

20 November 2015

## ASX ANNOUNCEMENT

Dear Shareholders

### Update on Property Connect Acquisition and correction to Notice of Extraordinary General Meeting

I refer to the notice of extraordinary general meeting of the shareholders of Conquest Agri Limited (ASX:CQA) (**Company**) and accompanying explanatory memorandum despatched to Shareholders on 13 November 2015 (**EGM Notice**).

Defined terms not expressly defined in this announcement have the same meanings set out in the EGM Notice.

#### 1 Changes to Indicative Timetable

The Directors have resolved to change the indicative timetable set out in section 2.2 of the Explanatory Notes as a result of the offer period under Public Offer coinciding with the Christmas and New Year holiday period. The Directors have formed the view that it is in the best interest of the Company to open the Public Offer in early to mid-January. This means that the expected date for Completion of the Proposed Transaction will now be end of February.

The updated Indicative Timetable is set out below:

Event	Date
Dispatch of Notice of Meeting	13 November 2015
General Meeting	16 December 2015
Lodgement of Prospectus with ASIC	18 December 2015
First date for Company to send notices to security holders of change of holdings as a result of consolidation	23 December 2015
Last day for Securities to be entered into holders' security holdings and for Company to send holding statements out to each security holder – consolidation	31 December 2015
Closing date of Prospectus Offer	15 February 2016
Settlement of Property Connect Acquisition – issue of Consideration Shares and Public Offer Shares	28 February 2016
Expected date for re-instatement of the Company's Shares to trading on ASX	28 February 2016
Holding Statements sent out - Capital Raising	28 February 2016

#### 2 Changes to EGM Notice

In consequence of the changes to the indicative timetable, certain share numbers and share holdings set out in the EGM Notice need to be corrected to account for the additional interest that will accrue on convertible notes on issue in Property Connect during the extended period up to the revised expected date of Completion.

The corrections are as follows:

- The text of Resolution 3 (Issue of Conversion Shares to Property Connect Noteholders) should read:  
*"That, subject to the passing of all other Resolutions and Completion, for the purposes of ASX Listing Rules 7.1 and all other purposes, Shareholders approve the issue of up to 25,692,463 Shares (on a post consolidation basis) to the Property Connect Noteholders at a deemed issue price of \$0.025 per Share (**Conversion Shares**), in satisfaction of the conversion of the Property Connect Convertible Notes, on the terms and conditions described in the Explanatory Notes."*
- The text of Resolution 4 (Issue of Consideration Shares to Property Connect Shareholders (other than Manson)) should read:

*"That, subject to the passing of all other Resolutions and Completion, for the purposes of ASX Listing Rules 7.1 and all other purposes, Shareholders approve the issue of up to 56,279,830 Shares (on a post consolidation basis) to the Property Connect Shareholders (other than Manson) at a deemed issue price of \$0.05 per Share (**Consideration Shares**), in partial consideration for the acquisition by the Company of all of the issued capital in the capital of Property Connect, Inc. on the terms and conditions described in the Explanatory Notes."*

- The text of Resolution 5 (Issue of Earn Out Shares to Property Connect Shareholders (other than Manson)) should read:  
*"That, subject to the passing of all other Resolutions and Completion, for the purposes of ASX Listing Rules 7.1 and all other purposes, Shareholders approve the issue of up to 37,519,887 Shares (on a post consolidation basis) to the Property Connect Shareholders (other than Manson) in proportion to their existing shareholding in Property Connect and on the terms and conditions described in the Explanatory Notes (**Earn Out Shares**), in partial consideration for the acquisition by the Company of all of the issued capital in the capital of Property Connect."*
- The text of Resolution 6 (Issue of Consideration Shares and Earn Out Shares to Manson and increase in relevant interest) should read:

*"That, subject to the passing of all other Resolutions and Completion, for the purposes of section 611 (item 7) of the Corporations Act and all other purposes, shareholders approve the allotment and issue of up to 63,720,170 Consideration Shares at an issue price of \$0.05 per share (on a post consolidation basis) and up to 42,480,113 Earn Out Shares to Timothy Manson (or his nominee) and increase his voting power in the Company in excess of 20% in consideration for the acquisition by the Company of all of the issued capital in the capital of Property Connect that Timothy Manson holds on the terms and conditions described in the Explanatory Notes."*

- Section 2.4(b)(iii)(O) of the Explanatory Memorandum should read "February 2016"
- The final paragraph of Section 2.6 of the Explanatory Memorandum should read:

If all of the Resolutions are passed, and the other conditions to the Property Connect Acquisition are satisfied, Completion is expected to occur on or about 28 February 2016. If any of the Conditions are not satisfied, in the absence of any agreement between the parties otherwise, the Acquisition Agreement will be terminated and the Property Connect Acquisition will not proceed, in which case the advantages of the Property Connect Acquisition will not be realised.

- Table 1 of Section 4 of the Explanatory Memorandum should read:

Type of CQA Shareholder	Before Completion		After Completion		After Earn Out	
	No. of Shares	% of total number of Shares	No. of Shares	% of total number of Shares	No. of Shares	% of total number of Shares
Existing CQA Shareholders	40,000,000	100%	40,000,000	16.28%	40,000,000	12.28%
Property Connect Noteholders (or their nominees)	-	-	25,692,493	10.46%	25,692,493	7.89%
Property Connect Shareholders (or their nominees) including Manson	-	-	120,000,000	48.84%	200,000,000	61.41%
Subscribers to Public Offer	-	-	50,000,000	20.35%	50,000,000	15.35%
Promoter Shares	-	-	10,000,000	4.07%	10,000,000	3.07%
<b>TOTAL</b>	<b>40,000,000</b>	<b>100%</b>	<b>245,692,493</b>	<b>100%</b>	<b>325,692,493</b>	<b>100%</b>

- The text in Section 8.3(j) (Liquidity risk) of the Explanatory memorandum should read:

On completion of the Offer, and assuming the Offer is fully subscribed, the Property Connect Shareholders will hold 61.41% of the total issued Share capital of the Company (assuming Property Connect Shareholders do not participate in the Offer, Earn Out Shares are issued but no ESOP Shares are issued) or 48.84% of the total issued Share capital of the Company (assuming Property Connect Shareholders do not participate in the Offer, no Earn Out Shares and ESOP Shares are issued). Under Chapter 9 of the ASX Listing Rules, a number of the Shares held by the Property Connect Shareholders will be subject to escrow periods which may cause a liquidity risk, as some of these shares may not be traded for up to a period of 24 months. Furthermore, there is no guarantee that there will be an ongoing liquid market for Shares. If illiquidity arises, there is a real risk that Shareholders will be unable to realize their investment in Property Connect.

- The second and third row of the table in section 11.3(b) of the Explanatory Memorandum (in relation to ASX Listing Rules 7.3 requirement – Conversion Shares) should read:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	25,692,493
<b>The date by which the entity will issue the securities:</b>	The Conversion Shares will be issued on Completion (which is expected to occur on or about 28 February 2016) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.

- Sections 11.4(a)(i) and (ii) of the Explanatory Memorandum should read:

(i) up to 56,279,830 Consideration Shares; and

(ii) up to 37,519,887 Earn Out Shares,

- The text and table in section 11.4(b) of the Explanatory Memorandum should read:

The Company currently has on issue a total of 740,444,579 fully paid ordinary shares as at the date of this Notice of Meeting.

The CQA Share Consolidation (being a 1 for 18.5111 consolidation of CQA Shares) will be implemented after the General Meeting if all Resolutions are passed, and will result in the Company having on issue a total of 40,000,000 Shares, subject to rounding of fractional entitlements.

Following Completion of the Proposed Transaction and if the maximum number of Earn Out Shares and Public Offer Shares are issued, the Company will have a total of up to 325,692,493 Shares on issue, comprising and subject to the following:

- (iii) 40,000,000 CQA Shares after implementation of the CQA Share Consolidation, subject to rounding of fractional entitlements;
- (iv) up to 25,692,493 Conversion Shares issued to Property Connect Noteholders or at their direction;
- (v) up to 56,279,830 Consideration Shares issued to Property Connect Shareholders (not including Manson) or at their direction and up to 63,720,170 Consideration Shares issued to Manson;
- (vi) up to 40,000,000 Public Offer Shares issued to subscribers under the Public Offer;
- (vii) up to 10,000,000 Promoter Shares (see Resolution 10);
- (viii) up to 37,519,887 Earn Out Shares issued to Property Connect Shareholders (other than Manson) or at their direction and up to 42,480,113 Earn Out Shares issued to Manson; and
- (ix) assuming no Shares are issued under the ESOP.

If approved, the issue of the Consideration Shares and the maximum number of Earn Out Shares would result in Property Connect Shareholders (including Manson and for avoidance of doubt, excluding the Property Connect Noteholders) obtaining a cumulative voting power in the Company of approximately 61.41% of the enlarged share capital of the Company, after taking into account all new CQA Shares to be issued under the Public Offer pursuant to the Prospectus, but excluding shares that may be issued under the ESOP.

The full names of each Property Connect Shareholder (other than Manson) together with details of their current and post-Completion and post Earn Out Shareholdings as at Completion will be as set out in the table below:

Property Connect Shareholder	Consideration Shares	Post Completion % of CQA (but excluding Earn Out Shares)	Maximum Earn Out Shares	Total Maximum Share-holding	Post Earn out % of CQA
Marlon Investments Ptd Ltd. as trustee for Marlon Investment Trust	16,523,614	6.73%	11,015,743	27,539,357	8.46%
WL Finance Pty Ltd.	16,476,731	6.71%	10,984,487	27,461,218	8.43%
Rule Project Ltd.	3,885,376	1.58%	2,590,251	6,475,627	1.99%
Events Dept Pty Limited as trustee for Taylor Unit Trust	4,044,253	1.65%	2,696,169	6,740,422	2.07%
Shannon Carter	498,623	0.20%	332,415	831,038	0.26%
Tom Cervantez	498,623	0.20%	332,415	831,038	0.26%
Andrew Pullinger	395,552	0.16%	263,701	659,253	0.20%
Andrew Skehan	1,662,765	0.68%	1,108,510	2,771,275	0.85%
Andrey Zubko	1,616,161	0.66%	1,077,441	2,693,602	0.83%
Aneles Consulting	158,223	0.06%	105,482	263,705	0.08%
Anto Pty Limited ATF Anto Family Trust	263,698	0.11%	175,799	439,497	0.13%
Caroline Richardson as trustee for Richardson Family Trust	158,223	0.06%	105,482	263,705	0.08%
Conray Michael Passaris as trustee for Passaris Family Trust	158,223	0.06%	105,482	263,705	0.08%
Dr. Stuart Lloyd Phillips & Mrs. Fiona Jane Phillips <SL & FJ Phillips S/F A/C>	790,710	0.32%	527,140	1,317,850	0.40%
Emanuel Petros	395,552	0.16%	263,701	659,253	0.20%
Hunerbach Pty Ltd ATF McKenzie Investment Trust	263,708	0.11%	175,805	439,513	0.13%

JKilborn Investments Pty Ltd as trustee for JKilborn Investments Trust	158,202	0.06%	105,468	263,670	0.08%
Lasso Holdings	789,705	0.32%	526,470	1,316,175	0.40%
Maximum Media Potential Pty Ltd	3,164,437	1.29%	2,109,625	5,274,062	1.62%
Mitchell Aitken	158,223	0.06%	105,482	263,705	0.08%
Nicolas Derbyshire	263,698	0.11%	175,799	439,497	0.13%
Noah's Ark Investment Group Pty Ltd	791,104	0.32%	527,403	1,318,507	0.40%
PRW Investments Pty Ltd	791,104	0.32%	527,403	1,318,507	0.40%
Rohan Hardcastle	395,552	0.16%	263,701	659,253	0.20%
Shaun Hardcastle	395,552	0.16%	263,701	659,253	0.20%
Travis Coleman	1,582,218	0.64%	1,054,812	2,637,030	0.81%
<b>TOTAL</b>	<b>56,279,830</b>	<b>22.91%</b>	<b>37,519,887</b>	<b>93,799,717</b>	<b>28.80%</b>

- The second and third row of the table in section 11.4(i) of the Explanatory Memorandum (in relation to ASX Listing Rules 7.3 requirement – Consideration Shares) should read:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	<p>Please refer to Section 11.4(b)<b>Error! Reference source not found.</b> above for the number of Consideration Shares proposed to be issued to each Property Connect Shareholder (other than Manson).</p> <p>The maximum number of Consideration Shares to be issued to all Property Connect Shareholders (other than Manson) under the Property Connect Acquisition is 56,279,830 Shares.</p>
<b>The date by which the entity will issue the securities:</b>	<p>The Consideration Shares will be issued on Completion (which is expected to occur on or about 28 February 2016) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.</p>

- The second row of the table in section 11.4(j) of the Explanatory Memorandum (in relation to ASX Listing Rules 7.3 requirement – Earn Out Shares) should read:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	<p>Please refer to Section 11.4(b) above for the maximum number of Earn Out Shares proposed to be issued to each Property Connect Shareholder (other than Manson).</p> <p>The maximum number of Earn Out Shares to be issued to all Property Connect Shareholders (other than Manson) under the Property Connect Acquisition is 37,519,887 Shares.</p>
--	--

- The text in the first paragraph of section 11.5(a) (Introduction) of the Explanatory Memorandum should read:

Resolution 6 proposes the allotment and issue to Manson (or his nominee) of up to 63,720,120 Consideration Shares and up to 42,480,113 Earn Out Shares at a deemed issue price of \$0.05 per Share, as consideration for the acquisition by the Company of all of the issued capital held by Manson in the capital of Property Connect.

- The text in paragraph 7 of section 11.5(b) of the Explanatory Memorandum (in relation to section 611 (item 7) of the Corporations Act) and the table in that section should read:

If Resolution 6 is passed, Completion occurs and the maximum number of Earn Out Shares are issued to Manson in his proportion entitlement, up to 63,720,120 Consideration Shares and 42,480,113 Earn Out Shares will be issued to Manson, and its relevant interest in voting power in the Company will be as set out in the table below.

<b>Manson's Shareholding in the Company at the date of this Notice</b>	Nil
<b>% of total issued Shares in the Company at the Date of this Notice</b>	0.00%
<b>Shareholding after Completion but prior to issue of the Earn Out Shares<sup>1</sup></b>	63,720,120
<b>% of total issued Shares in the Company after Completion but prior to issue of the Earn Out Shares<sup>1</sup></b>	25.93%
<b>Shareholding after Completion and after issue of the Earn Out Shares<sup>1,2</sup></b>	106,200,283
<b>% of total issued Shares in the Company after Completion and after issue of the Earn Out Shares<sup>1,2</sup></b>	32.61%

- The second row of the table in section 11.6(c) of the Explanatory Memorandum (in relation to Information required under the ASX Listing Rules) should read:

<b>The date by which the entity will issue the securities:</b>	The Public Offer Shares will be issued on Completion (which is expected to occur on or about 28 February 2016) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
--	--

- The third row of the table in section 11.10(c) of the Explanatory Memorandum (in relation to Information required under the ASX Listing Rules) should read:

<b>The date by which the entity will issue the securities:</b>	The Public Offer Shares will be issued on Completion (which is expected to occur on or about 28 February 2016) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
--	--



- The table in section 12.1 of the Explanatory Memorandum (in relation to Directors' interest in securities) should read:

Director/Proposed Director (including associates)	CQA Shares as at the date of this Notice of Meeting <sup>1</sup>	Options over CQA Shares as at the date of this Notice of Meeting <sup>1</sup>	CQA Shares after Completion and issue of Earn Out Shares	Options over CQA Shares after Completion and issue of Earn Out Shares
Peter Papas	5,001,539	-	5,001,539	-
Rodd Boland	-	-	-	-
Steven Cole	56,599	-	56,599	-
Timothy Manson	-	-	106,200,283	1 <sup>2</sup>
Samuel Lee	-	-	nil	1 <sup>2</sup>
Peter Friend	-	-	-	-

**The table above assumes that the maximum amount of Earn Out Shares has been issued and no Shares have been issued to Directors and the Proposed Directors under the ESOP.**

**1. These figures are provided on a post-consolidation basis.**

**2. Each of Timothy Manson and Samuel Lee have an indirect interest in 1,800,000 CQA Shares as a result of the grant of the ESOP Options under Resolutions 14 and 15 respectively.**

### 3 Effect of corrections

The Directors wish to clarify that the corrections to the EGM Notice (particularly in relation to the number of shares to be issued to the Property Connect Noteholders, Property Connect Shareholders and Manson) set out above in section 2 of this announcement are not considered to be material and further do not materially affect the Independent Expert's Report.

If you have any enquiries on the above, please contact Steve Cole on 07 5538 2558 or [scole@charpac.com.au](mailto:scole@charpac.com.au)



Steve Cole  
Director and Company Secretary