

ASX ANNOUNCEMENT

11 December 2014

**CONQUEST AGRI LIMITED
(ADMINISTRATORS APPOINTED)
ACN 091 320 464**

As previously advised on 5 December 2014 Robert Whitton and Brendan Copeland of William Buck, Level 29 / 66 Goulburn Street Sydney, New South Wales, were appointed as Joint and Several Voluntary Administrators of Conquest Agri Limited ACN 091 320 464 (ASX:CQA) ("Conquest Agri") pursuant to Section 436A(1) of the *Corporations Act 2001* (Cth).

Attached is a copy of our first Report to Creditors, noting that the meeting of creditors has been convened to be held on 17 December 2014.

The company is up to date in regard to its ASX lodgments, with its Appendix 4E being lodged on 28 November 2014 and it is anticipated that its 2014 Annual Report will be lodged within the next 14 days.

It is expected that a Deed of Company Arrangement ("DOCA") will be proposed in this Administration, we are advised by the company's secured creditor that it intends proposing a DOCA that should result in the restructure and ultimate requotation of the company's shares on the ASX..

Further updates to shareholders will be provided in due course.

In the interim, any shareholder or creditor queries can be directed to Michelle Levin and Sean Wengel at our Sydney office via email to conquestagri@williambuck.com.

Yours faithfully
Conquest Agri Limited



Robert Whitton
Joint and Several Administrator

**CHARTERED ACCOUNTANTS
& ADVISORS**

Sydney Office
Level 29, 66 Goulburn Street
Sydney NSW 2000

Telephone: +61 2 8263 4000

Parramatta Office
Level 7, 3 Horwood Place
Parramatta NSW 2150

PO Box 19
Parramatta NSW 2124
Telephone: +61 2 8836 1500

williambuck.com

FORM 529A

NOTICE OF FIRST MEETING OF CREDITORS OF COMPANY UNDER ADMINISTRATION

**Conquest Agri Limited
(Administrators Appointed)
ACN 091 320 464**

1. On 5 December 2014, the company under Section 436A appointed Robert Whitton and Brendan Copeland of William Buck as the Joint & Several Administrators of the company.
2. Notice is now given that a meeting of the creditors of the company will be held at the offices of William Buck, Level 29, 66 Goulburn Street, Sydney NSW 2000 on Wednesday, 17 December 2014 at 10.00am.
3. The purpose of the meeting is to determine:
 - Whether to appoint a committee of creditors; and
 - If so, who are to be the committee's members.
4. At the meeting, creditors may also, by resolution:
 - Remove the Administrators from office; and
 - Appoint someone else as Administrator of the company.

DATED this 8th day of December 2014



Robert Whitton
Joint & Several Administrator

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NOTES

1. If a firm, strike out "I" and set out the full name of the firm.
2. Insert the name, address and description of the person appointed.
3. If a Special Proxy, tick either "to vote for" or "to vote against" the resolution.
4. The signature of the creditor, contributory, debenture holder or member is not to be attested to by the person nominated as proxy.
5. Corporation Act Section 250D.

CERTIFICATE OF WITNESS

This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the creditor, contributory, debenture holder or member must not be witnessed by the person nominated as proxy.

I, of
certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before he or she signed or marked the instrument.

Dated:
Signature of Witness:
Description:
Place of Residence:

ELECTRONIC DELIVERY AUTHORISATION (PER REGULATION 5.6.11A)

I/We authorise the delivery of any future notice, report or document to the following email address:

_____ @ _____

Signature of individual or person authorised by corporation resolution to represent corporation

OFFICE USE

Admitted for voting purposes:	Y / N
Entered into Attendance Register:	Y / N
Electronic address entered in the system:	Y / N

INFORMAL PROOF OF DEBT FORM

Conquest Agri Limited
(Administrators Appointed)
ACN 091 320 464

Name of creditor:

Address of creditor:

ABN:

Telephone number:

Amount of debt claimed: \$(including GST \$.....)

Consideration for debt (i.e. the nature of goods or services supplied and the period during which they were supplied):

.....
.....

Is the debt secured? YES/NO

If secured, give details of security including dates, etc:

.....
.....

Other information:

.....
.....

Signature of Creditor
(or person authorised by creditor)

Notes:

Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- his or her claim has been admitted, wholly or in part, by the Administrators; or
he or she has lodged with the Administrators particulars of the debt or claim, or if required, a formal proof of debt.

At meetings held under Section 436E and 439A, a secured creditor may vote for the whole of his or her debt without regard to the value of the security.

Proxies must be made available to the Administrators.

8 December 2014

To Creditors

Dear Sir/Madam

**Conquest Agri Limited
(Administrators Appointed)
ACN 091 320 464**

Appointment of Administrators

Robert Whitton and Brendan Copeland were appointed Joint & Several Administrators of the above company on 5 December 2014 pursuant to Section 436A of the *Corporations Act 2001* ("the Act").

Creditors are advised to acquaint themselves with the various matters set out in this notice and if in doubt as to any matter, to seek advice from their own professional advisers or alternatively, to contact this office.

Statement of Independence

Attached is a Declaration of Independence, Relevant Relationships and Indemnities in accordance with the Code of Professional Practice issued by the Australian Restructuring Insolvency & Turnaround Association effective 1 January 2014.

Future of the Company

It is incumbent upon us as Voluntary Administrators to investigate the affairs of the company. Once we have completed our initial investigation we will further report to creditors on the options available to them under the Act.

Creditors' Rights

During the administration, substantial protection is provided to the company's property and property used by it, including a moratorium on most proceedings by creditors.

Attached for creditors perusal is:

- (i) An information sheet on Voluntary Administration jointly prepared by the Australian Securities & Investments Commission and the Australian Restructuring Insolvency & Turnaround Association; and

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- (ii) A list of creditors' claims per the company's records. Due to timing limitations this list may alter as further and better particulars are sourced.

Administrators' Remuneration

Attached to this notice is our initial remuneration advice to creditors. We advise that our remuneration will be paid from realisations of the company's assets and will be subject to creditor approval.

Meeting of Creditors

The first meeting of the creditors of the company is to take place on **Wednesday, 17 December 2014 at 10.00am AEDT**. The meeting will be held at the office of William Buck, Level 29, 66 Goulburn Street, Sydney NSW 2000. Enclosed is a Notice of the Meeting and forms of Proof of Debt and Proxy for purposes of attending and voting at the meeting. We are required to hold this meeting within eight business days after the date of our appointment pursuant to the Act.

Telephone Conferencing Facilities

In accordance with regulation 5.6.13A of the Corporations Regulations, telephone conference facilities are expected to be available at the above meeting. The relevant telephone number of the meeting is (02) 8264 4222. A person who wishes to participate at any meeting by telephone must give to the convenor, **not later than 4pm on Tuesday, 16 December 2014**, a written statement setting out:

1. The name of the person;
2. An address to which notices to the person may be sent;
3. A telephone number at which the person may be contacted; and
4. Any facsimile transmission number to which notices to the person may be sent.

Upon receipt of this information we will contact you to provide the relevant passcode to access the meeting via the above telephone number.

The person who participates in a meeting by telephone must pay any costs incurred by the person in participating and is not entitled to be reimbursed for those costs from the assets of the company.

Creditors wishing to attend and vote at the meeting must complete the attached forms of Proof of Debt and Proxy and lodge same with this office prior to or at the commencement of the meeting.

Creditors must ensure they attach full supporting documentation to the Proof of Debt form to substantiate their debts, e.g. copies of invoices, statements and other relevant information.

Where a creditor wishes to vote at the meeting but is unable to attend, they may still do so by completing the attached Proxy form and appointing another person to attend and vote on their behalf. Corporate creditors wishing to vote at the meeting must complete the Proxy form and forward same to this office prior to the commencement of the meeting.

Should you have any questions in relation to this matter, please contact Michelle Levin of our Sydney office on (02) 8263 4000 or email Michelle.Levin@williambuck.com.

Yours faithfully
Conquest Agri Limited

A handwritten signature in black ink, appearing to read 'R Whitton', written in a cursive style.

Robert Whitton
Joint & Several Administrator

Encl

Declaration of Independence, Relevant Relationships and Indemnities

**Conquest Agri Limited
(Administrators Appointed)
ACN 091 320 464**

This document requires the Practitioners appointed to an insolvent entity to make declarations as to:

- Their independence generally;
- Relationships, including
 - the circumstances of the appointment;
 - any relationships with the Insolvent and others within the previous 24 months;
 - any prior professional services for the Insolvent with the previous 24 months;
 - that there are no other relationships to declare; and
- Any indemnities given, or up-front payments made, to the Practitioner.

This declaration is made in respect of ourselves, our partners and William Buck.

A. Independence

We, Robert Whitton and Brendan Copeland of William Buck have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint and Several Administrators of Conquest Agri Limited in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

B. Declaration of Relationships

i. Circumstances of appointment

Robert Whitton was notified by the company's auditor in or around June 2013 that the company was exploring opportunities for installing a new business in the company. No further action was taken following this contact other than following market updates published on the Australian Securities Exchange website.

Following the company's public notice that a deal with Priority One had collapsed Mr Whitton contacted a director of the company, Larry Shutes and met with the company's lawyer on 3 December 2014 for the purpose of assessing the company's financial position and determining whether an administrator should be appointed.

We did not receive any payment for this meeting.

This meeting does not affect our independence for the following reasons:

- Neither myself, nor Mr Copeland received any payment for any advice provided;
- We obtained an understanding of the company's financial position;
- The meeting helped us to determine if we had sufficient capacity to accept such an appointment as Joint and Several Administrators, which we would not have otherwise been able to determine;
- The Courts and the ARITA Code of Professional Practice specifically recognise the need for practitioners to provide advice on the insolvency process and the options available, and do not consider that such advice results in a conflict or impediment to accepting the appointment; and
- The pre-appointment communication will not influence our ability to fully comply with the statutory and fiduciary obligations in an objective and impartial manner.

ii. Relevant Relationships (excluding professional services to the insolvent)

Neither we, nor our firm, have, or have had within the preceding 24 months, any relationships with the company, any associates of the company, a former insolvency practitioner appointed to the company or any person or entity that has a charge on the whole or substantially whole of the company's property.

iii. Prior professional services to the insolvent

Neither we, nor our Firm, have provided any professional services to the company in the previous 24 months.

iv. No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the company, an associate of the company, a former insolvency practitioner appointment to the company or any person or entity that has a charge on the whole or substantial whole of the company's property that should be disclosed.

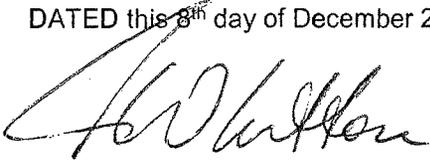
C. Indemnities and up-front payments

We have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute and we have not received any up-front payments in respect of our remuneration or disbursements.

D. Referrer

The matter was no direct referral of this matter to us. Section B(i) of this declaration sets out the circumstances of the appointment.

DATED this 8th day of December 2014



Robert Whitton
Joint and Several Administrator



Brendan Copeland
Joint and Several Administrator

Note:

1. *If circumstances change, or new information is identified, we are required under the Corporations Act and the ARITA Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors.*
2. *Any relationships, indemnities or up-front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.*

**Conquest Agri Limited
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Initial Advice to Creditors – Remuneration

Remuneration Methods

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

- Time based / hourly rates
 - This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.
- Fixed Fee
 - The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a practitioner will finalise an administration for a fixed fee.
- Percentage
 - The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.
- Contingency
 - The practitioner's fee is structured to be contingent on a particular outcome being achieved.

Method Proposed

Given the nature of this administration we propose that our remuneration will be calculated on time based / hourly rates.

In our opinion, this is the fairest method as we will only be paid for work done, subject to funds becoming available.

Explanation of Hourly Rates

The rates for our remuneration calculation are set out in the attached document together with a general guide showing the qualifications and experience of staff that will be engaged in the administration and the role they take in the administration.

The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

One hour is divided into 10 units and staff are allocated to duties according to relevant experience and qualifications.

Estimate of the Cost of the Administration

We estimate that this administration will cost approximately between \$40,000 and \$80,000 to complete, subject to variables which may have a significant effect on this estimate and that we are unable to determine until further developments are made in the administration.

Disbursements

Disbursements are divided into three types:

- Externally provided professional services – these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- Externally provided non-professional costs such as travel, accommodation and search fees – these are recovered at cost.
- Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the administration, are generally charged at cost, although some expenses may be charged at a rate which recoups both variable and fixed costs. The recovery of these costs must be on a reasonable commercial basis.

We are not required to seek creditor approval for disbursements, but must account to creditors. Details of the basis of recovering internal disbursements in this administration are provided below. Full details of any actual costs incurred will be provided with future reporting.

Basis of internal disbursement claim:

Internal Disbursement	Charge
Printing & Photocopying	\$0.40 / page
Facsimiles	\$1.00 / page
Postage	At cost
Stationery (incl. folders and dividers)	At cost
Storage	At cost
Telephone	At cost

Dated this 8th day of December 2014



Robert Whitton
Joint & Several Administrator

**Business Recovery Services
Guide to Hourly Rates from 1 July 2014**

Classification	Rate (Excl. GST) \$	Guide to Level of Insolvency Experience
Partner/Appointee	620.00	Registered Liquidator/Trustee. Partner bringing his/her specialist skills to Administrations and/or Insolvency tasks.
Principal/Associate	500.00	Qualified. 10+ years experience. Specialist industry knowledge or Registered Liquidator/trustee who assists the appointee with all facets of Administrations and/or Insolvency tasks.
Senior Manager	450.00	Qualified. 8+ years experience. Well developed technical and commercial skills, bringing additional specialist skills to Administrations and/or Insolvency tasks.
Manager	385.00	Typically Qualified. 6-8 years experience. Well developed technical and commercial skills. Planning and control of all Administrations and/or Insolvency tasks.
Supervisor	340.00	Typically Qualified. 4-7 years experience. Co-ordinates planning and control of medium to larger Administrations and/or Insolvency tasks.
Senior High	300.00	Typically Graduate/Qualified: 2-4 years experience. Required to control the fieldwork on Administrations and/or Insolvency tasks.
Senior Low	280.00	Typically Graduate: 1-2 years experience. Required to control the fieldwork on Administrations and/or Insolvency tasks.
Intermediate High	240.00	Typically Graduate: Up to 2 years experience. Required to control the fieldwork on small Administrations and/or Insolvency tasks and assist with fieldwork on medium to large Administrations and/or Insolvency tasks.
Intermediate Low	190.00	Typically Under Graduate: Up to 2 years experience. Required to assist in day to day fieldwork of Administrations and/or insolvency tasks under the supervision of more senior staff.
Trainee	170.00	Typically undertaking to complete Degree part time. Required to assist in day to day fieldwork of Administrations and/or insolvency tasks under the supervision of more senior staff.
Administration	180.00	Appropriate skills including machine usage.
Typist/Computer Operator	140.00	Appropriate skills including machine usage.
Clerk	140.00	Appropriate skills.
Junior	120.00	Appropriate skills.

Notes:

1. The Guide to Level of Insolvency Experience is intended only to be a guide as to the qualifications and experience of the staff engaged. It should be noted that in some instances staff may be engaged under an appropriate classification principally due to their experience.
2. Time spent on matters is recorded and charged in six (6) minute intervals.
3. The firm rates are effective as at 1 July 2014.

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ASIC

Australian Securities & Investments Commission

ASIC/ARITA Information Sheet

Conquest Agri Limited
(Administrators Appointed)
ACN 091 320 464

Insolvency information for directors, employees, creditors and shareholders

ASIC has 11 insolvency information sheets to assist you if you're affected by a company's insolvency and have little or no knowledge of what's involved.

These plain language information sheets give directors, employees, creditors and shareholders a basic understanding of the three most common company insolvency procedures—liquidation, voluntary administration and receivership. There is an information sheet on the independence of external administrators and one that explains the process for approving the fees of external administrators. A glossary of commonly used insolvency terms is also provided.

The Australian Restructuring Insolvency & Turnaround Association (ARITA), the leading professional organisation in Australia for insolvency practitioners, endorses these publications and encourages its members to make their availability known to affected people.

List of information sheets

- INFO 41 Insolvency: a glossary of terms
- INFO 74 Voluntary administration: a guide for creditors
- INFO 75 Voluntary administration: a guide for employees
- INFO 45 Liquidation: a guide for creditors
- INFO 46 Liquidation: a guide for employees
- INFO 54 Receivership: a guide for creditors
- INFO 55 Receivership: a guide for employees
- INFO 43 Insolvency: a guide for shareholders
- INFO 42 Insolvency: a guide for directors
- INFO 84 Independence of external administrators: a guide for creditors
- INFO 85 Approving fees: a guide for creditors

Getting copies of the information sheets

To get copies of the information sheets, visit ASIC's website at www.asic.gov.au/insolvencyinfosheets. The information sheets are also available from the ARITA website at <http://www.arita.com.au/>. The ARITA website also contains the ARITA's Code of Professional Practice for Insolvency Professionals, which applies to ARITA members.

Important note: The information sheets contain a summary of basic information on the topic. It is not a substitute for legal advice. Some provisions of the law referred to may have important exceptions or qualifications. These documents may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances. You will need a qualified professional adviser to take into account your particular circumstances and to tell you how the law applies to you.