11 April 2014 under which it reached agreement in principle to investigate the acquisition of 100% interest in the business of Priority One.

We note Centurion is an investment holding company with strategic stakes in CQA and Priority One. Centurion is a substantial shareholder in CQA and holds over 230 million shares in Priority One. Centurion has also agreed to subscribe for 50 million shares in GCN under the recent placement announced to ASX on 4 August 2014.

Centurion believes that this is a very attractive Offer to GoConnect shareholders and recommends that the Board of GoConnect support this Offer.

Directors of GCN recommend shareholders to seek their independent advice before dealing in the shares of GCN.

Further information will be provided to shareholders after GCN directors have met with Centurion's board or its authorized representatives to discuss the merits of the Offer and the Bidder Statement. GCN will also be seeking independent advice on the Offer and will advise shareholders accordingly.

Richard Li
Executive Chairman