

### MARKET RELEASE

7 July 2014

### PHW Consolidated Limited

### PRE-REINSTATEMENT DISCLOSURE

The securities of PHW Consolidated Limited (the "Company") will be reinstated to official quotation at the commencement of trading on 9 July 2014.

The following information is provided as pre-reinstatement disclosure:

- 1. Top 20 Holders.
- 2. Top 20 Option Holders.
- 3. Distribution Schedule.
- 4. Pro forma Balance Sheet.
- 5. Capital Structure.
- 6. Expenditure Budget.
- 7. Business Plan.

Security Code: PHW

**PHWO** 

Jeremy Newman

Adviser, Listings Compliance (Perth)

	ARE INVESTOR SERVICES PTY LTD *** ATED LIMITED/PHW	T O P 2 0 RUN NUMBER 2708	H O L D E R S 26/06/2014			(RSP520:16.35:260614) 000 094 995 PAGE: 1
CLASS GROUP: HOLDER NO	*G1/ORDINARY SHARES (GROUPED) NAME AND ADDRESS		UNITS	% I/C	RANK	
	RANCHLAND HOLDINGS PTY LTD <rc a="" c="" family="" steinepreis=""></rc>		41,576,924	5.45	1	
	TWO TOPS PTY LTD		32,307,692	4.24	2	
	MARVEN PTY LTD		31,316,924	4.11	3	
	WORLDWIDE ENERGY CO LTD		28,899,079	3.79	4	
	MR DAVID ARTHUR PAGANIN <da 2="" a="" c="" family="" no="" paganin=""></da>		26,192,308	3.43	5	
	BLUE CAPITAL HOLDINGS NO 1 PTY LTD <blue a="" c="" fund="" super=""></blue>		26,153,846	3.43	6	
	MR WILLIAM HENRY HERNSTADT		16,153,846	2.12	7	
	JAKOR PTY LTD		15,384,616	2.02	8	
	NORTHGOLD PTY LTD <northgold a="" c="" fund="" super=""></northgold>		15,384,616	2.02	9	
	OHIO HOLDINGS PTY LTD		15,384,616	2.02	10	
	MR KAR WING NG & MS YOW TING LEE <ng a="" c="" f="" family="" s=""></ng>		15,384,615	2.02	11	
	MRS ANDREA MURRAY <murray 2="" a="" c="" family="" fund="" no=""></murray>		12,923,076	1.69	12	
	ZAMBEZI ENTERPRISES PTY LTD		12,923,076	1.69	13	
	WATSON WINE GROUP PTY LTD		12,376,170	1.62	14	
	DISRUPTIVE CAPITAL PTY LTD		11,538,462	1.51	15	
	PHEAKES PTY LTD <senate a="" c=""></senate>		10,230,768	1.34	16	
	OHIO ENTERPRISES PTY LTD <ohio a="" c="" fund="" super=""></ohio>		9,615,385	1.26	17	
	AURA CAPITAL MANAGEMENT PTY LTD <aura a="" c="" f="" s=""></aura>		9,230,769	1.21	18	
	MXJ PTY LTD <jiwxin a="" c="" family=""></jiwxin>		9,230,769	1.21	19	
	WAPSHOTT FINANCIAL PTY LTD <wapshott a="" c="" fund="" super=""></wapshott>		9,230,769	1.21	20	

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD	* * *	T O P	2 0	HOLDERS	***		(R	SP520:16.35:26	60614)
PHW CONSOLIDATED LIMITED/PHW		RUN NUMBER	2708	26/06/201	4	A.C.N.	000 094 9	95 PAGE:	2
CLASS GROUP: *G1/ORDINARY SHARES (GROUPED)									
HOLDER NO NAME AND ADDRESS				UNITS	% I/C	RANK			
*** REPORT TOTAL ***				361,438,326	47.40				
*** REMAINDER ***				401,157,877	52.60				
*** GRAND TOTAL ***				762,596,203	100.00				
			==		======				



	ARE INVESTOR SERVICES PTY LTD *** TED LIMITED/PHW	T O P 2 0 RUN NUMBER 2708	H O L D E R S 26/06/2014		A.C.N. 000 09	(RSP520:16.35:260614) 94 995 PAGE 1
CLASS GROUP: HOLDER NO	*G2/UNLISTED OPTIONS (GROUPED) NAME AND ADDRESS		UNITS	% I/C	RANK	
	RANCHLAND HOLDINGS PTY LTD <rc a="" c="" family="" steinepreis=""></rc>		15,591,347	6.14	1	
	WORLDWIDE ENERGY CO LTD		13,617,925	5.36	2	
	MARVEN PTY LTD		12,441,026	4.90	3	
	TWO TOPS PTY LTD		10,769,231	4.24	4	
	BLUE CAPITAL HOLDINGS NO 1 PTY LTD <blue a="" c="" fund="" super=""></blue>		8,717,949	3.43	5	
	MRS JIRACHAYA CHARNCHAYASUK		5,769,231	2.27	6	
	JAKOR PTY LTD		5,769,231	2.27	7	
	NORTHGOLD PTY LTD <northgold a="" c="" fund="" super=""></northgold>		5,769,231	2.27	8	
	MR DAVID ARTHUR PAGANIN <da 2="" a="" c="" family="" no="" paganin=""></da>		5,653,847	2.23	9	
	MR WILLIAM HENRY HERNSTADT		5,384,616	2.12	10	
	MR KAR WING NG & MS YOW TING LEE <ng a="" c="" f="" family="" s=""></ng>		5,128,205	2.02	11	
	MRS ANDREA MURRAY <murray 2="" a="" c="" family="" fund="" no=""></murray>		4,846,154	1.91	12	
	ZAMBEZI ENTERPRISES PTY LTD		4,846,154	1.91	13	
	MR DAVID ARTHUR PAGANIN <da 2="" a="" c="" family="" no="" paganin=""></da>		4,168,269	1.64	14	
	DISRUPTIVE CAPITAL PTY LTD LEVEL 15		3,846,154	1.51	15	
	PHEAKES PTY LTD <senate a="" c=""></senate>		3,836,538	1.51	16	
	AURA CAPITAL MANAGEMENT PTY LTD <aura a="" c="" f="" s=""></aura>		3,076,923	1.21	17	
	MXJ PTY LTD <jiwxin a="" c="" family=""></jiwxin>		3,076,923	1.21	18	
	WAPSHOTT FINANCIAL PTY LTD <wapshott a="" c="" fund="" super=""></wapshott>		3,076,923	1.21	19	
	N & J MITCHELL HOLDINGS PTY LTD <steinepreis a="" c="" fund="" super=""></steinepreis>		2,512,821	0.99	20	

CRP/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\* T O P 2 0 H O L D E R S \*\*\* (RSP520:16.35:260614) 26/06/2014 A.C.N. 000 094 995 PAGE 2 PHW CONSOLIDATED LIMITED/PHW RUN NUMBER 2708 CLASS GROUP: \*G2/UNLISTED OPTIONS (GROUPED) HOLDER NO NAME AND ADDRESS UNITS % I/C RANK \*\*\* REPORT TOTAL \*\*\* 127,898,698 50.35 REMAINDER \*\*\* 126,101,378 49.65 \*\*\* GRAND TOTAL \*\*\* 254,000,076 100.00



CRP/COMPUTERSHAP			LTD ***		nge Of Units BER 2708	Summary 26/06/2014	*** (RSP510:16.36:260614) A.C.N. 000 094 995 PAGE: 1	-
	1	1001	5001	10001	100001		* TOTAL *	
	to	to	to	to	to			
	1000	5000	10000	100000	(MAX)			
*G1	/ORDINAR	Y SHARES (GR	OUPED)					
Holders								
Issuer	555	43	24	53	206		881	
Chess					136		136	
Total	555	43	24	53	342		1017	
Units								
Issuer	40131	102510	172809	1813079	492976602		495105131	
Chess					267491072		267491072	
Total	40131	102510	172809	1813079	760467674		762596203	





CRP/COMPUTERSHAF			LTD ***		nge Of Units BER 2708	-	*** A.C.N	(RSP510:16.36:260614) . 000 094 995 PAGE: 2	:
	1	1001	5001	10001	100001			* TOTAL *	
	to	to	to	to	to				
	1000	5000	10000	100000	(MAX)				
*G2	/UNLISTED	OPTIONS (G	ROUPED)						
Holders									
Issuer				62	113			175	
Chess				33	103			136	
Total				95	216			311	
Units									
Issuer				3266308	161570035			164836343	
Chess				1900110	87263623			89163733	
Total				5166418	248833658			254000076	
TOTAL HOLDERS FO	OR CLASSES SE	LECTED					1019		
TOTAL UNITS	*****	******	*****	*****	****	101659		******	
****** NUMBE	ER OF PAGES W	RITTEN =	2 ***	******	ND OF REPORT	****	* NUMBER OF I	INES WRITTEN = 30 ****	





### PHW CONSOLIDATED LIMITED

#### STATEMENT OF FINANCIAL POSITION & PRO-FORMA CAPITAL STRUCTURE

### Statement of financial position (unaudited)

The unaudited statement of financial position as at 28 February 2014 and the unaudited pro-forma statement of financial position as at 28 February 2014 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

PRO FORMA STATEMENT OF FINANCIAL POSITION					
	UNAUDITED	PRO-FORMA			
	28 February 2014	28 February 2014			
CURRENT ASSETS					
Cash and cash equivalents	12,174	1,485,289			
Trade and other receivables	779	779			
TOTAL CURRENT ASSETS	12,953	1,486,068			
TOTAL ASSETS	12,953	1,486,068			
CURRENT LIABILITIES					
Trade and other payables	303,462	303,462			
TOTAL CURRENT LIABILITIES	303,462	303,462			
TOTAL LIABILITIES	303,462	303,462			
NET ASSETS	(290,509)	1,182,606			
	5.00 MM 1.57 Share Co.	90 VOCC - 31 - 059			
EQUITY					
Issued capital	37,957,851	39,456,451			
Accumulated losses	(38,248,360)	(38,273,845)			
TOTAL EQUITY	(290,509)	1,182,606			

Notes: The above unaudited pro forma Statement of Financial Position of the Company is based on the unaudited management financial report as at 28 February 2014, adjusted for the issue of 494,261,528 fully paid ordinary shares at an issue price of \$0.00325, the issue of 164,753,917 free options and expenses of the Offer of \$133,235. The expenses of the Offer comprise \$107,750 broker fees and \$25,485 other costs.



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### **Independent Auditor's Review Report**

To the Directors of PHW Consolidated Limited

### Report on the Statement of Financial Position and Pro-Forma Capital Structure

We have reviewed the attached Statement of Financial Position and Pro-Forma Capital Structure of PHW Consolidated Limited as at 28 February 2014 (the Schedule). The Schedule has been prepared for the Australian Stock Exchange (ASX).

### Directors' Responsibility for the Schedule

The Directors are responsible for the preparation of the Schedule and has determined that the accounting policies used are appropriate to the needs of the Australian Stock Exchange (ASX). This responsibility includes establishing and maintaining internal control relevant to the preparation of the Schedule that is free from material misstatement, whether due to fraud or error.

### Assurance Practitioner's Responsibility

Our responsibility is to express a conclusion on the Schedule based on our review. We have conducted our review in accordance with Standard on Review Engagements ASRE 2405 Review of Historical Financial Information Other than a Financial Report in order to state whether, on the basis of the procedures described, anything has come to our attention that causes us to believe that the Schedule is not prepared, in all material respects, in accordance with the accounting policies used. No opinion is expressed as to whether the accounting policies used are appropriate to the needs of the Australian Stock Exchange (ASX). ASRE 2405 requires us to comply with the requirements of the applicable code of professional conduct of a professional accounting body.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statement of Financial Position and Pro-Forma Capital Structure of PHW Consolidated Limited as at 28 February 2014 is not prepared, in all material respects, in accordance with the accounting policies used.

Somes Cooke

Nicholas Hollens 26 June 2014

icholas Hollans

Perth

Western Australia

### **PHW Consolidated Limited**

ABN: 99 000 094 995

31 Ord Street West Perth Western Australia 6005

Telephone: +61 08 9322 1003

Facsimile: +61 08 9322 6722

ASX:PHW

4 July 2014

Mr J Newman Australian Securities Exchange

By email: Jeremy.Newman@asx.com.au

Dear Sir

### UPDATED CAPITAL STRUCTURE

Following the capital raising by PHW Consolidated under its prospectus dated 7<sup>th</sup> May 2014, the capital structure, updated for the actual amounts raised under the offer is as follows:

	Number
Shares on issue prior to Prospectus	260,211,599
Options on issue expiring 31 December 2015 prior to Prospectus	86,538,467
Options on issue expiring 30 September 2018 prior to Prospectus	86,538,467
Shares issued on 19 June 2014 in lieu of directors fees	8,123,076
Options expiring 30 September 2018 issued on 19 June 2014	2,707,692
Shares issued pursuant to the Prospectus	494,261,528
Options expiring 30 September 2018 issued pursuant to the Prospectus	164,753,917
Total Shares on issue	762,596,203
Options on issue expiring 31 December 2015	86,538,467
Options on issue expiring 30 September 2018	254,000,076

Regards

Roger Steinepreis

Chairman

### **PHW Consolidated Limited**

ABN: 99 000 094 995

31 Ord Street West Perth Western Australia 6005

Telephone: +61 08 9322 1003 Facsimile: +61 08 9322 6722

ASX:PHW

4 July 2014

Mr J Newman Australian Securities Exchange

By email: Jeremy.Newman@asx.com.au

Dear Sir

### USE OF FUNDS FROM CAPITAL RAISING

The Offer under the Prospectus dated 7 May 2014 raised \$1,606,350 (before expenses of the Offer). The proceeds of the Offer are planned to be used in accordance with the table set out below:

	Year 1	Year 2	Total
	\$	\$	\$
Repayment of other creditors	184,524	-	184,524
Expenses of the Offer	146,340	-	146,340
Development of existing assets	350,000	335,000	685,000
Review & evaluation of new projects	100,000	100,000	200,000
Working capital for Director Fees, registry and compliance costs and listing	200,000	190,486	390,486
Total	980,864	625,486	\$1,606,350

### **Notes:**

The Board reserves the right to alter this budget as a result of a change in circumstances or intervening events. This budget is a statement of present intention. The Company's review and development plans are the best estimates available to the Company at this

time. Work programs are subject to changes in line with emerging results, circumstances and opportunities.

Regards

Roger Steinepreis Chairman

### PHW Consolidated Ltd

ABN 99 000 094 995 (PHW or the Company)

## Summarised Business Plan for Submission to the ASX

The purpose of this document is to provide the ASX with an overview of the business plan of PHW for the continuation of its business of the sales and marketing of premium Australian table wines for sale to the consumer market and the production of wine using its existing brands.

PHW wishes to submit this business plan in order to seek confirmation from the ASX that based on this submission, PHW will satisfy the conditions for the reinstatement of its securities on the ASX.

### Overview

On 14 March 2012, Ferrier Hodgson were appointed as Receivers to Prince Hill Wines Ltd ("PHW" or "the Company") subsidiaries Prince Hill Wine Services Pty Ltd and Coonawarra Premium Vineyards Ltd. The directors of the Company subsequently resolved to appoint Rob Kirman and Sam Davies of McGrath Nicol ("the Administrators") as Voluntary Administrators of Prince Hill Wines Limited on the 26 March 2012.

Blueknight Corporation Pty Ltd ("Blueknight" or "the Syndicate") put forward a DOCA Proposal ("the DOCA") for the restructure and recapitalisation of the Company.

The DOCA required that an amount of \$575,000 and certain assets/rights of the Company be made available for the satisfaction of the claims of the Company's creditors and to meet the costs of the Administrators.

The DOCA was fully effectuated and the payment made to the Administrator.

Due to market conditions, the Company decided to delay the recapitalisation, and instead focussed on the existing business by investigating an online model for the sale of the wine products of the Company going forward, in addition to the existing activities using a producers licence.

With the improved market, the Company has completed a capital raising of \$1.6m and intends for its securities to be re-instated to trading on ASX.

The Company is aware of its obligations with respect to the completion of the recapitalisation including having sufficient activities in accordance with Chapter 12 of the Listing Rules. It sets out below the details and the expenditure commitments planned for the existing assets.

### **Business Operations**

PHW is a company that focused on the marketing and sales of Australian table wines to consumer markets as well as historically the processing of grapes, winemaking and packaging of wine for itself and other winemakers.

As with most wine companies, it is predominantly a sales and marketing company, with the production of the wine a secondary activity on the basis that wine can be sourced from a variety of producers and branded using the existing PHW brands that have been retained.

To date, PHW has developed a range of bottled wine products utilising various grape varieties to provide consumer markets nationally and internationally with full flavoured, unique and well crafted wines.

The Company intends to continue with its core business, focusing on both the sales and marketing of bottled wine products specifically targeted to consumer markets as well as sourcing opportunities for contract manufacturing with other winemakers. It has had early discussions with other vineyards in respect of contract manufacturing but this remains a secondary activity, as in the past.

The Company has retained a variety of its own brand names pertaining to the wines that it has previously marketed.

PHW is self promoting the brands in its portfolio and it may choose to enter into strategic alliances, joint ventures or licensing agreements in order to better leverage its wine products and distribution capabilities.

In order to promote its brands, the Company decided to apply for a direct sales licence, which enables it to sell its branded wine (and other liquor products) over the internet. The direct sales licence has now been granted to a wholly owned subsidiary of the Company, Seller Door Wines Pty Ltd (see Appendix 1) (after 6 months), and funds of approximately \$30,000 expended to get to this stage, including legal fees, rent and consultant's fees. This was considered a sensible alternative in the current market, because the sale of wine via a producer's licence, while still able to be utilised and which will be used, is a less cost effective mechanism, and is restricted to the wine produced direct.

The direct sales licence allows the Company to sell not only its branded wine, but other liquor products. In addition, the virtual environment for sale of the wine means it is a low cost model and scaleable. This is an important factor in the current market for wine where internet models (such as vinomofo) are getting serious traction and sales.

The direct sales model is to be run under the sellerdoorwines.com.au web site (an existing site owned by the Company and which has now been updated, although not yet completed). The mock up of the site is attached as Appendix 2.

Significant work has already been performed in regards to the site which involved tidying up the information on the site, consolidating the products offered, updating contact details and the like. There remains work to be performed to have the site fully operational, and this could only be finished following the capital raising.

The Prince Hill branded and produced wine prior to the administration (see example pictorial below) is currently held in stock and owned by a third party (Vinpac) which previously had an agreement with the group for the production of PHW grapes to produce wine products. This wine is being sold as and when able to be done, and there remains sufficient stock to enable the re-launch of the branded wine. At present, the stock list comprises various varieties, with in excess of 2,500 cases of wine (mostly 12 bottle cases).

PHW will take orders for the wine and then fill those orders direct via Vinpac, under either the direct sales model or the producers model when that is commenced. The intention of the Company was that when an order is taken, it links direct to the supplier who fulfils the order, without PHW taking the financial risk, and be paid the gross margin. The Company would prefer this as a model however to be transparent on sales volumes, it will acquire the wine in its own right and on-sell to the buyer under the order in the first instance to show the sales volumes being achieved.

In order to finalise the direct sales model and have the website ready for launch, there are further matters to be completed, including:

- 1. A further more detailed update of the website. This is expected to take up to 1 month, although it may be longer.
- 2. Completion of the back end ordering procedure with payment to be made via Paypal (which has already been set up).
- 3. Correct contact details listed including change of liquor licence number and appropriate alcohol supply warnings. This is a basic change.
- 4. Ensure stock holding at the supplier's warehouse matches what is currently on the web site at the last update, and to prepare the site ready for launch.

There is a responsible person both for the liquor licence and also a nominated person to oversee the wine business. This will involve managing the site, forwarding any orders, taking any enquiries, updating Facebook and other social media pages and any other day-to-day matters that may be required to satisfy all relevant parties.

The wine brands retained by PHW include:

	Australian Trademark
	Australian
Trademarks/Brands	Number (if applicable)
Gum Bear	#971774
Imperata	#1154612
Watson Wines	
Gum Bay	
Coonawarra	

Vineyards	
Coonawarra Premium	#980791
Vineyards	
Prince Hill	
Card Collection	
Five Shillings	
Coonawarra Premium	
Vineyards	
CPV	
Eighty Links	

In addition to the above trademarks and brand names, the Company retained the following domain names:

www.princehillwines.com www.princehillwine.com www.sellerdoorwines.com.au

The wine club including existing membership has more than 300 members. The cellar door club, which is a different entity, features more than 2000 in its database and will be further developed in order to target a greater amount of sales and marketing activities.

The Company has retained computer software that will allow for the ongoing operations and management of the company but this software is not a core part of its operations and the reality is that other software is available.

In order to facilitate its marketing and contract production efforts, the Company has retained a former senior manager and board member of PHW (Rex Watson) to continue to work in strategic partnership with the Company on a consulting basis, to further develop the formulation, branding and sales/marketing of products and services. Given that this person has been at the Company for in excess of 5 years and in the wine industry for more than 25 years, the inherent knowledge, networks and experience that he brings to the table in all aspects of operations, is considered invaluable in consolidating and expanding the market reach of the PHW range of products and services.

Although the Company will be continuing with its main undertaking, which is the production and sales of wine to consumer markets under its own brands or subcontracting to other companies, it will also retain the knowledge to be able to undertake management of vineyards for other groups. This technology and know-how was acquired by the Company within the last 2 years before administration but may provide potential for expansion and further business opportunities. This is not a short term focus for the Company.

The Company may choose to partner with other operations that are involved in the wine industry, in order to further enhance the reach of the Company's marketing efforts by way of licensing and strategic alliance arrangements. If this model is chosen, the Company will seek to negotiate favourable marketing and distribution rights, that could benefit sales to the existing distribution networks including, but not

limited to, the wine cellar and wine club members.

These marketing and distribution rights provide the Company with the opportunity to "value add" to their product range. Given these strategic options, the incoming Board believes there is an opportunity to provide consumer markets both domestically and potentially internationally, with competitive and market ready and acceptable products.

The Company also intends looking at other complimentary products to take to market via its own distribution channels including direct customers and wine club members, to further increase revenue streams via incremental marketing investment.

The Company will also consider the acquisition and development of any other investments, as identified by the Company.

3 of the wines available on the website:



### Use of Funds and Pro forma Balance Sheet

The proposed use of funds from the capital raising will be to fund the Company's ongoing operations; provide funds for the review and development of the Company's existing business; provide funds for acquisition and development of other investments (if and when identified by the Company); and meet the costs of the recapitalisation.

The Company's review and development plans are the best estimates available to the Company at this time. Work programs are subject to changes in line with emerging results, circumstances and opportunities. The proposed use of funds from the capital raising is as follows:

Post recapitalisation, the Company will be debt free and will have sufficient working capital to achieve its objectives.

Based on the following pro-forma Statement of Financial Position post the capital raising, the Company believes that its financial condition is adequate to warrant the continued quotation of its securities.

### **Use of Funds - Commitments**

The Offer under the Prospectus dated 7 May 2014 has raised \$1,606,350 (before expenses of the Offer). The proceeds of the Offer are planned to be used in accordance with the table set out below<sup>1</sup>:

	Year 1	Year 2	Total
	\$	\$	\$
Repayment of other creditors	184,524	-	184,524
Expenses of the Offer	146,340	-	146,340
Development of existing assets	350,000	335,000	685,000
Review & evaluation of new projects	100,000	100,000	200,000
Working capital for Director Fees, registry and compliance costs and listing	200,000	190,486	390,486
Total	980,864	625,486	\$1,606,350

### **Notes:**

1. The Board reserves the right to alter this budget as a result of a change in circumstances or intervening events. This budget is a statement of present intention.

### **Statement of financial position (unaudited)**

The unaudited statement of financial position as at 28 February 2014 and the unaudited pro-forma statement of financial position as at 28 February 2014 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared to provide information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

PRO FORMA STATEMENT OF FINANCIAL POSITION					
	UNAUDITED 28 February 2014	PRO-FORMA 28 February 2014			
CURRENT ASSETS					
Cash and cash equivalents	12,174	1,485,289			
Trade and other receivables	779	779			
TOTAL CURRENT					
ASSETS	12,953	1,486,068			
TOTAL ASSETS	12,953	1,486,068			
<b>CURRENT LIABILITIES</b>					
Trade and other payables	303,462	303,462			
TOTAL CURRENT					
LIABILITIES	303,462	303,462			
TOTAL LIABILITIES	303,462	303,462			
NET ASSETS	(290,509)	1,182,606			
EQUITY					
Issued capital	37,957,851	39,456,451			
Accumulated losses	(38,248,360)	(38,273,845)			
TOTAL EQUITY	(290,509)	1,182,606			

Notes: The above unaudited pro forma Statement of Financial Position of the Company is based on the unaudited management financial report as at 28 February 2014, adjusted for the issue of 494,261,528 fully paid ordinary shares at an issue price of \$0.00325, the issue of 164,753,917 free options and expenses of the Offer of \$133,235. The expenses of the Offer comprise \$107,750 broker fees and \$25,485 other costs.

### **Outstanding Reports**

The financial reports of the Company are up to date and the Company remains fully compliant with all obligations under the ASX Listing Rules.

### **Outstanding Fees**

The Company has paid all outstanding fees to ASX.

### **ASX Confirmation of Re-instatement**

We respectfully submit that the information provided in this submission demonstrates that the Company has the level of operations, financial condition, capital structure and budgets sufficient to allow the Company's shares to be re-instated to quotation on the ASX.

The Company is seeking confirmation from the ASX that based on the above submission, it will satisfy the conditions for reinstatement.

### **APPENDIX 1**



# Direct Sales Licence 51406152

**Liquor Licensing Act 1997** 

NAME: SELLER DOOR WINES

CONTACT ADDRESS: 91 King William Street, Adelaide Sa 5000

LICENSEE: Seller Door Sales Pty Ltd

AUTHORISATION: To sell and supply liquor in accordance with Section 39(A) of the

Liquor Licensing Act 1997 and any other conditions of this licence

RESPONSIBLE PERSONS: Under Section 97(2) of the Act an exemption is granted from the

requirements of subsection(1)(a).

### **CONDITIONS:**

Date of issue: 24 APRIL 2014

1. The licensee must maintain records to satisfy the Liquor and Gambling Commissioner that an audit trail exists to identify the purchase and sale or supply of liquor, and no liquor is sold or supplied to a minor.

- 2. Any delivery agreements and despatch sites must be made available for inspection by an authorised officer.
- 3. The licensee shall ensure that liquor is not delivered to premises which are unattended at the time of delivery, and that the recipient of the liquor delivered is 18 years of age or over.
- 4. The licensee shall be contactable by an authorised officer by telephone or email on any business day between the hours of 9.00am and 5.00pm.
- 5. The licensee must notify the Liquor and Gambling Commissioner of any change of contact address.
- 6. The licensee is required to clearly display the licence number on any advertisement, website, order forms or other media used to promote the licensee's business.



LIQUOR AND GAMBLING COMMISSIONER

### **APPENDIX 2**

