



FULL YEAR REPORT:

**ASX Appendix 4E Preliminary Final Report
Directors' Report
Auditors' Independence Declaration
Financial Report
Audit Report**

30 June 2012



ASX Code: QUE

Queste Communications Ltd
A.B.N. 58 081 688 164

PRINCIPAL & REGISTERED OFFICE:

Level 14, The Forrest Centre
221 St Georges Terrace
Perth, Western Australia 6000

T | (08) 9214 9777
F | (08) 9322 1515
E | info@queste.com.au
W | www.queste.com.au

SHARE REGISTRY:

Advanced Share Registry Limited
Suite 2, 150 Stirling Highway
Nedlands, Western Australia 6009
PO Box 1156, Nedlands, WA 6909

T | (08) 9389 8033
F | (08) 9389 7871
E | admin@advancedshare.com.au
W | www.advancedshare.com.au

Level 6, 225 Clarence Street
Sydney, New South Wales 2000
PO Box Q1736,
Queen Victoria Building, NSW 1230
T | (02) 8096 3502

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EMAIL US AT:**info@queste.com.au****CORPORATE DIRECTORY****BOARD**

Farooq Khan (Chairman and Managing Director)
Simon Cato (Director)
Azhar Chaudhri (Director)
Yaqoob Khan (Director)

COMPANY SECRETARY

Victor Ho

PRINCIPAL & REGISTERED OFFICE

Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

Telephone: (08) 9214 9777
Facsimile: (08) 9322 1515
Email: info@queste.com.au
Website: www.queste.com.au

STOCK EXCHANGE

Australian Securities Exchange
Perth, Western Australia

ASX CODE

QUE

SHARE REGISTRY

Advanced Share Registry Services
Suite 2, 150 Stirling Highway
Nedlands Western Australia 6009

Telephone: (08) 9389 8033
Facsimile: (08) 9389 7871

Level 6, 225 Clarence Street
Sydney New South Wales 2000

Telephone: (02) 8096 3502

Email: admin@advancedshare.com.au
Website: www.advancedshare.com.au

AUDITORS

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia 6008

Telephone: (08) 6382 4600
Facsimile: (08) 6382 4601
Website: www.bdo.com.au

Results for Announcement to the Market

Current Reporting Period:	Financial year ended 30 June 2012
Previous Corresponding Period:	Financial year ended 30 June 2011
Balance Date:	30 June 2012
Company:	Queste Communications Ltd (Queste or QUE)
Consolidated Entity:	Queste and controlled entities, being ASX listed Orion Equities Limited (ACN 000 742 843) (Orion or OEQ) and controlled entities of Orion.

OVERVIEW OF RESULTS

CONSOLIDATED	2012 \$	2011 \$	Change %	Up / Down
Total revenues	924,173	725,905	27%	Up
Total expenses	(6,291,035)	(3,683,352)	71%	Up
Loss before tax	(5,366,862)	(2,957,447)	82%	Up
Income tax expense	(24,864)	(82,211)	70%	Down
Loss from continuing operations	(5,391,726)	(3,039,658)	77%	Up
Net loss attributable to non controlling interest	(2,443,217)	(1,386,384)	76%	Loss Up
Loss after tax attributable to owners of the Company	(2,948,509)	(1,653,274)	78%	Up
Basic loss per share (cents)	(9.9)	(5.5)	80%	Up
Diluted loss per share (cents)	(9.9)	(5.5)	80%	Up
Undiluted NTA backing per share (cents)	26	36	28%	Down
Diluted NTA Backing per share (cents)	38	30	27%	Down

BRIEF EXPLANATION OF RESULTS

The Consolidated Entity's results incorporates the results of controlled entity, ASX listed investment company, Orion Equities Limited (**Orion** or **OEQ**).

At the Consolidated Entity level:

Revenues include:

- (1) \$767,427 income from sale of olive oils (2011: \$450,027);
- (2) \$625,086 share of ASX listed Bentley Capital Limited's (**BEL**) (Associate entity's) loss (net of dividends received from Bentley of \$756,649) (2011: \$181,205 share of Bentley's profit, net of dividends received from Bentley of \$445,089);
- (3) \$103,917 interest income (2011: \$79,331); and
- (4) \$52,531 rental income (2011: nil).

Expenses include:

- (1) \$2,648,702 net loss on financial assets held at fair value through profit or loss (2011: \$1,496,912 loss);
- (2) \$1,274,715 olive grove and oils operations (which does not include revaluation and depreciation expenses) (2011: \$601,024);
- (3) \$78,361 olive grove and oils operation's revaluation and depreciation expenses (2011: \$201,041); and
- (4) \$610,270 personnel expenses (2011: \$846,501).

Results for Announcement to the Market

The principal components of the \$2,648,702 net loss on financial assets held at fair value through profit or loss are:

- (a) \$2.25 million unrealised loss on a share investment in ASX listed Strike Resources Limited (**SRK**), which declined in value from \$0.245 to \$0.11 per share during the financial year; and
- (b) \$0.38 million unrealised loss on a share investment in ASX listed Alara Resources Limited (**AUQ**), which declined in value from \$0.365 to \$0.305 per share during the financial year.

DIVIDENDS

The Directors have not declared a dividend in respect of the financial year ended 30 June 2012.

CONTROLLED ENTITIES and ASSOCIATE ENTITIES

The Consolidated Entity did not gain or cease control of any entities during the year.

Orion has accounted for the following share investment at Balance Date as investments in an Associate entity (on an equity accounting basis):

- (1) 27.967% interest in ASX listed Bentley Capital Limited (ACN 008 108 218) (**BEL**) (30 June 2011: 28.256%).

The Company also has a 2.373% direct interest in BEL (30 June 2011: 2.398%).

Accordingly, the Consolidated Entity has equity accounted for a 30.34% total interest in BEL (30 June 2011: 30.65%).

COMMENTARY ON RESULTS AND OTHER SIGNIFICANT INFORMATION

Please refer to the attached Directors' Report and Financial Report for further information on a review of the Consolidated Entity's operations and the financial position and performance of the Consolidated Entity and Company for the year ended 30 June 2012.

ANNUAL GENERAL MEETING (AGM)

Pursuant to the ASX Listing Rules, the Company gives notice that its 2012 AGM is expected to be held in Perth, Western Australia on Friday, 23 November 2012.

For and on behalf of the Directors,



Victor Ho
Company Secretary
Telephone: (08) 9214 9777

Date: 31 August 2012

Email: cosec@queste.com.au

DIRECTORS' REPORT

The Directors present their report on Queste Communications Ltd (**Company** or **Questa**) and its controlled entities (the **Consolidated Entity**) for the financial year ended 30 June 2012 (**Balance Date**).

Questa is a public company limited by shares that is incorporated and domiciled in Western Australia and has been listed on the Australian Securities Exchange (**ASX**) since November 1998.

The Consolidated Entity's results incorporates the results of controlled entity, ASX listed investment company, Orion Equities Limited (**Orion** or **OEQ**). The Company has a 51% shareholding interest in Orion (30 June 2011: 51%).

PRINCIPAL ACTIVITIES

The principal activity of the Company during the financial year was the management of its assets.

The principal activities of controlled entity, Orion, during the financial year were the management of its investments, including investments in listed and unlisted securities, real estate held for development and resale, an olive grove and the ultra premium 'Dandaragan Estate' Olive Oil operation.

OPERATING RESULTS

CONSOLIDATED ENTITY	2012 \$	2011 \$
Total revenues	924,173	725,905
Total expenses	(6,291,035)	(3,683,352)
Loss before tax	(5,366,862)	(2,957,447)
Income tax expense	(24,864)	(82,211)
Loss for the year	(5,391,726)	(3,039,658)
Net loss attributable to non controlling interest	(2,443,217)	(1,386,384)
Loss after tax attributable to owners of the Company	(2,948,509)	(1,653,274)
Basic loss per share (cents)	(9.9)	(5.5)
Diluted loss per share (cents)	(9.9)	(5.5)

At the Consolidated Entity level:

Revenues include:

- (1) \$767,427 income from sale of olive oils (2011: \$450,027);
- (2) \$625,086 share of ASX listed Bentley Capital Limited's (**BEL**) (Associate entity's) loss (net of dividends received from Bentley of \$756,649) (2011: \$181,205 share of Bentley's profit, net of dividends received from Bentley of \$445,089);
- (3) \$103,917 interest income (2011: \$79,331); and
- (4) \$52,531 rental income (2011: nil).

Expenses include:

- (1) \$2,648,702 net loss on financial assets held at fair value through profit or loss (2011: \$1,496,912 loss);
- (2) \$1,274,715 olive grove and oils operations (which does not include revaluation and depreciation expenses) (2011: \$601,024);
- (3) \$78,361 olive grove and oils operation's revaluation and depreciation expenses (2011: \$201,041); and
- (4) \$610,270 personnel expenses (2011: \$846,501).

DIRECTORS' REPORT

The principal components of the \$2,648,702 net loss on financial assets held at fair value through profit or loss are:

- (a) \$2.25 million unrealised loss on Orion's share investment in ASX listed Strike Resources Limited (**SRK**), which declined in value from \$0.245 to \$0.11 per share during the financial year; and
- (b) \$0.38 million unrealised loss on Orion's share investment in ASX listed Alara Resources Limited (**AUQ**), which declined in value from \$0.365 to \$0.305 per share during the financial year.

LOSS PER SHARE

CONSOLIDATED ENTITY	2012	2011
Basic loss per share (cents)	(9.85)	(5.52)
Diluted loss per share (cents)	(9.85)	(5.52)
Weighted average number of fully paid ordinary shares in the Company outstanding during the year used in the calculation of basic and diluted earnings per share	29,927,379	29,927,379

The Company's 20,000,000 partly paid ordinary shares, to the extent that they have been paid (1.5225 cent per share); have been included in the determination of the basic earnings per share.

DIVIDENDS

The Directors have not declared a dividend in respect of the financial year ended 30 June 2012.

FINANCIAL POSITION

CONSOLIDATED ENTITY	2012 \$	2011 \$
Cash	2,008,853	1,684,644
Current investments - equities	3,827,155	6,475,856
Investments in Associate entity	4,854,638	7,571,638
Inventory	1,917,595	2,799,430
Receivables	363,666	94,025
Intangibles	727,746	782,058
Deferred tax assets	358,251	1,165,888
Other assets	1,709,078	1,811,166
Total Assets	15,766,982	22,384,705
Tax liabilities (current and deferred)	(358,251)	(1,165,888)
Other payables and liabilities	(459,372)	(819,716)
Net Assets	14,949,359	20,399,101
Issued capital	6,192,427	6,192,427
Reserves	2,321,946	2,351,465
Non-controlling interest	6,441,748	8,913,462
Retained earnings/(Accumulated losses)	(6,762)	2,941,747
Total Equity	14,949,359	20,399,101

DIRECTORS' REPORT

SECURITIES IN THE COMPANY

At Balance Date and the date of this report, the Company has the following securities on issue:

- (a) 28,404,879 listed fully paid ordinary shares; and
- (b) 20,000,000 unlisted partly paid ordinary shares; each paid to 1.5225 cent with 18.4775 cents per partly paid ordinary share outstanding (or \$3,695,000 in total).

There were no securities issued or granted by the Company during or since the financial year.

The terms of issue of the partly paid shares are disclosed in the Prospectus for the initial public offering of shares in the Company dated 6 August 1998.

On-Market Share Buy-Back Back

On 17 April 2012, the Company announced its intention to conduct an on-market share buy-back of up to 2,700,000 shares (**Buy-Back**)¹.

This represents ~9.1% of the pre Buy-Back and 10% of the post Buy-Back total voting shares of the Company (having regard to the amount paid up on the partly paid shares).

In accordance with ASX Listing Rule 7.33, the Company will not pay any more than 5% above the average of the market price for the Company's shares over the last 5 days on which sales in the shares were recorded prior to the Buy-Back occurring.

The Buy-Back will continue until the earlier of the acquisition of the 2.7 million Buy-Back shares and 30 April 2013, subject to the Company exercising its right to suspend or terminate the Buy-Back, or amend its terms, at any time.

The Company has not bought back any shares pursuant to the Buy-Back, to date.

REVIEW OF OPERATIONS

1. Orion Equities Limited (OEQ)

1.1. Current Status of Investment in Orion

Orion Equities Limited is an ASX listed investment entity (ASX Code: OEQ).

The Company holds 9,063,153 shares in Orion, being 50.875% of its issued ordinary share capital (30 June 2011: 9,063,153 shares or 50.875%). Orion has been recognised as a controlled entity and included as part of the Queste Consolidated Entity's results since 1 July 2002.

Queste shareholders are advised to refer to the 30 June 2012 Directors' Report and financial statements and monthly NTA disclosures lodged by Orion for further information about the status and affairs of this company.

Information concerning Orion may be viewed from its website: www.orionequities.com.au

Orion's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "OEQ".

Sections 1.2 to 1.6 below contain information extracted from Orion's public statements.

¹ Refer [Appendix 3C - Announcement of Buy-Back dated 17 April 2012](#)

DIRECTORS' REPORT

1.2. Orion's Operating Results for year ended 30 June 2012

ORION EQUITIES LIMITED Consolidated Entity	2012 \$	2011 \$
Total revenues	849,382	628,133
Total expenses	(5,802,549)	(3,304,141)
Loss before tax	(4,953,167)	(2,676,008)
Income tax expense	(24,864)	(82,211)
Loss attributable to members of Orion	(4,978,031)	(2,758,219)
Basic and diluted loss per share (cents)	(27.94)	(15.48)

Orion's revenues include:

- (1) \$767,427 income from olive grove operations (June 2011: \$450,027); and
- (2) \$52,531 rental income (June 2011: nil).

Orion's expenses include:

- (1) \$2,648,619 net loss on financial assets held at fair value through profit or loss (June 2011: \$1516,956);
- (2) \$576,195 share of ASX listed Bentley Capital Limited's (BEL) (Associate entity's) loss (net of dividends received from Bentley of \$697,469) (June 2011: \$167,032 share of Bentley's profit, net of dividends received from Bentley of \$410,276);
- (3) \$1,274,715 olive grove and oils operations (which does not include revaluation and depreciation expenses) (June 2011: \$601,024);
- (4) \$78,361 olive grove impairment and depreciation expenses (June 2011: \$201,041); and
- (5) \$610,270 personnel costs (including Directors' fees) (June 2011: \$617,837).

The principal components of Orion's \$2,648,619 net loss on financial assets held at fair value through profit or loss are:

- (a) \$2.25 million unrealised loss on Orion's share investment in ASX listed Strike Resources Limited (SRK), which declined in value from \$0.245 to \$0.11 per share during the financial year; and
- (b) \$0.38 million unrealised loss on Orion's share investment in ASX listed Alara Resources Limited (AUQ), which declined in value from \$0.365 to \$0.305 per share during the financial year.

1.3. Orion's Dividends

Orion has not declared a dividend in respect of the financial year ended 30 June 2012.

1.4. Orion's Financial Position as at 30 June 2012

ORION EQUITIES LIMITED Consolidated Entity	2012 \$	2011 \$
Net tangible assets (before tax)	12,382,503	17,364,240
Pre-Tax NTA Backing per share	0.695	0.975
Less deferred tax assets and tax liabilities	-	-
Net tangible assets (after tax)	12,382,503	17,364,240
Pre-Tax NTA Backing per share	0.695	0.975
Based on total issued share capital	17,814,389	17,814,389

DIRECTORS' REPORT

ORION EQUITIES LIMITED Consolidated Entity	2012 \$	2011 \$
Cash	365,031	289,140
Financial assets at fair value through profit and loss	3,821,383	6,470,003
Investments in listed Associate entity	4,584,254	7,088,745
Inventory	1,917,595	2,799,430
Receivables	292,915	106,554
Intangibles	727,746	782,058
Other assets	1,686,035	1,794,954
Deferred tax asset	352,085	1,165,887
Total Assets	13,747,044	20,496,771
Other payables and liabilities	(284,710)	(1,184,586)
Deferred tax liability	(352,085)	(1,165,887)
Net Assets	13,110,249	18,146,298
Issued capital	19,374,007	19,374,007
Accumulated Losses	(6,625,263)	(1,647,232)
Reserves	361,505	419,523
Total Equity	13,110,249	18,146,298

1.5. Orion's Portfolio Details as at 30 June 2012

Asset Weighting

	% of Net Assets	
	2012	2011
Australian equities	64%	75%
Agribusiness ²	15%	14%
Property held for development and resale	12%	10%
Net tax liabilities (current year and deferred tax assets/liabilities)	-	-
Net cash/other assets and provisions	9%	1%
TOTAL	100%	100%

Major Holdings in Securities Portfolio

Equities	Fair Value \$'million	% of Net Assets	ASX Code	Industry Sector Exposures
(1) Bentley Capital Limited	3.08	23.47%	BEL	Diversified Financials
(2) Alara Resources Limited	1.93	14.73%	AUQ	Materials
(3) Strike Resources Limited	1.84	14.00%	SRK	Materials
TOTAL	6.85	52.20%		

1.6. Orion's Assets

(a) Strike Resources Limited (ASX Code: SRK)

Strike Resources Limited (**Strike**) is a resources company with iron ore exploration and development projects in Peru. Orion Director, William Johnson, is on the Board of Strike as a Non-Executive Director.

Orion holds 16,690,802 shares, being 11.71% of Strike's issued ordinary share capital (30 June 2011: 16,690,802 shares and 11.71%).

² Agribusiness net assets include olive grove land, olive trees, water licence, buildings, plant and equipment and inventory (bulk and packaged oils)

DIRECTORS' REPORT

The value of Orion's holdings in Strike declined by \$2.25 million during the course of the financial year, from \$4.09 million (at \$0.245 per share as at 30 June 2011) to \$1.84 million (at \$0.110 per share on 30 June 2012).

The Strike share price has appreciated to \$0.125 as at 30 August 2012, generating an unrealised gain of \$0.25 million subsequent to the 30 June 2012 balance date.

Historically, the shareholding in Strike has predominantly been earned through the sale of various mining assets to Strike. These assets were acquired and funded by Orion to the point of sale to Strike at a cost of approximately \$1.25 million. They were subsequently on sold to Strike in tranches for a total consideration of \$19 million comprising 11,166,667 Strike shares and 3.5 million unlisted Strike options (with exercise prices of \$0.178 and \$0.278 per option, which Orion converted into shares in February 2011 at a cost of \$0.79 million). Orion has also acquired 2,024,135 additional Strike shares on-market and via the conversion of listed options at \$0.20 each.

(b) Alara Resources Limited (ASX Code: AUQ)

Alara Resources Limited (**Alara**) is a minerals exploration and development company with precious and base metals projects in Saudi Arabia, Oman and Chile. Orion Directors, Farooq Khan (also a Queste Director) and William Johnson are both on the Board of Alara as Non-Executive Directors; Alara has announced that Farooq Khan will be resigning as a Director on 31 August 2012. Orion Director and Company Secretary, Victor Ho (also Company Secretary of Queste), is also Company Secretary of Alara.

Orion holds 6,332,744 shares, being 3% of Alara's issued ordinary share capital (30 June 2011: 6,332,744 shares and 3%), in Alara.

The value of Orion's holdings in Alara declined by \$0.38 million during the course of the financial year, from \$2.31 million (at \$0.365 per share as at 30 June 2011) to \$1.93 million (at \$0.305 per share on 30 June 2012).

The Alara share price has declined to \$0.28 as at 30 August 2012, generating an unrealised loss of \$0.158 million subsequent to the 30 June 2012 balance date.

Historically, the shareholding in Alara occurred through the sale of Orion's 25% interest in various uranium tenements to Alara in conjunction with Strike Resources Limited (who held the balance of 75% interest in the same). These assets were acquired and funded by Orion to the point of sale to Strike previously at a cost of approximately \$0.05 million. Orion's residual 25% interest was free-carried by Strike thereafter. Orion's interests in these mining tenements were subsequently on-sold to Alara for vendor shares in the initial public offering (**IPO**) of Alara for a consideration of \$1,562,500 comprising 6,250,000 Alara shares. Orion also acquired 3,082,744 additional Alara shares via the Alara IPO, on-market purchases and via an in-specie distribution from Strike.

(c) Bentley Capital Limited (ASX Code: BEL)

Bentley Capital Limited (**Bentley**) is a listed investment company with a current exposure to Australian equities. Orion Directors, Farooq Khan and William Johnson, are on the board of Bentley as Chairman and Executive Director respectively.

Orion holds 27.97% (20,513,783 shares) of Bentley's issued ordinary share capital with Queste holding 2.37% (1,740,625 shares) of Bentley's issued ordinary share capital (30 June 2011: Orion held 20,513,783 shares (28.26%) and Queste held 1,740,625 shares (2.4%)).

Bentley had net assets of \$20.07 million as at 30 June 2012 (30 June 2011: \$28.81 million) and incurred an after tax net loss of \$2.03 million for the financial year (30 June 2011: \$0.574 million net profit). Bentley has also returned (via fully franked dividends and capital returns net of the cost of on market share buy-backs) \$7.02 million during the financial year (2011: \$1.44 million, via fully franked dividends).

Bentley's asset weighting as at 30 June 2012 was 75.6% Australian equities (30 June 2011: 98.9%) and 4.90% net cash/ other assets (30 June 2011: \$1.1%).

DIRECTORS' REPORT

Queste and Orion have been in receipt of significant dividend and return of capital payments from Bentley, with distributions received in the past year totalling \$1.9 million, as follows:

- (i) Bentley paid a one cent final and a 2.4 cent special (both fully franked) dividend in September 2011, with Orion's share being \$492,331 and Queste's share being \$41,775 (2011: Bentley paid 2 cents of fully franked dividends with Orion's share being \$410,276 and Queste's share being \$34,813); and
- (ii) Bentley returned 5 cents and one cent per share to shareholders in October 2011 and April 2012 respectively (with Orion's share totalling \$1,230,827 and Queste's share totalling \$104,438) under a return of capital approved by Bentley shareholders on 4 October 2011 and 4 April 2012 respectively.

On 31 August 2012, Bentley announced its intention to seek shareholder approval (at the upcoming 2012 AGM) to undertake a one cent per share return of capital. Subject to receipt of Bentley shareholder approval, Orion's and Queste's entitlement under the return of capital is expected to be \$205,138 and \$17,406 respectively.

(d) Agribusiness Assets

Orion owns the ultra premium "Dandaragan Estate" Extra Virgin Olive Oil business and a 143 hectare commercial olive grove operation located in Gingin, Western Australian (approximately 100 kilometres North of Perth) producing olive oil from approximately 64,500, 13 year old olive tree plantings.

A summary of olive grove operations during the 2012 financial year are as follows:

- (i) The 2012 harvesting season yielded ~170 tonnes of fruit from which ~34,079 litres of oils were extracted (2011: ~1,200 tonnes of fruit and ~200,000 litres of oils);
- (ii) The decrease in tonnes processed reflects the biennial cycle of growth and production from olive trees whereby trees exhibit alternating years of high and low bearing fruit. Furthermore the 2012 harvest was intentionally reduced to save costs. The oils harvested is sufficient for the ultra premium 'Dandaragan Estate' Extra Virgin Olive Oil business;
- (iii) Gross revenues were \$767,427 (2011: \$450,027);
- (iv) Olive grove operation expenses were \$1,274,715 (which does not include revaluation and depreciation expenses) (June 2011: \$601,024);
- (v) Net revaluation and depreciation expense were \$78,361 (2011: \$201,041); and
- (vi) Inventory - Bulk Oils of \$206,320 reflects the cost of harvesting and processing during the 2012 season incurred up to balance date (June 2011: \$890,093).

The carrying values of the olive grove property (\$999,901), trees (\$65,500) and water licence (\$627,750) are based on an independent valuation of the assets undertaken for the 30 June 2012 accounts.

(e) Other Property Assets

This relates to property located in Mandurah, Western Australia, which was originally acquired as a multi-unit development site. In 2009/2010 Orion sought development approval for the subdivision of the property into 4 survey-strata title lots. This application was rejected by the Western Australian Planning Commission. Subsequently Orion undertook a sale process of the property by way of public auction, with such auction failing to attract any bids. Orion has since renovated and rented out the property.

The carrying value of \$1,640,000 is based on an independent valuation of the property undertaken for the 30 June 2012 accounts.

DIRECTORS' REPORT

2. Queste's Other Assets

In addition to the investment in controlled entity, Orion, Queste has:

- (i) a direct share investment in Associate entity, Bentley, being 1,740,625 shares (or 2.37% of Bentley's issued ordinary share capital) (June 2011: 1,740,625 shares and 2.40%);
- (ii) a cash holding of \$1,643,821 (30 June 2011: \$1,395,504); and
- (iii) investments in other listed securities of \$5,772 (30 June 2011: \$5,854).

During the year, Queste's investments in ASX listed securities have incurred:

- (i) \$17,489 net unrealised losses (30 June 2011: \$7,836).

Queste will continue to look at undertaking investments in listed securities where appropriate to endeavour to achieve a return on investments beyond that afforded by the interest rates applicable on term deposits.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Consolidated Entity that occurred during the financial year not otherwise disclosed in this Directors' Report or the Consolidated Financial Statements.

FUTURE DEVELOPMENTS

In the opinion of the Directors, it may prejudice the interests of the Consolidated Entity to provide additional information (beyond that reported in this Directors' Report) in relation to future developments and the business strategies and operations of the Consolidated Entity and the expected results of those operations in subsequent financial years.

Orion has advised that it intends to continue its investment activities in future years. The results of these investment activities depend upon the performance of the underlying companies and securities in which the company invests. The investments' performance depends on many economic factors and also industry and company specific issues. In the opinion of the Orion Directors, it is not possible or appropriate to make a prediction on the future course of markets, the performance of the company's investments or the forecast of the likely results of the company's activities.

ENVIRONMENTAL REGULATION

The Consolidated Entity notes the reporting requirements of both the *Energy Efficiency Opportunities Act 2006 (EEOA)* and the *National Greenhouse and Energy Reporting Act 2007 (NGERA)*. The *Energy Efficiency Opportunities Act 2006* requires affected companies to assess its energy usage, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the company intends to take as a result. The *National Greenhouse and Energy Reporting Act 2007* requires affected companies to report its annual greenhouse gas emissions and energy use.

The Consolidated Entity has determined that it does not operate a recognised facility requiring registration and reporting under the NGERA and in any event, it would fall under the threshold of greenhouse gas emissions required for registration and reporting. Similarly, the Consolidated Entity's energy consumption would fall under the threshold required for registration and reporting under the EEOA.

The Consolidated Entity notes that it is not directly subject to the *Clean Energy Act 2011 (Cth)*.

The Consolidated Entity is not otherwise subject to any particular or significant environmental regulation under either Commonwealth or State legislation. To the extent that any environmental regulations may have an incidental impact on the Consolidated Entity's operations, the Directors are not aware of any breach by the Consolidated Entity of those regulations.

DIRECTORS' REPORT

DIRECTORS

Information concerning Directors in office during or since the financial year:

Farooq Khan	Executive Chairman and Managing Director
<i>Appointed</i>	10 March 1998
<i>Qualifications</i>	BJuris, LLB (<i>Western Australia</i>)
<i>Experience</i>	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	5,954,944 shares ³
<i>Other current directorships in listed entities</i>	Executive Chairman of: (1) Bentley Capital Limited (BEL) (since 2 December 2003) (2) Orion Equities Limited (OEQ) (since 23 October 2006)
<i>Former directorships in other listed entities in past 3 years</i>	(1) Alara Resources Limited (AUQ) (18 May 2007 to 31 August 2012) (2) Yellow Brick Road Holdings Limited (YBR) (27 April 2006 to 18 March 2011) (3) Strike Resources Limited (SRK) (3 September 1999 to 3 February 2011)

Simon K. Cato	Non-Executive Director
<i>Appointed</i>	6 February 2008
<i>Qualifications</i>	B.A. (<i>USYD</i>)
<i>Experience</i>	Mr Simon Cato has had over 25 years capital markets experience in broking, regulatory roles and as director of listed companies. He initially was employed by the ASX in Sydney and in Perth. Over the last 17 years he has been an executive director and/or responsible executive of three stockbroking firms and in those roles he has been involved in many aspects of broking including management issues such as credit control and reporting to regulatory bodies in the securities industry. As a broker he has also been involved in the underwriting of a number of IPO's and has been through the process of IPO listing in the dual role of broker and director. Currently he holds a number of executive and non executive roles with listed companies in Australia.
<i>Relevant interest in shares</i>	193,000 shares
<i>Other current directorships in listed entities</i>	Chairman of: (1) Advanced Share Registry Limited (ASW) (since 22 August 2007) Non-Executive Director of: (2) Transaction Solutions International Limited (TSN) (since 24 February 2010) (3) Greenland Minerals and Energy Ltd (GGG) (since 21 February 2006)
<i>Former directorships in other listed entities in past 3 years</i>	(1) Convergent Minerals Limited (CVG) (25 July 2006 to 19 December 2011)) (2) Bentley Capital Limited (BEL) (5 February 2004 to 29 April 2010)

³ Refer also Farooq Khan's [Change of Director's Interest Notice dated 30 April 2012](#)

DIRECTORS' REPORT

Azhar Chaudhri Non-Executive Director	
<i>Appointed</i>	4 August 1998
<i>Qualifications</i>	Bachelor of Science degree in Maths and Physics and a Masters degree in Economics and postgraduate computer studies
<i>Experience</i>	Mr Chaudhri has considerable expertise in computer systems, analysis and design and advanced programming experience, particularly with respect to business and information technology systems and Data Base computing. In particular Mr Chaudhri has formed and led software development teams creating integrated database and management information systems for utilities, local government land tax departments, hospitals, libraries and oil terminals.
<i>Relevant interest in shares</i>	5,235,230 shares ⁴ 20,000,000 partly paid shares
<i>Other current directorships in listed entities</i>	None
<i>Former directorships in other listed entities in past 3 years</i>	None

Yaqoob Khan Non-Executive Director	
<i>Appointed</i>	10 March 1998
<i>Qualifications</i>	BCom (<i>Western Australia</i>), Master of Science in Industrial Administration (<i>Carnegie Mellon</i>)
<i>Experience</i>	After working for several years in the Australian Taxation Office, Mr Khan completed his postgraduate Masters degree and commenced work as a senior executive responsible for product marketing, costing systems and production management. Mr Khan has been an integral member of the team responsible for the pre-IPO structuring and IPO promotion of a number of ASX floats and has been involved in the management of such companies. Mr Khan brings considerable international experience in key aspects of corporate finance and the strategic analysis of listed investments.
<i>Relevant interest in shares</i>	68,345 shares
<i>Other current directorships in listed entities</i>	Non-Executive Directors of Orion Equities Limited (OEQ) (since 5 November 1999).
<i>Former directorships in other listed entities in past 3 years</i>	None

At the Balance Date, Messrs Azhar Chaudhri and Yaqoob Khan were resident overseas.

⁴ Refer also Azhar Chaudhri's [Change of Director's Interest Notice dated 30 April 2012](#)

DIRECTORS' REPORT

COMPANY SECRETARY

Information concerning the Company Secretary in office during or since the financial year:

Victor P. H. Ho	Company Secretary
<i>Appointed</i>	30 August 2000
<i>Qualifications</i>	BCom, LLB (<i>Western Australia</i>)
<i>Experience</i>	Mr Ho has been in executive and company secretarial roles with a number of public listed companies since early 2000. Previously, Mr Ho had 9 years experience in the taxation profession with the Australian Tax Office and in a specialist tax law firm. Mr Ho has been actively involved in the structuring and execution of a number of corporate transactions, capital raisings and capital management matters and has extensive experience in public company administration, corporations law, stock exchange compliance and shareholder relations.
<i>Relevant interest in shares</i>	17,500 shares
<i>Other current positions held in listed entities</i>	Executive Director and Company Secretary of: (1) Orion Equities Limited (OEQ) (Secretary since 2 August 2000 and Director since 4 July 2003) Company Secretary of: (2) Bentley Capital Limited (BEL) (since 5 February 2004) (3) Alara Resources Limited (AUQ) (since 4 April 2007)
<i>Former positions in other listed entities in past 3 years</i>	Strike Resources Limited (SRK) (secretary between 9 March 2000 and 30 April 2010 and director between 12 October 2000 and 25 September 2009)

DIRECTORS' MEETINGS

The following table sets out the numbers of meetings of the Company's Directors held during the financial year (including Directors' circulatory resolutions), and the numbers of meetings attended by each Director of the Company:

Name of Director	Meetings Attended	Maximum Possible Meetings
Farooq Khan	10	10
Simon Cato	13	13
Yaqoob Khan	13	13
Azhar Chaudhri	10	10

There were no meetings of committees of the Board of the Company.

Board Committees

During the financial year and as at the date of this Directors' Report, the Company did not have separate designated Audit or Remuneration Committees. In the opinion of the Directors, in view of the size of the Board and nature and scale of the Consolidated Entity's activities, matters typically dealt with by an Audit or Remuneration Committee are dealt with by the full Board.

DIRECTORS' REPORT

REMUNERATION REPORT (audited)

This report details the nature and amount of remuneration for each Director and Company Executive (being a company secretary or senior manager) (**Key Management Personnel**) of the Consolidated Entity.

The information provided under headings (1) to (4) below has been audited as required under section 308(3)(C) of the *Corporations Act 2001*.

(1) Remuneration Policy

The Board determines the remuneration structure of all Key Management Personnel having regard to the Consolidated Entity's nature, scale and scope of operations and other relevant factors, including the frequency of Board meetings, length of service, particular experience and qualifications, market practice (including available data concerning remuneration paid by other listed companies in particular companies of comparable size and nature), the duties and accountability of Key Management Personnel and the objective of maintaining a balanced Board which has appropriate expertise and experience, at a reasonable cost to the Company.

Fixed Cash Short Term Employment Benefits: The Key Management Personnel of the Company are paid a fixed amount per annum plus applicable employer superannuation contributions. The Non-Executive Directors of the Company are paid a maximum aggregate base remuneration of \$55,000 per annum inclusive of minimum employer superannuation contributions where applicable, to be divided as the Board determines appropriate.

The Board has determined current Company Key Management Personnel remuneration during the year as follows:

- (a) Mr Farooq Khan (Executive Chairman and Managing Director) – a base salary of \$125,000 per annum plus employer superannuation contributions (currently 9%);
- (b) Mr Simon Cato (Non-Executive Director) – a base fee of \$15,000 per annum plus employer superannuation contributions (currently 9%);
- (c) Mr Azhar Chaudhri (Non-Executive Director) – a base fee of \$15,000 per annum;
- (d) Mr Yaqoob Khan (Non-Executive Director) – a base fee of \$15,000 per annum; and
- (e) Mr Victor Ho (Company Secretary) – a base salary of \$45,000 per annum plus employer superannuation contributions (currently 9%).

Key Management Personnel can also opt to “salary sacrifice” their cash fees/salary and have them paid wholly or partly as further employer superannuation contributions or benefits exempt from fringe benefits tax.

Special Exertions and Reimbursements: Pursuant to the Company's Constitution, each Director is entitled to receive:

- (a) Payment for the performance of extra services or the making of special exertions at the request of the Board and for the purposes of the Company.
- (b) Payment for reimbursement of all reasonable expenses (including travelling and accommodation expenses) incurred by a Director for the purpose of attending meetings of the Company or the Board, on the business of the Company, or in carrying out duties as a Director.

Long Term Benefits: Key Management Personnel have no right to termination payments save for payment of accrued annual leave and long service leave (other than Non-Executive Directors).

Equity Based Benefits: The Company does not presently have any equity (shares or options) based remuneration arrangements for any personnel pursuant to any executive or employee share or option plan or otherwise.

Post Employment Benefits: The Company does not presently provide retirement benefits to Key Management Personnel.

DIRECTORS' REPORT

Performance Related Benefits/Variable Remuneration: The Company does not presently provide short or long incentive/performance based benefits related to the Company's performance to Key Management Personnel, including payment of cash bonuses. The current remuneration of Key Management Personnel is fixed, is not dependent on the satisfaction of a performance condition and is unrelated to the Company's performance.

Service Agreements: The Company does not presently have formal service agreements or employment contracts with any Key Management Personnel.

Financial Performance of Company: There is no relationship between the Company's current remuneration policy and the Company's performance.

The Board does not believe that it is appropriate at this time to implement an equity based benefit scheme or a performance related/variable component to Key Management Personnel remuneration or remuneration generally linked to the Company's performance but reserves the right to implement these remunerative measures if appropriate in the future (subject to prior shareholder approval where applicable).

(2) Details of Remuneration of Key Management Personnel

Details of the nature and amount of each element of remuneration of each Key Management Personnel of the Company paid or payable by the Consolidated Entity during the financial year are as follows:

Paid by the Company (Queste) to its Key Management Personnel

2012	Performance related Key Management Person	Short-term Benefits		Post Employment Benefits	Other Long-term Benefits	Equity Based	Total
%		Cash, salary and commissions	Non-cash benefit	Superannuation	Long service leave	Shares & Options	
		\$	\$				
		\$	\$				
Executive Director:							
Farooq Khan	-	113,942	-	11,250	11,058	-	136,250
Non-Executive Directors:							
Yaqoob Khan	-	15,000	-	-	-	-	15,000
Azhar Chaudhri	-	15,000	-	-	-	-	15,000
Simon Cato	-	15,000	-	1,350	-	-	16,350
Company Secretary:							
Victor Ho	-	44,900	-	4,041	-	-	48,941

2011		Performance related %	Short-term Benefits		Post Employment Benefits	Other Long-term Benefits	Equity Based	Total \$
Key Management Person	Cash, salary and commissions		Non-cash benefit	Superannuation	Long service leave	Shares & Options		
	\$		\$					
	\$		\$					
Executive Director:								
Farooq Khan	-	123,798	-	11,142	-	-	134,940	
Non-Executive Directors:								
Yaqoob Khan	-	15,000	-	-	-	-	15,000	
Azhar Chaudhri	-	15,000	-	-	-	-	15,000	
Simon Cato	-	15,577	-	1,402	-	-	16,979	
Company Secretary:								
Victor Ho	-	46,731	-	4,206	-	-	50,937	

DIRECTORS' REPORT

Paid by Orion to Key Management Personnel (who are also Key Management Personnel of Queste)

2012				Post Employment Benefits	Other Long-term Benefits	Equity Based	
Key Management Personnel	Performance related %	Short-term Benefits					
		Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares & Options \$	Total \$
Executive Directors:							
Farooq Khan	-	225,000	-	22,500	25,000	-	272,500
William Johnson	-	45,120	-	4,061	-	-	49,181
Victor Ho	-	75,000	-	6,750	-	-	81,750
Non-Executive Director:							
Yaqoob Khan	-	25,000	-	-	-	-	25,000

2011							
Key Management Personnel	Performance related %	Short-term Benefits		Post Employment Benefits	Other Long-term Benefits	Equity Based	Total
		Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares & Options \$	
Executive Directors:							
Farooq Khan	-	230,769	-	20,769	-	-	251,538
William Johnson	-	77,885	-	7,010	-	-	84,895
Victor Ho	-	77,885	-	7,010	-	-	84,895
Non-Executive Director:							
Yaqoob Khan	-	25,000	-	-	-	-	25,000

(3) Other Benefits Provided to Key Management Personnel

No Key Management Personnel has during or since the end of the financial year, received or become entitled to receive a benefit, other than a remuneration benefit as disclosed above, by reason of a contract made by the Company or a related entity with the Director or with a firm of which he is a member, or with a Company in which he has a substantial interest.

(4) Voting and Comments on the Remuneration Report at the 2011 AGM

At the Company's most recent (2011) AGM, a resolution to adopt the prior year (2011) Remuneration Report was put to the vote and not passed by a majority of shareholders. This constitutes a "first strike" under the new executive remuneration related provisions of the Corporations Act. The Board has reviewed the Company's remuneration policy and considered feedback from relevant stakeholders and believes that the Company's remuneration structure and practices are appropriate as detailed in this Remuneration Report.

This concludes the audited Remuneration Report.

DIRECTORS' AND OFFICERS' INSURANCE

The Company does not have any directors' and officers' insurance policy. Orion has a directors' and officers' insurance policy; the nature of the liabilities covered or the amount of premiums paid in respect of this policy has not been disclosed as such disclosure is prohibited under the terms of the policy.

DIRECTORS DEEDS

In addition to the rights of indemnity provided under the Company's Constitution (to the extent permitted by the Corporations Act), the Company has also entered into a deed with each of the Directors and the Company Secretary (**Officer**) to regulate certain matters between the Company and each Officer, both during the time the Officer holds office and after the Officer ceases to be an officer of the Company, including the following matters:

DIRECTORS' REPORT

- (a) The Company's obligation to indemnify an Officer for liabilities or legal costs incurred as an officer of the Company (to the extent permitted by the Corporations Act); and
- (b) Subject to the terms of the deed and the Corporations Act, the Company may advance monies to the Officer to meet any costs or expenses of the Officer incurred in circumstances relating to the indemnities provided under the deed and prior to the outcome of any legal proceedings brought against the Officer.

LEGAL PROCEEDINGS ON BEHALF OF CONSOLIDATED ENTITY

No person has applied for leave of a court to bring proceedings on behalf of the Consolidated Entity or intervene in any proceedings to which the Consolidated Entity is a party for the purpose of taking responsibility on behalf of the Consolidated Entity for all or any part of such proceedings. The Consolidated Entity was not a party to any such proceedings during and since the financial year.

AUDITOR

Details of the amounts paid or payable to the auditor (BDO Audit (WA) Pty Ltd) for audit and non-audit services provided during the financial year are set out below:

Consolidated Entity			Company		
Audit & Review Fees	Non-Audit Services	Total	Audit & Review Fees	Non-Audit Services	Total
\$	\$	\$	\$	\$	\$
70,707	5,755	76,462	27,201	3,500	30,701

The Board is satisfied that the provision of non-audit services by the auditor during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Board is satisfied that the nature of the non-audit services disclosed above did not compromise the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants: Professional Independence, including reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards. BDO Audit (WA) Pty Ltd continues in office in accordance with section 327B of the *Corporations Act 2001*.

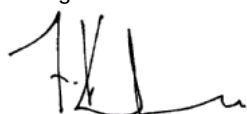
AUDITORS' INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 forms part of this Directors Report and is set out on page 19. This relates to the Audit Report, where the Auditors state that they have issued an independence declaration.

EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any matters or circumstances at the date of this Directors' Report, other than those referred to in this Directors' Report (in particular, in Review of Operations) or the financial statements or notes thereto (in particular Subsequent Events Note 26), that have significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

Signed for and on behalf of the Directors in accordance with a resolution of the Board.



Farooq Khan
Chairman

31 August 2012



Simon Cato
Director

31 August 2012

The Board of Directors
Queste Communications Ltd
Level 14, The Forrest Centre
221 St Georges Terrace
PERTH WA 6000

Dear Sirs,

**DECLARATION OF INDEPENDENCE BY CHRIS BURTON TO THE DIRECTORS OF
QUESTE COMMUNICATIONS LTD**

As lead auditor of Queste Communications Ltd for the year ended 30 June 2012, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Queste Communications Ltd and the entities it controlled during the period.

BDO


Chris Burton
Director

BDO Audit (WA) Pty Ltd
Perth, Western Australia

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2012

	Note	2012 \$	2011 \$
Revenue	3	924,098	544,690
Other			
Share of Net Profit of Associate		-	181,205
Other Income		75	10
TOTAL REVENUE		924,173	725,905
EXPENSES	3		
Net Loss on Financial Assets at Fair Value through Profit or Loss		(2,648,702)	(1,496,912)
Share of Net Loss of Associate		(625,086)	-
Gain/(Loss) on Land held for Development or Resale		(160,000)	300,000
Cost of Goods Sold in relation to Olive Oils Operations		(1,182,799)	(802,065)
Personnel Expenses		(904,117)	(846,501)
Communication Expenses		(30,983)	(37,212)
Occupancy Expenses		(155,529)	(112,624)
Finance Expenses		(4,919)	(5,871)
Corporate Expenses		(50,224)	(133,509)
Administration Expenses		(528,676)	(548,658)
LOSS BEFORE INCOME TAX		(5,366,862)	(2,957,447)
Income Tax Expense	4	(24,864)	(82,211)
LOSS FOR THE YEAR		(5,391,726)	(3,039,658)
OTHER COMPREHENSIVE INCOME			
Revaluation of Assets, Net of Tax		(29,519)	(80,242)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(5,421,245)	(3,119,900)
LOSS ATTRIBUTABLE TO:			
Owners of Queste Communications Ltd		(2,948,509)	(1,653,274)
Non-Controlling Interest		(2,443,217)	(1,386,384)
		(5,391,726)	(3,039,658)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:			
Owners of Queste Communications Ltd		(2,978,028)	(1,733,516)
Non-Controlling Interest		(2,443,217)	(1,386,384)
		(5,421,245)	(3,119,900)
LOSS PER SHARE ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY:			
Basic and Diluted Loss per Share (cents)	7	(9.85)	(5.52)

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2012

	Note	2012 \$	2011 \$
CURRENT ASSETS			
Cash and Cash Equivalents	8	2,008,853	1,684,644
Financial Assets at Fair Value through Profit or Loss	9	3,827,155	6,475,856
Trade and Other Receivables	10	330,843	61,202
Inventories	11	277,595	999,430
Other Current Assets	12	5,895	5,057
TOTAL CURRENT ASSETS		6,450,341	9,226,189
NON CURRENT ASSETS			
Trade and Other Receivables	10	32,823	32,823
Land held for Development or Resale	11	1,640,000	1,800,000
Investment in Associate Entity	13	4,854,638	7,571,638
Property, Plant and Equipment	14	1,637,683	1,740,609
Olive Trees	15	65,500	65,500
Intangible Assets	16	727,746	782,058
Deferred Tax Asset	19	358,251	1,165,888
TOTAL NON CURRENT ASSETS		9,316,641	13,158,516
TOTAL ASSETS		15,766,982	22,384,705
CURRENT LIABILITIES			
Trade and Other Payables	17	256,642	622,237
Provisions	18	202,730	-
TOTAL CURRENT LIABILITIES		459,372	622,237
NON CURRENT LIABILITIES			
Provisions	18	-	197,479
Deferred Tax Liability	19	358,251	1,165,888
TOTAL NON CURRENT LIABILITIES		358,251	1,363,367
TOTAL LIABILITIES		817,623	1,985,604
NET ASSETS		14,949,359	20,399,101
EQUITY			
Issued Capital	20	6,192,427	6,192,427
Reserves	21	2,321,946	2,351,465
Retained Earnings/(Accumulated Losses)		(6,762)	2,941,747
Parent Interest		8,507,611	11,485,639
Non-Controlling Interest		6,441,748	8,913,462
TOTAL EQUITY		14,949,359	20,399,101

The accompanying notes form part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2012

	Issued Capital \$	Reserves \$	Retained Earnings/ (Accumulated Losses) \$	Non- Controlling Interest \$	Total \$
BALANCE AT 1 JULY 2010	6,192,427	2,431,707	4,264,583	10,961,550	23,850,267
Loss for the Year	-	-	(1,653,274)	(1,386,384)	(3,039,658)
Other Comprehensive Income	-	(80,242)	-	-	(80,242)
Total Comprehensive Loss for the Year	-	(80,242)	(1,653,274)	(1,386,384)	(3,119,900)
Transactions with Owners in their capacity as					
Transactions with Non- Controlling Interest	-	-	330,438	(661,704)	(331,266)
BALANCE AT 30 JUNE 2011	6,192,427	2,351,465	2,941,747	8,913,462	20,399,101
BALANCE AT 1 JULY 2011	6,192,427	2,351,465	2,941,747	8,913,462	20,399,101
Loss for the Year	-	-	(2,948,509)	(2,443,217)	(5,391,726)
Other Comprehensive Income	-	(29,519)	-	-	(29,519)
Total Comprehensive Loss for the Year	-	(29,519)	(2,948,509)	(2,443,217)	(5,421,245)
Transactions with Owners in their capacity as					
Transactions with Non- Controlling Interest	-	-	-	(28,497)	(28,497)
BALANCE AT 30 JUNE 2012	6,192,427	2,321,946	(6,762)	6,441,748	14,949,359

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2012

	Note	2012 \$	2011 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from Customers		570,944	450,037
Dividends Received		756,871	460,421
Interest Received		83,365	117,664
Payments to Suppliers and Employees		(2,409,511)	(2,348,434)
Interest Paid		(868)	(424)
Sale/Redemption of Financial Assets at Fair Value through Profit or Loss		-	1,321,780
Purchase of Financial Assets at Fair Value through Profit or Loss		-	(957,857)
NET CASH USED IN OPERATING ACTIVITIES	8	(999,199)	(956,813)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Plant and Equipment	14	(11,857)	(17,987)
Return of Capital Received	13	1,335,265	-
Proceeds from Sale of Investment Securities		-	293,150
Purchase of Investment Securities		-	(219,687)
NET CASH PROVIDED BY INVESTING ACTIVITIES		1,323,408	55,476
NET INCREASE/(DECREASE) IN CASH HELD		324,209	(901,337)
Cash and Cash Equivalents at Beginning of Financial Year		1,684,644	2,585,981
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	8	2,008,853	1,684,644

The accompanying notes form part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

1. SUMMARY OF ACCOUNTING POLICIES

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statement includes the financial statements for the Consolidated Entity consisting of Queste Communications Ltd and its subsidiary. Queste Communications Ltd is a company limited by shares, incorporated in Western Australia, Australia and whose shares are publicly traded on the Australian Securities Exchange (ASX).

1.1. Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

Compliance with IFRS

The consolidated financial statements of the Consolidated Entity, Queste Communications Ltd, also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Reporting Basis and Conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

1.2. Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of the subsidiaries of Queste Communications Ltd as at 30 June 2012 and the results of its subsidiaries for the year then ended. Queste Communications Ltd and its subsidiary are referred to in this financial statement as the Consolidated Entity.

Subsidiaries are all entities over which the Consolidated Entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Consolidated Entity controls another entity. Information on the controlled entity is contained in Note 2 to the financial statements.

Subsidiaries are fully consolidated from the date on which control is transferred to the Consolidated Entity. They are de-consolidated from the date that control ceases.

All controlled entities have a June financial year-end. All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation.

1.3. Investments in Associates

Associates are all entities over which the Consolidated Entity has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates in the consolidated financial statements are accounted for using the equity method of accounting, after initially being recognised at cost. Under this method, the Consolidated Entity's share of the post-acquisition profits or losses of associates are recognised in the consolidated Statement of Comprehensive Income, and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment (refer to Note 13).

Dividends receivable from associates are recognised in the Company's Statement of Comprehensive Income, while in the consolidated financial statements they reduce the carrying amount of the investment. When the Consolidated Entity's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured long-term receivables, the Consolidated Entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Consolidated Entity and its associates are eliminated to the extent of the Consolidated Entity's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Consolidated Entity. All associated entities have a June financial year-end.

1.4. Operating Segment

The Consolidated Entity has applied AASB 8: Operating Segments which requires that segment information be presented on the same basis as that used for internal reporting purposes.

In this financial year, the operating segments have been determined by the Board, to be investments comprising of investments in shares, land and Associate entity and the olive grove. The Consolidated Entity's segment reporting is contained in Note 22 of the notes to the financial statements.

1.5. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Consolidated Entity and the revenue can be reliably measured. All revenue is stated net of the amount of goods and services tax ("GST") except where the amount of GST incurred is not recoverable from the Australian Tax Office. The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods and Disposal of Assets - Revenue from the sale of goods and disposal of other assets is recognised when the Consolidated Entity has passed control of the goods or other assets to the buyer.

Contributions of Assets - Revenue arising from the contribution of assets is recognised when the Consolidated

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

Entity gains control of the asset or the right to receive the contribution.

Interest Revenue - Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend Revenue - Dividend revenue is recognised when the right to receive a dividend has been established. The Consolidated Entity brings dividend revenue to account on the applicable ex-dividend entitlement date.

Other Revenues - Other revenues are recognised on a receipts basis.

1.6. Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each taxing jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses (if applicable).

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each taxing jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The amount of deferred tax assets benefits brought to account or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income or equity are also recognised directly in other comprehensive income or equity.

1.7. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

1.8. Employee Benefits

Short term obligations - Provision is made for the Consolidated Entity's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Employer superannuation contributions are made by the Consolidated Entity in accordance with statutory obligations and are charged as an expense when incurred.

Other long term employee benefit obligations - The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expect future wage and salary levels, experience of employee departures and periods of service.

1.9. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts (if any) are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

1.10. Receivables

Trade and other receivables are recorded at amounts due less any provision for doubtful debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when considered non-recoverable.

1.11. Dividends Policy

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

1.12. Investments and Other Financial Assets and Liabilities

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Financial assets at fair value through profit and loss - A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

management and within the requirements of AASB 139: *Recognition and Measurement of Financial Instruments*. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the Statement of Comprehensive Income in the period in which they arise.

Available for sale financial assets- Available for sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any other categories. Realised and unrealised gains and losses arising from changes in the fair value of these assets are recognised in equity in the period in which they arise.

Loans and receivables - Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities - Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

At each reporting date, the Consolidated Entity assesses whether there is objective evidence that a financial instrument has been impaired. Impairment losses are recognised in the profit and loss.

The Consolidated Entity's investment portfolio (comprising listed and unlisted securities) is accounted for as "financial assets at fair value through profit and loss".

1.13. Fair value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance date. The quoted market price used for financial assets held by the Consolidated Entity is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques, including but not limited to recent arm's length transactions, reference to similar instruments and option pricing models. The Consolidated Entity may use a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Other techniques, such as estimated discounted cash flows, are used to determine fair value for other financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Consolidated Entity for similar financial instruments.

The Consolidated Entity's investment portfolio (comprising listed and unlisted securities) is accounted for as a "financial assets at

fair value through profit and loss" and is carried at fair value based on the quoted last bid prices at reporting date (refer to Note 9).

1.14. Property held for Resale

Property held for development and sale is valued at lower of cost and net realisable value. Cost includes the cost of acquisition, development, borrowing costs and holding costs until completion of development. Finance costs and holding charges incurred after development are expensed. Profits are brought to account on the signing of an unconditional contract of sale.

1.15. Property, Plant and Equipment

All plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Freehold Land is not depreciated. Increases in the carrying amounts arising on revaluation of land and buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss. It is shown at fair value, based on periodic valuations by external independent valuers.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets' employment and subsequent disposal. The expected net cash flows have been discounted to their present value in determining recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Consolidated Entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Comprehensive Income during the financial period in which they are incurred.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate	Depreciation Method
Plant and Equipment	15-33.3%	Diminishing Value
Furniture and Equipment	15-20%	Diminishing Value
Leasehold Improvements	15%	Diminishing Value

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit and loss. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

1.16. Impairment of Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.17. Payables

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1.18. Provisions

Provisions for legal claims, service warranties and make good obligations has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

1.19. Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

1.20. Earnings Per Share

Basic Earnings per share is determined by dividing the operating result after income tax by the weighted average number of ordinary shares on issue during the financial period.

Diluted Earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will probably arise from the exercise of options outstanding during the financial period.

1.21. Inventories

(i) Raw materials and stores, work in progress and finished goods

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. They include the transfer from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material. Costs are

assigned to individual items of inventory on basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(ii) Land held for resale/capitalisation of borrowing costs

Land held for resale is stated at the lower of cost and net realisable value. Cost is assigned by specific identification and includes the cost of acquisition, and development and borrowing costs during development. When development is completed borrowing costs and other holding charges are expensed as incurred.

Borrowing costs included in the cost of land held for resale are those costs that would have been avoided if the expenditure on the acquisition and development of the land had not been made. Borrowing costs incurred while active development is interrupted for extended periods are recognised as expenses.

1.22. Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Consolidated Entity as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.

1.23. Intangible Assets

The intangible assets acquired in a business combination are initially measured at its purchase price as its fair value at the acquisition date. The revaluation method states that after the initial recognition, an intangible asset shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated amortisation and any subsequent accumulated impairment losses. For the purpose of revaluations under AASB 138: *Intangible Assets*, fair value shall be determined by reference to an active market. Revaluations shall be made with such regularity that at the end of the reporting period the carrying amount of the asset does not differ materially from its fair value.

1.24. Biological Assets

Biological assets are initially, and subsequent to initial recognition, measured at their fair value less any estimated point-of-sale costs. Gains or losses arising on initial or subsequent recognition are accounted for via the profit or loss for the period in which the gain or loss arises. Agricultural produce harvested from the biological assets shall be measured at its fair value less estimated point-of-sale costs at the point of harvest.

1.25. Comparative Figures

Certain comparative figures have been adjusted to conform to changes in presentation for the current financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

1.26. Critical accounting judgements and estimates

The preparation of the Consolidated Financial Statements requires Directors to make judgements and estimates and form assumptions that affect how certain assets, liabilities, revenue, expenses and equity are reported. At each reporting period, the Directors evaluate their judgements and estimates based on historical experience and on other various factors they believe to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities (that are not readily apparent from other sources, such as independent valuations). Actual results may differ from these estimates under different assumptions and conditions.

The Consolidated Entity carries its freehold land and intangible assets (water licence) at fair value with changes in the fair values recognised in equity. It also carries inventory (land held for development and resale) and olive trees at fair value with changes in the fair value recognised in the Statement of Comprehensive Income. Independent valuations are obtained for these non-current assets at least annually.

1.27. Summary Of Accounting Standards Issued Not Yet Effective

The following new Accounting Standards and Interpretations (which have been released but not yet adopted) have no material impact on the Consolidated Entity's financial statements or the associated notes therein.

AASB reference	Title and Affected Standard(s):	Nature of Change	Application date:
AASB 9 (issued December 2009 and amended December 2010)	Financial Instruments	Amends the requirements for classification and measurement of financial assets. The available-for-sale and held-to-maturity categories of financial assets in AASB 139 have been eliminated. AASB 9 requires that gains or losses on financial liabilities measured at fair value are recognised in profit or loss, except that the effects of changes in the liability's credit risk are recognised in other comprehensive income.	Periods beginning on or after 1 January 2015
AASB 10 (issued August 2011)	Consolidated Financial Statements	Introduces a single 'control model' for all entities, including special purpose entities (SPEs), whereby all of the following conditions must be present: • Power over investee (whether or not power used in practice); • Exposure, or rights, to variable returns from investee; and • Ability to use power over investee to affect the Entity's returns from investee. Introduces the concept of 'defacto' control for entities with less than 50% ownership interest in an entity, but which have a large shareholding compared to other shareholders. This could result in more instances of control and more entities being consolidated.	Annual reporting periods commencing on or after 1 January 2013
AASB 12 (issued August 2011)	Disclosure of Interests in Other Entities	Combines existing disclosures from AASB 127 <i>Consolidated and Separate Financial Statements</i> , AASB 128 <i>Investments in Associates</i> and AASB 131 <i>Interests in Joint Ventures</i> . Introduces new disclosure requirements for interests in associates and joint arrangements, as well as new requirements for unconsolidated structured entities.	Annual reporting periods commencing on or after 1 January 2013
AASB 13 (issued September 2011)	Fair Value Measurement	AASB 13 establishes a single framework for measuring fair value of financial and non-financial items recognised at fair value in the statement of financial position or disclosed in the notes in the financial statements. Additional disclosures required for items measured at fair value in the statement of financial position, as well as items merely disclosed at fair value in the notes to the financial statements. Extensive additional disclosure requirements for items measured at fair value that are 'level 3' valuations in the fair value hierarchy that are not financial instruments.	Annual reporting periods commencing on or after 1 January 2013

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

1.27 Summary of Accounting Standards Issued Not Yet Effective (continued)

AASB reference	Title and Affected Standard(s):	Nature of Change	Application date:
AASB 119 (reissued September 2011)	Employee Benefits	Employee benefits expected to be settled (as opposed to due to settled under current standard) wholly within 12 months after the end of the reporting period are short-term benefits, and therefore not discounted when calculating leave liabilities. Annual leave not expected to be used wholly within 12 months of end of reporting period will in future be discounted when calculating leave liability.	Annual periods commencing on or after 1 January 2013
AASB 2010-8 (issued December 2010)	Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets (AASB 112)	For investment property measured using the fair value model, deferred tax assets and liabilities will be calculated on the basis of a rebuttable presumption that the carrying amount of the investment property will be recovered through sale.	Periods commencing on or after 1 January 2012
AASB 2011-4 (issued July 2011)	Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements	Amendments to remove individual key management personnel (KMP) disclosure requirements from AASB 124 to eliminate duplicated information required under the <i>Corporation Act 2001</i> .	Annual periods commencing on or after 1 July 2013
AASB 2011-9 (issued September 2011)	Amendments to Australian Accounting Standards - Presentation of Items of Other Comprehensive Income	Amendments to align the presentation of items of other comprehensive income (OCI) with US GAAP. Various name changes of statements in AASB 101 as follows: 1 statement of comprehensive income - to be referred to as 'statement of profit or loss and other comprehensive income'; 2 statements - to be referred to as 'statement of profit or loss' and 'statement of comprehensive income'; and - OCI items must be grouped together into two sections: those that could subsequently be reclassified into profit or loss and those that cannot.	Annual periods commencing on or after 1 July 2012
AASB 2012-5 (issued June 2012)	Annual Improvements to Australian Accounting Standards 2009-2011 Cycle	Non-urgent but necessary changes to IFRSs (IAS1, IAS 16 & IAS 32).	Periods commencing on or after 1 January 2013
IFRS (issued December 2011)	Mandatory Effective Date of IFRS 9 and Transition Disclosures	Entities are no longer required to restate comparatives on first time adoption. Instead, additional disclosures on the effects of transition are required.	Annual reporting periods commencing on or after 1 January 2015

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

2. PARENT ENTITY INFORMATION

The following information provided relates to the Company, Queste Communications Ltd, as at 30 June 2012. The information presented below has been prepared using accounting policies outlined in Note 1.

	2012	2011
	\$	\$
Current Assets	1,678,568	1,905,541
Non Current Assets	2,534,794	3,343,942
TOTAL ASSETS	4,213,362	5,249,483
Current Liabilities	130,424	151,841
TOTAL LIABILITIES	130,424	151,841
NET ASSETS	4,082,938	5,097,642
Issued Capital	6,192,427	6,192,427
Reserves	1,321,679	1,892,657
Accumulated Losses	(3,431,168)	(2,987,442)
EQUITY	4,082,938	5,097,642
Loss for the Year	(443,726)	(269,500)
Other Comprehensive Income	-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(443,726)	(269,500)

(a) Current Assets

Cash and Cash Equivalents

Cash at Bank	523,821	1,363,415
Term Deposit	1,120,000	32,089
	523,821	1,363,415

(b) Non Current Assets

(i) Investments in Controlled Entity

Shares in Controlled Entity - at cost	3,069,452	3,069,452
Net Change in Fair Value	(1,166,190)	(350,506)
	1,903,262	2,718,946

Details of percentage of Ordinary Shares held in Controlled Entity:

Investment in Controlled Entity

Orion Equities Limited

Incorporated

Australia

Ownership Interest

2012 2011

% %

50.88 50.88

(c) Transactions with Related Parties

The Company is deemed to control Orion Equities Limited (OEQ). During the financial year there were transactions between the Company, OEQ and Associate Entity Bentley Capital Limited (BEL), pursuant to shared office and administration expense arrangements. Interest is not charged on such outstanding amounts and all amounts were fully recovered/repaid by balance date. The following transactions also occurred with related parties:

	2012	2011
	\$	\$
Bentley Capital Limited		
Dividends Received	59,181	34,813
Return of Capital Received	1,335,265	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

2. PARENT ENTITY INFORMATION (continued)

(c) Transactions with Related Parties (continued)

The Company has provided a \$650,000 unsecured interest bearing (at 10% per annum) loan facility to Orion, with a term currently expiring on 31 December 2013.

	Note	2012 \$	2011 \$
Orion Equities Limited			
Interest Received on Loan Facility		20,060	17,945

(d) Lease Commitments

Not longer than one year	24	78,630	82,633
Later than one year but not later than five years	24	-	170,384
		78,630	253,017

3. LOSS FOR THE YEAR

The Consolidated Entity's Operating Loss before Income Tax includes the following items of expense:

(a) Revenue

Income from Sale of Olive Oils	767,427	450,027
Rental Income	52,531	-
Dividend Income	223	15,332
Interest Income	103,917	79,331
	924,098	544,690

Other

Share of Net Profit of Associate	-	181,205
Other Income	75	10
	924,173	725,905

(b) Expenses

Net Loss on Financial Assets at Fair Value through Profit or Loss	2,648,702	1,496,912
Share of Net Loss of Associate	625,086	-
Olive Oil Operations		
Cost of Goods Sold	1,182,799	582,608
Impairment and Depreciation of Olive Oil Assets	78,359	201,041
Other Expenses	91,916	18,416
Land Operations		
(Gain)/Loss on Revaluation of Land held for Development or Resale	160,000	(300,000)
Other Expenses	154,608	367,300
Salaries, Fees and Employee Benefits	610,270	846,501
Occupancy Expenses	94,636	112,624
Finance Expenses	21,441	5,871
Corporate Expenses		
ASX Fees	32,780	35,664
Share Registry	11,054	7,475
Other Corporate Expenses	4,569	90,370
Administration Expenses		
Communications	9,448	37,212
Professional Fees	6,559	78,002
Brokerage Fees	-	8,735
Realisation Cost of Investment Portfolio Written Back	(14,974)	(12,043)
Write-Off of Fixed Assets	-	2,202
Depreciation	7,855	6,403
Other Administration Expenses	565,927	98,059
	6,291,035	3,683,352

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

4. INCOME TAX EXPENSE

		2012	2011
		\$	\$
(a) The components of Tax Expense comprise:			
Current Tax		-	-
Deferred Tax	19	24,864	82,211
		24,864	82,211

(b) The prima facie tax on Operating Profit before Income Tax is reconciled to the income tax as follows:

Prima facie tax payable on Operating Profit before Income Tax at 30% (2011: 30%)	(1,610,059)	(887,233)
Adjust tax effect of:		
Other Assessable Income	319,664	192,046
Non-Deductible Expenses	857,260	1,793
Current Year Tax Losses not brought to account	270,473	195,555
Share of Net (Profit)/Loss of Associate	187,526	(54,362)
Derecognition of Prior Year Revenue Losses	-	680,789
Derecognition of Prior Year Capital Losses	-	264,268
Utilisation of Prior Year Capital Losses	-	(316,500)
Movement in Deferred Taxes	-	5,855
Income tax attributable to entity	24,864	82,211

(c) Deferred Tax recognised directly in Other Comprehensive Income

Revaluations of Land & Intangible Assets	24,864	82,211
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(d) Unrecognised Deferred Tax balances

Unrecognised Deferred Tax Asset - Revenue Losses	2,487,319	1,589,972
Unrecognised Deferred Tax Asset - Capital Losses	246,719	246,719
Unrecognised Deferred Tax Asset - Temporary Differences	-	48,155
	2,734,038	1,884,846

The above deferred tax assets have not been recognised in respect of the above items because it is not probable that future taxable profit will be available against which the Consolidated Entity can utilise the benefits. Revenue and capital tax losses are subject to relevant statutory tests

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

5. INTERESTS OF KEY MANAGEMENT PERSONNEL (KMP)

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Consolidated Entity's KMP for the year ended 30 June 2012.

The total remuneration paid to KMP of the Consolidated Entity during the year is as follows:

	2012 \$	2011 \$
Directors		
Short-Term Employment Benefits	171,542	628,247
Other Long-Term Employment Benefits	11,058	-
	182,600	628,247
Other KMP		
Short-Term Employment Benefits	48,950	50,937
	48,950	50,937
	231,550	679,184

There were no options, rights or equity instruments provided as remuneration to KMP and no shares issued on the exercise of any such instruments during the financial year.

KMP Shareholdings	Balance at	Balance at		Balance at
Fully Paid Ordinary Shares	Start of Year	Appointment / Cessation	Net Change	End of Year
30 June 2012				
Directors				
Farooq Khan	6,398,044		(175,000)	6,223,044
Simon Cato	193,000		-	193,000
Azhar Chaudhri	5,551,230		(316,000)	5,235,230
Yaqoob Khan	68,345		-	68,345
Other KMP				
Victor Ho	17,500		-	17,500
30 June 2011				
Directors				
Farooq Khan	6,398,044		-	6,398,044
Simon Cato	193,000		-	193,000
Azhar Chaudhri	4,724,280		826,950	5,551,230
Yaqoob Khan	68,345		-	68,345
Other KMP				
Victor Ho	17,500		-	17,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

5. INTERESTS OF KEY MANAGEMENT PERSONNEL (KMP) (continued)

KMP Shareholdings Partly Paid Ordinary Shares 30 June 2012	Balance at Start of Year	Balance at Appointment / Cessation	Net Change	Balance at End of Year
Directors				
Farooq Khan	-		-	-
Simon Cato	-		-	-
Azhar Chaudhri	20,000,000		-	20,000,000
Yaqoob Khan	-		-	-
Other KMP				
Victor Ho	-		-	-
30 June 2011				
Directors				
Farooq Khan	-		-	-
Simon Cato	-		-	-
Azhar Chaudhri	20,000,000		-	20,000,000
Yaqoob Khan	-		-	-
Other KMP				
Victor Ho	-		-	-

The disclosures of equity holdings above are in accordance with the accounting standards which requires a disclosure of shares held directly, indirectly or beneficially by each key management person, a close member of the family of that person, or an entity over which either of these persons have, directly or indirectly, control, joint control or significant influence (as defined under Accounting Standard AASB 124 Related Party Disclosures).

Other KMP Transactions

Director, Simon Cato, is a director of ASX listed Advanced Share Registry Limited (ASW), which provides share registry services to the Consolidated Entity.

	2012	2011
Amounts recognised as expense	\$	\$
Share Registry Fees	11,054	7,475

There were no other transactions with KMP (or their personally related entities) during the financial year.

6. AUDITORS' REMUNERATION

During the year the following fees were paid for services provided by the auditor of the parent entity, its related practices and other non-related audit firms:

	2012	2011
	\$	\$
BDO Audit (WA) Pty Ltd		
Audit and Review of Financial Statements	70,707	64,042
Taxation Services	5,755	6,850
	76,462	70,892

The Consolidated Entity may engage BDO on assignments additional to their statutory audit duties where their expertise and experience with the Consolidated Entity are important. These assignments principally relate to taxation advice in relation to the tax notes to the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

7. LOSS PER SHARE

	2012	2011
	cents	cents
Basic and Diluted Loss per Share	(9.85)	(5.50)

The following represents the loss and weighted average number of shares used in the loss per share calculations:

	2012	2011
	\$	\$
Net Loss after Income Tax	(2,948,509)	(1,653,274)
	Number of	Number of
Weighted Average Number of Ordinary Shares	29,927,379	29,927,379

Under AASB 133 Earnings per Share, potential ordinary shares such as partly paid shares will only be treated as dilutive when their conversion to ordinary shares would increase the loss per share. Diluted Loss per Share is not calculated as it does not increase the loss per share.

8. CASH AND CASH EQUIVALENTS**(a) Reconciliation of Cash**

Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

	2012	2011
	\$	\$
Cash at Bank and in hand	888,853	1,652,555
Short-Term Deposits	1,120,000	32,089
	2,008,853	1,684,644

(b) Reconciliation of Operating Profit after Income Tax to Net Cash used in Operating Activities

Loss after Income Tax	(5,391,726)	(3,039,658)
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Add Non-Cash Items:

Depreciation	86,214	207,444
Net Loss on Financial Assets at Fair Value through Profit or Loss	2,648,701	1,496,912
(Gain)/Loss on Land held for Development or Resale	160,000	(300,000)
Share of Net (Profit)/Loss of Associate	625,086	(181,205)
Write-Off of Fixed Assets	-	2,202

Changes in Assets and Liabilities

Financial Assets at Fair Value through Profit or Loss	-	363,923
Trade and Other Receivables	(269,641)	117,552
Inventories	721,835	(380,030)
Other Current Assets	(838)	(5,057)
Investments accounted for using the Equity Method	756,649	445,089
Trade and Other Payables	(365,594)	189,827
Provisions	5,251	43,977
Deferred Tax	24,864	82,211
	(999,199)	(956,813)

(c) Risk Exposure

The Consolidated Entity's exposure to interest rate risk is discussed in Note 23. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

9. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2012	2011
	\$	\$
Current		
Listed Investments at Fair Value	3,781,585	6,475,856
Unlisted Investments at Fair Value	45,570	-
	3,827,155	6,475,856

(a) Risk Exposure

The Consolidated Entity's exposure to price risk is discussed in Note 23.

10. TRADE AND OTHER RECEIVABLES

	2012	2011
	\$	\$
Current		
Trade Receivables	243,656	34,787
Interest Receivable	20,552	-
GST Receivable	15,529	19,515
Receivable from Related Parties	995	1,199
Other Receivables	50,111	5,701
	330,843	61,202
Non Current		
Bonds and Guarantees	32,823	32,823

(a) Risk Exposure

The Consolidated Entity's exposure to credit and interest rate risks is discussed in Note 23.

(b) Impaired Trade Receivables

None of the Consolidated Entity's receivables are impaired or past due.

11. INVENTORIES

	2012	2011
	\$	\$
Current		
Bulk Oils - at cost	206,320	890,093
Packaged Oils - at cost	71,275	109,337
	277,595	999,430
Non Current		
Land held for Development or Resale	3,797,339	3,797,339
Revaluation of Land	(2,157,339)	(1,997,339)
	1,640,000	1,800,000

Land held for development or resale was valued by an independent qualified valuer (an Associate Member of the Australian Property Institute) on 30 June 2012. The movement in the land value has been recognised in the Statement of Comprehensive Income.

12. OTHER CURRENT ASSETS

	2012	2011
	\$	\$
Prepayments	5,895	5,057

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

13. INVESTMENT IN ASSOCIATE ENTITY

	Ownership Interest		Carrying Amount	
	2012 %	2011 %	2012 \$	2011 \$
Bentley Capital Limited	30.34	30.65	4,854,638	7,571,638

Movement in Investment

Opening Balance	7,571,638	7,835,522
Share of Net Profit/(Loss) after tax	(625,086)	181,205
Dividend Received	(756,649)	(445,089)
Returns of Capital Received	(1,335,265)	-
Closing Balance	4,854,638	7,571,638

Fair Value of Listed Investment in Associate	3,077,067	4,895,970
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Net Asset Value of Investment	6,089,773	8,830,325
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	Assets \$	Liabilities \$	Revenues \$	Net \$
Summarised Position of Associate 2012				
Bentley Capital Limited	6,197,893	108,120	173,959	(625,086)
2011				
Bentley Capital Limited	8,853,507	23,182	573,751	181,205

14. PROPERTY, PLANT AND EQUIPMENT

	2012 \$	2011 \$
Land		
At Cost	861,214	861,214
Revaluation	138,687	167,256
	999,901	1,028,470
Buildings		
At Cost	117,876	117,876
Accumulated Depreciation	(38,792)	(32,380)
	79,084	85,496
Plant & Equipment		
At Cost	1,452,478	1,379,187
Accumulated Depreciation	(900,139)	(759,982)
	552,339	619,205
Leasehold Improvements		
At Cost	44,264	44,264
Accumulated Depreciation	(37,905)	(36,826)
	6,359	7,438
	1,637,683	1,740,609

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

14. PROPERTY, PLANT AND EQUIPMENT (continued)

Movements in Carrying Amounts

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Freehold Land \$	Buildings \$	Plant & Equipment \$	Leasehold Improve- ments \$	Total \$
AT 1 JULY 2010	1,199,881	86,840	808,257	8,702	2,103,680
Revaluation	(171,411)	-	-	-	(171,411)
Additions	-	5,444	12,543	-	17,987
Disposals	-	-	(2,202)	-	(2,202)
Depreciation expense	-	(6,788)	(199,393)	(1,264)	(207,445)
AT 30 JUNE 2011	1,028,470	85,496	619,205	7,438	1,740,609
AT 1 JULY 2011	1,028,470	85,496	619,205	7,438	1,740,609
Revaluation	(28,569)	-	-	-	(28,569)
Additions	-	-	11,857	-	11,857
Disposals	-	-	-	-	-
Depreciation expense	-	(6,412)	(78,723)	(1,079)	(86,214)
AT 30 JUNE 2012	999,901	79,084	552,339	6,359	1,637,683

Land was valued by an independent qualified valuer (an Associate Member of the Australian Property Institute) on 30 June 2012. The movement in the land value has been recognised in the Asset Revaluation Reserve (Note 21).

15. OLIVE TREES

	2012 \$	2011 \$
Olive Trees - at cost	300,000	300,000
Revaluation	(234,500)	(234,500)
	65,500	65,500

Approximately 64,500 13 year old olive trees have been planted over Orion's 143 hectare Olive Grove located in Gingin, Western Australia. The fair value of the trees is at the Directors' Valuation having regard to, amongst other matters, replacement cost and value of commercial production of the trees.

16. INTANGIBLE ASSETS

	2012 \$	2011 \$
Water Licence		
At Cost	250,000	250,000
Revaluation	377,750	432,062
	627,750	682,062
Brand Name		
At Cost	99,996	99,996
	727,746	782,058

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

16. INTANGIBLE ASSETS (continued)

	Water Licence \$	Brand Name \$	Total \$
AT 1 JULY 2010	784,687	99,996	884,683
Revaluation	(102,625)	-	(102,625)
AT 30 JUNE 2011	<u>682,062</u>	<u>99,996</u>	<u>782,058</u>
AT 1 JULY 2011	682,062	99,996	782,058
Revaluation	(54,312)	-	(54,312)
AT 30 JUNE 2012	<u>627,750</u>	<u>99,996</u>	<u>727,746</u>

The Water Licence pertains to Orion's Olive Grove property in Gingin, Western Australia. As at 30 June 2012, an independent qualified valuer (a Certified Practising Valuer and Associate Member of the Australian Property Institute) revalued the water licence downwards by \$54,312 from the previous reporting date. The Brand Name pertains to the ultra premium Dandaragan Estate Olive Oil brand

17. TRADE AND OTHER PAYABLES

	2012 \$	2011 \$
Current		
Trade Payables	19,975	260,095
Dividend Payable	28,302	28,302
GST Payable	44,236	-
Prepaid Rental Income	26,951	-
Other Payables and Accrued Expenses	137,178	333,840
	<u>256,642</u>	<u>622,237</u>

(a) Risk Exposure

The Consolidated Entity's exposure to risks arising from current payables is set out in Note 23.

18. PROVISIONS

	2012 \$	2011 \$
Current		
Employee Benefits - Annual Leave	33,624	-
Employee Benefits - Long Service Leave	169,106	-
	<u>202,730</u>	<u>-</u>
Non Current		
Employee Benefits - Long Service Leave	-	197,479

(a) Amounts not expected to be settled within 12 months

The provision for annual leave and long service leave is presented as current since the Consolidated Entity does not have an unconditional right to defer settlement for any of these employee benefits. Long service leave covers all unconditional entitlements where employees have completed the required period of service and also where employees are entitled to pro-rata payments in certain circumstances

Based on past experience, the employees have never taken the full amount of long service leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months:

	2012 \$	2011 \$
Leave obligations expected to be settled after 12 months	<u>169,106</u>	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

19. DEFERRED TAX

	2012 \$	2011 \$
Deferred Tax Assets - Non Current		
Employee Benefits & Accruals	86,911	99,568
Tax Losses	-	321,292
Other	271,340	745,028
	358,251	1,165,888
Deferred Tax Liabilities - Non Current		
Fair Value Gains	267,504	1,057,472
Other	90,747	108,416
	358,251	1,165,888

(a) Movements - Deferred Tax Assets	Employee Benefits \$	Tax Losses \$	Other \$	Total \$
AT 1 JULY 2010	108,577	1,008,506	985,108	2,102,191
Credited/(charged) to the profit and loss	(9,009)	(687,214)	(240,080)	(936,303)
AT 30 JUNE 2011	99,568	321,292	745,028	1,165,888
AT 1 JULY 2011	99,568	321,292	745,028	1,165,888
Credited/(charged) to the profit and loss	(12,657)	(321,292)	(473,688)	(807,637)
AT 30 JUNE 2012	86,911	-	271,340	358,251

(b) Movements - Deferred Tax Liabilities	Fair Value Gains \$	Other \$	Total \$
AT 1 JULY 2010	1,899,035	203,156	2,102,191
Charged/(Credited) to the profit and loss	(841,563)	(12,529)	(854,092)
Charged to Equity	-	(82,211)	(82,211)
AT 30 JUNE 2011	1,057,472	108,416	1,165,888
AT 1 JULY 2011	1,057,472	108,416	1,165,888
Charged/(Credited) to the profit and loss	(789,968)	7,195	(782,773)
Charged to Equity	-	(24,864)	(24,864)
AT 30 JUNE 2012	267,504	90,747	358,251

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

20. ISSUED CAPITAL

	2012 Number	2011 Number	2012 \$	2011 \$
Fully paid ordinary shares	28,404,879	28,404,879	5,887,927	5,887,927
Partly paid ordinary shares	20,000,000	20,000,000	304,500	304,500
			6,192,427	6,192,427

(a) Ordinary Shares

At any meeting, each shareholder present in person or by proxy, attorney, or representative has one vote for each fully paid ordinary share held either upon a show of hands or by a poll. Holders of partly paid ordinary shares have a fraction of a vote for each partly paid share held, with the fractional vote of each share being equivalent to the proportion of the total amount paid and payable (excluding amounts credited) that has actually been paid (not credited) for each share. Amounts paid in advance of a call are ignored when calculating proportions. The holder of a partly paid ordinary share is not entitled to vote at a meeting in respect of those shares on which calls are outstanding.

The profits of the Consolidated Entity, which the Directors may from time to time determine to distribute to shareholders by way of dividends, will be divisible amongst the shareholders in proportion to the amounts paid on the shares. An amount paid in advance of a call is not to be included as an amount paid on a share for the purposes of calculating an entitlement to dividends.

There were no movements in fully paid and partly paid ordinary shares during the year.

(c) Share Buy-Back

On 17 April 2012, the Company announced its intention to conduct an on-market share buy-back of up to 2,700,000 shares (Buy-Back). This represents ~9.1% of the pre Buy-Back and 10% of the post Buy-Back total voting shares of the Company (having regard to the amount paid up on the partly paid shares). In accordance with ASX Listing Rule 7.33, the Company will not pay any more than 5% above the average of the market price for the Company's shares over the last 5 days on which sales in the shares were recorded prior to the Buy-Back occurring. The Buy-Back will continue until the earlier of the acquisition of the 2.7 million Buy-Back shares and 30 April 2013, subject to the Company exercising its right to suspend or terminate the Buy-Back, or amend its terms, at any time.

No shares have been bought-back by the Company under the Buy-Back during the financial year.

(d) Capital Risk Management

The Company's objectives when managing its capital are to safeguard their ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Company and shareholders from time to time, including undertaking capital raisings, share Buy-backs, capital reductions and the payment of dividends.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

21. RESERVES

	2012	2011
	\$	\$
Option Premium Reserve	2,138,012	2,138,012
Asset Revaluation Reserve		
Revaluations of Freehold Land	70,564	85,100
Revaluations of Intangible Assets	192,199	219,833
Less: Deferred Tax on Revaluations	(78,829)	(91,480)
	183,934	213,453
	2,321,946	2,351,465

The movement in the Asset Revaluation Reserve relates to the revaluation of Orion's Olive Grove land from \$1,028,470 to \$999,901 and Orion's Water Licence from \$682,062 to \$627,750, as assessed by an independent qualified valuer (a Certified Practising Valuer and Associate Member of the Australian Property Institute).

22. SEGMENT INFORMATION

The operating segments are reported in a manner consistent with the internal reporting provided to the "Chief Operating Decision Maker". The "Chief Operating Decision Maker", who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

The Board has considered the business and geographical perspectives of the operating results and determined that the Consolidated Entity operates only within Australia, with the main segments being Investments and Olive Oil Production. Unallocated items are mainly comprised of corporate assets, office expenses and income tax assets and liabilities.

	Olive Oil	Investments	Unallocated	Total
	\$	\$	\$	\$
2012				
Segment Revenues	767,427	52,531	104,214	924,172
Segment Loss before tax	(585,648)	(3,525,108)	(1,256,106)	(5,366,862)
Segment Assets	2,934,315	10,650,611	2,182,056	15,766,982
Segment Liabilities	185,698	86,366	545,559	817,623
2011				
Segment Revenues	450,027	696,723	79,341	1,226,091
Segment Loss before tax	(400,646)	(1,666,151)	(890,650)	(2,957,447)
Segment Assets	3,580,510	15,847,492	2,956,703	22,384,705
Segment Liabilities	(398,116)	-	(1,587,488)	(1,985,604)

23. FINANCIAL RISK MANAGEMENT

The Consolidated Entity's financial instruments consist of deposits with banks, accounts receivable and payable, investments in listed securities, and other unlisted securities. The principal activity of the Consolidated Entity is the management of these investments - "financial assets at fair value" (refer to Note 9). The Consolidated Entity's investments are subject to market (which includes interest rate and price risk), credit and liquidity risks.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

23. FINANCIAL RISK MANAGEMENT (continued)

The Board of Directors is responsible for the overall internal control framework (which includes risk management) but no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board

The financial receivables and payables of the Consolidated Entity in the table below are due or payable within 30 days. The financial investments are held for trading and are realised at the discretion of the Board of Directors.

The Consolidated Entity holds the following financial instruments:

		2012	2011
Financial Assets	Note	\$	\$
Cash and Cash Equivalents	8	2,008,853	1,684,644
Financial Assets at Fair Value through Profit or Loss	9	3,827,155	6,475,856
Trade and Other Receivables	10	330,843	61,202
		6,166,851	8,221,702
Financial Liabilities			
Trade and Other Payables	17	(256,642)	(622,237)
		(256,642)	(622,237)
NET FINANCIAL ASSETS		5,910,209	7,599,465

(a) Market Risk

(i) Price Risk

The Consolidated Entity is exposed to equity securities price risk. This arises from investments held by the Consolidated Entity and classified in the Statement of Financial Position at fair value through profit or loss. The Consolidated Entity is not exposed to commodity price risk, save where this has an indirect impact via market risk and equity securities price risk.

The value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments in the market. By its nature as an investment company, the Consolidated Entity will always be subject to market risk as it invests its capital in securities that are not risk free - the market price of these securities can and will fluctuate. The Consolidated Entity does not manage this risk through entering into derivative contracts, futures, options or swaps.

Equity price risk is minimised through ensuring that investment activities are undertaken in accordance with Board established mandate limits and investment strategies.

The Consolidated Entity has performed a sensitivity analysis on its exposure to market price risk at balance date. The analysis demonstrates the effect on the current year results and equity which could result from a change in these risks. The ASX All Ordinaries Accumulation Index was utilised as the benchmark for the unlisted and listed share investments which are financial assets available-for-sale or at fair value through profit or loss.

	Impact on Post-Tax Profit		Impact on Other	
	2012	2011	2012	2011
	\$	\$	\$	\$
ASX All Ordinaries Accumulation Index				
Increase 15%	2,201,273	445,767	2,201,273	445,767
Decrease 15%	(2,201,273)	(445,767)	(2,201,273)	(445,767)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

23. FINANCIAL RISK MANAGEMENT (continued)

(a) Market Risk (continued)

(ii) Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Consolidated Entity's exposure to market risk for changes in interest rates relate primarily to investments held in interest bearing instruments. The average interest rate for the year for the table below is 4.79% (2011: 4.64%). The revenue exposure is immaterial in terms of the possible impact on profit or loss or total equity.

	2012	2011
	\$	\$
Cash at Bank and in hand	888,853	1,652,555
Short-Term Deposits	1,120,000	32,089
	2,008,853	1,684,644

(b) Credit Risk

Credit risk refers to the risk that a counterparty under a financial instrument will default (in whole or in part) on its contractual obligations resulting in financial loss to the Consolidated Entity. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, including outstanding receivables and committed transactions. Concentrations of credit risk are minimised primarily by undertaking appropriate due diligence on potential investments, carrying out all market transactions through approved brokers, settling non-market transactions with the involvement of suitably qualified legal and accounting personnel (both internal and external), and obtaining sufficient collateral or other security (where appropriate) as a means of mitigating the risk of financial loss from defaults. The Consolidated Entity's business activities do not necessitate the requirement for collateral as a means of mitigating the risk of financial loss from defaults.

The credit quality of the financial assets are neither past due nor impaired and can be assessed by reference to external credit ratings (if available with Standard & Poor's) or to historical information about counterparty default rates. The maximum exposure to credit risk at reporting date is the carrying amount of the financial assets as summarised below:

	2012	2011
	\$	\$
Cash and Cash Equivalents		
AA	-	1,683,781
AA-	2,007,643	-
A-	1,728	-
BBB+	-	863
	2,009,371	1,684,644

Trade Receivables (due within 30 days)

No external credit rating available	330,843	61,202
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The Consolidated Entity measures credit risk on a fair value basis. The carrying amount of financial assets recorded in the financial statements, net any provision for losses, represents the Consolidated Entity's maximum exposure to credit risk.

(c) Liquidity Risk

Liquidity risk is the risk that the Consolidated Entity will encounter difficulty in meeting obligations associated with financial liabilities. The Consolidated Entity has no borrowings. The Consolidated Entity's non-cash investments can be realised to meet trade and other payables arising in the normal course of business. The financial liabilities disclosed in the above table have a maturity obligation of not more than 30 days.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

23. FINANCIAL RISK MANAGEMENT (continued)

(d) Fair Value Measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

As at 1 July 2009, the Consolidated Entity has adopted the amendment to AASB 7 *Financial Instruments: Disclosures* which requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables present the Consolidated Entity's financial assets and liabilities measured and recognised at fair value at 30 June 2012.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
2012				
Financial Assets at Fair Value through Profit or Loss:				
Listed Investments at Fair Value	3,781,585	-	-	3,781,585
Unlisted Investments at Fair Value	-	-	45,570	45,570
2011				
Financial Assets at Fair Value through Profit or Loss:				
Listed Investments at Fair Value	6,475,856	-	-	6,475,856
Unlisted Investments at Fair Value	-	-	-	-

The fair value of investments in unlisted shares are considered a level 3 investment as their fair value is unable to be derived from market data.

24. COMMITMENTS

	2012	2011
	\$	\$
Not longer than one year	78,630	104,929
Later than one year but not later than five years	-	110,176
	78,630	215,105

The non-cancellable operating lease commitment is the Consolidated Entity's share of the office premises at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia, and includes all outgoings (exclusive of GST). The lease is for a 7 year term expiring 30 June 2013 and contains a rent review increase each year alternating between 5% and the greater of market rate or CPI + 1%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2012

25. CONTINGENCIES

(a) Directors' Deeds

The Company has entered into Deeds of Indemnity with each of its Directors indemnifying them against liability incurred in discharging their duties as Directors/Officers of the Consolidated Entity. At the end of the financial period, no claims have been made under any such indemnities and accordingly, it is not possible to quantify the potential financial obligation of the Consolidated Entity under these indemnities.

(b) Tenement Royalties

The Consolidated Entity is entitled to receive a royalty of 2% of gross revenues (exclusive of GST) from any commercial exploitation of any minerals from various Australian tenements - EL47/1328 and PL47/1170 (the Paulsens East Project tenements currently held by Strike Resources Limited (Strike)), EL 24879, 24928 and 24929 and ELA 24927 (the Bigryli South Project tenements in the Northern Territory, current held by Alara Resources Limited (Alara)) and a right to earn and acquire an 85% interest in ELA 46/585 (excluding all manganese mineral rights) (the Canning Well Project tenements in Western Australia, currently held by Alara).

26. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) On 31 August 2012, Bentley Capital Limited, announced its intention to seek shareholder approval to undertake a one cent per share return of capital (Return of Capital). The Return of Capital is to be effected by Bentley seeking shareholder approval for a reduction in the share capital of the company by returning one cent per share to shareholders – this equates to an aggregate reduction of share capital by approximately \$0.733 million based upon the company's 73,350,541 shares currently on issue. No shares will be cancelled as a result of the Return of Capital. Accordingly, the number of shares held by each shareholder will not change as a consequence of the Return of Capital. The Return of Capital is subject to Bentley shareholder approval which will be sought at the upcoming 2012 annual general meeting in November 2012. If Bentley shareholders approve this Return of Capital, the Company's entitlement under the Return of Capital is expected to be \$17,406 and Orion's entitlement under the same is expected to be \$205,138.

No other matter or circumstance has arisen since the end of the financial year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

- (1) The financial statements, comprising the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statement of Cash Flow and accompanying notes as set out on pages 20 to 46 are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting; and
 - (b) give a true and fair view of the Company's and Consolidated Entity's financial position as at 30 June 2012 and of its performance for the year ended on that date;
- (2) In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (3) The Remuneration Report disclosures set out (within the Directors' Report) on pages 15 to 17 (as the audited Remuneration Report) comply with section 300A of the *Corporate Act 2001*;
- (4) The Directors have been given the declarations required by section 295A of the Corporations Act 2001 by the Executive Chairman and Managing Director (the person who performs the chief executive function) and the Company Secretary (the person who, in the opinion of the Directors, performs the chief financial officer function); and
- (5) The Company has included in the notes to the Financial Statements an explicit and unreserved statement of compliance with the International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001*.



Farooq Khan
Chairman

31 August 2012



Simon Cato
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF QUESTE COMMUNICATIONS LTD

Report on the Financial Report

We have audited the accompanying financial report of Queste Communications Ltd, which comprises the consolidated statement of financial position as at 30 June 2012, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Queste Communications Ltd, would be in the same terms if given to the directors as at the time of this auditor's report.



Opinion

In our opinion:

- (a) the financial report of Queste Communications Ltd is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Queste Communications Ltd for the year ended 30 June 2012 complies with section 300A of the *Corporations Act 2001*.

BDO Audit (WA) Pty Ltd

BDO


Chris Burton
Directors

Perth, Western Australia
Dated this 31st day of August 2012

SECURITIES INFORMATION

as at 30 June 2012

DISTRIBUTION OF LISTED ORDINARY FULLY PAID SHARES

Spread	of	Holdings	Number of Holders	Number of Units	% of Total Issue Capital
1	-	1,000	14	8,254	0.029%
1,001	-	5,000	62	183,548	0.646%
5,001	-	10,000	74	695,165	2.447%
10,001	-	100,000	115	3,160,720	11.127%
100,001	-	and over	26	24,357,192	87.750%
Total			291	28,404,879	100.00 %

DISTRIBUTION OF UNLISTED PARTLY PAID ORDINARY SHARES

Name	No. of Partly Paid Shares
Chi Tung Investments Ltd	20,000,000

These 20,000,000 ordinary shares were issued at a price of 20 cents per share and have been partly paid to 1.5225 cent each and have an outstanding amount payable of 18.4775 cents per share. These shares carry voting rights proportional to the amount paid up per share.

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank	Shareholder	Shares Held	Total Shares	% Issued Capital	% Voting Power
1	* BELL IXL INVESTMENTS LIMITED	3,799,747			
	CELLANTE SECURITIES	2,053,282			
	CLEOD PTY LTD <CELLANTE SUPER FUND A/C>	<u>1,421,713</u>			
	Sub-total		7,274,742	25.611%	24.308%
2	* FAROOQ KHAN	2,286,367			
	ISLAND AUSTRALIA PTY LTD	<u>3,668,577</u>			
	Sub-total		5,954,944	20.965%	19.898%
3	* MR AZHAR CHAUDHRI	907,450			
	CHI TUNG INVESTMENTS LTD	1,050,000			
	RENMUIR HOLDINGS LTD	<u>3,277,780</u>			
	Sub-total		5,235,230	18.431%	17.493%
4	* MANAR NOMINEES PTY LTD	1,725,663			
	ZELWER SUPERANNUATION PTY LTD	<u>180,500</u>			
	Sub-total		1,906,163	6.711%	6.369%
5	COWOSCO CAPITAL PTY LTD		1,150,000	4.049%	3.843%
6	MR DONALD GORDON MACKENZIE & MRS GWENNETH EDNA MACKENZIE		761,260	2.680%	2.544%
7	MS ROSANNA DE CAMPO		268,100	0.944%	0.896%
8	GIBSON KILLER PTY LTD		220,000	0.775%	0.735%
9	MR AYUB KHAN		215,000	0.757%	0.718%
10	MRS AFIA KHAN		215,000	0.757%	0.718%
11	MR SIMON KENNETH CATO	118,000			
	ROSEMONT ASSET PTY LTD	<u>75,000</u>			
	Sub-total		193,000	0.679%	0.645%
12	TOMATO 2 PTY LTD		185,019	0.651%	0.618%
13	VANTEL (AUSTRALIA) PTY LTD		150,000	0.528%	0.501%
14	GLENVIEW SERVICES PTY LTD		145,000	0.510%	0.485%
15	MR JOHN CHENG-HSIANG		136,125	0.479%	0.455%
16	MR ANTHONY NEALE KILLER & MRS SANDRA MARIE KILLER		130,000	0.458%	0.434%
17	MR GREGORY JOHN MATHESON		110,742	0.390%	0.370%
18	MR EUGENE RODRIGUEZ		110,000	0.387%	0.368%
19	NICHOLAS PASTERNAISKY		103,750	0.365%	0.347%
20	MR KEITH FRANCIS OATES & MRS LINDA ANN OATES		<u>100,000</u>	0.352%	0.334%
Total			24,564,075	86.48 %	82.08 %

* substantial shareholders

SECURITIES INFORMATION

Substantial Shareholders	Registered Shareholder	Shares/Voting Shares Held	Voting Power
Bell IXL Investments Limited and associates	BELL IXL INVESTMENTS LIMITED	3,799,747	24.31% ¹
	CELLANTE SECURITIES	2,053,282	
	CLEOD PTY LTD <CELLANTE SUPER FUND A/C>	1,421,713	
Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	MR AZHAR CHAUDHRI	907,450	22.58% ²
	CHI TUNG INVESTMENTS LTD	1,050,000	
	RENMUIR HOLDINGS LTD	3,277,780	
	CHI TUNG INVESTMENTS LTD	1,522,500 ³	
Farooq Khan and associates	FAROOQ KHAN	2,286,367	19.89% ⁴
	ISLAND AUSTRALIA PTY LTD	3,668,577	
Manar Nominees Pty Ltd and Zelwar Superannuation Pty Ltd	MANAR NOMINEES PTY LTD	1,725,663	6.34% ⁵
	ZELWER SUPERANNUATION PTY LTD	180,500	

Notes:

- (1) Based on the substantial shareholding notice filed by Bell IXL Investments Limited dated 5 May 2012
- (2) Based on the substantial shareholding notice filed by Azhar Chaudhri and associates dated 1 May 2012
- (3) Voting shares attributable to 20,000,000 partly paid ordinary shares (issued at a price of 20 cents per share) which have been partly paid to 1.5225 cent each
- (4) Based on the substantial shareholding notice filed by Farooq Khan and associate dated 30 April 2012
- (5) Based on the substantial shareholding notice filed by Manar Nominees Pty Ltd dated 29 December 2003