

ASX Release
For immediate release

11 April 2014

Conquest Signs Non-Binding Heads of Agreement with Priority One

Conquest Agri Limited (Conquest) (ASX:CQA) is pleased to announce that it has entered into a Non-binding Heads of Agreement (HOA) under which it has reached agreement in principle to investigate the acquisition of a 100% interest in the business of Priority One Network Group Limited (Priority One).

The acquisition of Priority One by Conquest is subject to several conditions, including but not limited to completion of due diligence on Priority One to the satisfaction of Conquest, an independent valuation of Priority One and Conquest shareholder approval.

Once due diligence investigations on Priority One are complete and assuming Conquest is satisfied with the results of such investigations, a binding Merger Implementation Agreement will be negotiated and entered into between Conquest and Priority One. Conquest shareholders will then be provided with details of the proposed acquisition in a Notice of Extraordinary General Meeting, which will include an information memorandum about Priority One, an independent expert's report and compliance with all ASIC and ASX regulatory requirements. Conquest and Priority One have agreed to exclusivity arrangements under the HOA until 30 June 2014 (or such other date agreed by the parties in writing).

Priority One is an innovative company specialising in end-to-end loyalty, reward and payment solutions to a range of industry sectors, including finance, retail, media, telecommunications, entertainment and lifestyle.

Priority One has established high-quality networks experienced in payment services and a unique payment solutions program to provide dedicated services and payment management solutions to financial institutions, service providers and Affiliated Merchants (both card-acquiring and card-issuing).

The Priority One platform allows its business partners with both merchant and consumer resources to bring existing communities together under the Priority One platform for better integration of their transaction requirements.

The Priority One payments partners will maintain a co-branded debit card, prepaid card and mobile payments, as well as a new electronic payment and settlement platform, referred to as the "Platform".

Priority One reward programs provide consumers with a cash rebate of between 2 and 10 percent of the consumer's spend on general purchases. Priority One is entitled to a percentage of this spend for all card and online transactions made through this Platform.

Priority One's innovative and unique proprietary Platform provides complimentary entertainment, production, products and services to its members. These include a proprietary next-gen 1080p HD audio and video IPTV streaming platform that has the ability to deliver entertainment, news, movies, TV shows, sports, gaming, and fashion content channels to members worldwide. Priority One allows HD content to seamlessly stream to any mobile or internet-connected device, including smartphones, laptops, tablets and smart TVs, providing quality entertainment to Priority One members.

Chairman of Conquest, Larry Shutes said: "A satisfactory commercial arrangement with Priority One should give Conquest shareholders the opportunity to become part of a company with significant international opportunities in an ever expanding global business segment. Priority One is a leading edge business enterprise with a dedicated and experienced board of directors who have the ability to drive the Company to generate significant profits for shareholders in the future. I look forward to providing full details of the transaction to shareholders for their consideration and approval in the near future".

A handwritten signature in black ink, appearing to read "L. Shutes", with a long, sweeping flourish extending to the right.

Larry Shutes
Chairman