



REPORT TO CREDITORS

EDEN AUSTRALASIA PTY LTD

ACN 653 282 609

&

THE SAPPHIRE AUSTRALASIA PTY LTD

ACN 655 675 442

(BOTH SUBJECT TO DOCA)

("THE COMPANIES")

25 February 2025

ANDREW CUMMINS

PETER KREJCI

Joint and Several Deed Administrators

Phone 02 8263 2333

Email info@brifnsw.com.au

Website www.briferrier.com.au

Address Level 26, 25 Bligh Street,
Sydney NSW 2000

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INTRODUCTION

We refer to previous correspondence regarding the Companies, in particular, our Supplementary Second Report to Creditors dated 23 December 2024 ("Previous Report") and our Circular to Creditors dated 20 January 2025 advising that the Companies had executed a Deed of Company Arrangement.

This is a Report which should be read in conjunction with our Previous Report. If you have any questions relating to this administration, please do not hesitate to contact this office.

Creditors can find copies of all previous reports regarding this appointment on our website <https://www.briferrier.com.au/>

COMPANY DETAILS

Name	Eden Australasia Pty Ltd
Incorporated	31 August 2021
ACN/ABN	653 282 609/87 653 282 609 0
Registered Office	Level 2 74 McEvoy Street
& Trading Address	Alexandria NSW 2015
Name	The Sapphire Australasia Pty Ltd
Incorporated	29 November 2021
ACN/ABN	655 675 442/15 655 675 442
Registered Office &	Level 2, 74 McEvoy Street
Trading Address	Alexandria NSW 2015

ADMINISTRATORS

Name	Andrew Cummins and Peter Krejci
Date Appointed	24 September 2024

ADMINISTRATION CONTACT

Name	Mankirth Mandair
Email	mmandair@brifnsw.com.au
Phone	02 8263 2333

GLOSSARY OF COMMON ACRONYMS & ABBREVIATIONS

ABN	Australian Business Number
ACN	Australian Company Number
Act	Corporations Act 2001 (Cth)
Administrators	Peter Krejci and Andrew Cummins
ARITA	Australian Restructuring Insolvency and Turnaround Association
ASIC	Australian Securities and Investments Commission
CVL	Creditors Voluntary Liquidation
CGT	Capital Gains Tax
Companies	Eden Australasia Pty Ltd & The Sapphire Australasia Pty Ltd
DIRRI	Declaration of Independence, Relevant Relationships & Indemnities
DOCA	Deed of Company Arrangement
Eden	Eden Australasia Pty Ltd
Hotel	Hotel Australasia located at 142-144 Imlay Street Eden NSW 2551
Firm	BRI Ferrier
IPR	Insolvency Practice Rules (Corporations) 2016
IPS	Insolvency Practice Schedule (Corporations) 2016
POD	Proof of Debt
Sapphire	The Sapphire Australasia Pty Ltd
VA	Voluntary Administration

EXECUTIVE SUMMARY

As you are aware, we, Andrew Cummins and Peter Krejci were appointed Joint and Several Administrators of the Companies pursuant to Section 436A of the Corporations Act. A second meeting of creditors was held on 30 October 2024 at which the meetings were adjourned. The meetings were resumed on 6 January 2025, at which time creditors resolved that the Companies should executed a Deed of Company Arrangement.

The proposal was put forward by the Administrators to permit continued trading of the Hotel (in particular the preservation of the liquor license and continuity of other contracts/agreements) until a sale of the Hotel could be completed.

This report should be read in conjunction with our Previous Report. We will not restate matters contained in the Previous Report.

As you may be aware, the sale of the Hotel completed on 3 February 2025. Since completion we have been finalising our financial position from trading and have requested all trading suppliers close/cancel their administrator accounts and forward to us their final invoices for payment. Should you have any queries from the administrator period you should contact our office as soon as possible.

Since the sale of the Hotel and property has been completed and in accordance with the Deed of Company Arrangement, we have determined that it is now appropriate to convene a meeting of creditors, for creditors to consider the future of the Companies. At this stage, we have not received any proposals to amend the existing Deed of Company Arrangement, and as the Companies are insolvent, we recommend that creditors should resolve to place the Companies into Liquidation.

The meeting of creditors has been convened for Wednesday, 12 March 2025 at 11:00am (AEDT). We have proposed to hold the meetings concurrently. Attached as **Annexure "A"** is the Notice of concurrent meetings of creditors. The meeting will be held, both in person and virtually for the convenience of creditors.

1 DISCLAIMER

This Report and the statements made herein are based upon available books and records, information provided by Advisors and from our own enquiries. Whilst we have no reason to doubt the accuracy of the information provided or contained herein, we reserve the right to alter our opinions or conclusions should the underlying data prove to be inaccurate or materially change after the date of this Report.

In considering the options available to Creditors and in formulating our recommendations, we have necessarily made forecasts and estimates of asset realisations and the ultimate quantum of creditors' claims against the Companies where appropriate. These forecasts and estimates may change as asset realisations progress and as creditors' claims are made and adjudicated upon. Whilst the forecasts and estimates are the external administrators' best assessment in the circumstances, creditors should note that the Companies ultimate deficiency, and therefore the outcome for creditors could differ from the information provided in this Report.

Neither the deed administrators nor any member or employee of BRI Ferrier accepts responsibility in any way whatsoever to any person in respect of any errors in this report arising from incorrect information provided to us, or necessary forecasts, estimates and assessments made for the purposes of these reports.

Should any creditor have material information in relation to the Companies' affairs which they consider may impact on our investigation or reports, please forward the details to our office as soon as possible.

2 DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

A DIRRI pursuant to Section 436DA of the Act was enclosed in our First Report to Creditors dated 27 September 2024. A replacement DIRRI was issued to creditors with my Supplementary Second Report to Creditors dated 23 December 2024. We have provided a further updated DIRRI which is annexed as **Annexure E**.

3 TRADING DURING THE ADMINISTRATION PERIOD

As discussed, we continued to trade during the voluntary administration and subsequent deed administration period. Since our previous report, we have:

- ▲ Continued to trade the business of the Companies over the Christmas and New Year Period which saw some significant uplift in trading revenue.
- ▲ Overall, the trading of the business was only possible as a result of support from the major secured creditor, Bond Finance, who provided us with sufficient funds to enable ongoing trading. We are finalising some of the expenditures of the hotel, however based on our calculations and estimates, the Hotel traded at a small loss.

- ▲ The decision to continue to trade, notwithstanding the small loss was to preserve the value of the hotel and business, as well as preserving the hotel's liquor licenses.

4 SALE OF REAL PROPERTY AND OTHER ASSETS

As advised above, the sale of the Property and assets was completed on 3 February 2025. Since completion of the sale, we have focused on arranging the cancellation and closure of administrator accounts and finalising payments incurred during the voluntary administration and deed administration periods.

We have contacted all known suppliers, to provide their final accounts. If you have not already done so, and you have provided services during the administration period, we request you cancel all services provided to the Companies, provide invoices/statement of account confirming any funds owed by the administrators.

As part of the sales process, we engaged tax accountants to determine if the Companies had any CGT liability which may have arisen as a result of the sale. As you are aware Eden had acquired the Hotel in 2021, and since that time continued to renovate and improve the Property. The costs associated with improving the Hotel, are an important consideration of any CGT liability, as they can be utilised to adjust the cost base of the Property thereby reducing any capital gain from the sale. However, as we held no records pertaining to the improvement, we were unable to substantiate these adjustments. The tax advice sought recommended that we obtained a 'Quantity Surveyors' report to substantiate the improvements, which would then be sufficient evidence to demonstrate any costs base adjustments. We have subsequently received the QS report, which estimates that the costs made to improve the hotel, when added to the purchase price (cost base) of the hotel have resulted in no capital gain being made. The tax accountant has recommended that a Company Tax Return should be prepared and lodged to crystallise this tax position. We will shortly engage the tax account to prepare and lodge the return.

We have provided an interim trading summary to the secured creditor regarding the proceeds from trading and are working towards finalising all trading liabilities, with any cash surplus going toward partially returning the indemnity funding provided by Bond Finance.

5 NEXT STEPS

The DOCA requires that within 2 months of execution of the DOCA, the Deed Administrators are required to convene meetings of the Companies for creditors to consider either amending the DOCA or to resolve to place the Companies into Liquidation.

We have determined that it is now appropriate to convene a meeting of creditors to consider the future of the Companies.

Should Creditors decide to wind up the Companies, the Deed Administration would revert to a Creditors Voluntary Liquidation and the Deed Administrators would become the Liquidators, unless creditors resolved to appoint an alternative Liquidator.

One of the roles of the Liquidators would be to complete investigations into the reasons for the Companies failure and to identify any causes of action or voidable transaction recoveries against any entity or individual. The Liquidators are also required to report their findings to ASIC where offences are identified.

We are likely to provide more details regarding recoveries in subsequent creditors reports.

6 DEED ADMINISTRATORS' RECEIPTS AND PAYMENTS

Attached as **Annexure "F"** is the Deed Administrators' Receipts and Payments to the date of this Report.

7 EXTERNAL ADMINISTRATORS' REMUNERATION

In compliance with the Australian Restructuring, Insolvency and Turnaround Association's ("ARITA") Code of Professional Practice and the requirements of the Act, we are required to provide detailed information in respect of our remuneration. We attach our Remuneration Approval Reports for Eden and Sapphire as **Annexures "G"** and **"H"** respectively which details the major tasks that have been and will be conducted in this administration. Our remuneration is calculated on the time spent by staff at hourly rates used by BRI Ferrier, as detailed in our Remuneration Matrix. This document is contained within the Remuneration Report. In addition, within the document titled Advice to Creditors Regarding Remuneration includes our schedule of hourly rates, is attached as **Annexure "I"**.

To date, our remuneration has been calculated on this "Time-Cost" basis, and we propose that it continue to be calculated on this basis. The Time-Cost method for calculating remuneration reflects the cost to our firm of the work undertaken, rather than a measure of the assets realised. In our view, the Time-Cost method is the preferable basis for calculating remuneration in an engagement such as this.

For Creditors' information, ASIC information sheets that relate to specific circumstances once an insolvency practitioner is appointed to a Company and approval of remuneration can be found at the following websites:

- ▲ <http://www.asic.gov.au/insolvencyinfosheets>
- ▲ https://www.arita.com.au/ARITA/ARITA/Insolvency_help/Insolvency-explained.aspx

7.1 DEED OF COMPANY ARRANGEMENT PERIOD

Creditors have approved the Administrators' remuneration to the conclusion of the administration. At the upcoming meeting of creditors, creditors will be asked to approve the Deed Administrators' remuneration for the period 16 January 2025 to the end of the DOCA period.

Please refer to the Remuneration Approval Reports for Eden and Sapphire, attached as **Annexures "G"** and **"H"** respectively for further details.

7.2 LIQUIDATION PERIOD

If the Company is placed into liquidation at the upcoming meeting of creditors, we will be appointed Liquidators, unless creditors resolve to appoint an alternate Liquidator/s. We note that we have not received an alternate consent to act as Liquidator/s.

If creditors resolve to wind up an entity and we are to be appointed, we will also seek approval for our estimated remuneration in conducting the Liquidation. The attached Remuneration Approval Reports for Eden and Sapphire details an estimate of the costs likely to be incurred in a liquidation scenario. It is an interim estimate only and actual costs may be quite different, depending on the work required and/or if litigation actually is pursued. Therefore, the estimate may change depending on matters which occur during the course of the liquidation.

Please refer to the Remuneration Approval Reports for Eden and Sapphire, attached as **Annexure "G"** and **"H"** respectively for further details.

8 MEETING OF CREDITORS

A meeting of creditors for the companies has been convened for Wednesday, 12 March 2025 at 11:00am (AEDT). The formal Notice of Meeting is attached as **Annexure "A"** for your reference.

To participate as a Creditor, you should:

- ▲ Provide us with a Proof of Debt Form detailing your claim as a creditor. Proofs of Debt Forms are enclosed as **Annexure "B"**. If you have previously provided a proof of debt and wish to supplement it, you may do so. Otherwise, creditors are not required to re-lodge for the upcoming meeting of creditors.
- ▲ Creditors may attend and vote in person, by proxy or by attorney. The appointment of a proxy, which is attached as **Annexure "C" (Eden) and Annexure "D" ("Sapphire")**, must be in accordance with Form 532. We note that persons attending on behalf of a corporate entity are required to have a proxy signed on behalf of that entity. Proxies submitted for previous meetings are not valid for the upcoming meeting of creditors.

- ▲ A specific proxy can be lodged showing approval, rejection or abstention of each resolution. Creditors, in lodging specific proxies, need to be mindful that their intended voting patterns can become academic or “contradictory” where the outcome of an earlier vote (in the order of proceedings) is determined in a way which could influence or change their intended voting. Proxy forms thereof must be lodged at our office by 4:00 PM one (1) business day prior to the meeting.

9 QUERIES

The BRI Ferrier staff member responsible for this matter is as follows:

BRI Contact: Mankirth Mandair

Phone: (02) 8263 2333

Email: mmandair@brifnsw.com.au

Mailing: Suite 4, Level 26, 25 Bligh Street Sydney NSW 2000

Yours faithfully,

EDEN AUSTRALASIA PTY LTD

THE SAPPHIRE AUSTRALASIA PTY LTD

(SUBJECT TO DEED OF COMPANY ARRANGEMENT)



ANDREW CUMMINS

Joint and Several Administrator



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "A"
Notice of Meeting of Creditors

CORPORATIONS ACT 2001

Section 445E

Insolvency Practice Rules (Corporations)

75-10, 75-15, 75-20 & 75-35

NOTICE OF CONCURRENT MEETING OF CREDITORS

EDEN AUSTRALASIA PTY LTD

ACN 653 282 609

THE SAPPHIRE AUSTRALASIA PTY LTD

ACN 655 675 442

(BOTH SUBJECT TO DEED OF COMPANY ARRANGEMENT)

("THE COMPANIES")

NOTICE is given that a Meeting of the Creditors of the Companies will be held at the offices of BRI Ferrier, Level 26, 25 Bligh Street, Sydney NSW 2000 on **Wednesday, 12 March 2025 at 11:00 AM AEDT**.

Virtual meeting technology will also be made available should creditors wish to attend the meeting virtually. To attend virtually, creditors will need to register their details at the following link:

https://us06web.zoom.us/meeting/register/oSjG1FP6QQajHaVBkz9s_w

A G E N D A

1. To receive the Report of the Deed Administrators and receive questions from creditors.
2. To consider approving the remuneration of the Deed Administrators.
3. To consider approving the disbursement of the Deed Administrators.
4. For Creditors to determine if the Deed of Company Arrangement should be terminated and that the Companies be wound up.
5. If Creditors resolve to wind up the Companies:
 - a. To consider approving the remuneration of the Liquidators;
 - b. To consider approving the internal disbursements of the Liquidators; and
6. To consider the appointment of a Committee of Inspection.
7. To consider the early destruction of books and records.
8. To consider any other business that may be lawfully brought forward.

Proxies to be used at the meeting should be lodged at the office of the Deed Administrators by 4:00 PM AEDT on the business day prior to the meeting. A creditor can only be represented by proxy or by an attorney pursuant to Insolvency Practice Rules (Corporations) (IPR) 75-150 & 75-155 or, if a body corporate, by a representative appointed pursuant to Section 250D of the Corporations Act 2001.

Special Instructions for Meeting

Attendees who wish to attend the meeting virtually are required to register to attend the meeting at the above link.

You will also need to provide a Formal Proof of Debt Form (including documentation to support your claim) and proxy form, if you are a corporate creditor or wish to be represented by another person.

In accordance with IPR 75-85, creditors will not be entitled to vote at this meeting unless they have previously lodged particulars of their claim against the Companies with the Deed Administrators and their claim has been admitted for voting purposes wholly or in part by the Deed Administrators.

Upon receipt of a valid Formal Proof of Debt Form and Proxy, a link to access the virtual meeting will be emailed to you. This link will be unique for each attendee and unable to be shared with other parties. Telephone dial-in details will also be available for the virtual meeting. Those wishing to attend via telephone will also be required to complete the above registration process.

In accordance with IPR 5-5, a vote taken on a "show of hands" includes a vote taken using any electronic mechanism that indicates the intentions of a person in respect of a vote. This may include an attendee clicking a "raise a hand", or similar button, on a virtual meeting computer program, as well as verbally indicating their vote if dialling in to the meeting.

This definition is necessary to ensure that a show of hands may be used at a virtual meeting as an alternative to a poll.

DATED this 25th day of February 2025



ANDREW CUMMINS

JOINT AND SEVERAL DEED ADMINISTRATOR

BRI FERRIER

Level 26

25 Bligh Street

Sydney NSW 2000

***Voting at a Meeting the effect of Insolvency Practice Rules (Corporations) 75-85:**

Entitlement to vote at meetings of creditors

(1) A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.

(2) Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.

(3) A person is not entitled to vote as a creditor at a meeting of creditors unless:

- (a) his or her debt or claim has been admitted wholly or in part by the external administrator; or
- (b) he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - (i) those particulars; or
 - (ii) if required—a formal proof of the debt or claim.

(4) A creditor must not vote in respect of:

- (a) an unliquidated debt; or
- (b) a contingent debt; or
- (c) an unliquidated or a contingent claim; or
- (d) a debt the value of which is not established;

unless a just estimate of its value has been made.

(5) A creditor must not vote in respect of a debt or a claim on or secured by a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor unless he or she is willing to do the following:

- (a) treat the liability to him or her on the instrument or security of a person covered by subsection (6) as a security in his or her hands;
- (b) estimate its value;
- (c) for the purposes of voting (but not for the purposes of dividend), to deduct it from his or her debt or claim.

(6) A person is covered by this subsection if:

- (a) the person's liability is a debt or a claim on, or secured by, a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor; and
- (b) the person is either liable to the company directly, or may be liable to the company on the default of another person with respect to the liability; and
- (c) the person is not an insolvent under administration or a person against whom a winding up order is in force



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "B"
Formal Proof of Debt or Claim Form

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

To the Joint and Several Administrators of: (please tick one)

☐

Eden Australasia Pty Ltd (Subject to Deed of Company Arrangement) ACN 653 282 609
The Sapphire Australasia Pty Ltd (Subject to Deed of Company Arrangement) ACN 655 675
442

1. This is to state that the company was, on 24 September 2024⁽¹⁾ and still is, justly and truly indebted to⁽²⁾ (full name):

.....
('Creditor')

.....
of (full address)

for \$ dollars and cents.

Particulars of the debt are:

Date	Consideration ⁽³⁾ state how the debt arose	Amount \$	GST included \$	Remarks ⁽⁴⁾ include details of voucher substantiating payment

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any manner of satisfaction or security for the sum or any part of it except for the following:

Insert particulars of all securities held. Where the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, specify them in a schedule in the following form:

Date	Drawer	Acceptor	Amount \$ c	Due Date

☐

I am **not** a related creditor of the Company ⁽⁵⁾

☐

I am a related creditor of the Company ⁽⁵⁾
relationship:

3A.^{(6)*} I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

3B.^{(6)*} I am the creditor's agent authorised to make this statement in writing. I know that the debt was incurred and for the consideration stated and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

<input type="checkbox"/>	<p>I authorise the External Administrators' (whether as Voluntary Administrators/Deed Administrators/Liquidators) on behalf of the Company and his or her employees and agents to send and give electronic notification of documents in accordance with Section 105A of the Corporations Act 2001 to the following email address:</p> <p>Contact Name:</p> <p>Email Address:</p>
--------------------------	--

DATED this day of 2025

Signature of Signatory

NAME IN BLOCK LETTERS

Occupation

Address

OFFICE USE ONLY

POD No:		ADMIT (Voting / Dividend) - Ordinary	\$
Date Received:	/ /	ADMIT (Voting / Dividend) – Preferential	\$
Entered into CORE IPS:		Reject (Voting / Dividend)	\$
Amount per CRA/RATA	\$	Object or H/Over for Consideration	\$
Reason for Admitting / Rejection			
PREP BY/AUTHORISED		TOTAL PROOF	\$
DATE AUTHORISED / /			

Proof of Debt Form Directions

- * Strike out whichever is inapplicable.
- (1) Insert date of Court Order in winding up by the Court, or date of resolution to wind up, if a voluntary winding up.
- (2) Insert full name and address (including ABN) of the creditor and, if applicable, the creditor's partners. If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor.
- (3) Under "Consideration" state how the debt arose, for example "goods sold and delivered to the company between the dates of", "moneys advanced in respect of the Bill of Exchange".
- (4) Under "Remarks" include details of vouchers substantiating payment.
- (5) Related Party / Entity: Director, relative of Director, related company, beneficiary of a related trust.
- (6) If the Creditor is a natural person and this proof is made by the Creditor personally. In other cases, if, for example, you are the director of a corporate Creditor or the solicitor or accountant of the Creditor, you sign this form as the Creditor's authorised agent (delete item 3A). If you are an authorised employee of the Creditor (credit manager etc), delete item 3B.

Annexures

- A. If space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, the information must be set out in an annexure.
- B. An annexure to a form must:
 - (a) have an identifying mark;
 - (b) and be endorsed with the words:
 - i) "This is the annexure of *(insert number of pages)* pages marked *(insert an identifying mark)* referred to in the *(insert description of form)* signed by me/us and dated *(insert date of signing)*; and
 - (c) be signed by each person signing the form to which the document is annexed.
- C. The pages in an annexure must be numbered consecutively.
- D. If a form has a document annexed the following particulars of the annexure must be written on the form:
 - (a) the identifying mark; and
 - (b) the number of pages.
- E. A reference to an annexure includes a document that is with a form.



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "C"
Eden Appointment of Proxy Form

APPOINTMENT OF PROXY

EDEN AUSTRALASIA PTY LTD
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 653 282 609
("THE COMPANY")

*I/*We⁽¹⁾.....of.....
a creditor of **Eden Australasia Pty Ltd (Subject to DOCA)**, appoint⁽²⁾..... or
in his or her absence as *my/our general/special proxy to vote at the
Meeting of Creditors of the Company to be held on Wednesday, 12 March 2025 at 11:00 AM AEDT, or at any
adjournment of that meeting.

Please mark any boxes with an

X

Proxy Type:

☐

General

☐

Special

	For	Against	Abstain
<u>Resolution 1:</u> <i>"That the remuneration of the Joint and Several Deed Administrators, their partners and staff for the period 16 January 2025 to 14 February 2025, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, be fixed and approved at \$99,881.00 (plus GST), and that the Joint and Several Deed Administrators be authorised to draw that amount."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 2:</u> <i>"That the remuneration of the Joint and Several Deed Administrators, their partners and staff for the period 15 February 2025 to 12 March 2025 be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025 be approved to an interim cap of \$40,000.00 (plus GST), and that the Joint and Several Deed Administrators be authorised to draw that amount as and when incurred."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 3:</u> <i>"That the Joint and Several Deed Administrators be allowed internal disbursements from 16 January 2025 to 12 March 2025 at the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, up to an amount of \$1,000.00 (plus GST) and that the Joint and Several Deed Administrators be authorised to draw that amount as accrued."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
<u>Resolution 4⁽³⁾:</u> <i>"That the Deed of Company Arrangement be terminated and the Company placed into liquidation."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>If creditors resolve to place the Company into Liquidation</u>			
<u>Resolution 5:</u> <i>"That the remuneration of the Joint and Several Liquidators, their partners and staff for the period 12 March 2025 to the conclusion of the Liquidation, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, be approved to an interim cap of \$80,000.00 (plus GST), and that the Joint and Several Liquidators be authorised to draw that amount as and when incurred."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 6:</u> <i>"That the Joint and Several Liquidators be allowed internal disbursements for the period 12 March 2025 to the conclusion of the Liquidation at the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, up to an amount of \$2,000.00 (plus GST) and that the Joint and Several Liquidators be authorised to draw that amount as accrued."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 7:</u> <i>"That subject to the consent of the Australian Securities & Investments Commission, the Liquidators be approved to destroy the books and records of the Company at any time after the dissolution of the Company."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS FOR COMPLETING:

- * Strike out if inapplicable.
- (1) Insert name and address. 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.
-

DATED thisday of 2025

Signature

Proxies should be returned to the offices of BRI Ferrier by 4.00 PM AEDT one (1) business day prior to the meeting by: Email: mmandair@brifnsw.com.au, or Post: Level 26, 25 Bligh Street SYDNEY NSW 2000

CERTIFICATE OF WITNESS – (This certificate is to be completed only if the person giving the proxy is blind or incapable of writing)

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 before he attached his signature or mark to the instrument.

DATED thisday of 2025

Signature of Witness:

Description:

Place of Residence:



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "D"
Sapphire Appointment of Proxy Form

APPOINTMENT OF PROXY

THE SAPPHIRE AUSTRALASIA PTY LTD
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 655 675 442
("THE COMPANY")

*I/*We⁽¹⁾.....of.....

a creditor of **The Sapphire Australasia Pty Ltd (Subject to DOCA)**, appoint⁽²⁾
 or in his or her absence

as *my/our general/special proxy to vote at the meeting of creditors of the Company to be held on Wednesday, 12 March 2025 at 11:00 AM AEDT, or at any adjournment of that meeting.

Please mark any boxes with an ☒

Proxy Type: ☐ General ☐ Special

	For	Against	Abstain
<u>Resolution 1:</u> <i>"That the remuneration of the Deed Administrators, their partners and staff for the period 16 January 2025 to 14 February 2025, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, be fixed and approved at \$27,838.80 (plus GST), and that the Deed Administrators be authorised to draw that amount."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 2:</u> <i>"That the remuneration of the Deed Administrators, their partners and staff for the period 15 February 2025 to 12 March 2025 be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025 and approved to an interim cap of \$10,000.00 (plus GST), and that the Deed Administrators be authorised to draw that amount as and when incurred."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 3:</u> <i>"That the Deed Administrators be allowed internal disbursements from 16 January 2025 to the conclusion of the DOCA at the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, up to an amount of \$1,000.00 (plus GST) and that the Deed Administrators be authorised to draw that amount as accrued."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 4⁽³⁾:</u> <i>"That the Deed of Company Arrangement end and the Company be wound up."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
<u>If creditors resolve to place the Company into Liquidation</u>			
<u>Resolution 5:</u> <i>"That the remuneration of the Joint and Several Liquidators, their partners and staff for the period starting from the 12 March 2025 to the conclusion of the Liquidation, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, and approved to an interim cap of \$40,000.00 (plus GST), and that the Joint and Several Liquidators be authorised to draw that amount as and when incurred."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 6:</u> <i>"That the Joint and Several Liquidators be allowed internal disbursements for the period starting from 12 March to the conclusion of the Liquidation at the rates of charge annexed to the Deed Administrators' Report to Creditors dated 25 February 2025, up to an amount of \$2,000.00 (plus GST) and that the Joint and Several Liquidators be authorised to draw that amount as accrued."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 7:</u> <i>"That subject to the consent of the Australian Securities & Investments Commission, the Liquidators be approved to destroy the books and records of the Company at any time after the dissolution of the Company."</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS FOR COMPLETING:

- * Strike out if inapplicable.
- (1) Insert name and address. 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.
-

DATED thisday of 2025

Signature

Proxies should be returned to the offices of BRI Ferrier by 4.00 PM AEDT one (1) business day prior to the meeting by: Email: mmandair@brifnsw.com.au, or Post: Level 26, 25 Bligh Street SYDNEY NSW 2000

CERTIFICATE OF WITNESS – (This certificate is to be completed only if the person giving the proxy is blind or incapable of writing)

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 before he attached his signature or mark to the instrument.

DATED thisday of 2025

Signature of Witness:

Description:

Place of Residence:



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "E"
Declaration of Independence,
Relevant Relationships and
Indemnities (Updated)

Declaration of Independence, Relevant Relationships and Indemnities

**EDEN AUSTRALASIA PTY LTD
(DEED ADMINISTRATORS APPOINTED)
ACN 653 282 609 / ABN 87 653 282 609**

**THE SAPPHIRE AUSTRALASIA PTY LTD
(DEED ADMINISTRATORS APPOINTED)
ACN 655 675 442 / ABN 15 655 675 442**

(“THE COMPANIES”)

Revised 25 February 2025

**Peter Krejci
Andrew Cummins
Joint and Several Deed Administrators**

Novabrif Pty Ltd t/as BRI Ferrier
ABN 61 643 013 610
Level 26, 25 Bligh Street, Sydney NSW 2000
Phone (02) 8263 2333
Email: info@brifnsw.com.au
Website: www.briferrier.com.au



This is a replacement declaration of independence, relevant relationships and indemnities ("DIRRI") dated 23 December 2024.

The purpose of this document is to assist creditors with understanding any relevant relationships that we, the Joint and Several Deed Administrators, have with parties who are closely connected to Eden Australasia Pty Ltd (Deed Administrators Appointed) ACN 653 282 609 ("Eden") and The Sapphire Australasia Pty Ltd (Deed Administrators Appointed) ACN 655 675 442 ("Sapphire") (collectively "the Companies") and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for further explanation or information and can act to remove and replace us if you wish.

This declaration is made in respect of ourselves, our partners and BRI Ferrier network.

We are Professional Members of ARITA – Australian Restructuring Insolvency and Turnaround Association. We acknowledge that we are bound by the ARITA Code of Professional Practice.

A. INDEPENDENCE

We, Peter Krejci and Andrew Cummins, of BRI Ferrier have assessed our independence prior to accepting the appointment as Joint and Several Deed Administrators of the Companies in accordance with the law and applicable professional standards and we are not aware of any reasons that would prevent us from accepting this appointment.

There are no other known relevant relationships, including personal, business and professional relationships that should be disclosed beyond those we have disclosed in this document.

B. CIRCUMSTANCES OF APPOINTMENT

I. HOW WE WERE REFERRED THIS APPOINTMENT

This appointment was referred to us by ERA Legal. ERA Legal are the legal representatives of the Companies' secured creditor, Bond Finance Pty Ltd ("Bond Finance"). Our firm has been referred other matters from ERA Legal, however these matters were referred to us on an irregular basis. Further, we have not received or paid any benefit to ERA Legal with respect to these referrals. Therefore, we are of the view that the referral source will not give rise to a conflict of interest.

There is no expectation, agreement or understanding between us and ERA Legal regarding the conduct of the Administrators and we are free to act independently and in accordance with the law and applicable professional standards.

II. DID WE MEET WITH THE COMPANY, THE DIRECTOR OR THEIR ADVISORS BEFORE WE WERE APPOINTED?

☒ Yes ☐ No

We have engaged in various discussions during our appointment as Investigating Accountants and prior to our appointment as Voluntary Administrators, as detailed below:

- On 27 August 2024, Mr Krejci received a telephone call from Daren Anderson of ERA Legal to provide some background to a potential appointment as investigative accountants and to arrange a meeting with the secured creditor, Bond Finance, to discuss the affairs of the Companies and some of their related entities.
- On 28 August 2024, Mr Krejci and Mr Coyne provided their consent to act as Investigating Accountants. The appointment included the Companies as well as Risby Cove TAS Pty Ltd ("RCT"), an accommodation hotel trading as The Adelphi Hotel in Melbourne CBD and Republic Hotel Sydney Pty Ltd ("RHS"), a pub located in Sydney CBD. The scope of the appointment was limited in nature and included a review of the financial position of the RHS and RCT, investigating the sale of the businesses and real properties of these entities as well as the recoverability of some large GST Refunds.
- On 29 August 2024, Mr Krejci contacted Mr John Palasti by telephone, the Director of both the Companies and RHS and RCT, requesting he provide information and records required to commence investigations. Their phone call was confirmed via email, which outlined Mr Krejci's requests for information and records. Later that day, Mr Krejci received a letter from McEvoy Legal, representing Mr Palasti, providing some of the information requested.
- On 29 August 2024, Mr Aman Ray Singh Bajwa of McEvoy Legal, representing Mr Palasti, sent further emails to our office providing some additional information regarding the GST position of the Companies and RHS and RCT.
- On 30 August 2024, Mr Palasti, attended a meeting at our offices to discuss various aspects of our investigating accountants' engagement, including a potential sale of the Republic Hotel and the Adelphi Hotel. The meeting was attended by a representative from Bond Finance, Mr Darren Anderson and Ms Kylie Lundy from ERA legal, Mr John Palasti and his legal advisers Mr Bajwa and Mr Kekatos.
- On 30 August 2024, Mr Krejci's staff issued a further email to Mr Bajwa, reiterating the information required to undertake our investigations as investigating accountants.
- On 3 September 2024, Mr Krejci's staff sent a further follow-up email to Mr Bajwa reiterating the required information.
- On 19 September 2024, ERA Legal advised Mr Krejci by email that RHS had entered into a contract for the sale of the RHS's property and business. Further, ERA Legal sought a Consent to Act as Voluntary Administrators for RHS and Republic Hotel Management Pty Ltd from Mr Krejci and Mr Cummins.

- On 20 September 2024, Mr Krejci and Andrew Cummins provided a Consent to Act as Joint and Several Administrators of RHS and Republic Hotel Management Pty Ltd. Mr Krejci and Mr Cummins' appointment as Voluntary Administrators was made later that day by Bond Finance pursuant to Section 436C of the Corporations Act.
- On 24 September 2024, ERA Legal sought a Consent to Act as Voluntary Administrators of the Companies from Mr Krejci and Mr Cummins.
- On 24 September 2024, Mr Krejci and Andrew Cummins provided a Consent to Act as Joint and Several Administrators of the Companies. Mr Krejci and Mr Cummins' appointment as Voluntary Administrators was made by Bond Finance pursuant to Section 436C of the Corporations Act.

Neither of us, nor our firm have received any remuneration for the abovementioned correspondence and advice.

In our opinion, the above does not affect our independence for the following reasons:

- We have not provided any advice to the Companies or its Directors prior to our appointment.

We have provided no other information or advice to the Companies, its Directors or advisors prior to our appointment beyond that outlined in this DIRRI.

C. RELEVANT RELATIONSHIPS (EXCLUDING PROFESSIONAL SERVICES TO THE INSOLVENT)

Within the previous two years, we, or members of our firm, have, or have had a relationship with:	
The Company?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
The Directors?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Any associates of the Company?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

[THIS SECTION IS INTENTIONALLY LEFT BLANK]

	<p>Appointment of Peter Krejci as Liquidator of AM NSW Pty Limited ACN 163 065 478 ("AM NSW") on 25 October 2024 by a resolution of its creditors at a duly convened creditors' meeting replacing the previous Liquidator Mr Daniel Frisken from O'Brien Palmer.</p> <p>Appointment of Peter Krejci and David Coyne as Investigating Accountants of the Companies, Republic Hotel Sydney Pty Ltd and Risby Cove TAS Pty Ltd.</p> <p>Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Republic Hotel Sydney Pty Ltd ("RHS") and Republic Hotel Management Pty Ltd ("RHM") and subsequently appointed Joint and Several Liquidators on 24 October 2024.</p> <p>Appointment of Peter Krejci and David Coyne as Voluntary Administrators of Risby Cove TAS Pty Ltd ("RCT") and Risby Cove Management Pty Ltd ("RCM") and subsequently appointed Joint and Several Liquidators on 18 December 2024.</p> <p>Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of the Companies and subsequently appointed Joint and Several Deed Administrators on 6 January 2025.</p> <p>Appointment of Peter Krejci and Andrew Cummins to the below companies:</p> <ul style="list-style-type: none"> ➤ Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Core Asset Investments Pty Ltd ("Core Asset") on 27 November 2024 and subsequently Joint and Several Liquidators on 6 January 2025. ➤ Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Nerang QLD Pty Ltd ("Nerang QLD") and subsequently Joint and Several Liquidators on 6 January 2025. ➤ Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of The Courthouse Management Pty Ltd ("Courthouse") and subsequently Joint and Several Liquidators on 6 January 2025. ➤ Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Newcastle Denison Pty Ltd ("Newcastle") and subsequently Joint and Several Liquidators on 6 January 2025. ➤ Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Cedar Grove Tas Pty Ltd
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(“Cedar Grove”) and subsequently Joint and Several Liquidators on 6 January 2025.

- **Appointment of Peter Krejci and Andrew Cummins as Voluntary Administrators of Virtical Metro Pty Ltd (“Virtical Metro”) and subsequently Joint and Several Liquidators on 24 January 2025.**

Appointment of Peter Krejci and Jonathon Keenan to the below companies pursuant to an Order of the Federal Court of Australia on 19 February 2025:

Appointment Type	Companies
Provisional Liquidators	Core Asset Developments Pty Ltd (ACN 643 711 200)
Provisional Liquidators	Newcastle Denison Management Pty Ltd (ACN 667 810 031)
Provisional Liquidators	The Jewel of Eden Motel Pty Ltd (ACN 656 783 774)
Provisional Liquidators	The Whale Hotel Pty Ltd (ACN 656 052 578)
Provisional Liquidators	Top Class Construction NSW Pty Ltd (ACN 621 721 757).
Receivership	Bond Global Capital Pty Ltd (ACN 652 537 598)

Appointment of Jonathon Keenan as Joint and Several Liquidator to AM NSW, RCT and RCM pursuant to an Order of the Federal Court of Australia on 19 February 2025.

These entities all share a common director and/or former directors, being Mr Andrew Miller, Mr Palasti, and Mr Mark Toma and Bond Finance is the secured creditor across RHS, RHM, RCT, RCM, Eden, Sapphire, Nerang QLD, Courthouse, Newcastle, Cedar Grove, Core Asset and Virtical Metro.

Appointments to group and/or related parties is permitted under the ARITA Code of Professional Practice and should generate efficiencies in conducting the appointments. This is particularly

Within the previous two years, we, or members of our firm, have, or have had a relationship with:

	<p>relevant given the mixing of the financial and operational matters between the Companies.</p> <p>The affairs of these Companies are closely linked to The Republic Hotel and the Adelphi Hotels and therefore the appointment to these entities will assist in seeking to maximise the outcomes for creditors.</p> <p>The role undertaken by us as Joint and Several Voluntary Administrators/Liquidators will not influence our ability to fully comply with the statutory and fiduciary obligations associated the administration of the Companies in an objective and impartial manner.</p> <p>Should any conflict arise, we will keep creditors informed and take appropriate actions to resolve the conflict which may include obtaining court directions or the appointment of a Special Purpose Administrator.</p>
A former insolvency practitioner appointed to the Company?	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
A secured creditor entitled to enforce a security over the whole or substantially the whole of the Company' property?	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Appointment by Bond Finance Pty Ltd as Investigating Accountants and Voluntary Administrators</p> <p>Bond Finance Pty Ltd hold registered security interests and registered mortgages over property owned by RHS, RHM, RCT, RCM, Core Asset, Nerang QLD, Virtical Metro, Courthouse, Newcastle Denison and Cedar Grove and the Companies.</p> <p>As discussed above, on 28 August 2024, Mr Krejci and Mr Coyne were engaged as Investigating Accountants to the Companies, RHS and RCT by the secured creditor, Bond Finance, to undertake a review of the financial positions, GST positions and possible sale of business/assets of RHS and RCT. Mr Krejci and Mr Coyne have subsequently been appointed as Voluntary Administrators of RCT on 23 September 2024.</p> <p>Further, Mr Krejci and Mr Cummins were appointed as</p> <ul style="list-style-type: none"> Voluntary Administrators of RHS and RHM on 20 September 2024 and subsequently, Joint and Several Liquidators on 24 October 2024.

Within the previous two years, we, or members of our firm, have, or have had a relationship with:

- Voluntary Administrators of RCT and RCM on 23 September 2024 and **subsequently, Joint and Several Liquidators on 18 December 2024.**
- Voluntary Administrators of the Companies on 24 September 2024 and **subsequently appointed Joint and Several Deed Administrators on 6 January 2025.**
- Voluntary Administrators of Core Asset, Nerang QLD, Courthouse, Newcastle Denison and Cedar Grove on 27 November 2024 and **subsequently Joint and Several Liquidators on 6 January 2025.**
- Voluntary Administrators of Virtual Metro on 27 November 2024 and **subsequently Joint and Several Liquidators on 24 January 2025.**

We believe that this relationship does not result in a conflict of interest or duty for the following reasons:

- Our investigations as investigating accountants were only in its preliminary stages and no final report was ultimately provided to Bond Finance. We have not been paid for the work completed and BRI Ferrier have written off any amount owed in respect of the work completed prior to the voluntary administration.
- The work undertaken by us for the secured creditor as administrators of RHS and Republic Hotel Management Pty Ltd, Core Asset, Nerang QLD, Virtual Metro, Courthouse, Newcastle Denison and Cedar Grove will not influence our investigations and/or relationships with the creditors of the Companies.
- The work undertaken would not be subject to review or challenge during the course of the voluntary administration.

As such, the work undertaken by us for the secured creditor will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the voluntary administration of the Companies in an objective and impartial manner.

Do we have any other relationships that we consider are relevant to creditors assessing our independence?

☒ Yes ☐ No

Australian Taxation Office

The records identify that the ATO is a creditor of the Companies.

The ATO is a sophisticated statutory creditor and is administratively bound to act as a Model Litigant. In our experience the ATO does not seek to exert improper pressure on insolvency practitioners in connection with the discharge of their duties to creditors generally.

Principals and Directors of BRI Ferrier around Australia, were, until its expiration at the end of 2014, members of a panel of Official Liquidators established by the ATO and accepted appointments by Australian Courts initiated by the Federal Commissioner. These Official Liquidators had undertaken to the ATO to accept appointments as Liquidator appointed by a Court under the Corporations Act where the ATO is the applicant creditor, whether the Companies has assets or not. BRI Ferrier is likely to seek inclusion in any comparable panel should one be established in future. Membership of the panel was not conditional upon any preference or benefit being conferred upon the ATO.

In addition to the above, we also note that Principals of BRI Ferrier routinely accept nominations and appointment as insolvency practitioners by the major trading banks, in addition to creditors such as the ATO (as discussed above). The nature of these relationships varies over time depending on the nature of the engagements. Such relationships do not impede our independence or give rise to a conflict of duties because we accept such engagements only on the basis that our independence will be maintained and the relationships are maintained on professional commercial terms.

ERA Legal

ERA Legal are a firm of solicitors who we have dealt with from time to time. We have been referred other matters from ERA Legal prior to these appointments, however these matters were referred to us on an irregular basis. Further, we have not received or paid any benefit to ERA Legal with respect to these referrals. Therefore, we are of the view that the referral source will not give rise to a conflict of interest.

III. 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 Companies, an associate of the Companies, a former insolvency practitioner appointed to the Companies or any person or entity that has a valid and enforceable security interest on the whole or substantially whole of the Companies' properties that should be disclosed.

D. INDEMNITIES AND UP-FRONT PAYMENTS


We have been provided with the following indemnity:

Name	Relationship with the Companies	Nature of indemnity or payment
Bond Finance Pty Ltd	The Companies' secured creditor.	<p>On 24 September 2024, we, as Administrators of the Companies, entered into a Deed of Indemnity with Bond Finance.</p> <p>The Deed of Indemnity provides for funding capped to an amount of \$200,000 to cover all liabilities properly incurred by the Administrators in the conduct of the Administration of the Companies, including but not limited to, the trading costs, Administrators' remuneration, expenses, legal fees and disbursements. The indemnity may be called upon at the conclusion of the Administration period if the trading of the business is insufficient to meet such expenses/liabilities.</p> <p>This indemnity is unconditional and will not affect our ability to conduct the external administrations.</p> <p>We have received an amount of \$50,000 under the Deed of Indemnity to date, in order to facilitate ongoing trading of the Companies.</p> <p>We also received \$56,453.00 on the 22nd of November 2024 under the Deed of Indemnity.</p> <p>On the 19th of December 2024, we requested a further \$93,547.00 under the Deed of Indemnity.</p>
ATO	The Companies' creditor.	The ATO have agreed to funding and indemnifying the Liquidators of RHS, RCT, RCT, RCM, the Companies, AM

		NSW, Cedar Grove, Core Asset, Courthouse, Nerang QLD, Newcastle and Virtical Metro; the Provisional Liquidators and Receivers of the entities mentioned above. The Funding and Indemnity Agreement is currently subject to suppression Orders by the Court.
--	--	---

We have not received any upfront payments and have not been indemnified in relation to this administration, other than any indemnities that we may be entitled to under statute.

Dated: 25th February 2025



.....

Peter Krejci

Joint and Several Administrator



.....

Andrew Cummins

Joint and Several Administrator

NOTE:

- 1. The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional Standards.*
- 2. If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and ARITA's 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. For creditors' voluntary liquidations and voluntary administrations, this document and any updated versions of this document are required to be lodged with ASIC.*



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "F"
Summary of Receipts and Payments
for Eden and Sapphire

Summarised Receipts & Payments

Eden Australasia Pty Ltd

(Subject to Deed of Company Arrangement)

Transactions From 16 January 2025 To 14 February 2025

A/C	Account	Net	GST	Gross
1	Sales - Food and Beverage	124,574.37	12,457.42	137,031.79
2	Sales - Accommodation / Travel	28,039.98	2,804.04	30,844.02
24	Suppliers (Incl. GST)	5,231.61	523.16	5,754.77
74	Cash at Bank	296,546.83	0.00	296,546.83
Total Receipts (inc GST)		\$454,392.79	\$15,784.62	\$470,177.41
23	Suppliers (Excl. GST)	41,438.13	0.00	41,438.13
24	Suppliers (Incl. GST)	71,128.34	7,112.78	78,241.12
26	Waste Removal	5,488.45	548.84	6,037.29
32	Electricity	14,733.69	1,473.36	16,207.05
33	Gas	1,083.10	108.31	1,191.41
34	Consultancy Labour (GST)	13,111.90	1,311.20	14,423.10
36	Insurance Premium Funding	8,250.55	825.05	9,075.60
41	Professional Fees	1,845.00	184.50	2,029.50
43	Rent Paid (Residential)	4,719.25	0.00	4,719.25
44	Repairs & Maintenance (incl GST)	982.71	98.28	1,080.99
51	Wages & Salaries	53,273.75	0.00	53,273.75
53	Stamp Duty	752.40	0.00	752.40
57	Stock Taker	1,136.36	113.64	1,250.00
59	Transaction Fees (incl GST)	1,555.79	155.59	1,711.38
63	IT Services (incl GST)	2,622.80	262.28	2,885.08
89	PJ & AM Morgan Staff Accomodation	(1,350.00)	0.00	(1,350.00)
139	Legal Fees (1)	13,099.29	1,309.93	14,409.22
156	Sub-Contractors	11,660.70	1,166.07	12,826.77
157	Superannuation	5,814.77	0.00	5,814.77
228	Superannuation Liability	(5,814.77)	0.00	(5,814.77)
234 - 1	Withholding Tax (PAYG) - Total Tax Withheld - OTE	(8,526.00)	0.00	(8,526.00)
Total Payments (inc GST)		\$237,006.21	\$14,669.83	\$251,676.04
Balance in Hand - By Bank Account				
212	Cheque Account			218,501.37
				\$218,501.37

Summarised Receipts & Payments

The Sapphire Australasia Pty Ltd
(Subject to Deed of Company Arrangement)
Transactions From 16 January 2025 To 14 February 2025

A/C	Account	Net	GST	Gross
74	Cash at Bank	466.24	0.00	466.24
Total Receipts (inc GST)		\$466.24	\$0.00	\$466.24
Total Payments (inc GST)		\$0.00	\$0.00	\$0.00
Balance in Hand - By Bank Account				
212	Cheque Account			466.24
				\$466.24



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "G"
Eden Remuneration Approval Report

Remuneration Approval Report

**Eden Australasia Pty Ltd
(Subject to DOCA)
ACN 653 282 609
("The Company")**

25 February 2025

**Peter Krejci & Andrew Cummins
Joint and Several Administrators**

Novabrif Pty Ltd ABN 61 643 013 610
Level 26, 25 Bligh Street, Sydney NSW 2000
GPO Box 7079, Sydney NSW 2001
Phone (02) 8263 2333
Email: info@brifnsw.com.au
Website: www.briferrier.com.au



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1. EXECUTIVE SUMMARY

We are asking creditors to approve the following remuneration and disbursements:

	Remuneration \$ (excl GST)	Disbursements \$ (excl GST)
Deed of Company Arrangement	139,881.00	1,000.00
If Company is liquidated	80,000.00	2,000.00

Details of remuneration can be found in section 3 of this report.

Creditors have previously approved our remuneration and disbursements of:

Period	Remuneration \$ (excl GST)	Disbursements \$ (excl GST)
Voluntary Administration	458,148.00	1,000.00
Deed of Company Arrangement	0.00	0.00
Total	458,148.00	1,000.00

We estimate that total cost of the Deed of Company Arrangement to be \$139,881.00 (plus GST).

We estimate that the total cost of the Liquidation to be \$80,000.00 (plus GST).

We will seek further remuneration approval from creditors as necessary in due course.

2. DECLARATION

Peter Krejci and I of BRI Ferrier, have undertaken an assessment of this remuneration claim in accordance with the law and applicable professional standards. We are satisfied that the remuneration and disbursement claimed is necessary and proper.

We have reviewed the work in progress ledger to ensure that remuneration is only being claimed for necessary and proper work performed and no adjustment was necessary.

3. REMUNERATION APPROVAL SOUGHT

The remuneration we are asking creditors to approve is as follows:

For	Period	Amount (\$, excl. GST)	Rates to apply	When it will be drawn
Work we have already done	16 January 2025 to 14 February 2025	99,881.00	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available
Future work	15 February 2025 to 12 March 2025	40,000.00	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available and incurred
DOCA Total		139,881.00		
Future work – Liquidation	12 March 2025 to Finalisation of Liquidation	80,000.00	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available and incurred
Liquidation Total		80,000.00		

Details of the work done for the period 16 January 2025 to 14 February 2025 and future work that we intend to do are included at **Schedule A**.

A breakdown of time spent by staff members on each major task for work completed from 16 January 2025 to 14 February 2025 is included in **Schedule B**.

Actual resolutions to be put to the meeting are included at **Schedule D** for your information. These resolutions also appear in the proxy form for the meeting provided to you.

4. DISBURSEMENTS SOUGHT

We are not required to seek creditor approval for costs paid to third parties or where we are recovering a cost incurred on behalf of the administration, but we must provide details to creditors. To date, we have not paid any such costs in the administration.

We are required to obtain creditor's consent for the payment of a disbursement where we, or a related entity of ourselves, may directly or indirectly obtain a profit.

For more information about disbursements, please refer to the Initial Remuneration Notice sent to you on 27 September 2024.

The internal disbursements we would like creditors to approve is as follows:

For	Period	Amount (\$, excl. GST)
Disbursements during the DOCA period	16 January 2025 to 12 March 2025	1,000.00

For	Period	Amount (\$, excl. GST)
If Company is liquidated - Future disbursements	12 March 2025 to conclusion of liquidation	2,000.00

Details of disbursements incurred, and future disbursements are included at **Schedule E**. Actual resolutions to be put to the meeting are included at **Schedule D** for your information. These resolutions also appear in the proxy form for the meeting provided to you.

5. LIKELY IMPACT ON DIVIDENDS

The Corporations Act sets the order for payment of claims against a company, and it provides for the remuneration of the external administrators to be paid in priority to other claims. This ensures that when there are sufficient funds, the Administrators receives payment for the work done to recover assets, investigate the Company's affairs, report to creditors and ASIC and distribute any available funds. Even if creditors approve our remuneration, this does not guarantee that we will be paid, as we are only paid if sufficient assets are recovered.

6. SUMMARY RECEIPT AND PAYMENTS

A summary of receipts and payment as at the date of this report is attached.

7. QUERIES & INFORMATION SHEET

If you have any queries in relation to the information in this report, please contact our office. You can also access information which may assist you on the following websites:

ARITA at www.arita.com.au/creditors

ASIC at <http://www.asic.gov.au> (search for INFO 85)

Further supporting documentation for our remuneration claim can be provided to creditors on request.

8. ATTACHMENTS

Schedule A – Details of work from 16 January 2025 to 14 February 2025

Schedule B – A breakdown of time spent by staff members on each major task for work completed from 16 January 2025 to 14 February 2025

Schedule C – Detail of work to be completed – Conclusion of DOCA to Conclusion of the Liquidation

Schedule D – Resolutions

Schedule E – Disbursements

SCHEDULE A – DETAILS OF WORK FROM 16 JANUARY 2025 TO 14 FEBRUARY 2025

Company	Eden Australasia Pty Ltd (Subject to DOCA)	Period From	16 January 2025	To	14 February 2025
Practitioner	Peter Krejci and Andrew Cummins	Firm	BRI Ferrier		
Administration Type	Deed of Company Arrangement				
		Tasks			
		Work completed (excl. GST)		Future work (excl. GST)	
Period		16 January 2025 to 14 February 2025		15 February 2025 to conclusion of DOCA	
Amount (excl. GST)		\$99,881.00		\$40,000.00	
Task Area	General Description				
Assets		24.5 Hours \$14,440.00		\$3,000.00	
	Sale of Business as a Going Concern	Preparation of work to attend to settlement including payout figures to clear PPSR registrations Arranging for movement and storage of items excluded from sale Liaising with General Manager to attend to settlement items Liaising with purchasers regarding transfer of accounts and data for ongoing trading Liaising with suppliers with PPSR to obtain payout figures Liaising with suppliers to arrange transfer of key accounts		Liaising with purchaser regarding any outstanding issues	

		<p>Arranging cancellation of administrator accounts and final invoices</p> <p>Engage tax accountants to obtain advice regarding CGT liability</p> <p>Attendance at settlement and attending to stocktakers' queries</p> <p>Liaising with Quantity Surveyor to discuss QS report</p> <p>Review employee records and liaising with solicitors regarding transfer of employees and termination letters</p> <p>Arranging transfer of trading licenses</p> <p>Prepare calculation for transferring employees</p>	
	Sale of Real Property	<p>Liaising with purchaser generally</p> <p>Liaising with agents regarding settlement, Review and collate CGT documents</p> <p>Engage tax accountants to obtain advice regarding CGT liability</p> <p>Correspondence with solicitors regarding transfer of accounts</p>	
	Debtor	<p>Followup correspondence with debtors</p> <p>Consider collectability of debtors</p>	Followup correspondence with debtors
	Other Assets	Liaising with preappointment banker and organising bank sweeps when required	
Trade On		<p>113.7 Hours</p> <p>\$47,782.00</p>	\$15,000.00
	Trade on management	<p>Attendance on site to address staff regarding continued trading</p> <p>Liaising with management and staff at hotel</p>	<p>Arranging final payment of trade on liabilities</p> <p>Liaising with suppliers to finalising accounts</p>

		<p>Internal meetings to discuss trading, budgeting and staffing</p> <p>Prepared and issued circular to staff</p> <p>Prepared and issued circular to suppliers</p> <p>Liaise with management, staff and suppliers regarding continued trading</p> <p>Liaise with lawyers regarding trade on issues</p> <p>Implementing management and operational protocols for continued trading</p> <p>Reconciling weekly payroll reports from accountant</p> <p>Organise payment of weekly payroll</p> <p>Discussions with key suppliers regarding trade on accounts to be opened under the company in administration's name</p> <p>Organise payment of suppliers on a weekly basis</p> <p>Requesting account statements from suppliers</p> <p>Maintaining a supplier invoice register</p> <p>Authorising purchase orders with general manager</p> <p>Liaising with management and dealing with various operational issues</p> <p>Liaising with the IT service provider in relation to prepare a backup of the Company's electronic records</p> <p>Liaise with lawyers regarding trade on accounts and employees</p> <p>Prepare termination notice for labour hire employees</p>	<p>Confirm cancellation of insurance policies and arranging for payment of any additional liability</p> <p>Provide an account of trading proceeds to secured creditor</p> <p>Preparation of Declaration of Actual Wages</p> <p>Remit trade on superannuation</p> <p>Confirm with accommodation booking suppliers of transfer of future booking data</p> <p>Securing security footage from trading period</p>
	Budgeting & Financial Reporting	<p>Review and discuss cashflow forecast and funds required for trade on</p> <p>Updating cashflow</p>	Finalising trade on liabilities

		Telephone conversations with key suppliers regarding ongoing trade and updating cash flow and supplier log accordingly	
	Processing receipts and payments	Preparing receipts and payment forms relating to trade on Entering trade on receipts and payments into accounting system	Entering trade on receipts and payments into accounting system Reconciling trade on accounts
Creditors		11.3 Hours \$4,666.00	\$9,000.00
	Creditor Enquiries	Receive and respond to creditor enquiries Receive and follow up creditor enquiries by telephone Review and prepare correspondence to creditors and their representatives by email	Receive and respond to creditor enquiries Receive and follow up creditor enquiries by telephone Review and prepare correspondence to creditors and their representatives by email Responding to information requested by creditors
	Creditor Reports	Preparing Report to Creditors Preparation of necessary annexures for Report to Creditors	Preparing and issuing Report to Creditors convening meeting of creditors Preparation of necessary annexures for Report to Creditors
	Dealing with proofs of debt	Receipting and filing POD when not related to a dividend Maintaining register of Proofs of Debts received Reviewing supporting documentation from creditors	Receipting, processing, and filing Proofs of Debts when not related to a dividend Maintaining register of Proofs of Debts received Reviewing supporting documentation from creditors
	Secured creditor reporting	Notifying PPSR registered creditors of appointment Liaising with Preparing reports to secured creditor Responding to secured creditor's queries	Responding to secured creditor's queries Liaising with PPSR creditors regarding discharge statements
	Meeting of Creditors	Preparation of meeting notices, proxies and advertisements	Sending Notice of Meeting to all known creditors

			Preparation of meeting file, including agenda, attendance register, list of creditors, report to creditors, advertisement of meeting and draft minutes of meeting Attending meeting of creditors
Investigation		17.9 Hours \$7,610.00	\$8,000.00
	Conducting Investigation	Reviewing Company's books and records Preparation of comparative financial statements Undertaking further investigation into bank account movements Review statements in detail regarding related party transfers Review the Company's books and records in relation to the Company's historical financial position and financial performance Review Company Xero file and nature of related party loan accounts Review of General Ledger and account transactions Preparation of investigation file Review inter-company loan accounts Review of Company Xero file and noting inaccuracies on same Review ATO audit of GST claims by the Company Liaising with ATO regarding funding and possible indemnity Liaising with solicitors regarding court application	Finalise investigations & prepare summary for report to creditors

	Litigation/Recoveries	Preparation of affidavit to apply to court to be appointed as external administrator of various related parties.	Preparation of affidavit to apply to court to be appointed as external administrator of various related parties.
Employees		5.00 Hours \$2,908.00	\$1,000.00
	Calculation of entitlements	Finalise calculation of employee entitlements Liaise with management in relation to calculation of employee entitlements	Reviewing employee files and Company's books and records
	Other Employee Issues	Prepare and issue termination letters to employees Liaise with solicitors regarding employee terminations	
Administration		64.8 Hours \$22,475.00	\$4,000.00
	ASIC Forms and lodgements	Preparing and lodging ASIC forms including 5603, 5011, 505, 531, etc Arranging lodgement of DOCA Preparing and lodging ASIC PNW Advertisements	Preparing and lodging ASIC forms including 5011, 530 etc Preparing and lodging ASIC PNW Advertisements
	Bank account administration	Preparing correspondence opening bank account Requesting bank statements Bank account reconciliations	Bank account reconciliations
	Document maintenance/file review/checklist	Preparing and updating job checklists Filing of documents	Updating job checklists Filing of documents
	ATO and other statutory reporting	Notification of appointment as Deed Administrator Preparation of BAS Review audit documents obtained	Preparation of BAS Liaising with ATO regarding claim
	Planning / Review	Discussions regarding status of administration	Discussions regarding status of administration
	Insurance	Liaising with insurance broker regarding adequacy of insurance	Liaising with insurance broker regarding finalising trade on insurance coverage

		Liaising with insurer regarding possible insurance claim Correspondence with previous brokers Cancellation of insurance coverage following sale completion	
	Finalisation	Notifying ATO of finalisation of VA Completing checklists Finalising WIP	N/A

SCHEDULE B – TIME SPENT BY STAFF ON MAJOR TASKS – 16 JANUARY 2025 TO 14 FEBRUARY 2025

Eden Australasia Pty Ltd (Subject to Deed of Company Arrangement)
ACN 653 282 609
For the period 16 January 2025 to 14 February 2025

Staff Classification	Name	Hourly Rate \$ (ex GST)	Administration Hrs \$	Assets Hrs \$	Creditors Hrs \$	Employees Hrs \$	Investigation Hrs \$	Trade On Hrs \$	Total Hrs \$
Appointee	Andrew Cummins	750		1.40 1,050.00	0.30 225.00			3.30 2,475.00	5.00 3,750.00
Principal	John Keenan	750	0.30 225.00				0.30 225.00		0.60 450.00
Principal	David Cocker	750	0.20 150.00	0.10 75.00			4.00 3,000.00		4.30 3,225.00
Senior Manager	Pauline Yeow	620	2.90 1,798.00	9.20 5,704.00	2.80 1,736.00	4.40 2,728.00		4.50 2,790.00	23.80 14,756.00
Manager	Savio Monis	580	4.20 2,436.00	12.20 7,076.00				25.90 15,022.00	42.30 24,534.00
Supervisor	Ashleigh Roche	510	0.10 51.00						0.10 51.00
Senior 1	Joshua Coorey	450	0.60 270.00					2.20 990.00	2.80 1,260.00
Senior 2	Sushma Mandira	400	0.10 40.00				0.80 320.00		0.90 360.00
Intermediate 1	Mankirth Mandair	350	11.70 4,095.00	1.10 385.00	4.90 1,715.00		4.50 1,575.00	63.30 22,155.00	85.50 29,925.00
Intermediate 2	Zachary George	300	0.10 30.00						0.10 30.00
Intermediate 2	Hugh Matthews	300		0.50 150.00	3.30 990.00	0.60 180.00		14.50 4,350.00	18.90 5,670.00
Senior Administration	Sonia Stelmach	300	1.20 360.00						1.20 360.00
Senior Administration	Tiarnan Teague	300	3.70 1,110.00				8.30 2,490.00		12.00 3,600.00
Senior Administration	Sarita Gurung	300	35.30 10,590.00						35.30 10,590.00
Senior Administration	Andrea Moulikova	300	4.40 1,320.00						4.40 1,320.00
Total			64.80 22,475.00	24.50 14,440.00	11.30 4,666.00	5.00 2,908.00	17.90 7,610.00	113.70 47,782.00	237.20 99,881.00
									GST 9,988.10
									Total (incl GST) 109,869.10
Average Rate			346.84	589.39	412.92	581.60	425.14	420.25	421.08

SCHEDULE C – DETAILS OF WORK TO BE COMPLETED – 12 MARCH 2025 TO THE CONCLUSION OF THE LIQUIDATION

Company	Eden Australasia Pty Ltd (Subject to DOCA)	Period From	12 March 2025	To	Conclusion of Liquidation
Practitioner	Peter Krejci and Andrew Cummins	Firm	BRI Ferrier		
Administration Type	Creditors Voluntary Liquidation				
		Tasks			
		If wound up			
		Liquidation Work			
Period		12 March 2025 to Conclusion of Liquidation			
Amount (excl. GST)		\$80,000.00			
Task Area	General Description				
Assets		\$8,000.00			
	Debtors	Correspondence with debtors and issue demands Review records supporting claims Reviewing and assessing debtors’ ledgers Liaising with debt collectors and solicitors			
Creditors		\$20,000.00			
	Creditor Enquiries	Receive and respond to creditor enquiries Review and prepare initial correspondence to creditors and their representatives Considering reasonableness of creditor request Obtaining legal advice on requests Compiling information requested by creditors			
	Creditor Reports	Prepare Circular to Creditors regarding Liquidation Prepare Statutory Report to Creditors Preparation of necessary annexures for Statutory Report to Creditors			

	Secured creditor reporting	Preparing reports to secured creditor Responding to secured creditor's queries
	Dealing with proofs of debt	Receipting, processing, and filing Proofs of Debts when not related to a dividend Maintaining register of Proofs of Debts received Reviewing supporting documentation from creditors
	Meeting of Creditors	Convening creditors meeting as necessary Preparation of Minutes of Meeting (if required)
Investigation		\$32,000.00
	Conducting Investigation	Obtaining and reviewing further Company's books and records Reviewing further Company's books and records Conducting further investigations into potential voidable transactions Preparation of updated investigation file
	Examinations	Preparing brief to solicitor Liaising with solicitor(s) regarding examinations Attendance at examination Reviewing examination transcripts Liaising with solicitor(s) regarding outcome of examinations and further actions available
	Litigation / Recoveries	Internal meetings to discuss status of litigation Preparing brief to solicitors Liaising with solicitors regarding recovery actions Attending to negotiations Attending to settlement matters
	ASIC Reporting	Preparing statutory investigation reports Preparation and lodgement of supplementary report if required Lodgement of investigation with ASIC Liaising with ASIC
Employees		\$10,000.00

	Employees enquiries	Correspondence with employees Receive and follow up employee enquiries via telephone Maintain employee enquiry register
	FEG	Correspondence with FEG Preparing initial questionnaire Preparing FEG quotation for services Request further supporting documentation from employees to substantiate their claims Preparing verification spreadsheet of employee entitlements Completing FEG questionnaires Correspondence with FEG regarding discrepancies, if any
	Calculation of entitlements	Calculating employee entitlements Reviewing employee files and Company's books and records Reconciling superannuation accounts Reviewing awards Liaising with solicitors regarding entitlements
	Employee dividend	Correspondence with employees regarding dividend Correspondence with ATO regarding SGC POD (if required) Preparing dividend file Advertising dividend notice Receipting and adjudicating POD Preparing distribution
Administration		\$10,000.00
	ASIC Forms and lodgements	Preparing and lodging ASIC forms Correspondence with ASIC regarding statutory forms
	Bank account administration	Preparing receipt and payment vouchers Bank account reconciliations Correspondence with bank regarding specific transfers
	Books and Records/ Storage	Dealing with records in storage

	Correspondence	Correspondence regarding the Company not related to any of the above milestones
	Document maintenance/file review/checklist	Filing of documents File reviews Updating checklists
	ATO and other statutory reporting	Notification of appointment Preparing BAS
	Planning / Review	Discussions regarding status of administration
	Finalisation	Notifying ATO of finalisation Cancelling ABN/GST/PAYG registration Completing checklists Finalising WIP

SCHEDULE D – RESOLUTIONS

We will be seeking approval of the following resolutions to approve our remuneration and disbursements. Details to support these resolutions are included in **sections 3 and 4** and in the attached Schedules.

Resolution 1: Deed Administrators’ Remuneration for the period 16 January 2025 to 14 February 2025

“That the remuneration of the Joint and Several Deed Administrators, their partners and staff for the period 16 January 2025 to 14 February 2025, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, be fixed and approved at \$99,881.00 (plus GST), and that the Joint and Several Deed Administrators be authorised to draw that amount.”

Resolution 2: Deed Administrators’ Remuneration for the period 15 February 2025 to 12 March 2025

“That the remuneration of the Joint and Several Deed Administrators, their partners and staff for the period 15 February 2025 to 12 March 2025 be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025 be approved to an interim cap of \$40,000.00 (plus GST), and that the Joint and Several Deed Administrators be authorised to draw that amount as and when incurred.”

Resolution 3: Deed Administrators’ Internal Disbursements for the period 16 January 2025 to 12 March 2025

“That the Joint and Several Deed Administrators be allowed internal disbursements from 16 January 2025 to 12 March 2025 at the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, up to an amount of \$1,000.00 (plus GST) and that the Joint and Several Deed Administrators be authorised to draw that amount as accrued.”

If the Company is wound up:

Resolution 5: Liquidators’ Remuneration from 12 March 2025 to the conclusion of the Liquidation

“That the remuneration of the Joint and Several Liquidators, their partners and staff for the period 12 March 2025 to the conclusion of the Liquidation, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, be approved to an interim cap of \$80,000.00 (plus GST), and that the Joint and Several Liquidators be authorised to draw that amount as and when incurred.”

Resolution 6: Liquidators’ Internal Disbursements from 12 March 2025 to conclusion of the Liquidation

“That the Joint and Several Liquidators be allowed internal disbursements for the period 12 March 2025 to the conclusion of the Liquidation at the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, up to an amount of \$2,000.00 (plus GST) and that the Joint and Several Liquidators be authorised to draw that amount as accrued.”

SCHEDULE E – DISBURSEMENTS

Disbursements are divided into three types:

- Externally provided professional services - these are recovered at cost. An example of an externally provided 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, would generally charge at cost; though some expenses such as telephone calls, photocopying and printing 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 advise that to date we have not paid any disbursements incurred during this Administration by our Firm.

We are not obliged to seek creditor approval for disbursements paid to third parties, but must account to creditors, this includes providing details of the basis of charging for these types of disbursements to creditors as part of the Remuneration Approval Report. We are required to seek creditor approval for internal disbursements where there could be a profit or advantage. Accordingly, we will be seeking approval from creditors for resolutions detailed under Schedule D.

Future disbursements provided by our Firm will be charged to the administration on the following basis:

Disbursement Type	Rate (excl. GST)
Externally provided professional services	At cost
Externally provided non-professional costs	At cost
Internal disbursements	
ASIC Charges for appointments and notifiable events	At cost
Faxes and Photocopying	\$0.25 per page
Postage	At cost
Staff vehicle use	In accordance with ATO mileage allowance



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "H"
Sapphire Remuneration Approval
Report

Remuneration Approval Report

**The Sapphire Australasia Pty Ltd
(Subject to DOCA)
ACN 655 675 442
("The Company")**

25 February 2025

**Peter Krejci & Andrew Cummins
Joint and Several Administrators**

Novabrif Pty Ltd ABN 61 643 013 610
Level 26, 25 Bligh Street, Sydney NSW 2000
GPO Box 7079, Sydney NSW 2001
Phone (02) 8263 2333
Email: info@brifnsw.com.au
Website: www.briferrier.com.au



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1. EXECUTIVE SUMMARY

We are asking creditors to approve the following remuneration and disbursements:

The Sapphire Australasia Pty Ltd	Remuneration \$ (excl GST)	Disbursements \$ (excl GST)
DOCA	37,838.80	1,000.00
If Company is liquidated	40,000.00	2,000.00

Details of remuneration can be found in section 3 of this report.

Creditors have previously approved our remuneration and disbursements of.

Period	Remuneration \$ (excl GST)	Disbursements \$ (excl GST)
Voluntary Administration	41,635.00	1,000.00
Deed of Company Arrangement	0.00	0.00
Total	41,635.00	1,000.00

We estimate the total cost of this DOCA will be approximately \$37,838.80 (plus GST).

We estimate that the total cost of the Liquidation to be \$40,000.00 (plus GST).

We will seek further remuneration approval from creditors as necessary in due course.

2. DECLARATION

Peter Krejci and I of BRI Ferrier, have undertaken an assessment of this remuneration claim in accordance with the law and applicable professional standards. We are satisfied that the remuneration and disbursement claimed is necessary and proper.

We have reviewed the work in progress ledger to ensure that remuneration is only being claimed for necessary and proper work performed and no adjustment was necessary.

3. REMUNERATION APPROVAL SOUGHT

The remuneration we are asking creditors to approve is as follows:

For	Period	Amount (\$, excl. GST)	Rates to apply	When it will be drawn
Work we have already done	16 January 2025 to 14 February 2025	\$27,838.80	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available

For	Period	Amount (\$, excl. GST)	Rates to apply	When it will be drawn
Future work	15 February 2025 to 12 March 2025	\$10,000.00	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available and incurred
DOCA Total		\$37,838.80		
Future work – Liquidation	12 March 2025 to Finalisation of Liquidation	40,000.00	Provided in our First Report to Creditors dated 27 September 2024	It will be drawn when approved by Creditors and funds are available and incurred
Liquidation Total		40,000.00		

Details of the work done for the period 16 January 2025 to 14 February 2025 and future work that we intend to do are included at **Schedule A**.

A breakdown of time spent by staff members on each major task for work completed from 16 January 2025 to 14 February 2025 is included in **Schedule B**.

Actual resolutions to be put to the meeting are included at **Schedule D** for your information. These resolutions also appear in the proxy form for the meeting provided to you.

4. DISBURSEMENTS SOUGHT

We are not required to seek creditor approval for costs paid to third parties or where we are recovering a cost incurred on behalf of the administration, but we must provide details to creditors. To date, we have not paid any such costs in the administration.

We are required to obtain creditor's consent for the payment of a disbursement where we, or a related entity of ourselves, may directly or indirectly obtain a profit.

For more information about disbursements, please refer to the Initial Remuneration Notice sent to you on 27 September 2024.

The internal disbursements we would like creditors to approve is as follows:

For	Period	Amount (\$, excl. GST)
Disbursements during the VA period	16 January 2025 to conclusion	1,000.00
If Company is liquidated - Future disbursements	Conclusion of DOCA to conclusion of Liquidation	2,000.00

Details of disbursements incurred, and future disbursements are included at **Schedule D**. Actual resolutions to be put to the meeting are included at **Schedule D** for your information. These resolutions also appear in the proxy form for the meeting provided to you.

5. LIKELY IMPACT ON DIVIDENDS

The Corporations Act sets the order for payment of claims against the Company, and it provides for the remuneration of the Administrators to be paid in priority to other claims. This ensures that when there are sufficient funds, the Administrators receives payment for the work done to recover assets, investigate the Company's affairs, report to creditors and ASIC and distribute any available funds. Even if creditors approve our remuneration, this does not guarantee that we will be paid, as we are only paid if sufficient assets are recovered.

6. SUMMARY RECEIPT AND PAYMENTS

A summary of receipts and payment as at the date of this report is attached.

7. QUERIES & INFORMATION SHEET

If you have any queries in relation to the information in this report, please contact our office. You can also access information which may assist you on the following websites:

- ARITA at www.arita.com.au/creditors
- ASIC at <http://www.asic.gov.au> (search for INFO 85)

Further supporting documentation for our remuneration claim can be provided to creditors on request.

8. ATTACHMENTS

Schedule A – Details of work from 16 January 2025 to 14 February 2025

Schedule B – A breakdown of time spent by staff members on each major task for work completed from 16 January 2025 to 14 February 2025

Schedule C – Detail of work to be completed – Conclusion of the DOCA to Conclusion of the Liquidation

Schedule D – Resolutions

Schedule E – Disbursements

SCHEDULE A – DETAILS OF WORK FROM 16 JANUARY 2025 TO 14 FEBRUARY 2025

Company	The Sapphire Australasia Pty Ltd (Subject to DOCA)	Period From	16 January 2025	To	14 February 2025
Practitioner	Peter Krejci and Andrew Cummins	Firm	BRI Ferrier		
Administration Type	Deed of Company Arrangement				
		Tasks			
		Work completed (excl. GST)		Future work (excl. GST)	
Period		16 January 2025 to 14 February 2025		12 February 2025 to conclusion of DOCA	
Amount (excl. GST)		\$25,308.00		\$10,000.00	
Task Area	General Description				
Assets		10 Hours \$5,908.00		\$2,000.00	
	Sale of Business as a Going Concern	Preparation of work to attend to settlement including payout figures to clear PPSR registrations Arranging for movement and storage of items excluded from sale Liaising with General Manager to attend to settlement items Liaising with purchasers regarding transfer of accounts and data for ongoing trading Liaising with suppliers with PPSR to obtain payout figures Liaising with suppliers to arrange transfer of key accounts		Liaising with purchaser regarding any outstanding issues	

		Arranging cancellation of administrator accounts and final invoices Engage tax accountants to obtain advice regarding CGT liability Attendance at settlement and attending to stocktakers' queries Liaising with Quantity Surveyor to discuss QS report Review employee records and liaising with solicitors regarding transfer of employees and termination letters Arranging transfer of trading licenses Prepare calculation for transferring employees	
	Sale of Real Property	Liaising with purchaser generally Liaising with agents regarding settlement, Review and collate CGT documents Engage tax accountants to obtain advice regarding CGT liability Correspondence with solicitors regarding transfer of accounts	
	Debtor	Followup correspondence with debtors Consider collectability of debtors	Followup correspondence with debtors
	Other Assets	Liaising with preappointment banker and organising bank sweeps when required	
Trade On		19.8 Hours \$11,508.00	\$1,000.00
	Trade on management	Attendance on site to address staff regarding continued trading Liaising with management and staff at hotel	Arranging final payment of trade on liabilities Liaising with suppliers to finalising accounts Confirm cancellation of insurance policies and arranging for payment of any additional liability

		<p>Internal meetings to discuss trading, budgeting and staffing</p> <p>Prepared and issued circular to staff</p> <p>Prepared and issued circular to suppliers</p> <p>Liaise with management, staff and suppliers regarding continued trading</p> <p>Liaise with lawyers regarding trade on issues</p> <p>Implementing management and operational protocols for continued trading</p> <p>Reconciling weekly payroll reports from accountant</p> <p>Organise payment of weekly payroll</p> <p>Discussions with key suppliers regarding trade on accounts to be opened under the company in administration's name</p> <p>Organise payment of suppliers on a weekly basis</p> <p>Requesting account statements from suppliers</p> <p>Maintaining a supplier invoice register</p> <p>Authorising purchase orders with general manager</p> <p>Liaising with management and dealing with various operational issues</p> <p>Liaising with the IT service provider in relation to prepare a backup of the Company's electronic records</p> <p>Liaise with lawyers regarding trade on accounts and employees</p> <p>Prepare termination notice for labour hire employees</p>	<p>Provide an account of trading proceeds to secured creditor</p> <p>Preparation of Declaration of Actual Wages</p> <p>Remit trade on superannuation</p> <p>Confirm with accommodation booking suppliers of transfer of future booking data</p> <p>Securing security footage from trading period</p>
	Budgeting & Financial Reporting	<p>Review and discuss cashflow forecast and funds required for trade on</p> <p>Updating cashflow</p>	<p>Finalising trade on liabilities</p>

		Telephone conversations with key suppliers regarding ongoing trade and updating cash flow and supplier log accordingly	
	Processing receipts and payments	Preparing receipts and payment forms relating to trade on Entering trade on receipts and payments into accounting system	Entering trade on receipts and payments into accounting system Reconciling trade on accounts
Creditors		4.4 Hours \$2,243.00	\$3,000.00
	Creditor Enquiries	Receive and respond to creditor enquiries Receive and follow up creditor enquiries by telephone Review and prepare correspondence to creditors and their representatives by email	Receive and respond to creditor enquiries Receive and follow up creditor enquiries by telephone Review and prepare correspondence to creditors and their representatives by email Responding to information requested by creditors
	Creditor Reports	Preparing Report to Creditors Preparation of necessary annexures for Report to Creditors	Preparing and issuing Report to Creditors convening meeting of creditors Preparation of necessary annexures for Report to Creditors
	Dealing with proofs of debt	Receipting and filing POD when not related to a dividend Maintaining register of Proofs of Debts received Reviewing supporting documentation from creditors	Receipting, processing, and filing Proofs of Debts when not related to a dividend Maintaining register of Proofs of Debts received Reviewing supporting documentation from creditors
	Secured creditor reporting	Notifying PPSR registered creditors of appointment Liaising with Preparing reports to secured creditor Responding to secured creditor's queries	Responding to secured creditor's queries Liaising with PPSR creditors regarding discharge statements

	Meeting of Creditors	Preparation of meeting notices, proxies and advertisements	Sending Notice of Meeting to all known creditors Preparation of meeting file, including agenda, attendance register, list of creditors, report to creditors, advertisement of meeting and draft minutes of meeting Attending meeting of creditors
Investigation		2 Hours \$1,430.00	\$3,000.00
	Conducting Investigation	Reviewing Company's books and records Preparation of comparative financial statements Undertaking further investigation into bank account movements Review statements in detail regarding related party transfers Review the Company's books and records in relation to the Company's historical financial position and financial performance Review Company Xero file and nature of related party loan accounts Review of General Ledger and account transactions Preparation of investigation file Review inter-company loan accounts Review of Company Xero file and noting inaccuracies on same Review ATO audit of GST claims by the Company Liaising with ATO regarding funding and possible indemnity Liaising with solicitors regarding court application	Finalise investigations & prepare summary for report to creditors

	Litigation/Recoveries	Preparation of affidavit to apply to court to be appointed as external administrator of various related parties.	Preparation of affidavit to apply to court to be appointed as external administrator of various related parties.
Administration		11.1 Hours \$4,219.00	\$1,000.00
	ASIC Forms and lodgements	Preparing and lodging ASIC forms including 5603, 5011, 505, 531, etc Arranging lodgement of DOCA Preparing and lodging ASIC PNW Advertisements	Preparing and lodging ASIC forms including 5011, 530 etc Preparing and lodging ASIC PNW Advertisements
	Bank account administration	Preparing correspondence opening bank account Requesting bank statements Bank account reconciliations	Bank account reconciliations
	Document maintenance/file review/checklist	Preparing and updating job checklists Filing of documents	Updating job checklists Filing of documents
	ATO and other statutory reporting	Notification of appointment as Deed Administrator Preparation of BAS Review audit documents obtained	Preparation of BAS Liaising with ATO regarding claim
	Planning / Review	Discussions regarding status of administration	Discussions regarding status of administration
	Insurance	Liaising with insurance broker regarding adequacy of insurance Liaising with insurer regarding possible insurance claim Correspondence with previous brokers Cancellation of insurance coverage following sale completion	Liaising with insurance broker regarding finalising trade on insurance coverage
	Finalisation	Notifying ATO of finalisation of VA Completing checklists Finalising WIP	N/A

	ASIC Forms and lodgements	Preparing and lodging ASIC forms including 5603, 5011, 505, 531, etc Arranging lodgement of DOCA Preparing and lodging ASIC PNW Advertisements	Preparing and lodging ASIC forms including 5011, 530 etc Preparing and lodging ASIC PNW Advertisements
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SCHEDULE B – TIME SPENT BY STAFF ON MAJOR TASKS – 16 JANUARY 2025 TO 14 FEBRUARY 2025

The Sapphire Australasia Pty Ltd (Subject to Deed of Company Arrangement)

ACN 655 675 442

For the period 16 January 2025 to 14 February 2025

Staff Classification	Name	Hourly Rate	Administration		Assets		Creditors		Investigation		Trade On		Total		
		\$ (ex GST)	Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$	Hrs	\$	
Appointee	Andrew Cummins	750	-	-	-	-	0.30	225.00	-	-	-	-	0.30	225.00	
Principal	John Keenan	750	-	-	-	-	-	-	0.20	150.00	-	-	0.20	150.00	
Principal	David Cocker	750	0.20	150.00	-	-	-	-	1.60	1,200.00	-	-	1.80	1,350.00	
Senior Manager	Pauline Yeow	620	0.30	186.00	2.70	1,674.00	2.40	1,488.00	-	-	0.60	372.00	6.00	3,720.00	
Manager	Savio Monis	580	1.90	1,102.00	7.30	4,234.00	-	-	-	-	19.20	11,136.00	28.40	16,472.00	
Supervisor	Ashleigh Roche	510	0.10	51.00	-	-	-	-	-	-	-	-	0.10	51.00	
Senior 2	Sushma Mandira	400	-	-	-	-	-	-	0.20	80.00	-	-	0.20	80.00	
Intermediate 1	Mankirth Mandair	350	3.00	1,050.00	-	-	0.40	140.00	-	-	-	-	3.40	1,190.00	
Intermediate 2	Zachary George	300	0.10	30.00	-	-	-	-	-	-	-	-	0.10	30.00	
Intermediate 2	Hugh Matthews	300	0.50	150.00	-	-	1.30	390.00	-	-	-	-	1.80	540.00	
Senior Administration	Sarita Gurung	300	4.80	1,440.00	-	-	-	-	-	-	-	-	4.80	1,440.00	
Senior Administration	Andrea Moulikova	300	0.20	60.00	-	-	-	-	-	-	-	-	0.20	60.00	
Total			11.10	4,219.00	10.00	5,908.00	4.40	2,243.00	2.00	1,430.00	19.80	11,508.00	47.30	25,308.00	
														GST	2,530.80
														Total (incl GST)	27,838.80
Average Rate				380.09	590.80	509.77	715.00	581.21	535.05						

SCHEDULE C – DETAILS OF WORK TO BE COMPLETED – 12 MARCH 2025 TO CONCLUSION OF THE LIQUIDATION

Company	The Sapphire Australasia Pty Ltd (Subject to DOCA)	Period From	12 March 2025	To	Conclusion of Liquidation
Practitioner	Peter Krejci and Andrew Cummins	Firm	BRI Ferrier		
Administration Type	Creditors Voluntary Liquidation				
		Tasks			
		If wound up			
		Liquidation Work			
Period		12 March 2025 to Conclusion of Liquidation			
Amount (excl. GST)		\$40,000.00			
Task Area	General Description				
Assets		\$10,000.00			
	Debtors	Correspondence with debtors and issue demands Review records supporting claims Reviewing and assessing debtors’ ledgers Liaising with debt collectors and solicitors			
Creditors		\$10,000.00			
	Creditor Enquiries	Receive and respond to creditor enquiries Review and prepare initial correspondence to creditors and their representatives Considering reasonableness of creditor request Obtaining legal advice on requests Compiling information requested by creditors			
	Creditor Reports	Prepare Circular to Creditors regarding Liquidation Prepare Statutory Report to Creditors Preparation of necessary annexures for Statutory Report to Creditors			
	Secured creditor reporting	Preparing reports to secured creditor Responding to secured creditor’s queries			
	Dealing with proofs of debt	Receipting, processing, and filing Proofs of Debts when not related to a dividend Maintaining register of Proofs of Debts received			

		Reviewing supporting documentation from creditors
	Meeting of Creditors	Convening creditors meeting as necessary Preparation of Minutes of Meeting (if required)
Investigation		\$10,000.00
	Conducting Investigation	Obtaining and reviewing further the Company's books and records Review of specific transactions and liaising with Director regarding certain transactions Conducting further investigations into potential voidable transactions Conducting further investigations into solvency analysis Preparation of updated investigation file Preparation and lodgement of supplementary report if required
	Examinations	Preparing brief to solicitor Liaising with solicitor(s) regarding examinations Attendance at examination Reviewing examination transcripts Liaising with solicitor(s) regarding outcome of examinations and further actions available
	Litigation / Recoveries	Internal meetings to discuss status of litigation Preparing brief to solicitors Liaising with solicitors regarding recovery actions Attending to negotiations Attending to settlement matters
	ASIC Reporting	Preparing statutory investigation reports Lodgement of investigation with ASIC Liaising with ASIC
Administration		\$10,000.00
	ASIC Forms and lodgements	Preparing and lodging ASIC forms Correspondence with ASIC regarding statutory forms
	Bank account administration	Preparing receipt and payment vouchers
	Books and Records/ Storage	Dealing with records in storage
	Correspondence	Correspondence regarding the Company not related to any of the above milestones

	Document maintenance/file review/checklist	Filing of documents File reviews Updating checklists
	ATO and other statutory reporting	Notification of appointment Preparing BAS
	Planning / Review	Discussions regarding status of administration
	Finalisation	Notifying ATO of finalisation Cancelling ABN/GST/PAYG registration Completing checklists Finalising WIP

SCHEDULE D – RESOLUTIONS

We will be seeking approval of the following resolutions to approve our remuneration and disbursements. Details to support these resolutions are included in **sections 3 and 4** and in the attached Schedules.

Resolution 1: Deed Administrators’ Remuneration for the period 16 January 2025 to 14 February 2025

“That the remuneration of the Deed Administrators, their partners and staff for the period 16 January 2025 to 14 February 2025, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, be fixed and approved at \$27,838.80 (plus GST), and that the Deed Administrators be authorised to draw that amount.”

Resolution 2: Deed Administrators’ Remuneration for the period 15 February 2025 to 12 March 2025

“That the remuneration of the Deed Administrators, their partners and staff for the period 15 February 2025 to 12 March 2025 be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025 and approved to an interim cap of \$10,000.00 (plus GST), and that the Deed Administrators be authorised to draw that amount as and when incurred.”

Resolution 3: Deed Administrators’ Internal Disbursements for the period 16 January 2025 to the conclusion of the DOCA

“That the Deed Administrators be allowed internal disbursements from 16 January 2025 to the conclusion of the DOCA at the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, up to an amount of \$1,000.00 (plus GST) and that the Deed Administrators be authorised to draw that amount as accrued.”

If the Company is wound up:

Resolution 5: Liquidators’ Remuneration from 12 March 2025 to the conclusion of the Liquidation

“That the remuneration of the Joint and Several Liquidators, their partners and staff for the period starting from the 12 March 2025 to the conclusion of the Liquidation, be calculated on a time basis in accordance with the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, and approved to an interim cap of \$40,000.00 (plus GST), and that the Joint and Several Liquidators be authorised to draw that amount as and when incurred.”

Resolution 6: Liquidators’ Internal Disbursements from 12 March 2025 to the conclusion of the Liquidation

“That the Joint and Several Liquidators be allowed internal disbursements for the period starting from 12 March to the conclusion of the Liquidation at the rates of charge annexed to the Deed Administrators’ Report to Creditors dated 25 February 2025, up to an amount of \$2,000.00 (plus GST) and that the Joint and Several Liquidators be authorised to draw that amount as accrued.”

SCHEDULE E – DISBURSEMENTS

Disbursements are divided into three types:

- Externally provided professional services - these are recovered at cost. An example of an externally provided 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, would generally charge at cost; though some expenses such as telephone calls, photocopying and printing 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 advise that to date we have not paid any disbursements incurred during this Administration by our Firm.

We are not obliged to seek creditor approval for disbursements paid to third parties, but must account to creditors, this includes providing details of the basis of charging for these types of disbursements to creditors as part of the Remuneration Approval Report. We are required to seek creditor approval for internal disbursements where there could be a profit or advantage. Accordingly, we will be seeking approval from creditors for resolutions detailed under Schedule D.

Future disbursements provided by our Firm will be charged to the administration on the following basis:

Disbursement Type	Rate (excl. GST)
Externally provided professional services	At cost
Externally provided non-professional costs	At cost
Internal disbursements	
ASIC Charges for appointments and notifiable events	At cost
Faxes and Photocopying	\$0.25 per page
Postage	At cost
Staff vehicle use	In accordance with ATO mileage allowance



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "I"
Advice to Creditors about
Remuneration

ADVICE TO CREDITORS ABOUT REMUNERATION

Insolvency Practice Schedule (Corporations) 70-50
Insolvency Practice Rules (Corporations) 70-35

EDEN AUSTRALASIA PTY LTD
ACN 653 282 609
THE SAPPHIRE AUSTRALASIA PTY LTD)
ACN 655 675 442
(BOTH SUBJECT TO DEED OF COMPANY ARRANGEMENT)
("THE COMPANIES")

A REMUNERATION METHOD

There are four methods for calculation of remuneration that can be used to calculate the remuneration of an Insolvency Practitioner. They are:

- Time based / hourly rates or "Time Cost"

This is the most common method. It provides for remuneration to be charged at an hourly rate for each person working on the matter. The hourly rate charged will reflect the level of experience each person has.

- Fixed Fee

The total remuneration for the administration is quoted at commencement of the appointment and is the total charge for the administration. Sometimes a practitioner will finalise an administration for a fixed fee.

- Percentage

The remuneration for the appointment is based on a percentage of a particular variable, such as the gross proceeds of asset realisations.

- Contingency

The total remuneration for the matter is structured to be contingent on a particular outcome being achieved.

B METHOD CHOSEN

Given the nature of this administration, We propose that our remuneration be calculated on the time based / hourly rates method. In our opinion, this is the fairest method for the following reasons:

- We will only be paid for work done, subject to sufficient realisations of the Company assets.
- It ensures creditors are only charged for work that is performed. Our time are recorded and charged in six-minute increments and staff are allocated to duties according to their relevant experience and qualifications.

- We are required to perform a number of tasks which do not relate to the realisation of assets, including responding to creditor enquiries, reporting to the ASIC, distributing funds in accordance with the provisions of the Corporations Act 2001.

BRI Ferrier reviews its hourly rates every twelve months. The hourly rates quoted below remain current. BRI Ferrier may increase the hourly rates charged for work performed and if hourly rates are increased, we will seek creditors' approval.

C EXPLANATION OF HOURLY RATES

The rates applicable are set out in the table below together with a general guide to the qualifications and experience of staff engaged in administration and the role they undertake in the administration. The hourly rates charged encompass the total cost of providing professional services and are not comparable to an hourly wage rate.

Title	Description	Hourly Rate (ex GST) 1 July 24
Appointee / Principal	Senior member of the firm. May be a Registered Liquidator and/or Registered Trustee. A senior accountant with over 10 years' experience who brings specialist skills and experience to the appointment. Leads staff carrying out appointments.	\$750
Director	An accountant with more than 10 years' experience. May be a Liquidator. Fully qualified and able to control all aspects of an appointment. May have specialist industry knowledge or skills. Assists with all facets of appointment.	\$670
Senior Manager	An accountant with more than 7 years' experience. Qualified and answerable to the Team Leader. Self-sufficient in completing and planning all aspects of large appointments.	\$620
Manager	An accountant with at least 6 years' experience. Typically qualified with well-developed technical and commercial skills. Controls and plans all aspects of medium to larger appointments, reporting to the Team Leader.	\$580
Supervisor	An accountant with more than 4 years' experience. Typically qualified with sound knowledge of insolvency principles and developing commercial skill. Assists to plan and control specific tasks on medium to larger appointments. Often undertaking post qualification study specialising in Insolvency and Reconstruction.	\$510
Senior 1	An accountant with more than 2 years' experience. Typically a graduate undertaking study leading to professional qualification as a Chartered Accountant or CPA. Able to complete work on appointments with limited supervision.	\$450
Senior 2	An accountant with less than 2 years' experience. Typically a graduate who has commenced study leading to professional qualifications. Able to complete many tasks on medium to large appointments under supervision.	\$400
Intermediate 1	An accountant with less than 2 years' experience. Typically a graduate and commencing study for qualifications. Able to complete multiple tasks on smaller to medium appointments under supervision.	\$350
Intermediate 2	An accountant with less than 1 year's experience. A trainee undertaking degree with an accountancy major. Assists in the appointment under supervision.	\$300
Senior Administration	Appropriately skilled and undertakes support activities including but not limited to treasury, word processing and other administrative, clerical and secretarial tasks.	\$300

Junior Administration	Appropriately skilled and undertakes support activities including but not limited to treasury, word processing and other administrative, clerical and secretarial tasks.	\$200
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D DISBURSEMENTS

Disbursements are divided into three types:

- Externally provided professional services - these are recovered at cost. An example of an externally provided 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, would generally be charged at cost; though some expenses such as telephone calls, photocopying and printing 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 paid to third parties but must account to creditors. However, we must be satisfied that these disbursements are appropriate, justified and reasonable.

We are required to obtain creditor's consent for the payment of internal disbursements. Creditors will be asked to approve our internal disbursements prior to these disbursements being paid from the administration.

Details of the basis of recovering disbursements in this administration are provided below.

Disbursement Type	Rate (excl GST)
Externally provided professional services	At cost
Externally provided non-professional costs	At cost
Internal disbursements	
ASIC Charges for appointments and notifiable events	At cost
Faxes and Photocopying	\$0.25 per page
Postage	At cost
Staff vehicle use	In accordance with ATO mileage allowances



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(Both Subject to DOCA)

Annexure "J"
ASIC Information Sheet – Insolvency
Information for Directors,
Employees, Creditors and
Shareholders

Insolvency information for directors, employees, creditors and shareholders

This is **Information Sheet 39 (INFO 39)**. It lists ASIC's information sheets for directors, employees, creditors and shareholders affected by a company's insolvency.

We have produced these with endorsement from the Australian Restructuring Insolvency & Turnaround Association (ARITA).

The information sheets give a basic understanding of the three most common company insolvency procedures – liquidation, voluntary administration and receivership – as well as the independence requirements for external administrators and approving external administrator remuneration. There is also a glossary of commonly used insolvency terms.

List of information sheets

- [INFO 41](#) *Insolvency: A glossary of terms*
- [INFO 42](#) *Insolvency: A guide for directors*
- [INFO 43](#) *Insolvency: A guide for shareholders*
- [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 74](#) *Voluntary administration: A guide for creditors*
- [INFO 75](#) *Voluntary administration: A guide for employees*
- [INFO 84](#) *Independence of external administrators: A guide for creditors*
- [INFO 85](#) *Approving fees: A guide for creditors*

Where can I get more information?

Further information is available from the ARITA website. The ARITA website also contains the [ARITA Code of Professional Practice for Insolvency Practitioners](#).

Information sheets provide concise guidance on a specific process or compliance issue or an overview of detailed guidance.

This information sheet was updated on 1 September 2017.

Last updated: 24/03/2023 08:46



Eden Australasia Pty Ltd
ACN 653 282 609

The Sapphire Australasia Pty Ltd
ACN 655 675 442

(Both Subject to DOCA)

Annexure "K"
ARITA Information Sheet – Offences,
Recoverable Transactions and
Insolvent Trading

Creditor Information Sheet

Offences, Recoverable Transactions and Insolvent Trading



Offences

A summary of offences under the Corporations Act that may be identified by liquidators or administrators:

180	Failure by company officers to exercise a reasonable degree of care and diligence in the exercise of their powers and the discharge of their duties.
181	Failure to act in good faith.
182	Making improper use of their position as an officer or employee, to gain, directly or indirectly, an advantage.
183	Making improper use of information acquired by virtue of the officer's position.
184	Reckless or intentional dishonesty in failing to exercise duties in good faith for a proper purpose. Use of position or information dishonestly to gain advantage or cause detriment. This can be a criminal offence.
198G	Performing or exercising a function or power as an officer while a company is under administration.
206A	Contravening a court order against taking part in the management of a corporation.
206A, B	Taking part in the management of corporation while being an insolvent, for example, while bankrupt.
206A, B	Acting as a director or promoter or taking part in the management of a company within five years after conviction or imprisonment for various offences.
209(3)	Dishonest failure to observe requirements on making loans to directors or related companies.
254T	Paying dividends except out of profits.
286	Failure to keep proper accounting records.
312	Obstruction of an auditor.
314-7	Failure to comply with requirements for the preparation of financial statements.
437D(5)	Unauthorised dealing with company's property during administration.
438B(4) / 453F 475(9)) / 497(4) / 530A – 530B	Failure by directors to assist, deliver records and provide information.
438C(5) / 477(3) / 530B	Failure to assist, deliver up books and records and provide information.
588G	Incurring liabilities while insolvent
588GAB	Officer's duty to prevent creditor-defeating disposition
588GAC	A person must not procure a company to make a creditor-defeating disposition
590	Failure to disclose property, concealed or removed property, concealed a debt due to the company, altered books of the company, fraudulently obtained credit on behalf of the company, material omission from Report as to Affairs or false representation to creditors.
596AB	Entering into an agreement or transaction to avoid employee entitlements.

Recoverable Transactions

Preferences

A preference is a transaction, such as a payment by the company to a creditor, in which the creditor receiving the payment is preferred over the general body of creditors. The relevant period for the payment commences six months before the commencement of the liquidation, or three months if a simplified liquidation process is adopted. The company must have been insolvent at the time of the transaction or become insolvent because of the transaction.

Where a creditor receives a preference*, the payment is voidable as against a liquidator and is liable to be paid back to the liquidator subject to the creditor being able to successfully maintain any of the defences available to the creditor under the Corporations Act.

**Must be greater than \$30,000 for unrelated creditors in a simplified liquidation*

Creditor-defeating disposition

Creditor-defeating dispositions are the transfer of company assets for less than market value (or the best price reasonably obtainable) that prevents, hinders or significantly delay creditors' access to the company's assets in liquidation. Creditor-defeating dispositions are voidable by a liquidator.

Uncommercial Transaction

An uncommercial transaction is one that it may be expected that a reasonable person in the company's circumstances would not have entered into, having regard to the benefit or detriment to the company; the respective benefits to other parties; and any other relevant matter.

To be voidable, an uncommercial transaction must have occurred during the two years before the liquidation. However, if a related entity is a party to the transaction, the period is four years and if the intention of the transaction is to defeat creditors, the period is ten years. The company must have been insolvent at the time of the transaction, or become insolvent because of the transaction.

Unfair Loan

A loan is unfair if and only if the interest was extortionate when the loan was made or has since become extortionate. There is no time limit on unfair loans – they only must be entered into before the winding up began.

Arrangements to avoid employee entitlements

If an employee suffers loss because a person (including a director) enters into an arrangement or transaction to avoid the payment of employee entitlements, the liquidator or the employee may seek to recover compensation from that person or from members of a corporate group (Contribution Order).

Unreasonable payments to directors

Liquidators have the power to reclaim '*unreasonable payments*' made to directors by companies prior to liquidation. The provision relates to payments made to or on behalf of a director or close associate of a director. The transaction must have been unreasonable and have been entered into during the 4 years leading up to a company's liquidation, regardless of its solvency at the time the transaction occurred.

Voidable charges

Certain charges over company property are voidable by a liquidator:

- circulating security interest within six months of the liquidation, unless it secures a subsequent advance
- unregistered security interests
- security interests in favour of related parties who attempt to enforce the security within six months of its creation.

Insolvent trading

In the following circumstances, directors may be personally liable for insolvent trading by the company:

- a person is a director at the time a company incurs a debt
- the company is insolvent at the time of incurring the debt or becomes insolvent because of incurring the debt
- at the time the debt was incurred, there were reasonable grounds to suspect that the company was insolvent
- the director was aware such grounds for suspicion existed; and
- a reasonable person in a like position would have been so aware.

The law provides that the liquidator, and in certain circumstances the creditor who suffered the loss, may recover from the director, an amount equal to the loss or damage suffered. Similar provisions exist to pursue holding companies for debts incurred by their subsidiaries.

A defence is available under the law where the director can establish:

- there were reasonable grounds to expect that the company was solvent and they did so expect
- they did not take part in management for illness or some other good reason; or
- they took all reasonable steps to prevent the company incurring the debt.

The director may also be able to avail themselves of safe harbour, if they meet certain conditions.

The proceeds of any recovery for insolvent trading by a liquidator are available for distribution to the unsecured creditors before the secured creditors.

Important note: This information sheet contains 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. This document may not contain all of the information about the law or the exceptions and qualifications that are relevant to your circumstances.

Queries about the external administration should be directed to the insolvency practitioner's office.