(Formerly FarmWorks Australia Limited)

ABN 27 091 320 464

AND CONTROLLED ENTITIES

FINANCIAL REPORT

FOR THE YEAR ENDED

30 SEPTEMBER 2012

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www.fwaus.com.au

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CORPORATE DIRECTORY

DIRECTORS	Larry Shutes (Chairman) Kevin Dart Mathew Denton
CEO	Vacant
SECRETARY	Steven Cole
REGISTERED OFFICE	Level 18 50 Cavill Avenue Surfers Paradise QLD 4217 Ph: (07) 5538 2558
PRINCIPAL PLACE OF BUSINESS	76 Walters Drive Osborne Park WA 6017 Ph: (08) 9347 0555
SHARE REGISTER	Computershare Investor Services Pty Limited Level 3 60 Carrington Street Sydney NSW 2000 (02) 8234 5000
AUDITOR	Pitcher Partners Level 22, MLC Centre 19 Martin Place Sydney NSW 2000
BANKERS	Westpac Bank Limited 275 George St Sydney NSW 2000
STOCK EXCHANGE LISTING	Conquest Agri Limited shares are listed on the Australian Securities Exchange ASX Code: CQA
WEBSITE ADDRESS	www.fwaus.com.au

CHAIRMAN'S REVIEW OF OPERATIONS

Dear Shareholders,

The 2012 financial year result reflects the restructure of the group from a diversified retail and wholesale supplier of a wide variety of agricultural products and services through its various divisions including financial services, property, livestock, retail branch and agency network and crop protection business through a series of closures and divestment to the core business of a supplier of crop protection products through its Conquest Crop Protection Pty Ltd subsidiary and its highly regarded portfolio of branded Conquest products.

The company completed the divestment of its non-core divisions with the sale of its retail branch and agency network in Western Australia to Ruralco Holdings Limited (RHL) for $5.5 million that settled on 3 May 2012. As part of the transaction RHL entered into a $60 million off-take agreement over 4 years (from 1 October 2011) with Conquest Crop Protection Pty Ltd to supply Conquest products to the RHL distribution network.

The consolidated entity showed a loss of $10,048,312 for the year ended 30 September 2012 with losses of $4,032,714 for previous year.

As a result of the appointment of a Voluntary Administrator to the consolidated entity's wholly owned subsidiaries, FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd on 5 October 2012 by GE Capital, the Group's banker, the directors have impaired the intangible assets $4,895,207 and the deferred tax assets $2,096,314. The corresponding impairment of $6,991,521 to those assets together with one off costs incurred to complete the closure and divestment of the non-core divisions during the 2012 financial year has significantly contributed to the net loss of $10,048,312 of the consolidated entity. Also as a result of the appointment of the Voluntary Administrator to Conquest Crop Protection Pty Ltd by GE Capital, Ruralco Holdings Limited terminated the $60 million off-take agreement with Conquest Crop Protection Pty Ltd to supply Conquest products to the RHL distribution network.

A meeting of creditors for the subsidiaries under Voluntary Administration was held on 28 November 2012 to consider proposals for each of the subsidiaries. Creditors of FarmWorks Merchandise Services Pty Ltd and Conquest Crop Protection Pty Ltd voted in favour of the companies executing Deeds of Company Arrangement (DOCA) and that the companies be dealt with in terms of the DOCAs. The single creditor of FarmWorks Australia Livestock Pty Ltd, GE Capital, voted in favour of liquidating the company which has been dormant since its business was sold in 2011 and a liquidator has subsequently been appointed.

The Company has a registered charge over the assets of Conquest Crop Protection Pty Ltd and as a condition precedent under the DOCA the Company is required to release its security. The Company instituted proceedings in the Supreme Court of New South Wales to determine the validity of its security and claim against the assets of Conquest Crop Protection Pty Ltd which was rejected by the Voluntary Administrator of Conquest Crop Protection Pty Ltd. The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

In closing the review for what has been a tumultuous 2012 year, on behalf of the Directors, I would like to acknowledge the commitment of the Group's staff to implementing the substantial changes in the Group's operations and employees during the restructure process as well as the difficult period of Administration of the operational subsidiaries.

Kind regards,

Larry Shutes
Chairman

CORPORATE GOVERNANCE STATEMENT

Overview

Conquest Agri Limited (CQA) is committed to adopting and maintaining the highest standard of corporate governance. As a consequence, CQA undertakes regular reviews of its governance principles to improve and foster a corporate culture that promotes confidence and security for all stakeholders. This statement outlines the Company's main corporate governance practices that are in place.

Board of Directors and its Committees

Board Members

Details of the members of the Board, their experience, expertise, qualifications and independent status are set out in the Board section of the website.

Length of Service		
Larry Shutes	Non-Executive Chairman	Appointed 24 August 2010
Larry Shutes	Non-Executive Director	Appointed 12 January 2005
Kevin Dart	Non-Executive Director	Appointed 26 March 2009
Mathew Denton	Non-Executive Director	Appointed 28 September 2010

Structure of the Board

Directors of the Company are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment.

The current Board is regarded as being of a composition, size and commitment to consistently and adequately discharge its responsibilities and duties.

The Board considers the following members are independent Directors according to the principles espoused by the ASX Corporate Governance Council as no relevant relationships or connections exist with the Company.

Larry Shutes	Non-Executive Chairman
Mathew Denton	Non-Executive Director

Board Responsibilities

The Board acts on behalf of and is accountable to the shareholders and as such will seek to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations.

In addition, the Board is responsible for identifying areas of significant business risk and ensuring suitable arrangements are in place to manage those risks. The Board has implemented an appropriate plan to discharge these responsibilities.

The responsibility for managing the operation and administration of the Company is delegated by the Board to an appropriately qualified and experienced management team and established procedures are in place to assess the performance of these individuals accordingly.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations of the shareholders and has a number of mechanisms in place to ensure this is achieved. In addition to the establishment of the Committees referred to in this section, these mechanisms include the following:

(a) Implementation of operating plans and budgets by management and the Board monitoring of progress against budget. This includes the establishment and monitoring of key performance indicators (both financial and non-financial) for all significant business processes; and

(b) Procedures to allow Directors, in the furtherance of their duties, to seek independent professional advice at the Company's expense.

The Company has Share Trading and Ethical Behaviour policies in place that the Board and Staff must follow, and which includes a Code of Conduct and Company values.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

Board Committees

The Company did not maintain separate Remuneration, Nomination and Audit Committees. However, following the acquisition of the Conquest group of companies in 2010 and its restructure, the Board has determined that due to the current size of the restructured operations the Board will undertake the roles of the Remuneration, Nomination and Audit Committees. The Board will review the roles of these Committees in the future with a view to formalising them when appropriate.

Monitoring the Board's Performance & Communication to Shareholders

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the performance of all Directors is reviewed annually. The Board aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the Directors. Information is communicated to the shareholders through:

(a) the Financial Statements which are provided via the Company's website to all shareholders (unless a shareholder has specifically requested to receive a physical copy);
(b) the half yearly reports which are provided via the Company's website to all shareholders and sent to shareholders who request it;
(c) the Annual General Meeting and other general meetings called to obtain approval for Board action as appropriate;
(d) all announcements made to the market being placed on the Company's website after they are released to the ASX;
(e) the Company's website is www.fwaus.com.au.

Principles of Corporate Governance

The Australian Securities Exchange Ltd (ASX) has published 8 essential corporate governance principles and recommendations. Under ASX listing rules, listed companies are required to provide a statement in their annual reports disclosing the extent to which they have followed these recommendations. In the following, the ASX principles and recommendations are listed together with the Company's response;

Principle No.	ASX Principle	Company's Position
1.0	Lay Solid Foundations for management and oversight	The Board has clear policies and processes to delineate the respective functions, roles and responsibilities of the Board and management.
	1.1 Establish the functions reserved to the Board and those delegated to management.	At the time of appointment of Board members and senior management personnel, the various delegations, functions and duties are clearly defined. An ongoing regular review process ensures each participant operates within the defined parameters.
	1.2 Processes for evaluation of performance of senior executives.	Senior executive performance is the subject of assessment by regular evaluation by the Board based on key performance indicators and peer review. Independent Directors undertake separate independent review processes. The Board receives monthly reports of performance and assessment. Annual appointment reviews are conducted by the Board.
	1.3 Reporting Results	The Board intends to conduct performance reviews of the CEO and executives during the 2013 financial year.
2.0	Structure the Board to add value based on composition, size and commitment to discharge responsibilities and duties.	The Board continuously monitors the composition to improve performance of the business and management, and to meet the future demands and changes in direction as they arise.
	2.1 Majority of the Board should be independent.	The Board currently has three members of which two are independent. The Board undertakes regular assessments to ensure that the independence of each Director is maintained.
	2.2 Independent Chair.	The Chairman, Larry Shutes is considered independent.
	2.3 Chair and CEO not the same	The Chairman is not the Chief Executive Officer

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

Principle No.	ASX Principle	Company's Position
2.0 (continued)	2.4 Establish a Nomination Committee	The functions of a Nomination Committee have been undertaken by the Board due to the size of the Company and the demands of business operations. The establishment of a Nomination Committee is regularly reviewed by the Board with a view to formalising when appropriate.
	2.5 Board, Committee and Director evaluation process	The Board has introduced performance evaluation measures and reviews. New Director induction is undertaken by nominated independent Directors with the assistance of officers and external independent advisers. Directors have access to all records and Company information. The Company Secretary maintains board policy and procedures and coordinates the timely completion and dispatch of board papers. The Company Secretary is appointed and removed by the Board as a whole.
	2.6 Reporting Results	The skills and experience, independent status, period of office of each member of the Board are reported at "Board of Directors and its Committees" in the Corporate Governance section of the website. The Board has adopted a procedure of seeking independent advice at relevant times at the Company's expense to assist the Board to assess proposals and make appropriate decisions. The selected advisors are specialised in relevant areas and have advised the Board at regular intervals as the need arises. The more common areas of advice include legal, taxation, corporate, insurance and finance.
3.0	Promote ethical and responsible decision making	The Company operates using clear standards of ethical behaviour for all members of the Company. Regular review is undertaken to maintain and observe the standards. The Company's Ethical Behaviour and Securities Trading policies are published on the Company website and are regularly reviewed.
	3.1 Establish a code of conduct to guide the Director, key executives and employees as to: 3.1.1 practices necessary to maintain confidence in the Company's integrity 3.1.2 practices necessary to meet legal obligations and the expectations of shareholders 3.1.3 the responsibility and accountability of individuals for reporting or investigation reports or unethical practices	The Company satisfies these requirements through an adopted policy governed and directed by members of the Board and senior management. The Company has incorporated the code of conduct into the management process and encourages, integrates and maintains such practices in all levels of operation including stakeholder and public contact.
	3.2 Disclose the policy concerning trading in Company securities by Directors, officers and employees	The Company has a formal policy which sets out time restrictions on share dealings. The Company policy is that of the Corporations Law and ASX Listing Rules which state that dealings are not permitted at any time whilst in the possession of price sensitive information not already available to the market. Directors and employees have 45 day windows to trade shares beginning one (1) day after release to the ASX of half year and full year results. Otherwise, prior to any Director (or their associates) trading in the Company's securities approval from a Non-Executive Director is required. For senior management (and their associates) and employees, approval is required from the Company Secretary.
	3.3 Reporting Results	The Company's compliance with the Principle is detailed above.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

Principle No.	ASX Principle	Company's Position
3.0 (continued)	3.4 Diversity Policy	The Board is committed to having an appropriate blend of diversity on the Board and in the Group's executive positions. The Board is in the process of compiling a policy regarding gender, age, ethnic and cultural diversity. When the policy has been finalised, details of the policy will be made available on the Company's website. The key elements of the diversity policy will incorporate: • increased gender diversity on the Board and senior executive positions and throughout the Group; and • annual assessment of Board gender diversity objectives and performance against objectives by the Board.
4.0	Safeguard integrity in financial reporting	The Board regularly undertakes a review of the Company's financial position to ensure the truthful and factual presentation of the Company's financial position as presented in financial statements and other records. The Company auditor's advice is regularly sought to ensure such objectives are maintained according to the relevant accounting standards.
	4.1 Establish an Audit Committee	The functions of an Audit Committee are currently undertaken by the Board due to the size of the Company and the demands of business operations. It is anticipated that as the business grows a separate Audit Committee will be established in accordance with the guidelines.
	4.2 Appropriate structure of Audit Committee	The Board considers that the future Audit Committee would consist of a minimum of two Directors, the majority being considered independent and non-executive.
	4.3 Audit Committee Charter	The Board has established policies that satisfies the relevant requirements given the size, nature and scope of the current Company operations. These policies are published on the Company's website.
	4.4 Reporting Results	The Company's compliance with the Principle is detailed above.
5.0	Make timely and balanced disclosure.	The Board, on an ongoing basis and formally at each Directors meeting, considers the Company's disclosure obligations and regards those obligations and the dissemination to the market in a timely, balanced and factual manner of paramount importance.
	5.1 Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior level for that compliance.	There are written policies to evidence the stated processes of consideration and the Board relies upon the integrity and independence of its members to make such decisions. The Board and management continuously review the policies to maintain the highest standards of compliance. The Board is able to meet regularly to satisfy the Company's obligations for disclosure of material matters in accordance with the ASX Listing Rules.
6.0	Respect the rights of Shareholders	
	6.1 Design and disclose a communications strategy to promote effective communication with shareholders and encourage effective participation at general meetings.	Information is communicated to shareholders through: - the distribution of the annual report to all shareholders, - the half yearly reports released to the ASX, - ASX releases in accordance with continuous disclosure obligations, and - information publicly available on the Company's website.
	6.2 Reporting Results	The Company encourages stakeholder contact and provides information through improved technology where available. The external auditor attends Shareholder Meetings to answer shareholder questions where appropriate.

CORPORATE GOVERNANCE STATEMENT (CONTINUED)

Principle No.	ASX Principle	Company's Position
7.0	Recognise and manage risk	The Board, in conjunction with senior management and independent advisers, undertakes regular risk assessments for existing and future operations, undertakings, systems and processes to maintain acceptable risk levels.
	7.1 Establish policies on risk oversight and management.	Appropriate risk policies are in place. Risk oversight and management issues and policies are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant Directors where there is a conflict of interest).
	7.2 Design and implement risk management and internal control system for material business risks and report on risk management. Board responsibility to report management performance in the management of business risk.	The Board receives regular reports from management based on a structured review system. The review system acts as a control system. The risk management policies involve an appropriate internal control system. The Board will decide if the size, nature and scope of operations will require the establishment of a Risk Management Committee or whether that function can be adequately undertaken by the Board.
	7.3 Board disclosure of receipt of assurance from CEO/CFO that the declaration under Section 295A of the Corporations Act is based upon a sound system of risk management and internal control which is operating effectively for financial reporting risks.	The assurance has been received by the Board
	7.4 Reporting Results	The Company's compliance with the Principle is detailed above
8.0	Remunerate fairly and responsibly	
	8.1 The Board should establish a Remuneration Committee.	The functions of a Remuneration Committee are undertaken by the Board due to the size of the Company and the demands of business operations. It is anticipated that as the business grows a separate Remuneration Committee will be established in accordance with the guidelines. The Board seeks independent advice on current trends and appropriate remuneration structures based on the role to be filled and the size, nature and scope of operations of the Company where necessary.
	8.2 Non-Executive Directors remuneration should be distinguished from executive Directors and senior management.	This is the case in respect to relevant remuneration packages.
	8.3 Reporting Results	The Company's compliance with the Principle is detailed above.

DIRECTORS' REPORT

The Directors present their report together with the financial report of the consolidated entity consisting of Conquest Agri Limited and the entities it controlled, for the financial year ended 30 September 2012 and Auditor's Report thereon. This financial report has been prepared in accordance with Australian Accounting Standards.

Name:	Larry Shutes
Title:	Non-Executive Director
Qualifications:	B.Comm (UNSW) CA
Experience and Expertise:	Mr Shutes is an experienced Director and Chief Financial Officer with specialisations in Company Structuring, Finance, Accounting and Corporate Governance.
Other Current Directorships:	None
Former Directorships (3 years):	None
Special Responsibilities:	Chairman
Interest in Shares:	1,149,500 ordinary shares
Name:	Kevin Dart
Title:	Non-Executive Director
Qualifications:	AICD
Experience and Expertise:	Mr Dart has been on the Board of public companies for over 20 years. He has extensive experience in capital raisings, new listings, mergers and acquisitions, as well as cross border transactions in United States, United Kingdom, Asia and India.
Other Current Directorships:	Charter Pacific Corporation Limited and Monterey Mining Group Ltd
Former Directorships (3 years):	None
Special Responsibilities:	None
Interest in Shares:	Indirect 9,050,686 ordinary shares
Name:	Mathew Denton
Title:	Non-Executive Director
Qualifications:	MAICD
Experience and Expertise:	Mr Denton has broad ranging experience spending 23 years in a variety of roles with Elders Limited, culminating in his role of General Manager Merchandise.
Other Current Directorships:	Seed Genetics Australia Limited
Former Directorships (3 years):	None
Special Responsibilities:	Consulting services to the Group
Interest in Shares:	1,500,000 ordinary shares

Company Secretary

Mr Steven Cole (AICD) was appointed to the position of Company Secretary on 16 August 2010. Mr Cole has over twenty five years experience as company secretary and financial officer of listed and unlisted companies. During this time, he has been involved in mergers and acquisitions, company restructures, management buy outs and cross border transactions in a wide variety of industry sectors. Mr Cole has extensive experience establishing new public companies, undertaking initial public offerings, public capital raisings and listings on the Australian Securities Exchange, and has been associated with the NASDAQ listing of Australian companies.

Principal Activities

The principal activities of the consolidated entity during the financial year were the provision of rural merchandise and services to the Australian agricultural industry. In May 2012 the consolidated entity divested the branch and agency network business in Western Australia, following which the principal activities are the provision of chemical crop protection goods and services to the Australian agricultural market.

DIRECTORS' REPORT (CONTINUED)

Review of Operations

The reduction in revenues of $57m for the financial year ended 30 September 2012 is attributed to the sale of the retail branch and agency network in Western Australia as at 29 February 2012 and the sale of the business operations of FarmWorks Australia Livestock Pty Ltd in June 2011.

As a result of the appointment of a Voluntary Administrator to the consolidated entity's wholly owned subsidiaries, FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd on 5 October 2012 the directors have impaired the intangible assets $4.9m and the deferred tax assets $2.1m. The corresponding impairment of $7m to those assets has also contributed to the net loss of the consolidated entity of $10m for the 2012 financial year.

A meeting of creditors for the subsidiaries under Voluntary Administration was held on 28 November 2012 to consider proposals for each of the subsidiaries. Creditors of FarmWorks Merchandise Services Pty Ltd and Conquest Crop Protection Pty Ltd voted in favour of the companies executing Deeds of Company Arrangement (DOCA) and that the companies be dealt with in terms of the DOCAs. The single creditor of FarmWorks Australia Livestock Pty Ltd voted in favour of liquidating the subsidiary which has been dormant since its business was sold in 2011.

The Company has a registered charge over the assets of Conquest Crop Protection Pty Ltd and as a condition precedent under the DOCA the Company is required to release its security. The Company instituted proceedings in the Supreme Court of New South Wales to determine the validity of its security and claim against the assets of Conquest Crop Protection Pty Ltd which was rejected by the Voluntary Administrator of Conquest Crop Protection Pty Ltd. The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

Further information is contained in the Chairman's Review of Operations Report.

Significant Changes in the State of Affairs

On 3 May 2012 the consolidated entity completed the divestment of its branch and agency network to Farmworks Rural Pty Ltd, a 100% owned subsidiary of Ruralco Holdings Ltd.

Other than above there have been no other significant changes in the consolidated entity's state of affairs during the financial year.

After Balance Date Events

On 5 October 2012 GE Capital, the Group's banker has appointed Andrew John Saker and Martin Bruce Jones of Ferrier Hodgson, Level 26 Bank West Tower, 108 St Georges Terrace, Perth WA 6000 as joint and several Voluntary Administrators of the borrowing entities FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd pursuant to Section 436C(1) of the Corporations Act 2001.

The Company has a registered charge over the assets of Conquest Crop Protection Pty Ltd and as a condition precedent under the DOCA the Company is required to release its security. The Company instituted proceedings in the Supreme Court of New South Wales to determine the validity of its security and claim against the assets of Conquest Crop Protection Pty Ltd which was rejected by the Voluntary Administrator of Conquest Crop Protection Pty Ltd. The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

Other than the information above, no matters or circumstances have arisen since the end of the financial year that have significantly affected, or may significantly affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years.

DIRECTORS' REPORT (CONTINUED)

Likely Developments and Expected Results of Operations

Other than the events that are set out above on page 11, information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this financial report because the Directors believe it would likely result in unreasonable prejudice to the consolidated entity.

Environmental Regulation

The Group's operations are subject to significant environmental regulation under both Commonwealth and State legislation in relation to its manufacture and distribution of chemical products for the agricultural market. The Group is committed to achieving a high standard of environmental performance. Part of its risk management process focuses on this area of operating performance and regular monitoring of environmental exposures and compliance with environmental regulations is undertaken in this process.

The Board is not aware of any significant breaches during the financial year.

Dividend Paid, Recommended and Declared

No dividends were paid, declared or recommended since the start of the financial year.

Share Options

There were 100,000 unissued shares or interests in the consolidated entity granted during or since the end of the financial year (2011:nil).

Shares under Option

Unissued ordinary shares of Conquest Agri Limited under option at the date of this report are as follows:

Date Options Granted	Number of Unissued Ordinary Shares under Option	Issue Price of Shares	Expiry Date of the Options
22 Oct 2008	533,332	$0.40	21 Oct 2012
18 Feb 2010	6,575,227	$0.24	19 Feb 2013
16 Sep 2010	400,000	$0.25	16 Sep 2013
29 Feb 2012	100,000	$0.10	29 Feb 2015

No option holder has any right under the options to participate in any other share issue of the Company.

Insurance of Officers

During the financial year, the Company had in place and paid premiums in respect to insurance policies indemnifying Directors and officers of the Company against certain liabilities incurred in the conduct of the business or in the discharge of their duties as Directors or officers. The contracts of insurance contain confidentiality provisions that preclude disclosure of the amount of the premium or the nature or extent of the insurer's liabilities under the policies.

The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the Directors' and officers' liability insurance contracts, as such disclosure is prohibited under the terms of the contract.

No indemnities have been given or insurance premiums paid in respect to the auditors of the consolidated entity.

Proceedings on behalf of the Company

Legal action commenced against the Company by Portunas Limited (in liquidation) in relation to the fee for services of the acquisition of FarmWorks Merchandise Services Pty Ltd and its subsidiaries was successfully settled in June 2012.

Directors Meetings

The number of meetings of the Board of Directors held during the financial year and the number of meetings attended by each Director were:

	Directors' Meetings	
Directors	Number Eligible To Attend	Number Attended
Larry Shutes	12	12
Kevin Dart	12	12
Mathew Denton	12	12

DIRECTORS' REPORT (CONTINUED)

Directors' Interests in Shares or Options

Directors' relevant interests in shares of Conquest Agri Limited or options over shares in the Company are detailed below:

Directors' Relevant Interest	Ordinary Shares	Options over Shares
Larry Shutes	1,149,500	-
Kevin Dart	9,050,686	2,318,873
Mathew Denton	1,500,000	-

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 is set out on page 17 of this report.

Non-Audit Services

Non-audit services provided by the auditors of the consolidated entity during the year, Pitcher Partners and other non related audit firms, are detailed below. The Directors are satisfied that the provision of non-audit services, during the year, by the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Amounts paid or payable to an auditor for non-audit services provided during the year by an auditor to any entity that is part of the consolidated entity for:		
Amounts received or due and receivable by Pitcher Partners for non-audit services:		
- Taxation services	38,450	18,190
- Review of Purchase Price Allocation	3,200	23,835
Amounts received or due and receivable by Deloittes for non-audit services:		
- Taxation services	-	73,827
Total auditors' remuneration for non-audit services	41,650	115,852

Remuneration Report

The remuneration report is set out under the following main headings:

(A) Principles used to determine the nature and amount of remuneration
(B) Details of remuneration
(C) Service agreements
(D) Share-based compensation

The information provided under headings A - D includes remuneration disclosures that are required under Accounting Standard AASB 124 *Related Party Disclosures*. These disclosures have been transferred from the financial report and have been audited.

DIRECTORS' REPORT (CONTINUED)

Remuneration Report (continued)

(A) Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market best practice for delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- capital management

The consolidated entity has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the organisation.

Alignment to shareholders' interests:

- has economic profit as a core component of plan design
- focuses on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant return on assets as well as focusing the executive on key non-financial drivers of value
- attracts and retains high calibre executives

Alignment to program participants' interests:

- rewards capability and experience
- reflects competitive reward for contribution to growth in shareholder wealth
- provides a clear structure for earning rewards
- provides recognition for contribution

The Directors determine the allocation of bonuses between senior executives on a discretionary basis. No bonuses were paid during the financial year.

Non-Executive Directors Fees

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of the Directors. Non-Executive Directors' fees and payments are reviewed annually by the Board and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of Non-Executive Directors based on comparative roles in the external market.

Executive Remuneration

The executive remuneration and reward framework has four components:

- base pay and benefits
- short-term performance incentives
- share issues
- other remuneration such as superannuation and provision of motor vehicles.

The combination of these comprise the executive's total remuneration.

DIRECTORS' REPORT (CONTINUED)

Remuneration Report (continued)

(B) Details of Remuneration

30-Sep-12	Short Term Benefits Salary $	Short Term Benefits Fees & Other $	Post Employment Benefits Superannuation $	Share-Based Payments Shares $	Total $	% of total that Consists of Options
Non-Executive Directors						
Larry Shutes	-	37,500	3,375	-	40,875	0.00%
Kevin Dart	-	25,000	2,250	-	27,250	0.00%
Mathew Denton	-	30,000	-	63,900	93,900	68.05%
Key Management Personnel:						
Rick Moody - Ceased 18/4/12	128,333	-	10,894	-	139,227	0.00%
David Jones - Ceased 1/10/12 *	-	-	-	-	-	0.00%
Malcolm Dann - Ceased 17/7/12	150,000	-	12,733	-	162,733	0.00%
Totals	278,333	92,500	29,252	63,900	463,985	

30-Sep-11	Short Term Benefits Salary $	Short Term Benefits Fees & Other $	Post Employment Benefits Superannuation $	Share-Based Payments Options $	Total $	% of total that Consists of Options
Non-Executive Directors						
Larry Shutes	-	45,000	4,050	-	49,050	0.00%
Kevin Dart	-	30,000	2,700	-	32,700	0.00%
Mathew Denton	-	30,000	-	-	30,000	0.00%
Executive Directors					-	0.00%
Ross Withers	-	-	-	-		
Key Management Personnel:						
Rick Moody	183,334	21,667	14,727	-	219,728	0.00%
David Connolly	166,667	-	15,000	-	181,667	0.00%
Malcolm Dann	199,999	-	16,977	-	216,976	0.00%
Totals	550,000	126,667	53,454	-	730,121	

* Note: David Jones was paid via a consulting company called Tri-Evo Pty Ltd which also included two other consultants to the Company. Unfortunately we are unable to determine the amount paid directly to David Jones for his role as Chief Executive Officer of the Company.

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DIRECTORS' REPORT (CONTINUED)

Rounding of Amounts
Amounts in the Directors' Report have been rounded off to the nearest dollar.

Auditor
Pitcher Partners continues in the office in accordance with section 327 of the Corporations Act 2001.

This Report is made in accordance with a resolution of the Directors.

On behalf of the Directors

Larry Shutes
Non-Executive Chairman
21st day of December 2012 at Sydney.

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

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AUDITOR'S INDEPENDENCE DECLARATION

To the Directors of Conquest Agri Limited

In relation to the independent audit of Conquest Agri Limited as at 30 September 2012, to the best of my knowledge and belief there have been:

(i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) no contraventions of any applicable code of professional conduct.

Mark Godlewski

MARK GODLEWSKI

Partner

PITCHER PARTNERS

Sydney

21 December 2012

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Note	Consolidated 30-Sep-12 12 Months $	Consolidated 30-Sep-11 12 Months $
Revenues	4	46,059,388	56,666,033
Expenses from ordinary activities	5	(53,780,275)	(57,422,429)
Finance costs	5	(2,078,276)	(2,039,321)
Depreciation and amortisation expense	6	(247,912)	(387,081)
(Loss)/Profit before income tax expense from continuing activities		**(10,047,075)**	**(3,182,798)**
Income tax benefit/(expense)	7	(1,237)	(828)
(Loss)/Profit after income tax expense from continuing operations		**(10,048,312)**	**(3,183,626)**
Loss from discontinued operation, net of income taxes	32	-	(849,088)
(Loss)/Profit attributable to members of Conquest Agri Limited		**(10,048,312)**	**(4,032,714)**

		Cents / Share 30-Sep-12	Cents / Share 30-Sep-11
Earnings per share			
Basic earnings/(loss) per share	29	(16.88)	(7.27)
Diluted earnings/(loss) per share	29	(16.88)	(7.27)
Continuing operations			
Basic earnings/(loss) per share		(16.88)	(5.74)
Diluted earnings/(loss) per share		(16.88)	(5.74)
Discontinued operations			
Basic earnings/(loss) per share	29	-	(1.53)
Diluted earnings/(loss) per share	29	-	(1.53)

To be read in conjunction with the accompanying Notes to the Financial Statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2012

	Note	Consolidated	
		As at 30-Sep-12 $	As at 30-Sep-11 $
Current assets			
Cash and cash equivalents	8	186,010	1,814,979
Trade and other receivables	9	4,480,301	8,454,175
Inventories	10	7,883,655	9,284,882
Other assets	11	265,512	428,527
Assets classified as held for sale	12	16,016	248,456
Total current assets		12,831,494	20,231,019
Non-current assets			
Security deposits	11	60,500	60,500
Investments	13	3,602	3,602
Property, plant and equipment	14	390,837	1,096,793
Intangible assets	15	-	4,895,207
Deferred tax assets	7	-	2,096,314
Other assets	11	-	23,450
Total non-current assets		454,939	8,175,866
Total assets		13,286,433	28,406,885
Current liabilities			
Trade and other payables	16	14,754,636	15,330,993
Provisions	17	86,088	352,272
Borrowings	18	6,932,199	10,492,915
Lease liabilities	19	44,946	370,976
Deferred cash consideration	20	-	104,254
Total current liabilities		21,817,869	26,651,410
Non-current liabilities			
Trade and other payables		64,282	64,282
Lease liabilities	19	-	133,959
Provisions	17	5,744	174,284
Total non-current liabilities		70,026	372,525
Total liabilities		21,887,895	27,023,935
Net assets		(8,601,462)	1,382,950
Equity			
Issued capital	21	6,509,381	65,585,192
Reserves	21	294,816	306,071
Accumulated losses		(15,405,659)	(64,508,313)
Total equity		(8,601,462)	1,382,950

To be read in conjunction with the accompanying Notes to the Financial Statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Consolidated				
	Issued capital	Foreign currency reserve	Options reserve	Accumulated losses	Total equity
	$	$	$	$	$
Balance 1 October 2010	64,677,567	(28,782)	479,657	(60,475,599)	4,652,843
Options lapse transferred to equity	144,804	-	(144,804)	-	-
Private placement	762,821	-	-	-	762,821
Foreign currency translation	-	-	-	-	-
Share-based payments	-	-	-	-	-
Net (income)/expenses recognised directly in equity	-	-	-	-	-
Loss after income tax benefit	-	-	-	(4,032,714)	(4,032,714)
Total recognised income/(expense) for the year	-	-	-	(4,032,714)	(4,032,714)
Balance 30 September 2011	65,585,192	(28,782)	334,853	(64,508,313)	1,382,950

	Consolidated				
	Issued capital	Foreign currency reserve	Options reserve	Accumulated losses	Total equity
	$	$	$	$	$
Balance 1 October 2011	65,585,192	(28,782)	334,853	(64,508,313)	1,382,950
Options lapse transferred to equity	11,255	-	(11,255)	-	-
Private placement	-	-	-	-	-
Foreign currency translation	-	-	-	-	-
Share-based payments	63,900	-	-	-	63,900
Shareholder approved reduction	(59,150,966)	-	-	59,150,966	-
Net (income)/expenses recognised directly in equity	-	-	-	-	-
Loss after income tax benefit	-	-	-	(10,048,312)	(10,048,312)
Total recognised income/(expense) for the year	-	-	-	(10,048,312)	(10,048,312)
Balance 30 September 2012	6,509,381	(28,782)	323,598	(15,405,659)	(8,601,462)

To be read in conjunction with the accompanying Notes to the Financial Statements

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDING 30 SEPTEMBER 2012

	Note	Consolidated 30-Sep-12 12 Months $	Consolidated 30-Sep-11 12 Months $
Cash flows from operating activities			
Receipts from customers		49,152,551	115,967,728
Payment to suppliers and employees		(45,671,953)	(111,164,978)
		3,480,598	4,802,750
Interest received		112,111	14,751
Finance costs paid		(1,538,449)	(1,798,099)
Income tax refund received		-	649
Income taxes paid		(1,237)	(828)
Proceeds from disposal of financial assets		-	182,290
Net cash inflow from operating activities	28	2,053,023	3,201,513
Cash flows from investing activities			
Purchase of property, plant and equipment		(36,826)	(82,165)
Proceeds from sale of property, plant and equipment		418,950	408,621
Payment of security deposits		-	(55,840)
Proceeds from the sale of investments		-	85,124
Payments associated with the sale of investments		-	(50,000)
Deferred consideration paid		(104,254)	-
Refund of security deposits		150,840	450
Net cash inflow from investing activities		428,710	306,190
Cash flows from financing activities			
Proceeds from/(repayments of) borrowings		(3,826,138)	(2,598,504)
Proceeds from/(repayments of) lease liabilities		(284,564)	(619,479)
Proceeds from issue of shares		-	762,821
Net cash outflow from financing activities		(4,110,702)	(2,455,162)
Net (outflow)/increase in cash and cash equivalents		(1,628,969)	1,052,541
Cash and cash equivalents at the beginning of the financial year		1,814,979	762,438
Cash and cash equivalents at the end of the financial year		186,010	1,814,979

To be read in conjunction with the accompanying Notes to the Financial Statements

NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2012

Note 1: Statement of Significant Accounting Policies

The following is a summary of significant accounting policies adopted by the consolidated entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

Basis of preparation of the financial report
The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

The financial report covers Conquest Agri Limited (formally known as FarmWorks Australia Limited) and controlled entities as a consolidated entity. Conquest Agri Limited is a listed public company on the Australian Securities Exchange (trading under the symbol "CQA''), incorporated in New Zealand. On 19 April 2005, Conquest Agri Limited obtained confirmation from the Australian Securities and Investments Commission that the Company was formally registered as a company under the Corporations Act 2001 and domiciled in Australia.

The financial report was authorised for issue on 21 December 2012 by the Directors.

Compliance with IFRS
The consolidated financial statements of Conquest Agri Limited comply with the International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

Historical cost convention
This financial report has been prepared under the historical cost convention, as modified where applicable by the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment property and certain classes of property, plant and equipment.

Critical accounting estimates
The preparation of this financial report requires management to exercise its judgment in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial report, are disclosed in note 2.

Going concern
The Directors have prepared this report on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities on the normal course of business.

During the year, the Company held discussions with its financier and proposed a restructuring plan to maintain continued financial support from the financier. However, part way through this restructuring program, on 5 October 2012, the financier placed the wholly owned subsidiaries, FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd into Voluntary Administration.

A meeting of creditors for the subsidiaries under Voluntary Administration was held on 28 November 2012 to consider proposals for each of the subsidiaries. Creditors of FarmWorks Merchandise Services Pty Ltd and Conquest Crop Protection Pty Ltd voted in favour of the companies executing Deeds of Company Arrangement (DOCA) and that the companies be dealt with in terms of the DOCAs. The single creditor of FarmWorks Australia Livestock Pty Ltd voted in favour of liquidating the subsidiary which has been dormant since its business was sold in 2011.

A condition precedent for the completion of the DOCAs is that the Company release its registered security over the assets of Conquest Crop Protection Pty Ltd. The Voluntary Administrator has disputed the validity of the Company's claim against Conquest Crop Protection Pty Ltd and its security documentation. The Company commenced proceedings in the Supreme Court of New South Wales to determine the validity of the Company's claim of indebtedness against Conquest Crop Protection Pty Ltd under the security documentation.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 1: Significant Accounting Policies (continued)

Going concern (continued)
The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

The Company is currently in discussions with the proponents of the DOCA in relation to the settlement of the Company's claim and satisfaction of its Deed of Charge over Conquest Crop Protection Pty Ltd (in Administration) with a view to reaching a satisfactory resolution for all stakeholders in the near future. Shareholders and the market will be advised of the resolution reached by all stakeholders as soon as practicable.

Under the abovementioned scenario and until a satisfactory resolution is agreed by all stakeholders in respect to the Company's claim against Conquest Crop Protection Pty Ltd, the operating assets have been recognised in the financial report at the lower of cost and estimated net realisable value. Liabilities have been recognised in the financial report at full value without allowance being made for any proposed debt forgiveness. It is the intention of all stakeholders to reach a satisfactory resolution of all the above mentioned matters in a timely manner to ensure that the Company will be in a position to continue to trade as a going concern. The Directors have therefore resolved that the Company is a going concern.

Principles of consolidation
The consolidated financial report incorporates the assets and liabilities of all subsidiaries of Conquest Agri Limited ('Company' or 'parent entity') as at 30 September 2012 and the results of all subsidiaries for the year then ended. Conquest Agri Limited and its subsidiaries together are referred to in this financial report as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between companies in the consolidated entity are eliminated.

Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity. Refer to note 27 for a list of subsidiaries.

Segment reporting
A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different to those of segments operating in other economic environments.

Foreign currency translation
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Revenue recognition
Revenue is measured at the fair value of the consideration received or receivable.

Sales of goods are recognised when goods are delivered and title has passed. Service revenue is recognised by reference to the stage of completion of the transaction at balance date. Interest income is accrued on a time basis by reference to the principal outstanding and at the effective rate applicable.

Other revenue is recognised when it is received or when the right to receive payment is established.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 1. Significant Accounting Policies (continued)

Income tax

The income tax expense or benefit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The Group is currently not consolidated for income tax purposes.

Cash and cash equivalents

For the statement of cash flows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

All trade and other receivables are recognised at the amounts receivable as they are generally due for settlement by no more than 30 days. Terms of settlement vary depending on seasonality and the type of product sold.

Collectability of trade and other debtors is reviewed on an ongoing basis. Receivables which are known to be uncollectible are written off. A provision for impairment of receivables is raised when some doubt as to collection exists.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the Australian Taxation Office (ATO). In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included in trade and other receivables or trade and other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the ATO, are presented as operating cash flows.

Note 1. Significant Accounting Policies (continued)

Inventories

Inventories including raw materials, work in progress and finished goods are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred in bringing each product to its present location are accounted for as follows:

- Raw materials – purchase cost is on the first in, first out basis. The cost of purchase comprises the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), transport, handling and other costs directly attributable to the acquisition of raw materials. Volume discounts and rebates are included in determining the cost of purchase.
- Finished goods and work in progress – costs of direct materials and labour and a proportion of variable and fixed manufacturing overheads based on normal operating capacity. Costs are assigned on the basis of weighted average costs.

Where commodity inventories are acquired principally for the purpose of selling in the near term and generating a profit, such commodities are measured at fair value less costs to sell with changes in fair value less costs to sell recognised in the income statement.

Financial Assets

Financial Instruments

Financial Instruments are recognised when the consolidated entity becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at fair value plus transaction costs where the instrument is not classified at fair value through the profit or loss.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

Effective Interest Rate Method

The effective interest rate method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or a shorter period where appropriate.

Impairment of financial assets

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of impairment at each balance date. Financial assets are impaired when there is no objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the assets carrying amount and the present value of the estimated future cash flows, discounted at the original effective interest rate.

Reversal of impairment

If in a subsequent accounting period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Derecognition of financial assets

Financial assets are derecognised when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 1. Significant Accounting Policies (continued)

Investments

Investments are stated at the lower of their carrying amount and fair value less costs to sell. The fair values of quoted investments are based on current bid prices. For unlisted investments, the consolidated entity establishes fair value by using valuation techniques. These include the use of recent arms length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models.

Property, plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a diminishing value basis to write off the net cost of each item of property, plant and equipment (excluding land) over its expected useful life. Estimates of remaining useful lives are made on a regular basis for all assets, with annual reassessments for major items.

Plant and equipment is depreciated at rates of between 11.25% and 40.00%.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

Intangible assets

Software

Costs associated with software are deferred and amortised on a diminishing value basis at 33.33%. The amortisation charge is included within depreciation and amortisation expense in the statement of comprehensive income.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the consolidated entity's share of the net identifiable assets. Financial Instruments are recognised when the consolidated entity becomes a party to the contractual provisions of the instrument. Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is carried at cost less accumulated impairment losses.

Impairment of assets

Assets with an indefinite useful life are not amortised but are tested annually for impairment in accordance with AASB 136. Assets subject to annual depreciation or amortisation are reviewed for impairment whenever events or circumstances arise that indicate that the carrying amount of the asset may be impaired.

An impairment loss is recognised where the carrying amount of the asset is defined as the higher of its fair value less costs to sell and value in use.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings

Borrowings are carried at their principal amounts which represent the present value of future cash flows associated with servicing the debt. Interest is accrued over the period it becomes due and is recorded as part of current payables.

Finance costs

Finance costs are recognised as expenses in the period in which they are incurred, except those that are incurred as part of the cost of the construction of a qualifying asset, which are capitalised. Finance costs include interest on short and long term borrowings.

Note 1. Significant Accounting Policies (continued)

Provisions

Provisions are recognised when the consolidated entity has a present obligation (legal or constructive) as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

Employee benefits

Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables and provisions in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

The liability for long service leave is recognised in provisions and is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Share-based payments

Share-based compensation benefits are provided to Directors and employees. The fair value of options granted is recognised as an expense with a corresponding increase in the options reserve.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Foreign currencies translations and balances

Transactions and balances

Transactions in foreign currencies of entities within the consolidated Group are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

Resulting exchange differences arising on settlement or re-statement are recognised as revenues or expenses for the financial year.

Derivative Instruments

The Group uses derivative financial instruments (including forward currency contracts, forward commodity contracts and interest rate swaps) to hedge its risks associated with foreign currency, commodity prices and interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value.

Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

Derivative assets and liabilities are classified as non-current in the statement of financial position when the remaining maturity is more than 12 months, or current when the remaining maturity is less than 12 months.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012**

Note 1. Significant Accounting Policies (continued)

Derivative Instruments (continued)

The fair values of forward currency contracts are calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of interest rate swaps are determined using a valuation technique based on cash flows discounted to present value using current market interest rates. The fair value of commodity contracts are also determined using a discounted cash flow valuation technique using cash flow estimates based on observable forward prices for the commodity.

Any gains or losses arising from changes in fair value of derivatives, except for those that qualify as cash flow hedges, are taken directly to profit or loss for the year.

For the purposes of hedge accounting, hedges are classified as:

- Fair value hedges when they hedge the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment (the consolidated entity does not currently have any fair value hedges).
- Cash flow hedges where they hedge the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a forecasted transaction (the consolidated entity currently has cash flow hedges attributable to future foreign currency inventory purchases and future foreign currency sales).

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

Cash flow hedges

Cash flow hedges are hedges of the Group's exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability or to a forecast transaction and that could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised directly in equity, whilst the ineffective portion is recognised in profit and loss.

Amounts taken to equity are transferred out of equity and included in the measurement of the hedged transaction when the forecast transaction occurs.

The Group tests each of the designated cash flow hedges for effectiveness on a quarterly basis both retrospectively and prospectively using the Cumulative Dollar Offset Methodology. If the testing falls within the 80:125 range, the hedge is considered highly effective and continues to be designated as a cash flow hedge. For foreign currency cash flow hedges if the risk is over-hedged, the ineffective portion is taken immediately to other income/expense in the statement of comprehensive income. For interest rate cash flow hedges, any ineffective portion is taken to other expenses in the statement of comprehensive income.

If the forecast transaction is no longer expected to occur, amounts recognised in equity are transferred to the statement of comprehensive income.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked (due to being ineffective), amounts previously recognised in equity remain in equity until the forecast transaction occurs.

Fair value hedge

Changes in the fair value of derivatives that are designated and qualified as fair value hedges are recorded in the statement of comprehensive income, together with any changes in the fair value of hedged assets or liabilities that are attributable to the hedged risk.

Note 1. Significant Accounting Policies (continued)

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

Financial Instruments are recognised when the consolidated entity becomes a party to the contractual provisions of the instrument.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Rounding of amounts

Amounts in the financial report have been rounded off to the nearest dollar.

New standards and interpretations not yet adopted

The following standards, amendments to standards and interpretations have been identified as those which may impact the entity in the period of initial application. They are available for early adoption at 30 September 2012, but have not been applied in preparing this financial report:

- AASB 9 *Financial Instruments* and its consequential amendments are applicable to annual reporting periods beginning on or after 1 January 2013 and completes phase 1 of the project to replace AASB 139 *Financial Instruments: Recognition and Measurement*. This standard introduces new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortised cost or fair value. The accounting for financial liabilities continues to be classified and measured in accordance with AASB 139 with one exception, being that the portion of a change of fair value relating to the entity's own credit risk is to be presented in other comprehensive income unless it would create an accounting mismatch. The consolidated entity will adopt this standard from 1 October 2013 but the impact of its adoption is yet to be assessed by the consolidated entity.
- AASB 10 *Consolidated Financial Statements* is applicable to annual reporting periods beginning on or after 1 January 2013. This standard has a new definition of 'control'. Control exists when the reporting entity is exposed, or has the rights, to variable returns (e.g. dividends, remuneration, returns that are not available to other interest holders including losses) from its involvement with another entity and has the ability to affect those returns through its 'power' over that another entity. The adoption of this standard from 1 October 2013 will not have any impact as the consolidated entity has a holding of more than 50% in all the entities.
- AASB 13 *Fair Value Measurement* and AASB 2011-8 *Amendment to Australian Accounting Standards* are applicable to annual reporting periods beginning on or after 1 January 2013. The standard provides a single robust measurement framework, with clear measurement objectives for measuring fair value using the 'exit price' and it provides guidance on measuring fair value when a market becomes less active. As the standard does not introduce any new requirements for the use of fair value, its impact on adoption by the consolidated entity from 1 October 2013 should be minimal with increased disclosures where fair value is used.
- AASB 119 *Employee Benefits* (September 2011) is applicable to annual reporting periods beginning on or after 1 January 2013. The standard eliminates the corridor approach for the deferral of gains and losses; streamlines the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring remeasurements to be presented in other comprehensive income. The adoption of this standard will require increased disclosures by the consolidated entity.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 1. Significant Accounting Policies (continued)

New standards and interpretations not yet adopted (continued)

- AASB 2011-4 *Amendments to Australian Accounting Standard* to remove individual key management personnel disclosure requirement are applicable to annual reporting periods beginning on or after 1 October 2013, with early adoption not permitted. The adoption of these amendments will remove duplication of information relating to individual KMP in the Notes to the Financial Statements and the Directors Report. As the aggregate disclosures are still required by AASB 124 and during the transitional period the requirements may be included in the Corporation Act or other legislation, it is expected that the amendments will not have a material impact on the consolidated entity.
- AASB 2011-7 *Amendments to Australian Accounting Standards* arising from the consolidation and joint arrangements standards are applicable to annual reporting periods beginning on or after 1 January 2013. The amendments make numerous consequential changes to a range of Australian Accounting Standards and interpretations, following the issuance of AASB 10, AASB 11, AASB 12 and revised AASB 127 and AASB 128. The adoption of these amendments from 1 October 2013 will not have a material impact on the consolidated entity.
- AASB 2011-9 *Amendments to Australian Accounting Standards – Presentation* of items of other comprehensive income are applicable to annual reporting periods beginning on or after 1 July 2012. The amendment requires grouping together of items within other comprehensive income on the basis of whether they will eventually be 'recycled' to the profit or loss (reclassification adjustments). The change provides clarity about the nature of items presented as other comprehensive income and the related tax presentation. The adoption of the revised standard from 1 October 2012 will impact the consolidated entity's presentation of its Statement of Comprehensive Income.

Note 2: Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the consolidated entity.

Key Estimates

Impairment of goodwill and licenses

Goodwill relates to the acquisition of FarmWorks Merchandise Services Pty Ltd and its subsidiaries. The goodwill on acquisition arises as a result of consideration of $2,138,333 exceeding the net assets acquired of $1,286,538. As a result of the appointment of a Voluntary Administrator goodwill has been impaired to $Nil.

The values identified as at 30 September 2012 are in accordance with Accounting Standard AASB 3 *Business Combinations*.

The Group determines intangibles with indefinite useful lives as impaired on a bi-annual basis. This requires an estimation of the recoverable amount using a value in use discounted cash flow methodology.

Provision for impairment of receivables

The main collectibility risk of trade and other receivables is customer insolvencies. The consolidated entity maintains an allowance for doubtful accounts representing management's estimate of the amount of asset impairment in the trade and other receivables portfolio. The consolidated entity determines the allowance for doubtful accounts based on a systematic, on-going review and evaluation performed as part of the credit-risk evaluation process, historical loss experience, the size and composition of the portfolios, current economic events and conditions, and other pertinent factors. This evaluation is inherently judgemental and requires material estimates, including the amounts and timing of future cash flows expected to be received, which may be susceptible to significant change. Although management considers the allowance for doubtful accounts to be adequate based on information currently available, additional provisions may be necessary due to (i) change in management estimates and assumptions about asset impairment, (ii) information that indicates changes in the expected future cash flows or (iii) changes in economic and other events and conditions.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 2: Critical accounting estimates and judgments (continued)

Key Estimates (continued)

Estimate of asset lives, residual lives and depreciation methods
Plant and equipment are depreciated over their lives taking into account residual values. Useful lives are effected by technology innovations. Future market conditions determine residual values. Depreciation is calculated on a straight-line basis which may not represent the actual usage of the asset.

Excess inventory
The consolidated entity must determine as of each balance date how much, if any of its inventory may ultimately prove to be unsaleable or unsaleable at its carrying cost. Allowances are established to effectively adjust inventory to net realisable value. To determine the appropriate level of allowances, the consolidated entity evaluates current stock levels in relation to historical and expected patterns of demand for all its products and components. The basis for the determination is generally the same for all inventory categories except for work-in-progress inventory, which is recorded at cost. Obsolete or discontinued items are generally destroyed and completely written off. Management evaluates the need for changes to valuation allowances based on market conditions, competitive offerings and other factors on a regular basis.

Impairment of non-financial assets other than goodwill and indefinite life intangibles
The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the group and to the particular asset that may lead to impairment. These include product and manufacturing performance, technology, climate, economic and political environments and future product expectations. If an impairment trigger exists the recoverable amount of the asset is determined.

It is the Group’s policy to conduct bi-annual internal reviews of asset values, which is used as a source of information to assess for any indicators of impairment.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable the future taxable profit will be available to utilise those temporary differences. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and the level of future taxable profits together with future tax planning strategies.

Note 3: Segment information
The consolidated entity predominately operated in one business segment being the agricultural sector within Australia.

Note 4: Revenue

	Consolidated	
	30-Sep-12 12 Months $	**30-Sep-11 12 Months * $**
Revenue from operating activities		
Revenue from sales or services	43,820,699	99,351,408
Interest revenue	112,112	14,751
Other revenue	2,126,577	4,499,372
Total revenue	**46,059,388**	**103,865,531**

* This includes Discontinued Operations.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 5: Expenses

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months * $
(a) Expenses from operating activities		
Accountancy and audit fees	126,950	120,810
Administration expenses	528,075	1,542,183
Consulting and professional fees	1,329,548	1,201,744
Cost of product sales	40,442,696	94,234,903
Employee expense	2,911,180	6,438,555
Impairments	7,015,062	-
Impairment of trade receivables	-	103,149
Insurance	454,376	714,976
Legal fees	145,473	20,724
Motor vehicle expenses	139,373	413,287
Rental and occupancy expenses	591,882	793,481
Stock market expenses	31,761	47,919
(b) Finance costs	2,078,276	2,244,654
(c) Significant Revenue and Expenses		
The following significant revenue and expense items are relevant in explaining the financial performance:		
Loss on sale of assets	-	21,862
Share based payment expense	63,900	-
	63,900	21,862
Total expenses from operating activities	55,858,552	107,898,246

* This includes Discontinued Operations.

Note 6: Depreciation and amortisation

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Depreciation of non-current assets	247,912	431,387
Amortisation of intangibles	-	4,795
	247,912	436,182

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012**

Note 7: Income tax benefit

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Income tax benefit/(expense)		
Current tax	(1,237)	(828)
Aggregate income tax benefit/(expense)	(1,237)	(828)
Numerical reconciliation of income tax benefit to prima facie tax payable		
Loss before income tax	(10,047,075)	(4,031,886)
Tax at the Australian tax rate 30%	(3,014,123)	(1,209,566)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Amortisation of intangibles	-	-
Impairment of trade receivables	23,541	30,945
Recoupment of previously impaired receivables	-	-
Other permanent differences	-	-
	(2,990,582)	(1,178,621)
Under provision in prior years	-	-
Current year tax losses not recognised	2,990,582	1,178,621
Income tax (payment) refund	(1,237)	(828)
Income tax (expense) benefit	(1,237)	(828)
Current tax		
Current tax relates to the following:		
Income tax - on acquisition	-	-
Income tax - current year	-	-
Deferred tax		
Deferred tax relates to the following:		
Deferred tax assets		
The balance comprises:		
Tax losses carried forward	2,096,314	1,088,986
Impairment	(2,096,314)	-
Timing differences	-	1,007,328
	-	2,096,314
Deferred tax liabilities		
The balance comprises:		
Other timing differences	-	-
Foreign currency	-	-
	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 8: Cash and cash equivalents

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Cash at bank	186,010	1,814,979
	186,010	1,814,979

Weighted average interest rate 2.50%

Note 9: Trade and other receivables

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Trade receivables	4,487,301	8,528,175
Less: Provision for impairment of receivables	(7,000)	(74,000)
	4,480,301	8,454,175

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Movements in the provision for impairment of trade receivables are as follows:		
Opening balance	(74,000)	(127,403)
Additional provisions recognised	-	(8,832)
Recoupment of previously impaired receivables	67,000	62,235
Written off as uncollectable	-	-
Closing balance	(7,000)	(74,000)

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Impairment of receivables		
The aging of the impairment of trade receivables recognised above is as follows:		
30 days to 3 months	7,000	18,537
Over 3 months	-	55,463
	7,000	74,000

Receivables due to the parent from subsidiaries have been assessed for recoverability at reporting date. Further details are disclosed in note 26 to the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012**

Note 9. Trade and Other Receivables (continued)

Past due but not impaired
Customers with balances past due but without provision for impairment amount to $1,617,050 at 30 September 2012 (2011:$4,224,384). Management did not consider a credit risk on the aggregate balances after reviewing historical payment history.

Current receivables vary depending on the nature of the sale and time of year. Current receivables for Merchandise sales are less than 30 days, and sale of Chemical products can range between 30 and 120 days depending on the sale date.

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
The aging of the past due but not impaired receivables is as follows:		
Less than 3 months	1,466,578	4,037,978
3 to 6 months	22,132	141,858
Over 6 months	128,340	44,548
	1,617,050	4,224,384

The Group insures certain trade debtors for non-payment. This is calculated by the total of an individual value excluding GST less any interest charges and less a $5,000 excess. Of the remaining amount 90% is subject to an insurance claim.

Note 10: Inventories

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Finished goods - at cost	6,969,714	9,284,882
Raw materials	913,941	-
	7,883,655	9,284,882

Note 11: Other assets

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Current		
Prepayments	265,512	428,527
Other debtors	-	-
Security deposits	-	-
Resident withholding tax	-	-
	265,512	428,527
Non-current		
Security deposits	60,500	60,500
Other debtors	-	23,450
	60,500	83,950

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 12: Assets classified as held for sale

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Current		
Assets held for sale	16,016	248,456
	16,016	248,456

Note 13: Investments

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Investment in external companies - at cost	3,602	3,602
Less: Provision for impairment	-	-
	3,602	3,602

Note 14: Property, plant and equipment

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Plant and equipment - at cost	1,024,271	1,339,758
Less: Accumulated depreciation	(894,448)	(1,097,715)
Furniture and fittings - at cost	69,265	199,594
Less: Accumulated depreciation	(53,273)	(119,962)
Leased motor vehicles - at cost	268,126	1,241,617
Less: Accumulated depreciation	(179,491)	(621,348)
Leased improvements - at cost	116,691	159,227
Less: Accumulated depreciation	(110,304)	(154,378)
Freehold land - at cost	150,000	150,000
	390,837	1,096,793

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 14. Property Plant and Equipment (continued)

Reconciliations
Reconciliations of the net book values at the beginning and end of the current and previous financial year are set out below:

	Plant and Equipment	Furniture and Fittings	Leased Motor Vehicles	Leasehold Improvements	Freehold Land	Total
	$	$	$	$	$	$
Consolidated						
Balance 1 October 2010	566,126	111,014	1,077,284	4,566	150,000	1,908,990
Additions	35,536	-	51,166	5,289	-	91,991
Disposals	(177,478)	(11,918)	(283,405)	-	-	(472,801)
Depreciation expense	(182,140)	(19,464)	(224,776)	(5,007)	-	(431,387)
Balance 30 September 2011	242,044	79,632	620,269	4,848	150,000	1,096,793
Balance 1 October 2011	242,044	79,632	620,269	4,848	150,000	1,096,793
Additions	24,108	-	-	5,400	-	29,508
Disposals	(18,614)	(51,113)	(417,435)	(390)	-	(487,552)
Depreciation expense	(117,715)	(12,527)	(114,198)	(3,472)	-	(247,912)
Balance at 30 September 2012	129,823	15,992	88,636	6,386	150,000	390,837

Note 15: Intangibles

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Other intangibles - at cost	-	4,895,207
	-	4,895,207

On 12 March 2010, the consolidated entity acquired 100% of the share capital of FarmWorks Merchandise Services Pty Ltd.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 15: Intangibles (continued)

Reconciliations
Reconciliations of the carrying values at the beginning and end of the current and previous financial year are set out below:

	Goodwill $	Licences $	Total $
Consolidated			
Balance 1 October 2010	851,795	3,732,653	4,584,448
Additions	-	310,759	310,759
Balance 30 September 2011	851,795	4,043,412	4,895,207
Balance 1 October 2011	851,795	4,043,412	4,895,207
Impairments	(851,795)	(4,043,412)	(4,895,207)
Balance 30 September 2012	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 16: Trade and Other Payables

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Trade payables	13,580,835	14,530,431
Accrued expenses and sundry creditors	1,173,801	800,562
	14,754,636	15,330,993

Note 17: Provisions

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Employee benefit provision		
Current	86,088	352,272
Non-current	5,744	174,284
	91,832	526,556

Note 18: Borrowings

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Borrowings	6,932,199	10,492,915
	6,932,199	10,492,915

Borrowings relates to a secured finance facility with GE Commercial Finance secured against the inventory and debtors of the consolidated entity. The facility was renewed on the 7 June 2010 for an additional three years. In addition the parent entity entered into an unsecured loan with Charter Pacific Limited Corporation at an interest rate of 12% per annum. The loan is repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 19: Lease Liabilities

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Finance lease liabilities of the consolidated entity are payable as follows:		
Less than one year	44,946	370,976
Between one and five years	-	133,959
	44,946	504,935

Note 20: Deferred Cash Consideration

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Current	-	104,254
Non-current	-	-
	-	104,254

On 12 March 2010, the consolidated entity acquired 100% of the share capital of FarmWorks Merchandise Services Pty Ltd. The deferred consideration relates to the discounted future value of the amount payable to the vendors of FarmWorks Merchandise Services Pty Ltd. The cash consideration is $600,000 payable over a 18 month period.

Note 21: Equity – Issued Capital and Reserves

	Consolidated		Consolidated	
	30-Sep-12 Shares	30-Sep-11 Shares	30-Sep-12 $	30-Sep-11 $
Issued capital				
Ordinary shares - authorised and fully paid	60,257,991	58,482,991	6,509,381	65,585,192
	60,257,991	58,482,991	6,509,381	65,585,192

Movements in ordinary share capital	No. of shares	$
Opening balance 1 October 2011	58,482,991	65,585,192
Options lapsed transferred to equity	-	11,255
Shareholder approved reduction	-	(59,150,966)
Shares issued - share based payments	1,775,000	63,900
Balance at 30 September 2012	60,257,991	6,509,381

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 21: Equity – Issued Capital and Reserves (continued)

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up the Company in proportion to the number of shares held. The fully paid ordinary shares have no par value.

	Consolidated	
	30-Sep-12 $	30-Sep-11 $
Option reserve		
(i) Nature and purpose of reserve		
This reserve is used to record the fair value of shares or options issued to employees and Directors as part of their remuneration		
Balance at beginning of year	334,853	479,657
Issue of options	-	-
Lapsing of options	(11,255)	(144,804)
Balance at end of year	323,598	334,853
Foreign currency reserve		
(i) Nature and purpose of reserve		
This reserve is used to record the exchange differences arising on translation of a foreign entity		
Balance at beginning of year	(28,782)	(28,782)
Foreign currency movements	-	-
Balance at end of year	(28,782)	(28,782)
Total reserves	294,816	306,071

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 22: Financial Instruments

The Company and the consolidated entity have exposure to the following risks from their use of financial instruments

- credit risk
- liquidity risk
- market risk
- fair values

This note presents information about the Company and consolidated entity's exposure to each of the above risks, their objectives, policies and processes for measuring and managing the risk, and the management of capital. Further quantitative disclosures are included throughout this financial report.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework.

Risk management policies are established to identify and analyse the risks faced by the Company and the consolidated entity, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Capital management

The Board's policy is to maintain a strong capital base to maintain investor, creditor and market confidence and to sustain future development of the business.

The consolidated entity defines capital as the equity as shown on the statement of financial position.

There were no changes in the consolidated entity's approach to capital management during the year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

Credit risk

Credit risk is the risk of financial loss to the consolidated entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the consolidated entity's receivables from customers. For the Company it arises from receivables due from subsidiaries.

Trade and other receivables
The Company's and consolidated entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Conquest Agri Limited undertakes a review of potential customers and assesses the needs for credit checks.

The Company mitigates credit risk by way of insurance for selected classes of debtors.

The Company and the consolidated entity have established an allowance for impairment that represents their estimate of incurred losses in respect of trade and other receivables. The main component of this impairment provision is based on a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. The impairment provision is determined based on historical data of payment statistics.

The Company's maximum exposure to credit risk for receivables at the reporting date is disclosed in note 9.

Financial assets - loans and receivables
The Company and the consolidated entity have established an allowance for impairment as shown in note 9 that represents their estimate of incurred losses in respect of loans and receivables. Conquest Agri Limited undertakes a review of all loans and receivables periodically and assesses the recoverability of the asset against analysis of the estimated future estimated cash flows from future operations. Where the estimated future cash flows do not support recoverability of the loan balance, an allowance for impairment is recognised in the statement of comprehensive income.

An impairment loss is reversed, if the reversal can be related objectively to an event that occurred after the impairment loss was recognised. For financial assets that are debt securities the reversal is recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 22: Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk that the Company or consolidated entity will not be able to meet its financial obligations as they fall due. The consolidated entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. The cash facilities are continually monitored matching forecast cash flows with the maturity profile of financial assets and liabilities.

The following table shows the contractual maturities of financial liabilities:

	Consolidated				
	Carrying Amount	Contractual Cash Flows	6 months or less	12 months or less	Greater than 12 months
	$	$	$	$	$
Non-derivative financial liabilities					
Trade and other payables	14,754,636	(14,754,636)	(14,754,636)	-	-
Borrowings	6,932,199	(6,932,199)	(6,932,199)	-	-
Lease liabilities	44,946	(44,946)	(44,946)	-	-
Deferred consideration	-	-	-	-	-
	21,731,781	(21,731,781)	(21,731,781)	-	-

Market risk

Market risk is the risk that changes in the market prices, such as foreign exchange rates and interest rates will affect the consolidated entity's income or the value of its holdings of financial instruments. The objective of market risk is to manage and control the market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The consolidated entity, undertakes transactions in foreign currencies. The consolidated entity manages foreign exchange exposure by constantly monitoring and analysing exchange rates and currency utilised within its operations.

At 30 September 2012, the consolidated entity had payables in foreign currency of USD $9,511,400 (2011:USD $4,777,160) relating to transactions for which the consolidated entity had firm commitments. The consolidated entity held during the year a number of forward exchange contracts designated as hedges against transactions for which the consolidated entity had firm commitments. The foreign currency contracts are being used to hedge the foreign currency risk of the firm commitments.

Based on the foreign currency payables at 30 September 2012 of USD $9,511,400 an official decrease in exchange rates of one percentage point would have a positive effect on profitability and equity of approximately $95,114 per annum. Conversely, an official increase in exchange rates of one percentage point would have an adverse effect on profitability and equity of approximately $95,114 per annum.

The terms of the forward contract in place at balance date are as follows:

	Amount USD $	Contractual Cash Flows AUD $
Forward exchange contracts	-	-

There were no forward exchange contracts in place at 30 September 2012.

Price risk

The consolidated entity is not subject to any price risk.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 22: Financial Instruments (continued)

Interest rate risk

The consolidated entity manages interest rate risk by constantly monitoring and analysing its interest rate sensitive assets and liabilities.

The consolidated entity has undertaken a sensitivity analysis on interest rate risk and has determined a one percentage point movement over the last twelve months is consistent with current market trends.

Based on Borrowings as at 30 September 2012 of $4,580,648 an official decrease in interest rates of one percentage point would have a positive effect on profitability and equity of approximately $45,806 per annum. Conversely, an official increase in interest rates of one percentage point would have an adverse effect on profitability and equity of approximately $45,806 per annum.

The following tables detail the consolidated entity's exposure to interest rate risk at the end of the current and previous financial year:

30 September 2012	Floating Interest Rate $	Fixed Interest Rate $	Non Interest Bearing $	Total $
Financial assets				
Cash at bank	186,010	-	-	186,010
Trade receivables	-	-	4,480,301	4,480,301
Total financial assets	186,010	-	4,480,301	4,666,311
Weighted average interest rate	2.50%			
Financial liabilities				
Trade payables	-	-	13,580,835	13,580,835
Other payables	-	-	1,173,801	1,173,801
Lease Liabilities	-	44,946	-	44,946
Loans and borrowings	6,932,199	-	-	6,932,199
Total financial liabilities	6,932,199	44,946	14,754,636	21,731,781
Weighted average interest rate	9.88%	5.70%		

30 September 2011	Floating Interest Rate $	Fixed Interest Rate $	Non Interest Bearing $	Total $
Financial assets				
Cash at bank	1,814,979	-	-	1,814,979
Trade receivables	-	-	8,454,175	8,454,175
Total financial assets	1,814,979	-	8,454,175	10,269,154
Weighted average interest rate	2.50%			
Financial liabilities				
Trade payables	-	-	13,453,008	13,453,008
Other payables	-	-	1,877,985	1,877,985
Lease Liabilities	-	504,935	-	504,935
Loans and borrowings	10,492,915	-	-	10,492,915
Total financial liabilities	10,492,915	504,935	15,330,993	26,328,843
Weighted average interest rate	9.88%	5.70%		

Fair value of financial instruments

The carrying amounts of financial instruments reflect their fair value

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 23: Key Management Personnel

Directors

The following persons were Directors of Conquest Agri Limited during the financial year:

Name of Director	Commenced	Status
Larry Shutes	12 January 2005	Current
Kevin Dart	26 March 2009	Current
Mathew Denton	28 September 2010	Current

Other key management personnel
The following persons also had authority and responsibility for planning, directing and controlling the activities of the consolidated entity, directly or indirectly, during the financial year.

David Jones	Chief Executive Officer (CEO)	Appoint - 17 July 2012	Ceased - 1 October 2012
Rick Moody	Chief Executive Officer (CEO)	Appointed - 1 December 2010	Ceased - 18 April 2012
Malcolm Dann	Chief Operating Officer (COO) Chief Executive Officer (Acting)	Appointed - 19 March 2010 Appointed - 18 April 2012	 Ceased - 17 July 2012

Compensation
The aggregate compensation made to Directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Short-term employee benefits	370,833	676,667
Post-employment benefits	29,252	53,454
Share-based payments	63,900	-
	463,985	730,121

Service agreements

The key management personnel being Rick Moody (CEO) and Malcolm Dann (COO) have agreements detailing the formal terms and conditions of appointment, expected time commitment, procedure regarding conflicts of interest, performance appraisal, remuneration and superannuation arrangements. The terms and entitlements of the key management personnel are governed by normal employment law.

The following summarises the key provisions of service agreements with executives:

- Mr Moody has an employment agreement which can be terminated by the executive giving not less than one months notice and the Company no less than six months. Other than by normal operation of law, the contract does not provide for any termination payment. The executive shall be entitled to a cash bonus of 25% of the annual remuneration subject to achieving certain key performance indicators. The executive is also entitled to a grant of options and or shares upon achieving certain key performance indicators as agreed by the executive and the Board. The Board shall also agree the quantum of options/shares relevant to each particular key performance indicator.
- Mr Dann has an employment agreement which can be terminated by either party giving not less than one months notice. Other than by normal operation of law, the contract does not provide for any termination payment. The executive shall be entitled to a cash bonus of 20% of the annual remuneration subject to achieving certain key performance indicators. The executive is also entitled to a grant of options and or shares upon achieving certain key performance indicators as agreed by the executive, the CEO and the Board. The Board shall also agree the quantum of options/shares relevant to each particular key performance indicator.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 23: Key Management Personnel (continued)

Shareholding

The number of shares in the parent entity held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at 1 October 2011	Received as remuneration	Additional	Disposals	Balance at 30 September 2012
Larry Shutes	690,000	-	459,500	-	1,149,500
Kevin Dart	9,050,686	-	-	-	9,050,686
Mathew Denton		1,500,000	-	-	1,500,000
Malcolm Dann	55,592	-	-	-	55,592
	9,796,278	1,500,000	459,500	-	11,755,778

	Balance at 1 October 2010	Received as remuneration	Additional	Disposals	Balance at 30 September 2011
Larry Shutes	690,000	-	-	-	690,000
Kevin Dart	9,050,686	-	-	-	9,050,686
Malcolm Dann	55,592	-	-	-	55,592
	9,796,278	-	-	-	9,796,278

At 30 September 2012, Kevin Dart indirectly held 9,050,686 shares.

Option holding

The number of options over ordinary shares in the parent entity held during the financial year by each Director and other member of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at 1 October 2011	Received as remuneration	Exercised	Lapsed	Balance at 30 September 2012
Larry Shutes	250,000	-	-	(250,000)	-
Kevin Dart	2,318,873	-	-	-	2,318,873
	2,568,873	-	-	(250,000)	2,318,873

	Balance at 1 October 2010	Received as remuneration	Exercised	Lapsed	Balance at 30 September 2011
Larry Shutes	437,500	-	-	(187,500)	250,000
Kevin Dart	2,318,873	-	-	-	2,318,873
	2,756,373	-	-	(187,500)	2,568,873

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 24: Remuneration of Auditors

The following outlines the fees paid or payable for services provided by Pitcher Partners Business Advisors.

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Audit services		
Audit or review of the financial report	88,000	97,613
Other non-audit services		
Compliance and other assurance services	41,650	-
	129,650	97,613

Note 25: Parent Entity Disclosures

As at, and throughout, the financial year ended 30 September 2012 the parent Company of the Group was Conquest Agri Limited.

	Company	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Result of the parent entity		
Profit/(loss) for the period	(1,919,909)	(838,086)
Total comprehensive income for the period	(1,919,909)	(838,086)
Financial position of parent entity at year end		
Current assets	492,917	32,535
Total assets	5,349,394	7,507,051
Current liabilities	2,984,173	3,287,431
Total liabilities	2,984,173	3,287,431
Total equity of the parent entity comprising of:		
Share capital	6,509,381	65,585,192
Reserves	294,816	395,035
Retained earnings	(4,438,976)	(61,760,607)
Total equity	2,365,221	4,219,620

The Directors are of the opinion that no provisions are required in respect of loans and other amounts receivable from subsidiaries, as they have been impaired and show $Nil on consolidation. However there is uncertainty about recovery of these amounts due to the Voluntary Administrator's appointment to the operating subsidiaries as set out in the Review of Operations on page 11 and final resolution of those matters.

The Directors are of the opinion that no provisions are required in respect of any contingent liabilities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 26: Related Party Transactions

Parent Entity
The parent entity is Conquest Agri Limited.

Subsidiaries
Interests in subsidiaries are set out in note 27.

Key Management Personnel
Disclosures relating to key management personnel are set out in note 23 and the Directors' Report.

Director Related Entities
Larry Shutes is a Director of Coastal Constructions Pty Limited. The company has received payments for consulting services rendered during the year.

Kevin Dart is a Director of Charter Pacific Corporation Limited. The company has provided services for company secretarial and accounting services rendered during the year, however these fees remain outstanding at balance date.

Kevin Dart is a Director of Global Agri Services Pty Ltd. The company has provided consulting services rendered during the year, however some of these fees remain outstanding at balance date.

Mathew Denton is a Director of Supro Solutions. The company has received payments for consulting services and sales training rendered during the year.

David Jones was paid via a consulting company called Tri-Evo Pty Ltd which also included two other consultants to the Company. The company received payments for consulting services during the year.

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Transactions with related parties		
The following transactions occurred with related parties:		
Coastal Constructions Pty Ltd	101,300	45,500
Charter Pacific Corporation Limited	220,001	293,545
Global Agri Services Pty Ltd	120,000	-
Supro Solutions	120,000	125,000
Tri-Evo Pty Ltd	154,000	-
	715,301	464,045

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Loans to/from related parties		
The following balances are outstanding at the reporting date in relation to loans with related parties:		
Loan from Charter Pacific Corporation Limited	2,351,551	2,086,129
	2,351,551	2,086,129

Terms and Conditions
All transactions were made on normal commercial terms and conditions and at market rates.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 27: Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policies described in note 1:

Name of entity	Country of incorporation	Equity holding	
		30/09/2012 %	30/09/2011 %
Ultimate Internet Pty Limited	Australia	100	100
Ultimate Transactions Pty Limited	Australia	100	100
Ultimate Axess Pty Limited	Australia	100	100
ETT Access Limited	New Zealand	100	100
FarmWorks Merchandise Services Pty Ltd	Australia	100	100
Conquest Crop Protection Pty Ltd	Australia	100	100
FarmWorks Australia Livestock Pty Ltd	Australia	100	100
FarmWorks Property (WA) Pty Ltd	Australia	100	100
FarmWorks Australia Financial Services Pty Ltd	Australia	100	100
FarmWorks Investments Pty Ltd	Australia	100	100
FarmWorks Financial Solutions Pty Ltd	Australia	100	100
FarmWorks Hyden Pty Ltd	Australia	100	100
A.C.N. 109 913 635 Pty Ltd (formerly FarmWorks Narrogin Pty Ltd)	Australia	100	100
FarmWorks Corrigin Pty Ltd	Australia	100	100
FarmWorks Esperance Pty Ltd	Australia	100	100
FarmWorks Carnamah Pty Ltd	Australia	100	100

Note 28: Reconciliation of Loss after Income Tax to Net Cash Flows from Operating Activities

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Loss after income tax benefit	(10,048,312)	(4,032,714)
Depreciation and amortisation	247,912	436,183
Loss on sale of business	-	41,653
Loss on sale of assets	(86,842)	-
Impairment expenses	7,015,062	76,729
Provision for doubtful debts	(67,000)	(45,819)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	3,003,541	13,222,652
(Increase)/decrease in inventories	1,401,228	(1,187,336)
(Increase)/decrease in other operating assets	89,209	(100,570)
(Increase)/decrease in prepayments	163,016	-
(Increase)/decrease in non-current assets	23,450	(145,904)
(Increase)/decrease in investments	-	15,000
Increase/(decrease) in trade payables and other liabilities	590,877	(3,561,811)
Increase/(decrease) in other provisions	(417,324)	(450,897)
Increase/(decrease) in other current liabilities	207,363	(843,907)
Increase/(decrease) in non-current account payables	(69,157)	-
Increase/(decrease) in foreign exchange contract	-	(221,746)
Net cash inflow/(outflow) from operating activities	2,053,023	3,201,513

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 29: Earnings Per Share

	Consolidated	
Continuing operations	**30-Sep-12 12 Months $**	**30-Sep-11 12 Months $**
Profit(loss) attributable to ordinary shareholders		
Net profit(loss) attributable to ordinary shareholders	(10,048,312)	(3,183,626)
	No.	**No.**
Weighted average number of ordinary shares		
Issued ordinary shares at beginning of year	58,482,991	50,854,781
Effect of shares issued	1,042,691	4,597,825
Effect of share options exercised	-	-
Weighted average number of ordinary shares at balance date	59,525,682	55,452,606
	(cents/share)	**(cents/share)**
Basic and diluted loss per shares	(16.88)	(5.74)

Options outstanding are not dilutive

Discontinued operations	**$**	**$**
Net result used in the calculation of basic and diluted earnings per share	-	(849,088)
	(cents/share)	**(cents/share)**
Basic and diluted loss per share	-	(1.53)

Note 30: Share-Based Payments

The following share-based payment arrangements existed at 30 September 2012:

On 22 October 2008, 16,000,000 share options were granted to external parties to accept ordinary shares at an exercise price of $0.01. On 18 February 2010, the shareholders of the Company approved the consolidation of the Company's share capital and options at a consolidation ratio of 40:1. These options were consolidated from 16,000,000 share options at $0.01 to 400,000 share options at $0.40 per option. These options are exercisable at any time up to the date of expiry 21 October 2012.
The options hold no voting or dividend rights and are not transferable.

On 18 February 2010, 197,256,800 options were granted to external parties to accept ordinary shares at an exercise price of $0.006. The grant of these options were approved by shareholders at the Extraordinary General Meeting held on 18 February 2010. At the same meeting, shareholders of the Company approved the consolidation of the Company's share capital and options at a consolidation ratio of 40:1. These options were consolidated from 197,256,800 share options at $0.006 to 4,931,420 options at $0.24 per option. These options are exercisable at any time up to the date of expiry 19 February 2013.
The options hold no voting or dividend rights and are not transferable.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 30: Share-Based Payments (continued)

On 12 March 2010, 2,510,474 post consolidated options were granted to the vendors of FarmWorks Merchandise Services Pty Ltd as consideration for the acquisition of the business. The grant of options was approved by shareholders at the Extraordinary General Meeting held on 18 February 2010. 41,667 options lapsed during the 2010 financial year. During the 2012 financial year, 608,336 of these options expired. The remaining options were granted on the following terms and conditions:

No of Options	Exercise Price	Expiry
133,333	$0.40	21/10/2012
1,643,807	$0.24	19/02/2013
1,777,140		

The options hold no voting or dividend rights and are not transferable.

On 16 September 2010, 400,000 share options were granted to Directors to accept ordinary shares at an exercise price of $0.25. The grant of options was approved by shareholders at the Annual General Meeting held on 25 August 2010. These options are exercisable at any time up to the date of expiry 16 September 2013.
The options hold no voting or dividend rights and are not transferable.

On 29 February 2012, 100,000 share options were granted to an external party to accept ordinary shares at an exercise price of $0.10. The grant of options was approved by shareholders at the Annual General Meeting held on 29 February 2012. These options are exercisable at any time up to the date of expiry 29 February 2015.
The options hold no voting or dividend rights and are not transferable.

	Parent	
	30/9/2012 Options	30/9/2011 Options
Options on issue	7,608,559	7,841,891
	7,608,559	7,871,891

Movements in options	No of options	Weighted Average exercise Price (cents)
Opening balance 1 October 2011	7,841,891	$0.422
Options issued during the year	100,000	
Options exercised during year	-	
Options lapsed during year	333,332	
Balance at 30 September 2012	7,608,559	

The options outstanding at 30 September 2012 had a weighted average exercise price of $0.26 and a weighted average remaining contractual life of 0.72 years. Exercise prices range from $0.10 to $0.40 in respect of options outstanding at 30 September 2012.

Note 31: Commitments

	Consolidated	
	30-Sep-12 12 Months $	30-Sep-11 12 Months $
Commitments in relation to expenditure contracted for at reporting date but not recognised as liabilities, payable:		
Within one year	221,833	601,547
Later than one year but not later than five years	-	649,346
Later than five years	-	-
	221,833	1,250,893

Commitments of $221,833 relate to leased premises across the Conquest Agri Limited Group.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 32: Discontinued Operation

In June 2011 the Group sold the business operations of FarmWorks Livestock Australia Pty Ltd to Quality Wool Exports Pty Ltd and Paramount Investment Pty Ltd for a consideration of $115,000, and wound down the operations of FarmWorks Property (WA) Pty Ltd. The result of the discontinued operations for the period until disposal are presented below:

	Consolidated	
	30-Sep-12	**30-Sep-11**
	12 Months	**12 Months**
Financial performance information	**$**	**$**
Revenue	-	47,199,498
All other expenses	-	(48,048,586)
Results from operating activities	-	(849,088)
Loss on sale of discontinued operation	-	(849,088)
Income tax	-	-
Loss from discontinued operations	-	(849,088)
Carrying amount of assets and liabilities		
Assets		
Cash	-	234,325
Trade debtors and prepayments	-	62,567
Inventory	-	-
Other current assets	-	-
Fixed assets	-	-
Investments	-	-
Deferred tax asset	-	152,594
Assets classified as held for sale	-	449,486
Liabilities		
Payables	-	580,176
Loans with intercompany	-	822,413
Liabilities directly associated with assets classified as held for sale	-	1,402,589
The net cash flows of the discontinued operations which have been incorporated into the Statement of Cash Flows are as follows:		
Net cash inflow/(outflow) from operating activities	-	2,910,982
Net cash inflow/(outflow) from investing activities	-	(27,632)
Net cash inflow/(outflow) from financing activities	-	(2,787,196)
Net cash increase/(decrease) attributable to discontinued operations	-	96,154

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
YEAR ENDED 30 SEPTEMBER 2012

Note 33: Events occurring after balance date

On 5 October 2012 GE Capital, the Group's banker appointed Andrew John Saker and Martin Bruce Jones of Ferrier Hodgson, Level 26 Bank West Tower, 108 St Georges Terrace, Perth WA 6000 as joint and several Voluntary Administrators of the borrowing entities FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd pursuant to Section 436C(1) of the Corporations Act 2001.

The Company has a registered charge over the assets of Conquest Crop Protection Pty Ltd and as a condition precedent under the DOCA the Company is required to release its security. The Company instituted proceedings in the Supreme Court of New South Wales to determine the validity of its security and claim against the assets of Conquest Crop Protection Pty Ltd which was rejected by the Voluntary Administrator of Conquest Crop Protection Pty Ltd. The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

Other than the information above, no matters or circumstances have arisen since the end of the financial year that have significantly affected, or may significantly affect the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years.

Note 34: Contingent assets and liabilities

The Company and consolidated entity have no contingent assets or liabilities at the date of this report.

Note 35: Going Concern and Solvency

The consolidated entity incurred a loss of $10,048,312 for the financial year ended 30 September 2012 and subsequent to balance date, has continued to generate a loss. At 30 September 2012 the consolidated entity was also in a net asset and net current asset deficiency.

During the year, the Company held discussions with its financier and proposed a restructuring plan to maintain continued financial support from the financier. However, part way through this restructuring program, on 5 October 2012, the financier placed the wholly owned subsidiaries, FarmWorks Merchandise Services Pty Ltd, FarmWorks Australia Livestock Pty Ltd and Conquest Crop Protection Pty Ltd into Voluntary Administration.

A meeting of creditors for the subsidiaries under Voluntary Administration was held on 28 November 2012 to consider proposals for each of the subsidiaries. Creditors of FarmWorks Merchandise Services Pty Ltd and Conquest Crop Protection Pty Ltd voted in favour of the companies executing Deeds of Company Arrangement (DOCA) and that the companies be dealt with in terms of the DOCAs. The single creditor of FarmWorks Australia Livestock Pty Ltd voted in favour of liquidating the subsidiary which has been dormant since its business was sold in 2011.

A condition precedent for the completion of the DOCAs is that the Company release its registered security over the assets of Conquest Crop Protection Pty Ltd. The Voluntary Administrator has disputed the validity of the Company's claim against Conquest Crop Protection Pty Ltd and its security documentation. The Company commenced proceedings in the Supreme Court of New South Wales to determine the validity of the Company's claim of indebtedness against Conquest Crop Protection Pty Ltd under the security documentation.

The matter was heard in the Supreme Court of New South Wales on 12 December 2012 and on 14 December 2012 the Supreme Court of New South Wales upheld the validity of a Deed of Charge held by the Company over Conquest Crop Protection Pty Ltd (in Administration) dated 4 December 2009 and declared that the indebtedness of Conquest Crop Protection Pty Ltd to the Company secured by the Deed of Charge is a total of $5,100,000. The Court also ordered that Conquest Crop Protection Pty Ltd to pay the Company's legal costs in the matter.

The Company is currently in discussions with the proponents of the DOCA in relation to the settlement of the Company's claim and satisfaction of its Deed of Charge over Conquest Crop Protection Pty Ltd (in Administration) with a view to reaching a satisfactory resolution for all stakeholders in the near future. Shareholders and the market will be advised of the resolution reached by all stakeholders as soon as practicable.

Under the abovementioned scenario and until a satisfactory resolution is agreed by all stakeholders in respect to the Company's claim against Conquest Crop Protection Pty Ltd, the operating assets have been recognised in the financial report at the lower of cost and estimated net realisable value. Liabilities have been recognised in the financial report at full value without allowance being made for any proposed debt forgiveness.

DIRECTORS' DECLARATION
YEAR ENDED 30 SEPTEMBER 2012

The Directors of Conquest Agri Limited declare that:

(a) in the Director's opinion the financial statements and notes on page 18 to 53, and the remuneration report disclosures that are contained in the Remuneration Report in the Director's Report, set out on pages 13 to 15, are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30 September 2012 and of its performance, for the year ended on that date; and

(ii) comply with Australian Accounting Standards (including the Australian Accounting Interpretations) and *Corporations Regulations 2001*.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1; and

(c) the remuneration disclosures that are contained in the Remuneration Report in the Director's report comply with Australian Accounting Standard AASB 124 *'Related Party Disclosures'*, the *Corporations Act 2001* and the *Corporations Regulations 2001*; and

(d) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Directors.

Larry Shutes
Chairman

Dated this 21st day of December 2012.

PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CONQUEST AGRI LIMITED

We have audited the accompanying financial report of Conquest Agri Limited, which comprises the Statement of Financial Position as at 30 September 2012, and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the company and the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards.*

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PITCHER PARTNERS

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CONQUEST AGRI LIMITED

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Opinion

In our opinion,

(a) the financial report of Conquest Agri Limited is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the consolidated entity's financial position as at 30 September 2012 and of its performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

(b) the financial report complies with *International Financial Reporting Standards* as disclosed in Note 1.

Emphasis of matter - Going Concern

Without qualifying our opinion, we draw attention to Note 1 and 35 to the financial statements, which states that the consolidated entity incurred a net loss of $10,048,312 for the year ended 30 September 2012 and, as of that date the consolidated entity’s current liabilities exceeded its current assets by $8,986,375. These conditions, along with other matters as set forth in Note 1 and Note 35, indicate the existence of a material uncertainty about the company's and the consolidated entity’s ability to:

a) continue as a going concern and therefore, whether they will realise their assets and discharge their liabilities in the normal course of business at the amounts stated in the financial report; and

b) pay their debts as and when they become due and payable.

Report on the Remuneration Report

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 September 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor’s Opinion

In our opinion the Remuneration Report of Conquest Agri Limited for the year ended 30 September 2012, complies with section 300A of the *Corporations Act 2001*.

Mark Godlewski

M A GODLEWSKI

Partner

21 December 2012

Pitcher Partners

PITCHER PARTNERS

Sydney

ADDITIONAL ASX INFORMATION

The following additional information is required by the Australian Securities Exchange Limited Listing Rules and not disclosed anywhere else in this Financial Report.

SHAREHOLDING

All shareholding details are in accordance with the Company's shareholder register as at 12 December 2012.

(a) Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

Category (Size of Holding)	Number of Shareholders	% Holding	Number of Ordinary	% Holding
1 – 1,000	712	57.70	186,331	0.31
1,001 – 5,000	212	17.18	546,817	0.91
5,001 – 10,000	68	5.51	546,537	0.91
10,001 – 100,000	174	14.10	6,273,756	10.41
100,001 – over	68	5.51	52,704,550	87.46
	1,234	100.00	60,257,991	100.00
Holders less than a marketable parcel	1,063			

(b)Equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Name of Shareholder	Ordinary Shares Held	
	Number	Percentage
CHARTER PACIFIC CORPORATION LIMITED	9,050,686	15.02
MR QUNHUI XU	7,628,210	12.66
EAN INVESTMENTS PTY LTD	3,735,350	6.20
GEOBELL PTY LTD <THE CAROLINE A/C>	3,432,680	5.70
ROY NORMAN MORGAN <THE MORGAN FAMILY A/C>	3,432,680	5.70
MADAL HOLDINGS PTY LTD	2,100,000	3.49
SUPRO PTY LTD	1,500,000	2.49
TELECARDS ASIA PTY LTD	1,450,000	2.41
DEEANEM PTY LTD <THE DEEANEM A/C>	1,432,680	2.38
MR EDMUND JAMES LYON	1,398,499	2.32
MR ROSS MERVYN JOHNS	1,004,258	1.67
MR LARRY COLIN SHUTES	962,000	1.60
MR ROBERT GREGORY LOOBY <FAMILY ACCOUNT>	960,000	1.59
M M FLEMING PTY LTD	916,667	1.52
PACIFIC FINANCE & INVESTMENTS PTY LTD	707,500	1.17
MR ROBERT GREGORY LOOBY	697,010	1.16
CLARE MADELIN <THE MADELIN FAMILY A/C>	635,682	1.05
JOHN COOK SUPER FUND PTY LTD <JOHN COOK SUPER FUND A/C>	632,984	1.05
MR EVAN BRUCE HARDIE + MRS SUSAN ELIZABETH HARDIE	582,125	0.97
MR CHRISTOPHER JAMES CARL	550,000	0.91
	42,809,011	**71.06**

(c)Substantial holders

The names of the substantial shareholders listed in the Company's register are:

Name of Shareholder	Ordinary Shares Held
CHARTER PACIFIC CORPORATION LIMITED	9,050,686
MR QUNHUI XU	7,628,210
EAN INVESTMENTS PTY LTD	3,735,350
DEEANEM PTY LTD <THE DEEANEM A/C>	3,432,680
GEOBELL PTY LTD <THE CAROLINE A/C>	3,432,680

ADDITIONAL ASX INFORMATION (CONTINUED)

(d)Unquoted equity holdings

	Number on Issue	Number of holders
Options over ordinary shares issued	7,608,559	24

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

All shares are ordinary shares and carry the same voting rights. On a show of hands every member present in person or by proxy shall have one vote and upon a poll each share shall have one vote. Options holders have no voting rights

There are no other classes of equity securities.