

9 October 2015

Australian Securities Exchange Limited  
Perth WA

By: e-lodgement

**COMPANY ANNOUNCEMENT**  
**For immediate release**

**Conquest Agri Limited signs Stock Purchase Agreement to acquire Property Connect Inc.**

The Directors of Conquest Agri Limited (**CQA**) are pleased to announce that CQA has entered into a Stock Purchase Agreement (**SPA**) to acquire 100% of the shares of Property Connect Inc. (**PCI**) (the **Transaction**).

As the Transaction involves a change in the nature and scale of the Company's activities, the Transaction is conditional on the approval of CQA shareholders at a general meeting to be held on or about 14 December 2015 (**General Meeting**). A Notice of Meeting will be sent to CQA shareholders in due course.

As part of the Transaction:

- CQA is seeking to raise at least \$2,500,000 by way of a public offer under a prospectus which will be issued in due course; and
- CQA will implement a 1:18.5111 share consolidation of its existing share capital. This share consolidation will occur following shareholder approval at the upcoming General Meeting. Accordingly, all share issues both under the Transaction and under the capital raising will be done on a post consolidation basis. Based on the price of the most recent capital raising and consolidation the share value used for the Transaction and capital raising is \$0.05 per share (subject to ASX approval).
- The founder of PCI Timothy Manson will be appointed CEO of CQA.

**TRANSACTION HIGHLIGHTS:**

- **Transaction gives shareholders exposure to the large US multi-family rental market. The market size in the US for the multifamily apartment sector alone (PCI's initial target market) exceeds 30m apartments and 16.2m executed leases.**
- **In the U.S. Multifamily Residential property refers to single title, multi unit, leased and professionally managed residential real estate. Multifamily is the most secure real estate sector in the U.S. and communities often feature a resort style clubhouse and pool, landscaped grounds and average 200 apartments in size.**

**Advantages of Multifamily for renters include:**

- Flexible lease terms
  - Maintenance free living
  - Ability for renters to move during lease term between apartments and/or communities under the same management group
  - Wide range of premium amenities
  - Professional onsite management
- Other markets such as Student Housing and Senior Living also targeted
  - Access to US and International Patents pending intellectual property (LiveOffer™). LiveOffer™ maximises rental yield for the multi-family manager while providing real time pricing and competitive transparency for prospective renters
  - Annuity revenue model for each rental transaction, along with upfront set-up and subscription fee per multi-family community
  - Highly experienced senior management experience with over 30 years in the multi-family industry
  - Upfront acquisition valuation for PCI of A\$6m with a further \$4m available to the vendors in performance-based earnout

**CQA Chairman Peter Papas commented that “...the CQA Board are firmly of the belief that the Property Connect transaction has the potential to be a high-quality outcome for all stakeholders. The US multi-family market size is significant. PCI have developed a technology to capitalise on this and other relevant property rental market segments. The Property Connect executive team have deep multi-family industry experience.”**

**Property Connect Founder and CEO Tim Manson said “...we are excited at the prospect of becoming an ASX-listed company and following the successful path of other recent US-based technology companies listing on the ASX. We believe in our technology and its commercial application in the US multi-family and associated property rental markets...”**

## **1 About Property Connect**

PCI is a USA company based in San Francisco that operates an online rental property service through its proprietary LiveOffer™ online platform that allows renters to place an offer on a property and see in real time where they are placed against other applicants.

- PCI provides a real time bidding platform for rental properties in the USA. The market size in the US for the multifamily apartment sector alone (PC’s initial target market) exceeds 30m apartments and 16.2m executed leases.

- The disruptive value add of the platform is the ability to deliver transparency for the renter when searching for a new residence while maximising leasing revenue by creating real time pricing. A proprietary algorithm presents the best offer to the leasing professional based upon a number of variables including lease term, price, move in date and more.
- Initially PCI will target Multifamily and Student Housing Property Management Groups and has a number of organisations using PCI in beta testing with positive results. Other US property sectors will be progressively targeted by PCI and its disruptive live rental bidding platform.
- The sales activities of the company are led by Bill Lopez. Mr Lopez has spent over 30 years working in the US multifamily industry and has previously built and sold 2 businesses in that market.
- PCI is currently in advanced discussions to integrate with US market leading Internet listing service companies and property revenue management software systems, including Rainmaker LRO, a leading revenue management software provider to the Multifamily housing industry.
- PCI has US and International Patents pending for its proprietary LiveOffer™ technology.
- Revenue for PCI is derived from three channels:
  - Set up fee per community/leasing company/realtor
  - Monthly fee per community/leasing company/realtor
  - 1%-3% transaction fee per lease
- PCI was a recent winner at the Google NEXT LA Program, AIM (Apartment Internet Marketing) – Multifamily category, Finalist – Harvard Real Estate Venture Competition

## 2 Transaction terms

The key elements of the Transaction are as follows:

- (a) the Company will implement a 18.5111 to 1 consolidation of its existing share capital;
- (b) the Company will acquire all of the issued equity securities from PCI security holders. As consideration the Company will:
  - (i) issue CQA shares, each with an issue price of 0.05 to the value of \$6,000,000 as initial consideration (**Consideration Shares**); and
  - (ii) issue CQA shares, each with an issue price of \$0.05, up to a maximum amount of \$4,000,000 by way of an earn out (**Earn Out Shares**). The total amount of the Earn Out Consideration will be based on the revenue of the Company during the 2017 calendar year.

- (c) CQA will seek to undertake a capital raising of at least \$2,500,000 by way of a public offer, at an issue price of \$0.05 under a prospectus which will be issued in due course. The funds raised under the prospectus will assist with the expenses of the offer and provide working capital to fund ongoing operations and future growth of the combined CQA/PCI group.
- (d) the Company will issue CQA shares to its advisors valued at \$500,000 as consideration for advisory services performed.
- (e) Rodd Boland and Steven Cole will resign as directors of the Company. Peter Papas will remain as Chairman of the combined group;
- (f) Nominees of PCI will be appointed as directors of the Company;
- (g) The Company will be required to re-comply with the ASX admission requirements;
- (h) Timothy Manson will be appointed as CEO of the Company; and
- (i) The name of the Company will be changed to Property Connect Holdings Limited.

### 3 Conditions

The Transaction is conditional upon, amongst other things, the following conditions precedent being satisfied:

- (a) there is no material adverse change in the financial condition or operations of PCI, when compared with the financial condition or operations of PCI as at the date of the SPA.
- (b) there is no material and adverse change in the financial condition or operations of the CQA, when compared with the financial condition or operations of CQA as a whole as at the date of the SPA.
- (c) CQA obtaining all necessary regulatory approvals and satisfying all requirements under the Corporations Act and the ASX Listing Rules (including all appropriate or necessary waivers) for the Transaction;
- (d) the Public Offer being completed.
- (e) ASX confirms that it is satisfied that CQA has re-complied with chapters 1 and 2 of the ASX Listing Rules and that suspension of trading in shares in CQA will cease with effect from or before Completion.

### 4 General Meeting

A summary of the resolutions to be put to CQA shareholders at the General Meeting is as follows:

- (a) approval of a 18.5111-to-1 consolidation of CQA shares on issue;
- (b) approval of the Transaction for the purposes of ASX Listing Rule 11.1;
- (c) approval of the issue of the Consideration Shares and the Earn Out Shares to the PCI shareholders, at an effective issue price of \$0.05 per CQA share;

- (d) approval of the issue of at least \$2,500,000 worth of CQA shares pursuant to the public offer, each with an issue price of \$0.05 per CQA share;
- (e) approve the change of name of the Company to 'Property Connect Holdings Limited'; and
- (f) approval of the appointment of nominees of PCI as directors of the Company.

The passing of each resolution is effectively conditional on the passing of all other resolutions.

## **5 Change of activities**

The Transaction will require the Company to change the nature and scale of its activities in accordance with Listing Rule 11.1, subject to the approval of the Company's shareholders

Pursuant to ASX Listing Rule 11.1.3, the Company is now required to re-comply with all of the requirements of Chapters 1 and 2 of the ASX Listing Rules before it proceeds with the proposed change in nature and scale of its activities. This re-compliance will require the Company to lodge a prospectus.

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## 6 Effect on CQA capital structure

The following table shows the indicative impact the Transaction will have on the Company's share capital structure, subject to rounding of fractional entitlements under the proposed CQA share consolidation and assuming the public offer is fully subscribed:

Share Capital transaction	Number of Shares	% of total
Total CQA Shares on issue (pre-consolidation)	740,444,579	-
Shares on issue post consolidation on a 1:18.5111 basis	40,000,000	12.28 %
Shares to be issued to Vendors security holders at \$0.05 per Share	120,000,000	36.83 %
Shares to be issued to existing C-note holders of PC including coupon	25,800,000	7.92%
Shares to be issued to under the public offer at \$0.05 per Share	50,000,000	15.35 %
Maximum number of earn out shares	80,000,000	24.55 %
Issue of Shares to Advisors	10,000,000	3.07 %
<b>Total CQA Shares on completion of the PC acquisition, change of activities, and achievement of earnout shares</b>	<b>325,800,000</b>	<b>100%</b>

## 7 Suspension

Trading in the Company's quoted securities is currently suspended. As noted above, the acquisition of PCI will involve a significant change in the nature and scale of CQA's activities. Accordingly, it will be necessary for CQA to re-comply with the admission requirements in Chapters 1 and 2 of the ASX Listing Rules in order for the ASX to lift that suspension.

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**8 Indicative Timetable (Subject to ASX approval)**

Action	Proposed Date
Execution of share purchase agreement	8 October 2015
Lodge EGM Notice with ASX	21 October 2015
Dispatch EGM NOM	11 November 2015
Lodgement of Prospectus with ASIC	11 December 2015
General Meeting	14 December 2015
Lodge Listing Application with ASX	18 December 2015
Closing date of public offer	11 January 2016
Expected date for re-quotation of the Company's securities	29 January 2016

The above dates are indicative only and may be subject to changed in the discretion of the Directors of CQA without notice.

**9 Additional Information**

For additional information about this announcement please contact Peter Papas on 0438 604 776 or [peter@bantrygroup.com.au](mailto:peter@bantrygroup.com.au)



**Peter Papas**  
Chairman

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# PROPERTY CONNECT

THE FUTURE OF RENTING IS HERE

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# Pain Point

## Renters

Prepared to offer more favorable terms to get the property they want.

## Property Managers

Not optimizing every lease, leaving better terms on the table.

# Market Frustration

*“There’s a lot of frustration from renters who are losing out on apartments, so they’re willing to pay above-ask to make sure their search is over.” – NYC Real Estate News.*

*“Renters are falling over themselves to give higher offers, out-bid each other, and write heartwarming stories to convince you to accept their offer.” – Zillow*

*“The open houses were like some twisted beauty contest where you had five minutes to tell your entire life story, woo the landlord, and leave everyone else in the dust. Emil Meek puts it perfectly: the process “turns you into a monster.” - KQED News*

*“30 to 40 other people turning up to view properties for lease only to find out some time later the successful applicant had offered \$50 to \$100 more a week to secure the home.” – ABC News Australia*

# Introducing LiveOffer™

We optimize every lease, maximize property value, whilst providing much needed transparency and visibility to renters.

Renters Compete

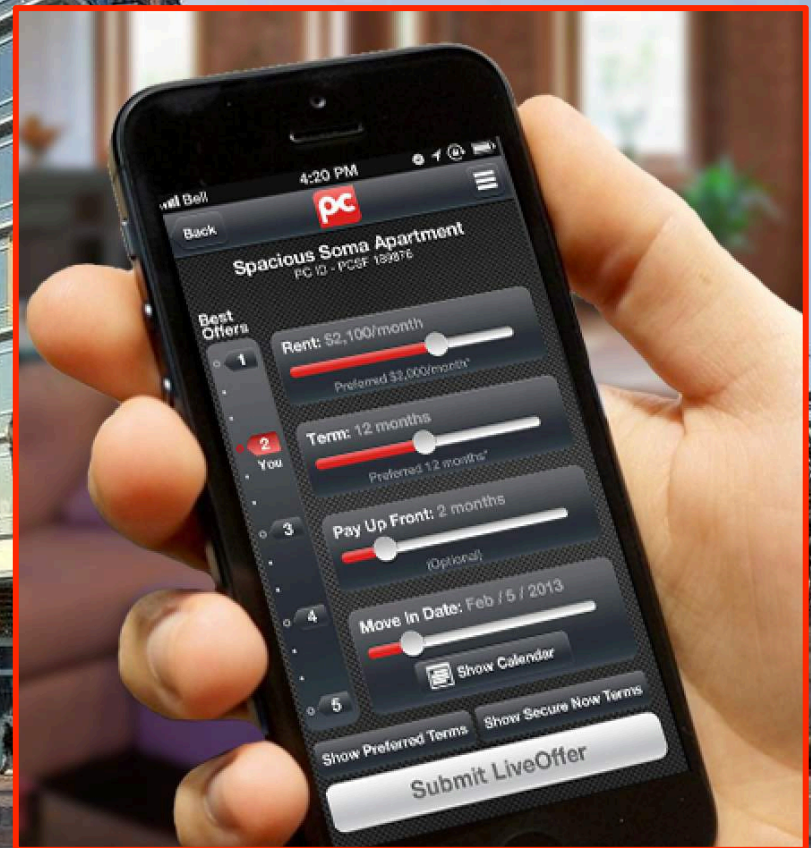
Input Terms Using Sliders

Real-Time Rankings

Proprietary Algorithm

Manager Selects Best Offer

Patent Pending Solution



# Why LiveOffer™

- ✓ Makes rental listings **More Competitive**
- ✓ Property Managers, Agents & Owners get the **best result** for their properties
- ✓ Tenants finally gain much needed **transparency and control** to secure the property they want the most
- ✓ \$500 Billion U.S. Rental Market **Undervalues Tenant Demand**
- ✓ This results in Landlords missing out on unrealized rental income
- ✓ **Streamlining** the application process and **Maximizing** rental income
- ✓ Fastest and most efficient way to get the right tenants and **optimize property value**

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# Initial Target: Multifamily Apartments

In the U.S. Multifamily Residential property refers to single title, multi unit, leased and professionally managed residential real estate. Multifamily is the most secure real estate sector in the U.S. and communities often feature a resort style clubhouse and pool, landscaped grounds and average 250 apartments in size.

Advantages of Multifamily for renters include:

- Flexible lease terms
- Maintenance free living
- Ability for renters to move during lease term between apartments and/or communities under the same management group
- Wide range of premium amenities
- Professional onsite management

Additional target sectors for PC include:

- Student housing
- Single family homes
- Short term rentals
- Commercial property

# Multifamily Market Size USA

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*“Renting has increased sharply across most age groups.” – Joint Center for Housing Studies of Harvard University.*

**30+ million**  
Growing 400,000  
per year

**16.2m**

**1.3m**

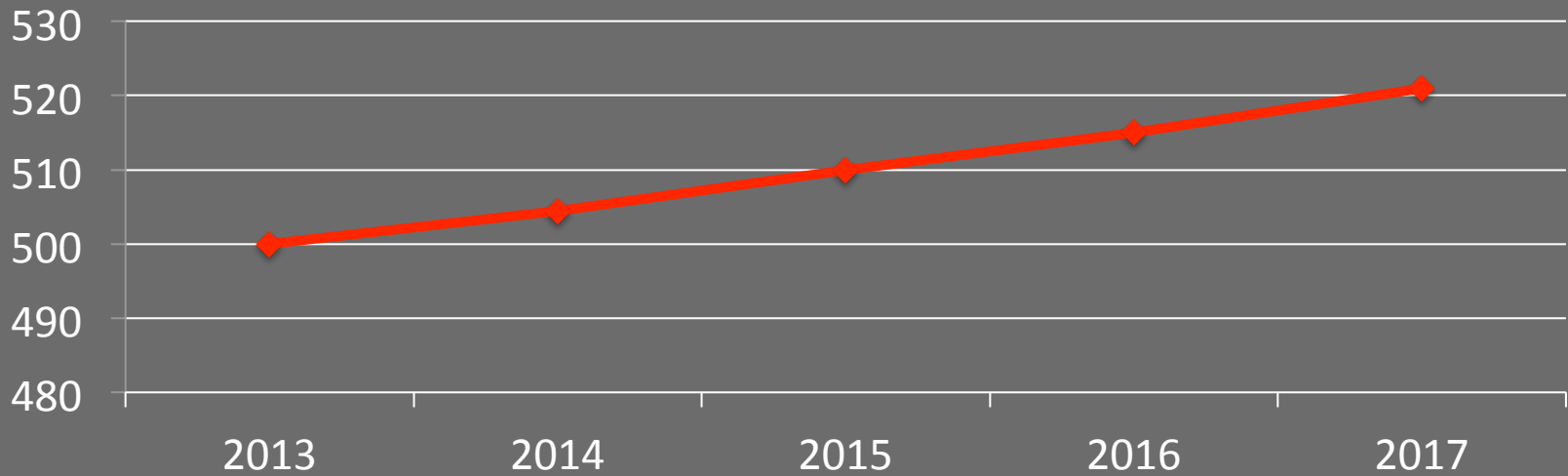
**Apartments**  
Total Available Market

**Executed Leases**  
Serviceable Available Market

**PC Leases**  
8% Share of Market 2019

# Market Analysis

*\$500 billion rental market in the U.S.*



Dollar Amount of Annual Rent Payments in the U.S.(billions)

# Let's get you upgraded

## Introducing Premium Apartments

### A new chapter in revenue optimization and tenant retention

- Multifamily industry is not currently, nor has ever put an emphasis or effort behind identifying their premium units or maximizing the potential of the premium unit inventory.
- The LiveOffer™ revenue upgrade platform enables our partners to offer existing renters the opportunity to upgrade their living experience to Premium Apartments as they become available.
- By optimizing highly sort after premium inventory that would otherwise go to the first applicant, our partners see a high-margin incremental revenue stream delivered to their businesses and strengthen their resident relationships through increased customer value.
- The unique core features and algorithms that make up the LiveOffer™ foundation ensures that each resident targeted for the opportunity and selected for an upgrade meets a host of internally prioritized goals.



# Benefits of Premium Apartments

- Instant Revenue Boost
- In-Depth Analysis
- White-Label
- Higher Tenant Retention
- Improved Renter Profile
- Increased Competitive Edge for Community and Management Company
- Powerful Dashboard
- Simple Setup
- Total Integration
- Higher Yield
- Creates Active Lead List
- Eliminates Renter Frustration with First-Come-First Serve Policy

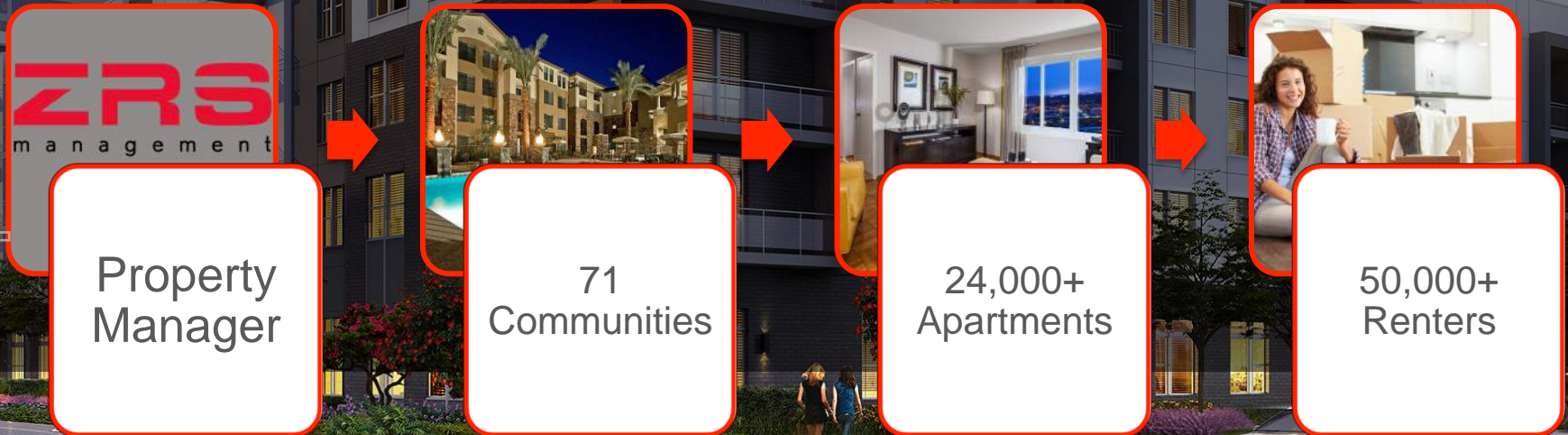
*“Demographic and lifestyle changes, more than economic factors, are driving down the ownership rate over the long term. The U.S. homeownership rate may fall to as low as 55 percent because more Americans are choosing to rent as they postpone getting married and having children, It’s happening all over the country.”*

*– Sam Zell, chairman of landlord Equity Residential. Bloomberg Business*

# Business Model

1. Set up fee \$99.95 - \$299.95 per community.
2. Monthly fee \$99.95 – \$199.95 per community.
3. 1% - 3% transaction fee per lease.

Typical Customer Scale:



# Customer Acquisition

Combination of both traditional & new methods, including but not limited to:

- Face to Face Presentations
- Direct Mail
- Email Campaigns
- Trade Associations & Shows
- Free Rent Promotions
- Referral Programs
- Loyalty Programs
- Social Media

# Traction & Growth

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**BASCOM**  
THE • BASCOM • GROUP

20,000 Apartments

**ZRS**  
management

24,000 Apartments

**ENTRADA**  
PARTNERS

16,000 Apartments

**BONAVENTURE**  
REALTY GROUP, LLC

6,200 Apartments

*Altman*

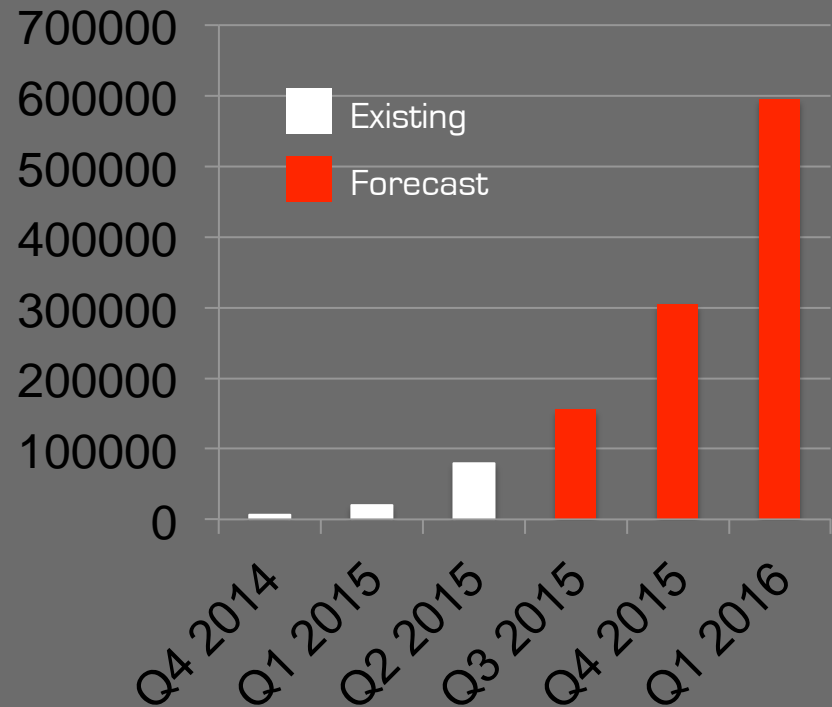
8,000 Apartments



Price Brothers

6,600 Apartments

## Apartments



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# Case Study

## 2 Bedroom Apartment San Francisco



# Competition

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Internet Listing Services

Transaction Optimization

Property Management Software

Partnerships

LiveOffer Widget with Revenue Share



Real-Time Revenue Management Data

# Regulation

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Concern

Response

Fair Housing Law

Manager responsible for final selection

Rent Control

Formal assurance by Manager to rent control compliance required

Licensing

PC is a facilitator not decision maker





# Property Connect Team



## Tim Manson – CEO & Founder

- 15 years in Real Estate Design, Development & Asset Management
- Chairman of Real Estate Sector Founders Network
- Co - Founder & Managing Director Manson Property Group



## Bill Lopez – SVP Business Development

- 23 Years in Multifamily, Student & Senior Housing
- Founded, built and sold 2 successful multifamily companies
- VP Uhlig Communications – Over 10,000 Multifamily Community Clients



## Zoltan Varadi – CTO

- CTO & Founder Applied Evolutions
- CTO In Motion Entertainment
- Development Lead Governmental Systems House



## Sam Lee – Legal Advisor

- Discovery Attorney at Google (Discovery Analytics & Production Team)
- Founder LSATZone.com
- Attorney, Atkinson Andelson



## James Windon – Advisor

- President Brigade Media
- VP Revenue Causes
- Consultant World Trade Organization
- Lawyer Allens Arthur Robinson



## Tom Karemacher – Advisor

- Regional VP, Mid-Market & SMB at Salesforce.com
- APAC Director, SMB Salesforce.com
- Corporate Sales Manager Australia & New Zealand Salesforce.com

## Recent Awards and Recognition



Finalist Harvard Real Estate Venture Competition



Top 5 startups multifamily industry



Winner Google NEXT LA Program



12 Startups changing the way we interact with real estate



PROPERTY CONNECT



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# Thank You

*“The genius behind Property Connect is the ability to deliver transparency for the renter when searching for a new home, while not allowing the leasing professional to leave revenue on the table is unparalleled and highly innovative. I see the LiveOffer process to become a welcomed and standardized practice for renters moving forward.” – Jeremy Brown ZRS Management.*