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Declaration of Independence, Relevant Relationships and Indemnities

SOUTHERN EDGE TRAINING PTY LTD (IN LIQUIDATION)
ACN 084 742 745
FORMERLY TRADING AS SETSOLUTIONS

This document requires the Practitioners appointed to an insolvent entity to make declarations as to:

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

This declaration is made in respect of ourselves, our directors, and our company.

A. Independence

We, Shane Leslie Deane and Roger Darren Grant, of Dye & Co. Pty Ltd have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as joint and several liquidators of Southern Edge Training Pty Ltd (In Liquidation) in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to our independence. We are not aware of any reasons that would prevent us from accepting this appointment.

B. Declaration of Relationships**I. Circumstances of Appointment**

A Creditors Voluntary Liquidation cannot commence until the directors of a company are referred to a registered liquidator.

The sole director, Edmund James O'Grady, of the abovenamed company was referred to Dye & Co Pty Ltd by Glen Carter, a shareholder of the company.

On 21 June 2016 Nicholas Giasoumi of Dye & Co. Pty Ltd had a telephone conference with Glen Carter, Rabieh Krayem (a representative of the shareholder) and Joseph Diez (CEO of Southern Edge Training Pty Ltd) in regard to Southern Edge Training Pty Ltd (In Liquidation) (ACN 087 472 745) formerly trading as Setsolutions ("SET"), Career Life Services Pty Ltd (In Liquidation) (ACN 164 766 876) ("CLS") and Burst Recruitment Pty Ltd (In Liquidation) (ACN 164 766 876) ("Burst").

SET is the sole shareholder of both CLS and Burst. SET is also indebted to CLS and CLS is indebted to Burst. Both Burst and CLS rely on the ongoing business of SET to survive.

Nicholas Giasoumi was advised that the government was not renewing SET's contract and as a result SET would cease to trade on or before 30 June 2016 effectively ceasing the business of CLS and Burst.

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Declaration of Independence, Relevant Relationships and Indemnities
Southern Edge Training Pty Ltd (In Liquidation)

Subsequent to the initial telephone discussion on 21 June 2016 there were a small number of telephone discussions and email transmissions with Joseph Diez to enable the requisite documentation to be prepared to enable the company to be wound up as a creditors voluntary liquidation

On 30 June 2016 the sole director settled a report as to affairs and resolved to wind the company up as a creditors voluntary liquidation and Shane Leslie Deane and Roger Darren Grant were appointed joint and several liquidators.

In our opinion, these meetings and discussions do not affect our independence for the following reasons

- no remuneration was received in respect of the above meetings/discussions;
- the meetings and discussions held had a direct nexus to enable the requisite documentation to be prepared to wind the company up as a Creditors Voluntary Liquidation;
- the Courts and the Code of Professional Practice issued by the Australian Restructuring Insolvency and Turnaround Association (ARITA) specifically recognises the need for practitioners to provide advice on the insolvency process and the options available and do not consider that such advice results in a conflict or is an impediment to accepting an appointment;
- the nature of the advice provided to the company was such that it would not be subject to review and challenge during the course of the liquidation; and
- the pre-appointment advice provided will not influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the liquidation of the company in an objective and impartial manner.
- referrals from external accountants and other advisors are commonplace and do not impact our independence in carrying out our duties as liquidators
- we advise that there are no conditions attached to any referrals to our office for the provision of our professional insolvency services. Given the broad base of referrals to our office and the intermittent nature of referrals by the external accountant we do not consider the size or significance of the referrals would result in any perceived or actual lack of independence

We have provided no other relevant information or advice to the company, its director or its advisors prior to our appointment beyond that outlined in this Declaration

ii. Concurrent and Previous Appointments to Related Entities

On 30 June 2016 Roger Darren Grant and Shane Leslie Deane were also appointed to Burst Recruitment (In Liquidation) (ACN 601 635 152) and Career Life Services Pty Ltd (In Liquidation) (ACN 164 766 876). On 20 May 2016 Shane Leslie Deane and Nicholas Giasumi were also appointed to CTM Training Solutions Pty Ltd (In Liquidation) (ACN 108 102 263) ("CTM"). CTM and SET have some common shareholders and CTM is a creditor of SET. SET is the sole shareholder of both Burst and CLS and as previously advised these three companies are indebted to each other.

Given the commonality of ownership of the companies in the group it is more effective and efficient for the liquidations to be conducted by the same firm to avoid unnecessary duplication of costs and investigations.

30 June 2016

**Declaration of Independence, Relevant Relationships and Indemnities
Southern Edge Training Pty Ltd (In Liquidation)**

It is not expected that any companies in the group will have sufficient realisations to meet its obligations to its respective preferential and secured creditors. Accordingly it is not expected that there will be any dividends in respect of any intercompany indebtedness therefore the liquidators wont be required to adjudicate and formally admit such claims. If circumstances change creditors will be advised of same and the process to ensure no conflict arises.

iii. Relevant Relationships (excluding Professional Services to the Insolvent)

But for the above appointments, neither of us, nor our company, have, or have had within the preceding 24 months, any relationships with Southern Edge Training Pty Ltd (In Liquidation), an associate of the company, a former insolvency practitioner appointed to the company or any person or entity that has a security over the whole or substantially whole of the company's property.

iv. Prior Professional Services to the Insolvent

Neither of us, nor our company, have provided any professional services to Southern Edge Training Pty Ltd (In Liquidation) or any of its directors in the previous 24 months

v. No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with Southern Edge Training Pty Ltd (In Liquidation), an associate of the company, a former insolvency practitioner appointed to the company or any person or entity that has security over the whole or substantially whole of the company's property that should be disclosed.

C. Indemnities and Upfront Payments

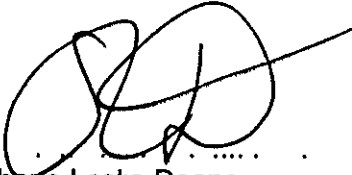
In addition to our statutory indemnities, we have been provided with the following indemnities/upfront payments for the conduct of this liquidation:

Name	Extent and Nature of indemnity / Upfront Payments
Southern Edge Training Pty Ltd	<p>Advanced to our company on 27 June 2016 an amount of \$9,000 00 to meet any costs and expenses incurred by our company and in respect of any expenses, debts and remuneration incurred by the liquidators that may not be met from company funds</p> <p>This amount is shown as cash at bank in the director's report as to affairs and will be today banked into a bank account we will now open for the liquidation.</p> <p>These funds will not be drawn to meet any remuneration incurred until such time that remuneration is approved by creditors.</p> <p>There are no conditions on the conduct or outcome of the liquidation attached to the provision of these funds.</p>

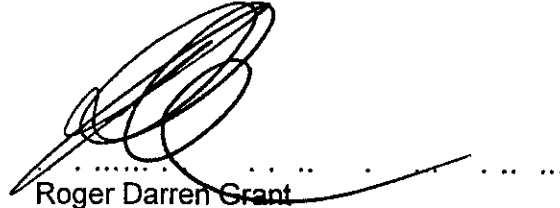
We have not received any other indemnities or upfront payments.

30 June 2016
Declaration of Independence, Relevant Relationships and Indemnities
Southern Edge Training Pty Ltd (In Liquidation)

Dated this 30th day of June 2016



Shane Leslie Deane



Roger Darren Grant

NOTE:

- 1 *If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and the ARITA Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the company's creditors*
- 2 *Any relationships, indemnities or up-front payments disclosed in the Declaration must not be such that the Practitioner is no longer independent. The purpose of the components B and C of the Declaration is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent*

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Appendix A

***Declaration of Independence,
Relevant Relationships and
Indemnities***

Declaration of Independence, Relevant Relationships and Indemnities

Southern Edge Training Pty Ltd ACN 084 742 745
CTM Training Solutions Pty Ltd ACN 108 102 263
(Both In Liquidation) (the Companies)

A Practitioner appointed to an insolvent entity is required to make declarations as to:

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

On 1 August 2018, PPB Advisory merged with PricewaterhouseCoopers (**PwC**). As a result, the majority of PPB Advisory's partners and staff joined PwC.

This declaration is made in respect of us, the partners and staff of PwC, and all members of the PwC global network in Australia.

A. Independence

We, Robert Ditrich and Craig Crosbie of PwC, 2 Riverside Quay, Southbank VIC 3006, undertook a proper assessment of the risks to our independence prior to accepting the appointment as joint and several Liquidators of the Companies in accordance with the law and applicable professional standards.

The assessment identified no real or potential risks to our independence. We are not aware of any conflicts at the time of our appointment or any reasons that would prevent us from accepting this appointment.

A further assessment of risks to our independence as a result of the merger of PPB Advisory and PwC was undertaken prior to merger completion on 1 August 2018. This additional assessment did not identify any real or potential risks to our independence.

In the event that any conflict arises, we will seek independent legal advice or court directions if appropriate.

In the event that this declaration needs to be updated we will issue written notice to all known creditors as per the Companies' records.

B. Declaration of Relationships

i. Circumstances of appointment

We confirm we had no prior meetings with the Companies prior to our appointment. We were appointed Special Purpose Liquidators by the Supreme Court on 2 March 2017 on the application of the Department of Education and Training (**DET**). We consented to act on the request of Mr Kon Tsiakis from DLA Piper Australia (**DLA Piper**) on 2 December 2016. That firm is known to us on a professional basis. In our opinion this does not affect our independence for the reason that giving a consent to act to a creditor does not result in any duty owed to that creditor that would conflict with our interests or duties.

We were subsequently appointed Liquidators of the Companies on 1 February 2019 by the Supreme Court of Victoria. Our appointment replaces the former liquidators of the Companies, Shane Deane, Roger Grant and Nicholas Giasoumi of Dye can Co who agreed to resign upon the Court making the order. There are no other prior professional or personal relationships that should be disclosed.

ii. Relevant relationships (excluding professional services to the insolvent)

PwC undertakes assignments for a large number of corporate and government entities in Australia and may have acted for some creditors of the Companies. We are not aware of any such relationship that would influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Liquidation of the Companies in an objective and impartial manner.

The partners and staff of PPB Advisory who joined PwC from 1 August 2018 may have previously acted for some creditors of the Companies. We are not aware of any such relationship that would influence our ability to be able to fully comply with the statutory and fiduciary obligations associated with the Liquidation of the Companies in an objective and impartial manner.

We, or a member of our firm, have, or have had within the preceding 24 months, a relationship with:

Mr Kon Tsiakis of DLA Piper

Nature of relationship	Reasons why no conflict of interest or duty
<p>DLA Piper acts for the DET and referred this matter to us.</p> <p>We have had previous professional relationships with DLA Piper and/or a number of DLA Piper's staff for a number of years. We have previously undertaken formal and informal assignments on companies referred to us by DLA Piper.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> • Our previous relationships with DLA Piper were not in relation to the Companies' and/or the directors' affairs, or related parties of the Companies and/or the directors. • We have a wide referral base and DLA Piper is one of our many referrers of work in the past 24 months. • Referrals from solicitors, business advisors or accountants are commonplace and do not impact on our independence in carrying out our duties as Liquidators.

The Department of Education and Training

Nature of relationship	Reasons why no conflict of interest or duty
<p>The DET referred this matter to us.</p> <p>We have had previous professional relationships with the DET and/or a number of the DET's staff for a number of years. We have previously undertaken formal and informal assignments on companies referred to us by the DET.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> • Our previous relationships with the DET were not in relation to the Companies' and/or the directors' affairs, or related parties of the Companies and/or the directors. • We have a wide referral base and the DET is one of our many referrers of work in the past 24 months. • Referrals from solicitors, business advisors or accountants are commonplace and do not impact on our independence in carrying out our duties as Liquidators.

G2 Training Pty Ltd (In Liquidation) (G2 Training)

Nature of relationship	Reasons why no conflict of interest or duty
<p>G2 Training was placed into Liquidation on 27 April 2016 and we were appointed Liquidators by its directors. This appointment is still ongoing.</p> <p>G2 Training is a related entity to the Companies.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because the Court has approved our appointment with the knowledge of this related appointment.</p> <p>Our investigations as Liquidators may be enhanced as a result of our familiarity with related entities, which may have:</p> <ul style="list-style-type: none"> • transferred funds between each other • transferred employees between each other • jointly owned properties.

The Opportunity People Pty Ltd (In Liquidation) (The Opportunity People)

Nature of relationship	Reasons why no conflict of interest or duty
<p>The Opportunity People was placed into Liquidation on 27 April 2016 and we were appointed Liquidators by its directors. This appointment is still ongoing.</p> <p>The Opportunity People is a related entity to the Companies.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because the Court has approved our appointment with the knowledge of this related appointment.</p> <p>Our investigations as Special Purpose Liquidators may be enhanced as a result of our familiarity with related entities, which may have:</p> <ul style="list-style-type: none"> • transferred funds between each other • transferred employees between each other • jointly owned properties.

Smart Customer Pty Ltd (In Liquidation) (Smart Customer)

Nature of relationship	Reasons why no conflict of interest or duty
<p>Smart Customer was placed into Liquidation on 19 February 2015 and we were appointed Liquidators by its directors. This appointment is still ongoing.</p> <p>Smart Customer is a related entity to the Companies.</p>	<p>We believe that this relationship does not result in a conflict of interest or duty because the Court has approved our appointment with the knowledge of this related appointment.</p> <p>Our investigations as Liquidators may be enhanced as a result of our familiarity with related entities, which may have:</p> <ul style="list-style-type: none"> • transferred funds between each other • transferred employees between each other • jointly owned properties.

iii. Prior professional services to the insolvent

Neither we, nor our firms (ie PPB Advisory and PwC), have provided any professional services to the Companies in the previous 24 months.

iv. No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Companies, an associate of the Companies, a former insolvency practitioner appointed to the Companies or any person or entity that has security over the whole or substantially the whole of the Companies' property that should be disclosed.

C. Indemnities and up-front payments

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

This does not include statutory indemnities. We have not received any other indemnities or upfront payments that should be disclosed.

Dated this 22nd day of February 2019



Robert Ditrich
Liquidator



Craig Crosbie
Liquidator

Note:

1. *If circumstances change, or new information is identified, we are required under the Corporations Act 2001 and the Australian Restructuring Insolvency & Turnaround Association (ARITA) Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors.*
2. *Any relationships, indemnities or up-front payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of components B and C of the DIRRI is to disclose relationships that, while they do not result in the Practitioner having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.*

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