



YOUR BUSINESS NAVIGATOR

Voyager Resort Limited
(In Liquidation)
ACN 010 547 618
(the "Company")

Update to Lot Owners & Shareholders

Appointees:

Mr Bradley Vincent Hellen and
Mr Nigel Robert Markey
Pilot Partners

Contact:

voyager@pilotpartners.com.au

Date: 21st day of August, 2023





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A	Court Order – Appointment of Statutory Trustees
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Section | ONE

1. SUMMARY

On 2 May 2023, Mr Bradley Vincent Hellen and Mr Nigel Robert Markey were appointed Liquidators of the Company by Order of the Supreme Court of Queensland. This order was made pursuant to the application from Mr Geoffrey Heaton, a Director of the Company, that the Company be wound up on just and equitable ground under Section 461(k) of the *Corporations Act 2001*.

We refer to our initial report dated 30 May 2023 in which you were provided information regarding your role as a Shareholder in the administration and background surrounding the Company.

The purpose of this report is to provide you with an update on the progress of the liquidation and the distribution from the Statutory Trustees ("the Trustees").

We are currently verifying the list of Lot Owners with the Trustees so the distribution from the Trustees can be paid. We have reviewed 2,013 Title Searches and identified approximately 76 discrepancies to the Company's list of Lot Owners. These discrepancies are discussed further at Section 2 of this report. We are working with the Trustees to resolve these discrepancies however payment cannot be made to Lot Owners until all discrepancies have been resolved.

What's next?

At Section 4 of this report, we have detailed the estimated timeframes for both distributions.

Please remain patient while we attend to the matters addressed throughout this report. The Liquidators will contact you in due course to confirm your details for payment.

Can I contact the Liquidator?

An updated list of Frequently Asked Questions can be found at Section 6 of this report.

We have been receiving a significant number of queries from Shareholders and Lot Owners since our appointment. Significant time has been spent responding to these queries. Please ensure you read this report before contacting the Liquidators.

We intend to issue regular updates to Lot Owners and Shareholders throughout this process.



Should you have any further queries or have information that may assist the Liquidators' in any investigations, please contact our office.

	Details
Email:	voyager@pilotpartners.com.au

Dated this 21st day of August, 2023.

BRADLEY HELLEN
JOINT & SEVERAL LIQUIDATOR



Section | TWO

2. STATUTORY TRUSTEES' DISTRIBUTION TO LOTHOLDERS

Work performed to date

Work performed by Pilot Partners in relation to the distribution from the Trustees includes:

- Verification of Lot Owners against 2,094 Title Searches, reviewing title reference numbers, Lot numbers, registered owners, interests held, type of interest and other matters for each Title Search;
- Identifying, investigating and compiling a list of over 76 discrepancies between the Title Searches and the list of Lot Owners;
- Reviewing each discrepancy with the Trustees in detail;
- Investigating enquiries from Lot Owners regarding their lot holding and incorporating into the verified list of Lot Owners;
- Creation of distribution calculation template;
- Various meetings and discussions held between the Liquidators and the Trustees regarding the above; and
- Reviewing and responding to general enquiries received from Lot Owners.

Verifying Lot Owners

The Company's Articles of Association intended for Lot Owners to own one share in the Company for each 1/51 Lot entitlement owned. The list of Lot Owners should therefore agree to the list of Shareholders, however this is not the case.

To ensure payment to the correct Lot Owners, the Trustees and Liquidators agreed Lot Owners should be verified against the Queensland Land Titles Registry. We have reviewed 2,094 individual Title Searches and identified over 76 discrepancies between the Title Searches and the list of Lot Owners held by the Company.

Examples of the discrepancies identified include:

- One owner recognised in the original Lot Owner listing where joint interests are held by more than one party;
- Interests surrendered to the Company by Lot Owners where the property title has not been transferred correctly;
- Interests held in half-weeks in various Lots, rather than full weeks as originally expected;
- Other discrepancies unique to each case.

We are currently working with the Trustees to investigate and resolve these discrepancies, however each issue is unique therefore this process takes time.



Distribution calculation

The Court Order dated 25 March 2022 (“the Order”) (attached as **Appendix A**), which dictates how the sale proceeds are to be distributed by the Trustees, requires the attributed value for each Lot (determined by an independent valuer) to be divided into 51 shares. There are 11 Lots where half weeks (1/102 interest within the Lot) exist, resulting in more than 51 interests within the Lot as contemplated by the Order.

As a consequence, the distribution calculation within the Order causes more funds to be distributed than are available. Legal advice may need to be sought to address this issue and ensure the distribution to Lot Owners is paid in compliance with the Order.

Distribution amount

Due to the above issues, we are unable to provide an estimate of the distribution to be paid to Lot Owners at this stage.

Lot valuation

The Trustees were required to engage a valuer to prepare a Valuation Report for Lots 3 to 62 of the Voyager Resort a summary of those values attributed by Heron Todd White is at **Appendix B**.

Portal creation

To ensure the bank account details of Lot Owners and Shareholders can be verified securely, we have engaged an external consultant to create an online portal to facilitate the verification process.

The portal is currently in testing phase and awaiting the finalised list of Lot Owners before it can be launched. This portal will also be used to facilitate the verification of Lot Owner and Shareholder details.

Future work required

Further work to be completed before the Trustees’ distribution can be paid includes:

- Finalising the verification of Lot Owners to Title Searches;
- Final calculation of the distribution;
- Preparation of distribution statements;
- Finalise the online portal that will host bank account verifications; and
- Verify bank account details of Lot Owners.



Section | THREE

3. LIQUIDATORS' DISTRIBUTION TO SHAREHOLDERS

Verifying Shareholders

In the previous section we referred to discrepancies between the list of Lot Owners and list of Shareholders. We are working through these discrepancies in order to finalise the list of Shareholders of the Company.

Our initial report referred to a number of shares the Company erroneously purchased in itself, when acquiring lots within the Voyager Resort. The Shareholders list will also be corrected for these errors once we have all of the relevant information.

The previously mentioned online portal will be used to verify bank details of Shareholders for payment. Once the list of Shareholders is verified, we will commence this process.

The Liquidators have also attended to the below matters.

Creditors

On 1 August 2023, the Liquidators issued a Statutory Report to Creditors of the Company. Once all creditor claims have been received and adjudicated, the Liquidators will pay a dividend to creditors. At this stage, the estimated total claims are \$6,587 and a full return to creditors is expected.

Debtors

There are significant unpaid levies owed to the Company by Lot Owners. We have issued demand notices to those Lot Owners with outstanding balances in an attempt to recover any outstanding levies.

Any levies not recovered by the Liquidator via the above process, will be deducted from the distribution to the relevant Lot Owners, pursuant to paragraph 11 of the Order (attached as **Appendix B**).

Any unpaid levies which remain outstanding after this process, i.e. exceeding the Trustees' distribution available to the relevant Lot Owners, are likely to be uncommercial to recover.

Taxation matters

We are currently in the process of preparing the Company's tax return for lodgement with the Australian Taxation Office ("ATO").

A number of the Lot entitlements owned by the Company were subject to Foreign Resident Capital Gains Withholding ("FRCGW"). The tax return will enable the FRCGW to be offset against any tax payable.



Once the tax return has been lodged, the Liquidators will also be required to seek clearance from the ATO prior to any distribution of funds to Shareholders.

Other Assets

The funds previously held with the Bank of Queensland are now in the control of the Liquidators and are currently earning interest.

As mentioned in our initial report, the Company holds a security bond with the Australian Securities and Investments Commission ("ASIC"), relating to an Australian Financial Services Licence which has ceased to be held. We have lodged the appropriate ASIC forms to recover this bond, which is currently held with the Australia and New Zealand Bank.

Applicant Costs

The Court Order appointing the Liquidators required the applicant's legal costs for the action be paid by the Company on an indemnity basis. We have now paid these legal costs.

Responding to Enquiries

A significant number of enquiries have been received from Shareholders and Lot Owners regarding both distributions to date. The majority of these enquiries relate to matters that were addressed in our previous report.

We intend to provide regular updates to Shareholders and Lot Owners, as Liquidators and on behalf of the Trustees, throughout this process.

In order to reduce costs, we request that you only contact the Liquidators and Trustees if your enquiry has not already been addressed in our reports issued to date.

Summary of Receipts and Payments

A summary of the receipts and payments within the administration to date is attached as **Appendix C**. An updated summary of receipts and payments will be issued upon payment of the distribution to Shareholders.

Section | FOUR

4. ESTIMATED TIMEFRAME OF FUTURE EVENTS

Our estimated timeframe of future events is shown below. At this stage, we believe this timeframe is reasonable however as we progress, additional issues may arise and delay this timeframe.

We intend to issue regular reports to Lot Owners and Shareholders to keep them informed throughout this process.

Step	Action	Who	Estimated Timing	Comment
1	Confirm discrepancies between Title Searches and Lot Owner listing	Liquidators/ Trustees	Current	Liquidators and Trustees are currently working on these issues.
2	Verify payment details of Lot Owners using online portal	Liquidators/ Technology provider	Mid September	
3	Advertisement prior to distribution to Lot Owners	Trustees	Mid September	
4	Distribution to Lot Owners paid by Trustees	Liquidators/ Trustees	Mid October 2023	
5	Dividend Notice issued	Liquidators	Mid October 2023	
6	Dividend to Shareholders paid by Company	Liquidators	Mid December 2023	



Section | FIVE

5. COSTS OF THE ADMINISTRATION

An Initial Remuneration Notice setting out an estimate of our remuneration was included with our initial report dated 30 May 2023. This document provided you with information about how we propose to be paid for undertaking the administration.

Our initial estimate of the costs of the administration was \$30,000 to \$50,000 (excluding GST) depending on matters arising. We will exceed this estimate due to more work than anticipated being required surrounding the following:

- Level of enquiries from Shareholders;
- Verification around shareholdings and Lot title interests;
- Correspondence with ASIC regarding the release of their bond; and
- Preparation and investigations into the Company's tax liabilities.

The Liquidators' remuneration requires either:

- a) Approval of the creditors; or
- b) Approval of the court

6. FREQUENTLY ASKED QUESTIONS – Updated 21 August 2023

What do I need to do?

Please wait for the Liquidators to provide further directions.

The Liquidators will contact you to confirm your details for payment once a distribution can be paid.

Please notify the Liquidator's office of any change to your contact details.

What is the Liquidators' role?

The Liquidators' function is to identify and secure assets of the Company and distribute them to the creditors and shareholders. The largest asset of the Company is the distribution due from the Trustees for Lots owned by the Company within the property.

What is the Statutory Trustees' role?

The Trustees are required to distribute the net sale proceeds of the Voyager Resort to Lot Owners as dictated by paragraph 11 of the Court Order, attached as **Appendix A**. The Liquidators have been engaged by the Trustees to assist with calculating and paying these funds.

When will I receive my money?

There are a number of discrepancies that must be resolved prior to a distribution being paid from the Trustees. These are discussed at Section 2 of this report.

Once the distribution from the Trustees for the building sale proceeds is completed, the Liquidators will proceed with a dividend and distribution to creditors and shareholders.

Please refer to the estimated timeframe included at Section 4 of this report.

How much will I receive?

Please refer to Section 2 of this report for information about the amount payable from the Trustees.

The amount available to shareholders will be determined once the Company's payment from the Trustees is calculated. The Liquidators are assisting the Trustees with these calculations.

An update will be provided when more information is available.



How are Unpaid Levies dealt with?

Unpaid levies will be deducted from the distribution to the relevant Lot Owners by the Trustees, pursuant to paragraph 11 of the Court Order attached as **Appendix A**.

The Liquidators will adjudicate on the outstanding levies in order to assist the Trustees in determining the amounts to be withheld from the applicable Lot Owners. Should Lot Owners believe the amount of any outstanding levies are incorrect, they should contact the Liquidators with written details disputing the amount owed.

Who pays the Sale Costs for the property?

The costs applicable to the sale of the property and the Trustees are deducted from the sale proceeds from the property.

Do the Liquidators receive remuneration?

The Liquidators' remuneration is discussed at Section 5 of this report.

Can I continue to use my unit in the Voyager building?

No. The Voyager Resort building has been sold.

Will I receive a statement of how the funds have been dealt with?

A summary of receipts and payments made by the Trustees will be made available in due course.

A summary of the Liquidators' receipts and payments made within the liquidation to date is attached as **Appendix C**.

Once payment is made to Shareholders, the Liquidators will provide correspondence advising you of the amount you have received and an updated summary of relevant receipts and payments made within the liquidation.

Why is it taking so long for the payment to be made to the Lot Owners and Shareholders?

There are a number of legal and practical issues required to be resolved prior to a distribution from either the Trustees or the Liquidators. These issues are discussed at Sections 2 and 3 of this report. Once these matters have been addressed, a distribution will be made as soon as possible.

Please refer to the anticipated timeframe at Section 4 of this report for more information.



How will payment be made?

Distributions will be paid to Lot Owners and Shareholders by electronic funds transfer, where possible. If you are unable to receive an electronic funds transfer please contact our office.

As discussed at Section 2 of this report, a secure online Portal will be used to verify bank account details of Lot Owners and Shareholders. Further information in relation to this process will be provided in due course.

Where are the sale proceeds held?

The sale proceeds for Lots 3 to 62 are held by the Trustees in a term deposit generating interest.

These funds are an asset of the Trustees, not the Company, and therefore were not listed in Section 4.3 of our initial report.

I didn't receive the initial report

If you did not receive our initial report, please contact our office to request a copy. If your email or postal address has changed, please advise our office immediately.

What was the value attributed by the valuation obtained by the Trustees of my Lot?

A summary of the Herron Todd White Valuation Report can be found at **Appendix B**.

Who can I contact if I have a question?

Please send any enquiries to voyager@pilotpartners.com.au



Appendix A



Duplicate

SUPREME COURT OF QUEENSLAND

REGISTRY: BRISBANE

NUMBER: BS13638/21

Applicant: **VOYAGER RESORT LTD ACN 010 547 618**

AND

Respondents: **ALAN SKELTON and the others described in the SCHEDULE OF RESPONDENTS**

ORDER

Before: Ryan J

Date: 25 March 2022

Initiating document: Originating Application filed 16 November 2021

THE ORDER OF THE COURT IS THAT:

1. Service is deemed to have been effected on:
 - (a) the One Hundred and Fourth Respondent;
 - (b) the One Hundred and Forty Eighth Respondent;
 - (c) the One Hundred and Seventy Seventh Respondent;
 - (d) the Two Hundred and Forty Second Respondent;
 - (e) the Two Hundred and Ninety Seventh Respondent;
 - (f) the Three Hundred and Thirty Second Respondent;
 - (g) the Four Hundred and Eleventh Respondent;
 - (h) the Six Hundred and Fifty Seventh Respondent;

ORDER

Filed on behalf of the Applicant
Form 59, Version 1
Uniform Civil Procedure Rules 1999
Rule 661

Mahoneys
Level 18, 167 Eagle Street
Brisbane Qld 4000
Tel: 07 3007 3777
Fax: 07 3007 3778
Ref: 25203



- (i) the Six Hundred and Seventy Third Respondent;
 - (j) the Eight Hundred and Sixty Fourth Respondent;
 - (k) the Nine Hundred and Eighth Respondent;
 - (l) the One Thousandth and Twenty Third Respondent.
2. Notwithstanding non-compliance with paragraphs 3(a) and 6(a) of the Order made on 9 December 2021, the hearing of this application proceed.
 3. Geoffrey Graeme Heaton, Geoffrey Philip Walters and Angela Julian-Armitage (the **Trustees**) be appointed trustees of each of Lots 3 to 62 (inclusive) on BUP 6459 (the **Scheme Lot(s)**), and collectively with Lots 1 and 2 on BUP 6459, the **Property** and **Lot(s)**).
 4. Each Scheme Lot thereupon vest in the Trustees, subject to encumbrances affecting the entirety or any encumbrance which, prior to the appointment of the Trustees, affected any undivided share of a Scheme Lot, to be held by them upon trust to sell the same and to stand possessed of the share of the net proceeds, after payment of costs and expenses, and of the net income until sale after payment of rates, taxes, costs of insurance, repairs properly payable out of income and other outgoing, and pursuant to the priority in Order [11].
 5. The Trustees have liberty to apply without notice for directions in relation to the performance of their duties.
 6. The applicant's costs be paid on the indemnity basis and paid out of the proceeds of sale before division.

THE COURT DIRECTS THAT:

7. The Trustees:
 - (a) keep proper books of account in relation to all amounts received or expended by them;
 - (b) take out and maintain appropriate insurance;
 - (c) shall not be entitled to any remuneration;
 - (d) appoint a registered valuer to determine, following the Trustees entering into a contract of sale, the proportionate share of each Lot in the purchase price payable under the contract of sale, based on the respective value that each Lot represents to the value of all other Lots in the Property (once determined the **Share**), where such determination will, except in the case of manifest error, be final and binding on all respondents.

8. The Trustees may sell all Lots jointly:
 - (a) and so that they settle simultaneously;
 - (b) with the applicant in any sale of Lots 1 and 2 on BUP 6459
9. The Trustees be excused from complying with s 39(1) of the *Property Law Act 1974* (Q).
10. The net income of each Scheme Lot, after payment of rates, taxes, costs of insurance, repairs properly payable out of income and other outgoings, be paid to the applicant.
11. The proceeds of sale after payment of all expenses of and incidental to such sale be distributed in the following manner and priority:
 - (a) First, in discharge of any valid encumbrance over the title to the Property;
 - (b) Second, in payment of agent's commission, auctioneers and auction fees associated with the sale of the Property;
 - (c) Third, in payment of expenses and reasonable legal costs and disbursements incurred upon the sale of the Property;
 - (d) Fourth, in adjustment of council rates, water rates and other statutory imposts;
 - (e) Fifth, in payment of the costs of the applicant's costs of this proceeding;
 - (f) Sixth, in payment of the properly incurred expenses of the Trustees;
 - (g) Seventh, by the Share for Lots 1 and 2 being paid to the applicant;
 - (h) Eighth, by the Trustees retaining and dividing the balance into the Shares, before dividing each Share into fifty-one shares (each such share, a **Co-Owner Share**);
 - (i) Ninth, where a respondent's fractional interest in a Scheme Lot was not the subject of a registered mortgage immediately before sale, by paying the Co-Owner Share to that respondent Co-Owner after deduction of any debt due and owing to the applicant on account of any unpaid contributions;
 - (j) Tenth, where a respondent's fractional interest in a Scheme Lot was the subject of a registered mortgage immediately before sale, by:
 - (i) giving notice in writing to each such respondent Co-Owner and each such mortgagee as to the amount of the Co-Owner Share; and
 - (ii) thereafter, paying the Co-Owner Share as directed in writing by the respondent Co-Owner and the mortgagee, or as otherwise ordered by any court, but in any case where the Co-Owner Share is to be paid or is payable to the Co-Owner respondent, only after deduction of any

debt due and owing to the applicant on account of any unpaid contributions.

Signed:


Deputy Registrar





Appendix B



Summary of Herron Todd White Valuation Report		
Lot Number	Unit Number	Assessed Value (\$)
3	1A	450,000
4	1B	470,000
5	1C	490,000
6	1D	470,000
7	2A	460,000
8	2B	480,000
9	2C	500,000
10	2D	480,000
11	3A	465,000
12	3B	485,000
13	3C	505,000
14	3D	485,000
15	4A	470,000
16	4B	490,000
17	4C	510,000
18	4D	490,000
19	5A	490,000
20	5B	510,000
21	5C	530,000
22	5D	510,000
23	6A	495,000
24	6B	515,000
25	6C	535,000
26	6D	515,000
27	7A	500,000
28	7B	520,000
29	7C	540,000
30	7D	520,000
31	8A	505,000
32	8B	525,000
33	8C	545,000
34	8D	525,000
35	9A	510,000
36	9B	530,000
37	9C	550,000
38	9D	530,000
39	10A	515,000
40	10B	535,000
41	10C	555,000
42	10D	535,000
43	11A	520,000
44	11B	540,000
45	11C	560,000
46	11D	540,000
47	12A	525,000
48	12B	545,000
49	12C	565,000
50	12D	545,000
51	13A	535,000
52	13B	555,000
53	13C	575,000
54	13D	555,000
55	14A	540,000
56	14B	560,000
57	14C	580,000
58	14D	560,000
59	15A	545,000
60	15B	565,000
61	15C	585,000
62	15D	565,000
Total		\$31,300,000



Appendix C



Voyager Resort Limited (In Liquidation)
ACN 010 547 618
Receipts and Payments
For the period 2 May 2023 to 20 August 2023

	Amount (\$)
RECEIPTS	
Pre-Appointment Cash at Bank	3,357,228.20
Pre-Appointment Debtors	4,206.00
Interest Income	9,425.68
Total Receipts	<u>3,370,859.88</u>
PAYMENTS	
Legal Fees	89,064.06
Total Payments	<u>89,064.06</u>
Net Receipts and Payments	3,281,795.82
REPRESENTED BY:	
Cash at Bank as at 20 August 2023	3,281,795.82