

11 August 2020

TO THE CREDITOR AS ADDRESSED

Dear Sir / Madam

SPITFIRE CORPORATION LTD ACN 602 654 964; SPITFIRE ASSET MANAGEMENT PTY LTD ACN 605 492 635; SPITFIRE MACHINES PTY LTD ACN 623 642 437; SPITFIRE OPERATIONS PTY LTD ACN 163 452 300;
(ALL ADMINISTRATORS APPOINTED)
(Collectively referred to as “the Spitfire Group”)

The purpose of this document is to provide you with information about the voluntary administration of the Companies and your rights as a creditor.

1. Notification of Appointment

Katherine Elizabeth Barnet and I, Damien Hodgkinson were appointed Joint and Several Administrators of the Companies on 7 August 2020 pursuant to Section 436A of the *Corporations Act 2001* (“Act”).

A copy of our Declaration of Independence, Relevant Relationships and Indemnities (“DIRRI”) is enclosed as Appendix A. The DIRRI assists you to understand any relevant relationships that we have, and any indemnities or upfront payments that have been provided to us. We have considered each relationship and it is our opinion that none of the relationships disclosed in the DIRRI result in a conflict of interest or duty or affect our independence.

2. What is a Voluntary Administration?

A voluntary administration, or VA, is a process initiated by the directors of a company when they believe that the company is, or is likely to become, insolvent. This means that the Company is unable to pay its debts, or is likely to become unable to pay its debts.

A voluntary administration gives the Companies an opportunity to consider its financial position and its future. Creditors will be given an opportunity to vote on the future of the Companies.

According to the Companies’ records, you may be a creditor of the Companies.

3. What happens to your Debt?

All creditors of the Companies are now creditors in the voluntary administration(s). As a creditor, you have certain rights, although your debt will be dealt with in the voluntary administration(s).

It is important to note that a voluntary administration creates restrictions on creditors being able to enforce their rights. You generally cannot enforce your claim, recover your property, enforce your security, commence an action to place the company into liquidation or act on a personal guarantee.

If you have leased property of the Companies, have a retention of title claim or hold a Personal Property Security in relation to the Companies, please contact our staff as soon as possible.

4. Your Rights as a Creditor

Information regarding your rights as a creditor is provided in the information sheet enclosed as Appendix B. This includes your right to:

- make reasonable requests for information;
- give directions to us;
- appoint a reviewing liquidator; and
- replace us as voluntary administrators.

5. Meeting of Creditors

As voluntary administrators, we are required to hold two (2) meetings of creditors.

5.1. First Meeting of Creditors

The first meeting of creditors of the Companies will be held concurrently on **Wednesday 19 August 2020 at 11:00am (AEST)**.

Due to the threat of COVID-19, and consistent with government policy on gatherings, a virtual meeting will be held to ensure we minimise the risk of exposure to COVID-19 and to help limit the spread, the first meeting of creditors will be via a video conference link in accordance with IPR 75-35. The video conferencing will be held on Microsoft Teams.

Further meeting information, including the Notice of Meeting, are enclosed as Appendix C.

To participate in this meeting, you may need to:

- Submit a proof of debt and information to substantiate your claim for each company (Appendix D)
Please indicate the Company for which your formal proof of debt is provided in the spaces provided, a list of the Companies is enclosed with this form. If you are a creditor for more than one company, please provide a separate proof of debt form for each company you wish to lodge a claim against, and
- Appoint a “proxy” or person authorised under a power of attorney to vote on your behalf at the meeting for each entity. This may be necessary if you are unable to attend the meeting, or if the creditor is a company. (Appendix E)
If you are a creditor for more than one company, please follow the instructions provided with the appointment of proxy form.

You can appoint the Chairperson of the meeting as your proxy and direct the Chairperson how you wish your vote to be cast. If you choose to do this, the Chairperson must cast your vote as directed.

Proof of debt and proxy forms are included with the Notice of Meeting.

To facilitate the conduct of the meeting, your completed proof of debt form and, if applicable, proxy form, must be returned to our office by post or email by **11.00am on Tuesday, 18 August 2020**.

5.2. Committee of Inspection

At this meeting, creditors will consider whether a Committee of Inspection (“COI”) should be appointed for the Companies. The role of a COI is to consult with the voluntary administrators and receive reports on the conduct of the administrations. A COI can also approve the Administrators’ fees.

An information sheet on the role of a COI is enclosed at Appendix F for you to consider whether you believe a COI is required in the Administrations. If so, you should think about whether you would like to act as a member of the COI.

5.3. Second Meeting of Creditors – Proposal Meeting

We will also in due course call a second meeting of creditors. Before that meeting you will be sent the Notice of Meeting and a detailed report which sets out the options for the Companies' future. We will also give our opinion as to what option we think is in the best interests of creditors. At that second meeting, creditors will decide about the future of the Companies.

We have been advised that it is management's intention to put forward a deed proposal which is anticipated to make creditors whole over a period of time, linked to a recapitalisation of the business, the settlement of various legal proceedings and the disposal of non-core assets.

You are encouraged to attend these meetings and participate in the voluntary administration process.

6. What happens next with the Voluntary Administrations?

We will proceed with the voluntary administrations, including:

- preparing for and holding the meetings of creditors;
- undertaking investigations into the Companies' affairs;
- seeking offers for the sale of the Companies property as required;
- analysing any offer for a Deed of Company Arrangement ("DOCA") that is received; and
- preparing our report to creditors.

7. Costs of the Voluntary Administration

Enclosed at Appendix G is our Initial Remuneration Notice. This document provides you with information about how we propose to be paid for undertaking the voluntary administration.

We will seek your approval of our remuneration at the second meeting of creditors. We will provide you with detailed information regarding our remuneration before that meeting so that you can understand what tasks we have undertaken or will be required to undertake, and the costs of those tasks.

8. Where can you get more Information?

The Australian Restructuring Insolvency and Turnaround Association ("ARITA") provides information to assist creditors with understanding voluntary administrations and insolvency.

This information is available from ARITA's website at arita.com.au/creditors.

ASIC also provides information sheets on a range of insolvency topics. These information sheets can be accessed on ASIC's website at asic.gov.au (search for "insolvency information sheets").

9. Electronic Communication approval / Creditor portal access

Should you wish to receive notices and documents relating to the Administrations and any other form of external administration it may evolve into via electronic means (email or facsimile), please complete the "Request to Receive Electronic Communication form", enclosed at Appendix H.

The documents enclosed with this notice can also be downloaded from the following website: <http://core.ips-docs.com>. Future correspondence to creditors will also be available from this website. Your individual login credentials are provided on the enclosed "Request to Receive Electronic Communication form".

All documents relating to the administration will be available on the Core Creditor Portal, for creditors' ease of access.

10. What you should do Next

You should now:

- read the enclosed information;
- decide whether you are going to attend the first creditors' meeting; and
- complete and return your proof of debt form(s), and if required, proxy form(s) by **11.00am on Tuesday, 18 August 2020**. If you are an employee and have already submitted a proof of debt, you are not required to submit a further form.

Should you require any assistance in relation to these documents, please do not hesitate to contact Rui Wang of this office by telephone 02 8880 4070 or by email ru.wang@olveraadvisors.com.

Yours faithfully
The Spitfire Group



Damien Hodgkinson
Joint & Several Administrator

Encl.

Appendices

- Appendix A: Declaration of Independence, Indemnities and Relevant Relationships
- Appendix B: Creditor Rights in Voluntary Administration
- Appendix C: Notice of Meeting
- Appendix D: Formal Proof of Debt
- Appendix E: Appointment of Proxy & Instructions
- Appendix F: Committee of Inspection Information Sheet
- Appendix G: Initial Remuneration Notice
- Appendix H: Request to Receive Electronic Communication form

Appendix A

CORPORATIONS ACT 2001
Section 436DA, 449CA

Declaration of Independence, Relevant Relationships and Indemnities

SPITFIRE CORPORATION LTD ACN 602 654 964; SPITFIRE ASSET MANAGEMENT PTY LTD
ACN 605 492 635; SPITFIRE MACHINES PTY LTD ACN 623 642 437;
SPITFIRE OPERATIONS PTY LTD ACN 163 452 300;
(ALL ADMINISTRATORS APPOINTED) (Collectively referred to as “the Spitfire Group”)

Section 436DA of the *Corporation Act 2001* (“Act”) requires the Practitioner/s appointed to an insolvent entity to make declarations as to:

- A. their independence generally;
- B. relationships, including
 - i the circumstances of the appointment;
 - ii any relationships with the Companies and others within the previous 24 months;
 - iii any prior professional services for the Companies within the previous 24 months;
 - iv that there are no other relationships to declare; and
- C. any indemnities given, or up-front payments made, to the Practitioner.

This declaration is made in respect of ourselves Damien Hodgkinson and Katherine Elizabeth Barnet, our partners and Olvera Advisors.

A. Independence

We, Damien Hodgkinson and Katherine Elizabeth Barnet, of Olvera Advisors have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint and Several Administrators of the Spitfire Group in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting these appointments.

B. Declaration of Relationships

i Circumstances of appointment

The directors were referred to us by Mr Danny Simmons of PwC Australia. Damien Hodgkinson has known Mr Simmons in a personal and professional capacity for over 20 years, but have not worked together in the preceding 6 years.

In the short period prior to accepting the appointment, we had the following communications with the Companies’ officeholders:

- On 23 July 2020, we spoke to Mr Danny Simmons of PwC Australia in respect to the funding requirements of Spitfire Corporation Limited. On the same date we had a number of discussions with Mr Laurence Milne the director of Spitfire Corporation in respect to its immediate funding requirements and unpaid monies from a share subscription agreement;
- On 31 July 2020, we met by video conference with the Companies’ directors Mr Laurence Milne, Brian Thomas and the major shareholder of Spitfire Corporation Ltd Michael Milne of Vestrock;

- On 5 August 2020, we again met by video conference with the Companies' directors Mr Laurence Milne, Brian Thomas and the majority shareholder of Spitfire Corporation Ltd Michael Milne of Vestrock; and
- On 7 August 2020, we again met by video conference with the Companies' directors Mr Laurence Milne, Brian Thomas and the majority shareholder of Spitfire Corporation Ltd Michael Milne of Vestrock.

The above meetings were for the purposes of:

- Gaining an understanding of the Companies, their financial position, their businesses and their trading history; and
- Discussing the various options available to the Companies and the nature and consequences of an insolvency appointment.

We received no remuneration for the above meetings. In our opinion, the above matters do not affect our independence for the following reasons:

- It is recognised by the Courts and the Australian Restructuring and Insolvency Turnaround Association ("ARITA") Code of Professional Practice that pre-appointment advice on the insolvency process and available options is necessary and does not amount to an impediment to accepting an appointment;
- The nature of the advice provided was such that it would not be subject to review and challenge during the course of the appointment; and
- The pre-appointment advice provided will not influence our ability to fully comply with the statutory and fiduciary obligations associated with the appointment in an objective and impartial manner.

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

ii Relevant Relationships (excluding Professional Services to the Insolvent)

We have or have had within the preceding twenty-four (24) months, a relationship with the following associated entities:

Name	Nature of Relationship	Reasons Why Not an Impediment or Conflict
Spitfire Corporation Ltd (Administrators Appointed) Spitfire Asset Management Pty Ltd (Administrators Appointed) Spitfire Machines Pty Ltd (Administrators Appointed) Spitfire Operations Pty Ltd	Associated entities - Damien Hodgkinson and Katherine Elizabeth Barnet were appointed joint and several Administrators of the associated entities on 7 August 2020	Appointed for the purpose of commercially managing the Companies' affairs. Appropriate procedures are in place to ensure that the affairs of each insolvent entity are managed in accordance with our statutory and fiduciary obligations. Should any conflicts of interest arise between any of the Companies, we will keep creditors informed and take appropriate action to resolve the conflict. The ARITA Code of Professional Practice states that there are sound and commercial reasons for

Name	Nature of Relationship	Reasons Why Not an Impediment or Conflict
(Administrators Appointed)		practitioners to be appointed over a group of related entities such as cost savings and a more complete and accurate picture of the group activities and its financial position.
Aspirio Pty Ltd (In Liquidation)	Associated entity - Damien Hodgkinson and Katherine Elizabeth Barnet were appointed joint and several Administrators of the associated entities on 7 August 2020	Appointed for the purpose of commercially managing the Companies' affairs. Appropriate procedures are in place to ensure that the affairs of each insolvent entity are managed in accordance with our statutory and fiduciary obligations. Should any conflicts of interest arise between any of the Companies, we will keep creditors informed and take appropriate action to resolve the conflict. The ARITA Code of Professional Practice states that there are sound and commercial reasons for practitioners to be appointed over a group of related entities such as cost savings and a more complete and accurate picture of the group activities and its financial position.

We understand that a creditor who has a registered security interest over the assets of Spitfire Corporation Ltd, Resilient Investment Group Pty Ltd is legally advised by Marque Lawyers. Olvera Advisors has a professional relationship with Marque Lawyers.

There are no other prior professional or personal relationships to disclose.

iii Prior Professional Services to the Insolvent

Neither we, nor our firm, have provided any professional services to the Companies in the previous 24 months, other than those outlined herein.

iv No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the 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' property that should be disclosed.


C. Indemnities and up-front payments

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

Dated this 11th day of August 2020



.....
Damien Hodgkinson



.....
Katherine E Barnet

NOTE:

1. *If circumstances change, or new information is identified, I am/we are required under the Corporations Act 2001 and the ARITA Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors.*
2. *Pursuant to Section 436DA of the Corporations Act 2001 I am required to make a replacement declaration of relevant relationships if:*
 - i. *The declaration becomes out-of-date; or*
 - ii. *The Administrator becomes aware of an error in the declaration.**I am also required to table a copy of any replacement declaration at the next meeting of the company's creditors.*
3. *Any relationships, indemnities or up-front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent*

Appendix B

Creditor Rights in Voluntary Administrations

As a creditor, you have rights to request meetings and information or take certain actions:



Right to request information

Information is communicated to creditors in a voluntary administration through reports and meetings.

In a voluntary administration, two meetings of creditors are automatically held. You should expect to receive reports and notice of these meetings:

- The first meeting is held within 8 business days of the voluntary administrator's appointment. A notice of meeting and other information for this meeting will be issued to all known creditors.
- The second, or decision, meeting is usually held within 6 weeks of the appointment, unless an extension is granted. At this meeting, creditors will get to make a decision about the company's future. Prior to this meeting the voluntary administrator will provide creditors with a notice of the meeting and a detailed report to assist in making your decision.

Important information will be communicated to creditors prior to and during these meetings. Creditors are unable to request additional meetings in a voluntary administration.

Creditors have the right to request information at any time. A voluntary administrator must provide a creditor with the requested information if their request is 'reasonable', the information is relevant to the voluntary administration, and the provision of the information would not cause the voluntary administrator to breach their duties.

A voluntary administrator must provide this information to a creditor within 5 business days of receiving the request, unless a longer period is agreed. If, due to the nature of the information requested, the voluntary administrator requires more time to comply with the request, they can extend the period by notifying the creditor in writing.

Requests must be reasonable.

They are not reasonable if:

- (a) complying with the request would prejudice the interests of one or more creditors or a third party
- (b) the information requested would be privileged from production in legal proceedings
- (c) disclosure would found an action for breach of confidence
- (d) there is not sufficient available property to comply with the request
- (e) the information has already been provided
- (f) the information is required to be provided under law within 20 business days of the request
- (g) the request is vexatious

If a request is not reasonable due to (d), (e) or (f) above, the voluntary administrator must comply if the creditor meets the cost of complying with the request.

Otherwise, a voluntary administrator must inform a creditor if their information request is not reasonable and the reason why.

Right to give directions to voluntary administrator

Creditors, by resolution, may give a voluntary administrator directions in relation to a voluntary administration. A voluntary administrator must have regard to these directions, but they are not required to comply with the directions.

If a voluntary administrator chooses not to comply with a direction given by a resolution of the creditors, they must document their reasons for not complying.

An individual creditor cannot provide a direction to a voluntary administrator.

Right to appoint a reviewing liquidator

Creditors, by resolution, may appoint a reviewing liquidator to review a voluntary administrator's remuneration or a cost or expense incurred in a voluntary administration. The review is limited to:

- remuneration approved within the six months prior to the appointment of the reviewing liquidator, and
- expenses incurred in the 12 months prior to the appointment of the reviewing liquidator.

The cost of the reviewing liquidator is paid from the assets of the voluntary administration, in priority to creditor claims.

An individual creditor can appoint a reviewing liquidator with the voluntary administrator's consent, however the cost of this reviewing liquidator must be met personally by the creditor making the appointment.

Right to replace voluntary administrator

At the first meeting, creditors have the right to remove a voluntary administrator and appoint another registered liquidator to act as voluntary administrator.

A creditor must ensure that they have a consent from another registered liquidator prior to the first meeting if they wish to seek the removal and replacement of a voluntary administrator.

Creditors also have the opportunity to replace a voluntary administrator at the second meeting of creditors:

- If creditors vote to accept a proposed deed of company arrangement, they can appoint a different registered liquidator as the deed administrator.
- If creditors vote to place the company into liquidation, they can appoint a different registered liquidator as the liquidator.

It is however usual for the voluntary administrator to act as deed administrator or liquidator. It would be expected that additional costs would be incurred by an alternate deed administrator or liquidator to gain the level of knowledge of the voluntary administrator.

Like with the first meeting, a creditor must ensure that they have a consent from another registered liquidator prior to the second meeting if they wish to seek to appoint an alternative registered liquidator as deed administrator or liquidator.

**For more information, go to www.arita.com.au/creditors.
Specific queries about the voluntary administration should be directed to the voluntary administrator's office.**

Appendix C

**NOTICE OF FIRST MEETING OF
CREDITORS OF COMPANIES UNDER ADMINISTRATION**

CORPORATIONS ACT 2001
Section 436E
Insolvency Practice Rules (Corporations)
75-10, 75-15, 75-20, 75-35

**SPITFIRE CORPORATION LTD ACN 602 654 964;
SPITFIRE ASSET MANAGEMENT PTY LTD ACN 605 492 635;
SPITFIRE MACHINES PTY LTD ACN 623 642 437;
SPITFIRE OPERATIONS PTY LTD ACN 163 452 300;
(ALL ADMINISTRATORS APPOINTED)
(Collectively referred to as “the Spitfire Group”)**

1. On 7 August 2020, the Companies under section 436A appointed Damien Hodgkinson and Katherine Barnet of Olvera Advisors as the Joint and Several Administrators of the Companies.
2. Notice is now given that a concurrent meeting of the creditors of the Companies will be held via video conference on **Wednesday, 19 August 2020 at 11:00AM AEST**. Due to the threat of COVID-19, and consistent with government policy on gatherings, a virtual meeting will be held to minimise the risk of exposure to COVID-19 and to help limit the spread, the first meeting of creditors will be a virtual meeting in accordance with IPR 75-35.

Creditors wishing to attend the first meeting of creditors must attend via video conference. Please note there will be no physical place of meeting.

3. The purpose of the meeting is to determine:
 - a. whether to appoint a committee of inspection; and
 - b. if so, who are to be the committee’s members.
4. At the meeting, creditors may also, by resolution:
 - a. remove the Administrator from office; and
 - b. appoint someone else as administrator of the Company.
5. Attendance at this meeting is not compulsory. Creditors may attend and vote in person, by proxy or by attorney*. The appointment of a proxy must be in the approved form.

A special proxy can be lodged showing approval or rejection of each resolution. Proxy forms must be given to me as Administrator or the person named as convening the meeting. An attorney of the creditor must show the instrument by which he or she is appointed to the Chairperson of the meeting, prior to the commencement of the meeting.

Video conference facilities will be available.

- We ask that you register to attend the virtual meeting by advising Rui Wang of my office on rui.wang@olveraadvisors.com no later than 11.00AM AEST Tuesday, 18 August 2020. The video conference link will be provided upon registration.
- Please note under Insolvency Practice Rules (Corporations) (IPR) Section 75-35 if you wish to participate in the meeting using such facilities, you must give to the convener:
 - (a) A written statement setting out:
 - (i) the name of the person and of the proxy or attorney (if any);

- (ii) an address to which notices to the person, proxy or attorney may be sent; and
- (iii) a method by which the person, proxy or attorney may be contacted for the purposes of the meeting.

DATED this 11th day of August 2020.



DAMIEN HODGKINSON
JOINT & SEVERAL ADMINISTRATOR

Notes:

***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.

Appendix D

**FORM 535
CORPORATIONS ACT 2001**

FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

Please indicate the company for which your proof of debt in the table below. If you are a creditor for more than one company, please provide a separate form for each company you wish to lodge a claim against.

All (Administrators Appointed)	
SPITFIRE CORPORATION LTD ACN 602 654 964	<input type="checkbox"/>
SPITFIRE ASSET MANAGEMENT PTY LTD ACN 605 492 635	<input type="checkbox"/>
SPITFIRE MACHINES PTY LTD ACN 623 642 437	<input type="checkbox"/>
SPITFIRE OPERATIONS PTY LTD ACN 163 452 300	<input type="checkbox"/>

To the Joint and Several Administrators of the Company indicated above.

1. This is to state that the Company was, on 7 August 2020 ⁽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⁾ <small>state how the debt arose</small>	Amount \$	GST included \$	Remarks ⁽⁴⁾ <small>include details of voucher substantiating payment</small>

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.

DATED this day of 2019

Signature of Signatory.....

NAME IN BLOCK LETTERS

Occupation

Address

See Directions overleaf for the completion of this form

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.

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 / /			

Appendix E

CERTIFICATE OF WITNESS

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

I, of

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

Dated:

Signature of Witness:

Description:

Place of Residence:

* Strike out if inapplicable

- (1) If a firm, strike out "I" and set out the full name of the firm.
- (2) Insert the name, address and description of the person appointed.
- (3) A specific proxy is entitled to vote only in accordance with your specific instructions. Indicate your specific voting instructions by ticking one option only for each resolution for which you wish to give such instructions.

Appendix F

Information Sheet: Committees of Inspection

You have been elected to be, or are considering standing for the role of, a member of a Committee of Inspection (COI) in either a liquidation, voluntary administration or deed of company arrangement of a company (collectively referred to as an external administration).

This information sheet is to assist you with understanding your rights and responsibilities as a member of a COI.

What is a COI?

A COI is a small group of creditors elected to represent the interests of creditors in the external administration. The COI advises and assists the external administrator and also has the power to approve and request certain things – this is discussed in more detail below.

Membership of the COI is a voluntary, unpaid position.

Who can be elected to a COI?

To be eligible to be appointed as a member of a COI, a person must be:

- A creditor
- A person holding the power of attorney of a creditor
- A person authorised in writing by a creditor; or
- A representative of the Commonwealth where a claim for financial assistance has, or is likely to be, made in relation to unpaid employee entitlements.

If a member of the COI is a company, it can be represented by an individual authorised in writing to act on that creditor's behalf. It also allows the creditor to maintain its representation if a change in the individual is required

A COI usually has between 5 and 7 members, though it can have more, or less, depending on the size of the external administration.

A member of a COI can be appointed by:

- resolution at a meeting of creditors
- an employee or a group of employees owed at least 50% of the entitlements owed to employees of the company
- a large creditor or group of creditors that are owed at least 10% of the value of the creditors' claims,

If an employee or group of employees, or a large creditor or group of creditors, appoints a member to the COI, they cannot vote on the general resolution of creditors to appoint members to the COI. Each of these groups also have the power to remove their appointed member of the COI and appoint someone else.

If you are absent from 5 consecutive meetings of the COI without leave of the COI or you become an insolvent under administration, you are removed from the COI.

What are the roles and powers of a COI?

A COI has the following roles:

- to advise and assist the liquidator, voluntary administrator or deed administrator (collectively referred to as the external administrator)
- to give directions to the external administrator
- to monitor the conduct of the external administration.

In respect of directions, the external administrator is only required to have regard to those directions. If there is a conflict between the directions of the COI and the creditors, the directions of the creditors prevail. If the external administrator chooses not to comply with the directions of the COI, the external administrator must document why.

A COI also has the power to:

- approve remuneration of the external administrator after the external administrator has provided the COI with a Remuneration Approval Report (a detailed report setting out the remuneration for undertaking the external administration)
- approve the use of some of the external administrator's powers in a liquidation (compromise of debts over \$100,000 and entering into contracts over 3 months)
- require the external administrator to convene a meeting of the company's creditors
- request information from the external administrator
- approve the destruction of the books and records of the external administration on the conclusion of the external administration
- with the approval of the external administrator, obtain specialist advice or assistance in relation to the conduct of the external administration
- apply to the Court for the Court to enquire into the external administration.

An external administrator is not required to convene a meeting of creditors if the request by the COI is unreasonable, or provide requested information if the request is unreasonable, not relevant to the administration or would cause the external administrator to breach their duties.

A request to convene a meeting of creditors is unreasonable if:

- it would substantially prejudice the interests of a creditor or third party
- there are insufficient funds in the external administration to cover the cost of the request
- a meeting of creditors dealing with the same matters has already been held or will be held within 15 business days, or
- the request is vexatious.

If a request for a meeting is reasonable, the external administrator must hold a meeting of creditors as soon as reasonably practicable.

A request for information is unreasonable if:

- it would substantially prejudice the interests of a creditor or third party
- the information would be subject to legal professional privilege
- disclosure of the information would be a breach of confidence
- there are insufficient funds in the external administration to cover the cost of the request
- the information has already been provided or is required to be provided within 20 business days, or
- the request is vexatious.

If the request for information is not unreasonable, the external administrator must provide the requested information within 5 business days, but the law provides for further time in certain circumstances.

An external administrator must inform the COI if their meeting or information request is not reasonable and the reason why.

How does the COI exercise its powers?

A COI exercises its powers by passing resolutions at meetings of the COI. To pass a resolution, a meeting must be convened and a majority of the members of the COI must be in attendance.

A meeting is convened by the external administrator by giving notice of the meeting to the members of the COI. Meetings of the COI can be convened at short notice.

The external administrator must keep minutes of the meeting and lodge them with ASIC within one month of the end of the meeting.

ASIC is entitled to attend any meeting of a COI.

What restrictions are there on COI members?

A member of a COI must not directly or indirectly derive any profit or advantage from the external administration. This includes by purchasing assets of the company or by entering into a transaction with the company or a creditor of the company. This prohibition extends to related entities of the member of the COI and a large creditor(s) that appoints a member to the COI.

Creditors, by resolution at a meeting of creditors, can resolve to allow the transaction. The member of the COI or the large creditor(s) that appoints a member to the COI is not allowed to vote on the resolution.

Where can you get more information?

The Australian Restructuring Insolvency and Turnaround Association (ARITA) provides information to assist creditors with understanding external administrations and insolvency.

This information is available from ARITA's website at www.arita.com.au/creditors.

ASIC provides information sheets on a range of insolvency topics. These information sheets can be accessed on ASIC's website at www.asic.gov.au (search "insolvency information sheets").

Appendix G

INITIAL REMUNERATION NOTICE

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

SPITFIRE CORPORATION LTD ACN 602 654 964; SPITFIRE ASSET
MANAGEMENT PTY LTD
ACN 605 492 635; SPITFIRE MACHINES PTY LTD ACN 623 642 437;
SPITFIRE OPERATIONS PTY LTD ACN 163 452 300;
(ALL ADMINISTRATORS APPOINTED)
(Collectively referred to as “the Spitfire Group”)

The purpose of the Initial Remuneration Notice is to provide you with information about how my remuneration for undertaking the Administration will be set.

A. Remuneration Methods

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

- 1. Time based / hourly rates**
This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.
- 2. Fixed Fee**
The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a Practitioner will finalise an administration for a fixed fee.
- 3. Percentage**
The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.
- 4. Contingency**
The practitioner's fee 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 Time based / hourly rates. This is because it provides the most accurate reflection of work carried out and is how our staff have recorded work undertaken in the administration. We have calculated our fees for work completed on a time based/hourly rate. We believe that the time basis fairly represents the value of work performed.

Explanation of Hourly Rates

The rates for my remuneration calculation are set out in the following table together with a general guide showing the qualifications and experience of staff that will be engaged in the administration and the role they take in the administration. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

title	description	hourly rate (excl. gst)
Appointee / Director	Official or Registered Liquidator/Trustee or Managing Director	\$630
Associate / Director	More than 10 years experience. Qualified and capable of controlling all aspects of an appointment. May be appropriate to take appointments in their own right.	\$570
Manager 1	Typically, CA or CPA qualified. 7 + years insolvency experience, likely more than 3 years as manager, tertiary qualified. Answerable to the appointee but otherwise responsible for all aspects of administration. Capable of controlling all aspects of an insolvency appointment.	\$495
Manager 2	Typically, CA or CPA qualified. 6 - 7 years + insolvency experience. Controls all allocated insolvency tasks. Well-developed technical and commercial skills.	\$425
Supervisor	Typically, CA or CPA qualified. 4 to 6 years' experience. Will have had conduct or minor administrations and experience in control of staff. Assists planning and controls medium to larger appointments. Reports to manager.	\$380
Senior 1	Typically, 2 to 4 years' experience. CA or CPA program commenced or completed. Required to control and or assist on the fieldwork on insolvency appointments. Reports to supervisor / manager.	\$325
Senior 2	Typically, 1 to 2 years' experience. Likely tertiary course underway or near complete. Required to control and or assist on the fieldwork on insolvency appointments. Reports to supervisor / manager.	\$295
Intermediate 1	Typically, up to 2 years' experience. Required to assist on fieldwork for insolvency appointments. Reports to more senior staff.	\$250
Intermediate 2	Typically, less 1 year insolvency experience. Trainee likely undertaking a degree with an accountancy major. Required to assist on fieldwork for insolvency appointments. Reports to more senior staff.	\$200
IT Administrator	Appropriate skills.	\$220
Secretary / WPO	Appropriate skills including machine usage.	\$180
Clerk	Non-qualified but passed HSC. Classification would depend on experience, salary and complexity of work to be conducted.	\$140
Junior	HSC. Plans to undertake at least part-time degree/diploma. Required to assist in administration and day-to-day fieldwork under supervision of more senior staff.	\$140

C. Estimated remuneration

We estimate that the administrations of the Companies will cost approximately \$350,000 total (GST exclusive) to complete, subject to the following variables which may have a significant effect on this estimate and that we are unable to determine until we have progressed the administrations:

- Trading of the Companies' business (as required);
- Management of the companies authorised representative and AFSL and the transfer and protection of client monies on various platforms;
- Preservation of Companies' assets and litigation claims;
- Realisation processes in respect to the Companies' assets (as required);
- Level of queries from creditors;
- Level of investigations required; and
- Level of additional reporting to creditors and COI.

D. Disbursements

Disbursements are divided into three types:

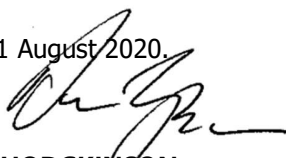
- Externally provided professional services - these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- Externally provided non-professional costs such as travel, accommodation and search fees - these are recovered at cost.
- Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the Administration, 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 my 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	Rate
Externally provided professional services	At Cost
Externally provided non-professional services	At Cost
Internal disbursements:	
Postage	At cost
Photocopying	At cost
Printing and stationery	At cost
Books and Records Storage	At cost
Books and Records Transport	At cost
Staff Vehicle Use	ATO Standard Rate per Km

Dated this 11 August 2020.



DAMIEN M HODGKINSON
JOINT & SEVERAL ADMINISTRATOR

Appendix H

**SPITFIRE CORPORATION LTD ACN 602 654 964; SPITFIRE ASSET MANAGEMENT PTY LTD
 ACN 605 492 635; SPITFIRE MACHINES PTY LTD ACN 623 642 437;
 SPITFIRE OPERATIONS PTY LTD ACN 163 452 300;
 (ALL ADMINISTRATORS APPOINTED)
 (Collectively referred to as "the Spitfire Group")**

**Corporations Act 2001 Section 600G
 Insolvency Practice Rules (Corporations) – 75-10**

**CREDITOR'S APPROVAL TO THE USE OF EMAIL BY THE EXTERNAL ADMINISTRATOR WHEN
 GIVING OR SENDING CERTAIN NOTICES UNDER SECTION 600G OF THE CORPORATIONS ACT 2001**

Should you wish to receive notices and documents relating to the administration of the Companies by email, please complete this form and return it to Jerard Manalo at the address set out below.

I/We authorise the External Administrator on behalf of the Companies and his or her employees and agents to send and give notices and documents where such notices and documents may be sent by email to us using the email address provided below.

Where the external administration has evolved into another form of external administration (such as a voluntary administration becoming a deed of company arrangement or creditors voluntary administration) I/We authorise the External Administrator of the Companies whether as voluntary administrator or deed administrator or liquidator of the Companies and his employees and agents to send and give notices and documents where such notices and documents may be sent by email to me/us using the email address provided below.

Signature:	
Creditor Name:	
Creditor Address:	
Contact Name:	
Position:	
Email Address:	
Contact Number:	

Creditors may sign into the Creditors Portal web site and register their email address to receive email alerts on any notifications posted for the Company. Creditors also may elect to use the Creditors Portal to submit Proof of Debt forms and Proxies for voting purposes.

Creditors Portal Web Address:	http://core.ips-docs.com/
Case Login:	SPIT
Case Password:	SPITOLV

Return to: Olvera Advisors
 Via Email: rui.wang@olveraadvisors.com
 Via Post: GPO Box 1466, Sydney NSW 2001