

ASX ANNOUNCEMENT (ASX Code QSS)

15 December 2009

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invest@questus.com.au www.questus.com.au

ACN 100 460 035

Company Announcements Office ASX Limited Level 8 Exchange Plaza 2 The Esplanade PERTH WA 6000

Dear Sir,

<u>DESPATCH OF OFFER DOCUMENT & ENTITLEMENT AND ACCEPTANCE APPLICATION FORM.</u>

The Board of Questus Limited wishes to advise that the Entitlement Issue Offer Document as announced on 1 December 2009 was despatched to Shareholders on 10 December 2009, together with the Entitlement and Acceptance Application Form.

Yours faithfully

ALEXANDER KELLY Company Secretary

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ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE: LEVEL 3 47 KISHORN ROAD APPLECROSS WA 6153 AUSTRALIA

QUESTUS LIMITED

ABN: 26 100 460 035

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au

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	Code	e:		Q	SS			
Holder N	Numbe	r: 🗌						
Holding as at 5.00pm WST on 9 December 2009:								
Entitlement to Securities 1:1:								
Amount payable on acceptance @ \$0.10 per Security:								
		ows:	CLOS	ED	7			
I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf). I/We hereby authorise you to place my/our name(s) on the register of members in respect of the number of New Securities allotted to me/us. I/We agree to be bound by the Constitution of the Company. I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final. I/We authorise the Company to send me/us a substituted form if this form ceases to be current. I/We declare that I/we have received a full and unaltered version of the Offer Document either in an electronic or paper format. My/Our contact details in case of enquiries are: TELEPHONE NUMBER								
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EMAIL ADDRESS							Ш	
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PAYMENT INFORMATION - Please also refer to payment instructions overleaf.		REGISTRY DATE STAMP
Biller Code: 117226	CHEQUE/MONEY ORDER	
PAY Ref:	All cheques (expressed in Australian currency) are to be made payable to QUESTUS LIMITED - SHARE OFFER ACCOUNT and crossed "Not	
PAY® this payment via internet or phone banking.	Negotiable".	

9092500779

PAYMENT INSTRUCTIONS



Biller Code: 117226

BPAY® this payment via internet or phone banking. Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight). If paying by BPay, ensure that your payment is processed by your financial institution on or before the day prior to the closing date of the offer. BPay applications will only be regarded as accepted if payment is received by the registry from your Financial Institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

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CHEQUE/MONEY ORDER

All cheques and bank drafts should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

EXPLANATION OF ENTITLEMENT

- 1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
- Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



ABN 26 100 460 035

OFFER DOCUMENT

For a pro rata non-renounceable entitlement issue of one (1) new Share for every one (1) Share held on the Record Date at \$0.10 per Share to raise up to \$4,128,989.

IMPORTANT NOTICE

This document is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on 10 December 2009 and closes at 5:00pm WST on 24 December 2009.

Valid acceptances must be received before that time.

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

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IMPORTANT NOTICE

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Overseas shareholders

The offer of New Shares under this Offer Document is not extended and New Shares will not be issued to shareholders of the Company with a registered address which is in any jurisdiction other than Australia and New Zealand. This is because the Company has determined that it would be unreasonable to extend this Offer to such shareholders having regard to the expense of making enquiries in other jurisdictions. The distribution of this Offer Document outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Offer Document does not, and is not intended to, constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to make an offer or issue this Offer Document.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to take up their Entitlements under the Offer.

Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

CONTACT DETAILS

If you have a query or question about this Offer, you may contact the company secretary on $+61\ 8\ 6310\ 5040$ or the Company's share registry, Security Transfer Registrars Pty Ltd, by telephone on $+61\ 8\ 9315\ 2333$ between 8:00am to 5:00pm (WST) Monday to Friday.

1. Terms of the Offer

1.1 The Offer

The Company is making a pro rata non-renounceable entitlement issue on the basis of one (1) New Share for every one (1) Share held on the Record Date at an issue price of \$0.10 per New Share to raise up to \$4,128,989.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

At the Company's Annual General Meeting held on 30 November 2009, Shareholders approved the issued by the Company of up to 5,380,000 Shares to raise up to \$538,000 (**Placement**). Funds raised under the Placement are intended to be used for the purpose of supplementing the Company's general working capital.

The Company currently has 35,909,883 Shares on issue and 5,810,000 unlisted Options. In the event that the Placement is completed before the Record Date, the Company will have on issue 41,289,883 Shares on issue, which will result in the Company issuing up to 41,289,883 Shares under the Offer which would raise a further \$4,128,988 assuming the Offer is fully subscribed.

The Company intends to apply the funds raised from the Offer and the Placement as follows:

Use of Funds	Without Share Placement \$	With Share Placement \$
Acquisition of 50% of DNA NRAS Limited ¹	1,000,000	1,000,000
Property investments and on balance sheet joint venture acquisitions	2,000,000	2,000,000
Working capital	290,988	1,366,988
Expenses of the Offer	300,000	300,000
Total	3,590,988	4,666,988

Notes:

- 1. As announced to ASX on 30 November 2009, the Company has entered into a Heads of Agreement with DNA Mutual Ltd to acquire 50% of the shares in DNA NRAS Limited.
- 2. Following the acquisition of its interest in DNA NRAS Limited, the Company intends to apply funds raised to invest in and undertake property acquisitions consistent with its interest in DNA NRAS Limited.

In the event the Directors do not complete the Placement by the Record Date, any party that receives the Placement Shares after the Record Date will not be entitled to participate in the Offer. Therefore, the Offer will be made to existing Shareholders and will result in up to 35,909,883 New Shares being issued under the Offer to raise up to \$3,590,988. If this is to occur, the Company will reduce the amount allocated to working capital in the table outlined above by \$1,076,000.

If less than the full amount is raised under the Offer, the Company will firstly reduce the amount allocated from the Offer to the Company's working capital, before reducing the amounts allocated to the investment in any new properties. If this was to occur, the Directors consider that the Company will have sufficient funds to continue its stated objectives.

1.2 Timetable

Event	Date
Cleansing Notice, Offer Document and Appendix 3B lodged with ASX	1 December 2009
Notice sent to Security Holders	2 December 2009
Ex Date (date from which securities commence trading without the entitlement to participate in the Rights Issue)	3 December 2009
Record Date (date for determining entitlements of eligible shareholders to participate in the Rights Issue)	9 December 2009
Offer Document Dispatched to Shareholders (Company to announce to ASX that the despatch of the offer documents and the entitlement and acceptance forms has been completed)	10 December 2009
Closing Date 5pm (WST)	24 December 2009
Company to notify ASX of under-subscriptions (if any)	29 December 2009
Despatch holding statements/deferred settlement trading ends	6 January 2010

^{*} Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

1.3 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

Acceptances must not exceed your maximum Entitlement (as shown on the Entitlement and Acceptance Form), although you may accept for a lesser number of New Shares should you wish to take up only part of your Entitlement. If your acceptance exceeds your Entitlement, acceptance will be deemed to be for your maximum Entitlement and any surplus application monies will be returned to you.

1.4 Underwriting

The Offer is not underwritten.

1.5 Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall.

The offer of the Shortfall is a separate offer pursuant to this Offer Document. The issue price of any Shares offered pursuant to the Shortfall Offer shall be 10 cents, being the price at which the Entitlement has been offered to Shareholders pursuant to this Offer Document. The Shortfall shall be placed at the direction of the Directors, and the Directors reserve the right to allot to an Applicant a lesser number of Shares than the number, for which the Applicant applies, or to reject an application, or to not proceed with placing the Shortfall. Any Shares issued pursuant to the Shortfall Offer will be placed within 2 months of the Closing Date and will be issued on the same terms as those Shares being offered to existing Shareholders or persons who are exempt under section 708 of the Corporations Act.

In placing the Shortfall, the Directors will ensure that following the issue of the Shortfall no Applicant will have a relevant interest in greater than 20% of the issued Shares in the Company.

1.6 Opening and Closing Dates

The Offer opens on the Opening Date, being 10 December 2009. The Company will accept Entitlement and Acceptance Forms until 5:00 pm (WST) on the Closing Date of 24 December 2009 or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

1.7 Issue and despatch

The expected dates for issue of New Shares offered by this Offer Document and despatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 1.2.

It is the responsibility of applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.8 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made within 7 days after the date of this Offer Document. If approval is not obtained from ASX before the expiration of 3 months after the date of this Offer Document (or such period as varied by the ASIC) the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

1.9 CHESS

The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.10 Overseas Eligible Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and New Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

Please refer to the 'Important Notes' section of this Offer Document for additional information relating to the offer to New Zealand investors.

1.11 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

1.12 Risk factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are described in Section 3.

1.13 Enquiries concerning Offer Document

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting Security Transfer Registrars Pty Ltd on (08) 9315 2333. Enquiries relating to the Offer Document should be directed to the Company Secretary by telephone on (08) 6310 5040.

2. How to Apply by Eligible Shareholders

2.1 What you may do

You may:

- (a) take up all of your Entitlement;
- (b) take up some or your Entitlement and subscribe for some of the New Shares to which you are entitled. With the remaining balance of your Entitlement to be dealt with under the Shortfall Offer; or
- (c) not take up any of your Entitlement, following which your Entitlement will form a part of the Shortfall Offer.

2.2 Taking up some or all of you Entitlements

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on the Entitlement and Acceptance Form.

2.3 Payment for New Shares

The method of acceptance of the Offer will depend on your method of payment being:

- (a) by BPAY®; or
- (b) a cheque, money order or bank draft drawn on and payable at any Australian bank.

2.4 Payment by BPAY®

For payment by BPAY® please follow the instructions on the Entitlement and Acceptance Form (which includes the biller code and your unique reference number).

The reference number is used to identify your holding. If you have multiple holdings you will also have multiple reference numbers. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately.

You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to make the declaration on the Entitlement and Acceptance Form; and
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect to such whole number of New Shares which is covered in full by your payment.

It is your responsibility to ensure that your $BPAY^{\circledR}$ payment is received by the Company's share registry by no later than 5.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times for electronic payments and you should therefore take this into consideration when making payment.

2.5 Payment by cheque, money order or bank draft

The completed entitlement and acceptance form must be accompanied by payment in full. Cheques, money orders or bank drafts must be payable to "Questus limited – Share Offer Account" and crossed "Not Negotiable". Receipts for payment will not be issued. Payment will only be accepted in Australian currency and your cheque, money order or bank draft must be drawn on and payable at any Australia bank.

Your cheque, money order or bank draft must be for an amount equal to \$0.10 multiplied by the number of new shares for which you have subscribed.

No interest will be paid on any application monies received or refunded. Cash payments will not be accepted. Receipts for payments will not be issued.

3. Risk factors

3.1 Risk factors associated with owning Shares

The business activities of the Company are subject to risks. These risks include those which apply generally to investments in equity markets and those which apply specifically to the Company's business. Some of the specific risks may be mitigated through the use of safeguards and contingency plans. However, many risks are outside the control of the Company and its Directors and cannot be mitigated.

The future performance of the Company and the future investment performance of the Company's Shares may be influenced by a range of factors, many of which are outside the control of the Company or of any manager of any assets of the Company. The future value of the Company's assets and the price at which its Shares trade on the ASX may be influenced by any or more of these factors. The following matters and summary of material risk factors given below should be carefully considered in evaluating the prospects of the Company.

3.2 General risk factors

There are business and market risks inherent in any listed security, which could materially affect the Company's earnings and the price of its Shares, including:

- (a) movements in local and international economies and share and capital markets;
- (b) changes in interest rates and other general economic conditions;
- (c) changes in investor sentiment and perceptions;
- (d) upheaval and uncertainty due to terrorist activities, insurrection, wars and general conflict; and
- (e) changes in government fiscal, monetary and regulatory policies and statutory charges.

3.3 External risk factors

There are a number of external risk factors over which the Company has little or no control over which could materially affect the futures pricing of its Shares or earnings, including:

- (a) taxation, where changes to tax legislation and regulation, or their interpretation, may adversely affect the value of an investment in the Company's Shares and may affect the Company's shareholders differently;
- (b) changing economic conditions in Australia and globally which may affect the Company's business and financial condition. Any protracted slow down in economic conditions or adverse changes in such factors as the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies) and employment rates, among others, are outside the control of the Company and the directors and may result in materially adverse impacts on the business and its operating results;
- (c) stock market losses, poor investment returns or volatility, a weakening or downturn of the financial services, funds and wealth management industries;

- (d) changes in accounting standards or in the interpretation of those accounting standards that occur in the future may adversely impact on the Company's business or the cost associated with the Company's business and may adversely affect its financial condition; and
- (e) illiquidity and subsequent volatility in the sale price of the Company's Shares, with no guarantee that a more active market in the Company's Shares will develop despite any increase in the number of Shareholders as a result of this Offer or the Shortfall Offer.

3.4 Specific risk factors

The key issues impacting the success of the business undertaken by the Company are:

- (a) the Company's success and growth strategy depends heavily on two directors of the board, Mr David Somerville and Mr Robert Olde, and its management team. The loss of their services for any reason could have a material and adverse effect on the Company's business, operating results and financial condition;
- (b) the success and profitability of the Company depends, in part, upon the ability of the directors to invest and/or run well managed companies which have the ability to increase value over time;
- (c) the price of investments that the Company will purchase can fall as well as rise;
- (d) the past performance of the Company, and its subsidiary companies are not a guide to the future performance of the Company;
- (e) the primary focus of the Company is funds management and the provision and distribution of financial services product. The Company is dependent upon the support of its distribution networks, including investors, financial planners and the like and if those distribution channels were reduced or lost, this would have a significant effect on the Company;
- (f) the Company may make investments in securities not listed on an organised stock exchange, where financial performance is heavily uninfluenced by managerial expertise and where no ready market for sale or liquidation of such investments exists. Accordingly, these investments carry substantially larger risks of financial loss;
- (g) the Company may give financial support to associated companies whose securities are not listed on an organised stock exchange and where the capacity to repay such financial assistance is heavily uninfluenced by managerial expertise. Accordingly, the extension of such support carries substantially larger risks of financial loss;
- (h) the Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operation, the Company may require further financing in addition to amounts raise in this Offer or the Shortfall Offer. An additional equity financing has the potential to dilute existing Shareholders Share holding and debt financing (if available) may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, the Company may be required to reduce the scope of its operations and reduce its expansion programs as the case may be;

- (i) Shareholders are strongly advised to regard any investment in the Company as a long term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur over time;
- operating costs for the Company as a proportion of total assets are affected by the level of total assets of the Company;
- (k) the price at which the Company's Shares are traded on the ASX may be below the net asset value of those Shares. the Company's Constitution does not entitle the Shareholders to require the Company to implement a share buyback or any other capital reconstruction or to take any other remedial action:
- (I) the Company has associated companies that operate under an Australian Financial Services Licence (AFSL). In the event the officers and management of these companies fail to adhere to or maintain the conditional of any AFSL, these licences may be revoked or suspended, or their terms and conditions amended with the result that these entities may suffer an adverse change in their financial conditions and that of the Company;
- (m) the Company has associated companies that operate under an AFSL which may be subject to differing compliance requirements. Such requirements may change in the future as a result of changes in legislation, which may lead to the incurring of increased costs to maintain the conditions of these AFSL's, leading to an adverse change in their financial condition and that of the Company;
- (n) revised anti-money laundering and counter terrorism financing laws and regulations (including AUSTRAC rules), may have an impact on the Company's business or those associated companies or companies operating AFSL's. The nature of these laws and regulations may deter or slow the inflow of new funds. The Company or its associated companies may be forced to expend funds to put in place systems, or employ third parties, to ensure the Company complies with those laws;
- (o) the Company could become subject to litigation in relation to investment losses, negligence, claims under contractual relationships with customers or suppliers, or libel. The Company will attempt to mitigate these losses through the maintenance of directors and officers liability insurance policy. Despite this protection, it is possible that claims not covered by insurance may arise which could have an adverse effect on the Company's financial performance and reputation and which would, in turn, lead to reduced earnings or asset backing; and
- (p) the Company is dependent upon its own financial management systems, which if damaged or disrupted could lead to financial loss. The Company attempts to mitigate such damage by utilising third party outsourced providers and backing up key business records

This list is not exhaustive. Shareholders should read this Offer Document in full and if they require further information on material risks, seek professional advice.

4. Defined Terms

Annual General Meeting means the Company's Annual General Meeting to be held on 30 November 2009.

Applicant refers to a person who applies for New Shares under the Offer or the Shortfall Offer.

Application refers to the submission of an Entitlement and Acceptance Form.

 ${f ASX}$ means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Closing Date means 5.00pm WST on Thursday, 24 December 2009.

Company means Questus Limited (ACN 100 460 035).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date.

Entitlement means the entitlement to subscribe for one (1) New Share for every one (1) Share held by an Eligible Shareholder on the Record Date and **Entitlements** has a corresponding meaning.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Listing Rules means the Listing Rules of the ASX.

New Share means a new Share proposed to be issued pursuant to this Offer or the Shortfall Offer.

Offer means the pro rata non-renounceable offer of New Shares at an issue price of 10 cents each on the basis of one (1) New Share for every one (1) Share held on the Record Date pursuant to this Offer Document.

Offer Document means this Offer Document dated Wednesday, 25 November 2009.

Opening Date means Thursday, 10 December 2009.

Record Date means Wednesday, 9 December 2009.

Section means a section of this Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means the offer for the Shortfall pursuant to this Offer Document.

Shareholder means a holder of Shares.

WST means Western Standard Time as observed in Perth, Western Australia.

5. Corporate Directory

Directors

David James Somerville Executive Chairman
Robert William Olde Executive Director
Alexander James Kelly Executive Director

Company Secretary

Alexander James Kelly

Registered Office

Level 2 47 Kishorn Road APPLECROSS WA 6153

Communications:

Telephone: +61 8 6310 5040 Facsimile: +61 8 6310 5041

Mail: PO Box 1346 CANNING BRIDGE WA 6153

Email: info@questus.com.au

Share Registrar

Security Transfer Registrars Pty Ltd PO Box 535 APPLCROSS WA 6153

Shareholder Enquiries:

Telephone: +61 8 9315 2333 Between 8:00am and 5:00pm (WST) Monday to

Friday

Facsimile: +61 8 9315 2233

E-mail: registrar@securitytransfer.com.au

Auditors

RSM Bird Cameron Partners 8 St Georges Terrace PERTH WA 6000

Legal Advisers

Steinepreis Paganin Level 4

16 Milligan Street PERTH WA 6000