PLANTARD LIMITED

ACN 009 264 699

NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM

For a General Meeting to be held on
Friday, 6 May 2005 at 10am (Perth Time) at
the offices of Fogarty Partners, 65 Hay Street, Subiaco, Western Australia

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This is an important document. Please read it carefully.

If you are unable to attend the General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on that form.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The General Meeting of the shareholders of Plantard Limited will be held at:

Fogarty Partners	**Commencing at**
65 Hay Street	**10am**
Subiaco, Western Australia	**on Friday 6 May 2005**

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9489 7019 (International: + 61 8 9489 7019); or
- deliver it to the registered office of the Company at Fogarty Partners, 65 Hay Street, Subiaco, Western Australia,

so that it is received not later than 10am (Perth Time) on 4 May 2005.

Your proxy form is enclosed.

PLANTARD LIMITED
ACN 009 264 699

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Plantard Limited (**Plantard** or **Company**) will be held at the offices of Fogarty Partners at 65 Hay Street, Subiaco Western Australia at 10am (Perth Time) on Friday, 6 May 2005.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

Resolution 1 – Issue of Shares to First Capital Finance Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That, in accordance with ASX Listing Rule 7.1 and Item 7 of section 611 of the Corporations Act approval is given for the Company to allot and issue up to 51,730,554 fully paid ordinary shares in the Company to First Capital Finance Pty Ltd on the terms set out in the Explanatory Statement."*

Short Explanation: The Company has entered into a heads of agreement and two convertible loan agreements with First Capital Finance Pty Ltd (**FC Finance**) pursuant to which, it has agreed to issue securities to FC Finance. Accordingly, shareholder approval is being sought for the purposes of ASX Listing Rule 7.1 to allow FC Finance to be issued securities in the Company. Under Listing Rule 7.1, the Company may not issue more than 15% of its ordinary share capital in any 12 month rolling period without shareholder approval. In addition, FC Finance will obtain a relevant interest in greater than 20% of the voting shares in the Company because of the issue to it of fully paid shares in the Company. Accordingly, shareholder approval is being sought in accordance with Item 7 of Section 611 of the Corporations Act.

Voting Exclusion: The Company will disregard any votes cast on this resolution by FC Finance and any associate of FC Finance. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form as the proxy decides.

Resolution 2 – Election of Mr Steven Morris

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution:**

> *"That, in accordance with clause 13.3 of the Company's Constitution, Mr Steven Morris, being eligible for re-election, be re-elected as a director of the Company."*

Short Explanation: Mr Morris was appointed as a director of the Company on or about the date of this Notice. Clause 13.4 of the Company's Constitution requires that he stands for re-election at the next general meeting of the Company.

By order of the Board

Ananda Kathiravelu
Director

Perth, Western Australia
5 April 2005

NOTES:

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. For the purposes of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is the close of business (Perth Time) on 4 May 2005 2005.

PLANTARD LIMITED
ACN 009 264 699

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of Plantard in connection with the business to be considered at the General Meeting of the Company to be held on Friday, 6 May 2005.

1.1 Overview

On 15 December 2004 the Company announced that it had entered into the Heads of Agreement and Convertible Loan Agreements with FC Finance, pursuant to which FC Finance agreed to provide assistance to the Company to meet its debts and obligations. Under these agreements the Company agreed to issue up to 51,730,554 Shares to FC Finance, subject to obtaining shareholder approval.

Pursuant to the Heads of Agreement, the Company has already issued 13,825,000 Shares to FC Finance at a price of $0.018 per Share, being a total consideration of $248,850.

1.2 Summary of terms of FC Finance Agreements

Pursuant to the terms of the Heads of Agreement and the Convertible Loan Agreements the Company has agreed to issue up to a total of 51,730,554 Shares to FC Finance. The material terms of the agreements are set out below.

(a) Heads of Agreement

(i) The Company agreed to, and has, allotted 13,825,000 Shares to FC Finance for a total issue price of $248,850.

(ii) The Company and FC Finance agreed to enter into the Convertible Loan Agreements, and agreed to loan the Company the sum of $251,150 pursuant to the terms of the Convertible Loan Agreements.

(iii) The Company agreed to appoint 2 nominees of FC Finance to the Board of Directors of the Company on settlement of the sale of Key2 Rental Management Limited and Aliquot Property Management Pty Ltd.

(iv) The Company agreed to seek shareholder approval to convert the loan advanced under the Convertible Loan Agreement to Shares in the Company.

(v) The Company agreed to issue a further 27,777,777 Shares to FC Finance for a total issue price of $500,000, subject to obtaining shareholder approval.

(vi) The Company agreed to make a further allotment of up to a maximum of $100,000 worth of Shares to FC Finance at an issue price of $0.01 per Share, if the amount of liabilities certified as due under the Heads of Agreement is exceeded at the time of Settlement, on the basis of 100 Shares for every $1.00 FC Finance provides to the Company to provide the additional liabilities.

(b) Convertible Loan Agreements

(i) under the Convertible Loan Agreements, FC Finance has agreed to make two advances to the Company of $101,150 and $150,000;

(ii) the funds loaned to the Company are to be used by the Company to fund its short term working capital requirements;

(iii) both of the facilities terminate, and the advances are repayable, on 31 May 2005, unless terminated or cancelled prior to that date;

(iv) provision of the advances was conditional on, among other things:

(A) no event (or potential event of default occurring); and

(B) no material adverse change to the financial position of the Company occurs before the loan is provided;

(v) the advances may be converted into Shares in the Company provided that the shareholders of the Company approve the allotment;

(vi) if shareholder approval is not obtained by the termination date the loan must be repaid;

(vii) conversion of the loans to Shares will satisfy the loans;

(viii) interest is payable, at the Commonwealth Bank of Australia's 90 Day Bank Bill Rate plus 2% per annum, on the termination date of the facility;

(ix) the facilities are unsecured;

(x) if the Company defaults under the agreements the advance and all interest will be immediately repayable to FC Finance. Events of default include failure to pay monies on the due date, breach of the agreement which is not remedied within 14 days of notice, the Company enters a form of insolvency or external administration, or the agreement becomes void.

1.3 Plans for the Company if shareholder approval is not obtained

If shareholder approval is not obtained to the issue of Shares to FC Finance pursuant to the Heads of Agreement and Convertible Loan Agreements, the Company will not be in a position to satisfy its debts and will need to consider its ability to continue to operate.

1.4 Role of Independent Expert

The Independent Expert's Report assesses whether the Transaction is fair and reasonable to the non-associated Shareholders. This assessment is designed to assist all Shareholders in reaching their voting decision. Hall Chadwick has provided an opinion that it believes the Transaction is on balance, **fair and reasonable** to the non-associated shareholders of the Company. It is recommended that all Shareholders read the Independent Expert's Report in full.

1.5 Directors' Recommendations

Mr Steven Morris has a material personal interest in the outcome of the resolutions, because he is a director and associate of FC Finance. None of the other current Directors have a material personal interest in the outcome of the Resolutions save for their interest solely in their capacity as Shareholders of the Company. The holdings of securities of the Directors is set out in the following table:

Director	Shares	Options
Ananda Kathiravelu	15,080,000	1,500,000
Matthew Fogarty	-	750,000
John Ceccon	-	-
Steven Morris*	13,825,000	-

*Steven Morris is an associate of FC Finance, and has a relevant interest in the securities currently held by FC Finance due to him being a director and controller of FC Finance.

Each of the Directors (except Mr Morris, who has a material personal interest in the outcome of the Resolutions) intends to vote their Shares in favour of all of the Resolutions, subject to any voting exclusions for particular Resolutions.

Based on the information available, including that contained in this Explanatory Statement, all of the Directors (except Mr Morris who has a material personal interest in the outcome of the Resolutions) consider that the proposed Transaction is in the best interests of the Company and recommend that Shareholders vote in favour of the Resolutions. The Directors (except Mr Morris who has a material personal interest in the outcome of the Resolutions) have approved the proposal to put the Resolutions to Shareholders and separately approved the information contained in this Explanatory Statement.

The Directors believe that all of the proposed Resolutions should be supported by Shareholders and in making this recommendation they have focused on their responsibility to Shareholders.

2. THE RESOLUTIONS

Resolution 1

Background

As disclosed above the Company proposes to issue up to a total of 51,730,554 Shares to FC Finance as consideration for FC Finance providing to the Company assistance to meet its debts and obligations. The proposed issue and allotment of Shares comprises:

(a) an allotment of 27,777,777 Shares at an issue price of $0.018 per Share pursuant to the Heads of Agreement (**Allotment 1**);

(b) an allotment of up to 13,952,777 Shares at an issue price of $0.018 per Share on conversion of the advance made pursuant to the Convertible Loan Agreements (**Allotment 2**); and

(c) an allotment of up to 10,000,000 Shares at an issue price of $0.01 per Share pursuant to the Heads of Agreement and to be calculated on the basis of the amount that the actual liabilities of the Company as at Settlement exceeds the amount of the liabilities certified by the Company as existing under the Heads of Agreement (**Allotment 3**).

The issue of up to 51,730,554 Shares to FC Finance requires the approval of the Company's Shareholders, by ordinary resolution, pursuant to the ASX Listing Rules and the Corporations Act. These regulatory requirements are summarised below.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The Company proposes to issue to FC Finance up to 51,730,554 shares in consideration for receiving FC Finance's assistance in meeting its debts and obligations. Shareholders should refer to Section 1.2 of this Explanatory Statement for details relating to the agreements between the Company and FC Finance.

ASX Listing Rule 7.3 requires that the following information be disclosed to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

(d) the maximum number of Shares to be issued by the Company to FC Finance is 41,730,554 Shares at a deemed issue price of $0.018 per Share together with 10,000,000 Shares at a deemed issue price of $0.01 per Share;

(e) the Shares will be issued on the day after shareholder approval is obtained and, in any event, within three (3) months after the date of this Meeting (or such later date as permitted by ASX). It is anticipated that allotment of the shares will occur on one date;

(f) the allottee of the Shares is FC Finance;

(g) the Shares issued will rank equally in all respects with the Company's existing shares on issue;

(h) the Shares issued pursuant to Allotments 1 and 2 will be issued for a total consideration of up to $751,150. The Company will use the funds raised from this issue to pay Company debts and for working capital. No cash will be raised from the issue of Shares pursuant to Allotment 2; and

(i) the proposed issue of up to 51,730,554 Shares is placed before Shareholders to allow the number of shares proposed to be issued to be excluded from the calculation set out in ASX Listing Rule 7.1.

Section 611 of the Corporations Act

Section 606(1) Prohibition

Pursuant to Section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

(a) from 20% or below to more than 20%; or

(b) from a starting point above 20% and below 90%.

If all of the Shares in Resolution 1 are issued, the voting power of FC Finance will increase from below 20% to more than 20%.

Voting Power and Relevant Interests

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

A person ("**second person**") will be an "associate" of the other person ("**first person**") if:

(a) the first person is a body corporate and the second person is:

   (i) a body corporate the first person controls;

   (ii) a body corporate that controls the first person; or

   (iii) a body corporate that is controlled by an entity that controls the person;

(b) the second person has entered or proposed to enter into a relevant agreement with the first person for the purpose of controlling or influencing the composition of the Company's board or the conduct of the Company's affairs; and

(c) the second person is a person with whom the first person is acting or proposed to act, in concert in relation to the Company's affairs.

Section 608(1) of the Corporations Act provides that a person has a relevant interest in securities if they:

(a) are the holder of the securities;

(b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or

(c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

Section 608(3) of the Corporations Act provides that a person has the relevant interests in any securities held by a body corporate that the person controls.

Deemed Relevant Interests, Voting Power and Associates

Mr Steven Morris is an "associate" of FC Finance for the purposes of the Corporations Act because Mr Morris is a director of FC Finance and controls FC Finance. Ferguson Road Pty Ltd is an associate of FC Finance because it holds a 70% interest in FC Finance. Ferguson Road Pty Ltd is controlled by Mr Les Freeman, who is therefore also an associate of FC Finance.

In the event all of the Shares the subject of Resolution 1 are issued, the voting power of FC Finance will increase from a point below 20% to above 20%. Mr Steven Morris, Ferguson Road Pty Ltd, and Mr Les Freeman are deemed to have a relevant interest in the voting power to be held by FC Finance.

For the purposes of the remainder of this Explanatory Statement, Mr Morris, Ferguson Road Pty Ltd and Mr Les Freeman will be referred to as the "**Associated Parties**".

Exemption from Section 606

Section 611 provides that certain acquisitions of relevant interests in a company's voting shares are exempt from the prohibition in Section 606(1), including acquisitions approved previously by a resolution passed at a general meeting of the company in which the acquisition is made (Section 611 Item 7).

For the exemption of Section 611 Item 7 to apply, Shareholders must be given all information known to the person proposing to make the acquisition or their associates, or known to the Company that was material to the decision on how to vote on the resolution. In ASIC Policy Statement 74, the ASIC has indicated what additional information should be provided to shareholders in these circumstances.

Technical information required by Section 611 and ASIC Policy Statement 74

The following information is required to be provided to shareholders under ASIC Policy Statement 74. Shareholders are also referred to the Independent Expert's Report prepared by Hall Chadwick and annexed to this Explanatory Statement as Appendix A.

The figures in the following section assumes that:

(a) all of the securities the subject of Resolution 1 i.e. all shares issued pursuant to the transaction including Shares to be issued have been issued and no additional Shares are issued;

(b) the Associated Parties do not acquire any Shares other than those referred to in Resolution 1;

(c) The identity of each person proposing to make an acquisition of a relevant interest ("**Acquirer**") and their associates ("**Associates**") is:

Acquirer	**Associates**
FC Finance	Mr Steven Morris Ferguson Road Pty Ltd Mr Les Freeman

(d) As at the date of this Notice, the following parties had a relevant interest in the shares of the Company:

Party	Relevant Interest	Capacity
FC Finance	13,825,000	Direct Holder
Steven Morris	13,825,000	By virtue of Section 608(3)
Ferguson Road Pty Ltd	13,825,000	By virtue of Section 608(3)
Ms Les Freeman	13,825,000	By virtue of Section 608(3)

(e) if Resolution 1 is passed by the shareholders of the Company the Acquirer's voting power will increase as set out in the following table:

	Number of Shares	**Voting percentage***
Acquirer's current shareholding	13,825,000	19.87%
Allotment 1	27,777,777	42.74%
Allotment 2	13,952,777	49.92%
Allotment 3	10,000,000	54.05%
Total	**65,555,554**	**54.05%**

(f) The Associated Parties' voting power will increase as a result of the Acquirer's increase in voting power. The Associated Parties do not directly hold any shares in the Company, and so their voting power will only increase to the extent that the Acquirer's interest increases.

(g) Under the Heads of Agreement, Mr Steven Morris has been appointed as a company director. If Resolution 1 is approved, it is proposed that Mr Steven Morris will continue as director of the company. Mr Morris's qualifications are set out below under the heading "Resolution 2". Under the Heads of Agreement, it is proposed that FC Finance appoint a second director to the Company. As at the date of this Meeting the identity of that nominee has not been resolved. It is proposed, that until the appointment of the second director is resolved, the current directors shall remain on the Board.

(h) Other than as disclosed elsewhere in this Explanatory Statement, the Company understands that the Acquirer, together with the Associated Parties:

(i) does not currently propose to change the business of the Company. However F C Finance intends to submit a proposal to the board of the Company for the acquisition of income producing assets valued at not less than $21 million. The Company is under no obligation to accept any such proposal;

(ii) does not propose to change the employment arrangements of the Company;

(iii) does not intend to redeploy any fixed assets of the Company;

(iv) does not have any present intention to inject further capital into the Company;

(v) does not intend to transfer any property between the Company and the Vendors or any person associated with any of them;

(vi) has no current intention to change the Company's existing policies in relation to financial matters or dividends;

(i) The allotment of shares to the Acquirer will be on completion of the Transaction pursuant to the Heads of Agreement and Convertible Loan Agreements, which is expected to occur as soon as possible after this Meeting, and in any event shall be no later than the date that is 3 months from the date of this meeting.

Resolution 2 – Re-election of Directors

In accordance with the Constitution and the Corporations Act, the appointment of Directors must be made by resolution passed in a general meeting. Resolution 2 seeks the re-election of Mr Steven Morris as director of the Company. A summary of Mr Morris's background follows.

Mr Steven Morris

Mr Morris is an experienced property lawyer, having spent 23 years as a partner with the Queensland branch of the national law firm of Dibbs Barker Gosling. Prior to its name change to Dibbs Barker Gosling, Steven served for 10 years as head Barker Bosling's property division, as well as strategic planning for several major publicly listed companies. In a coinciding role, as head of the firm's banking and finance section, Mr Morris provided advice to a number of banking institutions in relation to mortgage documentation, securities, uniform consumer credit code, and stamp duty issues.

Primary areas of expertise include legal, business management, property development and banking and finance.

GLOSSARY

Board means the board of directors of the Company.

Company and **Plantard** means Plantard Limited (ACN 009 264 699).

Constitution means the Company's constitution.

Convertible Loan Agreements mean the Convertible Loan Agreement dated 15 December 2004 between the Company and FC Finance and the subsequent Convertible Loan Agreement dated 4 March 2005 between the Company and FC Finance.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means this information Explanatory Statement.

FC Finance means First Capital Finance Pty Ltd (ACN 110 717 729).

Heads of Agreement means the Heads of Agreement dated 15 December 2004 between the Company and FC Finance as amended by a Deed of Variation between the parties dated 7 January 2005, and a further Deed of Variation between the parties dated on or about 4 March 2005.

Meeting means the meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Statement.

Settlement means settlement of the sale of all of the issued capital of Key2 Rental Management Limited and Aliquot Property Management Pty Ltd pursuant to a Share Sale Agreement between Plantard Limited and Wentworth Mutual Investments Pty Ltd.

Share means a share in the Company.

Shareholder means a shareholder in the Company.

Transaction means the transactions contemplated in the Heads of Agreement and the Convertible Loan Agreements.

PLANTARD LIMITED
ACN 009 264 699
PROXY FORM
GENERAL MEETING

I/We

being a Member of Plantard Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the general meeting to be held at the offices of Fogarty Partners, at 65 Hay Street, Subiaco, Western Australia, on 6 May 2005 at 10am (Perth Time) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the Annual General Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 Issue and allotment of Shares	☐	☐	☐
Resolution 2 Election of Mr Steven Morris	☐	☐	☐

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman intends to vote in favour of all of the resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2005
By:

Individuals and joint holders	**Companies (affix common seal if appropriate)**
Signature	Director
Signature	Director/Company Secretary
Signature	Sole Director and Sole Company Secretary

PLANTARD LIMITED
ACN 009 264 699

Instructions for Completing Proxy Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

   - 2 directors of the company;
   - a director and a company secretary of the company; or
   - for a proprietary company that has a sole director who is also the sole company secretary – that director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

Our Ref: 5sam01

4th April 2005

The Directors
Plantard Limited
Level 1
288 Stirling Street
PERTH WA 6000

Attention: Mr Ananda Kathiravelu

Dear Sirs,

PLANTARD LIMITED ("PLANTARD" OR "COMPANY") (ABN 20 009 264 699) MEETING OF SHAREHOLDERS PURSUANT TO SECTION 611 (Item 7) OF THE CORPORATIONS ACT ("TCA") ON THE PROPOSAL TO ISSUE SHARES

1. INTRODUCTION

1.1 We have been requested by the Directors of Plantard to prepare an Independent Expert's Report to determine the fairness and reasonableness relating to the proposal pursuant to Resolution 1 as detailed in the Notice of General Meeting to Plantard Shareholders (the "Notice").

1.2 On 15 December 2004 the Company announced that it had entered into the Heads of Agreement with First Capital Finance Pty Ltd ("FC Finance"). On 15 December 2004 and 4 March 2005, the Company entered into Convertible Loan Agreements with FC Finance ("Convertible Loan Agreements"). Under these agreements the Company agreed to issue up to 51,730,554 shares to FC Finance, subject to shareholders approval.

Pursuant to the Heads of Agreement, the Company has already issued 13,825,000 ordinary shares to FC Finance at a price of 1.8 cents per share, to raise $248,850.

1.3 Resolution 1 proposes that Plantard will issue additional ordinary shares in the Company to FC Finance, to enable it to raise additional funds to meet its existing debt obligations and inject working capital funds.

1.4 The material terms of the Heads of Agreement are as follows:

- The Company agreed to, and has, allotted 13,825,000 shares to FC Finance at an issue price of 1.8 cents per share, for a total issue price of $248,850. This is not part of Resolution l;
- The Company and FC Finance have entered into Convertible Loan Agreements, and agreed to loan the Company the sum of $251,150 pursuant to the terms of the Convertible Loan Agreements;
- The Company agreed to seek shareholder approval to convert the loan advanced under the Convertible Loan Agreements to shares in the Company;
- The Company agreed to issue a further 27,777,777 Shares to FC Finance at an issue price of 1.8 cents per share, for a total issue price of $500,000. This is subject to obtaining shareholder approval;
- Two representatives from FC Finance will replace two existing directors of the Board; and
- The Company agreed to make a further allotment of up to a maximum of $100,000 worth of shares to FC Finance at an issue price of 1 cent per share, if the amount of liabilities certified of $538,261 as due under the Heads of Agreement is exceeded at the time of Settlement, on the basis of 100 shares for every $1.00 FC Finance provides to the Company to pay the additional liabilities.

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PERTH WA 6846

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Associated with:

National Association
Hall Chadwick

Hall Chadwick Corporate Finance (WA) Pty Ltd

A.C.N. 008 783 113

1.5 The material terms of the Convertible Note Agreements are as follows:

- under the Convertible Loan Agreements, FC Finance has agreed to make two loan advances to the Company of $101,150 and $150,000;

- the funds loaned to the Company are to be used by the Company to fund its short term working capital requirements;

- the facility terminates, and the loan is repayable, on 31 May 2005, unless terminated or cancelled prior to that date;

- provision of the advance was conditional on:

  - the initial allotment, referred to at item 1 in the summary of the Heads of Agreement above (13,825,000 shares as above), being made to FC Finance;
  - Settlement occurring;
  - no event (or potential event of default occurring); and
  - no material adverse change to the financial position of the Company occurs before the loan is provided;

- the advance may be converted into shares in the Company provided that the shareholders of the Company approve the conversion. The conversion of the advance and accrued interest to ordinary shares in the Company will be at a price of 1.8 cents per share;

- if shareholder approval is not obtained by the termination date of 30 March 2005 the loan must be repaid;

- conversion of the loan to shares will satisfy the loan;

- interest is payable, at the Commonwealth Bank of Australia's 90 Day Bank Bill Rate plus 2% per annum, on the termination date of the facility. Interest will accrue daily from the date of the Shareholders Meeting and will be payable in cash upon conversion to shares in the Company or repayment of the advance;

- the facility is unsecured; and

- if the Company defaults under the agreement the advance and all interest will be immediately repayable to FC Finance. Events of default include failure to pay monies on the due date, breach of the agreement which is not remedied within 14 days of notice, the Company enters a form of insolvency or external administration, or the agreement becomes void.

1.6 In the event all of the shares being the subject of Resolution 1 (excluding those to be issued on conversion of the Convertible Note) are issued, the voting power of FC Finance will increase from a point below 20% to above 20%.

1.7 If the shareholders of the Company approve Resolution 1 and the Convertible Notes are converted into shares, the Company will issue the following shares:

	Number of Shares	Issue Price-Cents	$Amount
Allotment 1	27,777,777	1.8	$500,000
Allotment 2 - Convertible Notes	13,952,777	1.8	$251,150
Allotment 3	10,000,000	1	$100,000
Total	**51,730,554**		**$851,150**

If Resolution 1 is passed and consummated, and assuming FC Finance converts the Convertible Notes, then FC Finance will receive up to 51,730,554 fully paid ordinary shares in the Company. As FC Finance already holds 13,825,000 shares in Plantard (or 19.87% of the issued capital), the total number of shares held by the FC Finance will be 65,555,554 or 54.05% of the expanded issued capital of the Company.

1.8 Under Section 606 of TCA, a person must not acquire a relevant interest in issued voting shares in a company if because of the transaction, that persons or someone elses voting power in the company increases:

a) from 20% or below to more than 20%; or
b) from a starting point that is above 20% and below 90%.

Under Section 611 (Item 7) of TCA, section 606 does not apply in relation to any acquisition of shares in a company approved by resolution passed at a general meeting at which no votes were cast in favour of the resolution by the acquirer or the disposer or their respective associates. An independent expert is required to report on the fairness and reasonableness of the transaction pursuant to a section 611 (Item 7) meeting.

1.9 There are two other resolutions being put to the shareholders of Plantard. We are not reporting on the merits or otherwise of these other resolutions.

1.10 Apart from this introduction, this report considers the following:

- Summary of opinion
- Implications of the proposal
- Corporate history and nature of business of Plantard
- Future direction of Plantard
- Basis of valuation of Plantard shares
- Pro-forma financials
- Premium for control
- Fairness and reasonableness of the offer
- Conclusion as to fairness and reasonableness
- Sources of information
- Appendix A

2. Summary of Opinion

2.1 In determining the fairness and reasonableness of the transactions pursuant to Resolution 1, we have had regard for the definitions set out by the Australian Securities and Investments Commission ("ASIC") in its Policy Statements 75 and 74. Policy Statement 75 states that an opinion as to whether an offer is fair and/or reasonable shall entail a comparison between the offer price and the value that may be attributed to the securities under offer (fairness) and an examination to determine whether there is justification for the offer price on objective grounds after reference to that value (reasonableness).

Policy Statement 74 states that in all cases, where an acquisition of shares by way of an allotment is to be approved by shareholders pursuant to section 611 (Item 7) of TCA, a report by an Independent Expert may be presented stating whether or not the proposal is fair and reasonable, having regard to the interest of shareholders other than the proposed allottees (in this case, the Associated Parties) and whether a premium for potential control is being paid by the allottees will be required.

Accordingly, our report relating to Resolution 1, is concerned firstly with the fairness and reasonableness of the proposals with respect to the existing non- associated shareholders of Plantard, and secondly whether the price payable for an interest by FC Finance includes a premium for control.

2.2 In our opinion:

The proposal as outlined in Resolution 1 that provides for the issue of shares, including the conversion of the loans to shares, is considered on balance **fair and reasonable** to the non-associated shareholders of Plantard.

The opinions expressed above are to be read in conjunction with the more detailed analysis and comments made in this report.

In forming our opinion we considered the following key issues:

- Plantard has reported continued losses from its property management operations and has recently sold its interests in these activities. It currently has no other business activity and a deficiency of current assets over current liabilities of approximately $572,000 (excluding loans advanced from FC Finance). It holds one asset being a Receivable from the sale of the business, which may provide for up to $1 million, payable around February/March 2006;

- Without the immediate injection of cash there is considerable uncertainty in relation to the Company meeting its immediate debt obligations and its future;

- Resolution 1 contemplates a cash injection into the Company by FC Finance to allow the Company to meet its current debt obligations and provide working capital and enable Plantard to continue as a going concern. FC Finance will increase its voting power in the Company from 19.87% up to 54.05%;

- We have determined the value of the 51,730,554 shares in the Company to be issued to FC Finance is considered the same value as the cash consideration payable by FC Finance of approximately $851,150.

- The Heads of Agreement includes for consideration of the Board of the Company a proposal by FC Finance to acquire income producing assets from FC Finance; and

- Should Resolution 1 not be passed and consummated, Plantard will need to identify and pursue alternative opportunities to both raise funds and grow. We are not aware of the existence of any such alternatives. Further, any alternate process may take some time and involve additional cost, which may adversely impact Plantard's ability to meet its current debt obligations.

3. Implications of the Proposals

3.1 As at 10 February 2005, there were 69,565,030 ordinary fully paid shares on issue in Plantard. The five significant shareholders at that date held 48.49% of the issued capital and are as follows:

	No. of fully paid shares	% of issued fully paid shares
Ananda Kathiravelu	15,080,000	21.68
FC Finance	**13,825,000**	**19.87**
Andrew Thompson	2,100,000	3.02
Tian Li Holdings Pte Ltd	1,595,405	2.29
Santio Holdings Pty Ltd	1,130,000	1.62
Other investors	35,834,625	51.51
Total Shares on Issue	69,565,030	100

3.2 Assuming the proposal pursuant to Resolution 1 to issue shares to FC Finance is passed and consummated and the Convertible Note is converted to shares, and a total of 51,730,554 shares are issued to the FC Finance, the new shareholding position of the Company would be:

	No. of fully paid shares	% of issued fully paid shares
FC Finance	**65,555,554**	**54.05**
Ananda Kathiravelu	15,080,000	12.43
Andrew Thompson	2,100,000	1.73
Tian Li Holdings Pte Ltd	1,595,405	1.32
Santio Holdings Pty Ltd	1,130,000	0.93
Other investors	35,834,625	29.54
Total Shares on Issue	121,295,584	100

FC Finance will increase their voting power from 19.87% to 54.05% of the expanded issued capital. We are advised by the Directors of the Company the 51,730,554 shares to be issued to FC Finance will not be subject to any escrow provisions.

3.3 The consummation of Resolution 1 will provide a cash injection into the Company of up to $851,150, to pay existing debt and provide working capital. The financial implications of this proposal are illustrated in part 7 of this report.

3.4 If Resolution 1 is not passed then the Company may not be in a position to satisfy its debts when they fall due and will need to consider alternative proposals.

3.5 At the time of this report the following options were on issue ("Options"):

Number	Expiry Date	Exercise Date	Exercise Price
600,000 (unlisted)	25/5/05	Any time prior to expiry	$0.50
3,450,000 (unlisted)	31/12/05	Any time prior to expiry	$0.25
3,500 (unlisted)	31/10/05	Any time prior to expiry	$10.00
3,500 (unlisted)	31/10/06	Any time prior to expiry	$10.00

Given the share price of a Plantard share is currently and has been for some time, trading at a significant discount to the respective exercise prices of the Existing Options, it may be unlikely that the above Options will be converted into shares in the near future. As such, for the purposes of this report we have assumed that none of the Options will be converted and therefore the shareholding held by the FC Finance in the Company will not be diluted. However, should any of the Options be converted to shares then the shareholding held by FC Finance in the Company will be diluted.

3.6 If Resolution 1 is passed the Board composition will be as follows:

Director	Existing	Proposed
Mr A. Kathiravelu	✓	✓
Mr M. Fogarty	✓	✓
Mr J. Ceccon	✓	✓
Mr S. Morris	✓	✓

Under the Heads of Agreement, it is proposed that FC Finance appoint a second director to the Company. As at the date of this meeting the identity of that nominee has not been resolved. It is proposed that until the appointment of the second director is resolved, the current directors shall remain on the Board.

4. Corporate History and Nature of Business of Plantard Ltd

4.1 In December 1999 the Company was listed on the Australian Stock Exchange Ltd ("ASX") as an information technology and web design company. During this period to date the Company has invested in various business activities including public relations and residential property management. In December 2004 the Company announced the sale of its property settlement subsidiaries and settlement occurred in February 2005. The payment included cash, settlement of debt and a final deferred payment of approximately $1 million cash payable in February or March 2006, subject to retention conditions.

4.2 Currently, the Company has divested itself of its residential property management businesses and has changed its name from Key2 Limited to Plantard Limited. The Company has accumulated audit review losses to 31 December 2004 of approximately $14.9 million and its current financial position of the Company is detailed in part 6.4 of this report.

4.3 If resolutions 2 and 3 are passed the Board composition will change as detailed in part 3.6 of this report.

5. Future Directions of Plantard

5.1 We have been advised by the Directors and management of Plantard that:

- FC Finance intends to formulate and put forward to Plantard, a proposal for the acquisition by Plantard of income producing assets from FC Finance. These income producing assets will be independently valued at not less than $21 million and will be acquired by way of issue of shares in the Company and FC Capital will hold not less than 90% of the expanded issued capital of Plantard. The Company is under no obligation to accept any such proposal.

  FC Finance is a specialised property finance brokerage, working independently to assist property developers and associated business organisations to source and secure finance for property developments. Its corporate office is located in Brisbane, Queensland;

- Other than the acquisition noted above, there are no proposals currently contemplated whereby Plantard will acquire any property or assets from FC Finance or any other party associated with them. Further, there are no proposals to transfer any of the Company's property or assets to FC Finance or any other party associated with them;

- The composition of the Board will change as detailed in paragraph 3.6 of this report;

- There is no intention to inject further capital into the Company, unless acquisition opportunities arise;

- There is no intention to change the dividend or financial policy or employment arrangements or business direction of the Company;

- FC Finance does not have any present intention to inject further funds into the Company other than the proposal outlined above; and

- The Directors of the Company advise that they will continue to seek investment opportunities in the property sector and its related industries.

6. Basis of Valuation of Plantard Shares

6.1 Shares

6.1.1 In considering the proposal outlined in Resolution 1, we have sought to determine if the value of the 51,730,554 ordinary shares in the Company to be issued to FC Finance, is fair and reasonable to the existing non-associated shareholders of Plantard.

6.1.2 The share offer pursuant to Resolution 1 would be fair to the existing non-associated shareholders if the value of the shares issued by the Company were less than the amount paid for these shares by FC Finance. Accordingly, we have sought to determine a theoretical value that could reasonably be placed on Plantard shares for the purposes of this report.

6.1.3 The valuation methodologies we have considered in determining a theoretical value of a Plantard share are:

- Capitalisation of maintainable earnings and discounted cash flow
- Takeover bid - the price at which an alternative acquirer might be willing to offer to acquire Plantard
- Adjusted net asset backing and windup value
- The weighted average market price of Plantard shares

6.2 Capitalisation of maintainable earnings and discounted cash flows

6.2.1 Due to Plantard's loss making activities and its recent sale of its property management subsidiaries, there is a level of uncertainty in relation to future maintainable earnings and cash flows. Therefore, we have considered these methods of valuation not to be relevant for the purpose of this report.

6.3 Takeover Bid

6.3.1 It is possible that a potential bidder for Plantard could purchase all or part of the existing shares, however, no certainty can be attached to this occurrence. To our knowledge, there are no current bids in the market place.

6.4 Net Asset Backing and Wind Up Value

As there is no intention to wind up the Company, we have not considered wind up values for the purposes of this report.

6.4.1 Net Asset Backing

We set out below an unaudited Statement of Financial Position of Plantard as at 4 March 2005. This has been adjusted to exclude the initial advance by FC Finance of $101,150.

	Plantard Unaudited 4 March 2005 $
Current Assets	
Cash assets	8,111
Receivables	27,203
	35,314
Non-Current Assets	
Receivable	1,000,000
	1,000,000
Total Assets	1,035,314
Current Liabilities	
Payables	606,953
	606,953
Total Liabilities	606,693
Net Assets	428,361
Equity	
Contributed equity	15,614,452
Accumulated losses	(15,186,091)
Net Equity	428,361

6.4.2 Based on the above book values and total number of shares on issue of 69,565,030 at 4 March 2005, the value of a share may be considered 0.6 cents per share (ignoring the value, if any, of non-booked tax benefits).

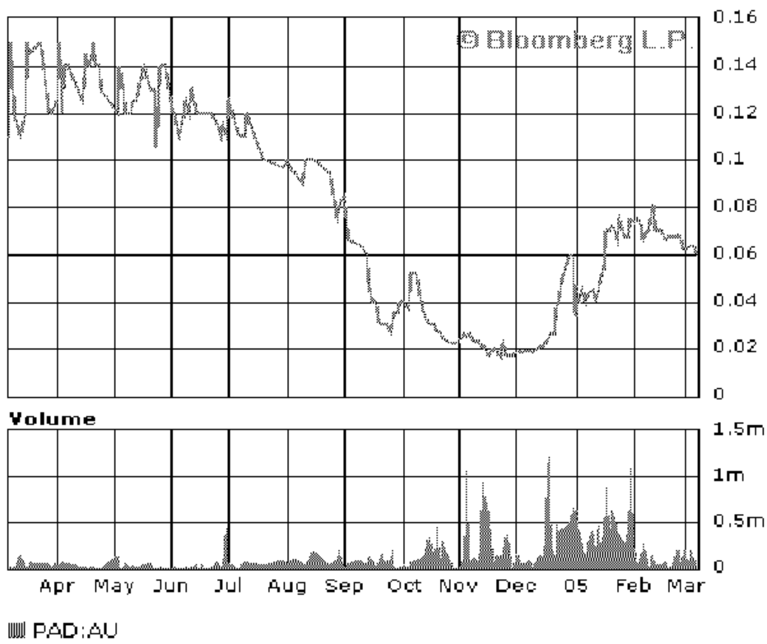
6.4.3 The actual amount collected from the Receivable $1 million is dependent upon the satisfaction of certain retention conditions included in the sale agreement. We note that this is the maximum amount receivable and for the purposes of this report we have assumed this will be collected and around March 2006.

6.5 Weighted Average Market Price of Plantard fully paid shares

The trading share price of company share is fair indicator of the value of a share.

We note that the 52 week high Plantard share price is 15 cents (3 February 2004) and the 52 week low share price is 1.6 cents (23 November 2004) and has never traded below the adjusted book value of 0.7 cents. As such, we consider for the purposes of this report that the value of a company share may be more accurately reflected by its trading price rather than its book value.

6.5.1 We set out below a graph depicting the trading price of a Plantard fully paid ordinary share from March 2004 to March 2005.



Source: Bloomberg website.

6.5.2 The above share price indicates a downward trend from a high of 15 cents in March 2004, to a low of 1.6 cents in November 2004. We are advised by Directors of the Company that the general decline in the price of a Plantard share reflects the financial losses incurred by the Company and a weakened financial position. The Directors of the Company announced on 8 September 2004 that it has entered into a sale agreement to sell its two property management subsidiaries and as part of the agreement the Company would become a significant shareholder of the acquirer. The terms of the selling price changed over the subsequent months and the Company would not receive any shares in the acquirer and delays in settlement occurred. This was around the time of the 52-week low price of the Company shares of 1.6 cents per share.

On 16 December 2004 the Company announced the completion of certain capital raising initiatives and several weeks later it announced it changed its name to Plantard Limited. The Directors of the Company advise us that the share price has steadily increased from the low price in November 2004 as the Company divested itself of a loss making operation and has secured finance to pursue other investments.

The closing share price on 7 March 2005 is noted as 6 cents per share and a volume of trade for that day of 120,000.

6.5.3 The future value of a Plantard share will depend upon, inter alia:

- the prospects of its future projects
- the recoverability of its Receivable of $1 million in relation to sale of the property management subsidiaries
- the state of Australian and overseas stock markets
- who controls the Board
- general economic conditions
- liquidity of shares in Plantard

6.5.4 After taking into account the above factors, in our opinion the value of a Plantard share for the purposes of this report is considered to be its trading price prior to the announcement of its capital raisings secured with FC Finance (10 December 2004), which was also subsequent to the announcement of the sale of the property management subsidiaries. In our opinion it is appropriate to consider the share price at the time of entering into agreements with FC Finance, as the allotment price of the shares pursuant to these agreements is relative to the market price at that time.

As such, in our opinion and for the purposes of this report we believe the value of a Plantard share is the share price in early December 2004 of approximately 2 cents per share.

7. Pro-forma Statement of Financial Position of Plantard

We set out below the unaudited Statement of Financial Position of Plantard as at 4 March 2005 and a pro-forma Statement of Financial Position. The assumptions used in preparing this statement are as follows:

- The two property management subsidiaries have been sold and cash proceeds were used to settle debts in these subsidiaries;
- All intercompany loans have been written off and the subsidiaries deregistered;
- The final amount payable for the sale of the subsidiaries is included as a non-current asset Receivable of $1,000,000. Pursuant to the sale agreement, this amount is the maximum payable and may be reduced in accordance with various retention conditions of the sales agreement.
- The Company has allotted 51,730,554 shares to FC Finance for an amount of $851,150, pursuant to Resolution 1. This incorporates the Convertible Note of $251,150 being converted into shares.
- The costs associated with the allotment of the 51,730,554 shares to FC Finance are approximately $30,000 and has been charged to Equity.

	Unaudited 4 March 2005 $	Pro-forma 4 March 2005 $
Current Assets		
Cash assets	8,111	829,261
Receivables	27,203	27,203
	35,314	856,464
Non Current Assets		
Receivable	1,000,000	1,000,000
	1,000,000	1,000,000
Total Assets	1,035,314	1,856,464

	Unaudited 4 March 2005	Pro-forma 4 March 2005
Current Liabilities		
Payables	606,953	606,953
	606,953	606,953
Total Liabilities	606,953	606,953
Net Assets	428,361	1,249,511
Equity		
Contributed equity	15,614,452	16,435,602
Accumulated losses	(15,186,091)	(15,186,091)
Net Equity	428,361	1,249,511

7.1 Based on the above book values of the Statement of Financial Position of Plantard at 4 March 2005 incorporating the sale of the property management subsidiaries, and the total number of shares on issue of 69,565,030, the value of a share may be considered 0.6 cents per share (ignoring the value, if any, of non-booked tax benefits).

7.2 Based on the above book values of the pro-forma Statement of Financial Position of Plantard that incorporates the assumptions above and the total number of shares on issue of 121,295,584, the book value of a share may be considered 1.0 cent per share (ignoring the value, if any, of non-booked tax benefits).

7.3 International Financial Reporting Standards

The Financial Reporting Council has announced that Australia will adopt International Financial Reporting Standards ("IFRS") as the reporting and accounting framework from 1 January 2005.

The first year that IRFS will apply to Plantard is for the year ended 30 June 2006.

All financial information prepared in this report has been prepared in accordance with generally accepted accounting principals in Australia (Australian GAAP).

The difference between Australian GAAP and IFRS identified by management to date as potentially having an impact on the financial position of Plantard is summarised below. The summary should not be taken as an exhaustive list of all the differences between Australian GAAP and IFRS.

- *Share based payments:* the Company will be required to determine the fair value of future options or other equity based compensation issued to employees and recognise this as an expense in the Statement of Financial Performance;
- *Income taxes:* the Company will be required to use a balance sheet approach, rather than an income statement approach. This method focuses on the tax effects of transactions or other events that affect amounts recognised in the Statement of Financial Position; and
- *Financial Instruments:* the Company will be required to classify and measure its Receivable at amortised cost. The impact may be minimal, if the Receivable is paid within around twelve months.

8 Premium for Control

8.1 Premium for control for the purposes of this report has been defined as the difference between the price per share which a buyer would be prepared to pay to obtain or improve a controlling interest in the Company and the price per share which the same person would be required to pay per share which does not carry with it control, or the ability to improve control of the Company.

8.2 Currently, FC Finance holds 19.87% of the shares in the Company.

8.3 Under TCA, control may be deemed to occur when a shareholder or group of associated shareholders control more than 20% of the issued capital. In this case, FC Finance will own approximately 54.05% of the expanded fully paid issued capital of Plantard if the 51,730,554 Plantard shares were issued as allowed for pursuant to Resolution 1. Accordingly, we have addressed whether a premium for control will be paid.

8.4 The market value of the Plantard shares proposed to be issued to FC Finance pursuant to Resolution 1 is deemed to be theoretically worth approximately 2 cents (Refer paragraph 6.5.4 of this report). Thus, it is argued that FC Finance is not paying a premium for control, as they are receiving 51,730,554 shares in Plantard with a theoretical value and have paid approximately the same amount as consideration (refer part 9 of this report).

8.5 Board control may change (refer paragraph 3.6) and FC Finance may have two representatives of the three member positions of the Board. This indicates FC Finance may obtain control of the Board.

9. Fairness of the Offer

9.1 The proposal for the issue of up to 51,730,554 ordinary shares in the Company to FC Finance pursuant to Resolution 1 is believed to be fair to Plantard non-associated shareholders if the value of the consideration paid by FC Finance of $851,150 is equal to or higher than the value of the 51,730,554 shares being issued by Plantard.

9.2 Based on our assessment of the market price of a Plantard share of 2 cents (refer paragraph 6.5.4 of this report) we consider the value of the 51,730,554 ordinary shares to be issued to FC Finance to be worth approximately $1.03 million. The Directors of the Company advise us there is no requirement that these shares be held in escrow.

Technically, the value of these shares being issued to FC Finance is marginally higher than the amount paid by approximately $183,000. Given that FC Finance is acquiring an additional 34.18% of the expanded issued capital of the Company and will become its largest shareholder, it would normally be expected that such a large parcel of shares would be issued at a discount to the prevailing market.

As a broad guide a discount can range from between 2.5% and 20%. The discount applied will vary depending on the company, the size of its market capitalisation, the circumstances of the placement and the general state of the market.

Whilst we have not attempted to quantify or measure the appropriate discount to be applied in this case but we note that any discount ascribed would reduce our assessed price of 2 cents per share. This is reasonable considering the Company had no business activities at the time of the agreement and had an excess of current liabilities over current assets. We also note that the 52-week low share price of 1.6 cents per share was recorded only two weeks prior to the announcement date.

Further, we note the technical book value of a share (refer part 6.4 of this report) at 4 March 2005 of 0.6 cents per share is lower than the allotment price of 1.8 cents for the 41,730,554 shares and 1.0 cent for the remaining 10,000,000 for to be issued to FC Finance.

9.3 Based on the above facts, we are of the opinion that the potential issue of 51,730,554 shares to FC Finance to raise $851,159 (pursuant to Resolution 1) is, technically, considered fair, as the consideration paid is at least our assessed market value.

10. Reasonableness of the Offer

10.1 We set out below some of the advantages and disadvantages and other factors pertaining to the proposals pursuant to Resolution 1.

Advantages

10.2 A review of the pro-forma Statement of Financial Position (refer part 7 of this report) reveals that after the Company has sold its property management subsidiaries and it has a deficiency of current assets over current liabilities of approximately $572,000 and no working capital. The Company currently has no business undertakings to generate any cash flows and only one asset in existence, being the Receivable of $1 million payable in February or March 2006, the final amount subject to retention conditions. As such, the Company has an urgent requirement to inject cash to ensure it can meet its debt obligations and continue as a going concern.

Should Resolution 1 be passed the Company may be able to continue as a going concern and seek other investment opportunities and ensure it collects its Receivable of $1 million. This may enhance the prospect of the Company remaining listed on the ASX, providing a market for shareholders to trade in Company shares. Also, this may ultimately increase the share price of a Company share and shareholders wealth.

10.3 The Company is raising $851,150 through a private share placement without incurring significant capital raising costs (brokers fees alone may be up to 5% of funds raised). Further, should the Company have been required to undertake an alternative share placement or debt finance, there is no certainty it would raise the funds required, particularly without any current business undertakings, and would be time consuming.

10.4 The net asset backing of the Company is marginally improved from 0.6 cents to 1.0 cent per share if Resolution 1 is passed.

10.5 Should Resolution 1 not be passed we believe there may be a level of uncertainty in relation to the future financial position of the Company. The issue of the 51,730,554 shares to raise $851,150 will enhance the financial position of the Company and arguably remove some uncertainty.

10.6 As noted elsewhere in this report and in the Notice of Meeting, FC Finance intends to formulate and submit to Plantard, a proposal to acquire assets at no less than $21 million from FC Finance, and for FC Finance to be issued shares in the Company to the effect that it will hold not less than 90% of the expanded issued capital. We are advised by the Directors of the Company that there is no obligation on the Company to accept any such proposal, and in any event, such a proposal would require shareholder approval.

Should the proposal be submitted and accepted, then it may enhance the future profitability of the Company and may increase the value of shares of the Company.

Disadvantages

10.7 FC Finance would increase its voting power in the Company from 19.87% to 54.05% of the expanded issued capital of the Company if the Company issues 51,730,554 shares to FC Finance, pursuant to Resolution 1.

Further, the Heads of Agreement provides FC Finance has two representatives on the Board of the Company. As such, FC Finance will hold two of three Board positions.

The above terms will arguably transfer effective control of the Company to FC Finance, whom would have the ability to influence future decisions that may be for its own purposes. However, we note that FC Finance will not obtain absolute control of the Company and presumably all shareholders will benefit from decisions that are intended to increase share prices or generate future profits.

11. Conclusion as to Reasonableness

After taking into account the matters referred above and elsewhere in this report, we are of the opinion that the proposals as outlined in Resolution 1 may, on balance, be considered reasonable to the non-associated shareholders of Plantard.

12. Sources of Information

12.1 In making our assessment as to whether the proposal is fair and reasonable, we have reviewed relevant published available information and other unpublished information of the Company that is relevant to the current circumstances. In addition, we have held discussions with the management of Plantard about the present and future operations of Plantard. Statements and opinions contained in this report are given in good faith but in the preparation of this report, we have relied in part on information provided by the directors and management of Plantard.

12.2 Information we have received includes, but is not limited to:

- Draft Notice of General Meeting of Shareholders of Plantard and draft Explanatory Statement prepared to 4 March 2005;
- Discussions with management and directors of Plantard and company legal advisors;
- Details of historical market trading of Plantard (Key2 Ltd) ordinary fully paid shares recorded by the ASX and Bloomberg to 7 March 2005;
- Management accounts of Plantard as at 4 March 2005;
- Annual report for Plantard as at 30 June 2004;
- Announcements made by Plantrad (Key 2 Ltd) to the ASX to 4 March 2005;
- Plantard internet website;
- Share Register Report as at 10 February 2005;
- Heads of Agreement and Convertible Loan Agreements between Plantard and FC Finance; and
- Agreement for Sale and Purchase of Shares (re sale of Plantard property management subsidiaries).

12.3 Our report includes Appendix A attached to this report.

Yours faithfully
HALL CHADWICK CORPORATE FINANCE (WA) PTY LTD

MAURICE L ANGHIE
DIRECTOR

APPENDIX A

AUTHOR INDEPENDENCE AND INDEMNITY

This annexure forms part of and should be read in conjunction with the report of Hall Chadwick Corporate Finance (WA) Pty Ltd dated 8 March 2005, relating to Resolution 1 outlined in the Notice of Meeting of Shareholders of Plantard.

Hall Chadwick Corporate Finance (WA) Pty Ltd does not accept instructions from retail clients. It only provides reports to companies and other entities. Hall Chadwick Corporate Finance (WA) Pty Ltd provides no other financial services to retail clients and receives no remuneration from retail clients for financial services.

Hall Chadwick Corporate Finance (WA) Pty Ltd does not provide any personal financial product advice to retail investors nor does it provide market-related advice to retail investors. When providing this report, Hall Chadwick Corporate Finance (WA) Pty Ltd's client is Plantard to which it provides the report. Hall Chadwick Corporate Finance (WA) Pty Ltd receives its remuneration from Plantard.

At the date of this report, Hall Chadwick Corporate Finance (WA) Pty Ltd does not have any interest in the outcome of the proposal. There are no relationships with Plantard other than acting as an independent expert for the purposes of this report. There are no existing relationships between Hall Chadwick Corporate Finance (WA) Pty Ltd and the parties participating in the transaction detailed in this report which would affect our ability to provide an independent opinion. The fee to be received for the preparation of this report is based on the time spent at normal professional rates plus out of pocket expenses and is estimated at $8,000. The fee is payable regardless of the outcome. With the exception of the fee, neither, Hall Chadwick Corporate Finance (WA) Pty Ltd or Maurice Anghie have received, nor will or may they receive, any pecuniary or other benefits, whether directly or indirectly for or in connection with the making of this report, other than disclosed below.

We have considered our independence from Plantard and related parties, having regard to ASIC Practice Note 42, and we do not consider that there are any circumstances which conflict with our independence from Plantard, which hinder our ability to provide objective independent advice.

Hall Chadwick Corporate Finance (WA) Pty Ltd does not hold any securities in Plantard or FC Finance. There are no pecuniary or other interests of Hall Chadwick Corporate Finance (WA) Pty Ltd that could be reasonably argued as affecting its ability to give an unbiased and independent opinion in relation to the proposal. Hall Chadwick Corporate Finance (WA) Pty Ltd and Mr M Anghie have consented to the inclusion of this report in the form and context in which it is included as an annexure to the Notice.

QUALIFICATIONS

We advise Hall Chadwick Corporate Finance (WA) Pty Ltd is the holder of an Investment Advisers Licence under the Corporations Act relating to the provision of reports of expert reports for the Listing Rules of the ASX or the Corporations Act. A number of the partners of Hall Chadwick are the Directors' of Hall Chadwick Corporate Finance (WA) Pty Ltd. Hall Chadwick and Hall Chadwick Corporate Finance (WA) Pty Ltd have extensive experience in providing advice pertaining to the provision of these expert reports.

Mr Maurice Anghie, FCA, the person responsible for the preparation of this report, has extensive experience in the preparation of valuations for companies and in advising corporations on takeovers generally and in particular on the valuation and financial aspects thereof, including the fairness and reasonableness of the consideration offered.

The professionals employed in the research, analysis and evaluations leading to the formulation of opinions contained in this report have qualifications and experience appropriate to the task they have performed.

DECLARATION

This report has been prepared at the request of the Directors of Plantard in order to assist the shareholders of Plantard to assess the merits of the proposal (Resolution 1 only) to which this report relates. This report has been prepared for the benefit of Plantard and those persons only who are entitled to receive a copy for the purposes of Section 611 (Item 7) of the Corporations Act and does not provide a general expression of Hall Chadwick Corporate Finance (WA) Pty Ltd's opinion as to the longer term value of Plantard. Hall Chadwick Corporate Finance (WA) Pty Ltd does not imply, and it should not be construed, that is has carried out any form of audit on the accounting or other records of Plantard. Neither the whole or any part of this report, nor any reference thereto may be included in or with or attached to any document, circular, resolution, letter or statement, without the prior written consent of Hall Chadwick Corporate Finance (WA) Pty Ltd to the form and context in which it appears.

DISCLAIMER

This report has been prepared by Hall Chadwick Corporate Finance (WA) Pty Ltd with care and diligence. However, except for those responsibilities that by law cannot be excluded, no responsibility arising in any way whatsoever for errors or omission (including responsibility to any person for negligence) is assumed by Hall Chadwick Corporate Finance (WA) Pty Ltd, Hall Chadwick, its partners, employees or consultants for the preparation of this report.

DECLARATION AND INDEMNITY

Recognising that Hall Chadwick Corporate Finance (WA) Pty Ltd may rely on information provided by Plantard and its officers (save whether it would not be reasonable to rely on the information having regard to Hall Chadwick Corporate Finance (WA) Pty Ltd experience and qualifications), Plantard has agreed:

a) To make no claim by it or its officers against Hall Chadwick Corporate Finance (WA) Pty Ltd to recover any loss or damage which Plantard may suffer as a result of reasonable reliance by Hall Chadwick Corporate Finance (WA) Pty Ltd on the information provided by Plantard; and

(b) To indemnify Hall Chadwick Corporate Finance (WA) Pty Ltd against any claim arising (wholly or in part) from Plantard or any of its officers providing Hall Chadwick Corporate Finance (WA) Pty Ltd any false or misleading information or in the failure of Plantard or its officers in providing material information, except where the claim has arisen as a result of wilful misconduct or negligence by Hall Chadwick Corporate Finance (WA) Pty Ltd.

A draft of this report was presented to Plantard directors for a review of factual information contained in the report. Comments received relating to factual matters were taken into account, however, the valuation methodologies and conclusions did not alter.